

**CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**For  
ACKROO INC.**

**As at and for the three-months and nine-months ended September 30, 2020**

(UNAUDITED – PREPARED BY MANAGEMENT)

**NOTICE OF NO AUDITOR REVIEW OF CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

The Management of the Company is responsible for the preparation of the accompanying unaudited condensed consolidated interim financial statements. The unaudited condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of condensed interim financial statements and are in accordance with IAS 34 – Interim Financial Reporting.

The Company's auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

**ACKROO INC.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
as at September 30, 2020 and December 31, 2019  
(UNAUDITED – PREPARED BY MANAGEMENT)  
(Expressed in Canadian Dollars except for share and per share amounts)

	<b>Sep 30, 2020</b>	<b>Dec 31, 2019</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	482,158	28,604
Accounts receivable (Note 4)	277,292	503,089
Inventory	29,879	37,532
Prepaid expenses and other assets	227,625	387,910
Total current assets	1,016,954	957,135
Non-current assets		
Due from related party (Note 14)	300,000	165,020
Property and equipment (Note 8)	2,071,086	2,317,313
Intangible assets (Notes 6 & 7)	2,636,362	2,698,117
Goodwill (Note 7)	1,884,084	1,884,084
Total non-current assets	6,891,532	7,064,534
Total assets	7,908,486	8,021,669
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Bank indebtedness (Note 11)	-	145,000
Accounts payable and accrued liabilities	519,755	557,453
Current portion of lease liability	248,726	313,251
Current portion of deferred revenue	23,868	23,085
Current portion of long term debt (Note 9)	1,142,406	98,085
Total current liabilities	1,934,755	1,136,874
Deferred revenue	18,225	17,360
Lease liability (Note 10)	1,708,881	1,839,474
Long term debt (Note 9)	3,592,107	3,312,512
Total liabilities	7,253,968	6,306,220
<b>SHAREHOLDERS' EQUITY</b>		
Capital stock (Note 13)	15,408,076	15,294,708
Warrants (Note 13)	254,827	254,827
Contributed surplus (Note 13)	1,869,258	1,806,972
Deficit	(16,877,643)	(15,641,058)
Total shareholders' equity	654,518	1,715,449
Total liabilities and shareholders' equity	7,908,486	8,021,669

Commitments (Note 14)  
Subsequent events (Note 16)

Approved by the Board:

Steve Levely      Director  
Wayne O'Connell      Director

(The accompanying notes are an integral part of these consolidated financial statements)

**ACKROO INC.**  
**CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
**For the three-months and nine-months ended September 30, 2020 and 2019**  
(UNAUDITED – PREPARED BY MANAGEMENT)  
(Expressed in Canadian Dollars except for share and per share amounts)

	Nine months ended <b>Sep 30, 2020</b>	Nine months ended <b>Sep 30, 2019</b>	Three months ended <b>Sep 30, 2020</b>	Three months ended <b>Sep 30, 2019</b>
<b>SALES</b>				
Subscription	3,649,074	2,834,367	1,270,418	1,157,771
Product	695,351	876,984	147,511	318,720
Total sales	<u>4,344,425</u>	<u>3,711,351</u>	<u>1,417,929</u>	<u>1,476,491</u>
<b>COST OF SALES</b>				
Subscription	317,415	284,469	90,416	135,237
Product	167,593	330,535	49,971	114,717
Total cost of sales	<u>485,008</u>	<u>615,004</u>	<u>140,387</u>	<u>249,954</u>
Gross profit	<u>3,859,417</u>	<u>3,096,347</u>	<u>1,277,542</u>	<u>1,226,537</u>
<b>EXPENSES</b>				
Administration	1,421,001	1,466,867	450,929	499,382
Research	1,259,469	794,076	412,913	321,770
Sales and marketing	301,853	305,853	94,733	143,758
Share-based compensation expense (Note 13)	255,328	123,554	-	97,273
Amortization of intangible assets	1,340,167	896,207	475,284	451,359
Amortization of property and equipment	225,471	87,427	76,540	29,643
Foreign exchange loss (gain)	24,890	11,452	8,367	11,418
Total expenses	<u>4,828,179</u>	<u>3,685,436</u>	<u>1,518,766</u>	<u>1,554,603</u>
<b>LOSS BEFORE THE FOLLOWING ITEMS</b>	<u>(968,762)</u>	<u>(589,089)</u>	<u>(241,224)</u>	<u>(328,066)</u>
<b>FINANCE COSTS</b>				
Interest expense	(401,042)	(100,837)	(141,847)	(78,788)
Amortization of deferred financing charges	(11,830)	-	(4,581)	-
Total finance costs	<u>(412,872)</u>	<u>(100,837)</u>	<u>(146,428)</u>	<u>(78,788)</u>
<b>LOSS BEFORE INCOME TAXES</b>	<u>(1,381,634)</u>	<u>(689,926)</u>	<u>(387,652)</u>	<u>(406,854)</u>
<b>INCOME TAX</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>NET LOSS AND COMPREHENSIVE LOSS</b>	<u>(1,381,634)</u>	<u>(689,926)</u>	<u>(387,652)</u>	<u>(406,854)</u>
<b>BASIC AND DILUTED LOSS PER SHARE</b>	<u>(0.018)</u>	<u>(0.009)</u>	<u>(0.005)</u>	<u>(0.005)</u>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>	<u>77,142,168</u>	<u>76,126,503</u>	<u>77,148,269</u>	<u>76,277,889</u>

(The accompanying notes are an integral part of these consolidated financial statements)

**ACKROO INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**For the nine-months ended September 30, 2020 and 2019**  
(UNAUDITED – PREPARED BY MANAGEMENT)  
(Expressed in Canadian Dollars except for share and per share amounts)

	Common Shares Number	Common Shares Amount	Agent Options	Warrants	Contributed Surplus	Accumulated Deficit	Total
<b>Balance at December 31, 2018</b>	<b>76,037,400</b>	<b>15,217,625</b>	-	<b>262,855</b>	<b>2,071,610</b>	<b>(14,833,253)</b>	<b>2,718,837</b>
Shares subscribed from options and warrants	522,826	77,083	-	(8,028)	(16,556)	-	52,499
Expiration of options / warrants	-	-	-	-	(336,868)	336,868	-
Share-based compensation	-	-	-	-	123,554	-	123,554
Comprehensive loss	-	-	-	-	-	(689,927)	(689,927)
<b>Balance at September 30, 2019</b>	<b>76,560,226</b>	<b>15,294,708</b>	-	<b>254,827</b>	<b>1,841,740</b>	<b>(15,186,312)</b>	<b>2,204,963</b>
<b>Balance at December 31, 2019</b>	<b>76,560,226</b>	<b>15,294,708</b>	-	<b>254,827</b>	<b>1,806,972</b>	<b>(15,641,058)</b>	<b>1,715,449</b>
Shares subscribed from options and warrants	588,043	113,368	-	-	(47,993)	-	65,375
Expiration of options / warrants	-	-	-	-	(145,049)	145,049	-
Share-based compensation	-	-	-	-	255,328	-	255,328
Comprehensive loss	-	-	-	-	-	(1,381,634)	(1,381,634)
<b>Balance at September 30, 2020</b>	<b>77,148,269</b>	<b>15,408,076</b>	-	<b>254,827</b>	<b>1,869,258</b>	<b>(16,877,643)</b>	<b>654,518</b>

(The accompanying notes are an integral part of these consolidated financial statements)

**ACKROO INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the nine-months ended September 30, 2020 and 2019**  
(UNAUDITED – PREPARED BY MANAGEMENT)  
(Expressed in Canadian Dollars except for share and per share amounts)

	Nine months ended	Nine months ended
	<u>Sep 30, 2020</u>	<u>Sep 30, 2019</u>
<b>OPERATING ACTIVITIES</b>		
Net loss	(1,381,634)	(689,927)
<u>Items not affecting cash:</u>		
Amortization of deferred financing charges	11,830	-
Amortization of property and equipment	225,471	87,427
Amortization of intangible assets	1,340,167	896,207
Share-based compensation	255,328	123,554
Non-cash interest	76,642	7,742
	<u>527,804</u>	<u>425,003</u>
<u>Changes in non-cash working capital items</u>		
Accounts receivable	225,797	(275,400)
Inventory	7,653	(5,332)
Prepaid expenses and other assets	160,285	(326,678)
Accounts payable and accrued liabilities	(37,698)	229,530
Deferred revenue	1,648	1,159
Cash provided by (used in) operating activities	<u>885,491</u>	<u>48,282</u>
<b>INVESTING ACTIVITIES</b>		
Purchase of property and equipment	(64,344)	(15,968)
Purchase of intangible assets	(1,278,413)	(2,800,000)
Advances to Related Party	(134,980)	-
Deposit for acquisition	-	-
Cash used in investing activities	<u>(1,477,737)</u>	<u>(2,815,968)</u>
<b>FINANCING ACTIVITIES</b>		
(Repayment) advances of bank indebtedness	(145,000)	(165,000)
Repayment of long-term debt	(295,064)	(75,000)
Advances of long-term debt	1,622,150	3,500,000
Payment of loan issuance costs	(15,000)	(69,687)
Cash payments of lease liabilities	(186,660)	(83,196)
Issuance of capital stock	65,375	52,499
Cash provided by (used in) financing activities	<u>1,045,801</u>	<u>3,159,615</u>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	453,554	391,929
<b>CASH AND CASH EQUIVALENTS, AT BEGINNING OF PERIOD</b>	<u>28,604</u>	<u>31,289</u>
<b>CASH AND CASH EQUIVALENTS, AT END OF PERIOD</b>	<u>482,158</u>	<u>423,218</u>

(The accompanying notes are an integral part of these consolidated financial statements)

**ACKROO INC.**  
**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**For the three-months and nine-months ended September 30, 2020 AND 2019**  
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**1. NATURE OF OPERATIONS**

Ackroo Inc. (“Ackroo” or the “Company”) is a public company and its shares are listed on the TSX Venture Exchange (TSX-V:AKR) and OTC Markets (OTC: AKRFF). The Company is incorporated under the Canada Business Corporations Act. The Company’s head office is located at 1250 South Service Rd, Unit A31 (3rd Floor) Hamilton, ON L8E 5R9. The Company develops and sells an online loyalty and rewards platform that enables businesses to design and execute customer transaction, engagement and retention strategies.

**2. BASIS OF PREPARATION**

**Statement of compliance**

The consolidated financial statements of the Company have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements for the three-months and nine-months ended September 30, 2020 were approved and authorized for issue by the Board of Directors on November 3, 2020.

**Basis of measurement**

These consolidated financial statements have been prepared on the historical cost basis.

**Basis of consolidation**

The consolidated financial statements include the assets, liabilities and results of operations of the Company and its wholly owned subsidiaries Ackroo Canada Inc. and Ackroo Corporation. The financial statements of all subsidiaries are prepared for the same reporting period, using consistent accounting policies. In preparing the consolidated financial statements, all intra-group balances and transactions between the entities in the consolidated group have been eliminated.

The consolidated financial statements are presented using the Canadian dollar, which is the parent and subsidiary companies’ functional currency.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**Revenue recognition**

Revenue represents the amount the Company expects to receive for products and services in its contracts with customers, net of discounts and sales taxes. The Company’s revenue is derived from the provision of loyalty rewards software-as-a-service (“SaaS”) arrangements, consulting services and consumable products utilized by its customers in the implementation and management of customer loyalty programs. Revenue is generated in three distinct ways: (i) setup includes all of the components required to start a loyalty program including: software, card readers, loyalty cards, artwork, training and configuration of the software to meet customer specific requirements; (ii) transactions include the ongoing monthly processing of loyalty transactions and are charged on either a per transaction basis or a flat monthly fee over the contract period; (iii) the Company also generates revenue from consulting services provided for additional customer training and customized development of loyalty programs.

Typically, the Company enters into contracts that contain services such as subscriptions, incremental variable fees, transaction fees, setup fees and professional services. The Company evaluates these arrangements to determine the appropriate unit of accounting (performance obligation) for revenue recognition purposes based on whether the services are distinct from some or all of the other services in the arrangement. A product or service is distinct if the customer can benefit from it on its own or together with other readily available resources and Ackroo’s promise to

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transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer. Where a contract consists of more than one performance obligation, revenue for each performance obligation is recognized primarily on the relative fair value basis for each performance obligation.

The Company recognizes revenue when it has transferred significant risks of ownership, legal title has passed, it retains neither continuing managerial involvement to the degree usually associated with ownership or effective control over the goods sold, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transactions will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from setup not relating to the sale of product is classified as subscription and service on the consolidated statements of loss and comprehensive loss and is deferred and recognized over the expected life of the estimated term of the merchant agreement. Revenue from license and subscriptions is recognized evenly over the term or estimated term. Revenue from the supply of product and service and consulting fees is recognized in the year in which the product or services are delivered.

#### **Deferred revenue**

Deferred revenue is comprised of startup fees received in advance of a merchant being setup on the Company's loyalty platform and is recognized in income over the estimated life of the merchant agreement.

#### **Cash and cash equivalents**

The Company's policy is to present bank balances under cash and cash equivalents, including bank overdrafts with balances that fluctuate frequently from being positive to overdrawn and undeposited funds on hand.

#### **Inventory**

Inventory consists of components such as cards and card readers and is recorded at the lower of cost and net realizable value. Previously written down inventory is reversed if circumstances that caused the write-down no longer exist.

#### **Financial instruments**

Financial instruments are recognized on the consolidated statements of financial position when the Company becomes a party to the contractual provisions of a financial instrument. The Company is required to initially recognize all of its financial assets and liabilities, including derivatives and embedded derivatives in certain contracts, at fair value.

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management choices and intentions related thereto for the purpose of ongoing measurements. Classification for financial assets include:

- a) FVTPL – measured at fair value with changes in fair value recorded in net earnings;
- b) FVTOCI – measured at fair value with changes in fair value recognized in other comprehensive income for the current year until realized through disposal or impairment except for investment in affiliate as it is a non-derivative equity instrument with no quoted market price; and
- c) Amortized cost – recorded at amortized cost with gains and losses recognized in net earnings in the year that the asset is no longer recognized or impaired.

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Classification choices for financial liabilities include:

- a) FVTPL – measured at fair value with changes in fair value recorded in net earnings; and
- b) Amortized cost – measured at amortized cost with gains and losses recognized in net earnings in the year that the liability is derecognized.

The Company's financial assets and liabilities are classified and measured as follows:

Cash and cash equivalents	Amortized cost
Accounts receivable	Amortized cost
Due from related party	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Long-term debt	Amortized cost

With respect to financial assets measured at amortized cost, the Company assesses whether there are any indications of impairment. When there is an indication of impairment, and if the Company determines that during the year there was a significant adverse change in the expected timing or amount of future cash flows from a financial asset, they will then recognize a reduction as an impairment loss in the statements of income and comprehensive income. The reversal of a previously recognized impairment loss on a financial asset measured at amortized cost is recognized in the statements of income and comprehensive income in the year the reversal occurs.

Transaction costs other than those related to financial instruments classified as FVTPL or FVTOCI, which are expensed as incurred, are added to or deducted from the fair value of the financial asset or financial liability, as appropriate, on initial recognition and amortized using the effective interest method.

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The accounting standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value.

Fair value determination is classified within a three-level hierarchy, based on observability of significant inputs, as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - Unobservable inputs for the asset or liability. Inputs into the determination of the fair value require management judgment or estimation.

If different levels of inputs are used to measure a financial instrument's fair value, the classification within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Changes to valuation methods may result in transfers into or out of an investment's assigned level.

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or if the Company transfers the financial asset to another party without retaining control or substantially all the risks and rewards of ownership of the financial asset. A financial liability is derecognized when its contractual obligations are discharged, cancelled or expire.



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**Foreign currency**

In preparing the financial statements, transactions in currencies other than the Company's functional currency are recorded at the exchange rates prevailing at the dates of the transactions. At each statement of financial position date, monetary assets and liabilities denominated in foreign currencies are translated to Canadian dollars at the foreign exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the Canadian dollars at the effective exchange rate on the date that the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognized in the statement of comprehensive income.

**Property and equipment**

Property and equipment are recorded at cost less residual value and accumulated amortization. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. Amortization is provided when the asset is available for use, over the estimated useful life of the asset, using the following annual rates and methods:

Computer equipment	45%, declining balance method
Right of use leased asset	straight line, over the remaining term of the lease
Leasehold improvements	straight line, over the shorter of useful life or term of the lease
Furniture and fixtures	20%, declining balance method

An asset's residual value, useful life and amortization method are reviewed, and adjusted prospectively if appropriate, on an annual basis.

Gains and losses on disposal of property and equipment are determined by comparing the proceeds with the carrying amount of the asset and are included in the consolidated statements of loss and comprehensive loss.

**Business combinations**

Business combinations are accounted for by applying the acquisition method. The acquisition method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recorded in the financial statements prior to acquisition. The acquiree's identifiable assets and liabilities that meet the conditions for recognition under IFRS 3, Business Combinations ("IFRS 3"), are recognized at their fair value at the acquisition date.

The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value. Transaction costs related to the acquisition are expensed as they are incurred.

Goodwill arising on acquisition is recognized as an asset and represents the excess of acquisition cost over the fair value of the Company's share of the identifiable net assets of the acquiree at the date of the acquisition. Any excess of identifiable net assets over the acquisition cost is recognized in net income immediately after acquisition.

**Goodwill and intangible assets**

Goodwill, representing the excess of the purchase price over the fair value of the net assets acquired, is carried at its original value based on the acquisition, less impairment losses determined subsequent

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to the acquisition. Goodwill, both new and existing, is measured against the whole operations of Ackroo as a singular cash generating unit (CGU).

Intangible assets consist of acquired customer contracts and intellectual property. Intangible assets are accounted for at cost. Customer contracts and intellectual property have finite useful lives and are carried at cost less accumulated amortization and accumulated impairment losses. The customer contracts are amortized on straight-line basis over the estimated useful life of 3 years. Intellectual property is amortized on straight-line basis over the estimated useful life of 5 years.

#### **Impairment of non-financial assets**

Goodwill and intangibles with indefinite useful lives are reviewed for impairment annually, or when events or changes in circumstances indicate the carrying value of the assets may not be recoverable. Goodwill, both new and existing, is measured against the whole operations of Ackroo as a singular cash generating unit (CGU). If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount is the higher of fair value less costs of disposal and value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses related to goodwill cannot be reversed.

Long-lived assets or finite life intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount is the higher of fair value less costs to sell and value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. When an impairment loss subsequently reverses, other than related to goodwill, the carrying amount of the asset is increased to the revised estimate but is limited to the carrying amount that would have been determined if no impairment loss had been recognized in prior years.

In the process of measuring expected future cash flows, management makes assumptions about future growth of profits. These assumptions relate to future events and circumstances. The actual results may vary and may cause significant adjustments to the Company's assets in subsequent financial years.

#### **Income taxes**

The income tax expense for the year comprises current and deferred tax. Tax is recognized in the consolidated statements of loss and comprehensive loss, except to the extent it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is recognized in other comprehensive income or equity, respectively.

Current tax is the expected tax payable on the taxable income for the year using tax rates enacted or substantively enacted, at the end of the year, and any adjustments to tax payable in respect to previous years.

Deferred taxes are calculated using the asset and liability method on temporary differences between the carrying amount of assets and liabilities and their related tax bases. Deferred income taxes are measured using substantively enacted tax rates that will be in effect when the amounts are expected to be settled. Deferred tax assets are only recognizable to the extent it is probable that they will be utilized against future taxable income. The assessment of probability of future taxable income in which deferred tax assets can be utilized is based on the Company's latest approved forecast, which is adjusted for significant non-taxable income and expenses. If a positive forecast of taxable income

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indicates the probable use of a deferred tax asset, the deferred tax asset is generally recognized to the extent it is recoverable.

Deferred tax assets and liabilities are only offset when the Company has the right and intention to offset current tax assets and liabilities from the same taxation authority. Changes in deferred tax assets and liabilities are recognized as a component of income or expense in net earnings or loss, except where they relate to items that are recognized in other comprehensive income or equity.

#### **Investment tax credits**

The Company claims investment tax credits as a result of incurring scientific research and development expenditures. Investment tax credits are recognized when the related expenditures are incurred and there is reasonable assurance of their realization. Investment tax credits in connection with research and development activities are recorded as a reduction of the cost of the related assets or expenditures. Management has made a number of estimates and assumptions in determining the expenditures eligible for the investment tax credit claim and the amount could be materially different from the recorded amount upon assessment by the Canada Revenue Agency.

#### **Research and development**

Current research costs other than property and equipment acquisitions are expensed as incurred. Development costs are deferred and amortized when the criteria for deferral under IFRS are met, or otherwise, are expensed. To date, no such costs have been deferred.

#### **Share-based payments**

The Company records equity settled share-based payments for the granting of stock options and warrants granted using the fair value method whereby all awards to employees are recorded at the fair value of each stock option or warrant at the date of the grant using the Black-Scholes option pricing model. The fair value of the stock options is amortized over the vesting period with a corresponding increase in contributed surplus. The amount recognized as an expense is adjusted to reflect the number of options expected to eventually vest. Any consideration paid by the option or warrant holders to purchase shares is credited to share capital and the related share-based payments is transferred from warrant reserve or contributed surplus to share capital.

#### **Loss per share**

The Company calculates basic loss per share using the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding by an amount that assumes that the proceeds to be received on the exercise of dilutive stock options and warrants are applied to repurchase common shares at the average market price for the year in calculating the net dilution impact. Stock options and warrants are dilutive when the Company has income from continuing operations and the average market price of the common shares during the year exceeds the exercise price of the options and warrants.

Due to the losses for the three-months and nine-months ended September 30, 2020 and September 30, 2019, and the antidilutive impact of options or warrants issued, basic loss per share is equal to diluted loss per share for the years presented.

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**Leases**

At the inception of a contract, an evaluation is made to determine whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The following factors are considered to assess whether a contract conveys the right to control the use of an identified asset:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all of the economic benefit from use of the identified asset throughout the period of use; and
- the Company has the right to the direct use of the asset.

Lessee accounting

A right-of-use asset and a lease liability is recognized at the lease commencement date. The right-of-use asset is initially measured at cost, consisting of:

- the initial amount of the lease liability, adjusted for any lease payments made at or before the commencement date; plus
- any initial direct costs incurred; and
- an estimate of costs to dismantle and remove the underlying asset or restore the site on which it is located; less
- any lease incentives received.

The right-of-use asset will typically be depreciated on a straight-line basis over the lease term, unless ownership of the leased asset is expected at the end of the lease. The lease term will consist of:

- the non-cancellable period of the lease;
- periods covered by options to extend the lease that are reasonably certain to be exercised;
- periods covered by options to terminate the lease that are reasonably certain not to be terminated.

If the Company expects to obtain ownership of the leased asset at the end of the lease, the right-of-use asset is depreciated over the underlying asset's estimated useful life. Additionally, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Usually, the incremental borrowing rate is used to discount lease payments as the interest rate implicit in a lease cannot be readily determined. The lease liability is subsequently measured at amortized cost using the effective interest rate method.

Lease payments included in the measurement of the lease liability include:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or rate;
- amounts expected to be payable under a residual guarantee; and

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- the exercise price under a purchase option that is reasonably certain to be exercised, lease payments in an optional renewal period that are reasonably certain to be exercised, and penalties for early termination of a lease unless it is reasonably certain not to be terminated early.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the estimate of the amount expected to be payable under a residual value guarantee, or if there is a change in the assessment of whether or not a purchase, extension or termination option will be exercised. When the lease liability is remeasured in any of these circumstances, a corresponding adjustment is made to the carrying amount of the right-of-use asset.

The lease liability is also remeasured when the underlying lease contract is amended. When there is a decrease in contract scope, the lease liability and right-of-use asset will decrease relative to this change with the difference recorded in net income prior to the remeasurement of the lease liability.

### **Significant accounting judgments, estimates and assumptions**

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the year.

#### Revenue recognition

Revenue from setup fees is recognized over the life of the merchant agreement. Judgment is required when determining the fair value of elements included in a bundled merchant arrangement and the estimated life of each merchant agreement. Revenue for service elements is recognized as the services are performed. Estimates of performance are required to recognize revenue.

#### Valuation of identifiable assets in a business combination

In a business combination, all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent external valuation expert may determine the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows.

These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the discount rate applied. In certain circumstances where estimates have been made, the Company may obtain third-party valuations of certain assets, which could result in further refinement of the fair-value allocation of certain purchase prices and accounting adjustments.

#### Asset purchase or business combination

The Company applies judgement on whether the purchase of shares or assets represents a business combination or an asset purchase. The Company also applies judgment on the recognition and measurement of the assets acquired and liabilities assumed, and estimates are utilized to calculate and measure such adjustments. In measuring the fair value of the assets and liabilities acquired management uses estimates of future cash flows and discount rates.

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Estimated useful lives of assets

The estimated useful lives of intangible assets and property and equipment are based on management's intentions, historical experience, internal plans and other factors as determined by management. The useful lives are reviewed on an annual basis and any revisions to the useful lives are accounted for prospectively.

Impairment of financial instruments

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. Loss allowances for accounts receivable are measured at an amount equal to the lifetime expected credit losses if the amount is not considered fully recoverable. A financial asset carried at amortized is considered credit-impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Individually significant financial assets are tested for credit impairment on an individual basis. The remaining financial assets are assessed collectively.

Impairment of non-financial assets

The Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill is tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Recognition of deferred income taxes

The extent to which deferred income tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of a legal or economic limit of uncertainties in various tax jurisdictions.

Estimated BDC principal repayments

The BDC principal repayment structure is in the form of annual cash flow sweeps starting April 2021 for the 2020 fiscal year. The amount of the cash repayment is based on 50% of the available free cash flow from the prior year's operations to a maximum of \$600,000 per year. Estimates have been made which reflect the Company's projected cash flow however, actual principal repayments may differ based on actual results.

Estimation uncertainty

Significant accounting policies and estimates utilized in the normal course of preparing the Company's consolidated financial statements require the determination of future cash flows utilized in assessing net recoverable amounts and net realizable values; identification and measurement of assets acquired and liabilities assumed in business combinations; amortization; allowance for doubtful accounts; useful lives of property, equipment and intangible assets; recoverability of goodwill and long-lived assets; ability to utilize tax losses and investment tax credits; fair value of share based awards and warrants; and measurement of deferred taxes. In making estimates, management relies

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on external information and observable conditions where possible, supplemented by internal analysis where required.

These estimates have been applied in a consistent manner and there are no known trends, commitments, events or uncertainties that we believe will materially affect the methodology or assumptions utilized in these financial statements. The estimates are impacted by many factors, some of which are highly uncertain. The interrelated nature of these factors prevents us from quantifying the overall impact of these movements on the Company's consolidated financial statements in a meaningful way. These sources of estimation uncertainty relate in varying degrees to virtually all asset and liability account balances.

#### **Recently adopted accounting standards**

##### IFRS 16 Leases

In January 2016, the IASB issued IFRS 16 which replaces IAS 17 for the accounting of leases. IFRS 16 eliminates the classification as an operating lease and requires lessees to recognize a right-of-use asset and a lease liability in the statement of financial position for all leases with exemptions permitted for short-term leases and leases of low value assets. In addition, IFRS 16: changes the definition of a lease; sets requirements on how to account for the asset and liability, including complexities such as non-lease elements, variable lease payments and options periods; changes the accounting for sale and leaseback arrangements; largely retains IAS 17's approach to lessor accounting and introduces new disclosure requirements. This standard was implemented January 1, 2019.

The adoption of IFRS 16 led to the recording of a right of use leased asset – office space in the amount of \$192,245 including prepaid rent of \$9,244 and a total related lease liability of \$183,001.

#### **4. FINANCIAL INSTRUMENTS**

##### Fair value of financial instruments

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, due from related party, accounts payable and accrued liabilities, and long-term debt. The Company believes that the recorded values of all these financial instruments, with the exception of long-term debt, approximate their current fair values because of their short-term nature. The fair value of long-term debt approximates its carrying value due to its market rate of interest.

##### Risk management

The Company's activities expose it to a variety of financial risks including market risk (i.e. currency risk, interest rate risk), credit and liquidity risks.

##### (a) Market risk

Market risk is the risk that the fair value or expected future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Company is mainly exposed to interest rate risk and currency risk.

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*Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company transacts primarily in Canadian dollars and is not exposed to significant currency risk.

*Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's long-term debt bears interest at a fixed rate. Bank indebtedness is based on market rates plus a fixed percentage and represents some risk. As a whole, the Company's exposure to interest rate risk is minimal.

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's credit risks relate to its cash and cash equivalents and accounts receivable. The Company's cash and cash equivalents are deposited with a Canadian chartered bank and as a result management believes the risk of loss on this item to be remote. Management believes that the credit risk on its accounts receivable is limited as the amounts are expected to be collected in the Company's next operating cycle.

The aging of accounts receivable balances at September 30, 2020 are as follows:

	Amounts Due	Collected within 30 days of period end	Remaining Aged Balance
1 - 30 days	237,258	116,702	120,556
31 - 60 days	13,204	11,006	2,199
61 - 90 days	14,625	4,586	10,040
Greater than 90 days	12,204	10,386	1,817
	277,292	142,680	134,611

The aging of accounts receivable balances at Dec 31, 2019 are as follows:

	Amounts Due	Collected within 30 days of year end	Remaining Aged Balance
1 - 30 days	443,482	341,112	102,370
31 - 60 days	50,954	41,139	9,815
61 - 90 days	7,897	6,185	1,712
Greater than 90 days	756	135	621
	503,089	388,571	114,518

The Company has limited credit risk since the Company does not typically extend credit to its customers and customers are required to provide a pre-authorized method of payment upon entering into a service contract. The Company carries out, on a continuing basis, credit checks on its clients, a review of outstanding amounts and maintains provisions for estimated uncollectible accounts. Provisions for doubtful accounts, not due to credit loss, are made on an account by account basis. At



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September 30, 2020, the allowance for doubtful accounts amounted to \$Nil (2019 - \$Nil). At September 30, 2020 there was only one customer that represented greater than 10% of the current total accounts receivable (10.3%) whose entire balance was subsequently paid after quarter end.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's management believes its existing working capital coupled with the cash that will be generated from its operations coupled with additional financing activities will enable the Company to meet its financial obligations.

**5. BUSINESS COMBINATIONS**

**Business Combinations**

KESM Transactions Solutions Inc. & LoyalMark LLC

On December 1, 2017, the Company completed the acquisition of certain software technologies and customer contracts from KESM Transactions Solutions Inc. & LoyalMark LLC which assets comprise the KESM/LoyalMark software platform. The acquisition is a business combination accounted for using the acquisition method in accordance with IFRS 3. Assets assumed in the acquisition have been recorded at their fair values as at the date of acquisition. The excess of the consideration transferred over the fair value of the assets acquired has been included in goodwill. In consideration for the assets, the Company issued 35,800,000 common shares, and paid cash consideration of \$200,000 of which \$100,000 was paid on closing of the acquisition with the remaining \$100,000 to be paid during fiscal 2018 and fiscal 2019 (\$25,000 – 2018 and \$75,000 – 2019). In addition, the Company entered into 5-year consulting agreements with the 2 owners of KESM/LoyalMark to provide advice and consulting services in advancing the business. In consideration for providing the services under the consulting agreements, the Company will pay \$33,334 and US\$10,000 respectively per month. The consulting agreements may be terminated by KESM/LoyalMark with 30 days' notice. The consulting services have been determined to be post acquisition compensation.

In February 2019, the Company renegotiated the consulting agreements related to the KESM acquisition to significantly lower the monthly consultation fees and extending the term of the agreement. The monthly consulting fees which had a remaining term of 47 months has been extended to 84 months with the monthly amounts decreasing from \$33,333 CAD and \$10,000 USD to \$16,246 CAD and \$8,000 USD respectively for an annual savings of \$236,968.

Fair value of net assets acquired is as follows:

Inventory	\$ 500
Customer contracts	2,080,000
Intellectual property	110,000
Goodwill arising on acquisition	871,041
	<hr/>
	\$ 3,061,541
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IQ724

On July 2, 2019, the Company completed the acquisition of certain assets of I.Q. 7/24 Inc. ("IQ724"), a wholly owned subsidiary of Mobi724 Global Solutions Inc. The acquisition is a business combination accounted for using the acquisition method in accordance with IFRS 3. Assets assumed in the acquisition have been recorded at their fair values as at the date of acquisition. The acquisition of the IQ724 assets is expected to contribute significantly to the profitability of the Company through synergies identified and expected to be realized in the elimination of redundant expenditures including staff and overheads. In consideration for the assets, the Company paid cash consideration of \$2,800,000 on closing. In addition, the Company entered into a 2-year licensing agreement with Mobi724 Global Solutions Inc. for \$20,000/month to allow support, development and migration of the customers from the Mobi724 Global Solutions Inc. platform to the Ackroo platform. The acquisition was funded through the debt financing provided by BDC Capital Inc. This agreement was amended in December 2019 as the company agreed to acquire full rights to the IP in the amount of \$320,000. As of February 29, 2020. A deposit of \$160,000 was paid in December 2019 with the balance to be paid in two \$90,000 installments after the February 29, 2020 closing date once transition was completed. All amounts have been paid in full as of June 30, 2020.

Fair value of net assets acquired is as follows:

Customer contracts	\$ 2,415,000
Goodwill arising on acquisition	385,000
IP	<u>320,000</u>
	<u>\$ 3,120,000</u>

WinWin / Resulto

On February 28, 2020, the Company completed the acquisition of assets related to WinWin / Resulto's hospitality and retail gift card and loyalty platform and all related customers for \$136,263 in cash consideration. The marketing software platform will assist Ackroo's growth strategies via hospitality and retail and provide some key integrations.

Fair value of net assets acquired is as follows:

Customer contracts	\$ 116,263
IP	<u>20,000</u>
	<u>\$ 136,263</u>

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BNA Smart Payments

On April 2, 2020, the Company acquired some assets of BNA Smart Payments with consideration consisting of \$200,000 cash on closing and additional consideration being paid over the next 18 months based on the actual residual payment revenues from the BNA customers. The loan is non-interest bearing and unsecured. The balance of the future cash consideration was recorded and discounted at an effective interest rate of 10%.

Fair value of net assets acquired is as follows:

Customer contracts	\$ <u>822,150</u>
	\$ <u><u>822,150</u></u>

**6. INTANGIBLE ASSETS**

The Company's amortized intangible assets consist of the following:

<b>Cost</b>	Intellectual Property	Customer Contracts	Total
As at December 31, 2018	197,111	3,749,771	3,946,882
Additions	-	2,415,000	2,415,000
As at December 31, 2019	197,111	6,164,771	6,361,882
Additions	1,162,150	116,263	1,278,413
As at September 30, 2020	1,359,261	6,281,034	7,640,295
<b>Accumulated Amortization</b>			
As at December 31, 2018	110,872	2,304,705	2,415,577
Amortization	37,924	1,210,264	1,248,188
As at December 31, 2019	148,796	3,514,969	3,663,765
Amortization	56,786	1,283,381	1,340,167
As at September 30, 2020	205,582	4,798,350	5,003,932
<b>Net book value</b>			
As at December 31, 2018	86,239	1,445,066	1,531,305
As at December 31, 2019	48,315	2,649,802	2,698,117
As at September 30, 2020	1,153,679	1,482,684	2,636,362

The intangible assets acquired in 2020 and 2019 were recorded as a result of the business combination disclosed in Note 5.

**7. GOODWILL**

Goodwill in the amount of \$385,000 arose on the acquisition of the IQ724 assets as of July 2, 2019. This value, in part, consists of synergistic benefits realized by the Ackroo immediately following the

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acquisition such as an increase of revenues, costs efficiencies, wider customer base, and access to more debt. Goodwill will not be fully deductible for tax purposes.

<b>Ackroo (Single CGU)</b>	<b>Goodwill</b>
<b>Balance, December 31, 2018</b>	<b>1,499,084</b>
Additions - IQ724	385,000
<b>Balance, December 31, 2019</b>	<b>1,884,084</b>

Goodwill was tested for impairment at December 31, 2019, based on the entire Ackroo operations as a singular cash generating unit (CGU) and it was determined no impairment existed. No impairments of goodwill have been recorded historically. Goodwill was not tested as of September 30, 2020 as there were no indicators of impairment and goodwill is only tested annually.

**8. PROPERTY AND EQUIPMENT**

<b>Cost</b>	Computer equipment	Right of use leased asset - office space	Furniture and fixtures	Total
As at December 31, 2018	90,297	-	30,702	120,999
Additions	66,801	2,391,645	32,470	2,490,916
As at December 31, 2019	157,098	2,391,645	63,172	2,611,915
Additions	44,468	-	19,876	64,344
Disposition	-	154,201	-	154,201
As at September 30, 2020	201,566	2,237,444	83,049	2,522,058

<b>Accumulated amortization</b>	Computer equipment	Right of use leased asset - office space	Furniture and fixtures	Total
As at December 31, 2018	75,669	-	17,192	92,861
Additions	22,012	173,731	5,998	201,741
As at December 31, 2019	97,681	173,731	23,190	294,602
Additions	26,615	122,381	7,374	156,370
As at September 30, 2020	124,296	296,112	30,564	450,972

<b>Net book value</b>	Computer equipment	Right of use leased asset - office space	Furniture and fixtures	Total
As at December 31, 2018	14,628	-	13,510	28,138
As at December 31, 2019	59,417	2,217,914	39,982	2,317,313
As at September 30, 2020	77,270	1,941,332	52,485	2,071,086

For the year nine-months ended September 30, 2020, the Company recorded a right of use leased asset – office space and leased furniture in the amount of \$2,237,444 with a total related lease liability of \$1,957,607 using a discount rate of 5%.

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**9. LONG-TERM DEBT**

The Company has the following debt balances outstanding:

	<u>2020</u>	<u>2019</u>
On March 1, 2019 the Company secured a \$500,000, 5-year loan at 8% interest from SOFII (Southern Ontario Fund for Investment in Innovation) with 6 months interest only and then 54 principal repayments commencing October 2019. The closing legal costs related to the loan were capitalized and will be recognized over the 5 year term.	405,451	476,677
On July 2, 2019, the Company secured financing from BDC Capital Inc. in the amount of \$3,000,000. On April 3, 2020 the Company received an additional \$1,000,000 disbursement from BDC connected to the original financing. The BDC Capital Inc. financing has a 5-year term, bears an initial interest rate of 9.75% and incurred a 1.5% (\$45,000) upfront fee for the first disbursement and (\$15,000) for the second disbursement. The loan has annual principal repayments commencing April 2021 based on 50% of free available cash flow from the prior fiscal year with a maximum annual principal repayment of \$600,000. The closing costs related to the loan were capitalized and will be recognized over the 5-year term of the loan. The loan is secured by a floating security charge over all assets of the Company.	4,000,000	3,000,000
On April 2, 2020, the Company acquired some assets of BNA Smart Payments with consideration consisting of \$200,000 cash on closing and additional consideration being paid over the next 18 months based on the actual residual payment revenues from the BNA customers. The balance of the future estimated cash consideration was recorded and discounted at an effective interest rate of 10%. The loan is non-interest bearing and unsecured.	398,312	-
	4,803,763	3,476,677
Unamortized financing costs	69,250	66,080
Current portion	1,142,406	98,085
Long-term portion	3,592,107	3,312,512

The estimated principal repayments over the next five years are:

2020	\$	130,902
2021		998,896
2022		715,043
2023		724,591
2024		2,234,331
	\$	4,803,763

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The interest incurred on the long-term debt in the nine-months ended September 30, 2020 and 2019 was \$296,720 and \$100,837 respectively.

**10. LEASE LIABILITIES**

Lease liabilities are comprised of the two leases, one for office space premises located in Stoney Creek, ON and the other for office furniture for the Stoney Creek office with monthly lease payments in the amounts of \$19,036 and \$2,830 respectively. The Ottawa lease was terminated early for a one-time payout of \$27,500. The lease liability was calculated at a 5% interest rate. Lease interest expense and amortization expense for the nine-months ended September 30, 2020 was \$76,642 and \$191,483 respectively. Lease liabilities as of September 30, 2020 were \$248,726 (short-term) and \$1,708,881 (long-term).

**11. CREDIT FACILITIES**

The Company has a revolving demand facility with a maximum borrowing of \$1,600,000 of which \$Nil was utilized at September 30, 2020 (2019 - \$145,000). The facility is repayable on demand, bears a total interest rate at bank prime + 2% (4.45% at September 30, 2020) and is secured by a general security agreement over all personal property of the Company. The borrowings under this facility must not exceed the aggregate of 4 x MRR (4 times the total Monthly Recurring Revenue) to a maximum borrowing of \$1,600,000.

**12. INCOME TAXES**

The major components of income tax expense for the years ended December 31, 2019 and 2018 are as follows:

	<u>2019</u>	<u>2018</u>
Current tax	\$ -	\$ 14,141
Deferred tax	-	(14,141)
Total income tax expense	<u>-</u>	<u>-</u>

The impact of differences between the Company's reported income tax expense and the expense that would otherwise result from the application of statutory tax rates is as follows:

	<u>2019</u>	<u>2018</u>
Tax recovery at combined federal and provincial rate		
Canadian corporations of 26.5%	(312,552)	(282,708)
Non-deductible expense and other	36,187	75,645
Unrecognized tax benefits on non-capital losses	<u>276,365</u>	<u>207,064</u>
	<u>-</u>	<u>-</u>

The composition of unrecognized tax benefits are as follows:

	<u>2019</u>	<u>2018</u>
Scientific research and experimental development costs	127,246	457,755
Non-refundable investment tax credits	107,822	119,242
Intangible assets and share issue costs	1,014,609	707,807
Non-capital losses and capital losses	<u>7,397,835</u>	<u>6,948,838</u>
	<u>8,647,512</u>	<u>8,233,642</u>

Ackroo Canada Inc. has undeducted scientific research and experimental development expenses for

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tax purposes of \$127,246 which are available for carry forward to reduce future years' income for tax purposes. These expenses carry forward indefinitely.

Ackroo Canada Inc. has investment tax credits for income tax purposes of \$107,822 which can be used to offset future income taxes otherwise payable and expire starting 2033.

Ackroo Canada Inc. has deductible temporary differences for income tax purposes of \$1,014,609 which can be used to offset future income taxes otherwise payable and do not expire.

Ackroo Inc. and Ackroo Canada Inc. have unused non-capital losses of \$285,839 and \$3,951,209 respectively, which may be carried forward and applied to reduce taxable income of future years. The losses are available for a limited time only and expire as follows:

	<b>Ackroo Inc</b>		<b>Ackroo Canada Inc</b>
2039 \$	-	\$	324,952
2038	18,624		-
2037	19,672		785,375
2036	19,703		994,000
2035	106,952		936,241
2034	120,888		1,235,593
	\$ 285,839	\$	3,951,209

The Company has not recognized the future tax benefit of these losses and tax credits.

**13. CAPITAL STOCK**

**(a) Authorized share capital**

The Company is authorized to issue an unlimited number of the following shares:

Preferred shares – issuable in series with the terms and conditions to be set on issuance  
Common shares – voting, without par value

**(b) Issued and outstanding**

	<u>2020</u>	<u>2019</u>
Common - 77,148,269 shares (2019 - 76,560,226 shares)	\$ 15,408,076	\$ 15,294,708

During the nine-months ended September 30, 2020, 588,043 options were exercised by shareholders and executives of the Company for total proceeds of \$65,375. There were no options exercised during the three-months ended September 30, 2020.

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**(c) Outstanding warrants**

At the nine-months ended September 30, 2020, a summary of the Company's warrant activity is as follows:

	Number of warrants	Weighted Average Exercise Price
<b>Balance at December 31, 2018</b>	<b>10,675,364</b>	<b>\$0.100</b>
Warrants expired	-	<b>\$0.000</b>
Warrants exercised	(300,000)	<b>\$0.100</b>
Warrants issued	-	<b>\$0.000</b>
<b>Balance at December 31, 2019</b>	<b>10,375,364</b>	<b>\$0.100</b>
Warrants expired	-	<b>\$0.000</b>
Warrants exercised	-	<b>\$0.100</b>
Warrants issued	-	<b>\$0.000</b>
<b>Balance at September 30, 2020</b>	<b>10,375,364</b>	<b>\$0.100</b>

In August of 2019, 300,000 warrants were exercised by shareholders and executives of the Company.

No new warrants were issued during the nine-months ended September 30, 2020.

**(d) Stock options**

Under the terms of the Company's approved Stock Option Plan (ESOP) the Board of Directors of the Company may, from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Company options to purchase common shares, provided that the number of common shares reserved for issuance, together with those to be issued pursuant to options previously granted, does not exceed 10% of the issued and outstanding common shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis, or 2% if the optionee is engaged in investor relations activities or is a consultant.

Under Exchange policy, all such rolling stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares must be approved and ratified by shareholders on an annual basis. There are currently 77,148,269 (2019 – 76,560,226) common shares outstanding, which means that up to 7,714,827 (2019 – 7,656,023) of the Company's common shares could be reserved for issuance upon the exercise of stock options.

Options are exercisable over periods of up to three years as determined by the Board of Directors and are required to have an exercise price no less than the closing market price of the common shares prevailing on the day that the option is granted less a discount of up to 25%, with the amount of the discount varying with market price in accordance with the policies of the Exchange. Options held by an officer, director or service provider (not conducting investor relations) expire 30 days after the option holder has left office or the service provider ceases providing services, and for options held by service providers conducting investor relations, 30 days after the Company terminates that relationship. In the case of the death of an employee, officer, director or other service provider, the option may be exercised by a personal representative or heir until the earlier of the option's expiry or one year after the option holder died.



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Pursuant to the Stock Option Plan, the Board of Directors may from time to time authorize the grant of options to directors, officers, employees and consultants of the Company or employees of companies providing management or consulting services to the Company. Other than options granted to consultants performing investor relations activities which must vest in stages over 12 months with no more than one-quarter of the options vesting in any three-month period, the Stock Option Plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion.

The Company issued 300,000 options to new employees on April 11, 2019 at an exercise price of \$0.115, vesting immediately with a 3-year term. On May 16, 2019, a new employee exercised a portion of the recent issuance by exercising 47,826 options at a price of \$0.115.

The Company issued 1,000,000 options to new employees, executives and board members on August 6, 2019 at an exercise price of \$0.120, vesting immediately with a 3-year term. In August of 2019 175,000 options were exercised by an employee and a board member.

During the year-ended December 31, 2019, 2,009,600 options expired or were cancelled at an average weighted price of \$0.201.

During the three-months ended March 31, 2020, 1,875,000 options issued at an exercise price of \$0.160, 540,000 options were expired or were cancelled at an average weighted price of \$0.161 and 588,043 options were exercised at an average weighted price of \$0.111.

The Company issued 700,000 options to new employees on May 12, 2020 at an exercise price of \$0.120, vesting immediately with a 3-year term. During the three-months ended June 30, 2020, 720,000 options expired or were cancelled at an average weighted price of \$0.146. No new options were issued during the three-months ended September 30, 2020.

The fair value of the options issued and vested in 2020 totaled \$255,299 (2019 - \$123,554). The fair value of the options was calculated using the Black-Scholes model using a weighted average risk-free interest rate of 1.13%, weighted average volatility of 109.8%, expected life of 1-3 years and 0% dividend yield.

At September 30, 2020, a summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price
<b>Balance, December 31, 2018</b>	<b>7,394,600</b>	<b>\$0.154</b>
ESOP Options Granted	1,300,000	\$0.119
ESOP Expired/Cancelled	(2,009,600)	\$0.201
Exercised	(222,826)	\$0.101
<b>Balance, December 31, 2019</b>	<b>6,462,174</b>	<b>\$0.133</b>
ESOP Options Granted	2,575,000	\$0.149
ESOP Expired/Cancelled	(1,260,000)	\$0.152
Exercised	(588,043)	\$0.111
<b>Balance, September 30, 2020</b>	<b>7,189,131</b>	<b>\$0.126</b>

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As at September 30, 2020 and September 30, 2019, a summary of stock options outstanding and exercisable are as follows:

<b>2020</b>					
Grant Date	# of Options Outstanding	# of Options Exercisable	Exercise Price	Expiry Date	Remaining Contractual Life (years)
December 13, 2017	800,000	800,000	\$0.120	December 13, 2020	0.20
January 11, 2018	200,000	200,000	\$0.110	January 11, 2021	0.28
January 11, 2018	2,300,000	2,300,000	\$0.150	January 11, 2021	0.28
May 2, 2018	225,000	225,000	\$0.075	May 2, 2021	0.59
December 14, 2018	200,000	200,000	\$0.100	December 14, 2021	1.21
April 11, 2019	139,131	139,131	\$0.115	April 11, 2022	1.53
August 6, 2019	800,000	800,000	\$0.120	August 6, 2022	1.85
January 24, 2020	1,825,000	1,825,000	\$0.160	January 24, 2023	2.32
May 12, 2020	700,000	700,000	\$0.120	May 12, 2023	2.61
<b>September 30, 2020</b>	<b>7,189,131</b>	<b>7,189,131</b>	<b>\$0.126</b>		

<b>2019</b>					
Grant Date	# of Options Outstanding	# of Options Exercisable	Exercise Price	Expiry Date	Remaining Contractual Life (years)
November 18, 2016	195,000	195,000	\$0.200	November 18, 2019	0.13
January 16, 2017	240,000	240,000	\$0.215	January 16, 2020	0.30
April 12, 2017	470,000	470,000	\$0.155	April 12, 2020	0.53
December 13, 2017	1,300,000	1,300,000	\$0.120	December 13, 2020	1.21
January 11, 2018	400,000	400,000	\$0.110	January 11, 2021	1.28
January 11, 2018	2,300,000	2,300,000	\$0.150	January 11, 2021	1.28
May 2, 2018	250,000	250,000	\$0.075	May 2, 2021	1.59
December 14, 2018	300,000	300,000	\$0.100	December 14, 2021	2.21
April 11, 2019	252,174	252,174	\$0.115	April 11, 2022	2.53
August 6, 2019	950,000	950,000	\$0.120	August 6, 2022	2.85
<b>September 30, 2019</b>	<b>6,657,174</b>	<b>6,657,174</b>	<b>\$0.136</b>		

**14. Commitments**

The Company has entered into a lease for office space which commenced October 1, 2019 at an estimated monthly cost of \$19,036 for a term of 10 years. This lease resulted in a Right of use leased asset – office space and related lease liability on lease commencement on October 1, 2019.

The Company has also entered into a lease for office furniture which commenced October 1, 2019 at an estimated monthly cost of \$2,830 for a term of 3 years. This lease resulted in a Right of use leased asset – furniture and related lease liability on lease commencement on October 1, 2019.

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**15. Related party transactions**

**(a) Compensation of key management personnel**

The remuneration of key management personnel of the Company during the nine-months ended September 30, 2020 and September 30, 2019 was as follows:

	<u>September 30, 2020</u>	<u>September 30, 2019</u>
Salaries, incentives / short-term benefits	356,307	330,544
Share based compensation	74,701	97,273
	<u>431,008</u>	<u>427,817</u>

**(b) Related party transactions**

On September 1, 2018 the Company entered into an agreement with a member of the management team to consolidate two amounts previously shown as “due from related party” into one consolidated promissory note representing \$165,020 with a maturity date, and payment due on or before, December 31, 2020. This is a non-cash transaction and the promissory note is non-interest bearing. On June 1, 2020, a revised agreement was signed to increase the due form related party by \$134,980 for a total balance of \$300,000. The terms of the agreement were modified to have the maturity date, and payment due on or before, June 1, 2022. Simple interest will accrue on the indebtedness at a rate of 2% per annum and shall be payable annually. As of September 30, 2020, the balance was \$300,000.

The Company entered into consulting agreements with directors and officers resulting in expense in the nine-months ended September 30, 2020 and 2019 of \$45,327 and \$41,078. As at September 30, 2020 \$14,582 was unpaid and included in accounts payable and accrued liabilities (2019 - \$10,100).

**(c) Segmented information**

The Company has not established discrete operating or geographic segments. Financial information is only available at the total company level, is not segmented and management makes decisions at a total company level. An immaterial amount of reported revenue is derived outside of Canada and geographic areas outside of Canada are not managed separately.

**16. Subsequent events**

**COVID 19** - Since December 31, 2019, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, businesses are being forced to cease or limit operations for long or indefinite periods of time. Global stock markets have also experienced great volatility and a significant weakening. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

The Company has determined that these events are non-adjusting subsequent events. Accordingly, the financial position and results of operations as of and for the nine-months ended September 30, 2020 have not been adjusted to reflect their impact. The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the company for future periods.

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**\$3M Private Placement** - On October 20, 2020, the company has signed an agreement for a private placement in the amount of \$3,000,000. In connection with the private placement, the Company will issue up to 25,000,000 units (each, a "Unit") at a price of \$0.12 per Unit. Each Unit will consist of one common share of the Company and one common share purchase warrant, entitling the holder to purchase one additional common share of the Company (a "Warrant Share") at a price of \$0.18 per Warrant Share for a period of thirty-six (36) months from the date of the issuance. The warrants are subject to accelerated expiry in the event the closing price of the Company's shares on the TSX Venture Exchange is \$0.28 or more for 20 consecutive trading days on or after 18 months from the date of issuance. The Company may elect to pay finder's fees to certain eligible persons who have introduced qualified investors to the Company.

In connection with the subscription from Shen Capital, upon closing of the private placement, the Company has agreed to grant Shen Capital the right to nominate one member to the Board of Directors, who shall initially be Francis Shen, and one board observer, who shall initially be Andrew Shen.

**GGGolf Acquisition** - On October 30, 2020, the Company acquired all of the outstanding share capital of 3916715 Canada Inc. ("GGGolf") pursuant to a definitive share purchase agreement entered into with GGGolf and its sole shareholder (the "Vendor"). GGGolf operates a complete golf management software for private, semi-private and public golf clubs. Under the terms of the acquisition, the Company has acquired all of the outstanding share capital of GGGolf, which includes its software and hardware solutions and all related customer contracts representing over 150 clients across Canada and over \$900,000 of annual revenues. The transaction represents Ackroo's tenth acquisition to date and the Company's first point-of-sale software purchase further positioning the Company as both a vendor and industry consolidator in the growing merchant marketing, payments and point-of sale ecosystem.

Total consideration for the acquisition was \$1,800,000, which was satisfied through a cash payment of \$1,200,000 on closing and will be followed by an additional \$600,000 due within 90 days. In addition to the purchase price, the Company will also pay a one-time performance based earn-out, up to a maximum of \$200,000, on the 12-month anniversary of closing based on the financial performance of GGGolf during this time period. The Company is at arms-length from GGGolf and the Vendor, and no finders' fees or commissions were paid in connection with completion of the acquisition.