

**Consolidated Condensed Interim Financial Statements  
(Unaudited)**

**AirIQ Inc.**

For the three-month and nine-month periods ended December 31, 2016

***Notice to Reader:***

The following consolidated condensed interim financial statements have been prepared by the management of AirIQ Inc. and have not been reviewed by the Company's external auditors.

AirIQ Inc.

**CONSOLIDATED CONDENSED INTERIM  
STATEMENTS OF FINANCIAL POSITION  
(UNAUDITED)**  
(in thousands of Canadian dollars)

	31-Dec-2016	31-Mar-2016
	\$	\$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents (note 5)	127	108
Prepaid expenses and deposits	114	49
Trade and other receivables (note 15)	232	480
Inventory (note 6)	200	89
Costs of deferred revenues (note 8)	302	303
<b>Total current assets</b>	<b>975</b>	<b>1,029</b>
<b>Non-current assets</b>		
Software (note 7)	511	445
Rental units (note 7)	370	355
Property, plant and equipment (note 7)	24	20
Costs of deferred revenues (note 8)	90	121
<b>Total non-current assets</b>	<b>995</b>	<b>941</b>
<b>Total assets</b>	<b>1,970</b>	<b>1,970</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (notes 13, 14 and 15)	288	442
Deferred revenue (note 8)	585	639
<b>Total current liabilities</b>	<b>873</b>	<b>1,081</b>
<b>Non-current liabilities</b>		
Deferred revenue (note 8)	142	234
<b>Total non-current liabilities</b>	<b>142</b>	<b>234</b>
<b>Total liabilities</b>	<b>1,015</b>	<b>1,315</b>
<b>Shareholders' equity (deficiency)</b>		
Share capital (note 10(a))	91,375	91,375
Other paid-in capital (note 10(c))	4,483	4,483
Contributed surplus (note 10(b))	2,733	2,699
Deficit	(97,636)	(97,902)
<b>Total shareholders' equity</b>	<b>955</b>	<b>655</b>
<b>Total liabilities and shareholders' equity</b>	<b>1,970</b>	<b>1,970</b>
<b>Commitments and contingencies (note 14)</b>		

Authorized for issue on behalf of the Board:

*"Vernon Lobo"*  
Director

*"Donald Gibbs"*  
Director

See accompanying notes

AirIQ Inc.

**CONSOLIDATED CONDENSED INTERIM STATEMENTS OF  
INCOME AND COMPREHENSIVE INCOME  
(UNAUDITED)**

(in thousands of Canadian dollars except per share amounts)

	3 months ended		9 months ended	
	December 31		December 31	
	2016	2015	2016	2015
	\$	\$	\$	\$
Revenues	772	882	2,448	2,461
Direct cost of sales (notes 6 and 7)	313	398	1,117	1,042
<b>Gross profit</b>	<b>459</b>	484	<b>1,331</b>	1,419
<b>Expenses</b>				
Sales and marketing	107	107	323	351
Research and development	22	24	70	78
General and administration	179	188	546	579
Foreign exchange loss (gain)	(3)	—	(3)	(3)
<b>Total expenses</b>	<b>305</b>	319	<b>936</b>	1,005
<b>Operating profit before other expenses</b>	<b>154</b>	165	<b>395</b>	414
Other expenses				
Interest expense (note 9)	—	—	1	—
Depreciation and amortization (note 7)	44	27	128	75
Impairment of long-lived assets (notes 7 and 8)	—	13	—	13
<b>Total other expenses</b>	<b>44</b>	40	<b>129</b>	88
<b>Net income and comprehensive income for the period</b>	<b>110</b>	125	<b>266</b>	326
<b>Net income per share (basic and diluted) (note 18)</b>	<b>0.00</b>	0.00	<b>0.01</b>	0.01

*See accompanying notes*

**AirIQ Inc.**

**CONSOLIDATED CONDENSED INTERIM STATEMENTS OF  
CASH FLOWS  
(UNAUDITED)**

(in thousands of Canadian dollars)

	3 months ended December 31		9 months ended December 31	
	2016	2015	2016	2015
	\$	\$	\$	\$
<b>Cash flows from operating activities</b>				
Net income for the period	110	125	267	326
<b>Adjustments to reconcile profit before tax to net cash used in operating activities</b>				
Stock-based compensation (note 11)	8	7	34	24
Depreciation of property, plant and equipment (note 7)	71	46	204	125
Amortization of costs of deferred revenues	111	80	319	220
Impairment of assets	—	13	—	13
Interest expense	—	—	1	—
<b>Changes in non-cash balances related to operations</b>				
Trade and other receivables	108	(78)	247	(52)
Inventory	(56)	(20)	(111)	(39)
Prepaid expenses and deposits	(29)	(7)	(65)	64
Accounts payable and accrued liabilities	(44)	90	(154)	(60)
Deferred revenue	(158)	(28)	(145)	75
Costs of deferred revenues	(44)	(93)	(288)	(298)
<b>Total cash inflows from operating activities</b>	<b>77</b>	<b>135</b>	<b>309</b>	<b>398</b>
<b>Cash flows from investing activities</b>				
Software	(41)	(94)	(191)	(192)
Rental units	(31)	(79)	(91)	(213)
Property, plant and equipment	—	—	(7)	(15)
<b>Total cash (outflows) from investing activities</b>	<b>(72)</b>	<b>(173)</b>	<b>(289)</b>	<b>(420)</b>
<b>Cash flows from financing activities</b>				
Interest paid	—	—	(1)	—
<b>Total cash (outflows) from financing activities</b>	<b>—</b>	<b>—</b>	<b>(1)</b>	<b>—</b>
Net change in cash and cash equivalents	5	(38)	19	(22)
Cash and cash equivalents at beginning of period	122	202	108	186
<b>Cash and cash equivalents at end of period</b>	<b>127</b>	<b>164</b>	<b>127</b>	<b>164</b>
Supplementary disclosure				
Cash Interest	—	—	1	—

*See accompanying notes*

AirIQ Inc.

**CONSOLIDATED CONDENSED INTERIM STATEMENTS  
OF CHANGES IN EQUITY (DEFICIENCY)  
(UNAUDITED)**

(in thousands of Canadian dollars)

	Share capital \$	Other paid-in capital \$	Contributed surplus \$	Deficit \$	Total \$
<b>Balance March 31, 2015</b>	<b>91,375</b>	<b>4,483</b>	<b>2,663</b>	<b>(98,301)</b>	<b>220</b>
Income for the period	—	—	—	326	326
Stock based compensation	—	—	24	—	24
<b>Balance December 31, 2015</b>	<b>91,375</b>	<b>4,483</b>	<b>2,687</b>	<b>(97,975)</b>	<b>570</b>
Income for the period	—	—	—	73	73
Stock based compensation	—	—	12	—	12
<b>Balance March 31, 2016</b>	<b>91,375</b>	<b>4,483</b>	<b>2,699</b>	<b>(97,902)</b>	<b>655</b>
<b>Income for the period</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>266</b>	<b>266</b>
<b>Stock based compensation</b>	<b>—</b>	<b>—</b>	<b>34</b>	<b>—</b>	<b>34</b>
<b>Balance December 31, 2016</b>	<b>91,375</b>	<b>4,483</b>	<b>2,733</b>	<b>(97,637)</b>	<b>955</b>

*See accompanying notes*

**AirIQ Inc.**

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**1. CORPORATE INFORMATION**

AirIQ Inc. (“AirIQ” or the “Company”) is a public company that trades on the TSX Venture Exchange (“TSXV”), under the symbol “IQ”. The Company was formed under the *Canada Business Corporations Act*. The Company’s principal business is to develop and operate an asset management system using specialized software, digitized mapping, wireless communications, the internet and the Global Positioning System (“GPS”). The Company’s head office is located at 1845 Sandstone Manor, Unit 10 in Pickering, Ontario.

These consolidated condensed interim financial statements have been authorized for issue by the Board of Directors on February 15, 2017.

**2. BASIS OF PREPARATION**

These consolidated condensed interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board (“IASB”) and using the same accounting policies and methods as were used for the Company’s annual financial statements and notes thereto for the year ended March 31, 2016, except for any new accounting pronouncements which have been adopted. No new accounting pronouncements were adopted during the quarter. These consolidated condensed interim financial statements do not include all of the information and disclosures required by International Financial Reporting Standards (“IFRS”) for annual financial statements. Accordingly, these consolidated condensed interim financial statements should be read in conjunction with the Company’s annual financial statements as at and for the year ended March 31, 2016 and the accompanying notes thereto.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to these consolidated condensed interim financial statements are disclosed in note 4.

These consolidated condensed interim financial statements have been prepared on a historical cost basis except for cash equivalents which are carried at fair value. In addition, these consolidated condensed interim financial statements are prepared using the accrual basis of accounting except for cash flow information. These consolidated condensed interim financial statements should be read in conjunction with the Company’s financial statements for the years ended March 31, 2016 and 2015.

These consolidated condensed interim financial statements are presented in Canadian dollars, which is also the Company’s functional currency, and all values are rounded to the nearest thousand (CDN \$’000), unless otherwise indicated.

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies adopted are consistent with those of the previous financial year. See note 3 in the Company's audited consolidated financial statements for the years ended March 31, 2016 and 2015 for details.

**4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the date of the consolidated condensed interim financial statements and the reported amounts of revenue and expenses during the reporting periods. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. Critical accounting estimates are reviewed quarterly by the Audit Committee of the Board of Directors. Management's judgment is applied to the following areas: income taxes, share-based payment transactions, warranty provisions, asset impairments, useful lives of depreciable assets, net realizable value of inventory, fair value of assets acquired in business combinations, revenue recognition, legal claim and contingency provisions.

**5. CASH AND CASH EQUIVALENTS**

Cash at banks and on hand earns interest at floating rates based on daily bank deposit rates.

	<b>31-Dec-2016</b>	<b>31-Mar-2016</b>
	\$	\$
Cash	<b>127</b>	108
	<b>127</b>	108

**6. INVENTORY**

Inventory consists of components used to assemble hardware equipment and finished goods. For the three months and nine months ended December 31, 2016, the amount of inventory recognized as an expense in cost of goods sold was \$178 and \$712, respectively (three months and nine months ended December 31, 2015 – \$232 and \$587, respectively). Inventory is valued at the lower of cost or net realizable value. As at December 31, 2016, all inventory was carried at cost.

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**7. SOFTWARE, RENTAL UNITS AND PROPERTY, PLANT AND EQUIPMENT**

Software, rental units and property, plant and equipment consist of the following:

	Software \$	Rental units \$	Office equipment \$	Leasehold improvements \$	Total \$
<b>Cost</b>					
<b>Balance at March 31, 2016</b>	<b>711</b>	<b>448</b>	<b>18</b>	<b>5</b>	<b>1,182</b>
Additions for the period	191	91	7	—	289
<b>Balance at December 31, 2016</b>	<b>902</b>	<b>539</b>	<b>25</b>	<b>5</b>	<b>1,471</b>
<b>Depreciation and impairment losses</b>					
<b>Balance at March 31, 2016</b>	<b>266</b>	<b>93</b>	<b>2</b>	<b>1</b>	<b>362</b>
Depreciation for the period	125	76	3	—	204
<b>Balance at December 31, 2016</b>	<b>391</b>	<b>169</b>	<b>5</b>	<b>1</b>	<b>566</b>
<b>Carrying amounts</b>					
At March 31, 2016	445	355	16	4	820
<b>At December 31, 2016</b>	<b>511</b>	<b>370</b>	<b>20</b>	<b>4</b>	<b>905</b>

Depreciation expense for software, rental units and property, plant and equipment for the three months and nine months ended December 31, 2016 is \$71 and \$204, respectively (three months and nine months ended December 31, 2015 - \$46 and \$125, respectively) of which \$27 and \$76, respectively (three months and nine months ended December 31, 2015 - \$19 and \$50, respectively) is included in direct cost of sales relating to rental units.

The Company continues to assess the carrying value of its software, rental units and property, plant and equipment and determines whether they are impaired. No impairment charges were recorded during the three months and nine month periods ended December 31, 2016 or December 31, 2015.



**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**8. DEFERRED REVENUE AND COSTS OF DEFERRED REVENUES**

	Deferred revenue \$	Costs of deferred revenues \$
<b>Balance, March 31, 2016</b>	<b>873</b>	<b>424</b>
<b>At March 31, 2016:</b>		
Current	639	303
Non-current	234	121
<b>Changes during the period:</b>		
Deferred during the period	549	287
Released to the consolidated statements of income	(694)	(319)
<b>Balance, December 31, 2016</b>	<b>728</b>	<b>392</b>
<b>At December 31, 2016:</b>		
Current	586	302
Non-current	142	90

The Company assesses the carrying value of its costs of deferred revenues at least annually or whenever events or changes in circumstances indicate that their carrying value may be impaired. As a result of the assessment, the Company recorded no impairment charge for the three months and nine months ended December 31, 2016 and December 31, 2015.

**9. FINANCING**

**Credit Facility**

On December 15, 2014, the Company announced the establishment of a revolving demand facility with Royal Bank of Canada (“RBC”). The credit facility is a standard operating line with certain covenants, including a first priority general security over the Company’s assets. As at December 31, 2016, \$nil (December 31, 2015 - \$nil) has been drawn from this demand credit facility. The Company paid RBC a total of approximately \$nil and \$2, respectively, related to interest on the credit facility during the three months and nine months ended December 31, 2016 (three months and nine months ended December 31, 2015 - \$nil and \$nil, respectively) which is included in interest expense in the accompanying consolidated condensed interim statement of income and comprehensive income.

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**10. SHARE CAPITAL AND RESERVES**

a) **Common shares**

The Company is authorized to issue an unlimited number of common shares without par value. The holders of common shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

The following is a summary of changes in common share capital during the period from December 31, 2015 and December 31, 2016:

	Number of Shares #	Amount \$
<b>Balance at December 31, 2015</b>	<b>28,928,947</b>	<b>91,375</b>
<b>Balance at March 31, 2016</b>	<b>28,928,947</b>	<b>91,375</b>
<b>Balance at December 31, 2016</b>	<b>28,928,947</b>	<b>91,375</b>

As of December 31, 2016, the Company had a total of 28,928,947 common shares issued and outstanding.

b) **Contributed Surplus**

The following is a summary of changes in contributed surplus from March 31, 2016 to December 31, 2016:

	\$
<b>Balance at March 31, 2016</b>	<b>2,699</b>
Stock-based compensation charge	34
<b>Balance at December 31, 2016</b>	<b>2,733</b>

c) **Other paid in capital**

As at December 31, 2016, the Company had outstanding warrants as follows:

Number of warrants	Exercise price	Expiry Date
700,000	\$0.05	December 17, 2018

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**10. SHARE CAPITAL AND RESERVES continued**

**c) Other paid in capital continued**

On December 17, 2013, in consideration of a \$100 loan from Mosaic to the Company, the Company issued 700,000 warrants to purchase 700,000 common shares in the capital of the Company at a price of \$0.05 per share. On the same date, Mosaic and the Company agreed to cancel 133,333 warrants issued to Mosaic with an exercise price of \$4.00 per warrant, unexercised. The 133,333 warrants were issued to Mosaic on November 30, 2009 in connection with a private placement and would have expired on November 30, 2014. The TSXV agreed to the cancellation of the 133,333 warrants and the issuance of the 700,000 warrants.

No warrants were granted during the three months and nine months ended December 31, 2016 and December 31, 2015.

The fair value of the warrants at the date of issue was estimated using a Black-Scholes option pricing model that takes into account the exercise price, the term of the warrant, the impact of dilution, the share price at issue date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the warrant.

**d) Nature and Purpose of Equity and Reserves**

The reserves recorded in equity on the Company's consolidated statements of financial position include 'Other paid-in capital', 'Contributed surplus' and 'Accumulated deficit'.

'Other Paid-In Capital' is used to recognize the value of share warrants prior to exercise.

'Contributed Surplus' is used to recognize the value of share option grants prior to exercise.

'Accumulated Deficit' is used to record the Company's change in deficit from earnings from period to period.

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**11. SHARE-BASED PAYMENTS**

**a) Option Plan Details**

The Company has an incentive stock option plan (the “Plan”) under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees or consultants of the Company. Under the Plan, the Company is authorized to issue options for common shares in aggregate up to 10% of the number of common shares of the Company outstanding from time to time. Any increase in the issued and outstanding common shares will result in an increase in the available number of common shares issuable under the Plan, and any exercise of options will make new grants available under the Plan, effectively resulting in a re-loading of the number of options available to grant under the Plan. The terms of the Plan provide that the directors have the right to grant options to acquire common shares of the Company at not less than the average closing price of the shares on the trading exchange for the 10 trading days immediately preceding the date of grant of the options. Options under the Plan are typically granted by the Board of Directors for a term of 10 years, consistent with the terms of the Plan. No amounts are paid or payable by the recipient on receipt of the option, and the options granted are not dependent on any performance-based criteria. The vesting period for options granted to employees of the Company is typically four years with 25% vesting after the first year from the date of grant, and 6.25% vesting in each quarter thereafter. Board and Committee member options typically vest over a one-year period; 25% each quarter from the date of grant. Under the Plan, in the absence of any determination by the Board of Directors, the earliest exercise date for options granted under the Plan is one year from the date of grant, at which time 25% of the options granted shall vest, following which 2.0833% of options granted vest each month thereafter. Pursuant to the Plan, unless otherwise fixed by AirIQ, options granted to eligible directors, employees and consultants shall terminate and are no longer exercisable upon the earlier of (a) 12 months after the death, disability or retirement of an option holder, or (b) the end of the option term, or (c) 30 days after resignation or termination of employment, consulting agreement or directorship without cause; or (d) immediately in the event such employee or consultant is terminated for cause, or such director ceases to meet the director qualifications or by order of a regulatory body having jurisdiction to so order.

As at December 31, 2016, the Company has reserved 2,892,895 (December 31, 2015– 2,892,895) common shares for future issuance under the Plan, representing 10% of the issued and outstanding common shares of the Company as of such date.

The Company recorded share-based compensation expense of approximately \$8 and \$34, respectively, for the three months and nine months ended December 31, 2016 (three months and nine months ended December 31, 2015 - \$7 and \$24 respectively), of which \$nil and \$nil, respectively (three months and nine months ended December 31, 2015 - \$4 and \$14, respectively) related to director fees.

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**11. SHARE-BASED PAYMENTS continued**

a) **Option Plan Details continued**

Share option activity within the Plan is as follows:

	<u>Three months ended 31-Dec-2016</u>		<u>Three months ended 31-Dec-2015</u>	
	Number of options #	Weighted average exercise price \$	Number of options #	Weighted average exercise price \$
Outstanding options, beginning of period	2,884,078	0.15	2,455,339	0.19
Granted	—	—	—	—
Expired	(282,951)	0.58	(884)	0.90
Outstanding options, end of period	2,601,127	0.11	2,454,455	0.19
Exercisable, end of period	1,942,377	0.11	1,873,205	0.23

No common shares of AirIQ were issued from treasury pursuant to the exercise of stock options issued under the Company's Plan for either of the periods ended December 31, 2016 or December 31, 2015.

Outstanding and exercisable options under the Plan as at December 31, 2016 are summarized as follows:

Exercise price range \$	Number outstanding #	<u>Outstanding</u>		<u>Exercisable</u>	
		Weighted average exercise price \$	Weighted remaining contractual life (years)	Number outstanding and exercisable #	Weighted average exercise price \$
0.05 — 1.60	2,600,627	0.10	6.82	1,941,877	0.11
6.00 — 8.00	500	8.00	.38	500	8.00
	2,601,127	0.11	6.82	1,942,377	0.11

b) **Fair Value of Options Issued During the Period**

No share base payments were issued or granted during the three months and nine months ended December 31, 2016 and December 31, 2015.

No options have been exercised during the three months and nine months ended December 31, 2016 and December 31, 2015.

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**12. NATURE OF EXPENSES**

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>December 31</b>		<b>December 31</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
	\$	\$	\$	\$
Salaries and benefits	164	148	467	483
Consulting	47	60	133	154
Computer operating	39	35	120	102
Commercial, officer and director insurance	17	19	52	57
Rent and maintenance	9	11	31	48
Legal fees, audit and tax	10	8	32	31
Public reporting costs	10	6	27	33
Stock-based compensation - Directors' fees	—	4	8	14
- Employees, consultants	8	3	26	10
Other	1	25	40	73
	<b>305</b>	319	<b>936</b>	1,005

**13. RELATED PARTY TRANSACTIONS**

Related parties include the Board of Directors and officers, and enterprises that are controlled by these individuals, as well as certain person performing similar functions.

The following is a summary of the Company's related party transactions during the periods ended December 31, 2016 and December 31, 2015:

**a) Key Management Compensation**

Key management personnel compensation is comprised of:

	<b>Three months ended</b>	<b>Three months ended</b>
	<b>December 31, 2016</b>	<b>December 31, 2015</b>
	\$	\$
Consulting fees and benefits	40	36
Share-based payments	8	2
	<b>48</b>	38

The Company has identified MR Accounting & Bookkeeping Inc. as a related party as this corporation has an officer in common with the Company and is controlled by such officer. The Company owed MR Accounting & Bookkeeping Inc. \$6 as at December 31, 2016 (December 31, 2015 - \$10).

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**13. RELATED PARTY TRANSACTIONS continued**

**(b) Related Party Transactions**

The Company has identified Mosaic as a related party as this corporation has a director in common with the Company. During the quarter, \$3 was expensed, and an additional \$3 was prepaid in respect of the next quarter, to Mosaic and/or its controlling shareholder related to Board compensation (December 31, 2015 - \$nil).

The Company has also identified DRGibbs and Associates as a related party as this corporation has a director in common with the Company and is controlled by such director. During the quarter, \$1 was expensed, and an additional \$1 was prepaid in respect of the next quarter, to DRGibbs and Associates related to Board compensation (December 31, 2015 - \$nil). The Company owed DRGibbs and Associates \$nil at December 31, 2016 (December 31, 2015 - \$31) which is included in accounts payable and accrued liabilities. The Company is also owed \$36 from Mr. Gibbs at December 31, 2016 (December 31, 2015 - \$36) which is included in trade and other receivables.

See also note 10.

**14. COMMITMENTS AND CONTINGENCIES**

(a) The Company entered into an asset purchase agreement with Timeout Studios Inc. (“Timeout”) on May 31, 2016, for the purchase of certain software assets. Pursuant to the terms of the asset purchase agreement, the Company executed a promissory note in favour of Timeout in the principal amount of \$45, payable in equal monthly installments of \$2.5 from June, 2016 to May 2017, and \$1.25 each month from June 2017 to May 2018. An additional earn-out is contemplated under the terms of the asset purchase agreement provided that the acquired business achieves certain revenue objectives in the first twelve months following the acquisition. As at December 31, 2016, the principal amount outstanding on the promissory note is \$28 (December 31, 2015 - \$nil).

(b) Leases relate to office lease terms of 24 months payable in monthly instalments in advance. As of December 31, 2016, and December 31, 2015, there are no annual lease payments under capital lease.

The Company leases its office space and the future minimum annual operating lease payments for office space until June, 2017 are \$15.

(c) The Company, in the course of its normal operations, is subject to claims, lawsuits, patent infringement claims and contingencies. Accruals are made in instances where it is probable that liabilities may be incurred and where such liabilities can be reasonably estimated. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company has no reason to believe that the ultimate outcome of these matters would have a significant impact on its consolidated financial position.

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**15. FINANCIAL INSTRUMENTS**

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receives quarterly reports from the Company's Chief Financial Officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. There have been no changes in the risks, objectives, policies and procedures during the three months and nine months ended December 31, 2016 and the fiscal years ended March 31, 2016 and 2015.

The Company's financial instruments are exposed to certain financial risks, including credit risk liquidity risk, currency risk, and interest rate risk.

The Company's exposure to these risks and its methods of managing the risks remain consistent.

The Company is exposed to the following risks related to financial assets and liabilities:

**(a) Currency risk**

Currency risk is the risk that variations in exchange rates between U.S. and Canadian currencies will affect the Company's operating and financial results. The Company's consolidated activities that result in exposure to fluctuations in foreign currency exchange rates consist of the sale of products to customers in foreign currencies and the purchases of services and raw materials from suppliers invoiced in foreign currencies. The Company does not use derivative instruments to reduce its exposure.

The carrying amount of the Company's U.S. currency denominated monetary assets and liabilities is as follows:

	<b>December 31, 2016</b>	<b>March 31, 2016</b>
	<b>\$</b>	<b>\$</b>
Cash	<b>92</b>	99
Trade and other receivables	<b>87</b>	252
Accounts payable and accrued liabilities	<b>36</b>	(99)
	<b>215</b>	252

For the nine months ended December 31, 2016, all else being equal, a strengthening of 1.0% of the US dollar against the Canadian dollar would have a positive impact of approximately \$3, on net income and comprehensive income. A weakening of 1.0% of the US dollar against the Canadian dollar would have the opposite impact on net income.



**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**15. FINANCIAL INSTRUMENTS continued**

**(b) Credit risk**

Credit risk refers to the potential that a customer or counterparty to a financial instrument will fail to discharge its contractual obligations, and arises principally from the Company's receivables from customers and its cash. The maximum credit risk exposure for these balances is their carrying values.

The Company attempts to mitigate its credit risk over cash by dealing only with large financial institutions with good credit ratings. All of the financial institutions that the Company deals with meet these qualifications.

The Company is exposed to credit risk from customers. The Company performs ongoing credit evaluations of new and existing customers' financial condition and reviews the collectability of its trade accounts receivable in order to mitigate any possible credit losses.

Allowance for doubtful accounts and past due receivables are reviewed by management at each reporting date. The Company's policy for determining the required allowance is to provide 100% for all aged balance over 180 days and to review all remaining balances on a customer-by-customer basis. Accounts receivable are written off once determined not to be collectible.

The following table sets forth details of the accounts receivable as at December 31, 2016 and March 31, 2016:

	<b>December 31, 2016</b>	<b>March 31, 2016</b>
	\$	\$
Trade accounts receivable, before allowances	<b>201</b>	419
Less allowance for doubtful accounts	<b>(12)</b>	(11)
Other receivables	<b>43</b>	72
<b>Trade and other receivables</b>	<b>232</b>	480

Pursuant to their respective terms, accounts receivable are aged as follows as at December 31, 2016 and March 31, 2016:

	<b>December 31, 2016</b>	<b>March 31, 2016</b>
	\$	\$
Current	<b>163</b>	328
31-60 days	<b>34</b>	104
61-90 days	<b>4</b>	22
Over 91 days	<b>31</b>	26
<b>Total accounts receivable</b>	<b>232</b>	480

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**15. FINANCIAL INSTRUMENTS continued**

**(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 currently settles its financial obligations out of cash. The ability to do this relies on the Company collecting its accounts receivable in a timely manner and by maintaining sufficient cash in excess of anticipated needs. At December 31, 2016, the Company's accounts payable and accrued liabilities were \$288 (December 31, 2015 - \$509).

The following table details the Company's contractual maturities for its financial liabilities, including interest payments and operating lease commitments as at December 31, 2016:

	<b>Payments due by period</b>				
	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>
	\$	\$	\$	\$	\$
Accounts payable and accrued liabilities	288	—	—	—	
Operating leases	15	—	—	—	
	<b>303</b>	—	—	—	

**(d) 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. Management feels that the Company is not currently subject to significant interest rate risk as the Company currently does not have any interest-bearing debt with floating rates.

**16. CAPITAL MANAGEMENT**

The capital structure of the Company consists of loans and equity consisting of issued share capital, other paid-in capital, contributed surplus and deficit and has capital surplus in the amount of \$955 as at December 31, 2016 (December 31, 2015 – \$570). The Company's objectives when managing capital is to ensure that the Company will continue as a going concern, so that it can provide products and services to its customers and returns to its shareholders.

The Company manages its capital to ensure that financial flexibility is present to increase shareholder value through organic growth, selective acquisitions and dispositions as well as allow the Company to respond to changes in economic and /or marketplace conditions. In order to maintain or adjust its capital structure, the Company may, upon approval from its Board of Directors, balance its overall capital structure through the issuance of new shares, the purchase of shares for cancellation pursuant to a normal course issuer bid, raising debt or refinancing existing debt with different characteristics or by undertaking other activities as deemed appropriate under the specific circumstances.

**NOTES TO THE CONSOLIDATED CONDENSED INTERIM  
FINANCIAL STATEMENTS  
UNAUDITED**

(in thousands of Canadian dollars except share and per share amounts)

For the three months and nine months ended December 31, 2016

**16. CAPITAL MANAGEMENT continued**

The Company's capital management objectives, policies and processes have remained unchanged during the three months and nine months ended December 31, 2016.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSXV which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

**17. SEGMENTED INFORMATION**

The Company has one reportable segment. The Company's software, rental units and property, plant and equipment are located in Canada and have a net book value of \$905 as at December 31, 2016 (December 31, 2015 - \$746).

**18. NET INCOME PER SHARE**

Weighted Average Number of Common Shares:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>December 31</b>		<b>December 31</b>	
	<b>2016</b>	2015	<b>2016</b>	2015
Issued common shares at beginning of period	<b>28,928,947</b>	28,928,947	<b>28,928,947</b>	28,928,947
Weighted average number of common shares (basic)	<b>28,928,947</b>	28,928,947	<b>28,928,947</b>	28,928,947
Weighted average number of common shares (diluted)	<b>28,928,947</b>	28,928,947	<b>28,928,947</b>	28,928,947

For the three months and nine months ended December 31, 2016, diluted net income per share did not include the effect of 5,000 stock options (three months and nine months ended December 31, 2015 – 2,454,455) and \$nil warrants (December 31, 2015– 700,000), as they are anti-dilutive.