

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS OF
ADYA INC.
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2019
UNAUDITED**

TO THE SHAREHOLDERS OF ADYA INC.

The condensed interim consolidated statements of financial position of Adya Inc. at September 30, 2019, the condensed interim consolidated statements of operations and comprehensive income (loss) for the three and nine month periods ended September 30, 2019 and September 30, 2018, and the condensed interim consolidated statements of shareholders' equity and cash flows for the nine month period ended September 30, 2019 and September 30, 2018 have not been reviewed by the Company's auditors.

These condensed interim consolidated financial statements are the responsibility of management and have been reviewed and approved by the Company's Audit Committee and Board of Directors.

Adya Inc.

Condensed Interim Consolidated Statements of Financial Position (unaudited)

(In Canadian Dollars)

As at September 30 2019 and December 31, 2018

	Note	September 30, 2019	December 31, 2018
Assets			
Current assets:			
Cash and cash equivalents	3	\$ 435,441	\$ 624,027
Trade and other receivables, net of allowance for doubtful accounts	4	413,074	511,761
Inventory		33,526	39,635
Prepaid expenses and other		540,991	530,358
Total current assets		1,423,032	1,705,781
Non-current assets:			
Property and equipment	5	314,846	390,213
Intangible assets	6	57,610	21,989
Total non-current assets		372,456	412,202
Total assets		\$ 1,795,488	\$ 2,117,983
Liabilities and Shareholders' Equity (Deficiency)			
Current liabilities:			
Accounts payable and accrued liabilities	11	\$ 588,557	\$ 637,406
Deferred revenue		634,314	676,653
Debentures – current		450,000	450,000
Obligations under finance lease - current		-	1,673
Total current liabilities		1,672,871	1,765,732
Non-current liabilities:			
Notes payable - long term	7(a)	400,000	400,000
Debentures	7(b)	1,800,000	1,790,454
Total non-current liabilities		2,200,000	2,190,454
Total liabilities		3,872,871	3,956,186
Shareholders' equity (deficiency):			
Share capital	8(a)	4,029,265	4,029,265
Contributed surplus	8(d)	621,402	621,402
Deficit		(6,728,050)	(6,488,870)
Total shareholders' equity (deficiency)		(2,077,383)	(1,838,203)
Commitments	13		
Contingencies	15		
Total equity and liabilities		\$ 1,795,488	\$ 2,117,983

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

Approved on behalf of the Board:

"RAJAN ARORA" DIRECTOR

"RAJIV JAGOTA" DIRECTOR

Adya Inc.

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss (unaudited)

(In Canadian Dollars)

Three and nine months ended September 30, 2019 and September 30, 2018

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2019	2018	2019	2018
Revenue		\$ 1,734,724	\$ 2,021,043	\$ 5,420,238	\$ 6,442,072
Telecommunications costs		938,319	1,135,548	2,957,120	3,716,517
Gross margin		796,405	885,495	2,463,118	2,725,555
Operating expenses					
General and administrative		667,446	688,890	2,021,564	2,100,587
Marketing and selling		75,737	100,056	238,071	314,970
Development and technical support		80,473	91,492	255,531	354,407
Depreciation and amortization	5,6	26,154	37,584	83,463	112,104
		849,810	918,022	2,598,629	2,882,068
Operating (loss) before finance costs		(53,405)	(32,527)	(135,511)	(156,513)
Finance costs, net		(46,808)	(56,507)	(149,482)	(189,255)
Other income		246	3,399	4,853	9,849
Change in fair value of intangible assets		-	-	40,960	
		(46,562)	(53,108)	(103,669)	(179,406)
Loss before income taxes		(99,967)	(85,635)	(239,180)	(335,919)
Income tax expense (recovery)			-		(137,088)
Net loss and comprehensive loss		\$ (99,967)	(85,635)	\$ (239,180)	\$ (198,831)
Loss per share:					
Basic and diluted	9	\$ (0.042)	\$ (0.036)	\$ (0.101)	\$ (0.084)
Weighted average number of shares outstanding- basic and diluted	9	2,363,604	2,363,604	2,363,604	2,363,604

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

Adya Inc.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency)

(unaudited)

(In Canadian Dollars)

Nine months ended September 30, 2019 and September 30, 2018

	Share capital	Contributed surplus	Deficit	Total shareholders' equity (deficiency)
Balance, December 31, 2017	\$ 4,029,265	\$ 621,402	\$ (6,428,270)	\$ (1,777,603)
Net income	-	-	(198,831)	(198,831)
Balance, September 30, 2018	\$ 4,029,265	\$ 621,402	\$ (6,627,101)	\$ (1,976,434)
Balance, December 31, 2018	\$ 4,029,265	\$ 621,402	\$ (6,488,870)	\$ (1,838,203)
Net loss	-	-	(239,180)	(214,180)
Balance, September 30, 2019	\$ 4,029,265	\$ 621,402	\$ (6,728,050)	\$ (2,052,383)

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

Adya Inc.

Condensed Interim Consolidated Statements of Cash Flows (unaudited)

(In Canadian Dollars)

Nine months ended September 30, 2019 and September 30, 2018

	2019	2018
Cash provided by (used in):		
Operating activities:		
Net (loss) for the period	\$ (239,180)	\$ (198,831)
Adjustment for non-cash items:		
Depreciation and amortization (Note 5,6)	83,463	112,104
Change in fair value of intangible assets	(40,960)	-
Finance costs, net	149,482	189,255
	(47,196)	102,528
Change in non-cash operating working capital:		
Trade and other receivables	98,687	103,761
Inventory	6,109	(16,678)
Prepaid expenses and other	(10,633)	(31,863)
Accounts payable and accrued liabilities and provisions	(48,848)	(338,414)
Deferred revenue	(42,339)	22,681
	(44,219)	(157,985)
Financing activities:		
Payments of obligations under finance lease	(1,673)	(1,479)
Finance costs paid	(139,936)	(146,299)
	(141,609)	(147,778)
Investing activities:		
Acquisition of property and equipment (Note 5)	(2,758)	(8,378)
	(2,758)	(8,378)
Decrease in cash and cash equivalents	(188,586)	(314,141)
Cash and cash equivalents, beginning of period	624,027	1,144,736
Cash and cash equivalents, end of period	\$ 435,441	\$ 830,595

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

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

1. Nature of business:

Adya Inc. (the "Company") was incorporated under the laws of the Province of Ontario. The Company's registered office and its head office is located at 1039 McNicoll Ave., Toronto, Ontario. The consolidated financial statements of the Company comprise the Company and its wholly-owned subsidiaries International Telehop Network Systems Inc., G3 Telecom USA Inc., 179766 Ontario Inc. Telehop Agencies Inc., iRoam Mobile Solutions Ltd., Telehop Global Israel Inc., Telehop Management Inc., Telehop Rebillers Limited, The Friend Network Inc., The Friend Network Services Inc., ALO Telecom Inc., Ellora Phillipines Telecom Inc., Communications Interlink Inc., Elite Communications Inc., Telehop Carrier Services Inc., Worldhop.Com Inc., and Ten-Ten-Nine-Twenty Ltd. The Company is a full service telecommunication provider and is registered with the Canadian Radio-Television and Telecommunications Commission as a licensed Class "A" Telecom Carrier.

The Company's common shares trade on the TSV Venture Exchange under the symbol "ADYA".

On August 2, 2019, the Company completed the consolidation of its common shares on the basis of one post-consolidation common share for every twenty-five (20) pre-consolidation common shares. As a result, all outstanding share, option and warrant information presented in these consolidated financial statements has been retroactively adjusted on this basis.

2. Significant accounting policies:

(a) Statement of compliance:

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB) and the accounting policies we have adopted in accordance with International Financial Reporting Standards (IFRS). These unaudited interim consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to present fairly the Company's financial position as at September 30, 2019 and the Company's financial performance, comprehensive income and cash flows for the nine months ended September 30, 2019. The policies set out below are based on IFRS issued and outstanding as of November 18, 2019, being the date the consolidated financial statements were approved by the Board of Directors and authorized for issuance.

(b) Basis of preparation:

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value as described in the accounting policies. The consolidated financial statements are prepared in Canadian dollars, which is the Company's functional currency.

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

2. Significant accounting policies (continued):

(c) Basis of consolidation:

(i) Subsidiaries:

Subsidiaries are entities controlled by the Company where control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements. All subsidiaries of the Company are wholly owned and controlled by the Company.

(ii) Transactions eliminated on consolidation:

Inter-company balances and transactions between subsidiaries are eliminated in preparing the consolidated financial statements.

(d) Accounting policies:

The same accounting policies and methods of computation were followed in the preparation of these condensed interim consolidated financial statements as were followed in the preparation and described in Note 2 of the annual financial statements as at and for the year ended December 31, 2018, with the exception of new and revised standards along with any consequential amendments, effective January 1, 2019. Accordingly, these interim financial statements for the three and nine months ended September 30, 2019 and 2018 should be read together with the annual financial statements as at and for the year ended December 31, 2018.

(e) Use of estimates and critical judgments:

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

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.

Key areas requiring judgment and estimation uncertainty include:

- Allowance for doubtful accounts - In developing the estimates for an allowance against existing receivables, the Company considers general and industry economic and market conditions as well as credit information available for the customer and the aging of the account. Changes in the carrying amount due to changes in economic and market conditions could significantly affect the earnings for the period;

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

2. Significant accounting policies (continued):

- Useful lives of intangible assets and property and equipment - Management's judgment involves determining the expected useful lives of depreciable assets, to determine depreciation and amortization methods, and the asset's residual value;
- Impairment of non-financial assets - The process to determine whether there are triggering events of impairment of non-financial assets as well as the calculation of value in use requires use of assumptions such as estimates of future cash flows, discount rates and terminal growth rates;
- Stock-based compensation - In valuing stock options granted, the Company uses the Black-Scholes option pricing model. Several assumptions are used in the underlying calculation of fair values of the Company's stock options using the Black-Scholes option pricing model including the expected life of the option, risk-free interest rate and volatility of the underlying stock;
- Provisions - Judgment is required to assess the likelihood of an outflow of the economic benefits to settle contingencies, such as litigations, which may require a liability to be recognized. Significant judgments include assessing estimates of future cash flows and the probability of the occurrence of future events;
- Valuation of deferred income tax assets and liabilities - A deferred tax asset is recognized for unused losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable income will be available against which they can be utilized. Detailed estimates are required in evaluating the probability that deferred tax assets will be utilized. The Company's assessment is based on existing tax laws, estimates of future profitability, and tax planning strategies; and
- Going concern - These consolidated financial statements have been prepared in accordance with IFRS on a going concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment in determining assumptions for cash flow projections, such as anticipated financing, anticipated revenue and future commitments to assess the Company's ability to continue as a going concern. A critical judgment is that the Company continues to raise funds going forward and satisfy their obligations as they become due.

(f) New accounting standards

In January 2016, the IASB issued this standard, which brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases and requires all leases, including operating and financing to be reported on a company's balance sheet. IFRS 16 supersedes IAS 17, Leases, and related interpretations and is effective for periods beginning on or after January 1, 2019. The adoption of this policy had no material impact on these consolidated financial statements.

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

3. Cash and cash equivalents:

The Company's exposure to interest rate risk for the nine months ended September 30, 2019, in respect of cash balances, was not considered significant and is disclosed in Note 12.

4. Trade and other receivables:

	September 30, 2019	December 31, 2018
Trade and other receivables	\$ 454,265	\$ 564,148
Allowance for doubtful accounts	(41,191)	(52,387)
	\$ 413,074	\$ 511,761

(a) Trade receivables:

The average credit period for receivables is 30 days. Interest and late payment charges are charged thereafter at 2% per month on the outstanding balance.

The Company has credit evaluation, approval and monitoring processes to assess new customers' credit quality that mitigate potential credit risks. Credit limits are imposed on each customer, which are reviewed annually.

(b) Allowance for doubtful accounts:

The Company has recognized an allowance for doubtful accounts of 100% against receivables over 90 days except for certain accounts that are deemed collectible or have been collected subsequent to year end. Allowance for doubtful accounts is also recognized against current and under 90 days receivables based on account status at the end of the reporting period. The concentration of credit risk is limited due to the large and unrelated customer base serviced by the Company. Refer to Note 12.

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

5. Property and equipment:

	Switch equipment	Telecom equipment	Furniture and fixtures	Computer and customer equipment	Leasehold improvements	Total
Cost						
Balance, December 31, 2017	\$ 941,524	\$ 639,950	\$ 121,515	\$ 475,374	\$ 37,280	\$ 2,215,643
Additions	-	2,627	-	6,740	-	9,367
Balance, December 31, 2018	941,524	642,577	121,515	482,114	37,280	2,225,010
Additions	-	-	-	2,758	-	2,758
Balance, September 30, 2019	\$ 941,524	\$ 642,577	\$ 121,515	\$ 484,872	\$ 37,280	\$ 2,227,768
Accumulated Depreciation						
Balance, December 31, 2017	\$ 472,106	\$ 623,153	\$ 109,513	\$ 472,751	\$ 28,582	\$ 1,706,105
Depreciation	94,153	15,113	10,287	1,684	7,456	128,693
Balance, December 31, 2018	566,259	638,266	119,800	474,435	36,038	1,834,798
Depreciation	70,614	2,369	1,715	2,184	1,242	78,14
Balance, September 30, 2019	\$ 636,873	\$ 640,635	\$ 121,515	\$ 476,619	\$ 37,280	\$ 1,912,922
Carrying amount						
As at December 31, 2018	\$ 375,265	\$ 4,311	\$ 1,715	\$ 7,679	\$ 1,242	\$ 390,212
As at September 30, 2019	\$ 304,651	\$ 19,42	\$ -	\$ 8,253	\$ -	\$ 314,846

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

6. Intangible assets and goodwill:

	Customer lists	Website development	IP Address	Software	Total
Cost					
Balance, December 31, 2017	\$ 1,074,500	\$ 30,101	\$ -	\$425,316	\$1,529,917
Additions	-	-	-	-	-
Balance, December 31, 2018	1,074,500	30,101	-	425,316	1,529,917
Change in fair value upon revaluation	-	-	40,960	-	40,960
Balance, September 30, 2019	\$ 1,074,500	\$ 30,101	\$ 40,960	\$425,316	\$1,570,877
Accumulated Amortization					
Balance, December 31, 2017	\$ 1,061,000	\$ 30,101	\$ -	\$395,667	\$1,486,768
Amortization	13,500	-	-	7,660	21,160
Balance, December 31, 2018	1,074,500	30,101	-	403,327	1,507,928
Amortization	-	-	-	5,339	5,339
Balance, September 30, 2019	\$ 1,074,500	\$ 30,101	\$ -	\$408,666	\$1,513,267
Carrying amount					
As at December 31, 2018	\$ -	\$ -	\$ -	\$ 21,989	\$ 21,989
As at September 30, 2019	\$ -	\$ -	\$ 40,960	\$ 16,651	\$ 57,610

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

7. Notes and debentures payable:

(a) Notes payable

On December 31, 2016, the Company issued two promissory notes in the aggregate principal amount of \$400,000. The promissory notes are unsecured, bearing interest of 7.5% per annum (calculated monthly) and are due on December 31, 2020. The promissory notes are due to related parties (see Note 17).

(b) Debentures:

On February 24, 2014, the Company completed a private placement of \$3,000,000 of unsecured, five-year debentures. The debentures had a maturity date of five years from the date of closing of the offering of February 28, 2014 and bore interest at a rate of 10% per annum, payable semi-annually in cash on September 30 and December 31 in each year, commencing on June 30, 2014, with the final payment due on the maturity date.

Each debenture was priced at a 2% discount, namely at \$980 per \$1,000 of the principal amount thereof. On and after June 30, 2016, and at any time prior to the maturity date, the debentures are redeemable at the option of the Company at a price equal to \$1,000 per debenture plus accrued and unpaid interest thereon up to but excluding the date of redemption. The Company engaged Jones, Gable & Company Ltd. ("Jones Gable") to act as finder in connection with the offering and paid Jones Gable a \$195,000 fee equal to 6.5% of the gross proceeds raised from the sale of the debentures.

Total transaction costs including the discount related to the debenture offering were \$286,375 and were recorded as an offset to the carrying value of the debentures. During the nine months ended September 30, 2019, the Company recorded \$9,545 (nine months ended September 30, 2018 - \$28,637) of accretion of these transaction costs in finance costs.

Effective December 19, 2016, the Company entered into an agreement with its debenture holders to restructure the debt as follows:

- (i) The interest rate on the debentures was reduced from 10% per annum to 7.5% per annum;
- (ii) That the Company be required to pay \$150,000 of principal on December 31, 2018, and a further \$300,000 principal on December 31, 2019, and the balance of the principal outstanding on December 31, 2020;
- (iii) That any prepayment of principal other than as set out in the above paragraph be accompanied by penalty payment of 2% of the amount of principal prepaid;
- (iv) That the repayment of the principal by the Company be secured by a general security agreement on all of its assets, subject to postponement in favour of any prior general security agreement that may hereafter be issued by the Company in favour of the Company's institutional banker up to \$500,000;

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

7. Notes and debentures payable (continued):

(b) Debentures (continued):

(v) That 25% of the principal amount of \$3,000,000, excluding accrued interest, namely \$750,000 be converted pro rata among all debenture holders into common shares of the Company at a price of \$0.05 per share, resulting in the issuance of 15 million common shares of the Company; interest shall accrue on the converted portion of the debentures to the date of conversion and be paid at such time of conversion.

(vi) The common shares were subject to a 4 month hold period that expired on May 1, 2017.

Effective December 19, 2018, the Company entered into an agreement with its debenture holders to restructure the debt, deferring the \$150,000 due on December 31, 2018 to December 31, 2019.

Under IAS 39, *Financial Instruments: Recognition and Measurement*, the change in the terms of the debt instrument resulted in a modification of the original debentures as the change in the fair value of the present value of the revised cash flows, plus any fees paid, did not differ by 10% or more from the present value of the remaining cash flows of the existing debt.

The Company accounted for the partial settlement of debentures with common shares in accordance with IFRIC Interpretation 19, *Extinguishing Financial Liabilities with Equity Instruments*, and determined that the carrying value of the portion of debentures settled is equal to the fair value of the common shares issued and therefore, no gain or loss was recorded in the statement of operations and comprehensive loss.

The carrying value of the debentures as at September 30, 2019 is \$2,250,000 (December 31, 2018 - \$2,240,454).

8. Capital and other components of equity:

(a) Share capital:

The Company is authorized to issue an unlimited number of common shares. The numbers of outstanding common shares are as follows:

	September 30, 2019		December 31, 2018	
	Number of Shares	Amount	Number of Shares	Amount
Shares issued and outstanding, beginning of period	2,363,604	\$ 4,029,265	2,363,604	\$ 4,029,265
Share issuance	-	-	-	-
Shares issued and outstanding, end of period	2,363,604	\$ 4,029,265	2,363,604	\$ 4,029,265

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

8. Capital and other components of equity (continued):

(a) Share capital (continued):

The holders of common shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

(b) Issuance of share options:

As at September 30, 2019, directors and senior employees held 75,000 (December 31, 2018 - 85,000) options of the Company, with variable expiration dates from 2019 to 2022. Share options granted under the Company's Employee Share Option Plan carry no rights to dividends and no voting rights.

(d) Contributed surplus:

	September 30, 2019	December 31, 2018
Balance, beginning of year	\$ 621,402	\$ 621,402
Stock-based compensation expense	-	-
Balance, end of period	\$ 621,402	\$ 621,402

The contributed surplus comprises the impact of stock option expense, net of the impact of any related exercises and expiry of warrants.

9. Loss per share:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Loss for the period	\$ (99,967)	\$ (85,635)	\$ (239,180)	\$ (198,831)
Weighted average number of shares	2,363,604	2,363,604	2,363,604	2,363,604
Basic and diluted - loss per share	\$ (0.032)	\$ (0.036)	\$ (0.091)	\$ (0.084)

At September 30, 2019 and 2018, there is no effect of potentially dilutive securities. All outstanding stock options were excluded from the diluted weighted average number of common shares calculation, as their effect would have been anti-dilutive. If applicable, the average market value of the Company's shares for purposes of calculating the dilutive effect of share options would be based on quoted market prices for the period during which the options were outstanding.

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

10. Share-based payment transactions:

Employee Share Option Plan of the Company:

The Company has a share option plan (the "2005 Plan") for directors, officers, employees and consultants under written contract of the Company and its subsidiaries, as approved by the shareholders of the Company.

In 2011, the Company adopted a new 10% rolling Incentive Stock Option Plan (the "2011 Plan"), which replaced the fixed 2005 Plan where only a maximum of 90,000 options could be granted. Under the 2011 Plan, the aggregate number of optioned shares to be issued will not exceed 10% of the number of issued and outstanding shares of the company at the time of the granting of options.

As at September 30, 2019, there are 98,250 options outstanding and the Company can issue 138,110 additional options under the 2011 Plan.

Each employee share's option converts into one ordinary common share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

The Board of Directors administers the granting of all options under the 2011 Plan and has the discretion to prescribe vesting restrictions for options granted.

The following share-based payment arrangements were outstanding at September 30, 2019:

Option series	Number of options	Grant date	Expiry date	Exercise price	Fair value at grant date	Weighted average remaining life
	#			\$	\$	# of years
1	2,500	11/25/2014	11/25/2019	3.00	2.20	0.00
2	2,500	5/29/2015	5/29/2020	3.00	1.20	0.02
3	63,250	1/31/2017	1/31/2022	1.00	0.40	1.51
4	30,000	1/31/2017	1/31/2022	1.60	0.40	0.71
	98,250					2.24

The weighted average exercise price of the options is 1.23 years.

Options granted vest over a period not to exceed five years and expire 90 days after a recipient cease to qualify as a director, officer, employee or consultant under written contract.

The fair value of share options granted were priced using the Black Scholes option pricing model. Expected volatility is based on the historical share price volatility over the past five years. The inputs used in the measurement of the fair values at grant date of the share-based payment plans are the following:

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

10. Share-based payment transactions (continued):

Option Series	1	2	3	4
Grant date share price	\$ 2.80	\$ 1.80	\$ 0.70	\$ 0.70
Exercise price	\$ 3.00	\$ 2.00	\$ 1.00	\$ 1.60
Expected volatility	109%	82%	93%	93%
Expected life	5 years	5 years	5 years	5 years
Dividend yield	0%	0%	0%	0%
Risk-free interest rate	1.5%	0.9%	1.1%	1.1%

The following table presents information concerning stock options movement under the Plan:

	September 30, 2019		December 31, 2018	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of period	110,950	\$ 1.40	144,450	\$ 1.40
Expired	(12,700)	3.00	(33,500)	1.20
Options outstanding, end of period	98,250	\$ 1.23	110,950	\$ 1.40
Options exercisable, end of period	2,019,000	\$ 0.06	2,219,000	\$ 0.07

11. Accounts payable and accrued liabilities:

	September 30, 2019	December 31, 2018
Trade payables and accruals	\$ 501,028	\$ 566,307
Personnel related accruals	87,529	71,099
	\$ 588,557	\$ 637,406

The Company's standard term for trade payable is 30 - 60 days.

Adya Inc.

Notes to the Condensed Interim Consolidated Financial Statements (unaudited)
September 30, 2019

12. Financial risk management:

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk; and
- Operational risk

Risk management framework:

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors is responsible for developing and monitoring the Company's risk management policies. The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(a) Credit risk:

Trade and other receivables:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Company's customer base, including the default risk of the industry, as these factors may have an influence on credit risk, particularly in the currently deteriorating economic circumstances.

A credit policy is established under which each new customer is analyzed individually or in groups for creditworthiness and given appropriate credit limits. The Company's review includes agent review, external ratings when available, and in some cases, bank references. Credit limits are established for each customer and these limits are reviewed on an ongoing basis. Customers that fail to meet the Company's creditworthiness benchmark may transact with the Company only on a prepayment basis. Trade and other receivables relate mainly to the Company's retail customers.

The Company establishes an allowance for doubtful accounts that represents its estimate of uncollectible accounts in respect of trade and other receivables. The allowance for doubtful accounts is used to record potential impairment losses unless the Company is satisfied that no recovery of the amount owing is possible, at which point the amounts are written off against the financial asset directly. The Company makes significant estimates pertaining to allowance for doubtful accounts.

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12. Financial risk management (continued):

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date:

	September 30, 2019	December 31, 2018
Cash and cash equivalents	\$ 435,441	\$ 624,027
Trade and other receivables, before allowance	454,264	564,148
	\$ 889,705	\$1,815,654

Credit risk associated with cash and cash equivalents are minimized significantly by ensuring that these financial instruments are placed with major financial institutions. Credit risk associated with trade and other receivables is mitigated by the Company's large and unrelated customer base and the application of its credit evaluation, control and monitoring processes.

(b) Liquidity risk:

The Company is exposed to liquidity risk. Liquidity risk is the exposure of the Company to the risk of not being able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's future liquidity is dependent on factors such as the ability to generate cash from operations and to raise money through debt or equity financing. As at September 30, 2019, the Company had cash and cash equivalents of \$435,441 (December 31, 2018 - \$624,027), to settle current liabilities of \$1,672,872 (December 31, 2018 - \$1,765,732). The following are the contractual maturities of financial liabilities as at September 30, 2019:

	Carrying amount	Contractual cash flows	6 months or less	6-12 months	More than 1 year
Accounts payable and accrued liabilities	\$ 588,557	\$ 588,557	\$ 588,557	\$ -	\$ -
Debentures and notes payable	2,650,000	2,650,000	-	450,000	2,650,000
	\$ 3,238,557	\$ 3,238,557	\$ 588,557	\$ 450,000	\$ 2,650,000

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts. The Company does not currently believe it will encounter difficulty in meeting its obligations associated with its financial liabilities.

(b) Market risk:

(i) Currency risk:

The Company's functional currency is the Canadian dollar, but it regularly transacts in U.S. dollars for a portion of its business activities. The value of financial instruments or cash flows associated with the instruments denominated in U.S. dollars will be affected by changes in the exchange rate fluctuations in the market between the Canadian and U.S. dollar.

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12. Financial risk management (continued):

On occasion, the Company utilizes a hedging program to mitigate a portion of its currency risks. As at September 30, 2019 and December 31, 2018, the Company did not hold any derivative instrument or cash flow hedges.

A sensitivity analysis of the Canadian dollar against the U.S. dollar was performed as at December 31 of each year based on the Company's currency risk exposure. The results of the sensitivity analysis resulting in an increase or decrease on the Company's profit or loss and equity was not considered significant.

(ii) Interest rate risk:

The Company's primary interest rate risk consists of interest rate fluctuations, which may affect the Company's notes payable, debentures and lease obligations. The Company does not currently use derivative instruments to limit interest rate risks. There has been no change to the Company's exposure to market risks or the manner in which these risks are managed and measured from the prior year.

(c) Operational risk:

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Company's operations.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management within each business unit. This responsibility is supported by the development of overall Company standards for the management of operational risk in the following areas:

- requirements for appropriate segregation of duties, including the independent authorization of transactions;
- requirements for the reconciliation and monitoring of transactions;
- compliance with regulatory and other legal requirements;
- documentation of controls and procedures;
- requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified;
- requirements for the reporting of operational losses and proposed remedial action;
- development of contingency plans;
- training and professional development;
- ethical and business standards; and
- risk mitigation, including insurance when this is effective.

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12. Financial risk management (continued):

Compliance with Company standards is supported by a program of periodic reviews undertaken by senior management. The results are discussed with the management of the business unit to which they relate, with summaries submitted to the Audit Committee.

Fair value of financial instruments:

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies. Where quoted market values are not readily available, the Company may use considerable judgment to develop estimates of fair value. Accordingly, any estimated values are not necessarily indicative of the amounts the Company could realize in a current market exchange and could be materially affected by the use of different assumptions or methodologies. The Company classifies its fair value measurements within a fair value hierarchy, which reflects the significance of the inputs used in making the measurements as defined in IFRS 7, Financial Instruments - Disclosures.

- Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - unobservable inputs for the asset or liability which are supported by little or no market activity.

The fair values of short-term financial assets and liabilities, including trade and other receivables, and accounts payable and accrued liabilities as presented in the consolidated statements of financial position, approximate their carrying amounts due to their short-term maturities. The fair value of finance leases, debentures and notes payable approximates their carrying value because management believes the interest rates approximate the market interest rate for similar debt with similar security. There are no financial assets or liabilities measured using Level 3.

13. Commitments:

The Company assumed switch facility space as part of the acquisition of G3 Telecom for which it recognized \$83,727 in expense for the nine months ended September 30, 2019 (nine months ended September 30, 2018 - \$81,517). Subsequent to year end, the Company extended the lease agreement in respect of its switch facility space with minimum lease payments as below. During the nine months ended September 30, 2019, the Company also recognized rent expense in the amount of \$61,875 (nine months ended September 30, 2018 - \$66,031) as part of telecommunication costs relating to the operating lease for the switch facility.

The Company leases its corporate office that expired in June 2019. During the nine months ended September 30, 2019, the Company recognized \$117,621 (nine months ended September 30, 2018 - \$133,500) as an expense in profit or loss as part of general and administrative costs in respect of this operating lease. The Company's corporate office is leased from a company controlled by a director, see related party Note 17.

The future minimum annual rental payments on the non-cancellable operating leases are payable as follows:

2019	\$	157,492
2020		78,786
2021		81,149
2022		83,584
2023		86,095
Thereafter		14,419
	\$	501,525

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14. Capital management:

The Company's objective in managing capital is to ensure sufficient liquidity to pursue its strategy of organic growth combined with strategic acquisitions, so that it can provide above average returns for its shareholders. The Company defines capital that it manages as the aggregate of its shareholders' deficiency, which consists of issued share capital, contributed surplus and deficit.

The Company manages its capital structure and makes adjustments to it in light of general economic conditions and the risk characteristics of the underlying assets and the Company's working capital requirements. In order to maintain or adjust the capital structure, the Company, upon approval from its Board of Directors, may issue long-term debt, issue shares, repurchase shares through a normal course issuer bid and pay dividends. The Board of Directors reviews and approves any material transactions not in the ordinary course of business that may include various acquisition proposals, as well as capital and operating budgets. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body.

There were no changes in the Company's approach to capital management during the period.

15. Contingencies:

From time to time, the Company has been, and expects to continue to be, subject to legal proceedings and claims in the ordinary course of business. Such claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. The Company is not aware of any legal proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on the Company's financial condition or results of operations.

16. Operating segments and revenue streams:

Sales attributable to geographic location for nine months ended September 30, 2019 and September 30, 2018 are as follows:

	2019	2018
Canada	\$ 2,934,174	\$ 4,988,988
United States	1,829,027	1,453,084
	\$ 5,420,238	\$ 6,442,072

All of the Company's assets as at September 30, 2019 and December 31, 2018 are located in Canada.

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17. Related party transactions and balances:

The Company defines key management personnel as its CEO, CFO and directors. Key management personnel compensation is as follows for the nine months ended September 30:

	2019	2018
Wages, salaries and other benefits	\$ 248,389	\$ 238,425
	\$ 248,389	\$ 238,425

In addition to their salaries and allowances, key management personnel also participate in the Company's share option program and short-term health and dental benefits. Certain executive officers are subject to a mutual term of notice of nine months. Upon resignation at the Company's request, they are entitled to certain termination benefits, either cash or a percentage of gross salary.

The Company rents its head office space from a company owned by a Director of the Company and the vendor of G3 Telecom, and paid rent in the nine months ended September 30, 2019 in the amount of \$117,621 (nine months ended September 30, 2018 - \$133,500).

Directors received compensation for their services as directors of the Company. Additionally, the directors are able to participate in the Company's share option program. Outside of directors' fees, certain directors or companies affiliated with these directors also participated in transactions with the Company for legal services and received amounts totaling \$35,086 (2018 - \$19,694), which is the amount agreed to by the parties.

Effective December 31, 2016, companies owned by two directors of the Company, subscribed for notes payable in the amount of \$200,000 each for a total of \$400,000 as described in Note 7(a). The notes payable bear interest at 7.5% per annum (calculated monthly) and are due December 31, 2020. Total Interest accrued and paid on the loans during the nine months ended September 30, 2019 was \$22,500 (nine months ended September 30, 2018 - \$22,500).

18. Subsequent events:

On October 23, 2019 the Company announced that it intends to close a private placement offering ("Private Placement") of 21,249,936 common shares of the Company ("Shares") to Iris Technologies Inc. ("Iristel") at a price per Share equal to \$0.07647, for aggregate gross proceeds of \$1,625,000 to the Company (the "Proceeds"). There are currently 2,363,604 Shares issued and outstanding and with the issuance of 21,249,936 Shares to Iristel, the Company will have a total of 23,613,540 Shares issued and outstanding, of which Iristel will hold approximately 90%.

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18. Subsequent events (continued):

The Proceeds of the Private Placement are to be immediately used by the Company to effect the settlement and payment to the holders of \$2,250,000 aggregate principal amount of 7.5% debentures of the Company (“Debentures”) issued February 28, 2014, pursuant to an amended & restated debenture indenture (the “Indenture”) entered into concurrently therewith between the Company and TSX Trust Company, the trustee pursuant to the Indenture. The payment of the Proceeds to TSX Trust Company, on behalf of the holders of Debentures, is to be made in addition to a payment made concurrently thereto by the Company of its cash-on-hand on the date thereof. In consideration for the payments thereto, TSX Trust Company, on behalf of the holders of Debentures, will then agree to terminate the debentures as fully-paid and cancelled.

As part of this transaction, effective on the date the Private Placement is closed (the “Closing Date”), Adya’s current Board members will have resigned and the new directors, set out below, are to be appointed. The following current directors will be resigning: Rajan Arora, Eamon Hoey, Rajiv Jagota, Robert Stikeman, and Pankaj Varma. The new board of directors is to be composed as follows:

• Samer Bishay • Magdi Wanis • Robert Khoury • Eric Rothschild • Steve Gregory

Also effective the Closing Date, Mr. Rajiv Jagota will resign as Adya’s Chief Executive Officer and is to be replaced by Mr. Samer Bishay. The Company wishes to thank Rajiv for his service and dedication to Adya. Rajiv will continue as an advisor to Adya during a short transition period. Mr. Kyle Appleby, the current Chief Financial Officer of Adya will remain with the Company and Mr. Robert Khoury will be appointed as Secretary.