

# **JEMTEC INC.**

## **Management Discussion and Analysis**

**July 31, 2024**

***This management discussion and analysis (“MD&A”) of JEMTEC Inc. (“Jemtec” or the “Company”) provides analysis of Jemtec’s financial results for the fiscal year ended July 31, 2024. The following information should be read in conjunction with the accompanying audited financial statements and the notes to the audited financial statements as at July 31, 2024.***

***The item numbering in this discussion refers to the numbering and headings as per the Form 51-102F1. Inapplicable items have been omitted.***

***This discussion includes statements about the Company’s expectations for the future. The Company’s management team believes that these expectations are reasonable; however, actual outcomes may differ materially from these expectations due to changes in operating performance, unexpected competition and other technical, market and economic factors.***

**Item 1.           Date: November 28, 2024**

This Management Discussion and Analysis, dated November 28, 2024, accompanies the audited financial statements of the Company for the fiscal year ended July 31, 2024.

**Item 2.           Overall Performance and Description of Business**

JEMTEC is incorporated under the laws of Ontario, Canada. The Company is the leading provider of integrated technology systems for community-based corrections in Canada. The Company’s core business is the provision of services and technology for offender monitoring in Canadian federal and provincial correctional departments.

The common shares of JEMTEC Inc. trade through the facilities of the TSX-Venture Exchange under the symbol JTC.

JEMTEC’s mission is to lead the Canadian criminal justice market by providing our customers integrated services and state-of-the-art technology systems. Our vital essence as a company is to make our society a better and safer place. Each of our technologies and programs is designed with this corporate mission in mind and we believe that working together with criminal justice professionals, we can help ensure public protection and the delivery of effective and accountable correctional services.

The management approach of offering different levels of technology allows corrections, courts and police to select from a variety of options ensuring the correct level of offender control at the lowest overall cost. Offender location detection/verification technologies include: offender reporting via telephone contact, offender reporting kiosks with integrated database, GPS active and passive tracking, voice verification, electronic monitoring house arrest systems, remote alcohol in-home monitoring and private monitoring services.

JEMTEC’s business model is project driven. Since 1987, the Company has provided Canadian federal and provincial government agencies with offender monitoring services and technologies under project agreements with terms of 1 to 7 years.

Over the past year, most of the Company’s agreements have been renewed and/or extended.

On March 5, 2015, Public Works and Government Services Canada (“PWGSC”) confirmed that Jemtec’s solution had been evaluated as the winning proposal to provide Correctional Services of Canada (“CSC”) Electronic Monitoring services throughout Canada effective immediately for its Electronic Monitoring Research Pilot. The contract is for an initial three-year period with two additional one-year options selectable by CSC. In March 2020, PWGSC confirmed that it was going to exercise the additional (second) one-year option. In March 2020, following a competitive RFP process, PWGSC issued a new contract to Jemtec for one year with up to four additional one-year extensions. In March 2021, the current agreement was extended for one year from April 1, 2021 to March 31, 2022. In March 2022, the current

agreement was extended for another one year from April 1, 2022 to March 31, 2023. In March 2023, the current agreement was extended to another one year to March 31, 2024. In March 2024, the current agreement was extended for its final year to March 31, 2025.

On February 12, 2016, Nova Scotia Department of Justice, Correctional Services (“Correctional Services”) confirmed that Jemtec was selected to provide offender monitoring services. The initial contract had a three-year term with an option for two additional two years extensions for a possible seven-year term. In March 2020, NS Correctional Services sent the Company an extension agreement for signature outlining its plan to exercise its first two-year additional extension. In January 2021, NS Correctional Services sent the Company another extension agreement for signature outlining its plan to exercise its second two-year additional extension until February 28, 2023. An additional extension until June 30, 2023 has been accepted by the Company and further Correctional Services has informed the Company that it will use technology from a different company starting July 1, 2023.

In February 2017, the Company extended its agreement with the Province of Saskatchewan (“Saskatchewan”) for a three-year term to March 31, 2020 with two optional extensions of up to one year each. In March 2020, the current agreement was extended for one year from April 1, 2020 to March 31, 2021. In March 2021, the current agreement was extended for another one year from April 1, 2021 to March 31, 2022. In March 2022, the current agreement was extended for a period of six months from April 1, 2022 to September 30, 2022. In October 2022, the current agreement was extended for a period of six months to March 31, 2023. In March 2023, the Company signed a 5-year lease agreement with Saskatchewan to provide offender management and monitoring technology.

For the periods from March 2017 to June 2022, Jemtec entered into an agreement with Ontario Ministry of the Solicitor General (“Ontario”) to provide electronic monitoring equipment, technology, central monitoring software and technical services in support of its electronic Supervision Program. On March 10, 2022, Ontario advised Jemtec that the Company was not the successful candidate to supply the GPS technology for the new program and the loss of this contract has had a significant effect on the Company’s sales and operations.

### **Item 3. Selected Annual Information and Prior Period Restatement**

#### **Prior period restatement**

In fiscal 2023, the Company entered into a lease with a third party and accounted for the contract as an operating lease as opposed to a finance lease in accordance with IFRS 16 – Leases. The Company has corrected the error and restated the carrying value of property and equipment and lease liabilities in the statement of financial position. In addition, depreciation expense, lease interest, and equipment rental and installation expense in the statement of operations and comprehensive loss have been restated to appropriately reflect the resulting impact on profit or loss.

The Company has restated its financial statements as noted below:

<b>For the year ended July 31, 2023</b>	As reported	Adjustment	As restated
<b>Statement of Financial Position</b>			
Property and equipment	\$ 45,431	\$ 279,570	\$ 325,001
Deferred income tax assets	-	78,000	78,000
Current portion of lease liability	22,075	54,202	76,277
Long-term portion of lease liability	3,837	233,892	237,729
Deferred income tax liabilities	-	75,000	75,000
Retained earnings	296,960	(5,524)	291,436
<b>Statement of Operations and Comprehensive Loss</b>			
Cost of sales - depreciation	-	28,670	28,670
Cost of sales – lease interest	-	11,104	11,104
Monitoring and activation fees	529,138	(31,250)	497,888
Deferred income tax expense	40,000	(3,000)	37,000
Net loss and comprehensive loss	(201,382)	(5,524)	(206,906)
<b>Statement of Cash Flows</b>			
Cash flows used in operating activities	(11,837)	31,250	19,413
Cash flows used in financing activities	(23,180)	(31,250)	(54,430)

Retained earnings and net loss and comprehensive loss for the year on the statement of changes in equity have been adjusted for the above changes.

We have summarized selected information from the Company's audited financial statements, which are prepared in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS").

	<b>For the years ended July 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
<b>Revenue</b>	\$ 1,692,055	\$ 1,444,996	\$ 2,804,462
<b>Interest income</b>	56,331	36,157	5,540
<b>Total expenses</b>	1,629,551	1,703,029	2,029,045
<b>Income tax recovery (expense)</b>	(28,534)	15,000	(230,000)
<b>Net income (loss)</b>	90,301	(206,906)	550,957
<b>Earnings (loss) per share</b>			
<b>Basic</b>	\$ 0.032	\$ (0.075)	\$ 0.197
<b>Diluted</b>	\$ 0.031	\$ (0.075)	\$ 0.193

**Item 4 and 5. Discussion of Operations and Summary of Quarterly Results**

Unaudited summarized income statement information for the last eight quarters is as follows:

	Quarters Ended							
	July 31 2024	April 30 2024	January 31 2024	October 31 2023	July 31 2023	April 30 2023	January 31 2023	October 31 2022
<b>Revenue</b>	\$ 472,176	\$ 429,610	\$ 418,549	\$ 371,720	\$ 368,449	\$ 344,897	\$ 357,899	\$ 373,721
<b>Interest income</b>	13,853	14,617	14,203	13,658	12,902	11,702	6,082	5,471
<b>Total expenses</b>	442,496	391,776	418,096	377,183	420,223	432,932	453,055	396,819
<b>Income tax</b>	(8,100)	(16,900)	(1,484)	(2,050)	20,655	(3,000)	(3,655)	1,000
<b>Net income (loss)</b>	\$ 35,433	\$ 34,811	\$ 13,951	\$ 6,106	\$ (18,217)	\$ (79,333)	\$ (92,729)	\$ (16,627)
<b>Earnings (loss) per share</b>								
<b>Basic</b>	\$ 0.013	\$ 0.012	\$ 0.005	\$ 0.002	\$ (0.007)	\$ (0.028)	\$ (0.033)	\$ (0.006)
<b>Diluted</b>	\$ 0.013	\$ 0.012	\$ 0.005	\$ 0.002	\$ (0.007)	\$ (0.028)	\$ (0.033)	\$ (0.006)

**Revenues**

Revenues have increased by 17% during the year ended July 31, 2024 compared to the year ended July 31, 2023 primarily due to the expansion with the province of Saskatchewan. The Company earned revenues on its agreements with the Provinces of Saskatchewan, CSC, interest on cash balances and from private bail clients waiting release from court dates.

	Years Ended July 31,	
	2024	2023
<b>Revenue</b>		
Monitoring services	\$ 923,102	\$ 1,125,308
Equipment rental, servicing and repairs	480,553	45,196
Replacement and other	288,400	274,462
<b>Total trade revenue</b>	\$ 1,692,055	\$ 1,444,966

Monitoring revenue is recognized as the services are provided to the customer pursuant to the underlying terms, conditions and rates included in the contracts. In cases where the performance obligations are not satisfied at the reporting period date, the related revenue is deferred to future periods and recognized as the services are provided.

Equipment rental revenue is recognized over the term of the agreement based on daily or monthly rates. Equipment servicing and repair revenue is recognized at the time the service is provided. Revenues from the sale of parts and supplies required to service, repair and maintain equipment are recognized when control of the goods has been transferred, which occurs when the goods are delivered to the customer.

Replacement revenue is recognized at the time the goods are provided and control transfers to the customer, which is evidenced by the delivery of goods. Other revenue consists of miscellaneous services that are provided and invoiced monthly.

The usual term of customer contracts and 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 other circumstances, may be cancelled upon specific notice provided to the Company. In situations where contracts and 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.

### Expenses

During the year ended July 31, 2024, the Company reclassified comparative information to present expenses based on their function, which resulted in the allocation of expenses between direct and indirect costs. The results of these reclassifications had no impact on net loss and comprehensive loss for the year ended July 31, 2023.

Total expenses decreased by 4% compared to the year ended July 31, 2023 primarily due to the fluctuations in monitoring and activation, equipment rental and installation, shipping, consulting fees, director fees, share-based payments, and travel.

Category	Changes – fiscal year ended July 31, 2024 compared to fiscal year ended July 31, 2023
Monitoring and activation	Decrease: Loss of Nova Scotia contract.
Equipment rent and installation	Increase: Greater use of services by Saskatchewan.
Shipping	Decrease: Loss of Nova Scotia contract.
Consulting fees	Decrease: Loss of Nova Scotia and Ontario contracts.
Director fees	Decrease: One less director in the board.
Share-based payments	Decrease: Expense amortized over time.
Travel	Decrease: Loss of Nova Scotia contract.
Depreciation	Increase: New Right-of-use asset.

### Income Tax

For the fiscal year ended July 31, 2024, the Company income tax expense of \$30,534 (2023 – \$52,000 recovery) and a deferred income tax recovery of \$2,000 (2023 – \$37,000 expense). The current income tax (recovery) expense was related to income tax in Canada.

### Net Income

For the year ended July 31, 2024, the Company recorded a net income of \$90,301, compared to a net loss of \$206,906 during the year ended July 31, 2023. This increase in net income is primarily associated with the expansion of the Saskatchewan contract and the decrease in certain expenses related to the loss of contracts.

**Item 6 and 7. Liquidity and Capital Resources****Liquidity**

As at July 31, 2024, the Company had cash and cash equivalents of \$2,406,673 and working capital of \$2,320,729. All cash and cash equivalents are on deposit with a Schedule I bank in Canada in current or interest accruing accounts.

	<b>As at July 31, 2024</b>	<b>As at July 31, 2023</b>
Current assets	\$ 2,596,409	\$ 2,462,287
Non-current assets	299,558	403,001
<b>Total assets</b>	<u>2,895,967</u>	<u>\$ 2,865,288</u>
Current liabilities	275,680	279,636
Non-current liabilities	234,193	312,729
<b>Total liabilities</b>	<u>509,873</u>	<u>592,365</u>
<b>Shareholders' equity</b>	<u>\$ 2,386,094</u>	<u>\$ 2,272,923</u>
<b>Working capital</b>	<u>\$ 2,320,729</u>	<u>\$ 2,182,651</u>

Working capital components include cash and cash equivalents in current or interest-bearing accounts, accounts receivable, prepaid expenses and deposits, accounts payable and accrued liabilities, customer deposits, deferred revenue, income tax payable/recoverable and current portion of lease liabilities.

Accounts receivable and accounts payable are expected to increase or decrease as sales volumes change. Deferred revenue will fluctuate in relation to the Company's private bail project. Private bail clients typically pay in advance for one or more months' monitoring.

A combination of a 17% increase in revenues and a 4% decrease in expenses resulted in a net income of \$90,301 for the year ended July 31, 2024 after an income tax expense of \$28,534, compared to net loss of \$206,906 for the year ended July 31, 2023 with an income tax recovery of \$15,000.

During its fiscal year ending July 31, 2025, the Company anticipates being in net income position from normal operations and any revenues or expenses resulting from an expansion of the Company's business or acquisition program.

The Company's management is not aware of any trends or other expected fluctuations in its liquidity that would create any deficiencies. The Company's management believes that its cash balances will be sufficient to meet the Company's short-term goals and will continue to review long-term requirements as necessary for operations and planned growth.

## Capital Requirements and Resources

The Company anticipates that it will have little need to acquire property and equipment over the next year. If the Company is required to purchase additional equipment to service an agreement, the Company would utilize its available cash to finance these capital expenditures.

### Item 9. Transactions with Related Parties

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 (2023 - \$20,000) is made to two directors, \$25,000 (2023 - \$25,000) is made to the Chairman and a fee of \$1,000 (2023 - \$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 (2023 - \$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, 2024 and 2023.

Nature of expenditure	July 31, 2024	July 31, 2023
Accounting and administration fees	\$ 45,800	\$ 45,900
Directors' fees	102,655	118,616
Salary and benefits	275,548	288,210
Share-based payments	22,870	45,229
<b>Key management compensation</b>	<b>\$ 446,873</b>	<b>\$ 497,955</b>

During the year ended July 31, 2024, \$102,655 (2023 – \$118,616) was recorded as director fees to the directors of the Company.

During the year ended July 31, 2024, accounting fees of \$45,800 (2023 – \$45,900) were incurred with an accounting Firm where a Partner in the Firm is an officer of the Company.

During the year ended July 31, 2024, \$Nil (2023 – \$Nil) was accrued to the President of the Company under an incentive bonus plan.

As at July 31, 2024, there is \$Nil (2023 - \$3,885) owing to related parties, which is included in accounts payable and accrued liabilities.

These transactions with related parties have been valued in these financial statements at the exchange amount, which represents the amounts agreed to between the parties. All amounts due to related parties are unsecured, non-interest bearing and have no specific repayment terms.

**Item 10. Fourth Quarter**

	<b>For the fourth quarters ended July 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>Revenue</b>		
Monitoring services	<b>\$ 225,446</b>	\$ 246,866
Equipment rental, servicing and repairs	<b>151,328</b>	45,196
Replacement and other	<b>95,402</b>	76,386
	<b>472,176</b>	368,448
<b>Cost of sale</b>		
Monitoring and activation	<b>118,298</b>	121,559
Equipment rental and installation	<b>117,715</b>	64,972
Consulting	<b>21,300</b>	21,450
Depreciation	<b>15,411</b>	14,335
Shipping and other	<b>9,970</b>	23,650
Interest	<b>5,199</b>	5,552
Travel	<b>793</b>	8,048
	<b>288,686</b>	259,566
<b>Gross profit</b>	<b>183,490</b>	108,882
<b>Expenses</b>		
Accounting and administration fees	<b>11,700</b>	11,100
Depreciation	<b>6,949</b>	14,881
Directors' fees	<b>21,642</b>	27,721
Foreign exchange gain/loss	<b>1,196</b>	932
Lease interest	<b>353</b>	533
Office	<b>16,410</b>	18,771
Professional fees	<b>12,553</b>	11,250
Salaries and benefits	<b>68,681</b>	69,521
Share-based payments	<b>9,287</b>	1,344
Shareholder communications	<b>3,775</b>	3,006
Vehicle	<b>1,264</b>	1,598
	<b>153,810</b>	160,657
Income (loss) before other items	<b>29,680</b>	(51,775)
Interest income	<b>13,853</b>	12,903
<b>Income (loss) before income taxes</b>	<b>43,533</b>	(38,872)
Income tax expense (recovery)	<b>8,100</b>	(20,655)
<b>Net income (loss) and comprehensive income (loss) for the period</b>	<b>\$ 35,433</b>	\$ (18,217)
<b>Earnings (loss) per share</b>		
Basic	<b>\$ 0.01</b>	\$ (0.01)
Diluted	<b>\$ 0.01</b>	\$ (0.01)
<b>Weighted-average number of shares outstanding</b>		
Basic	<b>2,794,679</b>	2,794,679
Diluted	<b>2,812,639</b>	2,794,679

**Item 12. Critical Accounting Estimates**

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expense during the reported periods. Actual results could differ from those estimates.

Reference should be made to *Note 2 – Basis of Presentation* and *Note 3 - Significant Accounting Policies* in the notes to the Company's audited financial statements for the years ended July 31, 2024 and 2023 for more information concerning the accounting principles used in the preparation of the Company's audited financial statements.

**Item 13. Changes in Accounting Policies and Future Accounting Changes**

During fiscal 2024, the Company adopted the amendments to *IAS 12*, which require the recognition of deferred tax related to assets and liabilities arising from a single transaction. The impact of this amendment on the Company's financial statements is included in Note 12 of the financial statements and has been applied retrospectively to the most recent comparative figures as if the standard was adopted effective August 1, 2022.

In addition, the Company adopted the amendments to *IAS 8 – Definition of Accounting Estimates*, and the amendments to *IAS 1* and *IFRS Practice Statement 2 – Disclosure of Accounting Policies*. The adoption resulted in disclosure of only material accounting policies in these financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for annual periods commencing on or after January 1, 2024. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

**Amendments to IAS 1 – Classification of Liabilities as Current or Non-current**

The amendments to *IAS 1* provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

These amendments are effective for reporting periods beginning on or after January 1, 2024.

**Amendment to IAS 1 – Non-current Liabilities with Covenants**

The amendment clarifies how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability.

These amendments are effective for reporting periods beginning on or after January 1, 2024.

**IFRS 18 Presentation and Disclosure in Financial Statements**

IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions.

1. Three defined categories for income and expenses—operating, investing and financing—to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit.
2. Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement.
3. Enhanced guidance on how to organize information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027.

**Item 14. Financial Instruments and Other Instruments**

Details of the Company's financial instruments, management's assessment of their related risks and details of management of those risks are as follows:

**Financial Risk Management**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities (excluding government service tax liabilities).

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. As at July 31, 2024, the Company had \$2,406,673 in cash balances.

The fair values of the Company's financial instruments approximate their book values due to the short-term nature of these instruments.

**Financial Instruments Risk Exposure**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes. The Company does not have any asset backed commercial paper.

**Credit Risk**

The Company's main exposure to credit risk is on its cash and cash equivalents and accounts receivable. All cash balances are held in a Canadian Schedule I bank. As at July 31, 2024, there is a concentration of credit risk in accounts receivable whereby two customers account for 90% of the outstanding balance; however, all amounts have been collected subsequent to the reporting period date.

**Liquidity Risk**

The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at July 31, 2024, the Company had cash and cash equivalents of \$2,406,673 to settle \$275,680 in current liabilities, which fall due for payment within twelve months of the reporting period date.

**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.

**Foreign Exchange Risk**

As at July 31, 2024, all the Company's cash and cash equivalent balances were held in Canada in Canadian dollars. 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.

**Item 15. Other Information****Share Capital**

The Company has three classes of share capital:

Common shares:	Unlimited, no par value
First preference shares:	Unlimited, no par value, issuable in series – None issued as at July 31, 2024 and 2023
Second preference shares:	25,000 Series A, no par value, redeemable, \$0.60 non-cumulative dividend – None issued as at July 31, 2024 and 2023

As at July 31, 2024 and November 28, 2024, 2,794,679 common shares and 279,465 stock options were outstanding.

**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 equal to 10% of the issued and outstanding common shares. Stock 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 TSX-V.

On April 2, 2024, the Company granted 100,215 stock options to officers and directors, at a price of \$0.60 per share, expiring 4 years after the date of grant and vest at a rate of 25% every three months from the date of grant to April 30, 2025. The fair value of the options granted was estimated on the date of grant at \$28,000 using the Black-Scholes option-pricing model with the following assumptions: i) risk-free interest rate 3.64%; ii) expected life of 4.0 years; iii) expected annualized volatility 54.47%; and iv) no dividend yield.

**Warrants**

None outstanding.

**Additional Information**

Additional information relating to the Company is available on the SEDAR website at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.JEMTEC.ca](http://www.JEMTEC.ca).