

GATEKEEPER

GATEKEEPER SYSTEMS INC.

Consolidated Financial Statements

For the Three Months Ended November 30, 2021



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

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT

(expressed in Canadian dollars)		
,	November 30,	August 31,
	2021	2021
ASSETS		
Current Assets		
Cash	\$ 3,709,918	\$ 3,601,034
Trade and other receivables (note 7)	2,576,454	3,107,350
Inventories (note 8)	6,630,583	4,683,515
Prepaid expenses and other current assets	464,238	261,884
	12 201 102	11 (52 502
Non-Current Assets	13,381,193	11,653,783
Loan receivable (note 22)	200,000	200,000
Property, plant and equipment (note 10)	1,154,567	1,237,298
Intangible asset (note 11)	11,230	11,434
Goodwill (note 9)	145,911	144,119
Deferred tax asset (note 19)	1,169,000	1,155,000
Total Assets	\$ 16,061,901	\$ 14,404,634
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LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Line of credit (note 12)	\$ 1,836,174	\$ -
Trade and other payables and accrued liabilities (note 13)	1,832,857	2,198,536
Bonus payable (note 22)	280,000	280,000
Lease obligations – current (note 14)	146,580	143,500
Unearned revenue	9,479	9,480
N. C. Allerd	4,105,090	2,631,516
Non-Current Liabilities Long-term lease obligations (note 14)	636,163	670,287
Long-term rease congations (note 14)	030,103	070,207
Total Liabilities	4,741,253	3,301,803
Shareholders' Equity	16.520.056	16.520.226
Share capital (note 15)	16,538,976	16,520,226
Other capital reserves (notes 15 and 16)	2,143,618	2,135,711
Accumulated other comprehensive income (loss) Deficit	(66,275)	(47,787)
Deficit	(7,295,671)	(7,508,319)
	11,320,648	11,099,831
Total Liabilities and Shareholders' Equity	\$ 16,061,901	\$ 14,401,634

 $\begin{tabular}{ll} \textbf{DESCRIPTION OF BUSINESS AND NATURE OF OPERATIONS} & (note \ 1) \\ \textbf{COMMITMENTS AND CONTINGENCIES} & (note \ 23) \\ \end{tabular}$

APPROVED ON BEHALF OF

THE BOARD OF DIRECTORS	
"Colin Sutherland"	"Douglas Dyment"
(signed)	(signed)
Director	Director

GATEKEEPER SYSTEMS INC. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME FOR THE THREE MONTHS ENDED

(expressed in Canadian dollars)

	November 30, 2021	ì	November 30, 2020
Revenues	\$ 2,699,589	\$	4,964,805
Cost of Sales	980,150		3,194,360
Gross Profit	1,719,439		1,770,445
Operating Expenses General and administrative (note 18a) Selling and marketing (note 18b) Research and development (note 18c)	752,739 510,549 439,851		771,348 397,208 348,458
	1,703,139		1,517,014
Operating Profit	16,300		253,431
Other Income (Expenses) Interest Foreign exchange Finance costs Write-down of inventory	1,157 182,306 (38) (1,077)		834 (41,145) (40)
Net income before income taxes	198,648		213,080
Deferred income tax recovery (note 19)	14,000		12,000
Net income	212,648		225,080
Other Comprehensive Income Foreign currency translation differences	(29,555)		17,321
Total Comprehensive Income	\$ 183,093	\$	242,401
Basic earnings per share Weighted Average Number of Shares Outstanding	\$ 0.00 89,915,236	\$	0.00 89,399,596
Diluted earnings per share Weighted Average Number of Shares Outstanding	\$ 0.00 89,915,236	\$	0.00 89,399,596

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

(expressed in Canadian dollars)		
	November 30, 2021	November 30, 2020
Cash Flows from Operating Activities		
Net Profit	\$ 212,648	\$ 225,080
Items not affecting cash from operations:		
Depreciation	82,576	89,390
Write-down of inventory	25	10,575
Share-based payments	7,908	45,773
Deferred tax recovery	(14,000)	(12,000)
Unrealized foreign exchange loss (gain)	(409,971)	5,785
Changes in non-cash working capital balances related to operations:		
Trade and other receivables	851,528	4,365,703
Inventories	(1,866,453)	958,759
Prepaid expenses and other current assets	(200,196)	(1,558,819)
Trade and other payables	(385,255)	(2,329,701)
Bonus payable	_	1,400,000
Unearned revenue	-	(635)
Net cash provided by (used in) operating activities	(1,721,190)	3,199,910
Cash Flows used in Investing Activities		
Purchase of property, plant and equipment	_	(30,064)
Intangible assets	_	(12,251)
Net cash provided by (used in) investing activities	-	(42,315)
Cash Flows used in Financing Activities		
Draws (repayment) on line of credit	1,836,174	_
Exercise of stock options	18,750	2,750
Draws (repayment) of short-term loan	-	(1,411,969)
Lease payments	(35,040)	(21,670)
Share issuance costs	(55,0.0)	(1,675)
Net cash provided by (used in) financing activities	1,819,884	(1,432,564)
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Foreign Exchange Gain (Loss) on Cash and Cash Equivalents held in USD	10,210	(25,116)
Increase (Decrease) in Cash and Cash Equivalents	98,694	1,725,031
Cash and Cash Equivalents – Beginning of period	3,601,034	1,029,324
Cash and Cash Equivalents – End of period	\$ 3,709,918	\$ 2,729,239

Supplemental Cash Flow Information (note 24)

GATEKEEPER SYSTEMS INC. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY FOR THE PERIOD ENDED NOVEMBER 30, 2021 AND 2020

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

	Comm	on Shar	es				
	Shares		Amount	Reserves	ulated Other nsive Income	Deficit	Total
Balance – August 31, 2020	89,375,144	\$	16,286,919	\$ 2,215,128	\$ (35,082)	\$ (7,629,092)	\$ 10,837,873
Exercise of options Share issuance costs Share-based payments (note 15) Foreign currency translation Net income	25,000		(1,675)	2,750 - 45,773 -	- - - 17,321	- - - 225,080	2,750 (1,675) 45,773 17,321 225,080
Balance – November 30, 2020	89,400,144	\$	16,285,244	\$ 2,263,651	\$ (17,761)	\$ (7,404,012)	\$ 11,127,122
Balance – August 31, 2021	90,303,894	\$	16,520,226	\$ 2,135,711	\$ (47,787)	\$ (7,508,319)	\$ 11,099,831
Exercise of options Share-based payments (note 15) Foreign currency translation Net income	125,000		18,750 - - -	7,907 - -	(18,488)	212,648	18,750 7,907 (18,448) 212,648
Balance – November 30, 2021	90,428,894	\$	16,538,976	\$ 2,143,618	\$ (66,275)	\$ (7,295,671)	\$ 11,320,648

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.

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.

On March 1, 2018, the Company formed a wholly-owned subsidiary called Gatekeeper Systems USA Inc. (the "US Subsidiary") 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 Lockerman Street, Suite 311, Dover, Delaware 19901, County of Kent.

The Company's condensed interim consolidated financial statements (the "financial statements") as at November 30, 2021 and August 31, 2021 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 reported total comprehensive income of \$183,093 for the period ended November 30, 2021 (November 30, 2020 - \$242,401) and has a working capital of \$9,276,103 at November 30, 2021 (August 31, 2021 – \$9,022,267).

The Company had cash and cash equivalents of \$3,709,918 at November 30, 2021 (August 31, 2021 – \$3,601,034), but management cannot provide assurance that the Company will maintain 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.

The recent outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time. While certain restrictions are presently in the process of being relaxed, it is unclear when the world will return to the previous normal, if ever. This may adversely impact the expected implementation of the Company's plans moving forward.

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, 2021, 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 January 27, 2022.

The Company's condensed interim consolidated financial statements have been prepared under the historical cost method, except for certain financial instruments which are measured at fair value 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 US Subsidiary. 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 condensed interim consolidated financial statements are consistent with those described in the audited financial statements for the year ended August 31, 2021.

4. Significant Accounting Judgments and Estimates

The preparation of the Company's condensed interim 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.

4. Significant Accounting Judgments and Estimates (continued)

Significant Estimates (continued)

(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.

(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) Leases

The Company estimates the lease term by considering the facts and circumstances that can create an economic incentive to exercise an extension option, or not exercise a termination option by assessing relevant factors such as profitability and operations. Extension option (or options after termination options) are only included in the lease term if the lease is reasonably certain to be included (or not terminated). The assessment of the lease term is reviewed if a significant event or significant change in circumstance occurs, which affects this assessment and that is within the control of the lessee. The Company estimates the incremental borrowing rate used to measure its lease liability for each lease contract. This includes estimation in determining the asset-specific security impact.

4. Significant Accounting Judgments and Estimates (continued)

Significant Estimates (continued)

(g) Share-Based Payments

Management assesses the fair value of stock options granted in accordance with the accounting policy stated in note 3 of the August 31, 2021 audited consolidated financial statements. 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.

(h) 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 US Subsidiary operate could limit the ability of the Company to obtain tax deductions in future periods.

(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

Other accounting standards and amendments to existing accounting standards that have been issued and have future effective dates are not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

6. Cash and Cash Equivalents

	November 30, 2021	August 31, 2021
Cash	\$ 3,709,918	\$ 3,601,034

7. Trade and Other Receivables

	November 30, 2021	August 31, 2021
Trade receivables	\$ 2,561,606	\$ 3,097,156
Income tax receivable	-	6,836
Other receivable	14,848	3,358
	\$ 2,576,454	\$ 3,107,350

8. Inventories

	November 30, 2021	August 31, 2021
Raw materials	\$ 259,055	\$ 186,425
Finished goods	6,371,528	4,497,090
	\$ 6,630,583	\$ 4,683,515

For the period ended November 30, 2021, the cost of inventories recognized as an expense and included in cost of sales was \$277,962 (November 30, 2020 - \$2,579,915).

For the period ended November 30, 2021 a write-down of inventories of \$1,077 (November 30, 2020 - \$10,575) which was included in cost of sales.

As at November 30 ,2021 there was \$1,836,174 owing under the line of credit (August 31, 2020 - \$Nil), and there were \$6,630,583 in inventories secured under the line (Note 12)

9. Goodwill

Effective April 1, 2018 the Company's US Subsidiary purchased certain operating assets and service contracts from Wilmington, Delaware-based Spector Logistics, Inc. for a total purchase price of US\$300,000.

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

		(CAD) Fair Value		
Computer Equipment	\$	39,450	\$	50,922
Furniture and Fixtures		11,060		14,276
Goodwill		114,225		152,633
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	\$	392,430

The goodwill of \$152,633 (US\$114,225) was 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.

As at November 30, 2021, the value of goodwill was \$145,911 (August 31, 2021 - \$144,119) and there was no impairment recorded for the period then ended.

FOR THE PERIOD ENDED NOVEMBER 30, 2021

(expressed in Canadian dollars except where noted)

10. **Property, Plant and Equipment**

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

Cost	A	utomotive	Equ	Computer ipment and Software	Fu	rniture and Fixtures		ased Office Equipment	Technical Equipment	Dev	earch and velopment quipment	Imp	Leasehold provements		Use Asset - utomobile		ight of Use set – Office Leases	Total
August 31, 2020	s	88,099	s	596,549	s	62,694	s	3,964	\$ 191,296	s	60,525	\$	328,394	s	118,338	\$	987,278	\$ 2,437,137
Additions Disposal		-		68,205		1,358		11,945	17,812		-		6,750		-		-	106,070
Foreign currency difference		(2,851)		(6,898)		(467)		-	(673)		-		(4,809)		(3,830)		(12,522)	(32,050)
August 31, 2021	s	85,248	s	657,856	s	63,585	s	15,909	\$ 208,435	s	60,525	\$	330,335	s	114,508	s	974,756	\$ 2,511,157
Additions		-		-		-		-	-		-		-		-		-	-
Disposal		-		-		-		-	-		-		-		_		-	-
Foreign currency difference		1,060		2,847		175			282		-		(14,036)		1,426		20,568	12,322
November 30, 2021	s	87,331	\$	672,739	\$	63,908	s	15,909	\$ 209,301	s	60,525	\$	336,298	s	121,155	s	996,300	\$ 2,523,479

Depreciation	Au	ıtomotive		Computer oment and Software	Fur	niture and Fixtures	1	Leased Office Equipment		Technical Equipment	Dev	earch and elopment quipment	Imp	Leasehold provements		OU Asset - utomobile		OU Asset – fice Leases		Total
August 31, 2020 Depreciation Disposal	s	72,502 14,732	s	244,788 117,803	s	42,006 8,246	s	3,964 2,389	s	132,596 29,848	s	55,632 1,087	s	212,369 31,748	\$	38,178 23,554	s	130,516 129,157	s	932,551 358,564
Foreign currency difference		(2,429)		(8,272)		(249)		-		(221)		-		(2,811)		(1,367)		(1,907)		(17,256)
August 31, 2021 Depreciation	s	84,805	s	354,319 28,233	s	50,003	s	6,353 597	s	162,223 5,262	s	56,719 272	s	241,306 7,975	s	60,365 5,829	s	257,766 32,164	\$	1,273,859 82,364
Foreign currency difference		1,057		7,783		133		-		147		-		(5,655)		851		8,373		12,689
November 30, 2021	\$	85,972	:	\$ 390,335	:	\$ 52,057		\$ 6,950		\$ 167,632		\$ 56,991		\$ 243,626		\$ 67,045		\$ 298,303		\$ 1,368,912
Net Book Value	Au	itomotive		Computer Equipment	Fur	niture and Fixtures]	Leased Office Equipment		Technical Equipment	Dev	earch and elopment quipment	Imp	Leasehold		OU Asset - utomobile		OU Asset – fice Leases		Total
August 31, 2021 November 30, 2021	\$ \$	443 336	\$ \$	303,537 270,368	\$ \$	13,582 11,702	\$ \$	9,556 8,959	\$ \$	46,212 41,085	\$ \$	3,806 3,534	s s	89,029 72,673	\$ s	54,143 48,889	\$ \$	716,990 697,021	\$ \$	1,237,298 1,154,567

11. Intangible Asset

On November 16, 2020, the Company acquired an intangible asset for \$12,251. The intangible asset is being recognised on a straight-line basis over the useful life of 15 years of the asset and \$213 in amortization was recognized for the period.

12. Line of Credit and Short-Term Loan

On July 23, 2020, the Company entered into a \$3,000,000 revolving line of credit (the "Credit Facility") bearing interest at a rate of prime plus 0.85% per annum and United States base rate (USBR) loans at a rate of prime plus 0.75%. The Credit Facility is intended to be used for general working capital purposes. The Credit Facility is secured by a general security agreement (GSA) for Gatekeeper Systems Inc., representing a first charge on the Company's present and after acquired personal property, and a uniform commercial code security agreement ("UCC") for Gatekeeper Systems USA Inc., among other customary guarantees, and is repayable upon demand. The initial drawdown under the Credit Facility is subject to satisfaction or waiver of certain conditions precedent customary for a financing of this type.

As at November 30, 2021, there was \$1,836,174 owing under the Credit Facility (August 31, 2021 - \$Nil).

13. Trade and Other Pavables and Accrued Liabilities

	November 30, 2021	August 31, 2021
Trade payables	1,392,473	\$ 1,537,778
Salaries and benefits payable	321,598	394,815
Provincial Sales Tax payable and State Sales Tax Payable	852	2,295
Accrued and other liabilities	35,116	185,863
Accrued warranty liabilities	82,819	77,785
	1,832,857	\$ 2,198,536

Included in trade and other payables and accrued liabilities are amounts of \$376,840 (August 31, 2021 - \$91,722) due to related parties (note 22).

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.

14. Leases

On September 1, 2019, the Company adopted IFRS 16, Leases. At the date of adoption, the Company had two building leases and four automobile leases affected by the transition to IFRS 16.

The two building leases include office and warehouse space for the Company's headquarters located in Abbotsford, BC in Canada and for the US Subsidiary in Bristol, Pennsylvania. These leases were previously accounted for as operating leases under IAS 17. The fair value of the lease liability was estimated using level 2 inputs on the adoption date of IFRS 16 using the Company's incremental borrowing rate of 5.28% and a weighted average lease term of 7.57 years.

The four automobile leases were previously accounted for as finance leases under IAS 17. During the year ended August 31, 2019, the fair value of the lease liability was estimated using level 2 inputs on the date of the lease agreements using the implicit rate of the leases at 6.325%, a weighted average lease term of 4 years and a weighted average Guaranteed Residual Value of \$29,398. During the year ended August 31, 2020, one of the four automobile leases was terminated.

See Note 10 - Property, Plant and Equipment of these financial statements for the Right of Use Assets of these leases.

The following table presents lease obligations for the Company for the period ended November 30, 2021:

	Automobile	Office	Copier	
	Leases	Leases	Lease	Total
	\$	\$	\$	\$
Balance, August 31, 2020 and September 1, 2020	72,470	877,762	-	950,232
Additions	, - -	- , · -	11,945	11,945
Disposals	-	-	-	-
Interest	3,994	43,199	627	47,820
Lease payments	(24,377)	(154,072)	(2,752)	(181,201)
FX Adjustment	(2,232)	(12,777)	-	(15,009)
Balance, August 31, 2021	49,855	754,112	9,820	813,787
Additions	-	-	-	-
Interest	815	9,834	138	10,787
Lease payments	(6,447)	(38,546)	688	45,681
FX Adjustment	373	3,477	-	4,318
Balance, November 30, 2021	44,596	728,877	9,270	782,743
Less: Current portion	(24,152)	(120,147)	(2,282)	(146,580)
Non-current lease liability	20,444	608,730	6,988	636,163

The following table discloses the undiscounted cash flow for lease obligations as of November 30, 2021:

	Automobile	Office	Copier	
	Leases	Leases	Lease	Total
Less than one year	\$ 24,152	\$ 120,147	\$ 2,282	\$ 146,580
One to five years	18,610	610,564	6,988	636,163
	\$ 42,762	\$ 730,711	\$ 9,270	\$ 782,743

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 November 30, 2021, the Company had 90,428,894 common shares outstanding (August 31, 2021 – 90,303,894), Nil Class A preferred shares outstanding (August 31, 2021 – Nil), Nil Class B preferred shares outstanding (August 31, 2021 – Nil) and, Nil Class C preferred shares outstanding (August 31, 2021 – 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.

15. Share Capital (continued)

(a) Issued Share Capital

During the period ended November 30, 2021, 125,000 options were exercised between \$0.16 and \$0.11 per share for gross proceeds of \$18,750. The options exercised had a fair value of \$11,698, which has been reclassified from Reserves to Share Capital.

During the period ended November 30, 2021, 25,000 options were exercised for \$0.11 per share for gross proceeds of \$2,750. The options exercised had a fair value of \$91,472, which has been reclassified from Reverses to Share Capital.

16. Warrants

There were no warrants issued and outstanding as at November 30, 2021 and 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 November 30, 2021 were as follows:

	Weighted average exercise price	Number of Options
Balance – August 31, 2020	\$0.17	7,773,250
Options cancelled	\$0.23	(23,750)
Options granted	\$0.87	850,000
Options exercised	\$0.15	(928,750)
Balance – August 31, 2021	\$0.25	7,540,750
Options exercised	\$0.15	(125,000)
Balance –November 30, 2021	\$0.25	7,415,750

During the period ended November 30, 2021, the Company recorded total share-based payments of \$7,907 (2020 – \$45,773) which has been charged to general and administrative expense for the period.

Incentive share options outstanding and exercisable at November 30, 2021 are summarized as follows:

	Options Outstanding			Optio	ns Exercisable	
Exercise Price	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	200,000	6.96	\$0.105	200,000	6.96	\$0.105
\$0.11	300,000	2.67	\$0.11	300,000	2.67	\$0.11
\$0.12	1,150,000	6.00	\$0.12	1,150,000	6.00	\$0.11
\$0.12	200,000	1.51	\$0.12	200,000	1.51	\$0.12
\$0.12	980,000	2.67	\$0.12	872,500	2.67	\$0.12
\$0.13	500,000	4.42	\$0.13	500,000	4.42	\$0.13
\$0.16	75,000	3.30	\$0.16	75,000	3.30	\$0.16
\$0.18	125,000	2.63	\$0.18	125,000	2.63	\$0.18
\$0.195	718,750	4.66	\$0.195	718,750	4.66	\$0.195
\$0.25	1,440,000	1.34	\$0.25	1,440,000	1.34	\$0.25
\$0.25	25,000	1.51	\$0.25	25,000	1.51	\$0.25
\$0.30	352,000	1.78	\$0.30	352,000	1.78	\$0.30
\$0.135	500,000	3.35	\$0.135	425,000	3.35	\$0.135
\$0.87	850,000	4.37	\$0.87	<u> </u>	-	-
	7,415,750	3.52	\$0.25	6,383,250	4.09	\$0.17

18. Operating Expenses

(a) General and Administrative Expenses by Nature

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

	November 30, 2021		Nove	ember 30, 2020
General & administrative expenses				
Accounting and legal	\$	20,561	\$	26,988
Bad debt		301		585
Depreciation (note 10)		82,576		89,390
Interest charges on loans	54,114			48,957
Investor relations		15,005		56,799
Office	1	193,201		150,213
Regulatory		2,789		2,805
Rent		18,453		16,793
Salaries and benefits (note 22)	3	358,431		333,045
Share-based payments (notes 15 and 22)	7,907		45,773	
·				
	\$ 7	752,739	\$	771,348

(b) Selling and Marketing Expenses by Nature

	Nove	ember 30, 2021	Nov	November 30, 2020	
Selling and marketing expenses Advertising and promotion Salaries and benefits (note 22)	\$ 66,801 443,748		\$	19,820 377,388	
	\$	510,549	\$	397,208	

(c) Research and Development Expenses by Nature

	November 30, 2021	Nov	vember 30, 2020
Research & development expenses			
Research and development			
materials	\$ 323,436	\$	243,572
Research and development salaries	·		
and benefits (note 22)	116,415		104,886
	\$ 439,851	\$	348,458

19. Income Tax

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	For the three months ended November 30, 2021		ear ended august 31, 2021
Earnings for the period before income taxes	\$ 198,648	\$	436,773
Combined income tax rates	28%		28%
(Decrease) increase attributable to:			
Expected income tax expense (recovery)	54,000		123,000
Change in statutory, foreign tax, foreign exchange rates and other	206,000		154,000
Permanent difference	41,000		39,000
Change in unrecognized deductible temporary differences	-		-
Change in recognition of deferred tax assets	-		-
	\$301,000	\$	316,000
Deferred income tax expense (recovery)	\$301,000	\$	316,000
Provision for (recovery of) income taxes	\$ -	\$	-

The significant components of the Company's deferred tax assets and liabilities are as follows:

	November 30, 2021	August 31, 2021
Share issuance costs	\$ 1,000	\$ -
Property, plant and equipment	79,000	226,000
Intangible assets	(10,000)	(9,000)
Warranty liability	23,000	25,000
Non-capital losses	1,107,000	904,000
ROU asset	(208,000)	(217,000)
Lease liability	 177,000	226,000
Net deferred tax asset	\$1,169,000	\$ 1,155,000

During the period ended November 30, 2021 and August 31, 2021, the Company has recognized the deferred tax assets on these financial assets as it is probable that they will be realized given the increasing profitability of the Company.

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

	November 30, 2021	Expiry Date Range	August 31, 2021
Property, plant and equipment	293,000	No expiry	835,000
ROU assets	(746,000)	No expiry	(781,000)
Intangible assets	(36,000)	No expiry	(33,000)
Share issuance costs	4,000	2021	-
Warranty liability	83,000	No expiry	88,000
Lease liability	637,000	No expiry	814,000
Non-capital losses carry forward	4,082,000	2034 - 2039	3,361,000
Canada	5,185,000	2034 - 2039	3,367,000
USA	279,000	2039	2,000

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 November 30, 2021 and August 31, 2021 is summarized as follows:

	November 30, 2021	August 31, 2021
Financial Assets		
Fair value through profit and loss, at fair value		
Cash	\$ 3,709,918	\$ 3,601,034
Loans and receivable, at amortized cost		
Trade receivables and other receivables (note 7)	2,576,454	3,107,350
Total Financial Assets	\$6,286,372	\$ 6,708,384
Financial Liabilities		
Line of credit (note 12)	\$ 1,836,174	\$ -
Other liabilities, at amortized cost		
Trade payables (note 13)	1,520,738	1,537,778
Bonus payable (note 22)	280,000	280,000
Finance lease obligation - current (note 14)	146,580	143,500
Long-term finance lease obligation (note 14)	636,163	670,287
Salaries and benefits payable (note 13)	321,598	394,815
Total Financial Liabilities	\$ 4,741,253	\$ 3,026,380

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 November 30, 2021, 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 November 30, 2021, 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 November 30, 2021, 3% of the Company's trade accounts receivable balance is over 90 days past due (August 31, 2021 – 14%). The carrying amount of trade and other receivables as at November 30, 2021 was \$2,576,454 (August 31, 2021 - \$3,107,350). 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, bonus payable, finance lease obligation, and salaries and benefits payable, the contractual maturities of which at November 30, 2021 and August 31, 2021 are summarized as follows:

	November 30,	August 31,
	2021	2021
Payables with contractual maturities: Within 90 days or less In later than 90 days, not later than one year	\$ 591,388 749,935	\$ 1,567,941 783,767
	\$ 1,341,323	\$ 2,351,708

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.

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 November 30, 2021 to interest rate risk through its financial instruments.

20. Financial Instruments (continued)

Financial Instrument Risk Exposure (continued)

c) Market Risk (continued)

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 November 30, 2021 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 November 30, 2021 and August 31, 2021:

November 30, 2021	August 31, 2021
\$ 3,276,646	\$ 1,697,681
1,418,933	2,796,527
(1,903,808)	(1,620,361)
(330,978)	(343,257)
0.460.704	\$ 2,530,590
	\$ 3,276,646 1,418,933 (1,903,808)

Based on the above net exposure at November 30, 2021, a 10% depreciation or appreciation of the United States dollar against the Canadian dollar would result in an approximately \$246,079 decrease or increase respectively in both net and comprehensive loss (August 31, 2021 – 253,059). The Company has not employed any currency hedging as at November 30, 2021.

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 November 30, 2021, 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 November 30, 2021 remains fundamentally unchanged from the year ended August 31, 2021.

21. 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:

(expressed in Canadian dollars)		the period ende ovember 30, 2021			the period endo ovember 30, 202	
	Canada	USA	Combined	Canada	USA	Combined
Revenues	\$ 233,373	\$ 2,466,217	\$ 2,699,590	\$ 497,759	\$ 4,467,047	\$ 4,964,806
Cost of Sales	197,883	782,267	980,150	330,351	2,864,010	3,194,361
Gross Profit	35,490	1,683,950	1,719,440	167,408	1,603,038	1,770,445
Operating Expenses						
Interest expense (note 18a)	49,558	4,560	54,118	43,181	5,779	48,960
Depreciation expense (note 18a)	46,914	35,662	82,576	49,738	39,653	89,391
Other General & administrative (note 18a)	459,442	156,603	616,045	535,879	97,118	632,997
Selling and marketing (note 18b)	494,751	15,798	510,549	391,725	5,483	397,208
Research and development (note 18c)	439,851	-	439,851	348,458	-	348,458
	1,490,517	212,623	1,703,140	1,368,981	148,033	1,517,014
	\$ (1,455,027)	\$ 1,471,327	\$ 16,300	\$ (1,201,573)	\$ 1,455,004	\$ 253,431
Other Income (Expenses)						
Interest	1,157	-	1,157	834	-	834
Foreign exchange	182,306	0	182,306	(41,145)	-	(41,145)
Finance costs	-	(38)	(38)	-	(40)	(40)
Write-down of Inventory	25	(1,102)	(1,077)	-	-	-
Net income (loss) before Income Taxes	(1,271,539)	1,470,187	198,648	(1,241,884)	1,454,964	213,080
Income tax expense	(14,000)	-	(14,000)	12,000	-	12,000
Net Income (Loss)	(1,285,539)	1,470,187	184,648	(1,229,884)	1,454,964	225,080
Other Comprehensive Income						
Foreign currency translation differences	-	(29,555)	(29,555)	-	17,321	17,321
Net comprehensive income (loss)	\$ (1,285,539)	\$ 1,440,632	\$ 155,093	\$ (1,229,884)	\$ 1,472,283	\$ 242,401
Current Assets	\$ 11,145,420	\$ 2,235,772	\$ 13,381,193	\$ 9,928,654	\$ 556,497	\$ 10,485,15
Property, plant and equipment (note 10)	644,997	509,571	1,154,568	281,270	327,639	608,908
Goodwill (note 9)	\$ -	\$ 145,911	\$ 145,911	\$ -	\$ 152,633	\$ 152,633

22. 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.

Key Management Personnel Compensation

	November 30, 2021	November 30, 2020
Salaries and short-term benefits Share-based payment	\$ 213,950	\$ 217,564 -
	\$ 213,950	\$ 217,564

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 November 30, 2021 and August 31, 2021 are as follows:

	November 30, 2021	August 31, 2021	
Chief Executive Officer Directors Vice Presidents	\$ 280,000 4,500 4,831	\$ 332,633 5,118 39,089	
VICE FICSIDENTS	\$ 376,840	\$ 376,840	

Amounts due from and to related parties have been included in trade and other receivables and trade and other payables, respectively (notes 7 and 13).

c) Other Related Party Transactions

On September 1, 2020, the Company entered in a new employment contract with the Chief Executive Officer. As a result of this, a bonus in the amount of \$1,400,000 is payable to the Chief Executive Officer over the following five years. There are no set terms of payment besides the five year time frame, and will be paid at the discretion of the Chief Executive Officer. As of November 30, 2021, \$280,000 of the bonus is payable. No portion of the bonus has been paid as at November 30, 2021.

On December 16, 2019, the Company advanced to the CEO a loan of \$200,000 bearing interest of 1% per annum repayable in two years. The Company earned interest of \$500 during the three months ended November 30, 2021. As of November 30, 2021, interest receivable of \$3,928 was included in accounts receivable.

23. Commitments and Contingencies

As of November 30, 2021, the Company's contractual obligations and contingencies are as follows:

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 19).

GATEKEEPER SYSTEMS INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED NOVEMBER 30, 2021

(expressed in Canadian dollars except where noted)

23. Commitments and Contingencies (continued)

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).

24. Supplemental Cash Flow Information

	November 30, 2021	August 31, 2021
Cash paid during the year for: Interest payments	-	131,953
Non-cash investing and financing transactions:		
Initial recognition of right of use asset	\$ -	\$ 11,945
Stock options exercised	11,698	91,812