

JEMTEC Inc.

Financial Statements
Years Ended July 31, 2022 and 2021
(Expressed in Canadian dollars)

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF JEMTEC INC.

Opinion

We have audited the financial statements of JEMTEC Inc. (the "Company"), which comprise:

- ♦ the statements of operations and comprehensive income for the years ended July 31, 2022 and 2021;
- ♦ the statements of financial position as at July 31, 2022 and 2021;
- ♦ the statements of changes in shareholders' equity for the years then ended;
- ♦ the statements of cash flows for the years then ended; and
- ♦ the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the 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 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 in our audits is sufficient and appropriate to provide a basis for our opinion.

Other Information

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

Our opinion on the 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 financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits, and remain alert for indications that the other information appears to be materially misstated.

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

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

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

In preparing the 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.

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Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 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 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 auditors' report to the related disclosures in the 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 auditors' 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 financial statements, including the disclosures, and whether the 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 auditors' report is Kevin Kwan.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia

November 22, 2022

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JEMTEC INC.

Statements of Operations and Comprehensive Income
(Expressed in Canadian Dollars)

For the years ended July 31, 2022 and 2021

	Notes	2022	2021
Revenue			
Leasing, monitoring, activation and bail		\$ 2,804,462	\$ 2,563,865
Interest income		5,540	3,105
		2,810,002	2,566,970
Expenses			
Accounting and administrative fees	12, 13	43,400	39,500
Consulting fees		124,455	120,000
Depreciation	7	33,886	28,628
Directors' fees	12, 13	118,090	98,404
Equipment rent and installation		109,150	54,437
Foreign exchange loss		14,246	4,988
Lease interest	6	643	1,250
Monitoring and activation fees		824,264	904,246
Office		205,355	168,844
Professional fees		43,410	34,107
Repairs and maintenance		98,505	32,652
Salaries and benefits	12, 13	294,849	339,179
Share-based payments	12, 13	64,034	-
Shareholder communications		21,114	24,024
Travel		33,644	40,101
		2,029,045	1,890,360
Income before income taxes		780,957	676,610
Current income tax expense	14	(219,000)	(166,000)
Deferred income tax (expense) recovery	14	(11,000)	51,000
Net income and comprehensive income for the year		\$ 550,957	\$ 561,610
Earnings per share			
Basic		\$ 0.197	\$ 0.203
Diluted		\$ 0.193	\$ 0.197
Weighted-average number of shares outstanding			
Basic	10	2,794,679	2,766,104
Diluted	10	2,855,718	2,857,072

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

JEMTEC INC.

Statements of Financial Position
(Expressed in Canadian Dollars)

As at July 31, 2022 and 2021

	Notes	2022	2021
Assets			
Current assets			
Cash and cash equivalents		\$ 2,167,495	\$ 1,662,606
Accounts receivable		318,206	364,154
Prepaid expenses and deposits		28,380	24,123
Income taxes recoverable		22,102	-
Total current assets		2,536,183	2,050,883
Property and equipment	7	31,923	33,718
Deferred income tax assets	14	40,000	51,000
Total assets		\$ 2,608,106	\$ 2,135,601
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities	9, 12	\$ 164,392	\$ 274,644
Deferred revenue		3,910	4,820
Customer deposit		1,500	-
Income taxes payable		-	3,899
Current portion of lease liabilities	6	3,704	28,925
Total current liabilities		173,506	312,288
Lease liabilities	6	-	3,704
Total liabilities		173,506	315,992
Shareholders' equity			
Share capital	10	1,410,764	1,410,764
Share-based payments reserves	10	525,494	461,460
Retained earnings (Deficit)		498,342	(52,615)
Total shareholders' equity		2,434,600	1,819,609
Total liabilities and shareholders' equity		\$ 2,608,106	\$ 2,135,601

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

Approved on behalf of the Board and authorized for issue on November 22, 2022:

"Eric Caton" Director

"Leslie Markow" Director

JEMTEC INC.

Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

For the years ended July 31, 2022 and 2021

	Number of Common Shares	Share Capital	Share-Based Payments Reserves	Retained Earnings (Deficit)	Total Shareholders' Equity
Balance, July 31, 2020	2,716,874	\$ 1,375,821	\$ 461,460	\$ 79,740	\$ 1,917,021
Stock options exercised	77,805	34,943	-	-	34,943
Special dividend (Note 11)	-	-	-	(693,965)	(693,965)
Net income for the year	-	-	-	561,610	561,610
Balance, July 31, 2021	2,794,679	1,410,764	461,460	(52,615)	1,819,609
Share-based payments	-	-	64,034	-	64,034
Net income for the year	-	-	-	550,957	550,957
Balance, July 31, 2022	2,794,679	\$ 1,410,764	\$ 525,494	\$ 498,342	\$ 2,434,600

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

JEMTEC INC.

Statements of Cash Flows
(Expressed in Canadian Dollars)

For the years ended July 31, 2022 and 2021

	2022	2021
Cash provided by (used for):		
Operating activities		
Net income for the year	\$ 550,957	\$ 561,610
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	33,886	28,628
Share-based payments	64,034	-
Interest on lease liabilities	643	1,250
Deferred income tax expense (recovery)	11,000	(51,000)
Changes in non-cash operating working capital		
Accounts receivable	45,948	(157,276)
Prepaid expenses and deposits	(4,257)	(5,833)
Accounts payable and accrued liabilities	(110,252)	(13,781)
Customer deposit	1,500	-
Deferred revenue	(910)	(6,182)
Income taxes	(26,001)	(99,320)
Net cash provided by operating activities	566,548	258,096
Investing activity		
Purchase of equipment	(32,091)	(996)
Net cash used in investing activity	(32,091)	(996)
Financing activities		
Stock options exercised	-	34,943
Lease payment	(29,568)	(29,117)
Dividend payment	-	(693,965)
Net cash used in financing activities	(29,568)	(688,139)
Increase (decrease) in cash and cash equivalents during the year	504,889	(431,039)
Cash and cash equivalents, beginning of year	1,662,606	2,093,645
Cash and cash equivalents, end of year	\$ 2,167,495	\$ 1,662,606
Cash and cash equivalents		
Cash	\$ 932,702	\$ 433,038
Short-term deposits	1,234,793	1,229,568
	\$ 2,167,495	\$ 1,662,606
Supplementary Information		
Interest received	\$ 5,540	\$ 3,105
Interest paid	\$ 10	\$ 1,337
Income taxes paid	\$ 241,026	\$ 265,345
Initial recognition of right-of-use asset and lease liability	\$ -	\$ 43,100

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

JEMTEC INC.

Notes to the Financial Statements
Years Ended July 31, 2022 and 2021
(Expressed in Canadian Dollars)

1. Nature of operations

JEMTEC Inc. (the “Company”) was incorporated under the Ontario Business Corporations Act and is listed on the TSX Venture Exchange (“TSXV”). The Company’s core business is the provision of services and technologies for offender monitoring with Canadian federal and provincial correctional departments. The Company’s services include global positioning systems, electronic monitoring, alcohol detection, and voice verification technologies, as they relate to location verification of offenders and individuals under restrictions in the community.

The corporate head office of the Company is located at Suite 200, 38 Fell Avenue, North Vancouver, BC, and its registered office is located at Suite 1800, 130 King Street West, Toronto, ON.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business.

2. Basis of presentation

a) Statement of compliance

These financial statements were prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

b) Functional and presentation currency

The Company’s functional and reporting currency is the Canadian dollar. Monetary assets and liabilities denominated in another currency are translated at the prevailing period-end exchange rates. Other non-monetary assets and liabilities denominated in another currency are translated at historical exchange rates. Revenues and expenses are translated at the exchange rates in effect at the time of the transaction. Gains and losses arising from fluctuations in exchange rates are included in operations for the periods in which they occur.

c) Comprehensive income

Comprehensive income is the change in shareholders’ equity during a period from transactions and other events and circumstances from non-owner sources. The Company had no elements of other comprehensive income for the years ended July 31, 2022 and 2021.

JEMTEC INC.

Notes to the Financial Statements
Years Ended July 31, 2022 and 2021
(Expressed in Canadian Dollars)

2. Basis of presentation (Continued)

d) Estimates and judgments

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant areas requiring the use of management estimates and judgments relate to:

Asset carrying values and impairment charges

Judgment is required in determining whether property and equipment and other assets have indicators of impairment. Determining the amount of impairment of property and equipment requires an estimation of the recoverable amount, which is defined as the higher of fair value less the cost of disposal or value in use. Many factors used in assessing recoverable amounts are outside of the control of management and it is reasonably likely that assumptions and estimates will change from period to period. These changes may result in future impairments.

Estimation of asset lives

Depreciation and amortization of the Company's property and equipment incorporate estimates of useful lives and residual values. These estimates may change as market conditions change and the future economic benefits from the use of the asset changes, thereby impacting the useful life and residual value of the property and equipment. Any revisions to useful life are accounted for prospectively.

Recognition of deferred taxes

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its tax assets and liabilities and applies tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Discount rate used for right-of-use asset/lease liability

The Company uses estimation in determining the incremental borrowing rate used to measure the lease liability, right-of-use asset, specific to the asset, underlying currency and geographic location. Where the rate implicit in the lease is not readily determinable, the discount rate of the lease obligations is estimated using a discount rate similar to the Company's specific borrowing rate. This rate represents the rate that the Company would incur to obtain the funds necessary to purchase the asset of a similar value, with similar payment terms and security in a similar environment.

Recoverability of accounts receivable

Accounts receivable are recorded at the estimated recoverable amount, which involves the estimate of uncollectable accounts.

JEMTEC INC.

Notes to the Financial Statements
Years Ended July 31, 2022 and 2021
(Expressed in Canadian Dollars)

3. Significant accounting policies

These financial statements were authorized for issue by the Board of Directors on November 22, 2022.

The significant accounting policies adopted by the Company are as follows:

a) Cash and cash equivalents

Cash and cash equivalents are comprised of cash deposits in the bank and highly liquid investments with original maturities of three months or less that is readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

b) Property and equipment

Property and equipment is stated at cost less accumulated depreciation. The cost of an item of property and equipment consists of the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for its intended use. Property and equipment is depreciated over the estimated useful lives of the respective assets at the following rates:

Vehicle	30% declining balance
Computer	55% declining balance
Furniture	20% declining balance
Monitoring equipment	straight-line over the contract period
Right-of-use asset	straight-line over the contract period

Useful lives and methods of depreciation are reviewed at each reporting period and adjusted prospectively if appropriate. An impairment review is performed, either individually or at the cash-generating unit level, when there are indicators that the carrying amount of the asset may exceed its recoverable amount. To the extent that this occurs, the asset is written down to its estimated net realizable value.

On an annual basis, or when impairment arises, the Company evaluates the future recoverability of its property and equipment. Impairment losses or write-downs are recorded in the event the net book value of such assets exceeds the estimated future cash flows attributable to such assets.

c) Revenue recognition

The Company has applied IFRS 15 to the revenue generated from the sale of parts which are required to repair and maintain the monitoring equipment, and to the revenue generated for maintenance and monitoring services.

Monitoring and activation income is recognized pursuant to various lease and rental agreements which specify the terms and conditions of the equipment provided and of the services to be performed. Rental and bail income is recognized on a straight-line basis over the terms of the leases. Revenue from the sale of parts which are required to repair and maintain the monitoring equipment is recognized upon delivery to the customer. Maintenance and monitoring service income is recognized when the services are performed.

The Company recognizes sales, leasing and rental revenue over the term of the applicable operating services agreements. The usual term of service agreements is one to seven years. Generally, customers have the option to renew or cancel the lease. Rental and service agreements upon the expiration of each term or, in certain circumstances, may be cancelled upon specific notice provided to the Company. In situations where agreements are terminated, and the monitoring equipment is rented on a daily basis, it is returned to the Company with no further obligation on behalf of the customer.

Interest income is recorded when earned.

JEMTEC INC.

Notes to the Financial Statements
Years Ended July 31, 2022 and 2021
(Expressed in Canadian Dollars)

3. Significant accounting policies (Continued)

d) Provisions

Provisions are recognized where a legal or constructive obligation has been incurred as a result of past events, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. If material, provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in any provision due to passage of time is recognized as accretion expense.

e) Financial instruments – recognition and measurement

i) Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss (“FVTPL”), fair value through other comprehensive income (“FVTOCI”), or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. Measurement and classification of financial assets is dependent on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of operations. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the statement of operations in the period in which they arise.

Financial assets at FVTOCI: Financial assets carried at FVTOCI are initially recorded at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as “financial asset at fair value through other comprehensive income” in other comprehensive income.

Financial assets at amortized cost: Financial assets at amortized cost are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

ii) Financial liabilities

Financial liabilities are recognized initially at fair value, net of transaction costs incurred and are subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

JEMTEC INC.

Notes to the Financial Statements
Years Ended July 31, 2022 and 2021
(Expressed in Canadian Dollars)

3. Significant accounting policies (Continued)

e) Financial instruments – recognition and measurement (Continued)

iii) Derecognition of financial instruments

When an existing financial liability is replaced by another from the same counterparty with substantially different terms, or the terms of an existing liability are substantially modified, it is treated as a derecognition of the original liability and the recognition of a new liability. When the terms of an existing financial liability are altered, but the changes are considered non-substantial, it is accounted for as a modification to the existing financial liability. Where a liability is substantially modified, it is considered to be extinguished and a gain or loss is recognized in net earnings based on the difference between the carrying amount of the liability derecognized and the fair value of the revised liability. Where a liability is modified in a non-substantial way, the amortized cost of the liability is remeasured based on the new cash flows and a gain or loss is recorded in net earnings.

The following table shows measurement categories as at July 31, 2022 for each of the Company's financial assets and financial liabilities:

Financial Instrument	
Cash and cash equivalents	FVTPL
Accounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Lease liabilities	Amortized cost

f) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the stock options note 10(b).

The fair value is measured at grant date and each tranche is recognized on a graded-vesting basis over the period in which options vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in the Statements of Operations and Comprehensive Income such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

g) Earnings per share

Basic earnings per share is computed using the weighted average number of common shares outstanding during the year. Diluted earnings per share amounts are calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares using the treasury stock method. The treasury stock method assumes that proceeds received from the exercise of stock options and warrants are used to redeem common shares at the prevailing market value. The difference between the number of shares assumed issued and the number of shares assumed purchased is then added to the basic weighted average number of shares outstanding to determine the fully diluted number of common shares outstanding. No exercise or conversion is assumed during periods in which a net loss is incurred as the effect is anti-dilutive.

JEMTEC INC.

Notes to the Financial Statements
Years Ended July 31, 2022 and 2021
(Expressed in Canadian Dollars)

3. Significant accounting policies (Continued)

h) Income taxes

i) Current income tax

Current income tax is recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years.

ii) Deferred income tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its tax assets and liabilities on a net basis.

JEMTEC INC.

Notes to the Financial Statements
Years Ended July 31, 2022 and 2021
(Expressed in Canadian Dollars)

3. Significant accounting policies (Continued)

i) Leases

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset (the "ROU"), the Company assesses whether the contract involves the use of an identified asset, either explicitly or implicitly, including consideration of supplier substitution rights, the Company has the right to obtain substantially all the economic benefits from the use of the asset throughout the period of use, and whether the Company has the right to direct the use of the asset.

The Company applies the exemption not to recognize right-of-use assets and lease liabilities for leases relating to low-value assets and leases whose term ends within 12 months of the date of initial application. The ROU asset is initially measured based on the initial amount of the lease liability plus any initial direct costs incurred less any lease incentives received. The ROU asset is depreciated to the end-of-the-useful-life or the lease term, whichever comes earlier, using the straight-line method. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise the option. The ROU asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method and remeasured when there is a change in future lease payments.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

j) Future accounting changes

Certain pronouncements were issued by the IASB that are mandatory for accounting periods commencing on or after January 1, 2022. Many are not applicable or do not have a significant impact to the Company and have been excluded.

The following has not yet been adopted and is being evaluated to determine the impact on the Company:

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to clarify the guidance for the classification of liabilities as current or non-current. It could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity. The amendment is effective for the Company's annual reporting period beginning on August 1, 2023.

JEMTEC INC.

Notes to the Financial Statements
Years Ended July 31, 2022 and 2021
(Expressed in Canadian Dollars)

4. Financial instruments and financial risk management

The Company's risk exposure and impact on the Company's financial instruments are summarized below:

a) Credit risk

The Company's principal business activities are located in Canada. The Company performs certain credit evaluation procedures and does not require collateral for financial instruments subject to credit risk. The Company believes that credit risk is limited because the Company routinely assesses the financial strength of its customers and based upon factors surrounding the credit risk of its customers, establishes an allowance for uncollectable accounts and, as a consequence, believes that its accounts receivable credit risk beyond such allowances is limited.

The Company maintains cash deposits with financial institutions which, from time to time, may exceed federally insured limits. The Company believes it is not exposed to any significant credit risk from cash and cash equivalents. At July 31, 2022, the Company had cash balances on deposit that exceeded federally insured limits by \$1,967,495 (2021 - \$1,462,606). All of these funds are on deposit with Schedule I banks in Canada.

The Company is a Canadian distributor of Stop LLC, SuperCom Inc., and BI Inc.'s (all US companies) offender monitoring and tracking devices, the sales and leasing of which account for substantially all of the Company's revenues, equipment additions and replacement parts purchased. The Company is economically dependent on these three US companies for the continued supply of monitoring equipment, replacement parts, and maintenance services for resale or rental by the Company.

b) Liquidity risk

All of the Company's financial liabilities are classified as current. The Company intends to settle these with funds from its working capital position.

Cash resources, repayment obligations and spending plans are monitored, and actions are taken with the objective of ensuring that there is sufficient capital in order to meet short-term business requirements. As at July 31, 2022, the Company had cash and cash equivalents of \$2,167,495 (2021 - \$1,662,606) to settle \$173,506 (2021 - \$312,288) in current liabilities which fall due for payment within 12 months of the year end date.

c) Market risk

The market risk exposure to which the Company is exposed is interest rate risk. The Company's bank account earns interest income at variable rates. The Company's future interest income is exposed to short-term rate fluctuations. This is not a significant risk to the Company.

d) Foreign exchange risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rate. Only insignificant balances of the Company's accounts payable and accrued liabilities are denominated in US dollars and therefore the Company's exposure to foreign currency exchange risk is not significant.

e) Fair value

The recorded value of the Company's financial assets and liabilities approximate their fair values due to their demand nature and their short-term to maturity.

JEMTEC INC.

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4. Financial instruments and financial risk management (Continued)

f) Sensitivity analysis

Based on management's experience of the financial markets, the Company does not expect any movements in the underlying market risk variables to have a significant impact on the Company's values of assets and liabilities or on the Company's financial performance over a 12-month period.

5. Capital management

The Board of Directors determines the Company's capital structure and makes adjustments to it based on funds available to the Company in order to support the Company's operations. The Board of Directors has not established quantitative return on capital criteria for capital management.

The Company has sufficient cash on hand to meet its short-term obligations and fund its operations and administrative costs. The Company will use existing working capital and raise additional amounts as needed. The Board of Directors reviews its capital management approach on an ongoing basis and believes that its approach, given the relative size of the Company, is reasonable.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company considers the items included in the Statements of Changes in Shareholders' Equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, sell assets to reduce debt, or return capital to shareholders. The Company is not subject to any externally imposed capital requirements. There was no change to the Company's capital management policy during the year ended July 31, 2022.

6. Lease liabilities

The Company has lease agreements for a company vehicle and office space. The continuity of the lease liabilities for the years ended July 31, 2022 and 2021 is as follows:

	July 31, 2021	July 31, 2021
Lease liabilities		
Lease liabilities recognized as at beginning of year	\$ 32,629	\$ 17,396
Additions	-	43,100
Lease payments	(29,568)	(29,117)
Lease interest	643	1,250
	\$ 3,704	\$ 32,629
Current portion	\$ 3,704	\$ 28,925
Non-current portion	-	3,704
	\$ 3,704	\$ 32,629

During the year, the Company incurred short-term lease (recovery) expense for office space of (\$804) (2021 - \$2,569).

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7. Property and Equipment

	Vehicle	Right-of-use Asset	Furniture	Computer	Monitoring Equipment	Total
Costs, July 31, 2021	\$ -	\$ 70,631	\$ 50,222	\$ 996	\$ 594,770	\$ 716,619
Additions	32,091	-	-	-	-	32,091
Costs, July 31, 2022	32,091	70,631	50,222	996	594,770	748,710
Accumulated depreciation, July 31, 2021	-	38,606	49,388	137	594,770	682,901
Depreciation for the year	4,814	28,432	167	473	-	33,886
Accumulated depreciation, July 31, 2022	4,814	67,038	49,555	610	594,770	716,787
Net book value, July 31, 2022	\$ 27,277	\$ 3,593	\$ 667	\$ 386	\$ -	\$ 31,923

	Vehicle	Right-of-use Asset	Furniture	Computer	Monitoring Equipment	Total
Costs, July 31, 2020	-	27,531	\$ 50,222	\$ -	\$ 603,953	\$ 681,706
Additions	-	43,100	-	996	-	44,096
Write-off of fully depreciated equipment	-	-	-	-	(9,183)	(9,183)
Costs, July 31, 2021	-	70,631	50,222	996	594,770	716,619
Accumulated depreciation, July 31, 2020	-	10,324	49,179	-	603,953	663,456
Depreciation for the year	-	28,282	209	137	-	28,628
Write-off of fully depreciated equipment	-	-	-	-	(9,183)	(9,183)
Accumulated depreciation, July 31, 2021	-	38,606	49,388	137	594,770	682,901
Net book value, July 31, 2021	-	\$ 32,025	\$ 834	\$ 859	\$ -	\$ 33,718

JEMTEC INC.

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8. Bank credit facility and loan agreement

The Company has arranged an unutilized term operating loan which is available to a maximum amount of \$75,000. The loan, if utilized, would be due on demand, would bear interest at bank prime rate plus 1.3% per annum, and would be secured by a general security agreement over all of the assets of the Company.

9. Accounts payable and accrued liabilities

	July 31, 2022	July 31, 2021
Trade payable and accrued liabilities	\$ 102,241	\$ 191,057
Government service tax and remittance liabilities	62,151	83,587
	\$ 164,392	\$ 274,644

10. Share capital and reserves

a) Authorized

Common shares:	Unlimited, no par value
First preference shares:	Unlimited, no par value, issuable in series – None issued as at July 31, 2022 and 2021
Second preference shares:	25,000 Series A, no par value, redeemable, \$0.60 non-cumulative dividend – None issued as at July 31, 2022 and 2021

As at July 31, 2022, 2,794,679 common shares (2021 - 2,794,679) were outstanding.

b) Stock options

The Company adopted a fixed stock option plan that permits the directors of the Company to grant incentive stock options to employees, directors and consultants of the Company. The maximum number of shares issuable under the plan, which follows the policies of the TSXV regarding stock option awards, is 279,467 Options granted under the plan vest as determined by the Board when the Option is granted. The option exercise price is generally set as the market price at the time of grant; however, a discount from the market price is permitted under the plan, subject to the policies of the TSXV.

On May 14, 2018, the Company granted 125,000 stock options to officers and directors, at a price of \$0.75 per share, expiring on May 13, 2028. The fair value of the options granted was estimated on the date of grant at \$62,000 using the Black-Scholes option-pricing model with the following assumptions: i) risk-free interest rate of 2.43%; ii) expected life of 10 years; iii) expected annualized volatility of 55.19%; and iv) no dividend yield. For the years ended July 31, 2018, 2019 and 2020, share-based payments were fully recognized in the Statement of Operations. As at July 31, 2021, all of the options were vested. On December 31, 2020, 20,000 shares of these stock options granted were exercised at a price of \$0.75 per share for consideration totaling \$15,000 and 5,000 options were forfeited. As at July 31, 2022, 100,000 shares of the options were outstanding.

JEMTEC INC.

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10. Share capital and reserves (Continued)

b) Stock options (Continued)

On March 4, 2022, the Company granted 139,000 stock options to officers and directors, at a price of \$2.09 per share, expiring four years after the date of grant. The fair value of the options granted was estimated on the date of grant at \$141,000 using the Black-Scholes option-pricing model with the following assumptions: i) risk-free interest rate of 1.43%; ii) expected life of 4 years; iii) expected annualized volatility of 56.24%; and iv) no dividend yield. As at July 31, 2022, 139,000 shares of the options were outstanding.

In estimating the fair value of stock options issued using the Black-Scholes option-pricing model, the Company is required to make assumptions. The expected volatility assumption is based on the historical volatility of the Company's common share price on the TSXV. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model.

A summary of changes in stock options is presented below:

	Number of Options	Weighted Averaged Exercise Price
Balance, July 31, 2020	240,610	\$0.555
Exercised, December 2, 2020	(57,805)	\$0.345
Expired, December 2, 2020	(57,805)	\$0.345
Exercised, December 31, 2020	(20,000)	\$0.750
Forfeited, December 31, 2020	(5,000)	\$0.750
Balance, July 31, 2021	100,000	\$0.750
Granted, March 4, 2022	139,000	\$2.090
Balance, July 31, 2022	239,000	\$1.529

Options outstanding at July 31, 2022 are as follows:

Date of Grant	Number of Options Granted	Expiry	Exercise Price	Number Exercisable as at July 31, 2022	Number Outstanding as at July 31, 2022	Weighted Average Remaining Contractual Life (years)
May 14, 2018	125,000	May 13, 2028	\$0.750	100,000	100,000	5.79 years
March 4, 2022	139,000	March 4, 2026	\$2.090	-	139,000	3.59 years
				100,000	239,000	

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10. Share capital and reserves (Continued)

c) Earnings per share

The following is a reconciliation of the denominator in calculating basic and diluted earnings per share:

	July 31, 2021	July 31, 2021
Net income for the year	\$ 550,957	\$ 561,610
Basic weighted average number of shares outstanding	2,794,679	2,766,104
Effect on dilutive securities from stock options	61,039	90,968
Diluted weighted average number of shares outstanding	2,855,718	2,857,072
Earnings per share, basic	\$ 0.197	\$ 0.203
Earnings per share, diluted	\$ 0.193	\$ 0.197

11. Dividend

On December 22, 2020, the Company declared a special dividend in the aggregate amount of \$693,670 (\$0.25 per share) payable to the holders of the issued and outstanding common shares in the capital of the Company. The dividend was payable on February 10, 2021 to the shareholders on record of the Company as of January 6, 2021. On February 10, 2021, the Company distributed the dividend to a third-party company to release the dividend to shareholders. During the year ended July 31, 2021, \$295 of the 2019 derecognized dividends was claimed and paid to a shareholder.

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12. Related party transactions

The Company's related parties consist of five officers and directors (and companies controlled by them), as follows:

Position	Nature of Transaction
President, CEO and Director	Management services
Director	Director and Chairman of the Board
Director	Director and Chair of Audit Committee
Director	Director and member of Audit Committee
CFO	Management services

There are standard compensation arrangements under which the directors of the Company are compensated for services in their capacity as directors (including any additional amounts payable for committee participation or special assignments). An annual payment of \$20,000 (2021 - \$20,000) is made to three directors, \$25,000 (2021 - \$25,000) is made to the Chairman and a fee of \$1,000 (2021 - \$1,000) is paid per Board meeting attended. In addition to these amounts, the Chair of the Audit Committee is paid an additional \$4,000 (2021 - \$4,000) per year for the review of interim and annual financial reports. The directors did not receive compensation for services as consultants during the years ended July 31, 2022 and 2021.

Nature of expenditures	July 31, 2021	July 31, 2021
Accounting and administrative fees	\$ 43,400	\$ 39,500
Directors' fees	118,090	98,404
Salaries and benefits	294,849	339,179
Share-based payments	64,034	-
	\$ 520,373	\$ 477,083

During the year ended July 31, 2022, \$118,090 (2021 - \$98,404) was accrued or paid to the directors of the Company as directors' fees.

During the year ended July 31, 2022, accounting fees of \$43,400 (2021 - \$39,500) was accrued or paid to a Firm where a Partner in the Firm is an officer of the Company. As at July 31, 2022, \$3,700 (2021 - \$3,500) is owing to this officer and is included in accounts payable and accrued liabilities.

During the year ended July 31, 2022, \$Nil (2021 - \$50,000) was accrued to the President of the Company under an incentive bonus plan.

These transactions with related parties have been valued in these financial statements at the fair value. All amounts due to related parties are unsecured, non-interest bearing and have no specific repayment terms.

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13. Key management compensation

Remuneration of key management, included in the Note 12 table, comprises:

For the year ended	Accounting and administrative fees	Salaries and benefits	Directors' fees	Share-based payments	Total compensation
July 31, 2022	\$ 43,400	\$ 294,849	\$ 26,000	\$ 16,008	\$ 380,257
July 31, 2021	\$ 39,500	\$ 339,179	\$ 21,068	\$ -	\$ 399,747

Share-based payments represent the cost to the directors' and officers' participation in the incentive stock option plan, as measured by the fair value of instruments granted accounted for in accordance with IFRS 2, *Share-based payments*. Refer to note 10(b) for details of this plan.

14. Income taxes

The income taxes recognized in the statements of operations and comprehensive income are as follows:

	July 31, 2022	July 31, 2021
Income tax expense	\$ (219,000)	\$ (166,000)
Deferred income tax (expense) recovery	(11,000)	51,000
Total income tax expense	\$ (230,000)	\$ (115,000)

A reconciliation of the combined federal and provincial income taxes at the statutory rate of approximately 27% (2021 - 27%) and the Company's effective income tax expense is as follows:

	July 31, 2022	July 31, 2021
Income before taxes	\$ 780,957	\$ 676,610
Computed expected tax expense	211,000	183,000
Effect of change in tax rate and other	19,000	(5,000)
Change in unrecognized deferred tax assets	-	(63,000)
Income tax expense	\$ 230,000	\$ 115,000

Deferred tax assets

Deferred tax assets have been recognized with respect to the following items:

Property and equipment	\$ 39,000	\$ 42,000
Lease liability	1,000	9,000
Net deferred tax assets	\$ 40,000	\$ 51,000

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15. Fair value of financial instruments

At July 31, 2022, the Company held financial instruments carried at fair value on the Statements of Financial Position. The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:

- **Level 1** – Unadjusted quoted prices in active markets for identical assets or liabilities. Cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and lease liability are valued using quoted market prices and have been included in Level 1 of the fair value hierarchy.
- **Level 2** – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.
- **Level 3** – Inputs that are not based on observable market data.

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at July 31, 2022 and 2021:

July 31, 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Cash and cash equivalents	\$ 2,167,495	-	-	\$ 2,167,495
Accounts receivable	318,206	-	-	318,206
Financial liabilities				
Accounts payable and accrued liabilities	102,241	-	-	102,241
Lease liability	3,704	-	-	3,704
July 31, 2021				
Financial assets				
Cash and cash equivalents	\$ 1,662,606	-	-	\$ 1,662,606
Accounts receivable	364,154	-	-	364,154
Financial liabilities				
Accounts payable and accrued liabilities	191,057	-	-	191,057
Lease liability	32,629	-	-	32,629

16. Commitment

The Company is committed under an agreement to lease office facilities to September 30, 2022, with minimum monthly payments of \$970. The agreement was extended subsequent to the year ended July 31, 2022, and will now expire on September 30, 2024 with minimum monthly payments of \$1,048.

17. Segmented information

The Company currently has one reportable operating segment, being the provision of services and technologies for offender monitoring within Canada to Canadian federal and provincial correctional departments, and private customers. All of the Company's long-term assets are located in Canada.