



# GATEKEEPER

## **GATEKEEPER SYSTEMS INC.** Consolidated Financial Statements

For the Six Months Ended February 28, 2022



**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)

	<b>February 28, 2022</b>	<b>August 31, 2021</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash (note 6)	\$ 3,024,789	\$ 3,601,034
Trade and other receivables (note 7)	2,354,456	3,107,350
Inventories (note 8)	7,235,470	4,683,515
Prepaid expenses and other current assets	399,970	261,884
	13,014,685	11,653,783
<b>Non-Current Assets</b>		
Loan receivable (note 23)	-	200,000
Property, plant and equipment (note 10)	1,118,076	1,237,298
Intangible asset (note 11)	11,026	11,434
Goodwill (note 9)	147,442	144,119
Deferred tax asset (note 19)	1,532,000	1,155,000
<b>Total Assets</b>	<b>\$ 15,823,229</b>	<b>\$ 14,404,634</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Line of credit (note 12)	\$ 1,972,274	\$ -
Trade and other payables and accrued liabilities (note 13)	2,089,756	2,198,536
Bonus payable (note 23)	-	280,000
Lease obligations – current (note 14)	153,960	143,500
Unearned revenue	22,850	9,480
	4,238,840	2,631,516
<b>Non-Current Liabilities</b>		
Long-term lease obligations (note 14)	607,246	670,287
<b>Total Liabilities</b>	<b>4,846,086</b>	<b>3,301,803</b>
<b>Shareholders' Equity</b>		
Share capital (note 15)	16,749,850	16,520,226
Other capital reserves (notes 16 and 17)	2,266,514	2,135,711
Accumulated other comprehensive loss	(45,886)	(47,787)
Deficit	(7,993,335)	(7,508,319)
	10,977,143	11,099,831
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 15,823,229</b>	<b>\$ 14,401,634</b>

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

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

*“Colin Sutherland”*  
*(signed)*

**Director**

*“Douglas Dymant”*  
*(signed)*

**Director**

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

**GATEKEEPER**

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

*(expressed in Canadian dollars)*

	Three months ended		Six months ended	
	February 28, 2022	February 28, 2021	February 28, 2022	February 28, 2021
<b>Revenues</b>	<b>\$ 3,104,308</b>	\$ 3,291,961	<b>\$ 5,803,897</b>	\$ 8,256,766
<b>Cost of Sales</b>	2,123,197	1,691,100	3,103,347	4,885,460
<b>Gross Profit</b>	981,111	1,600,861	2,700,550	3,371,306
<b>Operating Expenses</b>				
General and administrative (note 18a)	935,669	651,399	1,688,408	1,422,747
Selling and marketing (note 18b)	510,857	443,695	1,021,406	840,903
Research and development (note 18c)	506,979	413,787	946,830	762,245
	(1,953,505)	(1,508,881)	(3,656,644)	(3,025,895)
<b>Operating Profit (Loss)</b>	(972,394)	91,980	(956,094)	345,411
<b>Other Income (Expenses)</b>				
Interest	755	915	1,912	1,749
Foreign exchange	(88,733)	(163,263)	93,573	(204,408)
Finance costs	(284)	(36)	(322)	(76)
Write-down of inventory	(8)	(2,939)	(1,085)	(2,939)
<b>Net income (loss) before income taxes</b>	(1,060,664)	(73,343)	(862,016)	139,737
Deferred income tax (expense) recovery (note 19)	391,000	(298,000)	377,000	(286,000)
<b>Net loss</b>	(697,664)	(371,343)	(485,016)	(146,263)
<b>Other Comprehensive Loss</b>				
Foreign currency translation differences	31,456	29,434	1,901	46,755
<b>Total Comprehensive Loss</b>	<b>\$ (666,208)</b>	\$ (341,909)	<b>\$ (483,115)</b>	\$ (99,508)
Basic loss per share	<b>\$ (0.00)</b>	\$ (0.00)	<b>\$ (0.00)</b>	\$ (0.00)
Weighted Average Number of Shares Outstanding	90,428,895	89,677,366	90,414,392	89,537,714
Diluted loss per share	<b>\$ (0.00)</b>	\$ (0.00)	<b>\$ (0.00)</b>	\$ (0.00)
Weighted Average Number of Shares Outstanding	90,428,895	89,677,366	90,414,392	89,537,714

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)*

	<b>February 28, 2022</b>	<b>February 28, 2021</b>
<b>Cash Flows from Operating Activities</b>		
Net Loss	\$ (485,016)	\$ (99,508)
Items not affecting cash from operations:		
Depreciation	168,648	176,804
Amortization – intangible assets	401	408
Write-down of inventory	-	10,575
Share-based payments	183,477	45,773
Deferred tax expense (recovery)	(377,000)	286,000
Unrealized foreign exchange loss (gain)	(337,091)	185,676
Changes in non-cash working capital balances related to operations:		
Trade and other receivables	1,076,390	6,222,362
Inventories	(2,514,092)	533,741
Prepaid expenses and other current assets	(136,978)	(476,631)
Trade and other payables	(194,203)	(2,762,663)
Bonus payable	-	280,000
Unearned revenue	13,303	(635)
Net cash provided by (used in) operating activities	(2,602,133)	4,401,902
<b>Cash Flows used in Investing Activities</b>		
Purchase of property, plant and equipment	(31,258)	(42,081)
Intangible assets	-	(12,251)
Net cash provided by (used in) investing activities	(31,258)	(54,332)
<b>Cash Flows used in Financing Activities</b>		
Draws on line of credit	1,972,274	-
Exercise of stock options	176,950	71,850
Draws (repayment) of short-term loan	-	(1,411,969)
Lease payments	(92,958)	(78,850)
Share issuance costs	-	(1,675)
Net cash provided by (used in) financing activities	2,056,266	(1,420,644)
<b>Foreign Exchange Gain (Loss) on Cash and Cash Equivalents held in USD</b>	881	(6,426)
<b>Increase (Decrease) in Cash and Cash Equivalents</b>	(577,126)	2,926,925
<b>Cash – Beginning of period</b>	3,601,034	1,029,324
<b>Cash – End of period</b>	\$ 3,024,789	\$ 3,949,825

**Supplemental Cash Flow Information (note 25)**

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 PERIOD ENDED FEBRUARY 28, 2022 AND 2021**

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

	<b>Common Shares</b>		<b>Reserves</b>	<b>Accumulated Other Comprehensive Income</b>	<b>Deficit</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>				
<b>Balance – August 31, 2020</b>	87,375,114	\$ 16,286,919	\$ 2,215,128	\$ (35,082)	\$ (7,629,092)	\$ 10,837,873
Exercise of options	400,000	71,850	-	-	-	71,850
Re-allocated on exercise of stock options	-	33,470	(33,470)	-	-	-
Share issuance costs	-	(1,675)	-	-	-	(1,675)
Share-based payments (note 17)	-	-	45,773	-	-	45,773
Foreign currency translation	-	-	-	46,755	-	46,755
Net loss	-	-	-	-	(146,263)	(146,263)
<b>Balance – February 28, 2021</b>	89,775,144	\$ 16,390,566	\$ 2,227,430	\$ 11,673	\$ (7,798,355)	\$ 10,854,313
<b>Balance – August 31, 2021</b>	90,303,894	\$ 16,520,226	\$ 2,135,711	\$ (47,787)	\$ (7,508,319)	\$ 11,099,831
Exercise of options	520,500	176,950	-	-	-	176,950
Re-allocated on exercise of stock options	-	52,674	(52,674)	-	-	-
Share-based payments (note 17)	-	-	183,477	-	-	183,477
Foreign currency translation	-	-	-	1,901	-	1,901
Net loss	-	-	-	-	(485,016)	(485,016)
<b>Balance – February 28, 2022</b>	90,824,394	\$ 16,749,850	\$ 2,266,514	\$ (45,886)	\$ (7,993,335)	\$ 10,977,143

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

**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 February 28, 2022 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 loss of \$483,115 for the period ended February 28, 2022 (August 31, 2021 – comprehensive income \$108,068) and has a working capital of \$8,775,845 at February 28, 2022 (August 31, 2021 – \$9,022,267).

The Company had cash of \$3,024,789 at February 28, 2022 (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 April 29, 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**

	February 28, 2022	August 31, 2021
Cash	\$ 3,024,789	\$ 3,601,034

**7. Trade and Other Receivables**

	February 28, 2022	August 31, 2021
Trade receivables	\$ 2,350,990	\$ 3,097,156
Income tax receivable	2,224	6,836
Other receivable	1,242	3,358
	\$ 2,354,456	\$ 3,107,350

**8. Inventories**

	February 28, 2022	August 31, 2021
Raw materials	\$ 864,687	\$ 186,425
Finished goods	6,370,783	4,497,090
	\$ 7,235,470	\$ 4,683,515

For the period ended February 28, 2022, the cost of inventories recognized as an expense and included in cost of sales was \$1,396,036 and \$1,673,998 (February 28, 2021 - \$1,017,616 and \$3,597,531).

For the three and six month period ended February 28, 2022 a write-down of inventories of \$2,210 and \$1,077 (February 28, 2021 - \$2,939 and \$2,939) which was included in cost of sales in the consolidated statements of loss and comprehensive loss.

As at February 28, 2022 there was \$1,972,274 owing under the line of credit (August 31, 2021 - \$Nil), and there were \$7,235,470 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:

	(USD) Fair Value	(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
	<b>\$ 300,000</b>	<b>\$ 392,430</b>

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 February 28, 2022 the value of goodwill was \$147,442 (August 31, 2021 - \$144,119) and there was no impairment recorded for the period then ended.

**GATEKEEPER SYSTEMS INC.**  
**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED FEBRUARY 28, 2022**  
*(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	Automotive	Computer Equipment and Software	Furniture and Fixtures	Leased Office Equipment	Technical Equipment	Research and Development Equipment	Leasehold Improvements	Right of Use Asset - Leased Automobile	Right of Use Asset - Office Leases	Total
August 31, 2020	\$ 88,099	\$ 596,549	\$ 62,694	\$ 3,964	\$ 191,296	\$ 60,525	\$ 328,394	\$ 118,338	\$ 987,278	\$ 2,437,137
Additions	-	17,943	1,357	11,945	4,265	-	6,818	-	-	42,329
Disposal	-	-	-	-	-	-	-	-	-	-
Foreign currency difference	(2,392)	(5,786)	(391)	-	(1,210)	-	(4,066)	(3,211)	(10,504)	(27,560)
August 31, 2021	\$ 85,248	\$ 657,856	\$ 63,585	\$ 15,909	\$ 208,435	\$ 60,525	\$ 330,335	\$ 114,508	\$ 974,756	\$ 2,511,157
Additions	16,984	9,576	-	-	4,698	-	-	-	-	31,258
Disposal	-	-	-	-	-	-	-	-	-	-
Foreign currency difference	2,081	14,883	322	-	867	-	5,962	1,426	2,416	27,957
<b>February 28, 2022</b>	<b>\$ 104,313</b>	<b>\$ 682,315</b>	<b>\$ 63,907</b>	<b>\$ 15,909</b>	<b>\$ 214,000</b>	<b>\$ 60,525</b>	<b>\$ 336,297</b>	<b>\$ 115,934</b>	<b>\$ 977,172</b>	<b>\$ 2,570,372</b>

  

Depreciation	Automotive	Computer Equipment and Software	Furniture and Fixtures	Leased Office Equipment	Technical Equipment	Research and Development Equipment	Leasehold Improvements	ROU Asset - Leased Automobile	ROU Asset - Office Leases	Total
August 31, 2020	\$ 72,502	\$ 244,788	\$ 42,006	\$ 3,964	\$ 132,596	\$ 55,632	\$ 212,369	\$ 38,178	\$ 130,516	\$ 932,551
Depreciation	14,732	117,803	8,246	2,389	29,848	1,087	31,748	23,554	129,157	358,564
Disposal	-	-	-	-	-	-	-	-	-	-
Foreign currency difference	(2,429)	(8,272)	(249)	-	(221)	-	(2,811)	(1,367)	(1,907)	(17,256)
August 31, 2021	\$ 84,805	\$ 354,319	\$ 50,003	\$ 6,353	\$ 162,223	\$ 56,719	\$ 241,306	\$ 60,365	\$ 257,766	\$ 1,273,859
Depreciation	3,035	57,080	3,851	1,194	10,772	544	16,001	11,727	64,474	168,678
Foreign currency difference	563	7,166	69	2	79	-	(6,870)	449	8,301	9,759
<b>February 28, 2022</b>	<b>\$ 88,403</b>	<b>\$ 418,565</b>	<b>\$ 53,923</b>	<b>\$ 7,549</b>	<b>\$ 173,074</b>	<b>\$ 57,263</b>	<b>\$ 250,437</b>	<b>\$ 72,541</b>	<b>\$ 330,541</b>	<b>\$ 1,452,296</b>

  

Net Book Value	Automotive	Computer Equipment	Furniture and Fixtures	Leased Office Equipment	Technical Equipment	Research and Development Equipment	Leasehold Improvements	ROU Asset - Leased Automobile	ROU Asset - Office Leases	Total
August 31, 2021	\$ 443	\$ 303,537	\$ 13,582	\$ 9,556	\$ 46,212	\$ 3,806	\$ 89,029	\$ 54,143	\$ 716,990	\$ 1,237,298
<b>February 28, 2022</b>	<b>\$ 15,910</b>	<b>\$ 263,750</b>	<b>\$ 9,984</b>	<b>\$ 8,360</b>	<b>\$ 40,926</b>	<b>\$ 3,262</b>	<b>\$ 85,860</b>	<b>\$ 43,393</b>	<b>\$ 646,631</b>	<b>\$ 1,118,076</b>

**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**

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 February 28, 2022, there was \$1,972,274 owing under the Credit Facility (August 31, 2021 - \$Nil).

**13. Trade and Other Payables and Accrued Liabilities**

	<b>February 28, 2022</b>	<b>August 31, 2021</b>
Trade payables	\$ 1,608,174	\$ 1,537,778
Salaries and benefits payable	388,874	394,815
Provincial Sales Tax payable and State Sales Tax Payable	1,085	2,295
Accrued and other liabilities	9,100	185,863
Accrued warranty liabilities	82,524	77,785
	<b>\$ 2,089,756</b>	<b>\$ 2,198,536</b>

Included in trade and other payables and accrued liabilities are amounts of \$14,512 (August 31, 2021 - \$91,722) 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.

#### 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 February 28, 2022:

	Automobile Leases	Office Leases	Copier Lease	Forklift Lease	Total
	\$	\$	\$	\$	\$
<b>Balance, August 31, 2020 and September 1, 2020</b>	<b>72,470</b>	<b>877,762</b>	-	-	<b>950,232</b>
Additions	-	-	11,945	11,945	11,945
Disposals	-	-	-	-	-
Interest	3,994	43,199	627	627	47,820
Lease payments	(24,377)	(154,072)	(2,752)	(2,752)	(181,201)
FX Adjustment	(2,232)	(12,777)	-	-	(15,009)
<b>Balance, August 31, 2021</b>	<b>49,855</b>	<b>754,112</b>	<b>9,820</b>	<b>9,820</b>	<b>813,787</b>
Additions	-	-	-	17,000	17,000
Interest	1,454	19,309	268	81	21,112
Lease payments	(12,932)	(77,178)	(1,376)	(1,472)	(92,958)
FX Adjustment	126	1,723	0	468	2,317
<b>Balance, February 28, 2022</b>	<b>36,669</b>	<b>699,749</b>	<b>8,712</b>	<b>16,077</b>	<b>761,206</b>
<b>Less: Current portion</b>	<b>(24,454)</b>	<b>(121,670)</b>	<b>(2,314)</b>	<b>(5,522)</b>	<b>(153,960)</b>
<b>Non-current lease liability</b>	<b>12,215</b>	<b>578,079</b>	<b>6,398</b>	<b>10,555</b>	<b>607,246</b>

The following table discloses the undiscounted cash flow for lease obligations as of February 28, 2022:

	Automobile Leases	Office Leases	Copier Lease	Forklift Lease	Total
Less than one year	\$ 24,454	\$ 121,670	\$ 2,314	\$ 5,522	\$ 153,960
One to five years	12,215	578,079	6,398	10,555	607,246
	\$ 36,669	\$ 699,749	\$ 8,712	\$ 16,077	\$ 761,206

#### 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.

**15. Share Capital (continued)**

At February 28, 2022, the Company had 90,824,395 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.

**(b) Issued Share Capital**

During the period ended February 28, 2022, 520,500 options were exercised between \$0.11 and \$0.40 per share for gross proceeds of \$176,950.

**16. Warrants**

There were no warrants issued and outstanding as at February 28, 2022 and 2021.

**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 28, 2022 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 cancelled	\$0.87	(760,000)
Options granted	\$0.39	2,225,000
Options exercised	\$0.34	(520,500)
Balance – February 28, 2022	\$0.22	8,485,250



**17. Share-Based Payments (continued)**

During the period ended February 28, 2022, the Company recorded total share-based payments of \$183,477 (2021 – \$45,773) 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 28, 2022 was estimated at \$0.17 per option as at the grant date using the Black-Scholes Option Pricing Model. The weighted average assumptions used for the calculation were:

	February 28, 2022	August 30, 2021
Risk free interest rate	1.56%	-
Expected life	5	-
Expected volatility	76.9%	-
Expected dividend per share	-	-

Incentive share options outstanding and exercisable at February 28, 2022 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	200,000	6.72	\$0.105	200,000	6.72	\$0.105
\$0.11	300,000	2.34	\$0.11	300,000	2.34	\$0.11
\$0.12	1,150,000	5.75	\$0.12	1,150,000	5.75	\$0.12
\$0.12	200,000	1.26	\$0.12	200,000	1.26	\$0.12
\$0.12	980,000	2.42	\$0.12	872,500	2.42	\$0.12
\$0.13	500,000	4.18	\$0.13	500,000	4.18	\$0.13
\$0.16	75,000	3.05	\$0.16	75,000	3.05	\$0.16
\$0.18	125,000	2.39	\$0.18	125,000	2.39	\$0.18
\$0.195	718,750	4.41	\$0.195	718,750	4.41	\$0.195
\$0.25	1,440,000	1.09	\$0.25	1,440,000	1.09	\$0.25
\$0.25	25,000	1.26	\$0.25	25,000	1.26	\$0.25
\$0.30	352,000	1.54	\$0.30	352,000	1.54	\$0.30
\$0.135	500,000	3.10	\$0.135	425,000	3.10	\$0.135
\$0.87	90,000	4.12	\$0.87	-	-	-
\$0.385	1,100,000	4.93	\$0.385	400,000	4.93	\$0.385
\$0.40	729,500	1.99	\$0.40	379,500	1.99	\$0.40
	8,485,250	3.30	\$0.22	7,162,750	3.30	\$0.19

## 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 28, 2022	February 28, 2021	February 28, 2022	February 29, 2021
<b>General &amp; administrative expenses</b>				
Accounting and legal	\$ 33,721	\$ 32,943	\$ 54,282	\$ 59,931
Bad debt	6,454	(3,530)	6,755	(2,945)
Depreciation (note 11)	86,503	87,414	169,079	176,804
Interest charges on loans	29,340	34,316	83,454	83,279
Investor relations	66,967	22,961	81,972	79,760
Office	190,973	145,278	384,174	300,491
Regulatory	22,652	25,099	25,441	22,904
Rent	19,047	16,217	37,500	33,010
Salaries and benefits (note 23)	303,842	290,701	662,273	623,746
Share-based payments (notes 17 and 23)	175,570	-	183,477	45,773
	\$ 935,070	\$ 651,399	\$ 1,688,408	\$ 1,422,747

### (b) Selling and Marketing Expenses by Nature

	Three Months Ended		Six Months Ended	
	February 28, 2022	February 28, 2021	February 28, 2022	February 28, 2021
<b>Selling and marketing expenses</b>				
Advertising and promotion	\$ 74,042	\$ 43,310	\$ 140,843	\$ 63,130
Salaries and benefits (note 23)	436,816	400,385	880,564	777,773
	\$ 510,857	\$ 443,695	\$ 1,021,406	\$ 840,903

### (c) Research and Development Expenses by Nature

	Three Months Ended		Six Months Ended	
	February 28, 2022	February 28, 2021	February 28, 2022	February 28, 2021
<b>Research &amp; development expenses</b>				
Research and development materials	\$ 323,276	\$ 302,621	\$ 646,712	\$ 546,193
Research and development salaries and benefits (note 23)	183,702	111,166	300,117	216,052
	\$ 506,979	\$ 413,787	\$ 946,830	\$ 762,245

**19. Income Tax**

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

	For the six months ended February 28, 2022	For the year ended August 31, 2021
Earnings (loss) for the period before income taxes	\$ (859,107)	\$ 436,773
Combined income tax rates	28%	28%
(Decrease) increase attributable to:		
Expected income tax expense (recovery)	(241,000)	123,000
Change in statutory, foreign tax, foreign exchange rates and other	(177,000)	154,000
Permanent difference	41,000	39,000
Change in unrecognized deductible temporary differences		-
Change in recognition of deferred tax assets		-
	\$ (377,000)	\$ 316,000
Deferred income tax expense (recovery)	\$ (377,000)	\$ 316,000
Provision for (recovery of) income taxes	\$ -	\$ -

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

	February 28, 2022	August 31, 2021
Share issuance costs	\$ 1,000	\$ -
Property, plant and equipment	74,000	226,000
Intangible assets	(7,000)	(9,000)
Warranty liability	23,000	25,000
Non-capital losses	1,450,000	904,000
ROU asset	(200,000)	(217,000)
Lease liability	191,000	226,000
Net deferred tax asset	\$1,532,000	\$ 1,155,000

During the period ended February 28, 2022 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:

	February 28, 2022	Expiry Date Range	August 31, 2021
Property, plant and equipment	267,000	No expiry	835,000
ROU assets	(719,000)	No expiry	(781,000)
Intangible assets	(23,000)	No expiry	(33,000)
Share issuance costs	4,000	2021	-
Warranty liability	83,000	No expiry	88,000
Lease liability	683,000	No expiry	814,000
Non-capital losses carry forward	5,352,000	2034 - 2039	3,361,000
Canada	5,185,000	2034 - 2039	3,367,000
USA	314,000	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 February 28, 2022 and August 31, 2021 is summarized as follows:

	February 28, 2022	August 31, 2021
<b>Financial Assets</b>		
<b>Fair value through profit and loss, at fair value</b>		
Cash	\$ 3,024,789	\$ 3,601,034
<b>Loans and receivable, at amortized cost</b>		
Trade receivables and other receivables (note 7)	2,354,456	3,107,350
<b>Total Financial Assets</b>	<b>\$ 5,379,245</b>	<b>\$ 6,708,384</b>
<b>Financial Liabilities</b>		
Line of credit (note 12)	\$ 1,972,274	\$ -
<b>Other liabilities, at amortized cost</b>		
Trade payables (note 13)	1,723,732	1,537,778
Bonus payable (note 23)	-	280,000
Finance lease obligation - current (note 14)	153,960	143,500
Long-term finance lease obligation (note 14)	607,246	670,287
Salaries and benefits payable (note 13)	388,874	394,815
<b>Total Financial Liabilities</b>	<b>\$ 4,846,086</b>	<b>\$ 3,026,380</b>

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 28, 2022, 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 28, 2022, 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.

### 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 22).

## 20. Financial Instruments (continued)

### 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 28, 2022, 9% 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 February 28, 2022 was \$2,354,456 (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 22). 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 February 28, 2022 and August 31, 2021 are summarized as follows:

	February 28, 2022	August 31, 2021
Payables with contractual maturities:		
Within 90 days or less	\$ 1,685,433	\$ 1,567,941
In later than 90 days, not later than one year	2,698,058	783,767
	<b>\$ 4,383,491</b>	<b>\$ 2,351,708</b>

### 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 February 28, 2022 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 28, 2022 to commodity price risk through its financial instruments.

**20. Financial Instruments (continued)**

**Financial Instrument Risk Exposure (continued)**

**c) Market Risk (continued)**

***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 28, 2022 and August 31, 2021:

	<b>February 28, 2022</b>	<b>August 31, 2021</b>
Cash	\$ 2,591,170	\$ 1,697,681
Trade and other receivables	2,075,559	2,796,527
Trade and other payables and accrued liabilities	(1,605,925)	(1,620,361)
Lease liabilities	(328,419)	(343,257)
	<b>\$2,732,384</b>	<b>\$ 2,530,590</b>

Based on the above net exposure at February 28, 2022, a 10% depreciation or appreciation of the United States dollar against the Canadian dollar would result in an approximately \$273,238 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 February 28, 2022

**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 28, 2022, 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 28, 2022 remains fundamentally unchanged from the year ended August 31, 2021.

**GATEKEEPER SYSTEMS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED FEBRUARY 28, 2022**  
*(expressed in Canadian dollars except where noted)*

**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:

<i>(expressed in Canadian dollars)</i>	<b>For the six months ended February 28, 2022</b>			<b>For the six months ended February 28, 2021</b>		
	<b>Canada</b>	<b>USA</b>	<b>Combined</b>	<b>Canada</b>	<b>USA</b>	<b>Combined</b>
<b>Revenues</b>	\$385,668	\$5,418,229	\$5,803,897	\$ 1,199,561	\$ 7,057,205	\$ 8,256,766
<b>Cost of Sales</b>	293,459	2,809,888	3,103,347	808,286	4,077,174	4,885,460
<b>Gross Profit</b>	92,209	2,608,341	2,700,550	391,275	2,980,031	3,371,306
<b>Operating Expenses</b>						
Interest expense (note 18a)	74,434	9,020	83,454	72,380	10,893	83,273
Depreciation expense (note 18a)	94,176	74,903	169,079	100,070	76,734	176,804
Other General & administrative (note 18a)	1,209,238	232,637	1,435,876	972,703	189,967	1,162,670
Selling and marketing (note 18b)	982,707	38,700	1,021,406	826,640	14,263	840,903
Research and development (note 18c)	946,830	-	946,830	762,245	-	762,245
	3,301,384	355,260	3,656,645	2,734,038	291,857	3,025,985
	\$(3,209,176)	\$2,253,081	\$(956,094)	\$ (2,342,763)	\$ 2,688,174	\$ 345,411
<b>Other Income (Expenses)</b>						
Interest	1,912	-	1,912	1,750	-	1,750
Foreign exchange	93,573	-	93,573	(204,408)	-	(204,408)
Finance costs		(322)	(322)	-	(76)	(76)
Write-down of Inventory	25	(1,108)	(1,085)	(2,939)	-	(2,939)
<b>Net income (loss) before Income Taxes</b>	(3,113,667)	2,251,651	(862,016)	(2,834,360)	2,688,098	139,797
Income tax expense	377,000	-	377,000	(286,000)	-	(286,000)
<b>Net Income (Loss)</b>	(2,736,667)	2,251,651	(485,016)	(2,834,360)	2,688,098	(146,263)
<b>Other Comprehensive Income</b>						
Foreign currency translation differences	-	1,901	1,901	-	46,755	46,755
<b>Net comprehensive income (loss)</b>	\$(2,736,667)	2,253,552	(483,115)	\$ (2,834,360)	\$ 2,734,8523	\$ (99,508)
<b>Current Assets</b>	11,636,133	2,002,502	13,638,636	\$ 9,666,259	\$ 398,326	\$ 10,064,585
<b>Property, plant and equipment</b> (note 10)	604,893	513,186	1,118,078	754,684	596,609	1,351,296
<b>Goodwill</b>	-	147,442	147,442	-	\$ 152,633	\$ 152,633

## 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 28, 2022	February 28, 2021	February 28, 2022	February 28, 2021
Salaries and short-term benefits	\$ 525,085	\$ 235,858	\$ 762,127	\$ 453,984
Share-based payment	-	-	-	-
	\$ 525,085	\$ 235,858	\$ 762,127	\$ 453,984

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 28, 2022 and August 31, 2021 are as follows:

	February 28, 2022	August 31, 2021
Chief Executive Officer	\$ -	\$ 332,633
Directors	8,039	5,118
Vice Presidents	6,473	39,089
	\$ 14,512	\$ 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. During the period ended February 28, 2022, \$280,000 of the bonus was paid out, which was accrued during the year ended August 31, 2021.

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, which was extended for one additional year. During the period ended February 28, 2022, the loan was repaid in full.



**24. Commitments and Contingencies**

As of February 28, 2022, 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).

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. Supplemental Cash Flow Information**

	<b>February 28, 2022</b>	<b>February 28, 2021</b>
Cash paid during the period for:		
Interest payments	\$ 83,454	\$ -
Non-cash investing and financing transactions:		
Stock options exercised	\$ 52,674	\$ 33,471

**26. Subsequent Events**

Subsequent to the period ended February 28, 2022, 575,000 stock options were exercised between \$0.18 and \$0.40, generating gross proceeds of \$195,000.