

# **NamSys Inc.**

## **MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEAR ENDED OCTOBER 31, 2022**

The following is a discussion and analysis of the results of operations and financial condition of the Company for the years ended October 31, 2022 and 2021 along with certain factors that may affect the Company's prospective financial condition and results of operations.

### **Forward-Looking Statements**

This MD&A contains forward-looking information. All statements, other than statements of historic fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding estimates and/or assumptions in respect of revenue, cash flow, costs, economic return) constitute forward-looking information. This forward-looking information reflects the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

### **Overview**

The Company commenced business in the late 1980's when it was a sales representative organization for currency solutions which, at that time, were largely mechanical. In the mid 1990's, management decided to custom build some of the mechanical devices customers were seeking and continued to sell these solutions until approximately 2005. During the latter period noted above, the Company began to create software to assist with the efficiency of the solution being sold. In 2006, the Company decided to exit the very competitive mechanical equipment market and sold the division to a U.S. client (which continues today as a distributor of the Company's software).

Early software development by the Company was largely customized to the clients needs and licensed by the Company to such clients. However, approximately fourteen years ago certain customized functions were offered to a broad base of customers (largely through currency carriers). The Company referred to such offerings as "dashboard solutions" and ran the processes on its own dedicated computer system. This was essentially an early cloud computing solution. Over time, the formal cloud computing paradigm became acceptable to larger organizations. The Company's present business is largely directed to this delivery channel, with a variety of solutions to move, manage and account for currency now being largely driven by cloud based solutions.

The Company's cloud based ("SaaS") products are labelled as "Cirreon" and "Currency Controller", and are well recognized in the industry.

## SELECTED ANNUAL INFORMATION

The table below presents selected annual information derived from the Company's financial statements for each of the three most recently completed financial years ending October 31:

	2022	2021	2020
	\$	\$	\$
Total Revenue	5,394,781	4,975,128	4,745,950
Operating Income (Loss)	1,753,157	1,830,143	(1,569,337)
Comprehensive Income (Loss)	1,394,440	1,266,623	(1,090,660)
Income (Loss) per share:			
Basic	0.05	0.05	(0.04)
Diluted	0.05	0.05	(0.04)
Total Assets	6,706,058	5,462,475	8,037,343
Total Long Term Liabilities	-	-	11,195

## Quarterly Financial Data

The table below presents selected financial data of the Company for each of the eight fiscal quarters ended October 31, 2022:

	Fiscal quarter end							
	Oct. 31 2022	Jul. 31 2022	Apr. 30 2022	Jan. 31 2022	Oct. 31 2021	Jul. 31 2021	Apr. 30 2021	Jan. 31 2021
	(in thousands of dollars)							
Revenue	1,438	1,367	1,317	1,273	1,273	1,231	1,245	1,226
Gross profit	837	848	773	689	723	729	752	789
Income after tax	422	368	313	291	322	329	306	310
Income per share:								
Basic	0.015	0.014	0.011	0.011	0.012	0.012	0.011	0.011
Diluted	0.015	0.014	0.011	0.011	0.012	0.012	0.011	0.011

## Results of Operations

### *Three months ended October 31, 2022 compared to Three months ended October 31, 2021*

#### **Revenue**

	2022	2021	Change	Change %
	\$	\$	\$	
Software subscriptions, hosted services, maintenance and product support	1,427,931	1,263,484	164,447	13.0%
Licences	-	-	-	-
Professional services	10,112	9,348	764	8.2%
	1,438,043	1,272,832	165,211	13.0%

Revenue in the three months ended October 31, 2022, increased in comparison to the same period in the prior year. The Company's total sales for the three months ended October 31, 2022, were \$1,438,043 as compared to \$1,272,832 for the corresponding period in 2021, an increase of \$165,211 or 13.0%. The Company continues to see growth in its "software-as-a-service" offerings and benefits from this model as the services are paid monthly.

The Company generates software revenue from Cirreon and Currency Controller software subscriptions and hosted services, upgrading legacy license holder's systems, training, consulting and from recurring revenues for maintenance and product support of legacy systems. The majority of the Company's legacy licensed systems customers renew their product support agreements annually, in order to stay current with new features and developments. A small number of Cirreon license agreements have been granted to distributors where the product has been customized to meet the needs of the distributor's clients. Such licenses are for definitive periods and are for defined usage with normal "SaaS" monthly fees.

Recurring revenue, including maintenance, product support, software subscriptions and hosted services (SaaS) revenue for the three months ended October 31, 2022, represented \$1,427,931 of the total revenue compared to \$1,263,484 for the corresponding three months the previous year, an increase of \$164,447 or 13.0%. Recurring revenue represented 99.3% of total sales revenue in the three months ended October 31, 2022, as compared to 99.3% in the same three months of fiscal 2021.

## **Cost of Goods Sold and Gross Profit**

*Three months ended October 31, 2022 compared to Three months ended October 31, 2021*

Historically, the sales mix between software license fees and subscriptions, hosted products and other services impact the Company's Gross Profit in any given reporting period. Gross Profit can also be affected by changes in the exchange rate between Canadian and U.S. dollars, given that U.S. dollar sales represent 95% or more of total sales.

Cost of goods sold for the three months ended October 31, 2022, was \$601,477 compared to \$549,763 in the corresponding period in 2021. The overall Gross Profit achieved in the fourth quarter of 2022 was \$836,566 or 58.2%, compared to Gross Profit for the corresponding period in 2021 of \$723,069 or 56.8%, an increase in Gross Margin percentage of 1.4 percentage points.

## **Selling Expenses**

*Three months ended October 31, 2022 compared to Three months ended October 31, 2021*

Selling expenses are comprised of direct selling and marketing expenses and the salaries of employees whose principal function is sales and marketing. Selling expenses for the three months ended October 31, 2022, totaled \$89,987, an increase of \$1,011 or 1.1% from \$88,976 in the corresponding period of 2021. Various selling expenses increased by an aggregate of \$1,011 in the period. Selling expense was 6.3% of revenue in the fourth quarter of 2022 as compared to 7.0% in the 2021 same quarter, recognizing that revenues in the 2022 period were up \$165,211 or 13.0% from the 2021 comparative period.

## **General and Administration Expenses**

*Three months ended October 31, 2022 compared to Three months ended October 31, 2021*

General and administration ("G&A") expense consists primarily of salaries, benefits and overhead expenses, corporate maintenance charges, occupancy, professional fees and travel.

G&A expense totaled \$262,238 in the three months ended October 31, 2022, as compared to \$181,510 in the 2021 comparative period, an increase of \$80,728 or 44.5%.

G&A expense increased in the three months ended October 31, 2022, primarily due to the reversal of an accrual of \$53,874 in the comparative quarter in respect of US State sales taxes that the Company determined was no longer necessary. In the current quarter, staff compensation costs increased by \$14,206, recruiting fees were higher by \$12,192 and various other G&A costs increased by \$456 in aggregate, resulting in the total expense in the quarter ended October 31, 2022, being higher by \$80,728 versus the comparative quarter.

Depreciation of property and equipment for the three months ended October 31, 2022, of \$1,984 decreased by \$746 or 27.3% from \$2,730 in the same period of 2021. The level of amortization is a result of the Company incurring only minor expenditures for property and equipment over the last several years.

Depreciation of the right-of-use asset for the three months ended October 31, 2022, is \$nil (2021 – \$16,151). The Company adopted IFRS 16 – Leases on November 1, 2019. The adoption of IFRS 16 resulted in the recognition of a right-of-use asset in respect of the Company's operating premises lease. The right-of-use asset was depreciated on a straight-line basis over the lease term, which expired December 31, 2021.

With the increase in sales, as noted above, and the increase in G&A expenses, the G&A expense ratio as compared to revenue was 18.2% in the fourth quarter of 2022 as compared to 14.3% in the 2021 fourth quarter.

### ***Bad debt expense***

In the fourth quarter of 2022, the Company determined that a trade receivable from one customer was not collectible and wrote off the entire balance, recognizing a bad debt expense of \$2,546 on the statement of comprehensive income. In the fourth quarter of 2021, the Company determined that a trade receivable from one customer was not collectible and wrote off the entire balance, recognizing a bad debt expense of \$19,865 on the statement of comprehensive income.

### ***Financing and Other Costs and Income***

Other than trade and other payables, the Company has no debt outstanding and incurred no interest expense in respect of outstanding debt in the current period. Also, the Company incurred no interest expense in respect of outstanding debt in the comparative period, other than a finance cost on a lease liability that terminated December 31, 2021.

### ***Interest income***

The Company held a \$2,000,000 term deposit which matured on March 14, 2022 and bore interest at 0.78% per annum. The Company holds a \$800,000 guaranteed investment certificate which matures on October 25, 2023, and bears interest at 4.45% per annum. In respect of short term investments, for the quarter ended October 31, 2022, \$nil interest income was recognized (\$3,932 for the quarter ended October 31, 2021).

### ***Finance cost on lease liability***

The Company adopted IFRS 16 – Leases on November 1, 2019. The adoption of IFRS 16 resulted in the recognition of a lease liability in respect of the Company's operating premises lease which expired December 31, 2021. Each lease payment included in the lease liability was apportioned between the repayment of the liability and a finance cost. For the three months ended October 31, 2022, the finance cost recognized was \$nil (2021 – \$219).

### ***Gain (loss) on foreign exchange***

The Company recognized a gain on foreign exchange of \$93,400 in the fourth quarter of 2022, whereas a gain of \$2,172 was experienced in the comparative quarter of 2021. This results in an increase in income of \$91,228 in the 2022 fourth quarter as compared to the 2021 same period. The gain on foreign exchange recognized in the quarter ended October 31, 2022, is a result of both the large number of clients that are domiciled in the USA and other countries, which are invoiced for services in US dollars, along with the fluctuation in the Canadian dollar vis-à-vis the US dollar occurring during the quarter. The Company invoices its foreign customers

in US dollars and recognizes a foreign exchange gain (loss) when the Canadian dollar amount of the receivable at period end, or the amount received in the period, is greater (less) than at the time of invoicing.

### ***Provision for Income Taxes***

The basic rate of 26.50% was applied to the pre-tax income in the 2022 fourth quarter of \$575,280 (2021 – basic rate of 26.50% and pre-tax income of \$438,603), resulting in a current income tax expense of \$152,099 (2021 – expense of \$117,831). Deferred income tax expense was \$1,000 in the fourth quarter of 2022 (2021 – \$1,000 recovery).

As a result of recognizing a current income tax expense of \$104,631 in the first quarter of 2022, \$113,010 in the second quarter, \$132,502 in the third quarter and \$152,099 in the fourth quarter, as well as paying income tax instalments of \$50,000 in the first quarter, \$45,000 in the second quarter, \$105,000 in the third quarter and \$105,000 in the fourth quarter, and also recognizing a tax receivable of \$79,560 due to income tax withholdings made by one of the Company's foreign customers, and lastly recording refund interest receivable of \$69 assessed by the Canada Revenue Agency, at October 31, 2022, the Company had income taxes payable of \$3,701 (October 31, 2021 – receivable of \$113,912).

As a result of recognizing a deferred income tax expense of \$nil in the first quarter of 2022, \$nil in the second quarter, \$1,000 in the third quarter and \$1,000 in the fourth quarter, at October 31, 2022, the Company had deferred income tax assets totaling \$11,000 (October 31, 2021 – \$13,000). This asset primarily relates to deferred tax assets from deferral of capital cost allowance.

### ***Comprehensive Income and Income Per Share***

As a result of the factors discussed above, the comprehensive income after tax for the three months ended October 31, 2022 was \$422,181 as compared to a comprehensive income of \$321,772 in the three months ended October 31, 2021.

Three months ended October 31,

	2022	2021
	\$	\$
Comprehensive income	422,181	321,772
Income per share:		
Basic	0.02	0.01
Diluted	0.02	0.01

For the three months ended October 31, 2022, the weighted average number of shares outstanding used to calculate basic income per share was 27,286,332 (2021 – 27,286,332).

## ***Year ended October 31, 2022 compared to Year ended October 31, 2021***

### ***Revenue***

	2022	2021	Change	Change %
	\$	\$	\$	
Software subscriptions, hosted services, maintenance and product support	5,325,120	4,912,857	412,263	8.4%
Licences	-	-	-	-
Professional services	69,661	62,271	7,390	11.9%
	5,394,781	4,975,128	419,653	8.4%

Revenue in the year ended October 31, 2022, increased in comparison to the same period in the prior year. The Company's total sales for the year ended October 31, 2022, were \$5,394,781 as compared to \$4,975,128 for the corresponding period in 2021, an increase of \$419,653 or 8.4%. The Company continues to see growth in its "software-as-a-service" offerings and benefits from this model as the services are paid monthly.

The Company generates software revenue from Cirreon and Currency Controller software subscriptions and hosted services, upgrading legacy license holder's systems, training, consulting and from recurring revenues for maintenance and product support of legacy systems. The majority of the Company's legacy licensed systems customers renew their product support agreements annually, in order to stay current with new features and developments. A small number of Cirreon license agreements have been granted to distributors where the product has been customized to meet the needs of the distributor's clients. Such licenses are for definitive periods and are for defined usage with normal "SaaS" monthly fees.

Recurring revenue, including maintenance, product support, software subscriptions and hosted services (SaaS) revenue for the year ended October 31, 2022, represented \$5,325,120 of the total revenue compared to \$4,912,857 for the corresponding twelve months the previous year, an increase of \$412,263 or 8.4%. Recurring revenue represented 98.7% of total sales revenue in the year ended October 31, 2022, as compared to 98.7% in the same twelve months of fiscal 2021.

### ***Cost of Goods Sold and Gross Profit***

#### ***Year ended October 31, 2022 compared to Year ended October 31, 2021***

Historically, the sales mix between software license fees and subscriptions, hosted products and other services impact the Company's Gross Profit in any given reporting period. Gross Profit can also be affected by changes in the exchange rate between Canadian and U.S. dollars, given that U.S. dollar sales represent 95% or more of total sales.

Cost of goods sold for the year ended October 31, 2022, was \$2,248,149 compared to \$1,981,879 in the corresponding period in 2021. The overall Gross Profit achieved in fiscal year 2022 was \$3,146,632 or 58.3%, compared to Gross Profit for the corresponding period in 2021 of \$2,993,249 or 60.2%, a decrease in Gross Margin percentage of 1.9 percentage points.

## ***Selling Expenses***

*Year ended October 31, 2022 compared to Year ended October 31, 2021*

Selling expenses are comprised of direct selling and marketing expenses and the salaries of employees whose principal function is sales and marketing. Selling expenses for the year ended October 31, 2022, totaled \$330,589, an increase of \$28,327 or 9.4% from \$302,262 in the corresponding period of 2021. This increase is due to higher travel and trade show attendance costs of \$23,262 as pre-Covid, in-person industry events return. Various other selling expenses increased by an aggregate of \$5,065 in the period, such that the total increase in selling expenses is \$28,327. Selling expense was 6.1% of revenue in fiscal year 2022 as compared to 6.1% in the 2021 fiscal year, recognizing that revenues in the 2022 period were up \$419,653 or 8.4% from the 2021 comparative period.

## ***General and Administration Expenses***

*Year ended October 31, 2022 compared to Year ended October 31, 2021*

General and administration (“G&A”) expense consists primarily of salaries, benefits and overhead expenses, corporate maintenance charges, occupancy, professional fees and travel.

G&A expense totaled \$1,060,340 in the year ended October 31, 2022, as compared to \$840,979 in the 2021 comparative period, an increase of \$219,361 or 26.1%.

G&A expense increased in the current fiscal year primarily due to higher staff compensation costs of \$205,417, which now include a Chief Information Security Officer. Various other G&A costs increased by \$13,944 in aggregate, resulting in the total expense in the year ended October 31, 2022, being higher by \$219,361 versus the comparative fiscal year.

Depreciation of property and equipment for the year ended October 31, 2022, of \$12,028 increased by \$1,972 or 19.6% from \$10,056 in the same period of 2021. The increase is from the write-off of the unamortized balance of leasehold improvements on space the Company no longer occupies. The level of amortization is a result of the Company incurring only minor expenditures for property and equipment over the last several years.

Depreciation of the right-of-use asset for the year ended October 31, 2022, is \$10,768 (2021 – \$64,605). The Company adopted IFRS 16 – Leases on November 1, 2019. The adoption of IFRS 16 resulted in the recognition of a right-of-use asset in respect of the Company’s operating premises lease. The right-of-use asset was depreciated on a straight-line basis over the lease term, which expired December 31, 2021.

With the increase in sales, as noted above, and the increase in G&A expenses, the G&A expense ratio as compared to revenue was 19.7% in fiscal year 2022 as compared to 16.9% in the 2021 fiscal year.

## ***Financing and Other Costs and Income***

Other than trade and other payables, the Company has no debt outstanding and, other than a finance cost on a lease liability that terminated December 31, 2021, incurred no interest expense in respect of outstanding debt in the current or comparative period.

### ***Interest income***

At October 31, 2022, the Company held a \$800,000 cashable guaranteed investment certificate which matures on October 25, 2023, and bears interest at 4.45% per annum. At October 31, 2021, the Company held a \$2,000,000 term deposit which matured on March 14, 2022, and bore interest at 0.78% per annum. In respect of short term investments, for the year ended October 31, 2022, \$5,727 of interest income was recognized (\$17,054 for the year ended October 31, 2021).

### ***Finance cost on lease liability***

The Company adopted IFRS 16 – Leases on November 1, 2019. The adoption of IFRS 16 resulted in the recognition of a lease liability in respect of the Company's operating premises lease which expired December 31, 2021. Each lease payment included in the lease liability was apportioned between the repayment of the liability and a finance cost. For the year ended October 31, 2022, the finance cost recognized was \$55 (2021 – \$1,846).

### ***Gain (loss) on foreign exchange***

The Company recognized a gain on foreign exchange of \$139,768 in fiscal year 2022, whereas a loss of \$120,096 was experienced in the comparative fiscal year of 2021. This results in an increase in income of \$259,864 in the 2022 fiscal year as compared to the 2021 same period. The gain on foreign exchange recognized in the year ended October 31, 2022, is a result of both the large number of clients that are domiciled in the USA and other countries, which are invoiced for services in US dollars, along with the fluctuation in the Canadian dollar vis-à-vis the US dollar occurring during the fiscal year. The Company invoices its foreign customers in US dollars and recognizes a foreign exchange gain (loss) when the Canadian dollar amount of the receivable at period end, or the amount received in the period, is greater (less) than at the time of invoicing.

### ***Provision for Income Taxes***

The basic rate of 26.50% was applied to the pre-tax income in the 2022 fiscal year of \$1,898,682 (2021 – basic rate of 26.50% and pre-tax income of \$1,725,322), resulting in a current income tax expense of \$502,242 (2021 – expense of \$416,699). Deferred income tax expense was \$2,000 in fiscal year 2022 (2021 – expense of \$42,000).

As a result of recognizing a current income tax expense of \$502,242 in fiscal year 2022, paying income tax instalments of \$305,000, recognizing a tax receivable of \$79,560 due to income tax withholdings made by one of the Company's foreign customers, and recording a refund interest receivable of \$69 assessed by the Canada Revenue Agency, at October 31, 2022, the Company had income taxes payable of \$3,701 (October 31, 2021 – receivable of \$113,912).

As a result of recognizing a deferred income tax expense of \$2,000 in fiscal year 2022, at October 31, 2022, the Company had deferred income tax assets totaling \$11,000 (October 31, 2021 – \$13,000). This asset primarily relates to deferred tax assets from deferral of capital cost allowance.

## **Related Party Transactions**

The following summarizes the Company's related party transactions:

- a) Included in general and administration expenses in the year ended October 31, 2022, are rent and administration expenses of \$45,600 (2021 – \$45,600) for the Head office rental and corporate secretarial functions of the Company. These expenses, along with management fees of \$60,000 (2021 – \$60,000), have been paid in lieu of salary to a company that is partially owned by the Executive Chairman of the Company ("Chairman"). In addition, selling expenses include consulting expenses for sales and marketing in the amount of \$45,000 incurred in the year ended October 31, 2022 (2021 – \$45,000) from a company that is controlled by the Founder of the Company.
- b) The only liabilities due to related parties at October 31, 2022, are amounts due to directors of \$83,870 (October 31, 2021 – \$34,755) included in trade and other payables. The related party amounts included in trade and other payables are unsecured, non-interest bearing and due on demand.

## **Comprehensive Income and Income Per Share**

As a result of the factors discussed above, the comprehensive income after tax for the year ended October 31, 2022 was \$1,394,440 as compared to a comprehensive income of \$1,266,623 in the year ended October 31, 2021.

Year ended October 31,

	2022	2021
	\$	\$
Comprehensive income	1,394,440	1,266,623
Income per share:		
Basic	0.05	0.05
Diluted	0.05	0.05

For the year ended October 31, 2022, the weighted average number of shares outstanding used to calculate basic income per share was 27,286,332 (2021 – 27,286,332).

## **Liquidity and Capital Resources**

### **General**

During the most recent five year period ended October 31, 2022, the Company funded all capital expenditures, operations and debt reduction from cash flow.

## ***Cash Flow from Operations***

The Company had working capital of \$6,109,861 at October 31, 2022, compared to working capital of \$4,843,323 at October 31, 2021. Excluded from the October 31, 2022, working capital calculations are: prepaid expenses of \$114,670 (October 31, 2021 – \$83,444); and deferred revenue of \$222,349 (October 31, 2021 – \$373,285).

For the year ended October 31, 2022, the Company had positive cash flow from operations of \$962,018 as compared to negative cash flow from operations of (\$1,612,037) in the year ended October 31, 2021. The negative cash flow from operations in the comparative period is due to the amount paid in fiscal year 2021 of \$3,949,697 in respect of the termination of the Employee Long Term Bonus Plan, as described below and in Note 15 of the Financial Statements.

## ***BALANCE SHEET***

### ***Short Term Investments***

At October 31, 2022, the Company held a \$800,000 cashable guaranteed investment certificate which matures on October 25, 2023, and bears interest at 4.45% per annum. At October 31, 2021, the Company held a \$2,000,000 term deposit which matured on March 14, 2022, and bore interest at 0.78% per annum.

Total interest accrued for the year ended October 31, 2022 in respect of short term investments amounted to \$5,727 (2021 – \$17,054).

### ***Trade and Other Receivables***

At October 31, 2022, the Company had trade and other receivables of \$1,038,800 (October 31, 2021 – \$644,230) of which \$nil (October 31, 2021 – \$38,775) was reallocated to non-current assets. One foreign customer withholds an amount, for income tax on software, from payments made to the Company in respect of trade receivables. The Company believed the withholdings were made in error and reallocated the receivable to non-current trade receivable at October 31, 2021. In the fourth quarter of 2022, the Company determined that the withholdings are correct and that the Company will be able to claim a foreign tax credit against income taxes otherwise payable in Canada. As a result, the amounts being withheld are now recorded as a reduction of income taxes payable.

The amount of receivables over 90 days past due, at October 31, 2022, is \$245,716 (October 31, 2021 – \$104,092). Based on subsequent collections and a review of outstanding balances, the Company believes no provision for expected credit losses is required at this time.

### ***Property and Equipment***

Property and equipment are recorded at cost less accumulated amortization and are amortized over their estimated useful lives as follows:

Office equipment	20% declining balance
Leasehold improvements	5 years straight-line

Property and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recovered. An impairment loss is measured as the amount by which the carrying value of the long-lived asset exceeds its recoverable amount.

### ***Deferred Income Tax Asset***

In the year ended October 31, 2022, the Company recognized a deferred income tax expense of \$2,000 and, as a result, at October 31, 2022, the Company had deferred income tax assets totaling \$11,000 (October 31, 2021 – \$13,000). The amount of deferred tax assets is based on management's best estimate of probable future taxable income and is subject to a degree of measurement uncertainty.

### ***Right-of-Use Asset and Lease Liability***

The Company adopted IFRS 16 – Leases on November 1, 2019. The adoption of IFRS 16 had resulted in the recognition of a right-of-use asset and a lease liability in respect of the Company's operating premises lease which expired December 31, 2021.

### ***Financing Agreements***

Other than trade and other payables, the Company has no debt outstanding.

### ***Employee Long Term Bonus Plan***

On June 29, 2015, the Directors passed a resolution establishing an Employee Long Term Bonus Plan (the "Plan"). The purpose of the Plan was to compensate and reward employees and officers ("Plan Employees"), as determined at the sole discretion of the Directors, upon the occurrence of a change of control event.

On October 30, 2020, the Directors, with the concurrence of the Plan Employees, terminated the Plan. The termination payout amount agreed to was \$3,949,697 and this obligation was settled by a payout of \$2,962,272 in the first quarter of fiscal year 2021 and a payout of \$987,425 in the fourth quarter of fiscal 2021. The \$987,425 amount was paid to the Chairman of the Company in settlement of his sale of 1,161,675 common shares to the Plan Employees in accordance with the agreed upon terms of the termination. The amount paid for the shares was based on the quoted market price of the shares at the time of sale.

No amount was expensed in the statement of comprehensive income in the current or comparative period under the Plan.

## ***Contractual Obligations***

A summary of the Company's undiscounted contractual obligations, at October 31, 2022:

	Total	Less than 1 year	1 to 5 years
	\$	\$	\$
Trade and other payables	433,360	433,360	-
Income taxes payable	3,701	3,701	-
Premises lease	1,155	1,155	-
	438,216	438,216	-

## ***Capital Expenditures***

The Company's primary capital expenditure activities in the past involved the acquisition of deferred development of technology, property and equipment purchases, and capital investments into intellectual property. During fiscal year 2022, capital expenditures were \$9,311 as compared to \$11,612 in fiscal year 2021.

## **Summary of Significant Accounting Policy Choices or Changes under IFRS**

The Company's significant accounting policies have been disclosed in Note 2 of the financial statements.

### ***Foreign currency translation***

The Company uses the Canadian dollar as the Company's presentation currency. IFRS requires the assessment of functional currency for the parent and each subsidiary. The functional currency for the Company was determined to be Canadian Dollars.

### ***Property and equipment***

The Company uses an historic cost model in reporting its property and equipment.

Management has concluded that there was no impairment in the current and comparative period.

### ***Income taxes***

Income tax expense is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity. Income taxes are calculated using the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and for tax losses and other deductions carried forward.

Deferred income tax assets and liabilities are calculated using substantively enacted tax rates expected to apply when the asset is realized or the liability is settled. An asset is

recognized on the balance sheet when it is probable that the future economic benefits will flow to the entity and the asset has a cost or value that can be measured reliably. The effect on deferred tax assets and liabilities of changes in tax rates are recognized in net income in the period in which the change is substantively enacted.

### **Adoption of Accounting Standards**

During the period, the Company did not adopt any new accounting standards.

### **Recent Accounting Pronouncements**

Certain new standards and pronouncements were issued by the IASB or the IFRS Interpretations Committee (“IFRIC”) that are mandatory for accounting periods beginning on or after November 1, 2022. At the present time, the Company does not believe any known, future changes to IFRS will have a direct impact on the Company based on its current operations. If the Company determines that any amendments or proposed changes will impact the financial statements, the Company will disclose the details of those updated standards at that time.

### **Additional Information**

Additional information relating to the Company including the interim and annual financial statements are available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Outstanding Securities Data**

Summary of securities issued and outstanding as at October 31, 2022

<u>Class</u>	<u>Authorized</u>	<u>Issued and Outstanding</u>
Common	Unlimited	27,286,332

No common shares are reserved for issuance with respect to Options granted under the Company’s stock option plan as at October 31, 2022.

### **Disclosure Controls and Procedures and Internal Control over Financial Reporting**

The Company’s Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining the Company’s disclosure controls and procedures and internal control over financial reporting for the issuer. They are assisted in this responsibility by the Management team. The Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of the Company’s disclosure controls and procedures and the design of internal controls at October 31, 2022, have concluded that the Company’s disclosure controls and procedures are adequate and effective to ensure that material information relating to the Company would have been known to them. Through the evaluation of the design of its internal controls the Company has identified an internal control weakness in the financial reporting process, specifically a lack of segregation of duties in the accounting process. This situation is common to many small companies. In order to mitigate the impact of this weakness and to

ensure quality financial reporting, there are supervisory controls exercised by management and audit committee oversight, and interim and annual financial statements are reviewed by the Company's board. While the deficiency in segregation of duties could lead to a material misstatement in the financial statements, management believes that its supervisory and review controls are sufficient to prevent a material misstatement from occurring.

### **Critical Accounting Estimates**

The preparation of financial statements requires management to make judgments, estimates and assumptions that effect the application of policies and reported amounts of assets and liabilities, revenue and expenses and the accompanying notes. Actual results could differ from these estimates under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. The areas that management makes critical estimates, assumptions and judgments are useful lives and impairment of property and equipment, probable future taxable income, probable change in control event occurring, recoverability of deferred income tax assets, and functional currency of the Company. Actual results could differ from those estimates.

### **Investor Relations**

Personnel employed directly by the Company handle all investor relations. The duties include news releases, investor communications and general day to day operations of this department.

### **Legal Proceedings**

There are no outstanding legal proceedings.

### **Environmental Issues**

Given the nature of the Company's business, there are no material environmental issues.

### **Risk Factors**

#### ***Dependence on Management***

The Company's success is dependent on its founders, directors and management team. The loss of the services of key personnel could make it more difficult to successfully operate the Company's business and pursue its business goals.

#### ***Seasonality and Inflation***

Sales of the Company's products are generally not seasonal. Inflation, in recent years, has not adversely affected the Company's results of operations and unless inflation increases substantially is not expected to adversely affect the Company in the future.

## ***Market Risks***

Market risks represent the risk of loss that may impact the financial statements of the Company due to adverse changes in financial market prices and rates. The Company's market risk is primarily the result of fluctuations in interest rates and in foreign currency values, particularly the United States dollar. Management monitors the movement in interest rates and currency exchange rates and, on that basis, decides on the appropriate measures to take. Interest rates and exchange rates at the present time are such that no measures are being taken at this time.

The Company does not hold or issue financial instruments for trading purposes.

## ***Market Condition Risks***

The Company's products are sold to large participants in the currency management marketplace including banks, currency providers, retail service providers and in turn their retail clients. While these participants are interested in improving their efficiency in managing and handling currency, economic uncertainty could cause them to restrict capital budgets required to bring this efficiency to their operations. Further, the merger and acquisition activity in the financial services sector at the present time creates both an opportunity and risk for suppliers to the industry. When two banks merge, the continuing entity usually selects one technology provider for a given function. Our experience in the past would suggest that the provider with the largest installed base in the combined entity will replace the provider with the smaller installed base, predicated upon a smaller cost of conversion rather than ultimate efficiency of one service versus another. The good news, however, is that currency management and handling systems are absolutely required by the surviving entity.

While retailers may not be prepared to make capital acquisitions of sophisticated cash and coin handling systems, the major currency providers and carriers have for the last few years been transitioning their business to the provision of a complete turnkey service as opposed to merely transporting currency to and from retail establishments. Our "SaaS" Cirreon technology for this market is leading edge and has been adopted by the largest of these currency transport and providers.

## ***Financing Risk***

Notwithstanding Management's strong belief that the trends in the marketplace with respect to the Company's products are positive and improving, there can be no assurance that third party funding will be available in the future on terms acceptable to the Company.

## ***Competition Risk***

The Company's business is in a competitive market and it competes with companies that have greater resources, experience and market stature. However, our products are considered by the marketplace to be "state-of-the-art" and the stature of our distributor marketing partners mitigate the competitive risk.

## ***Product Performance and Availability Risk***

The Company's products are tested extensively and must meet certain quality assurance tests prior to delivery to customers. Product failures or lack of availability can result in

a number of risks to the business including: market reputational risks and warranty/cost of goods expense risks.

### ***Novel Coronavirus (“COVID-19”)***

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans and self-imposed quarantine periods, have caused material disruption to businesses globally resulting in an economic slowdown. The Company cannot accurately predict the continued impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company. However, to-date, the impact of COVID-19 on the Company has been minimal.

### **Market for Securities**

The common shares of the Company are listed and posted for trading on the TSX Venture Exchange under the trading symbol “CTZ”.

Toronto, Ontario  
February 22, 2023