



# Q3 2019

## Condensed Consolidated Interim Financial Statements

Katapult Technology Corp.

September 30, 2019

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

The accompanying unaudited condensed consolidated interim financial statements of the Corporation have been prepared by and are the responsibility of the Corporation's management.

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




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**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

As at		September 30,	December 31,
(\$ Cdn thousands) - unaudited	Note	2019	2018
<b>Assets</b>			
Current assets			
Cash and cash equivalents		1,894	2,539
Accounts receivable		319	67
Prepaid expenses		4	12
Total current assets		<u>2,217</u>	2,618
Property and equipment		6	6
Total assets		<u>2,223</u>	2,624
<b>Liabilities</b>			
Current liabilities			
Accounts payable and accrued liabilities		343	392
Deferred revenue		155	32
Total current liabilities		<u>498</u>	424
Convertible debentures	3	<u>3,356</u>	3,153
Total liabilities		<u>3,854</u>	3,577
<b>Shareholders' Equity (Deficiency)</b>			
Share capital	4	1,687	1,687
Contributed surplus	4	564	227
Deficit		<u>(3,882)</u>	(2,867)
Total shareholders' equity (deficiency)		<u>(1,631)</u>	(953)
Total liabilities and shareholders' equity (deficiency)		<u>2,223</u>	2,624

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Going concern 2

(See Notes to the Condensed Consolidated Interim Financial Statements)

Approved on behalf of the Board:

**"signed" Jeff Dawson**  
Director

**"signed" Brock Murray**  
Director



**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**

(\$ thousands, except per share amounts) - unaudited	Note	Three months ended		Nine months ended	
		September 30, 2019	2018	September 30, 2019	2018
<b>Revenue</b>	6	<b>387</b>	310	<b>1,234</b>	950
<b>Cost of revenue</b>	7	<b>76</b>	81	<b>240</b>	248
<b>Gross profit</b>		<b>311</b>	229	<b>994</b>	702
<b>Expenses</b>					
Selling, general, and administrative	7	<b>438</b>	463	<b>1,379</b>	1,290
Research and development	7	<b>190</b>	222	<b>656</b>	656
Foreign exchange		<b>(7)</b>	9	<b>9</b>	20
Depreciation and amortization		-	-	<b>1</b>	1
Other income and expenses	8	<b>(40)</b>	(3)	<b>(270)</b>	(3)
Net loss before finance costs		<b>(270)</b>	(462)	<b>(781)</b>	(1,262)
Finance costs	7	<b>83</b>	73	<b>234</b>	176
Loss before income taxes		<b>(353)</b>	(535)	<b>(1,015)</b>	(1,438)
Income taxes		-	(38)	-	(38)
Total comprehensive income (loss)		<b>(353)</b>	(497)	<b>(1,015)</b>	(1,400)
<b>Earnings per share</b>					
Basic / Diluted	5	<b>(0.01)</b>	(0.01)	<b>(0.01)</b>	(0.02)

(See Notes to the Condensed Consolidated Interim Financial Statements)



**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**For the nine months ended September 30, 2019 and 2018**  
 (\$ Cdn thousands, except per share amounts) - unaudited

	Note	Common Shares	Share Capital	Contributed surplus	Deficit	Total equity (deficiency)
Balance at December 31, 2018		<b>67,909,793</b>	<b>1,687</b>	<b>227</b>	<b>(2,867)</b>	<b>(953)</b>
Comprehensive loss		-	-	-	<b>(1,015)</b>	<b>(1,015)</b>
Share-based payments	7	-	-	<b>337</b>	-	<b>337</b>
Balance at September 30, 2019		<b>67,909,793</b>	<b>1,687</b>	<b>564</b>	<b>(3,882)</b>	<b>(1,631)</b>
Balance at December 31, 2017		62,277,000	949	41	(794)	196
Comprehensive loss		-	-	-	(1,400)	(1,400)
Shares issued on exercise of warrants		5,200,000	520	-	-	520
Shares issued on exercise of stock options		295,000	152	(64)	-	88
Share-based payments	7	-	-	144	-	144
Balance at September 30, 2018		67,772,000	1,621	121	(2,194)	(452)

(See Notes to the Condensed Consolidated Interim Financial Statements)



## CONSOLIDATED STATEMENTS OF CASH FLOWS

For the nine months ended September 30,

(\$ Cdn thousands) - unaudited

	Note	2019	2018
<b>Cash flows provided by (used in)</b>			
<b>Operating activities</b>			
Total comprehensive loss		(1,015)	(1,400)
Adjustments for:			
Depreciation and amortization		1	1
Foreign exchange		9	20
Finance costs	7	234	176
Income taxes (recovery)		-	(38)
Stock-based payments	7	337	144
Other		(14)	(3)
Income taxes - recovery		-	38
Interest - paid		(31)	(4)
Interest - received		14	3
Funds provided by (used in) operations		(465)	(1,063)
Change in non-cash working capital		(175)	17
Total funds used in operating activities		(640)	(1,046)
<b>Investing activities</b>			
Purchase of property and equipment		(1)	(3)
Investment in marketable securities, net		-	(12)
Total funds used in investing activities		(1)	(15)
<b>Financing activities</b>			
Proceeds from warrants		-	520
Proceeds from exercised stock options		-	88
Proceeds from convertible debenture, net of financing costs		-	2,985
Total funds provided by financing activities		-	3,593
Effect of translation of foreign currency cash		(4)	(2)
Net (decrease) increase in cash		(645)	2,530
Cash and cash equivalents, beginning of period		2,539	345
Cash and cash equivalents, end of period		1,894	2,875

(See Notes to the Condensed Consolidated Interim Financial Statements)



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## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(\$ Cdn thousands, except as noted)

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### 1. STRUCTURE OF CORPORATION

#### Organization

Katapult Technology Corp. (the "Corporation" or "Katapult") is a technology company that aims to become a global leader in financial compliance software and investor administration related services. The Corporation was originally incorporated under the British Columbia Business Corporations Act but in the third quarter of 2019 filed articles of continuance under the Alberta Business Corporation Act. The continuance was effective October 2, 2019. The registered address of the Corporation is 144, 4 Avenue SW, Suite 1600, Calgary, AB T2P 3N4. Katapult is a publicly traded company listed on the TSX Venture Exchange ("TSXV") under the symbol "FUND".

#### Operations

The main business of the Corporation is to operate as a financial technology company offering a cloud-based software infrastructure that allows firms to design, set up and operate an investment platform ("the Platform"). The Platform includes features and functionality that enables firms to offer securities on a prospectus-exempt basis to various types of investors. The Platform automates many components of investor and investment management including components of financial transactions, investment marketing, and dividend payouts as well as managing regulatory requirements in a variety of geographic jurisdictions.

The Platform includes modules for various user types, including investors, issuers, administrators and auditors, among others. The administrators are selected by clients from their staff and are provided a content management system which allows them the ability to manipulate content on the Platform.

The Corporation provides its proprietary software through a "Software As A Service" ("SAAS") business model. The SAAS business model is well suited for cloud-based software solutions, especially ones that have a compelling ongoing need, like Katapult's platform. In exchange for a monthly subscription, customers benefit from software updates, new features and technical support. The Corporation also earns integration revenue from activities including the provision of regulatory consulting, marketing, and the customization services of the Platform, for which one-time charges are made which vary depending on the work involved.

### 2. BASIS OF PREPARATION

#### Statement of compliance:

These condensed consolidated interim financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) applicable to the preparation of interim financial statements. These condensed consolidated interim financial statements were prepared using International Accounting Standard (IAS) 34 - Interim Financial Reporting as at and for the nine months period ended September 30, 2019. These condensed consolidated interim financial statements were authorized for issuance by the Board of Directors as of November 22, 2019.

Other than the adoption of IFRS 16, which is described below, these condensed consolidated interim financial statements were prepared by management and follow the same accounting policies and methods as the audited consolidated financial statements as at and for the year-ended December 31, 2018, as described in Notes 18, 19, and 20 thereof. These condensed consolidated interim financial statements do not contain all of the disclosures required for the annual consolidated financial statements. As a result, these condensed consolidated interim



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## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(\$ Cdn thousands, except as noted)

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financial statements should be read in conjunction with the Corporation's annual consolidated financial statements for the year-ended December 31, 2018, prepared in accordance with IFRS as issued by the IASB.

### **Basis of measurement:**

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

### **Functional and presentation currency:**

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the Corporation's functional currency. All financial information presented in dollars has been rounded to the nearest thousand except for share and per share amounts.

### **Going concern:**

These condensed consolidated interim financial statements have been prepared on the basis that the Corporation will continue as a going concern, which assumes that the Corporation will be able to raise the necessary capital on terms acceptable to the Corporation and be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern.

As at September 30, 2019, the Corporation's cash and cash equivalents were \$1,894 (December 31, 2018: \$2,539) and the Corporation had a positive net working capital position of \$1,719 (December 31, 2018: \$2,194). However, the Corporation had a net loss for the nine months ended September 30, 2019 of \$1,015 (2018: \$1,400) and has a deficit of \$3,882 as at September 30, 2019 (2018: \$2,867).

While the Corporation has been able to demonstrate the ability to raise capital to fund its operations, the Corporation has not yet been able to generate the sales volumes required to create positive cash flows from operations. Whether and when the Corporation can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due subsequent to September 30, 2019 is uncertain.

### **New Standards and Interpretations Adopted**

A number of new standards and amendments to existing standards have been issued by the International Accounting Standards Board (IASB) that are effective after December 31, 2018 and therefore have been applied to these consolidated financial statements.

The new standard of relevance to these statements is:

**IFRS 16 – Leases:** IFRS 16 replaces the previous guidance on lease recognition and establishes principles for recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. The new standard brings most leases onto the statement of financial position for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting, however, will remain largely unchanged.

The standard has been adopted beginning on January 1, 2019 with no change to comparative information presented under IAS 39. The Corporation has adopted this standard in the preparation of these statements. Management determined the impact of this adoption as being not material.



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## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(\$ Cdn thousands, except as noted)

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### 3. CONVERTIBLE DEBENTURES

(\$ Cdn thousands) - unaudited	\$
Balance, December 31, 2017	-
Convertible debentures issued	3,050
Interest accrued	155
Conversion of convertible debentures to common shares	(52)
Balance, December 31, 2018	3,153
Interest accrued	203
Balance, September 30, 2019	3,356

In the second quarter of 2018, the Corporation issued convertible debentures of \$3,050 with a five-year maturity date. The debentures may be extended beyond the maturity date by the holder, in which case the debenture will become due 12 months after receiving notice from the holder.

In the fourth quarter of 2018, a convertible debenture holder elected to convert their \$50 of convertible debentures plus accrued interest payable into 100,293 common shares.

The convertible debentures are hybrid contracts with multiple embedded derivatives. The Corporation has designated the entire hybrid contract as at fair value with adjustments recorded to finance costs in the profit or loss.

The convertible debentures have a variable interest charge based on the Corporation's cash burn rate.

The interest rate is the lesser of:

- a. 8.50% plus (0.50% x number of Shortfall Months) compounded quarterly; or
- b. 12.00% per annum compounded quarterly

where Shortfall Months is equal to (twelve-(ending cash balance/three month average cash burn)).

As at September 30, 2019, the Corporation had been able to maintain the monthly cash burn rate such that the accrued annual rate of interest payable in the period was 8.5% (compounded quarterly). The \$3,000 in convertible debentures can be converted into shares at the election of debenture holders at any time at a conversion price of \$0.51 (December 31, 2018: \$3,000).

As at September 30, 2019, the unpaid accrued interest payable of \$356 (December 31, 2018: \$153) can be converted to shares at the election of the debenture holders at any time at the volume weighted average trading price per shares for common shares over ten consecutive trading days ending on the trading day before the conversion date.





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## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(\$ Cdn thousands, except as noted)

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### 4. SHARE CAPITAL

#### (a) Common shares

(\$ Cdn thousands) - unaudited	Note	Number	\$
Balance, December 31, 2017		62,277,000	949
Shares issued on exercise of warrants		5,200,000	520
Conversion of convertible debentures to common shares		100,293	52
Shares issued on exercise of stock options		332,500	166
Balance, December 31, 2018 and September 30, 2019		67,909,793	1,687

At September 30, 2019, the Corporation was authorized to issue an unlimited number of common shares without par value. The holders of common shares are entitled to one vote per share and all shares rank equally with regard to the Corporation's residual assets.

#### (b) Contributed surplus

The contributed surplus included in the Shareholders' Equity section of the Statement of Financial Position comprises all share-based payment transactions that do not involve the issuance of shares, private placement proceeds allocated to unexercised share purchase warrants, and unexercised stock options.

#### (c) Warrants

In the first quarter of 2018, the Corporation received proceeds of \$310 from warrant holders who exercised their warrants and acquired 3,100,000 common shares of the Corporation. In the second quarter of 2018, the Corporation received proceeds of \$210 from warrant holders who exercised their warrants and acquired 2,100,000 common shares of the Corporation.

At December 31, 2018 and September 30, 2019, no warrants were outstanding.

#### (d) Options

The Corporation has adopted a stock option plan whereby a maximum of 10% of the issued and outstanding Shares, from time to time, may be reserved for issuance pursuant to the exercise of options. Under the terms of the stock option plan, options may be granted only to: (i) employees, officers, directors, and consultants of the Corporation; and (ii) employees, officers, directors, and consultants of an affiliate of the Corporation.

In the second quarter of 2018, 80,000 stock options were exercised, and 500,000 stock options were granted. In the third quarter of 2018, 215,000 stock options were exercised, and no stock options were granted. In the fourth quarter of 2018, 37,500 stock options were exercised, and no stock options were granted.

In the first and second quarter of 2019 no stock options were exercised or granted. During third quarter of 2019, the Corporation granted 3,300,000 stock options. No options were exercised in the third quarter of 2019.

As of September 30, 2019, 3,015,833 options were exercisable (December 31, 2018: 2,300,000).



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## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(\$ Cdn thousands, except as noted)

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Subsequent to the period end, in the fourth quarter of 2019, 240,000 stock options were exercised. The Corporation received \$24 in cash and subsequently issued 240,000 shares.

### **(e) Restricted Share Unit Plan**

The Corporation granted restricted share units (the "RSUs") under the Corporation's Restricted Share Unit Plan (the "Plan") to its independent directors (the "RSU Recipients") on October 26, 2018. In aggregate, 443,547 RSUs were granted. These grants represented compensation to the RSU Recipients for their service on the board of directors of the Corporation and as an incentive mechanism to foster the interest of such persons in the success of the Corporation. None of the RSU Recipients in the period from the grant of the RSUs until vesting received any other form of compensation from the Corporation for their service as independent directors, whether in cash or by way of equity or stock options. Each RSU represented the right to receive one common share of the Corporation upon vesting. The RSUs are valued at \$0.63 per RSU, being the value of the Corporation's common share on the issuance date.

On May 16, 2019, the Corporation granted 40,323 RSUs to the Board Secretary. These RSUs are valued at \$0.18 per RSU, being the value of the Corporation's common shares on the issuance date.

All the above noted RSUs vested in the third quarter on August 29, 2019 in accordance with the terms of the Plan but the issuance of the resulting shares did not occur until October 9, 2019.

On September 25, 2019, the Corporation granted RSUs to each of its three independent directors and its Board Secretary (the "RSU Recipients"). In aggregate, 645,653 RSUs were granted. These grants represented compensation to the RSU Recipients for their respective service to the Corporation as Directors and as Board Secretary in 2019/2020.

Each RSU represents the right to receive one common share of the Corporation upon vesting. All of the RSUs granted on September 25, 2019 will vest on September 1, 2020, subject to the terms and conditions set forth in the Plan.



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(\$ Cdn thousands, except as noted)

### 5. EARNINGS PER SHARE

Basic earnings per share for the nine months period ended September 30, 2019 and 2018 is based on the net earnings attributable to shareholders, as reported in the consolidated statements of operations and comprehensive income (loss), and the weighted average number of common shares outstanding in the periods.

Diluted earnings per share for the nine months period ended September 30, 2019 and 2018 is based on the net earnings attributable to shareholders as reported in the consolidated statements of operations and comprehensive income (loss) and basic weighted average number of common shares outstanding in the periods:

(\$ thousands, except per share amounts)	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
<b>Weighted average of common shares</b>				
Basic	<b>67,909,793</b>	67,547,217	<b>67,909,793</b>	65,375,828
Diluted	<b>67,909,793</b>	67,547,217	<b>67,909,793</b>	65,375,828

Potential common shares arising from the securities listed below were excluded from the weighted average number of diluted common shares outstanding for 2019 because they were antidilutive:

- 6,582,500 stock options;
- Convertible debentures with a principal amount of \$3,000 which can be converted into common shares at \$0.51 at the election of the debenture holders for a total of 5,882,353 shares and as at September 30, 2019, the unpaid accrued interest payable of \$356 which can be converted to shares at the election of the debenture holders at any time at the volume weighted average trading price per shares for common shares ten consecutive trading days ending on the trading day before the conversion date;
- 483,870 shares to be issued for converted restricted share units; and
- 645,653 restricted share units.

### 6. REVENUE

(\$ thousands)	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Subscription revenue	<b>365</b>	188	<b>975</b>	451
Integration revenue	<b>22</b>	122	<b>259</b>	499
<b>Total revenue</b>	<b>387</b>	310	<b>1,234</b>	950

The Corporation presents revenue in two major categories: subscription revenue and integration revenue. Subscription revenue consists primarily of monthly recurring SAAS revenue earned by providing access to the Platform. Integration revenue consists of revenue arising from the provision of regulatory consulting, marketing consulting, and customization services to clients.



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(\$ Cdn thousands, except as noted)

### 7. EXPENSES BY NATURE

The Corporation presents certain expenses in the consolidated statements of operations and comprehensive income (loss) by function. The following table presents those expenses by nature:

(\$ thousands)	Three months ended		Nine months ended	
	September 30, 2019	2018	September 30, 2019	2018
<b>Expenses</b>				
Salaries, subcontractors, and benefits	362	450	1,188	1,254
Marketing and sales costs	30	43	93	82
Material and supplies	-	-	-	1
External services and professional fees	204	207	581	668
Bad debt expense	33	22	76	45
Share-based payments	75	44	337	144
<b>Total expenses</b>	<b>704</b>	<b>766</b>	<b>2,275</b>	<b>2,194</b>
<b>Allocated to:</b>				
Cost of revenue	76	81	240	248
Selling, general, and administrative	438	463	1,379	1,290
Research and development	190	222	656	656
<b>Total expenses</b>	<b>704</b>	<b>766</b>	<b>2,275</b>	<b>2,194</b>
<b>Finance costs</b>				
Bank related charges	9	9	28	21
Interest on convertible debentures	74	64	203	86
Issuance cost of convertible debentures	-	-	-	65
Other interest and charges	-	-	3	4
<b>Total finance costs</b>	<b>83</b>	<b>73</b>	<b>234</b>	<b>176</b>

### 8. OTHER INCOME AND EXPENSES

(\$ thousands)	Three months ended		Nine months ended	
	September 30, 2019	2018	September 30, 2019	2018
Interest and other income	(5)	(3)	(112)	(3)
Government (grant) repayment	(35)	-	(158)	-
<b>Total other income and expenses</b>	<b>(40)</b>	<b>(3)</b>	<b>(270)</b>	<b>(3)</b>

Other income and expenses contain items that occur outside of the normal operating activities of the Corporation.

Other income and expenses in the second quarter of 2019 included amounts that related to government grants and interest earned in those periods. No such income or expenses were incurred in the three and nine months ended September 30, 2018.



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

(\$ Cdn thousands, except as noted)

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**9. COMPARATIVE FIGURES**

Certain comparative figures have been reclassified to the financial statement presentation adopted in the current period.