2018

Annual Consolidated Financial Statements

Katipult Technology Corp. December 31, 2018

Management Report

These consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB"). These consolidated financial statements also include certain amounts based on estimates and judgements.

Management has determined such amounts on a reasonable basis to ensure that the consolidated financial statements are presented fairly in all material respects. All information in this report is the responsibility of management.

Management has established systems of internal control, including disclosure controls and procedures, which are designed to provide reasonable assurance that financial and non-financial information that is disclosed is timely, complete, relevant and accurate. These systems of internal control also serve to safeguard the Corporation's assets.

The Board of Directors is responsible for the governance of the Corporation, including reviewing and approving the consolidated financial statements. The Board carries out this responsibility principally through its Audit Committee.

The Audit Committee of the Board of Directors, composed of independent directors, meets with management and the external auditors to satisfy itself that each is properly discharging its responsibilities, and to review the consolidated financial statements and management discussion and analysis. The Audit Committee reports its findings to the Board of Directors for its approval of such statements for issuance to the shareholders.

The consolidated financial statements have been audited by RSM Alberta LLP, the independent external auditors, in accordance with Canadian generally accepted auditing standards on behalf of the shareholders. The auditors' report outlines the scope of their examination and sets forth their opinion.

Approved by the Board:

"signed" Jeff Dawson	**"signed" Brock Murray**
Director	Director

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Katipult Technology Corp.

Opinion

We have audited the consolidated financial statements of Katipult Technology Corp., (the "Company"), which comprise the consolidated statement of financial position as at December 31, 2018 and the consolidated statements of operations and comprehensive loss, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2018, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Company incurred a net loss of $2,071,000 during the year ended December 31, 2018 and has a deficit of $2,865,000 at December 31, 2018. As stated in Note 2, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Matter

The consolidated financial statements of the Company for the year ended December 31, 2017 were audited by another auditor who expressed an unmodified opinion on those statements on April 27, 2018.

Other Information

Management is responsible for the other information. The other information comprises the information in Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit,g or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

RSM Alberta LLP is a limited liability partnership that provides public accounting services. RSM is the brand used by a network of independent accounting and consulting firms, each of which practices in its own right. Visit rsmcanada.com/aboutus for more information regarding RSM Alberta LLP and RSM International.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Terry Booth.

RSM Alberta LLP

Chartered Professional Accountants

Calgary, Alberta

April 24, 2019

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at ($ Cdn thousands)	Note	**December 31, 2018**	December 31, 2017
Assets			
Current assets			
Cash and cash equivalents		**2,539**	345
Accounts receivable	4	**67**	76
Tax credit recoverable		**-**	5
Prepaid expenses		**12**	-
		2,618	426
Property and equipment	5	**6**	4
		2,624	430
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		**392**	234
Deferred revenue		**32**	-
		424	234
Convertible debentures	6	**3,153**	-
		3,577	234
Shareholders' Equity (Deficiency)			
Share capital	8	**1,687**	949
Contributed surplus		**227**	41
Deficit		**(2,867)**	(794)
		(953)	196
		2,624	430

Going concern	2
Commitments and contingencies	16

(See Notes to the Consolidated Financial Statements)

Approved on behalf of the Board:

"signed" Jeff Dawson
Director

"signed" Brock Murray
Director

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS			
For the years ended December 31,			
($ Cdn thousands, except per share amounts)	Note	**2018**	2017
Revenue	12	**1,225**	1,136
Cost of revenue	13	**322**	328
Gross profit		**903**	808
Expenses			
Selling, general, and administrative	13	**1,859**	1,028
Research and development	13	**913**	435
Foreign exchange		**(8)**	-
Depreciation and amortization		**1**	-
Other income and expenses	14	**(10)**	454
		(1,852)	(1,109)
Finance costs	13	**259**	23
Loss before income taxes		**(2,111)**	(1,132)
Income taxes	7	**(38)**	(8)
Total comprehensive loss		**(2,073)**	(1,124)
Loss per share			
Basic / Diluted	10	**(0.03)**	(0.02)

(See Notes to the Consolidated Financial Statements)

CONSOLIDED STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2018 and 2017

($ Cdn thousands, except per share amounts)

	Note	**Common Shares**	**Share Capital**	**Contributed surplus**	**Deficit**	**Total equity (deficiency)**
Balance at December 31, 2017		**62,277,000**	**949**	**41**	**(794)**	**196**
Comprehensive loss		**-**	**-**	**-**	**(2,073)**	**(2,073)**
Shares issued on exercise of warrants	8	**5,200,000**	**520**	**-**	**-**	**520**
Shares issued on exercise of stock options	8	**332,500**	**166**	**(72)**	**-**	**94**
Shares issued on conversion of convertible debentures	6,8	**100,293**	**52**	**-**	**-**	**52**
Share-based payments	13	**-**	**-**	**258**	**-**	**258**
Balance at December 31, 2018		**67,909,793**	**1,687**	**227**	**(2,867)**	**(953)**
Balance at December 31, 2016		6,666	-	-	330	330
Comprehensive loss		-	-	-	(1,124)	(1,124)
Cancellation of JOI's shares	8	(6,666)	-	-	-	-
Common shares issued and outstanding prior to RTO	3,8	19,200,000	925	-	-	925
Issuance of the shares to JOI shareholders at Exchange Ratio	8	42,400,000	-	-	-	-
Shares issued as finder's fee	8	200,000	-	-	-	-
Share issuance costs	8	-	(24)	-	-	(24)
Shares issued on exercise of warrants	8	477,000	48	-	-	48
Share-based payments	13	-	-	41	-	41
Balance at December 31, 2017		62,277,000	949	41	(794)	196

(See Notes to the Consolidated Financial Statements)

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31,

($ Cdn thousands)	Note	**2018**	2017
Cash flows provided by (used in)			
Operating activities			
Total comprehensive loss		**(2,073)**	(1,124)
Adjustments for:			
Depreciation and amortization	5	**1**	-
Foreign exchange		**(8)**	-
Finance costs	13	**259**	23
Income taxes (recovery)		**(38)**	(8)
Listing expense		**-**	449
Stock based compensation		**258**	41
Other		**(8)**	(1)
Income taxes - recovery		**38**	-
Interest - paid		**(41)**	(23)
Interest - received		**8**	1
Funds provided by (used in) operations		**(1,604)**	(642)
Change in non-cash working capital	17	**199**	136
		(1,405)	(506)
Investing activities			
Acquisition of net assets		**-**	519
Purchase of property and equipment	5	**(3)**	-
Investment in marketable securities, net		**-**	120
		(3)	639
Financing activities			
Proceeds from warrants		**520**	48
Proceeds from exercised stock options		**94**	-
Proceeds from convertible debenture, net of financing costs		**2,985**	-
Share issue and financing costs		**-**	(24)
		3,599	24
Effect of translation of foreign currency cash		**3**	-
Net (decrease) increase in cash		**2,194**	157
Cash and cash equivalents, beginning of period		**345**	188
Cash and cash equivalents, end of period		**2,539**	345

(See Notes to the Consolidated Financial Statements)

1. STRUCTURE OF CORPORATION

Organization

Katipult Technology Corp. (the "Corporation" or "Katipult") is a technology company that aims to become a global leader in financial compliance software and investor administration related services. The Corporation is incorporated under the British Columbia Business Corporations Act. The registered address of the Corporation is 600, 777 Hornby Street, Vancouver, BC V6Z 1S4. Katipult is a publicly-traded company listed on the TSX Venture Exchange ("TSXV") under the symbol "FUND".

On May 25, 2017, the Corporation entered into a share exchange agreement (the "Agreement") with JOI Media Inc. ("JOI") pursuant to which the Corporation acquired all the outstanding common shares of JOI. JOI shareholders received 6,360.636064 shares of the Corporation for each JOI share. The transaction was completed on August 17, 2017 and JOI became a wholly-owned subsidiary of the Corporation. Following completion of the transaction, the Corporation continued the primary business of JOI.

Pursuant to the terms of the Agreement, and following satisfaction of certain conditions precedent, including receipt of all necessary director, shareholder, regulatory and TSXV approvals, the Corporation listed on the TSXV on November 15, 2017.

Further details of this transaction are described in Note 3.

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 Katipult's products. 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

(a) Statement of compliance:

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Details of the Corporation's accounting policies, including changes during the year, are discussed in Notes 18 and 19.

The consolidated financial statements were authorized for issue by the Board of Directors on April 24, 2019.

(b) Basis of measurement:

The consolidated financial statements have been prepared on the historical cost basis.

(c) Functional and presentation currency:

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

(d) Going concern:

These consolidated 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 December 31, 2018, the Corporation's cash and cash equivalents were $2,539 (December 31, 2017: $345) and the Corporation had a positive net working capital position of $2,194 (December 31, 2017: $192). However, the Corporation had a net loss for the year ended December 31, 2018 of $2,073 (2017: $1,124) and has a deficit of $2,865 at December 31, 2018 (2017: $794).

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 December 31, 2018 is uncertain.

(e) Use of estimates and judgements:

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues, and expenses. Actual results may differ from these judgements and estimates.

The key judgements identified in applying accounting policies that have a significant effect on the amounts recognized in the consolidated financial statements include the following:

- The determination of whether it is probable that sufficient taxable earnings will be generated in future periods to utilize tax losses and tax credits for the purpose of recognizing related tax assets. If sufficient taxable earnings are not generated, or estimates change, the Corporation would be required to reverse the related tax assets, or a portion thereof, which would impact income tax expense.
- Performance obligations are accounted for separately if they are distinct. Judgements are required in determining when a performance obligation is satisfied and revenue may be recognized. In making its judgements, management considers whether a performance obligation is distinct from other performance obligations, when a customer obtains control of the services promised in a contract and in allocating consideration to a specific part of the contract.
- As part of assessing whether an instrument is a hybrid financial instrument and contains an embedded derivative, significant judgement is required in evaluating whether the host contract is more akin to debt or equity and whether the embedded derivative is clearly and closely related to the underlying host contract. Management concluded that the host instrument of the convertible debenture was a debt host due in part to the holder's right to repayment unless specific criteria are met and the Corporation elects to force conversion. Management concluded that there are a number of elements of the convertible debenture required to be accounted for as embedded derivatives. In applying its judgement, management relied primarily on the economic characteristics and risks of the instruments as well as the substance of the contractual arrangement. Management has designated the entire hybrid contract to be measured at fair value through profit or loss.
- The determination of functional currency of the Corporation and its subsidiary.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are as follows:

- ***Measuring deferred income taxes.*** Key estimates and assumptions include the availability of future taxable earnings as explained above, timing of reversals for temporary differences, and future enacted tax rates.
- ***Scientific Research and Experimental Development (SRED) tax credits.*** The determination of the amount of the SRED tax credit receivable requires management to make calculations based on its interpretation of eligible expenditures in accordance with the terms of the programs. The reimbursement claims submitted by the Corporation are subject to review by the relevant government agencies. Although management has used its best judgement and understanding of the related program agreements in determining the receivable amount, it is possible that the amounts could increase or decrease by a material amount in the near-term dependent on the review and audit by the government agency.
- ***Revenue recognition.*** Estimates are also used to determine the stand-alone selling price of performance obligations and the allocation of the transaction price between performance obligations. When contracts involve more than one distinct performance obligation, consideration is allocated amongst the obligations based on their relative estimated stand-alone selling prices. The best evidence of a stand-alone selling price is the observable price of a service when the entity sells that good or service separately in similar circumstances and to similar customers. In certain circumstances, when a stand-alone selling price is not observable management estimates the stand-alone selling price by utilizing an expected cost plus margin approach.
- ***Allowance for uncollectible accounts receivable.*** Management makes use of estimates when making allowances for uncollectible accounts receivable. Management evaluates each receivable at year end using factors such as

age of receivable, payment history, and credit risk. The calculation of the allowance is based on the lifetime expected credit loss.

- ***Fair value of convertible debentures.*** Management makes use of estimates and assumptions in the calculation of the initial fair values of convertible debenture hybrid instruments and subsequent re-measurements at fair value at each reporting date using the binomial model. Under the binomial model, the probabilities of future events are estimated.

(f) Measurement of fair values:

A number of the Corporation's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Share-based payment transactions

The fair value of restricted share units and common shares are measured based on the share price on the date of grant or issuance. The fair value of the stock options and warrants are estimated using the Black-Scholes option pricing model.

(g) Fair value hierarchy:

When measuring the fair value of an asset or liability, management uses market observable data to the extent possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Management recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. All assets and liabilities are measured at historical value for the years ended December 31, 2018 and 2017, other than the convertible debentures, which are measured at fair value based on level 3 valuation model as described in Note 6.

3. REVERSE TAKEOVER

On May 25, 2017, the Corporation entered into an agreement with JOI pursuant to which the Corporation acquired all of the outstanding common shares of JOI in exchange for the issuance of Corporation shares to JOI shareholders on the basis of 6,360.636064 shares of the Corporation for each JOI share. The transaction was completed on August 17, 2017 and JOI became a wholly-owned subsidiary of the Corporation. Following completion of the transaction, the Corporation continued the primary business of JOI.

The Corporation did not meet the definition of a business at the time of the reverse takeover ("RTO"), as a result the transaction was outside of the scope of IFRS 3 Business Combinations, and the transaction was accounted for as a reverse acquisition under IFRS 2 Share-based payment.

Under this basis of accounting, the consolidated entity is considered to be a continuation of the Corporation, with the net identifiable assets of the Corporation deemed to have been acquired by JOI. The purchase consideration below was estimated based on the fair value of the Corporation's common shares that JOI would have paid to the Corporation pursuant to the reverse acquisition. Upon completion of the transaction, the fair value of all identifiable assets and liabilities acquired was determined. The carrying value of JOI's and the Corporation's assets and liabilities at the closing were assumed to approximate their fair values as at that date due to their short-term nature. The difference between fair value of the shares issued and the fair value of net assets acquired is recorded as a cost of public listing.

The following represents management's estimate of the fair value of the net assets acquired and total consideration transferred at August 17, 2017 as a result of the reverse acquisition:

Fair value of acquisition (19,200,000 shares at $0.048 per share)	925
Allocated as follows:	
Identified fair value of net assets:	
Cash	469
Prepaid deposits	50
Accounts payable	(43)
	476
Listing expense	449
	925

4. ACCOUNTS RECEIVABLE

As at December 31, ($ Cdn thousands)	**2018**	2017
Accounts receivable	**67**	76

For the year ended 2018, upon review of the increased risk of insolvency in the industry and a detailed assessment of the amounts due from the Corporation's specific clients, the Corporation recorded an allowance for doubtful accounts receivable by $44 (2017: $169).

5. PROPERTY AND EQUIPMENT

Property and equipment as at and for the periods ended December 31, 2018 and December 31, 2017 were as follows:

($ Cdn thousands)	Computer hardware	Total
Costs		
Balance at December 31, 2016 and 2017	4	4
Additions related to operations	3	3
Balance at December 31, 2018	7	7
Accumulated depreciation		
Balance at December 31, 2016 and 2017	-	-
Depreciation	(1)	(1)
Balance at December 31, 2018	(1)	(1)
Carrying amount		
Balance at December 31, 2017	4	4
Balance at December 31, 2018	**6**	**6**

6. CONVERTIBLE DEBENTURES

As at December 31, **($ Cdn thousands)**	**2018**	2017
Convertible debentures issued	**3,050**	-
Interest accrued	**155**	-
Shares issued on conversion of convertible debentures	**(52)**	-
	3,153	-

In the second quarter of 2018, the Corporation issued convertible debentures of $3,050 with a five-year maturity date. The debenture 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 December 31, 2018, 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.

As at December 31, 2018, the unpaid accrued interest payable of $154 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.

The convertible debentures are convertible at the option of the Corporation if, on or before the five year maturity date, in any two consecutive calendar quarters the Corporation shall have achieved all of the following criteria:

a. positive EBITDA normalized for abnormal items;
b. revenue equal to at least $0.023 per issued and outstanding Common Share;
c. the volume weighted average trading price per share for Common Shares for the prior three months is equal to at least $0.41 per share; and
d. subscription-based recurring revenue equal to at least $0.017 per issued and outstanding Common Share.

The Corporation can redeem the debentures upon 30 days' notice prior to the maturity by paying the outstanding principal in cash and the outstanding interest in common shares at the current market price, as well as a prepayment penalty equal to 50% of the lost interest from the prepayment date to the maturity date.

7. INCOME TAXES

The components of taxes expenses for the years ended 2018 and 2017 are as follows:

For the year ended December 31, **($ Cdn thousands)**	**2018**	2017
Income taxes - current	**(38)**	-
Income taxes - deferred	**-**	(8)
	(38)	(8)

Factors affecting tax expense (recovery) for the year:

For the year ended December 31, ($ Cdn thousands)	2018	2017
Loss before income taxes	**(2,111)**	(1,132)
Statutory tax rate	**27.0%**	26.0%
Expected tax (recovery) expense	**(570)**	(294)
Non-deductible items	**75**	133
Change in rates and other items	**(1)**	(6)
Change in deferred tax assets not recognized	**458**	159
	(38)	(8)

Deferred assets are recognized for tax loss carry-forwards to the extent that the realization of the related tax benefit through future taxable profits is probable. The ability to realize the tax benefits of these losses is dependent upon a number of factors, including future profitability of operations in the jurisdictions in which the tax losses arose.

At December 31, 2018, the Corporation has unrecognized deferred tax assets of $550 related to relating to non-capital tax losses of $2,036 that will expire between 2037 and 2038, as it is uncertain whether future taxable profit will be available against which the Corporation can use the benefits therefrom.

8. SHARE CAPITAL

(a) Common shares

($ Cdn thousands)	Note	Number	$
Balance, December 31, 2016		6,666	-
Cancellation of JOI’s shares	3	(6,666)	-
Common shares issued and outstanding prior to RTO	3	19,200,000	925
Issuance of the shares to JOI shareholders at Exchange Ratio		42,400,000	-
Shares issued as finder's fee		200,000	-
Shares issued on exercise of warrants		477,000	48
Share issuance costs		-	(24)
Balance, December 31, 2017		62,277,000	949
Shares issued on exercise of warrants		**5,200,000**	**520**
Shares issued on exercise of convertible debentures	6	**100,293**	**52**
Shares issued on exercise of stock options		**332,500**	**166**
Balance, December 31, 2018		**67,909,793**	**1,687**

At December 31, 2018, 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.

Warrants

The Corporation completed a special warrant financing by issuing 477,000 special warrants (the "Special Warrants") for gross proceeds of $48. The special warrants were deemed exercised on November 1, 2017 and converted into 477,000 common shares of the Corporation.

Prior to completion of the RTO, the Corporation had 5,200,000 warrants outstanding. Each warrant required the holder thereof to purchase one additional common share at a price of $0.10 on or before the date that was six months following the listing date of November 15, 2017. Unexercised warrants would have expired on May 15, 2018.

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, no warrants were outstanding and exercisable. (December 31, 2017: 5,200,000).

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.

On August 25, November 6, and November 15, 2017, the Corporation granted 2,935,000, 30,000, and 150,000 options respectively to executive officers, directors, consultants and employees. The options granted on August 25 and November 6 are exercisable to purchase one common share of the Corporation at a price of $0.10 per share until dates ranging from August 25, 2017 to November 6, 2022. The 150,000 options granted on November 15, 2017 are exercisable to purchase one common share at a price of $0.20 per share until November 15, 2022.

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. There were no such transactions in the first quarter of 2018.

As of December 31, 2018, 2,882,500 options were exercisable (December 31, 2017: 307,500).

The following summarizes the changes in outstanding options:

	2018		2017	
	Number	Weighted average exercise price (CND$)	Number	Weighted average exercise price (CND$)
Outstanding - beginning of year	3,115,000	0.10	-	-
Granted	500,000	0.59	3,115,000	0.10
Exercised	(332,500)	0.29	-	-
Outstanding - end of the year	3,282,500	0.16	3,115,000	0.10
Exercisable - end of the year	2,882,500	0.10	307,500	0.10

The range of exercise prices for the options outstanding and exercisable at December 31, 2018 is as followings:

	Total options outstanding			Exercisable options	
	Number	Weighted average exercise price (CDN $)	Weighted average remaining life (years)	Number	Weighted average exercise price (CDN $)
2017	2,882,500	0.10	3.66	2,882,500	0.10
2018	400,000	0.59	4.48	-	-
	3,282,500	0.16	3.76	2,882,500	0.10

The Corporation uses the Black-Scholes option-pricing model to determine the estimated fair value of the options granted. The weighted average fair value of options granted during the year ended December 31, 2018 and 2017 were $0.60 and $0.03 per share, respectively, using graded vesting.
The calculation was based on the following assumptions:

For options granted in the year ended December 31,	**2018**	**2017**
Share price (CDN $)	0.82	0.05
Exercise price (CDN $)	0.59	0.10
Volatility (%)	102.4	87.1
Expected life (years)	5.0	5.0
Dividend yield (%)	-	-
Forfeiture rate (%)	-	-
Risk free interest rate (%)	1.8	1.5

The Corporation has calculated volatility on comparative industry peers.

Restricted Share Unit Plan

The Corporation granted restricted share units (the "RSUs") under the Corporation's Restricted Share Unit Plan (the "Plan") to each of its five independent directors (the "RSU Recipients") on October 26, 2018. In aggregate, 443,547 RSUs were granted. These grants represent 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 currently receive 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 represents the right to receive one common share of the Corporation upon vesting. All of the RSUs will vest upon the date the Corporation holds its 2019 annual general meeting of shareholders, subject to the terms and conditions set forth in the Plan. The RSU are valued at $0.63 per RSU, being the value of the Corporation's common shares on the issuance date.

9. CAPITAL MANAGEMENT

Capital disclosures provide information about:

i. the Corporation's objectives, policies, and processes for managing capital,
ii. quantitative data about what the Corporation regards as capital,
iii. whether the Corporation has complied with any capital requirements, and
iv. if it has not complied, the consequences of such noncompliance.

The Corporation's objectives for managing capital are:

i. to safeguard the Corporation's ability to continue as a going concern, so that it can provide adequate returns for shareholders and benefits for other stakeholders,
ii. to ensure sufficient liquidity to enable the internal financing of capital thereby facilitating its ability to continue operations and eventually achieve profitable operations, and
iii. to maintain a strong capital base so as to maintain investor, creditor and market confidence.

The Corporation considers the items included in capital to include shareholders' equity (deficiency) and convertible debentures. The Corporation manages its capital structure and makes adjustments to it in light of changes in economic and business conditions, financing environment and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Corporation may issue new shares, new debt, or scale back the size and nature of its operations. The Corporation is not subject to externally imposed capital requirements.

As at December 31, 2018, shareholders' equity (deficiency) was negative $953 (December 31, 2017 – positive $196) and the convertible debentures have a carrying value of $3,153 (December 31, 2017: $nil).

10. EARNINGS PER SHARE

Basic earnings per share for the year ended December 31, 2018 and 2017 is based on the net earnings attributable to shareholders, as reported in the consolidated statements of operations and comprehensive loss, and the weighted average number of common shares outstanding in the periods.

Diluted earnings per share for the year ended December 31, 2018 and 2017 is based on the net earnings attributable to shareholders as reported in the consolidated statements of operations and comprehensive loss and diluted weighted average number of common shares outstanding in the periods:

For the year ended December 31, **($ Cdn thousands, except per share amounts)**	**2018**	2017
Weighted average of common shares		
Basic	**66,008,658**	55,991,952
Diluted	**66,008,658**	55,991,952

Potential common shares arising from the securities listed below were excluded from the weighted average number of diluted common shares outstanding for 2018 because they were antidilutive:

- 3,282,500 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 December 31, 2018, the unpaid accrued interest payable of $154 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; and
- 443,547 restricted share units.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Katipult's financial instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and convertible debentures.

The following shows the fair value and carrying values of the financial instruments:

As at December 31,	**2018**		2017	
($ Cdn thousands)	**Fair Value**	**Carrying Value**	Fair Value	Carrying Value
Loans and receivables:				
Cash and cash equivalents	**2,539**	**2,539**	345	345
Accounts receivable	**67**	**67**	76	76
Financial liabilities measured at amortized costs:				
Accounts payable and accrued liabilities	**392**	**392**	234	234
Financial liabilities measured at fair value through profit and loss:				
Convertible debentures	**3,153**	**3,153**	-	-

Katipult has estimated the fair value amounts using appropriate valuation methodologies and information available to management as of the valuation dates. The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it was practicable to estimate that value:

- **Cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities**. The carrying amounts approximate fair value because of the short maturity of these instruments.
- **Convertible debentures**. The fair value of the convertible debenture was determined using a binomial model.

Nature and Extent of Risks Arising from Financial Instruments

Katipult is exposed to a number of market risks arising through the use of financial instruments in the ordinary course of business. Specifically, Katipult is subject to credit risk, liquidity risk, currency risk, and interest rate risk.

This note presents information about the Corporation's exposure to each of the above risks, the Corporation's objectives, policies and processes for measuring and managing risk, and the Katipult's management of capital. The Board of Directors has overall responsibility for the establishment and oversight of the Corporation's risk management framework. Katipult's management identifies and analyzes the risks faced by the Corporation and manages/monitors these risks, including the impact of changes in market conditions and changes in the Corporation's activities.

As at December 31, 2018	**Risk**			
			Market risks	
($ Cdn thousands)	**Credit**	**Liquidity**	**Currency**	**Interest rate**
Measured at cost or amortized cost				
Cash and cash equivalents	X		X	
Accounts receivable	X		X	
Accounts payable and accrued liabilities		X	X	

Credit risk

Credit risk is the risk of financial loss to the Corporation if a counterparty to a financial instrument fails to meet its contractual obligations.

The Corporation manages credit risk by holding its cash and cash equivalents with major financial institutions.

Katipult is exposed to credit risk related to accounts receivable as a result of extending credit to customers for services performed, creating exposure on accounts receivable balances with trade customers. This exposure to credit risk is managed through a corporate credit policy whereby upfront evaluations are performed on all customers and credit is granted based on payment history, financial conditions, and anticipated industry conditions. Customer payments are continuously monitored to ensure the creditworthiness of all customers with outstanding balances and a provision for doubtful accounts is established based on lifetime expected credit loss.

The following is a reconciliation of the change in the credit risk provision:

As at December 31, **($ Cdn thousands)**	**2018**	2017
Balance at the beginning of year	**169**	-
Increase in reserve recorded in the statement of operations	**107**	169
Write-offs charged against the reserve	**(232)**	-
	44	169

As at December 31, 2018, Katipult had accounts receivable of $32 (December 31, 2017: $166) that were greater than 90 days for which the provision had been established. It is the Corporation's intention to vigorously pursue the collection of the amounts provided for.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they become due. Katipult actively manages its liquidity through daily, weekly, and longer-term cash outlook and debt management strategies. The Corporation's policy is to ensure that sufficient resources are available either from cash balances or cash flows, to ensure all obligations are met as they fall due.

The following maturity analysis shows the remaining contractual maturities for the face value of the Corporation's financial liabilities:

($ Cdn thousands)	**Less than 1 year**	**1 - 3 years**	**4 - 5 years**	**After 5 years**
Accounts payable and accrued liabilities	392	-	-	-
Convertible debentures	-	-	3,153	-

Management anticipates that its current level of cash flow from operations and access to working capital will be sufficient to meet its existing obligations, but intends to regularly review its level of capital resources and adjust

spending accordingly. This review will consider factors such as the current economic environment, changes in demand for the Corporation's services, capital spending requirements, working capital needs, and profitability of the Corporation's operations, any of which could materially affect the Corporation's ability to meet its obligations.

Additional financing may be necessary in a variety of circumstances, including the requirement of working capital to ramp up operations required by growth, the occurrence of adverse circumstances, the need to refinance existing debt or to redeem the convertible debentures or the decision to expand geographically into new markets or by acquisition. It is anticipated that the financing may be raised by bank debt, other forms of debt, or the issue of equity. It is possible that such financing will not be available, or if available, will not be available on favorable terms.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Corporation's income or the value of its financial instrument holdings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the returns. The Corporation is subject to market rate risk on the calculation of fair value of the convertible debentures.

Currency risk

The Corporation has customers in a variety of countries and transacts in several currencies. Future fluctuations in exchange rates will have an effect on the Corporation's operating results, financial position, and cash flows. The Corporation is also exposed to currency risk on working capital and borrowings that are denominated in currencies other than Katipult's functional currency, being the Canadian dollar.

Sensitivity analysis:

A strengthening of the Canadian dollar against the US dollar by 100 basis points at December 31, 2016 would have decreased net earnings by less than $1 (2017: $1), other comprehensive income, total comprehensive income, and equity by less than $1 (2017: $1). The analysis assumes that all other variables, interest rates in particular, remain constant. The analysis has been performed on the same basis for 2017. A weakening of the Canadian dollar by 100 basis points at December 31, 2018 would have had an equal but opposite effect on net earnings, and equity, on the basis that all other variables remain constant.

Interest rate risk

The Corporation's objective in managing interest rate risk is to monitor expected volatility in interest rates while also minimizing financing expense levels. Interest rate risk mainly arises from fluctuations of interest rates and the impact on the expense associated with variable rate debt. On an ongoing basis, management monitors changes in short-term rates and considers long-term forecasts to assess potential cash flow impacts to the Corporation.

Sensitivity analysis:

The Corporation is not subject to interest rates cash flow risk but is subject to interest rate price risk as its convertible debenture does not vary as a result of changes in market interest rates.

12. REVENUE

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.

For the year ended December 31, **($ Cdn thousands)**	**2018**	2017
Subscription revenue	**702**	491
Integration revenue	**523**	645
	1,225	1,136

Subscription revenue refers to monthly recurring fees charged to clients for access to operate the hosting platform, software updates, new features and technical support.

Integration revenue refers to charges to clients for changes that are viewed by the Corporation to be one-time in nature and to new clients for the provision of regulatory consulting services, and marketing and customization services. The charges vary depending on the amount and complexity of the work involved and the nature of the client's needs.

Significant customers

For the years ended December 31, 2018 and 2017, the Corporation had no significant customers that provided more than 10% of the total revenue.

Revenue by geographic location

For the year ended December 31, **($ Cdn thousands)**	**2018**	2017
North America	**602**	462
Europe	**288**	398
Asia	**248**	210
Other	**87**	66
	1,225	1,136

Other includes revenue from other regions including Africa, Oceania, and South America.

13. 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:

For the year ended December 31, ($ Cdn thousands)	2018	2017
Expenses		
Salaries, subcontractors, and benefits	**1,665**	1,068
Marketing and sales costs	**113**	108
Material and supplies	**1**	-
External services and facilities	**950**	405
Bad debt expense	**107**	169
Share-based payments	**258**	41
	3,094	1,791
Allocated to:		
Cost of revenue	**322**	328
Selling, general, and administrative	**1,859**	1,028
Research and development	**913**	435
	3,094	1,356
Finance costs		
Bank related charges	**31**	19
Interest on convertible debentures	**153**	-
Issuance cost of convertible debentures	**65**	-
Other interest and charges	**10**	4
	259	23

14. OTHER INCOME AND EXPENSES

For the year ended December 31, ($ Cdn thousands)	2018	2017
Listing expense	**-**	449
Interest and other income	**(8)**	(1)
Government (grant) repayment	**(2)**	6
	(10)	454

15. RELATED PARTY TRANSACTIONS

Related party transactions in the normal course of operations are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Related party balances

As at December 31, 2018, $34 (December 31, 2017: $39) included in accounts payable and accrued liabilities was payable to a company controlled by an officer of the Corporation. The amounts payable are for subcontractor charges. Amounts payable to related parties are due on demand, bear no interest, and have no fixed repayments terms.

As at December 31, 2018, $5 (December 31, 2017: $nil) included in accounts payable and accrued liabilities was payable to an accounting firm where an officer of the Corporation is a partner. The amount due was not collateralized and was due on normal trade terms. Total professional fees incurred with this related party during the year ended December 31, 2018 were $116 (2017: $nil) and share-based payments were $149 for 2018 (2017: $nil).

Key management compensation

Key management personnel are persons having authority and responsibility for planning, directing, and controlling the activities of the Corporation. Katipult has identified key management personnel as directors, executives officers, and department heads.

The following discloses the amounts recognized as expense during the year related to directors and key management personnel compensation, excluding payments made to the accounting firm in which the CFO is a partner, disclosed above:

For the year ended December 31, ($ Cdn thousands)	**2018**	2017
Salaries, subcontractors, and benefits	**512**	339
Share-based payments	**97**	37
	609	376

16. COMMITMENTS AND CONTINGENCIES

Commitments

As of December 31, 2018, in the normal course of business, other than in relation to the convertible debentures, the Corporation has no material obligations to make future payments, representing contracts and other commitments that are known and committed.

Katipult has operating lease agreements at multiple global office locations. Operating lease expense are included in general and administrative expenses in the consolidated statements of operations and comprehensive income (loss). The Corporation does not have any contingent rental or sublease payments, nor any sublease income. The leases are on a month to month basis.

17. SUPPLEMENTAL INFORMATION

Change in non-cash working capital balances:

For the years ended December 31, **($ Cdn thousands)**	**2018**	2017
Accounts receivable	**9**	14
Tax credit recoverable	**5**	(43)
Prepaid expenses	**(12)**	-
Accounts payable and accrued liabilities	**165**	165
Deferred revenue	**32**	-
	199	136

18. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out in this note have been applied consistently to all periods presented in these consolidated financial statements. The accounting policies have been applied consistently by the Corporation.

Basis of consolidation

The consolidated financial statements include the accounts of Corporation and its subsidiary, which is wholly-owned. Any reference to Corporation or the Corporation throughout these consolidated financial statements refers to the Corporation and its subsidiary. All intercompany transactions between Corporation and its subsidiary have been eliminated.

Subsidiaries

Subsidiaries are entities controlled by the Corporation. The Corporation controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial results of subsidiaries are included in the consolidated financial statements from the date that control commenced until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Corporation.

Transactions eliminated on consolidation

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the applicable entity at the exchange rate in effect at the time of the transaction. Monetary items are then re-translated into the entity's functional

currency at each reporting period at the exchange rates in effect at the statements of financial position date. Non-monetary items are not re-translated. Revenues and expenses denominated in foreign currency are translated at rates in effect at the time of the transactions. Gains and losses on foreign currency transactions are included as a separate line item in the consolidated statements of operations and comprehensive loss.

Cash and cash equivalents

Cash and cash equivalents are comprised of cash at bank and cash in hand, including offsetting bank overdrafts, short-term investments, and similar instruments that have a maturity of three months or less at the date of acquisition. In reporting periods where bank overdrafts exceed cash and cash equivalents, the balance will be referred to as bank indebtedness. There were no cash equivalents as at December 31, 2018 and 2017.

Property and equipment

Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and are recognized net within other operating expenses.

Subsequent costs

The cost of replacing a part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Corporation and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property and equipment (repairs and maintenance) are charged to earnings as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is charged to earnings, from the date assets are installed and ready for use, either on a straight-line or declining balance basis, over the estimated useful lives of each part of an item of property and equipment.

The methods and rates of depreciation are as follows:

Computer hardware	straight-line over five years

Research and development

Expenditures on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are charged to earnings as incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditures are expensed

unless specific criteria are met, including the technical feasibility intention to complete, ability to use or sell, probable future economic benefit, availability of necessary resources and ability to measure. The Corporation has not capitalized any development costs up to December 31, 2018.

Impairment

Receivables

The Corporation uses the simplified approach in determining expected credit losses. Under this model, the Corporation measure the loss allowance at an amount equal to the lifetime expected credit losses.

Non-financial assets

The carrying amounts of the Corporation's non-financial assets, other than current assets and tax related assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the recoverable amount of the asset or cash-generating unit is estimated.

The recoverable amount of an asset or cash generating unit ("CGU") is the greater of its value-in-use and its fair value less costs to sell. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU. Goodwill acquired in a business combination is allocated to the group of CGUs that is expected to benefit from the synergies of the combination. This allocation is subject to an operating segment ceiling test and reflects the lowest level that goodwill is monitored for internal reporting purposes.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in earnings.

Common shares

Common shares are classified as equity. Costs directly attributable to the issue of common shares are recognized as a reduction of equity, net of any tax effects. Warrants are classified as equity and valued at the time of issuance based on the Black-Scholes option pricing model.

Earnings per share

The Corporation presents basic and diluted earnings per share (EPS) data for its common shares. Basic EPS is calculated by dividing the earnings attributable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS is determined by adjusting the earnings attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

Revenue Recognition

Revenue is recognized to depict the transfer of goods or services in an amount that reflects the consideration to which the entity expects to be entitled following five steps:

1. Identify the contract with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfies a performance obligation

Revenue may be earned over time as the performance obligations are satisfied or at a point in time which is when the entity has earned a right to payment, the customer has possession of the asset and the related significant risks and rewards of ownership, and the customer has accepted the asset or service.

Software as a Service (SaaS)

Software is provided to customers via a SaaS subscription model which allows customers to use hosted software over a term without taking possession of the software. The parties in the contract are identified in a signed agreement which states each party's rights, performance obligations and payment terms. Revenue is recognized monthly over the life of the contract as the performance obligations are satisfied through the provision of access to the software and from the software functionality being applied to private investments which the customer has uploaded into the software.

Integration revenue consists of three separate performance obligations relating to regulatory consulting, marketing consulting and customization services. Revenue for all three performance obligations is recognized over time as the service is provided to the customer.

The Corporation generally receives payment from its clients monthly in advance for the subscription revenue and after invoicing with normal 30-day commercial terms for integration. In instances where timing of revenue recognition differs from the timing of invoicing and subsequent payment, we have determined our contracts generally do not include a significant financing component. Clients may pay the subscription price for the term of the contract in advance of using the services in which case the amount paid is recorded as deferred revenue and recognized as revenue when earned.

Share-based payment transactions

The measurement date fair value of equity-settled share-based payment awards granted to employees and others providing similar services is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees become entitled to the awards (vesting period). The amount recognized as an expense is adjusted to reflect the number of awards for which the related service vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service conditions at the vesting date. Share-based payments include stock options and restricted share units.

Income taxes

Income tax expense is comprised of current and future tax. Income tax expense is recognized in the consolidated statements of operations and comprehensive loss except to the extent that it relates to items recognized in other comprehensive income or equity on the statements of financial position.

Current tax

Current tax is calculated using tax rates which are enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to taxation authorities.

Deferred tax

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates which are enacted or substantively enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax liabilities are generally recognized for all taxable temporary differences, except for temporary differences that arise from goodwill, which is not deductible for tax purposes. Deferred tax liabilities are also recognized for taxable temporary differences arising on investments in subsidiaries except where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent it is probable that taxable profits will be available against which the deductible balances can be utilized. All deferred tax assets are analyzed at each reporting period and reduced to the extent that it is no longer probable that the asset will be recovered. Deferred tax assets and liabilities are not recognized with respect to temporary differences that arise on initial recognition of assets and liabilities acquired other than in a business combination.

Uncertain tax positions

The Corporation is subject to taxation in numerous jurisdictions. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Corporation maintains provisions for uncertain tax positions that it believes appropriately reflect its risks with respect to tax matters under active discussion, audit, dispute, or appeal with tax authorities or which are otherwise considered to involve uncertainty. These provisions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Financial instruments

The Corporation's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and convertible debentures.

Financial instruments – recognition and measurement

All financial instruments are measured at fair value upon initial recognition of the transaction. Measurement in subsequent periods is dependent on whether the instrument is classified as "measured at fair value through profit or loss", "measured at fair value through other comprehensive income", or "measured at amortized cost".

Financial assets or financial liabilities are measured at fair value through profit or loss if acquired for the purpose of selling or repurchasing in the short term. Changes in fair value are recognized in financing costs in the consolidated statements of operations and comprehensive loss. Convertible debentures are measured at fair value through profit and loss

The Corporation's financial instruments measured at amortized cost consist of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities. They are recognized at amortized cost, using the effective interest rate method, at each reporting period, net of transaction costs directly attributable to the issuance of long-term debt. Transaction costs related to the issuance of any long-term debt are netted against the carrying value of the associated long-term debt and amortized as part of financing costs over the life of that debt using the effective interest rate method.

Embedded derivatives

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative.

Derivatives embedded in hybrid contracts with a financial asset host within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured as either amortized cost or fair value as appropriate.

Derivatives embedded in hybrid contracts with financial liability hosts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value through profit or loss. Changes in the fair value of separable embedded derivatives are recognized in profit or loss. An embedded derivative in a financial liability at fair value through profit or loss is not separated. An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realized or settled within 12 months. Multiple embedded derivatives in a single hybrid contract are treated as a single compound embedded derivative when the derivatives relate to similar risk exposures and are not readily separable and independent of each other.

Katipult's 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 through the profit or loss.

19. 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, 2017 and therefore have been applied to these consolidated financial statements.

These new standards are as follows:

IFRS 9 - Financial Instruments: IFRS 9 addresses classification and measurement of financial assets and replaces the multiple category and measurement models for debt instruments in IAS 39 – Financial Instruments – Recognition and Measurement (IAS 39) with a new measurement model having only three categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and related dividends which will now limit recognition to fair value through profit or loss or at fair value through other comprehensive income.

The standard has been adopted beginning on January 1, 2018 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. Financial assets previously classified as "loans and receivables" (cash and cash equivalents and accounts receivable), as well as financial liabilities previously classified as "financial liabilities measured at amortized cost" (accounts payable and accrued liabilities) have been reclassified to amortized cost. The carrying value and measurement of all financial instruments remains unchanged. The Corporation's current process for assessing accounts receivable lifetime expected credit losses individually is unadjusted with the adoption of the new impairment model and resulted in no additional impairment allowance.

IFRS 15 – Revenue from Contracts with Customers: IFRS 15 replaces the previous guidance on revenue recognition and provides a framework to record revenue from contracts for the sale of goods or services, unless the contracts are in the scope of IAS 17 – Leases or other IFRS standards. Under IFRS 15, revenue is to be recognized to depict the transfer of goods or services in an amount that reflects the consideration to which the entity expects to be entitled following five steps:

1. Identify the contract with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfies a performance obligation

The new standard is effective for annual periods beginning on or after January 1, 2018, using either a full retrospective approach for all periods presented in the period or a modified retrospective approach. The Corporation has adopted the IFRS 15 standard using the modified retrospective approach in the preparation of these statements. Management determined the impact of this adoption as being not material.

20. NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

New standards and amendments to existing standards have been issued by the IASB that are effective after December 31, 2018. These new standards and amendments have not been adopted:

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.

IFRS 16 will be effective for annual periods beginning on or after January 1, 2019, with early application permitted if IFRS 15 – Revenue from Contracts with Customers, has also been applied. The Corporation is currently assessing the impact of the adoption of this standard.