



GATEKEEPER

Fiscal 2020 Second Quarter Report
GATEKEEPER SYSTEMS INC.
Condensed Interim Consolidated
Financial Statements

For the Six Months Ended February 29, 2020



**MANAGEMENT'S COMMENTS ON
UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the unaudited condensed interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Gatekeeper Systems Inc. (the "Company") have been prepared by and are the responsibility of the Company's management. The unaudited condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgment based on information currently available.

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

GATEKEEPER SYSTEMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(expressed in Canadian dollars)

	February 29, 2020	August 31, 2019
ASSETS		
Current Assets		
Cash and cash equivalents (note 6)	\$ 1,619,950	\$ 2,118,812
Restricted cash (note 7)	301,184	299,415
Trade and other receivables (note 8)	2,986,394	4,175,086
Inventories (note 9)	2,106,646	1,682,175
Prepaid expenses and other current assets	373,562	104,903
	7,387,736	8,380,391
Non-Current Assets		
Property, plant and equipment (note 11)	622,625	716,069
Goodwill (note 10)	152,633	152,633
Total Assets	\$ 8,162,994	\$ 9,249,093
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Line of credit (note 12)	\$ 81,474	\$ 41,372
Trade and other payables and accrued liabilities (note 13)	935,077	1,724,065
Short-term loan (note 12)	-	416,667
Finance lease obligation – current (note 14)	24,704	26,932
Unearned revenue	-	20,551
	1,041,255	2,229,587
Non-Current Liabilities		
Long-term lease finance lease obligation (note 14)	63,318	101,608
Total Liabilities	1,104,573	2,331,195
Shareholders' Equity		
Common shares (note 15)	15,923,127	15,881,627
Other capital reserves (notes 16 and 17)	2,244,256	2,235,452
Accumulated other comprehensive income	47,639	9,135
Deficit	(11,156,601)	(11,208,316)
	7,058,421	6,917,898
Total Liabilities and Shareholders' Equity	\$ 8,162,994	\$ 9,249,093

DESCRIPTION OF BUSINESS AND NATURE OF OPERATIONS (note 1)
COMMITMENTS AND CONTINGENCIES (note 24)

**APPROVED ON BEHALF OF
THE BOARD OF DIRECTORS**

"Robert Galbraith"
(signed)

Director

"Douglas Dymant"
(signed)

Director

The accompanying notes are an integral part of these condensed interim financial statements.

GATEKEEPER SYSTEMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

(expressed in Canadian dollars)

	Three months ended		Six months ended	
	February 29, 2020	February 28, 2019	February 29, 2020	February 28, 2019
Revenues	\$ 3,574,643	\$ 2,698,819	\$ 6,931,041	\$ 4,538,297
Cost of Sales	1,960,175	1,556,690	3,848,560	2,484,882
Gross Profit	1,614,468	1,142,129	3,082,481	2,053,415
Operating Expenses				
General and administrative (note 18a)	588,125	665,168	1,190,734	1,319,443
Selling and marketing (note 18b)	591,807	583,562	1,131,737	1,247,903
Research and development (note 18c)	372,034	317,020	726,710	662,664
	1,551,966	1,565,750	3,049,181	3,230,010
	62,502	(423,621)	33,300	(1,176,595)
Other Income (Expenses)				
Interest	7,978	12,712	17,658	25,298
Foreign exchange	(2,985)	(18,059)	(11,807)	38,794
Finance costs	(39)	(24,687)	8,675	(28,402)
Gain or loss on disposal of assets	11	-	(1,569)	-
Write-down of inventory	(5)	(1,870)	(11,012)	(1,999)
Recovery of bonus	-	-	16,470	-
Net Income (Loss)	67,462	(455,525)	51,715	(1,142,904)
Other Comprehensive Income				
Foreign currency translation differences	23,089	-	38,504	-
Total Comprehensive Income (Loss)	\$ 90,551	\$ (455,525)	\$ 90,219	\$ (1,142,904)
Basic earnings (loss) per share	\$ 0.00	\$ (0.00)	\$ 0.00	\$ (0.01)
Weighted Average Number of Shares Outstanding	87,904,836	87,597,144	87,809,232	85,597,144
Diluted earnings (loss) per share	\$ 0.00	\$ (0.00)	\$ 0.00	\$ (0.01)
Weighted Average Number of Shares Outstanding	94,650,586	87,597,144	94,554,982	85,597,144

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**GATEKEEPER SYSTEMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED**

(expressed in Canadian dollars)

	February 29, 2020	February 28, 2019
Cash Flows from Operating Activities		
Net Profit (Loss)	\$ 51,715	\$ (1,142,904)
Items not affecting cash from operations:		
Depreciation	106,660	104,348
Write-down of inventory	11,012	1,999
Gain on disposal of property, plant and equipment	1,569	-
Bad debt	-	922
Share-based payments	8,804	75,014
Unrealized foreign exchange loss (gain)	37,555	(14,259)
Changes in non-cash working capital balances related to operations:		
Trade and other receivables	1,388,693	(150,271)
Inventories	(435,481)	(149,720)
Prepaid expenses and other current assets	(268,659)	(404,087)
Trade and other payables	(788,988)	9,549
Unearned revenue	(20,551)	97,420
Net cash used in operating activities	178,804	(1,571,989)
Cash Flows used in Investing Activities		
Purchase of property, plant and equipment	(48,477)	(285,691)
Proceeds from disposal of equipment	35,258	-
Decrease (Increase) in restricted cash	(1,770)	(86,922)
Net cash used in investing activities	(14,989)	(372,613)
Cash Flows from Financing Activities		
Draws (repayment) on line of credit	40,102	-
Exercise of stock options	41,500	-
Repayment of short-term loan	(616,667)	-
Lease payments	(42,087)	-
Net cash provided by (used in) financing activities	(658,626)	-
Decrease in Cash and Cash Equivalents	(499,811)	(1,944,602)
Foreign Exchange Gain on Cash and Cash Equivalents held in USD	949	14,259
Cash and Cash Equivalents – Beginning of period	2,118,812	4,166,622
Cash and Cash Equivalents – End of period	\$ 1,619,950	\$ 2,236,279

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**GATEKEEPER SYSTEMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED FEBRUARY 29, 2020 AND FEBRUARY 28, 2019**

(expressed in Canadian dollars, except per share and share amounts)

	Common Shares		Reserves	Accumulated Other Comprehensive Income	Deficit	Total
	Shares	Amount				
Balance – August 31, 2018	87,597,144	\$ 15,881,627	\$ 2,052,182	\$ -	\$ (10,913,354)	\$ 7,020,455
Net loss and comprehensive loss	-	-	-	-	(1,142,904)	(1,142,904)
Share-based payments (note 17)	-	-	75,014	-	-	75,014
Balance – February 28, 2019	87,597,144	\$ 15,881,627	2,127,196	\$ -	\$ (12,056,258)	\$ 5,952,565
Balance – August 31, 2019	87,597,144	\$ 15,881,627	\$ 2,235,452	\$ 9,135	\$ (11,208,316)	\$ 6,917,898
Exercise of options	350,000	41,500	-	-	-	41,500
Share-based payments (note 17)	-	-	8,804	-	-	8,804
Foreign currency translation	-	-	-	38,504	-	38,504
Net loss and comprehensive loss	-	-	-	-	51,715	51,715
Balance – February 29, 2020	87,947,144	\$ 15,923,127	\$ 2,244,256	\$ 47,639	\$ (11,156,601)	\$ 7,058,421

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

GATEKEEPER SYSTEMS INC.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 29, 2020 AND FEBRUARY 28, 2019

(expressed in Canadian dollars except where noted)

1. Description of Business and Nature of Operations

Gatekeeper Systems Inc. (the “Company” or “Gatekeeper”) was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on August 26, 2010 and completed its initial public offering as a Capital Pool Company on January 7, 2011. The Company specializes in design, manufacturing and marketing of video security solutions for mobile and extreme environments.

On March 1, 2018, the Company formed a wholly owned subsidiary called Gatekeeper Systems USA Inc.

The head office and principal address is located at Suite 301, 31127 Wheel Avenue, Abbotsford, British Columbia, V2T 6H1. The Company’s registered and records office is located at 10th floor, 595 Howe Street Vancouver, British Columbia, V6C 2T5.

The subsidiary company, Gatekeeper Systems USA Inc., was formed as a corporation pursuant to the General Corporation Law of the State of Delaware on March 1, 2018 with a principal address located at 221 Valley Road, Wilmington, Delaware 19804. The Subsidiary’s registered and records office in the State of Delaware is 9E Lookerman Street, Suite 311, Dover, Delaware 19901, County of Kent.

The Company’s condensed interim consolidated financial statements as at February 29, 2020 and February 28, 2019 have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business. The Company has a net income of \$90,551 and \$90,219 for the three and six months ended February 29, 2020, respectively (February 28, 2019 – net loss of \$455,525 and net loss of \$1,142,904) and has a working capital of \$6,346,481 at February 29, 2020 (August 31, 2019 – \$6,150,804).

The Company had cash and cash equivalents of \$1,619,950 at February 29, 2020 (August 31, 2019 – \$2,118,812), but management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive or raise additional debt and/or equity capital. Management intends to continue to support the operations with financing initiatives primarily through, but not limited to, the issuance of equity. Alternative financing options may include obtaining bank credit facilities and short-term loans from third parties. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. This uncertainty may cast significant doubt about the ability of the Company to continue as a going concern. These consolidated financial statements do not include any adjustments to the carrying value or presentation of assets or liabilities that might be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

2. Basis of Preparation and Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting. These interim financial statements follow the same accounting policies and methods of computation as compared with the most recent annual financial statements, being for the year ended August 31, 2019, which were prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). Accordingly, these condensed interim consolidated financial statements should be read in conjunction with the Company’s most recent annual financial statements. These condensed interim consolidated financial statements were approved for issuance by the Board of Directors on April 21, 2020.

The Company’s consolidated financial statements have been prepared under the historical cost method, except for certain financial instruments which are measured at fair value (note 20) and are presented in Canadian dollars except where otherwise indicated.

These condensed interim consolidated financial statements incorporate the financial statements of the Company and its controlled, wholly-owned subsidiaries. Intercompany balances, transactions, income and expenses are eliminated on consolidation.

3. Summary of Significant Accounting Policies

The significant accounting policies used in the preparation of these consolidated financial statements are consistent with those described in the audited financial statements for the year ended August 31, 2019.

4. Significant Accounting Judgments and Estimates

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment include those that relate to the fair value measurements for financial instruments and share-based payments, the recoverability and measurement of deferred tax assets and liabilities, inventory valuation and ability to continue as a going concern. Actual results may differ from those estimates and judgments.

Significant Estimates

(a) Allowances for Doubtful Accounts

The Company must make an assessment of whether trade receivables are collectible from customers. Accordingly, management establishes an allowance for estimated losses arising from non-payment, taking into consideration customer credit, current economic trends and past experience. If future collections differ from estimates, future earnings would be affected.

(b) Inventory Valuation

The Company adjusts inventory values so that the carrying values do not exceed the net realizable value. The valuation of inventory at the lower of cost or net realizable value requires the use of estimates with regards to the amount of current inventory that will be sold, the prices at which it will be sold, and an estimate of expected orders from customers. Additionally, the estimates reflect changes in products or changes in demand because of various factors, including the market for products, obsolescence, change in product offerings, technology changes and competition.

(c) Impairment of Financial Assets

At each reporting date the Company assesses financial assets not carried at fair value through profit or loss to determine whether there is objective evidence of impairment. A financial asset is impaired if objective evidence indicates that one or more events occurred during the period that negatively affected the estimated future cash flows of the financial asset.

Objective evidence that financial assets are impaired can include significant financial difficulty of the issuer or debtor, default or the disappearance of an active market for a security. If the Company determines that a financial asset is impaired, judgment is required in assessing the available information in regard to the amount of impairment; however the final outcome may be materially different than the amount recorded as a financial asset.

(d) Warranty Provision

The Company estimates a provision for future warranty claims based on historical claims as well as recent trends at each reporting date. A provision is made for estimated warranty claims in respect of products sold which are still under warranty at the end of the reporting period. These claims are expected to be settled in the next financial year.

4. Significant Accounting Judgments and Estimates (continued)

Significant Estimates (continued)

(e) Useful Lives of Property, Plant and Equipment and Finite-Life Intangible Assets

The Company reviews estimates of the useful lives of property, plant and equipment and finite-life intangible assets on an annual basis and adjusts depreciation or amortization on a prospective basis, if needed. Changes in technology or the intended use of assets, as well as changes in business prospects or economic and industry factors, may cause the estimated useful lives of these assets to change. The estimated useful lives of property, plant and equipment and finite-life intangible assets are determined by internal asset life analysis, which takes into account actual and expected future usage, physical wear and tear, replacement history and assumptions about technology evolution. When factors indicate that assets' useful lives are different from the prior assessment, the Company depreciates or amortizes the remaining carrying value prospectively over the adjusted estimated useful lives.

(f) Share-Based Payments

Management assesses the fair value of stock options granted in accordance with the accounting policy stated in note 3(m). The fair value of stock options is measured using the Black-Scholes Option Valuation Model. The fair value of stock options granted using valuation models is only an estimate of their potential value and requires the use of estimates and assumptions.

The Company has adopted a relative fair value method with respect to the measurement of shares and warrants issued as private placement units. Under the relative fair value method, the value of the private placement units are proportionally allocated between the shares and warrants issued based on their relative fair value. Judgement is required in determining the fair value of the shares, determined based on the closing price on the date of the transaction, and the fair value of the warrants, determined based on a Black-Scholes Option Pricing Model.

(g) Current and Deferred Income Taxes

Current and deferred income tax provisions and obligations are calculated for each of the jurisdictions in which the Company operates. Actual amounts of income tax expense and obligations are not final until tax returns are filed and assessed by the relevant taxation authorities. This occurs subsequent to the issuance of the financial statements, and the final determination of actual amounts may not be completed for a number of years. Therefore, financial results in subsequent periods will be affected by the amount that estimates differ from the final tax return.

Significant Judgements

(a) Current and Deferred Income Taxes

Judgement is required in determining whether deferred tax assets are recognized on the statement of financial position and what tax rate is expected to be applied in the year when the related temporary differences revers, particularly in regard to the utilization of tax loss carry-forwards. Deferred tax assets, including those arising from unutilized tax losses require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that the cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the statement of financial position date, if any, could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company and its subsidiary operate could limit the ability of the Company to obtain tax deductions in future periods.

4. Significant Accounting Judgments and Estimates (continued)

Significant Estimates (continued)

(b) Determination of Functional Currency

The functional currency of each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

(c) Going Concern

Management is required to determine whether or not the going concern assumption is appropriate for the Company at the end of each reporting period. Considerations taken into account include available information about the future including the availability of financing and revenue projection, as well as current working capital balance and future commitments of the Company.

5. Accounting Standards and Amendments Issued and Adopted

At the date of authorization of these consolidated financial statements, the IASB and IFRIC has issued the following new and revised standards, amendments and interpretations which have been adopted by the Company as of February 29, 2020:

- (i) IFRS 16 'Leases' establishes principles for the recognition, measurement, presentation and disclosure of leases and replaces the current guidance in IAS 17. IFRS 16 is effective for periods beginning on or after January 1, 2019, with earlier application permitted if IFRS 15 'Revenue from Contracts with Customers' is also applied.

The Company has evaluated the potential impact the adoption of the standard will have on the consolidated financial statements and has determined that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company.

6. Cash and Cash Equivalents

	February 29, 2020	August 31, 2019
Cash	\$ 1,318,765	\$ 1,819,397
Guaranteed Investment Certificate	301,185	299,415
	\$ 1,619,950	\$ 2,118,812

The Company's line of credit and short-term loan is secured by a first charge over the assets of the Company, including cash and cash equivalents with a carrying value of \$2,035,767 (note 12).

7. Restricted Cash

As at February 29, 2020, total cash of \$301,185 (August 31, 2019 – \$299,415) is secured against the Company's credit cards and line of credit and is held in a Guaranteed Investment Certificate ("GIC") and is designated as restricted cash.

8. Trade and Other Receivables

	February 29, 2020	August 31, 2019
Trade receivables	\$ 2,594,013	\$ 4,158,932
Goods and Services Tax/Harmonized Sales Tax receivable	-	235
Income tax receivable	37,381	11,843
Loan receivable (note 23)	200,000	-
Other receivable	-	4,076
	\$ 2,786,394	\$ 4,175,086

The Company's line of credit and short-term loan is secured by a first charge over the assets of the Company, including trade and other receivables with a carrying value of \$2,794,013 (note 12).

9. Inventories

	February 29, 2020	August 31, 2019
Raw materials	\$ 222,948	\$ 204,445
Finished goods	1,883,698	1,477,730
	\$ 2,106,646	\$ 1,682,175

For the three and six month period ended February 29, 2020, the cost of inventories recognized as an expense and included in cost of sales was \$1,354,594 and \$2,654,672, respective (February 28, 2019 - \$501,891 and \$1,042,472).

For the three and six month period ended February 29, 2020 a write-down of inventories of \$5 and \$11,012, respectively (February 28, 2019 - \$711 and \$2,105) was recorded, which was included in cost of sales in the consolidated statements of loss and comprehensive loss.

The Company's line of credit is secured by a first charge over the assets of the Company, including inventories with a carrying value of \$2,106,646 (note 12).

10. Business Combination

Effective April 1, 2018 the Company's wholly owned subsidiary, Gatekeeper Systems USA Inc., purchased certain operating assets and service contracts from Wilmington, Delaware-based Spector Logistics, Inc. In the Agreement for Purchase and Sale of Business Assets (the "Agreement"), Spector Logistics, Inc. indemnified Gatekeeper Systems Inc. from all pre-existing liabilities relating to the purchase transaction. The assets and contracts acquired under the Agreement represented substantially all of the business of Spector Logistics, Inc. and therefore the transaction is being accounted for as a business combination.

The business assets of Spector Logistics, Inc. were acquired for a purchase price of US\$300,000 with payment terms of US\$100,000 due upon closing, US\$50,000 due April 1, 2019, and US\$150,000 payable in 12 monthly installments of US\$12,500 commencing May 1, 2018. As at February 29, 2020, included in accrued and other liabilities is \$90,209 (US\$67,240) (August 31, 2019 - \$89,406) related to the Agreement (notes 13 and 24).

10. Business Combination (continued)

The purchase price allocation from the acquisition of Spector Logistics, Inc. assets was as follows:

	(USD) Fair Value	(CAD) Fair Value
Computer Equipment	\$ 39,450	\$ 50,922
Furniture and Fixtures	11,060	14,276
Goodwill	114,225	147,442
Inventory	3,000	3,872
Leasehold Improvements	50,000	64,540
Supplies	5,000	6,454
Tools	9,000	11,617
Vehicles	68,265	88,116
	\$ 300,000	\$ 387,239

The goodwill of \$152,633 (US\$114,225) is attributable to the marketing, sale and servicing of mobile video safety and security solutions in the United States. Goodwill, which is deductible for income tax purposes, is the excess of the cost of an acquired enterprise over the net amount assigned to individual assets acquired and liabilities assumed in a business combination. Goodwill is not amortized and is tested for impairment annually by comparing the fair value of the operating cash flows to the carrying value of the reporting unit.

GATEKEEPER SYSTEMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 29, 2020 AND FEBRUARY 28, 2019

(expressed in Canadian dollars except where noted)

11. Property, Plant and Equipment

The changes in the Company's property, plant and equipment are as follows:

Cost	Automotive	Computer Equipment and Software	Furniture and Fixtures	Leased Office Equipment	Technical Equipment	Research and Development Equipment	Leasehold Improvements	Financed Leased Automobile	Total
August 31, 2018	\$ 88,117	\$ 288,743	\$ 56,660	\$ -	\$ 159,655	\$ 55,088	\$ 172,774	\$ -	\$ 821,037
Additions	2,807	157,577	5,015	-	24,340	-	122,448	161,922	474,109
Disposal	(3,742)	-	-	-	-	-	-	-	(3,742)
Foreign currency difference	3,103	1,792	502	-	-	-	2,273	-	7,670
August 31, 2019	\$ 90,285	\$ 448,112	\$ 62,177	\$ -	\$ 183,995	\$ 55,088	\$ 297,495	\$ 161,922	\$ 1,299,074
Additions	-	20,776	875	3,964	3,405	5,437	14,020	-	48,477
Disposal	-	-	-	-	-	-	-	(40,809)	(40,809)
Foreign currency difference	360	341	59	-	82	-	480	647	1,969
February 29, 2020	\$ 90,645	\$ 469,229	\$ 63,111	\$ 3,964	\$ 187,482	\$ 60,525	\$ 311,995	\$ 121,760	\$ 1,308,711

Depreciation	Automotive	Computer Equipment and Software	Furniture and Fixtures	Leased Office Equipment	Technical Equipment	Research and Development Equipment	Leasehold Improvements	Financed Leased Automobile	Total
August 31, 2018	\$ 14,770	\$ 69,046	\$ 25,580	\$ -	\$ 74,043	\$ 55,088	\$ 138,148	\$ -	\$ 376,675
Depreciation	30,016	73,241	7,964	-	28,075	-	46,227	19,554	205,077
Disposal	(1,247)	-	-	-	-	-	-	-	(1,247)
Foreign currency difference	667	345	65	-	17	-	1,253	153	2,413
August 31, 2019	\$ 44,206	\$ 142,632	\$ 33,609	\$ -	\$ 102,135	\$ 55,088	\$ 185,628	\$ 19,707	\$ 583,005
Depreciation	14,863	44,917	4,270	1,830	15,060	272	13,307	12,143	106,660
Disposal	-	-	-	-	-	-	-	(4,891)	(4,891)
Foreign currency difference	422	221	42	-	42	-	387	197	1,311
February 29, 2020	\$ 59,491	\$ 187,770	\$ 37,921	\$ 1,830	\$ 117,237	\$ 55,360	\$ 199,322	\$ 27,158	\$ 686,086

Net Book Value	Automotive	Computer Equipment	Furniture and Fixtures	Leased Office Equipment	Technical Equipment	Research and Development Equipment	Leasehold Improvements	Financed Leased Automobile	Total
August 31, 2019	\$ 46,079	\$ 305,480	\$ 28,568	\$ -	\$ 81,860	\$ -	\$ 111,867	\$ 42,215	\$ 716,069
February 29, 2020	\$ 31,154	\$ 281,459	\$ 25,190	\$ 2,135	\$ 70,245	\$ 5,165	\$ 112,673	\$ 94,62	\$ 622,625

GATEKEEPER SYSTEMS INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 29, 2020 AND FEBRUARY 28, 2019***(expressed in Canadian dollars except where noted)***12. Line of Credit and Short-Term Loan**

Effective June 12, 2018, the Company entered into a new non-dilutive, revolving, secured line of credit of up to \$1,000,000 (the "Line of Credit") with a lender. Funds are to be available to the Company under the Line of Credit pursuant to an availability formula based on eligible receivables and inventory and is secured by a General Security Agreement over the assets of the Company.

The Company has agreed to pay a related party an annual fee of US\$18,750 as consideration for subordinating the related party's first charge over the Company's assets on any debts to the related party by the Company. During the period ended February 29, 2020, the Company terminated this agreement and made a final payment of \$1,297 CDN to the related party (notes 23 and 24).

Effective July 12, 2019, the Company entered into an amended non-dilutive, revolving and non-revolving, secured line of credit of up to \$1,000,000 (the "Line of Credit") with the same lender. Funds are to be available to the Company under the Line of Credit pursuant to an availability formula based on eligible receivables and inventory and is secured by a General Security Agreement over the assets of the Company.

The Line of Credit bears interest on amounts borrowed as follows:

- (a) For Canadian overdraft loans, the Bank's Prime Rate, which is the variable annual rate of interest the Bank will charge on commercial loans in Canada denominated in Canadian dollars, plus 1.00% per annum on the basis of a year of 365 days, calculated monthly in arrears on the daily balance on the last day of each month, payable on the first business day of the following month;
- (b) For United States dollar overdraft loans, the Bank's U.S. Base Rate, which is the variable annual rate of interest the Bank will charge on commercial loans denominated in United States dollars, plus 1.00% per annum on the basis of a year of 360 days, calculated monthly in arrears on the daily balance on the last day of each month, payable on the first business day of the following month;
- (c) Monthly administration fee of \$150 payable on the first business day of each month, and an annual review fee of \$2,000.

The Company entered into a \$500,000 demand non-revolving short-term loan facility effective July 12, 2019 which shall be repaid in full on or before the sixth month anniversary of the initial advance. The short-term loan bears interest on the principal balance of the loan facility as follows:

For Canadian Prime Rate Loan, the Bank's Prime Rate, which is the variable annual rate of interest the Bank will charge on commercial loans in Canada denominated in Canadian dollars, plus 1% per annum on the basis of a year of 365 days, accruing daily, and calculated monthly in arrears on the daily balance.

The Line of Credit and short-term loan are repayable on demand, are secured by a first charge on the assets of the Company and its subsidiary and require a maintenance of a Debt to Tangible Net Worth ratio not to exceed 2.75 to 1.0; current ratio of not less than 1.25 to 1.0; and Debt Service Ratio of not less than 1.25 to 1.0. As at February 29, 2020 there was \$81,474 advanced or owing under the line of credit, \$Nil owing as a short-term loan, which was paid in full during the quarter end February 29, 2020, and the Company was in compliance with all of its covenant ratios.

13. Trade and Other Payables and Accrued Liabilities

	February 29, 2020	August 31, 2019
Trade payables	\$ 184,963	\$ 800,927
Salaries and benefits payable	309,796	415,362
Provincial Sales Tax payable and State Sales Tax Payable	3,599	7,300
Current income taxes payable (note 19)	-	-
Accrued and other liabilities	376,719	440,476
Accrued warranty liabilities	60,000	60,000
	\$ 935,077	\$ 1,724,065

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Included in trade and other payables are amounts of \$120,530 (2019 - \$158,863) due to related parties (note 23).

The Company provides a one year, three year, five year, ten year, or lifetime warranty, depending on the product, to repair or replace defective components with respect to its product sales. The warranty provision in the consolidated statements of loss and comprehensive loss includes management's best estimate of the total costs of all raw materials, labour and travel expenses required to repair issues related to all products that were sold and shipped prior to period end. During the three months and six months ended February 29, 2020, warranty expense included in cost of sales was \$1,749 and \$820, respectively (February 28, 2019 – \$9,014 and \$13,067).

Included in accrued and other liabilities is \$90,209 (US\$67,240) (August 31, 2019 - \$89,406 (US\$67,240)) related to an Asset Purchase Agreement as at February 29, 2020 (note 10).

14. Finance Lease

During the year ended August 31, 2019, the Company entered into a finance lease for automobiles.

The fair value of the lease liabilities was estimated on the date of the lease using the following assumptions.

	February 29, 2020
Lease Term	48 months
Implicit Interest Rate (annual)	6.325%
Monthly Lease Payments	\$ 2,258
Guaranteed Residual Value	\$ 16,920

Finance Lease Obligation

	February 29, 2020	August 31, 2019
Finance Lease - Automobile		
Gross finance lease obligation – minimum lease payments		
No later than 1 year	\$ 23,122	\$ 33,951
Later than 1 year and no later than 5 years	62,530	112,266
Total minimum lease payments	85,652	146,217
Future finance charges on finance lease	(1,273)	(17,677)
Present value of finance lease obligation	\$ 84,379	\$ 128,540
The present value of finance lease obligation as follows:		
No later than 1 year	\$ 22,404	\$ 26,932
Later than 1 year and no later than 5 years	61,975	101,608
	\$ 84,379	\$ 128,540

Interest expense on lease obligation during the six months ended February 29, 2020 was \$3,034.

15. Share Capital

(a) Authorized Share Capital

The Company has authorized an unlimited number of common shares with no par value, unlimited Class A preferred shares with no par value, unlimited Class B preferred shares with par value of \$0.01 and unlimited Class C preferred shares with no par value.

At February 29, 2020, the Company had 87,947,144 common shares outstanding (August 31, 2019 – 87,597,144), Nil Class A preferred shares outstanding (August 31, 2019 – Nil), Nil Class B preferred shares outstanding (August 31, 2019 – Nil), Nil Class C preferred shares outstanding (August 31, 2019 – Nil) and Nil common shares held in escrow (August 31, 2019 – Nil).

The Class A preferred shares are convertible to common shares, at the option of the holder, at a fixed conversion rate of one to one.

The Class B preferred shares are redeemable at the option of the Company on 21 days' notice for an amount of \$1,000 per share.

The Class C preferred shares may include one or more series of shares. The board of directors may, by resolution, if none of the shares of any particular series are issued, alter the Articles of the Company and authorize the alteration of the Notice of Articles of the Company to do one or more of the following:

- Determine the maximum number of shares of that series that the Company is authorized to issue, determine that there is no such maximum number, or alter any such determination;
- Create an identifying name by which the shares of that series may be identified, or alter any such identifying name; and
- Attach special rights and restrictions to the shares of that series, or alter any such special rights or restrictions.

(b) Issued Share Capital

During the period ended February 29, 2020, 350,000 options were exercised between \$0.11 and \$0.12 per share for gross proceeds of \$41,500.

16. Warrants

Details regarding warrants issued and outstanding are summarized as follows:

	Weighted average exercise price	Number of shares issued or issuable on exercise
Balance – August 31, 2018	\$0.30	10,640,000
Expired	\$0.30	(10,640,000)
Balance – August 31, 2019 and February 29, 2020	-	-

17. Share-Based Payments

The Company adopted a stock option plan (the "Plan") whereby it can grant stock options to directors, officers, employees, and consultants of the Company. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the issued common shares of the Company at any time. The maximum term of these options will be ten years and they typically vest over no more than four years.

The changes in stock options during the period ended February 29, 2020 were as follows:

	Weighted average exercise price	Number of shares issued or issuable on exercise
Balance – August 31, 2018	\$0.18	7,618,250
Options granted	\$0.11	2,005,000
Options cancelled	\$0.17	(1,850,000)
Balance – August 31, 2019	\$0.17	7,773,250
Options granted	\$0.20	45,000
Options exercised	\$0.12	(350,000)
Balance – February 29, 2020	\$0.17	7,468,250

During the period ended February 29, 2020, the Company granted 45,000 (2019 – 675,000) incentive stock options to an employee which may be exercisable at \$0.20 for a period of 5 years from the date of grant.

During the period ended February 29, 2020, the Company recorded total share-based payments of \$8,804 (2019 – \$75,014), which has been charged to general and administrative expense for the period.

The weighted average fair value of the options granted during the period ended February 29, 2020 was estimated at \$0.11 per option as at the grant date using the Black-Scholes Option Pricing Model. The weighted average assumptions used for the calculation were:

	February 29, 2020	August 31, 2019
Risk free interest rate	1.45%	1.95%
Expected life	5 years	6 years
Expected volatility	76.42%	83.72%
Expected dividend per share	-	-

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17. Share-Based Payments (continued)

Incentive share options outstanding and exercisable at February 29, 2020 are summarized as follows:

Exercise Price	Options Outstanding			Options Exercisable		
	Number of shares issuable on exercise	Weighted average remaining life (Years)	Weighted average exercise price	Number of shares issuable on exercise	Weighted average remaining life (Years)	Weighted average exercise price
\$0.105	400,000	8.72	\$0.105	400,000	8.72	\$0.105
\$0.11	350,000	4.12	\$0.11	-	-	-
\$0.12	2,630,000	6.09	\$0.12	2,207,500	6.09	\$0.12
\$0.13	500,000	6.18	\$0.13	500,000	6.18	\$0.13
\$0.16	175,000	5.32	\$0.16	175,000	5.32	\$0.16
\$0.18	250,000	4.39	\$0.18	250,000	4.39	\$0.18
\$0.20	250,000	0.55	\$0.20	250,000	0.55	\$0.20
\$0.195	831,250	6.41	\$0.20	831,250	6.41	\$0.20
\$0.25	1,605,000	3.09	\$0.25	1,605,000	3.09	\$0.25
\$0.30	432,000	3.54	\$0.30	432,000	3.54	\$0.30
\$0.20	45,000	4.73	\$0.20	45,000	4.73	\$0.00
	7,468,250	5.26	\$0.17	6,695,750	5.31	\$0.18

18. Operating Expenses

(a) General and Administrative Expenses by Nature

The Company recorded general and administrative expenses for the following periods:

	Three Months Ended		Six Months Ended	
	February 29, 2020	February 28, 2019	February 29, 2020	February 28, 2019
General & administrative expenses				
Accounting and legal	\$ 25,429	\$ 40,587	\$ 65,582	\$ 142,561
Bad debt	-	808	-	922
Consulting fees	-	5,457	-	2,420
Depreciation (note 11)	54,359	52,940	106,660	104,348
Interest charges on loans	22,828	1,399	41,591	1,491
Investor relations	23,145	20,873	38,001	54,751
Office	152,201	249,704	348,060	388,491
Regulatory	18,857	17,516	19,698	17,516
Rent	55,203	21,472	110,364	64,138
Salaries and benefits (note 23)	236,104	242,578	451,975	467,791
Share-based payments (notes 17 and 23)	-	11,834	8,804	75,014
	\$ 588,125	\$ 665,168	\$ 1,190,734	\$ 1,319,443

18. Operating Expenses (continued)

(b) Selling and Marketing Expenses by Nature

	Three Months Ended		Six Months Ended	
	February 29, 2020	February 28, 2019	February 29, 2020	February 28, 2019
Selling and marketing expenses				
Advertising and promotion	\$ 182,257	\$ 124,459	\$ 312,157	\$ 366,133
Salaries and benefits (note 23)	409,550	459,103	819,580	881,770
	\$ 591,807	\$ 583,562	\$ 1,131,737	\$ 1,247,903

(c) Research and Development Expenses by Nature

	Three Months Ended		Six Months Ended	
	February 29, 2020	February 28, 2019	February 29, 2020	February 28, 2019
Research & development expenses				
Research and development materials	\$ 543,921	\$ 251,399	\$ 277,171	\$ 514,983
Research and development salaries and benefits (note 23)	182,789	65,621	94,863	147,681
	\$ 726,710	\$ 317,020	\$ 372,034	\$ 662,662

19. Income Tax

The significant components of the Company's unrecognized temporary differences and tax losses are as follows:

	August 31, 2019	Expiry Date Range	August 31, 2018
Property, plant and equipment	435,000	No expiry	303,000
Share issuance costs	12,000	2037 - 2042	54,000
Warranty liability	60,000	No expiry	50,000
Non-capital losses carry forward	7,459,000	2029 - 2039	6,842,000

Tax attributes are subject to review and potential adjustment by tax authorities.

20. Financial Instruments

Financial Assets and Liabilities

Information regarding the Company's financial assets and liabilities as at February 29, 2020 and August 31, 2019 is summarized as follows:

	February 29, 2020	August 31, 2019
Financial Assets		
Fair value through profit and loss, at fair value		
Cash and cash equivalents (note 6)	\$ 1,619,950	\$ 2,118,812
Restricted cash (note 7)	301,185	299,415
Loans and receivable, at amortized cost		
Trade receivables and other receivables (note 8)	2,986,394	4,163,008
Total Financial Assets	\$ 4,907,529	\$ 6,581,235
Financial Liabilities		
Line of credit (note 12)	\$ 81,474	\$ 41,372
Other liabilities, at amortized cost		
Short-term loan (note 12)	-	416,667
Trade payables (note 13)	468,149	800,927
Finance lease obligation - current (note 14)	24,704	26,932
Long-term finance lease obligation (note 14)	63,318	101,608
Spector Logistics, Inc. purchase payable (notes 10 and 13)	90,209	89,406
Salaries and benefits payable (note 13)	376,719	415,362
Total Financial Liabilities	\$ 1,104,573	\$ 1,892,274

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of its financial assets and financial liabilities, with a short-term maturity and demand nature, and recognized at amortized cost in the financial statements approximates their fair value of these instruments.

The following table provides an analysis of the Company's financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly. As at February 29, 2020, the Company used level 2 inputs to determine the fair value of the finance lease obligation.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data. As at February 29, 2020, the Company does not have any Level 3 financial instruments.

The fair value of cash, cash equivalents and restricted cash is based on level 1 inputs.

20. Financial Instruments (continued)

Financial Instrument Risk Exposure

The Company's activities expose it to a variety of financial risks: market risk (including price risk, currency risk and interest rate risk), credit risk and liquidity risk. These risks arise from the normal course of operations and all transactions are undertaken to support the Company's ability to continue. Risk management is carried out by management under policies approved by the Board of Directors. Management identifies and evaluates the financial risks in co-operation with the Company's operating units. The Company's overall risk management program seeks to minimize potential adverse effects on the Company's financial performance, in the context of its general capital management objectives (note 21).

a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash accounts and accounts receivable. This risk related to cash is managed through the use of a major financial institution which has high credit quality as determined by the rating agencies. Accounts receivable mainly consists of receivables from its customers. In order to reduce its credit risk, the Company has adopted credit policies which include the analysis of the financial position of its customers and the regular review of their credit limits. In some cases, the Company requires bank letters of credit or subscribes to credit insurance.

At February 29, 2020, 10% of the Company's trade accounts receivable balance is over 90 days past due (August 31, 2019 – 19%). The carrying amount of trade and other receivables as at February 29, 2020 was \$2,786,394 (August 31, 2019 - \$4,175,086). The Company insures its non-government accounts receivable.

b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements.

The Company's ongoing liquidity is impacted by various external events and conditions. The Company expects to repay its financial liabilities in the normal course of operations and to fund future operational and capital requirements through operating cash flows, as well as future equity and debt financing.

The Company coordinates this planning and budgeting process with its financing activities through the capital management process (note 21). The Company's financial liabilities are comprised of its trade payables, short-term loan, finance lease obligation, Spector Logistics, Inc. purchase payable, and salaries and benefits payable, the contractual maturities of which at February 29, 2020 and August 31, 2019 are summarized as follows:

	February 29, 2020	August 31, 2019
Payables with contractual maturities:		
Within 90 days or less	\$ 1,041,255	\$ 1,221,664
In later than 90 days, not later than one year	-	527,630
	\$ 1,041,255	\$ 1,749,294

c) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings in financial instruments.

20. Financial Instruments (continued)

Financial Instrument Risk Exposure (continued)

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market interest rate. The Company has no significant exposure at August 31, 2019 to interest rate risk through its financial instruments.

Commodity Price Risk

Commodity price risk is the risk due to which business financial performance is adversely affected by fluctuations in the prices of commodities. The Company has no significant exposure at February 29, 2020 to commodity price risk through its financial instruments.

Currency Risk

Currency risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities.

The Company's objective in managing its foreign currency risk is to minimize its net exposures to foreign currency cash flows. The Company monitors and forecasts the values of net foreign currency cash flow and statement of financial position exposures and from time to time could authorize the use of derivative financial instruments such as forward foreign exchange contracts to economically hedge a portion of foreign currency fluctuations.

The following is an analysis of Canadian dollar equivalent of financial assets and liabilities that are denominated in United States dollars as of February 29, 2020 and August 31, 2019:

	February 29, 2020	August 31, 2019
Cash and cash equivalents	\$ 629,548	\$ 797,395
Restricted cash	199,415	200,438
Trade and other receivables	2,561,892	3,722,767
Trade and other payables and accrued liabilities	(138,980)	(77,953)
Finance lease obligation	(85,773)	(128,540)
	\$ 3,166,102	\$ 4,514,107

Based on the above net exposure at February 29, 2020, a 10% depreciation or appreciation of the United States dollar against the Canadian dollar would result in an approximately \$316,610 decrease or increase respectively in both net and comprehensive loss (August 31, 2019 – \$451,411). The Company has not employed any currency hedging programs during the periods ended February 29, 2020 and August 31, 2019.

21. Management of Capital

The capital managed by the Company includes a Line of Credit (note 12) and the components of shareholders' equity as described in the consolidated statements of shareholders' equity. During the year, the Company was subject to financial covenants related to its Lines of Credit. During the period ended February 29, 2020 and the year ended August 31, 2019, the Company was in compliance with any required financial covenants.

The Company's objectives of capital management are to create long-term value and economic returns for its shareholders. It does this by seeking to maximize the availability of finance to fund the growth and development of its operations, and to support the working capital required to maintain its ability to continue as a going concern. The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of its assets, seeking to limit shareholder dilution and optimize its cost of capital while maintaining an acceptable level of risk. To maintain or adjust its capital structure, the Company considers all sources of finance reasonably available to it, including but not limited to issuance of new capital, issuance of new debt and the sale of assets in whole or in part. The Company's overall strategy with respect to management of capital at February 29, 2020 remains fundamentally unchanged from the year ended August 31, 2019.

22. Segmented Information

The Company operates in one segment in which it develops, manufactures, markets and sells high resolution mobile surveillance camera systems, which information is evaluated regularly by the Company's President and Chief Executive Officer, being the chief operating decision maker. Revenue is earned in two main regions, being Canada and United States. The following is a breakdown of revenue by geographic areas based on the customers' location:

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22. Segmented Information (continued)

<i>(expressed in Canadian dollars)</i>	For the three months ended February 29, 2020			For the three months ended February 28, 2019		
	Canada	USA	Combined	Canada	USA	Combined
Revenues	\$ 606,799	\$ 2,967,844	\$ 3,574,643	\$ 2,069,183	\$ 629,636	\$ 2,698,819
Cost of Sales	417,264	1,542,911	1,960,175	1,218,236	338,453	1,556,690
Gross Profit	189,535	1,424,933	1,614,468	850,947	261,183	1,412,129
Operating Expenses						
Interest expense	21,462	1,365	22,828	510	889	1,399
Depreciation expense	31,612	22,747	54,359	24,966	27,974	52,940
Other General & administrative (note 18a)	413,833	97,107	510,940	484,054	126,775	610,829
Selling and marketing (note 18b)	578,290	13,516	591,807	575,924	7,638	583,562
Research and development (note 18c)	372,034	-	372,034	317,020	-	317,020
	1,417,231	134,735	1,551,966	1,402,474	163,276	1,565,750
	\$ (1,227,696)	\$ 1,290,198	\$ 62,502	\$ (551,527)	\$ 127,906	\$ (423,621)
Other Income (Expense)						
Interest	7,978	-	7,978	12,712	-	12,712
Foreign Exchange gain (loss)	(3,753)	768	(2,985)	(12,186)	(5,873)	(18,059)
Finance Costs	-	(39)	(39)	(24,687)	-	(24,687)
Write-down of Inventory	(5)	-	(5)	(1,870)	-	(1,870)
Disposal of assets	11	-	11	-	-	-
Bonus recovery	-	-	-	-	-	-
Net Loss before Income Taxes	(1,223,465)	1,290,927	67,462	\$ (577,558)	\$ 122,033	\$ (455,525)
Income tax recovery (expense)	-	-	-	-	-	-
Net Income (Loss)	(1,223,465)	1,290,927	67,462	\$ (577,558)	\$ 122,033	\$ (455,525)
Other Comprehensive Income (Loss)						
Foreign currency translation differences	-	23,089	23,089	-	-	-
Net Comprehensive Income (Loss)	\$ (1,223,465)	\$ 1,314,016	\$ 90,551	\$ (577,558)	\$ 122,033	\$ (455,525)

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22. Segmented Information (continued)

<i>(expressed in Canadian dollars)</i>	For the six months ended February 29, 2020			For the six months ended February 28, 2019		
	Canada	USA	Combined	Canada	USA	Combined
Revenues	\$ 1,325,671	\$ 5,605,370	\$ 6,931,041	\$ 3,431,938	\$ 1,106,359	\$ 4,538,297
Cost of Sales	1,060,810	2,787,750	3,848,560	1,931,680	553,201	2,484,882
Gross Profit	264,861	2,817,620	3,082,481	1,500,258	553,158	2,053,415
Operating Expenses						
Interest expense	36,438	5,154	41,592	583	908	1,491
Depreciation expense	61,275	45,385	106,660	45,484	58,864	104,348
Other General & administrative (note 18a)	841,177	201,305	1,042,482	1,075,827	243,616	1,319,443
Selling and marketing (note 18b)	1,117,148	14,589	1,131,737	1,283,213	9,690	1,247,903
Research and development (note 18c)	726,710	-	726,710	662,664	-	662,664
	2,783,748	266,433	3,049,181	2,976,704	253,306	3,230,010
	\$ (2,517,886)	\$ 2,551,186	\$ 33,300	\$ (1,476,446)	\$ 299,852	\$ 3,230,010
Other Income (Expense)						
Interest	17,658	-	17,658	25,298	-	25,298
Foreign Exchange gain (loss)	(12,575)	768	(11,807)	34,197	4,597	38,794
Finance Costs	8,754	79	8,675	(28,402)	-	(28,402)
Write-down of Inventory	(11,012)	-	(11,012)	(1,999)	-	(1,999)
Disposal of assets	(1,569)	-	(1,569)	-	-	-
Bonus recovery	16,470	-	16,470	-	-	-
Net Loss before Income Taxes	(2,500,159)	2,551,875	51,715	\$ (1,447,352)	\$ 304,449	\$ (1,142,904)
Income tax recovery (expense)	-	-	-	-	-	-
Net Income (Loss)	(2,500,159)	2,551,875	51,715	\$ (1,447,352)	\$ 304,449	\$ (1,142,904)
Other Comprehensive Income (Loss)						
Foreign currency translation differences	-	38,504	38,504	-	-	-
Net Comprehensive Income (Loss)	\$ (2,500,159)	\$ 2,509,379	\$ 90,219	\$ (1,447,352)	\$ 304,449	\$ (1,142,904)

23. Related Party Transactions

The Company's related parties include its subsidiaries, key management personnel and companies related by way of directors or shareholders in common. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm's length.

a) Key Management Personnel Compensation

	Three months ended		Six months ended	
	February 29, 2020	February 28, 2019	February 29, 2020	February 28, 2019
Salaries and short-term benefits	\$ 63,515	\$ 82,291	\$ 127,031	\$ 157,887
Share-based payment	Nil	Nil	-	49,524
	\$ 63,515	\$ 82,291	\$ 127,031	\$ 207,211

Key management includes the Company's Board of Directors and members of senior management.

b) Trade Related Party Transactions

The amounts due to related parties as at February 29, 2020 and August 31, 2019 are as follows:

	February 29, 2020	August 31, 2019
Chief Executive Officer	\$ 118,530	\$ 177,575
Chief Financial Officer	-	-
Directors	2,000	2,000
	\$ 120,530	\$ 179,575

Amounts due from and to related parties have been included in trade and other receivables and trade and other payables, respectively (notes 8 and 13).

c) Other Related Party Transactions

The Company had agreed to pay the Chief Executive Officer an annual fee of US\$18,750 as consideration for subordinating the related party's first charge over the Company's assets on any debts to the related party by the Company. During the period ended February 29, 2020, the Company terminated this agreement and made a final payment of \$1,297 CDN to the related party (notes 12 and 24).

The Company has approved the issuance of a discretionary bonus to the Chief Executive Officer through the issuance of 878,000 common shares of the Company which shall be issued within the first six months of 2020, subject to the policies and approval of the TSX Venture Exchange. The approved bonus of common shares is included in trade payables and accrued liabilities in the amount of \$118,530.

On December 16, 2019, the Company advanced to the Chief Executive Officer a loan of \$200,000 bearing an interest of 1% per annum repayable in two years. The Company earned interest of \$412 during the period ended February 29, 2020.

24. Commitments and Contingencies

As of February 29, 2020, the Company's contractual obligations and contingencies are as follows:

- a) The Company has entered into various operating lease contracts for office space and office equipment. The future minimum payments under these leases as at February 29, 2020 are as follows:

2020	128,672
2021	253,831
2022	186,168
2023	103,018
2024	91,728
	\$ 763,418

- b) The Company has agreed to pay a related party an annual fee of US\$18,750 as consideration for subordinating the related party's first charge over the Company's assets on any debts to the related party by the Company. During the period ended February 29, 2020, the Company terminated this agreement and made a final payment of \$1,297 CDN to the related party (notes 12 and 23).
- c) The Company has commitments to make payments related to the acquisition of certain operating assets and service contracts of Spector Logistics, Inc. (note 10).
- d) The Company derives its revenue from the sale of products in various tax jurisdictions, which are subject to various Canadian and foreign federal and provincial laws and regulations governing taxes. These laws and regulations are continually changing. The Company believes its operations are materially in compliance with all applicable laws and regulations. There is no guarantee that the Company's chosen tax position will not be challenged by tax authorities in these jurisdictions which could result in additional taxes, related non-income tax amounts, interest and penalties payable (note 18).

The Company regularly assesses its income tax and related non income tax amounts and obligations and the related filing obligations in the United States and Canada. It is management's position that adequate provisions have been made in the financial statements related to such obligations. However, there exists uncertainty due to the fact that the Company could be assessed differently by tax and/or other regulatory authorities in a manner that is not consistent with management's expectation. This situation would result in management being required to adjust its provision for income taxes and related non income tax amounts in the period that such a situation occurs and such adjustments could be material (note 19).

25. Subsequent Events

Subsequent to February 29, 2020, government authorities declared a state of emergency due to the to the current and ongoing COVID-19 crisis, which the World Health Organization has declared as a global pandemic. The Company is considered an essential business and remains in regular operation with employees continuing to work remotely where possible.

To date, the Company is experiencing impact on revenue in the areas that are deemed to be non-essential business. Revenue could be impacted if long term lock down continues caused by the COVID-19 pandemic. The Company relies on products from China and other overseas countries to be included in its overall system solutions and if supply chains are affected because of lock downs the Company may not be able to guarantee current revenue levels will continue. Approximately 30% of the Company's revenue in 2019 was from one customer and although that government customer has deemed the Company as an essential business thus assisting with continued revenue, there is no guarantee that status will continue if the pandemic worsens and a total shutdown of the transit industry was ordered. Should the Company's revenue be reduced substantially the Company may be forced to deplete its current work force and scale the business back. The Company has

GATEKEEPER SYSTEMS INC.

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 29, 2020 AND FEBRUARY 28, 2019**

(expressed in Canadian dollars except where noted)

immaterial long term debt and sufficient working capital to meet its commitments and maintain operations for twelve months.

The Company's concentrations in 2020 are expected to be 50% revenue coming from one customer which has been deemed to be essential business. The Company sources products from a limited number of companies overseas and should that supply chain weaken or be unable to deliver because of the COVID-19 pandemic, the Company may be forced to reduce or shut down operations.