



**xtract one**

formerly Patriot One Technologies Inc.

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**Annual Information Form**  
For the year ended July 31, 2023

Dated October 19, 2023



# Xtract One Technologies Inc.

Annual Information Form  
For the year ended July 31, 2023

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## EXPLANATORY NOTES

Unless otherwise stated, the information in this annual information form (the “**Annual Information Form**”) is stated as of July 31, 2023.

The information presented herein reflects the details of the financial year ended July 31, 2023, of Xtract One Technologies Inc. on a consolidated basis. Unless otherwise noted or the context otherwise indicates, “Xtract One”, the “Company”, “we”, “us” and “our” refer to Xtract One Technologies Inc.

For an explanation of the bolded capitalized terms, expressions, and certain defined terms, please refer to the “Glossary of Terms” in Appendix “A” of this Annual Information Form.

### Forward-Looking Statements

Certain statements in this Annual Information Form about our current and future, expectations and intentions, results, levels of activity, performance, goals or achievements, or any other future events or developments constitute forward-looking information and/or forward-looking statements within the meaning of applicable securities laws (collectively, “forward-looking statements”). The words “may”, “will”, “would”, “should”, “could”, “expects”, “plans”, “intends”, “trends”, “indicates”, “anticipates”, “believes”, “estimates”, “predicts”, “likely” or “potential” or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

Discussions containing forward-looking statements include, among other places, those under “Business of the Company” and “Risk Factors”. Forward-looking statements are based on certain assumptions and estimates made by us considering the experience and perception of historical trends, current conditions, expected future developments including projected growth in the security and related industries, and other factors we believe are appropriate and reasonable in the circumstances; however, there can be no assurance that such assumptions and estimates will prove to be correct.

Many factors could cause our actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the factors, which are discussed in greater detail in the “Risk Factors” section of this Annual Information Form.

The purpose of the forward-looking statements is to provide the reader with a description of management’s expectations regarding the Company’s financial performance and may not be appropriate for other purposes; readers should not place undue reliance on forward-looking statements made herein. Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. Actual results and developments are likely to differ and may differ materially from those expressed or implied by forward-looking statements contained in this Annual Information Form. Furthermore, unless otherwise stated, the forward-looking statements contained in this Annual Information Form are made as of the date of this Annual Information Form, and we have no intention and undertake no obligation to update or revise any forward-looking statements, whether because of new information, future events or otherwise, except as required by law. The forward-looking statements contained in this Annual Information Form are expressly qualified by this cautionary statement.



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## Presentation of Financial Information

Unless otherwise stated, all references in this Annual Information Form to “fiscal 2023” are to the Company’s fiscal year ended July 31, 2023.

The Company presents its financial statements in Canadian dollars. All dollar figures in this Annual Information Form are in Canadian dollars unless otherwise indicated. All the financial data contained in this Annual Information Form relating to the Company have been prepared using International Financial Reporting Standards.

## BACKGROUND AND CORPORATE STRUCTURE

### Name, Address, and Incorporation

The Company was incorporated on May 11, 2010 under the *Business Corporations Act* (British Columbia) under the name “Clear Mountain Resources Corp.”. It completed its initial public offering on May 10, 2012, and on May 15, 2012, the Company’s common shares (“**Common Shares**”) were listed for trading on the TSX Venture Exchange (the “**TSXV**”) under the trading symbol “CY”. The Company changed its name to “Patriot One Technologies Inc.” and changed its trading symbol to “PAT” on August 24, 2016. The Company was delisted from the TSXV on April 9, 2019 and listed on the Toronto Stock Exchange (the “**TSX**”). On December 1, 2022, the Company changed its name from “Patriot One Technologies Inc.” to “Xtract One Technologies Inc.” and changed its trading symbol to “XTRA” on the TSX.

The Company is also listed on the OTCQX in the United States under the symbol “XTRAF” (previously “PTOTF”), and on the Frankfurt Stock Exchange in Germany under the symbol “OPL”. The Company is a reporting issuer in all provinces and territories of Canada, except Québec.

The principal regulator of the Company is the Ontario Securities Commission. The head office of the Company is located at 400-257 Adelaide Street West, Toronto, ON, M5H 1X9, and the registered and records office of the Company is located at Bentall 5, 2501 - 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

As of the date hereof, the authorized capital of the Company consists of an unlimited number of Common Shares with no par value, of which 198,354,825 Common Shares are issued and outstanding.

### Intercorporate Relationships

The Company has five wholly owned subsidiaries: (i) Xtract One Detection Ltd. (“**Xtract Detection**”), (ii) Patriot One (UK) Limited (“**Patriot UK**”), (iii) Xtract One (US) Technologies Inc. (“**Xtract US**”), (iv) EhEye Inc. (“**EhEye**”), and (v) Xtract Technologies Inc. (“**Xtract**”).

Xtract Detection was incorporated under the name Patriot One Technologies Inc. on March 7, 2016, under the *Business Corporations Act* (British Columbia) and on August 15, 2016, changed its name to Patriot One Detection Ltd. On December 1, 2022, the entity changed its name to Xtract One Detection Ltd. The registered and records office of Xtract Detection is located at Bentall 5, 2501 - 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.



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Patriot UK was incorporated as a private limited company on November 7, 2017, under the laws of England and Wales, United Kingdom. The registered and records office of Patriot UK is located at 41 Lothbury, London, United Kingdom, EC2R 7HF.

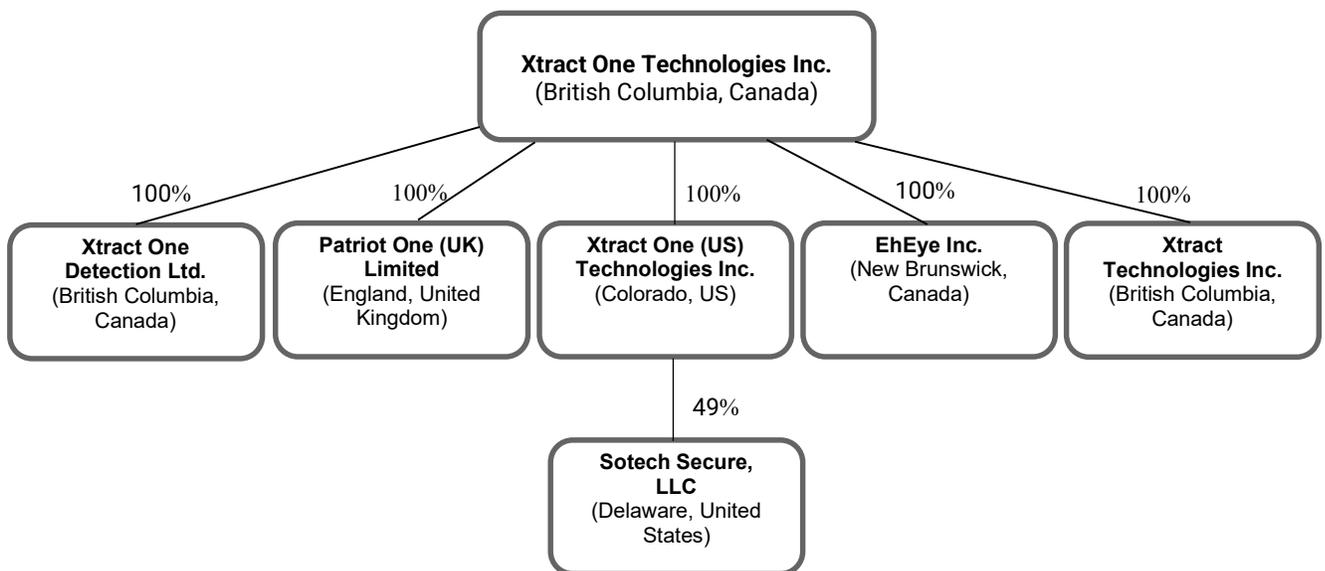
Xtract US was incorporated as a private corporation on October 15, 2018, under the laws of the state of Colorado, United States of America under the name Patriot One Detection Technologies Inc. On December 1, 2022, the entity changed its name to Xtract One (US) Technologies Inc. The registered and records office of Xtract US is located at 6400 S Fiddlers Green Circle, Suite 1000, Greenwood Village, CO, 80111.

EhEye was incorporated as a private corporation on November 1, 2016, under the laws of the province of New Brunswick. The registered and records office of EhEye is located at 412 Queen St., Unit 200, Fredericton, New Brunswick, E3B 1B6.

Xtract was incorporated as a private corporation on October 3, 2016, under the laws of the province of British Columbia. The registered and records office of Xtract is located at Bentall 5, 2501 – 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

In addition, effective January 18, 2019, Xtract US acquired a 50% interest in Sotech Secure, LLC ("**Sotech**"), a limited liability corporation formed under the laws of the State of Delaware. After the acquisition of Sotech, the Company's interest was diluted to a 49% equity interest.

The organization chart below indicates the intercorporate relationships of the Company, together with the jurisdiction of incorporation or constitution of each such entity.





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## Three Year History

The following key highlights were achieved by the Company over the past three years:

- In August 2020, the Company commercially released the first artificial intelligence (“AI”) powered threat detection gateway (“Gateway”), which identifies on-body concealed weapons that can pose a risk to mass casualty events and is a direct result of the contribution by the talent acquired through the Xtract acquisition.
- On August 10, 2020, the Company announced the appointment of Karen Hersh as its Chief Financial Officer and Corporate Secretary. Ms. Hersh joined the Company with over 25 years of experience in technology businesses and has worked across a broad spectrum of finance activities including financial reporting, strategic planning and corporate finance, including mergers and acquisitions.
- On August 18, 2020, the Company announced that Martin Cronin, the Company’s former Chief Executive Officer and one of its early founding members, would be stepping down from his position.
- On November 16, 2020, the Company appointed Peter Evans as its Chief Executive Officer and Director bringing a strong expertise working with venture-backed and public technology and security companies in executive leadership, operations and board roles, and a proven track record in revenue growth for early-stage technology organizations.
- On September 10, 2021, the Company announced it released the next phase of its Gateway, with technology enhancements that make it increasingly accurate, flexible and practical for sports and entertainment venues.
- In November 2021, the Company earned, and subsequently collected, \$2 million USD in non-dilutive cash funding from Raytheon Technologies Corporation under the Government of Canada’s Industrial and Technological Benefits program for continued development of its threat detection solutions.
- On December 6, 2021, the Company announced that its AI-powered threat detection gateway solution part of the Company’s platform offering (the “Platform”) has been certified by SVS Countermeasures Training, LLC, a third-party organization founded by a former U.S. Chief Deputy U.S. Marshal, for four national security standards for use in multiple industries, including large stadiums and venues.
- In December 2021, the Company completed a third-party operational exercise with the National Center for Spectator Sports Safety and Security to demonstrate Platform performance relative to industry and professional sports leagues’ security standards.
- On January 6, 2022, the Company announced that it has filed a final short form base shelf prospectus allowing the Company to offer and issue up to \$50 million of securities over a 25-month period.
- On January 31, 2022, the Company announced that the U.S. Office and of Inspector General selected Xtract One’s Platform solution for use at its headquarters building in Washington, D.C.



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- On March 10, 2022, the Company announced that Kia Georgia, Inc. had implemented the Company's Platform technology.
- On March 15, 2022, the Company announced the launch of SmartGateway, the next iteration of the Company's patron screening solution purpose-built for stadiums, arenas and live entertainment venues.
- In March 2022, the Company completed a \$1.0 million contract with Canada's Department of National Defense to further develop an AI-enabled full-motion video analytics application.
- In March 2022, the Company raised \$6.9 million of gross proceeds through the completion of a public offering, providing further capital in support of the Company's operations.
- In April 2022, the Company was selected by Oak View Group ("**OVG**") to protect all entrances at Austin's new world-class live entertainment venue, Moody Center, the new home of the University of Texas' basketball team.
- In May 2022, the Company was selected by OVG to secure the entrances at Central Bank Center's Lexington Opera House and Rupp Arena, the home of the University of Kentucky Wildcats.
- In June 2022, the Company announced that it has secured a \$1.0 million contract with Innovation Solutions Canada to provide AI-based solutions to improve situational awareness for first responders and firefighters.
- In August 2022, the Company announced it has secured a deal with a large U.S.-based auto manufacturer to protect all employee entrances at three of its manufacturing facilities.
- On September 12, 2022, the Company announced that it signed a contract to protect all entrances of the SAP Center, home of the NHL's San Jose Sharks, and Tech CU Arena, future home of the AHL's San Jose Barracuda.
- On October 5, 2022, the Company announced that OVG was introducing the Company's screening technology to multiple properties as a result of a signed partnership agreement. The partnership enables properties owned or operated by OVG to utilize the Company's SmartGateway to enhance the customer experience and increase safety and security. Throughout the fiscal year ended July 31, 2023, the Company secured contracts to protect entrances at multiple OVG venues including Angel of the Winds Arena, Total Mortgage Arena, Acrisure Arena, Simmons Bank Liberty Stadium, Cross Insurance Center, and Budweiser Gardens.
- On November 21, 2022, the Company announced that it had received two gold awards from American Security Today's ASTORS 2022 Homeland Security Awards in the categories of "Best Pedestrian Entrance Control" and "Best Metal / Weapons Detection", furthering the Company's recognition as an industry leader.
- On February 13, 2023, the Company announced the strategic investment of \$13.4 million from Madison Square Garden Sports Corp. ("**MSG Sports**") to fund continued innovation and support accelerated growth in revenue.



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- On March 9, 2023, the Company announced its entry into a commercial agreement with Sphere Entertainment Co. (formerly Madison Square Garden Entertainment Corp.), which allows Sphere Entertainment Co. and its affiliate Madison Square Garden Entertainment Corp. (“**MSG Entertainment**”) (formerly MSGE Spinco, Inc.) to deploy SmartGateway solutions across the Sphere in Las Vegas, which opened subsequent to the fiscal year ended July 31, 2023, and MSG Entertainment’s portfolio of iconic venues, including New York’s Madison Square Garden, The Theater at Madison Square Garden, Radio City Music Hall, and Beacon Theatre; and The Chicago Theatre.
- Throughout the fiscal year ended July 31, 2023, the Company continued to increase its sales in its current markets being stadiums, arenas, casinos, and manufacturing and distribution facilities, and furthered its expansion into new market verticals, including schools, healthcare facilities and public sector buildings with deployments at the Lakewood School District, Sentara Health, and City of Phoenix Municipal Courts.
- On August 2, 2023, subsequent to the fiscal year ended July 31, 2023, the Company announced that it had been chosen by the U.S. Department of Veteran Affairs Medical Centers in Virginia to secure all entrances at selected hospitals within the network in order to provide a more secure and efficient healthcare environment.
- On October 3, 2023, subsequent to the fiscal year ended July 31, 2023, the Company partnered with the American Association of Professional Baseball as the exclusive preferred supplier to enhance venue security and guest experiences at games.
- On October 16, 2023, subsequent to the fiscal year ended July 31, 2023, the Company announced its next phase of growth through a selective international expansion with three multinational companies, one of which is a global entertainment organization with a three year contract totaling over \$5.1 million USD.

## Significant Acquisitions

The Company has not completed any significant acquisitions during its most recently completed financial year ended July 31, 2023, for which disclosure is required under Part 8 of National Instrument 51-102.

## BUSINESS OF THE COMPANY

For this “Business of the Company” section, Xtract One, Xtract Detection, Patriot UK, Xtract US, EhEye, and Xtract shall collectively be referred to as “**Xtract One**” or the “**Company**”. The principal business of the Company is to develop and commercialize an integrated, layered, AI powered threat detection gateway solution with the aim of enhancing public safety. This includes the Xtract One Gateways and Xtract One Insights, which together comprise the Company’s Platform segment. The Company’s mission is to create transformative technology solutions that deliver exceptional experiences, safer environments, and informed operational insights for our customers, and their patrons and staff. The Company has two distinct operating segments, the Platform and Xtract operating segments. The Platform operating segment develops and commercializes a platform of AI-powered threat detection technologies, while Xtract develops and commercializes advanced AI solutions for customers.



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## Outlook and Overall Performance

### Platform Operating Segment

During the fiscal year, the Company focused on continued commercialization of its Platform solutions by accelerating customer sales and sales-related activities. These efforts resulted in a record year of total contract value signed for the Company, with several additional contracts currently in negotiation. Some of these contracts are for single locations with the potential to grow to dozens of locations. Revenue related to Platform subscription arrangements or upfront sales amounted to \$3.6 million for the year ended July 31, 2023. As at July 31, 2023, the backlog of sales commitments related to the Platform was approximately \$4.1 million and continues to grow. This excludes an additional \$10.4 million in signed agreements that were pending installation. As the Company continues to sell its Platform solution using a subscription model, management expects monthly recurring revenue and sales backlog to increase, providing predictable long-term cash flow.

The strategic partnership and \$13.4 million investment from MSG Sports well-positions the Company for future success, through their ongoing feedback, guidance, insights, and key introductions from MSG Sports, with their immense influence and brand name in the sports industry.

The strategic partnership with OVG has allowed the Company to continue to develop key customer relationships in the sports and entertainment industry through OVG's network of OVG360-managed venues and OVG Arena Alliance members. During the fiscal year ended July 31, 2023, the Company worked with OVG on a number of contracts and installations, including deploying Gateways at Cross Insurance Center, Acrisure Arena, Angels of the Winds Arena, Total Mortgage Arena, and Budweiser Gardens.

The continued customer wins and the strategic partnerships with MSG Sports and OVG has strengthened the Company's market position, increasing the Company's ability to further penetrate the market resulting in increased backlog, signed contracts, and ongoing business momentum.

The Company continues to invest in the research and development of its suite of technologies that form the Platform and to advance the functionality of its product offerings in response to the growing market opportunities and feedback from customers, resellers, and partnership organizations. The Company continues to accelerate its product development roadmaps in response to market opportunities and customer needs, focusing on the industry-specific utility of the various solutions and capabilities under development.

Management is encouraged by the ongoing and accelerating interest in its Platform solution and sees the recent growth in successful deployments, customer commitments, and the continued sales pipeline growth, as validation of its product performance and the addressable market. Management sees these factors as positive leading indicators of the expected future performance of the Company.

### Xtract Operating Segment

During the year, the Xtract team continued to focus on supporting the internal Platform developments and the associated machine learning complexities of the various solutions under development in close coordination with the product development and data science teams, while also developing the AI-based solutions contracted through public sector agencies.

Xtract recognized revenue of \$514,245 during the fiscal year 2023, which was related to professional service contracts. This innovative AI team continues to work collaboratively with the Company's internal





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Platform efforts along with building an ever-expanding set of capabilities, which continue to inform and advance the strategic aims of the Company. Critical strategic decisions for Xtract are made in close consultation and coordination with the Company's leadership to ensure maximum synergies are achieved.

## Technology Update

The first AI-powered threat detection gateway was initially released to the market in August 2020, followed by enhanced versions of the Gateway in September 2021, March 2022, and September 2022, which incorporated technology and functionality enhancements that made the patron screening product increasingly accurate, flexible, and practical for sports and live entertainment venues.

The current Gateway product, the SmartGateway, is the primary focus within the Company's technology portfolio due to the significant market demand for AI threat detection screening solutions. Throughout the 2023 fiscal year, the Company focused its efforts to actively improve on its technology solutions. The Company's commitment to innovation and meeting the evolving needs of customers remains unwavering. In direct response to feedback from field engineers and customers in the live entertainment and sports venue markets, changes to the Gateway were focused on improved durability and system diagnostics. The Company directed significant focus on the enhancement of the unified enterprise software, Xtract One Insights, to support customers with multiple Gateways by providing a combination of fleet management functionality, real-time analytics, and post-event reporting capabilities.

The Company continues to look for ways to further improve the technology with planned software updates and new value-added functionality to deliver exceptional customer service and improved patron experience as additional insights in the field and features are identified following successful customer deployments. Additionally, the Company has finalized the design for a ruggedized version of the Gateway to ensure its durability and performance in various environments, therefore, creating a single product offering and deployment model for all customers.

The AI innovations developed by Xtract remain critical components to the delivery of the total security solution. The Company continues to build out new functionality and advance scalability to support the growing set of clients adopting the Company's Gateways. The Company's unified AI-powered security platform remains unique in the marketplace and is being bolstered with enterprise features to support high-traffic venues and facilities implementing Gateways at scale. The Company continues to assess ways to expand its capabilities through development partnerships and strategic integrations.

## Market Opportunity

In the short term, the Company is focusing on markets where its solution operates effectively in the customer's physical environment, and where the timing of the sales cycle is reasonable. This strategy has been adopted to deliver near-term revenue. The Company has identified the following key market segments that are well-suited for the Company's threat detection solutions:

- Stadiums, arenas, theatres, and outdoor event spaces
- Casinos
- Manufacturing and distribution facilities

The Company has been using marketing campaigns targeted at these industry groups which have led to promising opportunities and helped secure a growing backlog and pipeline of commitments. In addition, the Company has secured key strategic partnerships with two prominent industry leaders, OVG and MSG Sports, to further solidify its position as a market leader in the sports and entertainment market. During the



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2023 fiscal year, the Company continued to make meaningful progress with many customers and was able to build up its backlog of Platform subscription contracts. Some of the Company's initial sales began as smaller purchases from large enterprise customers, after which these existing customers have expanded their commitments by increasing the number of deployments of the Platform to additional sites during the year. Many customers prefer a phased approach with a rollout of the Platform to a few entrances to ensure they are comfortable with their related security protocols before using it throughout their venues. The Company is focused on the success of these initial deployments which have started to lead to much larger customer commitments.

Although these target markets are our priority in the short term, the intention is to expand into additional markets with future releases of the product. The Company will continue to focus on expansion, entering new geographical markets in the current target industries. The Company has also selectively engaged with customers in other market verticals such as schools and healthcare where there is a strong product fit. To further this expansion, the Company has placed an emphasis on regulatory certifications and requirements. These certifications increase our credibility in the marketplace and allow us to pursue new market opportunities. The Company continues to make significant enhancements to its products to improve its capabilities and address customer needs. As products continue to develop, we will expand our target market to new market verticals.

The total addressable market available to the Company in the physical security space is approximately \$135 billion and is expected to experience rapid growth and transformation. Organizations are becoming increasingly concerned about employee and patron safety while being unwilling to sacrifice the patron experience. These organizations are looking for creative solutions to address these competing priorities which is driving demand for unique and innovative physical security solutions. The Company believes its patron screening solutions help address both of these problems far better than anything else in the market today.

The Company is currently expanding its reseller base, covering larger geographical territories and their respective end-user clientele. In furtherance of these initiatives, the Company also uses a direct-to-end-user sales model which more precisely addresses our target industry groups. This gives more visibility into opportunities enabling the Company to forecast more accurately, control the sales process, remain competitive, increase sales margins, maintain the relationship with the end-user, and learn directly from these customers for further enhancements to the Platform. The effect of this approach has already been seen with a substantial increase in sales, sales pipeline, and the number of well-qualified opportunities where we have intimate knowledge of the customer and their processes. In parallel, the Company is building a program to support the recruitment of strategic alliance partners that offer complementary technologies where we can develop integrations and connect our products to offer more complete solutions together. This will provide access to a larger installation base and promote direct sales.

Throughout the year, the Company was engaged in selected opportunities for collaboration, innovation, and business development relationships to accelerate growth and expand its presence globally. The Company is actively pursuing opportunities to leverage new technologies, execute new business opportunities, and grow our client base while providing business value to our clients.

The Company has also instituted competitive sales programs and pricing schemes in close coordination with resellers and end-user customers to ensure that the go-to-market strategy is competitive and directly addresses market needs.



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## Production

The Company employs an on-shore North American manufacturing strategy for its hardware products to ensure quality control and to facilitate proximity to its customers. External third-party manufacturing partners have been selected on the basis of several core competencies to augment and support the Company's internal engineering and development teams. These manufacturing partner qualifications include quality certifications such as ISO 9001:2015, environmental certification ISO 14001:2015, adherence to sound labour, health, and safety practices, as well as business optimization techniques such as a rigorous Lean Six Sigma program. In fiscal 2023, the Company continued to experience a few supply chain challenges, which have been addressed through a range of initiatives including redesigning certain components, maintaining safety stock and other techniques. The Company's products are assembled in accordance with detailed work instructions, must pass functional test specifications, and final quality assurance before leaving the factory. During fiscal 2023, the assembly capacity of the SmartGateway was ramped up which included many design for manufacturability (DFM) improvements. Further capacity increases are planned for the fiscal year 2024.

## Specialized Skill and Knowledge

The Company believes our collective expertise coupled with the following competitive strengths will allow us to maintain and extend a leadership position in next-generation security screening and expand our market opportunity.

Based on feedback from our customers, we believe that the SmartGateway solution provides superior results in real-world screening environments based on our detection of actual weapon threats, with fewer false positive results than similar screening operations of our competitors. Our solution uses AI to differentiate between the real threat of weapons and innocuous items like phones and keys. The Company has curated this repository over several years in both test and real-world environments. This intellectual property, along with the underlying machine learning processes, is developed by the Company's strong team of professionals including several which hold advanced degrees in related fields of study. This proprietary data is used in our machine learning processes to train our software to be able to accurately classify a diverse set of threats and non-threats in real-world conditions where every location is unique. We expect that this data set will continue to grow as our products are deployed in more venues and facilities. As the data set grows, we expect that our performance in detecting threats accurately will continue to improve. This will also benefit existing and future customers as we regularly provide software updates.

Additionally, we continue to invest in developing and enhancing proprietary technologies for both of our AI software as well as the technology hardware. Crucial to this process is the feedback which we collect from customers. This feedback forms the basis of the Company's product roadmap and is used to continue to enhance the technology to provide existing and future customers with the necessary features and functionality they need from our products.

Our key innovations include:

- Technology to process electromagnetic data across multiple frequencies to detect size, composition, and shape of metal objects while in motion;
- Technology to classify and differentiate the electromagnetic signature of weapons from harmless items such as smartphones and keys;
- Technology to isolate relevant electromagnetic signals in the presence of external interference and noise generated by environmental factors such as structural metal, wind, and other factors;



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- Technology to process collected data points for each individual passing through security screening system while walking at a normal pace;
- Technology to isolate the spatial location of detected threats and present this through to security guards to provide a clear visual indicator of where a threat was detected on an individual's body;
- Technology to provide security personnel with an alert when a weapon is detected to provide a way to allow for preemptive action to prevent a risk event from occurring;
- Technology to classify, differentiate, and monitor various types of threats recorded through a video camera while in motion; and
- Technology that integrates multiple Gateways to manage real-time data and reporting capabilities from one central location for more efficient operations, alerts, and venue analytics.

These technologies are propriety to the Company and protected by multiple patents or pending patent applications and require specialized knowledge and time to develop. Therefore, companies would be heavily disadvantaged in their ability to meet the advanced technologies developed by the Company should future competitors attempt to enter the market.

## Competitive Conditions

The Company has developed an innovative weapon detection solution that is disruptive to the existing physical security market which predominately uses traditional walk-through metal detectors. We believe the Company's Gateway solution provides superior detection results in the detection of concealed handguns, assault rifles, knives (large and small) and other prohibited items in the Company's target markets being stadiums, arenas, and other event and live entertainment venues, as well as casinos and manufacturing and distribution facilities.

There are a number of companies in the North American security screening market that are developing, or have developed next generation digital screening solutions, which use passive or active weapon screening systems based on magnetic field sensing, millimeter wave or other advanced technologies. These companies, individually and between them, have been designed for and address a number of market segments and are constantly developing and improving their respective technologies. To the best of the Company's knowledge at the time of this Annual Information Form, none of the competitors are fully able to address all of the key performance indicators that the Company believes it currently addresses.

The Company believes that it provides superior touchless security screening products which address crucial customer requirements around enhanced security, throughput, patron experience, and cost effectiveness. We are well-positioned to compete in our industry based on these core competencies and on the following competitive strengths:

- Third party validation and certification of threat detection performance against security standards from the National Institute of Justice in the United States of America.
- High throughput of patron entry resulting in a superior visitor experience
- Lower operating costs for venue operators who require fewer staff to monitor entry points
- Expandable digital platform able to provide analytics and insight to support customer operations and re-deploy skilled security staff where they are needed most
- Ability to enhance software over time to provide additional value-add features to customers



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## Intangible Properties

The Company's many intangible assets are primarily focused in two areas: patents and data to support the development of its AI models. The data includes millions of records of data which has been collected from our various Gateway systems, and from images and videos used in the creation of our computer vision products.

The Company has a multi-layered strategy in place to generate and protect intellectual property. As of July 31, 2023, the Company has a portfolio that consists of nearly 50 patented or patent-pending innovations, a multitude of trade secrets related to our underlying AI models and data, and several registered trademarks. The portfolio is heavily weighted towards inventions that are, or soon will be, embodied within our products. The Company's intangible properties form the basis of our existing and future products. Protecting existing intellectual property rights and continuing to create new intangible properties is crucial to the long-term success of the Company.

The Company employs industry best practices to protect intellectual property rights using non-disclosure agreements with all employees, partners, and customers, and regularly holds internal intellectual property awareness training for all employees. However, these agreements may not always be effective at preventing all unauthorized parties from obtaining or misusing our intangible property. The Company has an internal council that meets regularly to review the Company's technology roadmaps for patentable content, identify trade secrets and review the status of the patent portfolio.

## Environmental Protection

There are no financial and operational implications of environmental requirements on the capital expenditures, profit or loss, and competitive position of the Company in the current financial year, and none is expected in future years.

## Employees

As of July 31, 2023, the Company had 68 employees.

## Risk Factors

An investment in our Common Shares involves significant risks. Investors should carefully consider the risks described below and the other information elsewhere in this Annual Information Form, including the Company's Financial Statements and related management's discussion and analysis ("MD&A"). We operate in rapidly changing economic and technological environments that present numerous risks, many of which are driven by factors that we cannot control or predict. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also impair our business and operations and cause the trading price of our Common Shares to decline. If any of the following risks or other risks occur, our business, prospects, financial condition, results of operations and cash flows could be materially adversely impacted. In that event, the trading price of our Common Shares could decline, and investors may lose all or part of their investment in our Common Shares. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the below described or other unforeseen risks. See "Forward-Looking Statements" at the beginning of this Annual Information Form for additional risks.



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## Risks Related to Our Business

### *Limited operating history*

The limited operating history of the Company as a public company and its dependence on a market characterized by rapid technological change makes the prediction of future results of operations difficult or impossible. There can be no assurance that the Company can generate substantial revenue growth on a quarterly or annual basis, or that any revenue growth that is achieved can be sustained. Revenue growth that the Company has achieved or may achieve may not be indicative of future operating results. Also, the Company may increase its operating expenses to fund higher levels of research and development, increase its sales and marketing efforts, develop new distribution channels, broaden its customer support capabilities, and expand its administrative resources in anticipation of future growth. To the extent that increases in such expenses precede or are not subsequently followed by increased revenues, the Company's business, results of operations, and financial condition would be materially adversely affected.

### *The Company has incurred net losses in the past and may incur losses in the future*

The Company has a limited history of earnings and cash flow from operations. The Company may not generate material revenue or achieve self-sustaining operations in the next year. To the extent that the Company has negative cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow.

The Company has incurred losses since its inception and has an accumulated deficit of \$135,500,698 as of July 31, 2023. The Company does not know if business operations will become profitable, and if so, when, or if the Company will continue to incur net losses beyond fiscal 2023. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations concerning personnel, financial and other resources, and lack of revenues. The Company expects to incur significant expenses as it develops and expands its business, which will make it harder for the Company to achieve and maintain future profitability. The Company may incur significant losses in the future for several reasons, including the other risks described in this Annual Information Form, and the Company may encounter unforeseen expenses, difficulties, complications, delays, and other unknown events. Accordingly, the Company may not be able to achieve or maintain profitability.

### *Concealed weapons detection through novel technological approaches is a relatively new market and the rate of adoption and the Company's associated growth in anticipated markets may not be representative of rates of adoption or future growth in other markets*

The Company is expected to derive a significant portion of its revenues in subsequent years from the commercial sale and implementation of its various current and future developed and/or acquired products and technology in the threat detection sector, a relatively new and rapidly evolving market. If this market fails to grow or grows slower than the Company currently anticipates, the Company's business would be negatively affected. To date, the Company has targeted markets that we believe are the most likely to adopt its technology. However, there is no assurance that the Company will be successful in these markets or will be able to expand beyond these markets.

### *Risks pertaining to COVID-19 or any future pandemics*

The COVID-19 pandemic has had a significant impact on global economic activities since March 2020. The Company, not alone in its challenge, experienced delays in its ability to fully satiate reseller, customer, and





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other end-user performance obligations according to originally planned timeframes. The duration and long-term adverse effects of the pandemic on Xtract One continue to remain uncertain. North American has lifted its lockdown restrictions and has returned to a degree of normalcy. This has helped generate strong interest for Platform solutions and allowed the commencement of many delayed pilots and deployments. The Company is hopeful that the conditions related to the pandemic have improved, which will continue to drive sales momentum. The Company continues to experience uncertainty in near-term planning as it relates to sales, supply chain management, and implementation activities as a result of the pandemic.

***Fluctuations in quarterly results may fail to meet the expectations of investors or security analysts which could cause the Company's share price to decline***

The Company's quarterly operating results have in the past, and will in the future, fluctuate significantly, depending on factors such as the demand for the Company's products, the size, and timing of orders, the number, timing, and significance of new product announcements by the Company and its competitors, the ability of the Company to develop, introduce and market new and enhanced versions of its products on a timely basis, the level of product and price competition, changes in operating expenses, changes in average selling prices and product mix, sales personnel changes, the mix of direct and indirect sales, product returns and general economic factors, among others. Fluctuations in our operating results may be due to several factors, including, but not limited to, those listed below:

- demand for and market acceptance of our products;
- the product mix, services, hardware, and delivery method of our solution sold during a period;
- the quantum of professional services purchased by our customers;
- our ability to retain and increase sales to existing customers and attract new customers;
- the timing of product releases which determines when we can recognize the associated revenue;
- the timing and success of introductions of new solutions or upgrades by us or our competitors;
- the strength of the economy;
- changes in our pricing policies or those of our competitors;
- competition, including entry into the industry by new competitors and new offerings by existing and unforeseen competitors;
- the amount and timing of expenditures related to expanding our operations, research and development, or launch of new solutions; and
- changes in the payment terms for our solutions.

Due to the foregoing factors, and the other risks discussed in this Annual Information Form, you should not rely on quarter-to-quarter comparisons of our results of operations as an indication of our future performance.

***If the Company is unable to attract new customers or sell additional products to our existing customers, our revenue growth and profitability will be adversely affected***

To increase our revenue and achieve profitability, we must continually add new customers or sell additional solutions to our existing customers, which we plan to do. Numerous factors, however, may impede our ability to add new customers and sell additional solutions to our existing customers, including our inability to convert qualified leads generated by our existing network into paying customers, failure to attract and effectively train new sales and marketing personnel, failure to retain and motivate our current sales and marketing personnel, failure to develop relationships with partners or resellers and/or failure to ensure the effectiveness of our marketing programs. Further, if prospective customers do not perceive our solutions to be of sufficiently high value and quality, we will not be able to attract the number and types of new





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customers that we are seeking.

***A decline in the growth of demand for the Company's products would have a material adverse effect on our operating results and growth prospects***

The sales potential of the Company's products and solutions is still at an early commercial stage. The ongoing and future demands for the Company's products and services, in existing and target industries, are yet to be fully established and are uncertain. There is a risk that the Company may not be able to obtain and maintain market share or that there is insufficient demand for the Company's products and services for revenue to be sustainable. The Company's future performance will be dependent on its ability to design, develop, manufacture, assemble, test, market and support its current products, as well as to continue developing new products and enhancing its current products, in a timely and cost-effective manner on behalf of its customers.

The Company's existing contractual relationships give it confidence in its ability to achieve sales and maintain a customer base within its target industries, notwithstanding the risks outlined above. The Company has and will continue to invest in new product development to expand its business within existing markets. The Company plans to utilize available funds to build on existing, and develop new, relationships in the industry. The Company also plans to prioritize its research and development efforts on technologies that offer attractive long-term growth opportunities and expanding its product portfolio.

***The Company faces certain significant risk exposures and potential liabilities that may not be adequately covered by indemnity or insurance***

A significant portion of the Company's business relates to providing weapon detection solutions to customers using innovative technology. These systems may fail to detect a weapon and fail to prevent a mass casualty event opening the Company up to significant liability. In some, but not all, circumstances, the Company may be entitled to indemnification from customers, either through contractual provisions, qualification of the Company's products and services by the Department of Homeland Security under the SAFETY Act provisions of the Homeland Security Act of 2002, or otherwise. The amount of the Company's insurance coverage maintained or indemnification to which the Company may be contractually or otherwise entitled may not be adequate to cover all claims or liabilities, and it is not possible to obtain insurance or indemnification coverage to protect against all operational risks and liabilities. Accordingly, the Company may be forced to bear substantial costs resulting from risks and uncertainties of our business which would negatively impact the Company's results of operations, financial condition, or liquidity.

***Because many of Xtract One's expenses will be fixed, the Company may not be able to limit its losses if the Company fails to achieve forecasted revenue***

To further advance the commercialization of its technologies, the Company may be required to make significant investments in operations. If the Company's initial product adoptions are unsuccessful or the Company's business does not develop as quickly as anticipated, or if there is a lack of demand for the Company's products, the Company may be unable to offset these costs, and the Company's operating results may be adversely affected as a result of high operating expenses, reduced margins, underutilization of capacity and asset impairment charges. Moreover, the Company must rely largely on its market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry.



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## ***Reliance on Management***

The success of the Company is dependent upon the ability, expertise, judgment, discretion, and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results, or financial condition. The success of the Company further depends on the continued ability to attract, retain, and motivate highly qualified management, and scientific personnel and to develop and maintain important relationships with leading academic institutions, companies, and thought leaders.

## ***Growth may place significant demands on the Company's management and the Company's resources***

The Company expects to experience substantial growth in its business. This growth has placed and may continue to place significant demands on the Company's management and the Company's operational and financial resources. The Company may not be able to provide the scale of operation necessary to meet the demands associated with its growth. As the Company grows, it will need to implement new systems to help run the Company's operations. As the Company's operations grow, scope and complexity, the Company will need to continue to improve and upgrade the Company's systems and infrastructure to offer an increasing number of customers with enhanced services, solutions, and features. The Company may choose to commit significant financial, operational, and technical resources in advance of an expected increase in the volume of business, with no assurance that the volume of business will increase. Continued growth could also strain the Company's ability to maintain reliable service levels for existing and new customers, which could adversely affect the Company's reputation and business.

Also, the Company's operating results may not meet the expectations of investors or public market analysts who follow the Company.

Managing the Company's growth will require significant expenditures and allocation of valuable management resources, and the failure to do so appropriately may harm the Company's business, operating results, and financial condition.

## ***Future acquisitions could disrupt the Company's business and harm the Company's financial condition and operating results***

The Company's success will depend, in part, on the Company's ability to expand the markets for its product and services and grow the Company's business in response to changing technologies, customer needs, and competitive pressures. The Company may seek to grow the Company's business by acquiring complementary businesses, solutions, or technologies. The identification of suitable acquisition candidates can be difficult, time-consuming, and costly, and the Company may not be able to complete identified acquisitions. Further, the Company may not be able to successfully assimilate and integrate the business, technologies, solutions, personnel, and/or operations of any company the Company acquires. Acquisitions may also involve the entry into geographic or business markets in which the Company has little or no prior experience. Moreover, the anticipated benefits of any acquisition, investment, or business relationship may not be realized or the Company may be exposed to unknown liabilities. For one or more of those transactions, the Company may, among other things:

- issue additional equity securities that would dilute the holders of Common Shares.
- use cash that the Company may need in the future to operate its business;



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- incur debt on terms unfavorable to the Company or that the Company is unable to repay;
- incur large charges or expenses or assume substantial liabilities;
- amortize or write down the investment in related to goodwill and other intangible assets;
- encounter difficulties retaining key employees of the acquired companies or integrating diverse software codes or business cultures; and
- become subject to adverse tax consequences, substantial depreciation, or deferred compensation charges.

Any of these risks could harm the Company's business and operating results.

***The impact of worldwide economic conditions, including the effect on target market spending, may adversely affect the Company's business, operating results, and financial condition***

The Company's anticipated performance will be subject to worldwide economic conditions, such as unemployment levels, interest rates, or inflation rates, each of which influence, among other things, consumer trends and the levels of government and private sector security spending.

The Company expects several external factors to cause the Company's operating results to fluctuate from quarter to quarter, which may make it difficult to predict the Company's future performance.

The Company's revenues, if any, and operating results could vary significantly from quarter to quarter due to a variety of factors, many of which are outside of the Company's control. As a result, comparing the Company's operating results on a period-to-period basis may not be meaningful. In addition to other risk factors discussed in this section, factors that may contribute to the variability of the Company's quarterly results include:

- the impact of worldwide economic conditions and their impact on levels of security and defense spending;
- certain fixed costs inherent in the Company's business, which limit the Company's ability to adjust for period-to-period changes in demand;
- global supply chain management issues which may impede the Company's ability to obtain the necessary materials required to produce our solutions;
- system interruptions that impair access to the Company's customers, key vendors or communication with the Company's technology and any related impact on the Company's reputation;
- changes in market demand for the Company's products and services hindering the Company's ability to forecast revenues accurately and appropriately plan the Company's expenses; and
- the impact of fluctuations in currency exchange rates, to the extent that the Company sources material or labor from outside of Canada, sells its products outside of Canada, or operates outside of Canada.

***If the security of customers' confidential information stored in the Company's systems is breached or otherwise subjected to unauthorized access, the Company's reputation or brand may be harmed and the Company may be exposed to liability and a loss of customers***

It is expected that the Company's system will store, process, and transmit certain confidential information of its customers. It is expected that the Company will rely on encryption, authentication, and other technologies licensed from third parties, as well as administrative and physical safeguards, to secure such confidential information. Any compromise of the Company's security or the security of its third-party



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service providers could damage the Company's reputation and brand and expose the Company to the risk of loss, costly litigation, and liability that would substantially harm the Company's business and operating results. The Company and the Company's third-party data center facilities may not adequately assess the internal and external risks posed to the security of the Company's systems and information and may not implement adequate preventative safeguards or take adequate reactionary measures in the event of a security incident.

Also, many jurisdictions have enacted laws requiring companies to notify individuals and often government authorities of data security breaches involving their data. These mandatory disclosures regarding a security breach often led to widespread negative publicity, which may cause the Company's prospective customers to lose confidence in the effectiveness of the Company's data security measures. Any security breach, whether successful or not, would harm the Company's reputation and brand and may result in the loss of customers and or subject the Company to liabilities.

***Failure to comply with various applicable laws, including the collection of sales or related taxes, could harm the Company's results of operations and financial condition***

The Company's business will be subject to various local, provincial, state, and federal tax payment and collection requirements. The amounts that the Company is expected to be required to pay or collect may change as the Company's business develops and expands. As a result, the Company will need to continually ensure proper taxes are paid and/or collected and remitted to the appropriate tax agencies. If the Company does not collect the appropriate taxes from its customers, the Company may need to pay more than what it has collected. Also, the Company may be audited by various agencies to ensure compliance with tax collection requirements. Such audits could result in additional sales or other tax collection obligations on the Company which the Company may not be able to recover from its customers. Such obligations could have a material adverse impact on the Company's future operating results.

***Confidentiality agreements with employees and others may not adequately prevent disclosure of trade secrets and other proprietary information***

The Company expects to partially rely on patent protection to protect its proprietary technologies; however, the Company's competitive advantage will rely to a certain extent on owned and developed trade secrets. Xtract One has devoted substantial resources to the development of its proprietary technology and related processes. To protect the Company's proprietary technology and processes, the Company intends to rely in significant part on confidentiality and invention assignment agreements with the Company's employees, licensees, independent contractors, and other advisors. These agreements may not effectively prevent disclosure of confidential information, may not deter independent third-party development of similar technologies, and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information or misappropriation of the Company's technology. Also, others may independently discover trade secrets and proprietary information, and in such cases, the Company would not be able to assert any trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of the Company's proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect the Company's competitive business position.

***Failure to adequately protect the Company's intellectual property could substantially harm the Company's business and operating results***

As the Company's business depends substantially on the Company's intellectual property, the Company could be adversely affected if it does not adequately protect its intellectual property rights. The Company



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regards its marks, rights, and trade secrets, and other intellectual property rights as critical to the success of the Company's business. To protect its investments and the Company's rights in these various intellectual properties, it may rely on a combination of patents, trademark and copyright law, trade secret protection and confidentiality agreements, and other contractual arrangements with its employees, customers, strategic partners, acquisition targets and others to protect proprietary rights. These measures afford only limited protection for the Company. Despite the Company's efforts to protect its proprietary rights, unauthorized parties may attempt to copy aspects of the Company's technology's features, software, and functionality or obtain and use information that the Company considers proprietary. There can be no assurance that the steps taken by the Company to protect proprietary rights will be adequate or that third parties will not infringe or misappropriate the Company's copyrights, trademarks, and similar proprietary rights, or that the Company will be able to detect unauthorized use and take appropriate steps to enforce rights.

Moreover, policing the Company's proprietary rights is difficult and may not always be effective. In particular, the Company may need to enforce the Company's rights under the laws of countries that do not protect proprietary rights to as great an extent as do the laws of Canada and the United States of America. Further, although the Company believes that its proprietary rights do not infringe on the intellectual property rights of others, there can be no assurance that other parties will not assert infringement claims against the Company. Such claims, even if not meritorious, could result in the expenditure of significant financial and managerial resources.

Litigation or proceedings before governmental authorities and administrative bodies in the United States, Canada, and abroad may be necessary for the future to enforce the Company's intellectual property rights, to protect the Company's patent rights, trade secrets, trademarks, and domain names and to determine the validity and scope of the proprietary rights of others. The Company's efforts to enforce or protect the Company's proprietary rights may be ineffective and could result in substantial costs and diversion of resources and could substantially harm the Company's operating results.

The Company will rely on trade secrets to protect technology where it does not believe patent protection is appropriate or obtainable. Trade secrets are difficult to protect. While commercially reasonable efforts to protect trade secrets will be used, strategic partners, employees, consultants, contractors, or scientific and other advisors may unintentionally or willfully disclose information to competitors. If the Company is not able to defend patents or trade secrets, then it will not be able to exclude competitors from developing or marketing competing products, and the Company may not generate enough revenue from product sales to justify the development cost of products or achieve or maintain profitability.

The Company's exposure to risks associated with the use of intellectual property may increase as a result of acquisitions, as the Company has a lower level of visibility into the development process concerning acquired technology or the care taken to safeguard against infringement risks.

Third parties may make infringement and similar or related claims after the Company has acquired technology that had not been asserted before the Company's acquisition. Xtract One is not currently aware of any litigation or other proceedings or claims by third parties that its technologies or methods infringe upon its intellectual property. While it is the practice of Xtract One to undertake pre-filing searches and analyses of developing technologies, the Company cannot guarantee that it has identified every patent or patent application that may be relevant to the research, development, or commercialization of its products. Moreover, the Company cannot assure that third parties will not assert valid, erroneous, or frivolous patent infringement claims.



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***The Company's failure to raise additional capital necessary to expand the Company's operations and invest in the Company's business could reduce the Company's ability to compete successfully***

The Company may require additional capital in the future to support ongoing operations, undertake capital expenditures, or undertake acquisitions or other business combination transactions. Due to the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. To become and remain competitive, the Company requires research and development, marketing, sales, and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales, and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition, and results of operations of the Company. The Company may not be able to obtain debt or additional equity financing on favorable terms, if at all. If the Company raises additional equity financing, the shareholders of the Company may experience significant dilution of their ownership interests, and the per-share value of the Common Shares could decline. Moreover, any new equity securities the Company issues could have rights, preferences, and privileges senior to those of holders of Common Shares. If the Company engages in debt financing, the Company may be required to accept terms that restrict its ability to incur additional indebtedness and force it to maintain specified liquidity or other ratios. If the Company needs additional capital and cannot raise or otherwise obtain it on acceptable terms, it may not be able to, among other things:

- develop or introduce service enhancements to customers;
- continue to expand or maintain the Company's development, sales and marketing, and general and administrative functions;
- acquire complementary technologies or businesses;
- expand the Company's operations;
- hire, train and retain employees; or
- respond to competitive pressures or unanticipated working capital requirements.

***The Company will depend on key and highly skilled personnel to operate its business and if the Company is unable to retain its current personnel or hire additional personnel, the Company's ability to develop and successfully market its business could be harmed***

The Company believes its future success will depend in large part upon the Company's ability to attract and retain highly skilled managerial, technical, finance, and sales and marketing personnel. The Company plans to expand its workforce domestically and, if applicable, internationally as the Company grows its business. The Company expects to compete in the market for personnel against numerous companies, including larger, more established competitors that have significantly greater financial resources than the Company and which may be in a better financial position to offer higher compensation packages to attract and retain human capital. The Company cannot be certain that it will be successful in attracting and retaining the skilled personnel necessary to operate its business effectively in the future.

Moreover, the Company believes that its future success is highly dependent on the contributions of Xtract One's executive team. Xtract One's key employees possess specialized knowledge of the Company's business and industry and would be extremely difficult to replace. Also, the loss of any key employee or the inability to attract or retain qualified personnel could harm the market's perception of the Company and the Company's brand. Qualified individuals are in high demand, and the Company may incur significant costs to attract them. The Company may be unable to attract and retain suitably qualified individuals who can meet its growing operational and managerial requirements or may be required to pay increased compensation to do so. While employment agreements will be used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. If





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the Company is unable to attract and retain the qualified personnel it will need to succeed, its business will suffer. Any loss of the services of such individuals or relationships could have a material adverse effect on the Company's business, operating results, or financial condition.

### *The Company's business may require permits and licenses*

In addition to those discussed above, the operations of the Company and its products require licenses, certifications, and permits from various governmental and regulatory authorities. There can be no assurance that such licenses and permits will be granted, maintained, or renewed. Any failure to obtain, maintain or renew any of the licenses and permits required by the Company or any of its subsidiaries could have a material adverse effect on the Company's business, operating results, or financial condition.

### *The Company's business is subject to regulatory changes*

The business of the Company is subject to rapid regulatory changes. Failure to keep up with such changes may adversely affect the business of the Company. The Company's prospects must be considered considering the risks, expenses, shifts, changes, and difficulties frequently encountered with companies whose businesses are regulated by various federal, state, provincial, and local governments. Active threat detection technology and similar companies are subject to a variety of regulatory requirements and the regulatory environment is ever-changing particularly with recent legislation, the full impact of which is not yet understood as regulations have not been issued. Failure to follow regulatory requirements will have a detrimental impact on the business. Changes in legislation cannot be predicted and could irreparably harm the Company's business.

### *High competition in the industry*

There is a high potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Company. Increased competition by larger and better-financed competitors could materially and adversely affect the business, financial condition, and results of operations of the Company. Competitive pressures created by any one of the Company's competitors could have a material adverse effect on the Company's business, results of operations, and financial condition. New technologies and the expansion of existing technologies may increase the competitive pressures on the Company by enabling the Company's competitors to offer a lower-cost product.

### *Risks associated with brand development of the Company*

The Company believes that continuing to strengthen its brand is critical to achieving widespread acceptance of the Company, particularly considering the competitive nature of the Company's market. Promoting and positioning its brand will depend largely on the success of the Company's marketing efforts and the ability of the Company to provide high-quality services. To promote its brand, the Company will need to increase its marketing budget and otherwise increase its financial commitment to creating and maintaining brand loyalty among users. There can be no assurance that brand promotion activities will yield increased revenues or that any such revenues would offset the expenses incurred by the Company in building its brand. If the Company fails to promote and maintain its brand or incurs substantial expenses to promote and maintain its brand or if the Company's existing or future strategic relationships fail to promote the Company's brand or increase brand awareness, the Company's business, results of operations



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and financial condition would be materially adversely affected.

## *The Company's business is subject to rapid technological change*

The business of the Company is subject to rapid technological changes. Failure to keep up with such changes may adversely affect the business of the Company. The Company is subject to the risks of companies operating in the active threat detection business. The market in which the Company competes is characterized by rapidly changing technology, evolving industry standards, frequent service, and product announcements, introductions, and enhancements, and changing customer demands. As a result, an investment in the securities of the Company is highly speculative and is only suitable for investors who recognize the high risks involved and can afford a total loss of investment.

## *The Company's business is subject to the risks of earthquakes, fires, floods, and other natural catastrophic events and interruption by manmade problems such as computer viruses and terrorism*

The Company's systems and operations are vulnerable to damage or interruption from earthquakes, volcanoes, fires, floods, power losses, telecommunications failures, terrorist attacks, acts of war, human errors, break-ins, and similar events. For example, a significant natural disaster, such as an earthquake, fire, or flood, could have a material adverse impact on the Company's business, operating results, and financial condition, and the Company's insurance coverage may be insufficient to compensate the Company for losses that may occur. The Company's servers may also be vulnerable to computer viruses, break-ins, and similar disruptions from unauthorized tampering with the Company's computer systems, which could lead to interruptions, delays, loss of critical data, or the unauthorized disclosure of confidential data. The Company may not have sufficient protection or recovery plans in certain circumstances and the Company's business interruption insurance (as and if carried by the Company) may be insufficient to compensate the Company for losses that may occur. As the Company expects to rely heavily on its servers, computer and communications systems, and the Internet to conduct the Company's business and provide high-quality customer experience, such disruptions could negatively impact the Company's ability to run the Company's business, which could have an adverse effect on the Company's operating results.

Further, the business of the Company may not be insurable, or the insurance may not be purchased due to the high cost. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increased costs and a decline in the value of the Company.

## *Future share issuances may affect the market price of the Common Shares*

To finance future operations, the Company may raise funds through the issuance of additional Common Shares or the issuance of debt instruments or other securities convertible into Common Shares. Xtract One cannot predict the size of future issuances of Common Shares or the issuance of debt instruments or other securities convertible into Common Shares or the dilutive effect if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares.

## *Risks associated with international operations of the Company*

A component of the Company's strategy is to expand internationally. Expansion into international markets will require management's attention and resources. The Company has limited experience in localizing its service, and the Company believes that many of its competitors are also undertaking expansion into foreign markets. There can be no assurance that the Company will be successful in expanding into international markets. In addition to the uncertainty regarding the Company's ability to generate revenues from foreign



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operations and expand its international presence, there are certain risks inherent in doing business on an international basis, including, among others, regulatory requirements, legal uncertainty regarding liability, tariffs, and other trade barriers, difficulties in staffing and managing foreign operations, longer payment cycles, different accounting practices, problems in collecting accounts receivable, political instability, seasonal reductions in business activity and potentially adverse tax consequences, any of which could adversely affect the success of the Company's international operations. To the extent that the Company expands its international operations and has additional portions of its international revenues denominated in foreign currencies, the Company could become subject to increased risks relating to foreign currency exchange rate fluctuations. There can be no assurance that one or more of the factors discussed above will not have a material adverse effect on the Company's future international operations and, consequently, on the Company's business, results of operations, and financial condition.

## *Issuance of debt*

From time to time, the Company may finance acquisitions, expansions, or operations partially or wholly with debt, which may increase the Company's debt levels above industry standards. The Company's constating documents do not limit the amount of indebtedness that the Company may incur. The level of the Company's indebtedness from time to time could impair the Company's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise, or at all. The Company's ability to service its debt obligations will depend on the Company's future operations, which are subject to prevailing industry conditions and other factors, many of which are beyond the control of the Company.

## *Dividends*

The Company does not expect to pay any cash dividends in the future in favor of utilizing cash to support the development of its business. Any future determination relating to the Company's dividend policy will be made at the discretion of the Company's board of Directors (the "**Board**") and will depend on several factors, including future operating results, capital requirements, financial condition, and the terms of any credit facility or other financing arrangements the Company may obtain or enter into, prospects and other factors the Company's Board may deem relevant at the time such payment is considered. As a result, shareholders will have to rely on capital appreciation, if any, to earn a return on their investment in the Common Shares in the foreseeable future.

## *Difficulty in forecasting*

The Company must rely largely on its market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry. A failure in the demand for its products to materialize because of competition, technological change, or other factors could have a material adverse effect on the business, results of operations, and financial condition of the Company.

## *Global economy risk*

Access to financing has been negatively impacted by the ongoing global economic risks and geopolitical instability. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where its cash position is unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans or other credit facilities in the future and on terms favorable to the Company. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could harm the Company's



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operations and the trading price of the Company's securities.

## *Inflation risk*

Global economies are currently experiencing elevated inflation, which could curtail levels of economic activity, including in the Company's primary markets. The general rate of inflation impacts the general economic and business environment, which in turn impacts the Company. Inflationary pressures relating to global financial support measures undertaken in response to the COVID-19 pandemic, as well as any economic conditions resulting from governmental attempts to reduce inflation, such as the imposition of higher interest rates, could negatively impact the Company's business, financial condition and results of operations. There can be no assurance that any governmental action will be taken to control inflationary or deflationary cycles, that any governmental action taken will be effective or whether any governmental action may contribute to economic uncertainty. Governmental action to address inflation or deflation may also affect currency values. Higher interest rates as a result of inflation could negatively impact future borrowing costs or make debt financing less attractive to the Company, which could, in turn, have a material adverse effect on the Company's business and results of operation.

## *Litigation*

The Company may become a party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for the Company's Common Shares. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources.

The commercial success of the Company will depend in part on not infringing upon the patents and proprietary rights of other parties and enforcing its patents and proprietary rights against others. The Company's research and development programs will be in highly competitive fields in which numerous third parties have issued patents and pending patent applications with claims closely related to the subject matter of the Company's programs. The Company is not currently aware of any litigation or other proceedings or claims by third parties that its technologies or methods infringe on its intellectual property.

## *Risks associated with acquisitions*

If appropriate opportunities present themselves, the Company intends to acquire businesses, technologies, services, or products that the Company believes are strategic. The Company currently has no understandings, commitments, or agreements concerning any other material acquisition and no other material acquisition is currently being pursued.

There can be no assurance that the Company will be able to identify, negotiate, or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired business, technology, service, or product into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for the ongoing development of the Company's business.

Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities, and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations, and financial condition. Any such future acquisitions of other businesses, technologies, services, or products might require the Company to obtain additional equity or debt financing, which might not be available on terms favorable to



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the Company, or at all, and such financing, if available, might be dilutive.

## *Economic environment*

The Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently impact the Company's future sales and profitability.

## *Financial risk exposures*

The Company may have financial risk exposure to varying degrees relating to the currency of each of the countries where it operates and has financial risk exposure towards digital currencies. The level of the financial risk exposure related to currency and exchange rate fluctuations will depend on the Company's ability to hedge such risk or use another protection mechanism.

## *The Company may alter its proposed use of current and future available funds*

The Company has used and intends to use its available capital to further advance its business and for general working capital. Although these allocations are based on the current expectations of management of Xtract One, there may be circumstances where, for business reasons, a reallocation of funds may be necessary as may be determined at the discretion of the Company, and there can be no assurance as of the date hereof as to how those funds may be reallocated.

## *Going concern risk*

The Company's financial statements have been prepared on a going concern basis under which an entity can realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and/or the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving or maintaining profitability. The Company's Financial Statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

## **DIVIDENDS AND DISTRIBUTIONS**

The Company has not paid dividends to its Shareholders to date and does not anticipate paying cash dividends on the Common Shares in the foreseeable future. The Company's current policy is to retain cash flows to finance the development and enhancement of its products and to otherwise invest in the Company's business.

## **DESCRIPTION OF CAPITAL STRUCTURE**

### **Common Shares**

As of the date hereof, the authorized capital of the Company consists of an unlimited number of Common Shares, of which 198,354,825 Common Shares are issued and outstanding. Shareholders are entitled to



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receive notice of, attend, and vote at any meeting of the Shareholders, and to cast one vote for each Common Share held on the applicable record date in respect of any matter put to vote at such a meeting. Shareholders are entitled to receive dividends if, as, and when declared by the Board. Shareholders are entitled to share equally in the remaining property of the Company upon the liquidation, dissolution, or winding-up of the Company.

## Omnibus Equity Incentive Plan

The Company has an omnibus equity incentive plan (the “Omnibus Equity Incentive Plan”) under which up to a maximum of 10% of the issued and outstanding Common Shares may be reserved for issuance in connection with incentive awards. The current Omnibus Equity Incentive Plan was approved by Shareholders during the Annual General and Special Meeting held on November 17, 2022. As of the date hereof, the maximum number of Common Shares that may be reserved for issuance under the Omnibus Equity Incentive Plan is 19,835,483.

As of the date hereof, there are a total of 11,012,886 stock options (“**Stock Options**”) issued and outstanding. Stock Options are exercisable by the holders thereof to acquire Common Shares at a future date. The terms and conditions attached to the Stock Option grants are determined by the Board, at its sole discretion. The Board has the power and discretionary authority to determine the terms and conditions of the Stock Option grants, including the individuals who will receive the Stock Option grants, the number of Stock Options subject to each grant, the exercise price of the Stock Options, the limitations, or restrictions on vesting of Stock Options, acceleration of vesting of Stock Options, the form of consideration payable on settlement of Stock Options and the timing of the Stock Options grants. The Board also has the power to establish procedures for payment of withholding tax obligations with cash.

During the year ended July 31, 2023, the Company granted Stock Options as follows:

Date of Grant	Number of Options	Exercise Price	Expiry Date
Oct-03-2022	1,256,000	\$0.38	Oct-03-2027
Jan-13-2023	1,000,000	\$0.50	Jan-13-2028
Mar-17-2023	448,348	\$0.69	Mar-17-2028
Apr-24-2023	250,000	\$0.75	Apr-24-2028
Jun-16-2023	86,644	\$0.95	Jun-16-2028
Jul-01-2023	400,000	\$0.90	Jul-01-2028
Jul-10-2023	101,644	\$0.91	Jul-10-2028
	<b>3,542,636</b>		

The Omnibus Equity Incentive Plan allows the Board to grant deferred share units (“**DSUs**”) to directors or any other individual at its sole discretion. As of the date herein, there are no DSUs issued and outstanding. DSUs are redeemable for one fully paid Common Share at a specified future date. The terms and conditions attached to the DSU grants are determined by the Board, at its sole discretion. The Board has the power and discretionary authority to determine the terms and conditions of the DSU grants, including the individuals who will receive the DSU grants, the number of DSUs subject to each grant, the redemption date of the grant and the timing of the DSU grants. The Board also has the power to establish procedures for payment of withholding tax obligations with cash. During the year ended July 31, 2023, the Company did not grant any DSUs.

The Omnibus Equity Incentive Plan allows the Board to grant restricted share units (“**RSUs**”) to directors or any other individual at its sole discretion. As of the date herein, there are no RSUs issued and outstanding.



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RSUs are redeemable for one fully paid Common Share but subject to certain restrictions. The terms and conditions attached to the RSU grants are determined by the Board, at its sole discretion. The Board has the power and discretionary authority to determine the terms and conditions of the RSU grants, including the individuals who will receive the RSU grants, the number of RSUs subject to each grant, the restrictions placed on the RSUs, the vesting terms applicable to the grant of the RSU and the timing of the RSU grants. The Board also has the power to establish procedures for payment of withholding tax obligations with cash. During the year ended July 31, 2023, the Company did not grant any RSUs.

The Omnibus Equity Incentive Plan allows the Board to grant performance share units (“**PSUs**”) to directors or any other individual at its sole discretion. As of the date herein, there are no PSUs issued and outstanding. PSUs are redeemable for one fully paid Common Share on a future date upon the achievement of certain performance goals. The terms and conditions attached to the PSU grants are determined by the Board, at its sole discretion. The Board has the power and discretionary authority to determine the terms and conditions of the PSU grants, including the individuals who will receive the PSU grants, the number of PSUs subject to each grant, the restrictions placed on the PSUs, the performance goals applicable to the vesting of the PSU and the timing of the PSU grants. The Board also has the power to establish procedures for payment of withholding tax obligations with cash. During the year ended July 31, 2023, the Company did not grant any PSUs.

## Warrants

As of the date hereof, there are 41,548,456 warrants to purchase Common Shares (“**Warrants**”) issued and outstanding as outlined below.

Number of warrants outstanding	Weighted average exercise price	Expiry date
781,711	\$ 0.60	March 17, 2024
8,841,150	\$ 0.75	March 17, 2025
20,000,000	\$ 0.60	February 10, 2028
11,925,595	\$ 0.60	April 12, 2028
41,548,456	\$ 0.63	

## MARKET FOR SECURITIES

### Trading Price and Volume

The Company’s Common Shares are listed and posted for trading on the TSX under the symbol “XTRA”, on the OTCQX in the United States under the symbol “XTRAF”, and on the Frankfurt Stock Exchange in Germany under the symbol “0PL”. On October 19, 2023, the closing price of the Common Shares on the TSX was \$0.82. The following table sets out the high and low closing share prices and the aggregate volume of trading of the Company’s Common Shares on the TSX for the most recently completed financial year.



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Period	High (\$)	Low (\$)	Volume
Aug-22	0.63	0.40	2,068,800
Sep-22	0.47	0.35	1,224,300
Oct-22	0.59	0.38	1,965,200
Nov-22	0.62	0.52	1,930,800
Dec-22	0.63	0.49	1,507,500
Jan-23	0.60	0.44	1,454,900
Feb-23	0.83	0.52	2,893,300
Mar-23	0.86	0.63	4,207,800
Apr-23	0.92	0.69	3,764,900
May-23	1.24	0.82	5,772,400
Jun-23	1.15	0.81	3,762,900
Jul-23	0.95	0.78	2,153,200

## Prior Sales

The following table summarizes securities of the Company that are not listed or quoted on a marketplace and that have been issued by the Company during the most recently completed financial year ended July 31, 2023:

Date of Issuance	Number and Type of Securities Issued	Issue Price / Exercise Price per Security	Reason for Issuance
Oct-03-2022	1,256,000 Options	\$0.38	Incentive Award
Jan-13-2023	1,000,000 Options	\$0.50	Incentive Award
Feb-10-2023	20,000,000 Common Shares <sup>(1)</sup>	\$0.42	Private placement with MSG Sports
Feb-10-2023	20,000,000 Warrants <sup>(1)</sup>	\$0.60	Private placement with MSG Sports
Mar-17-2023	448,348 Options	\$0.69	Incentive Award
Apr-12-2023	11,925,595 Common Shares <sup>(1)</sup>	\$0.42	Private placement with MSG Sports
Apr-12-2023	11,925,595 Warrants <sup>(1)</sup>	\$0.60	Private placement with MSG Sports
Apr-24-2023	250,000 Options	\$0.75	Incentive Award
Jun-16-2023	86,644 Options	\$0.95	Incentive Award
Jul-01-2023	400,000 Options	\$0.90	Incentive Award
Jul-10-2023	101,644 Options	\$0.91	Incentive Award

### Note:

- The Company issued 20,000,000 units (the "Units") on February 10, 2023 and an additional 11,925,595 Units on April 12, 2023 to MSG Sports at a price of \$0.42 per Unit, with each Unit consisting of one Common Share and one Warrant, with each Warrant entitling the holder thereof to purchase one additional Common Share for \$0.60 per Common Share.



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## ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

To the Company's knowledge, no securities were held in escrow, or were subject to a contractual restriction on transfer as of July 31, 2023.

## DIRECTORS AND OFFICERS

### Directors

The following table sets out, as at the date hereof, for each of our directors, the person's name, province or state, and country of residence, position(s) with us, the date on which they became a director, their principal occupation and previously held positions for the last five years. Our directors are expected to hold office until our next annual meeting of Shareholders. Our directors are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of Shareholders.

Name and province or state and country of residence	Position with the Company	Director since	Principal occupation for the past five years <sup>(1)</sup>	Number and % of Common Shares held in the Company
<b>Peter van der Gracht</b> <sup>(2)</sup> British Columbia, Canada	Independent Director and Chairman of Board	July 10, 2018	See the detailed description below.	82,000 (0.04%)
<b>John Gillies</b> <sup>(3)(4)(5)</sup> British Columbia, Canada	Independent Director	May 30, 2017	See the detailed description below.	160,000 (0.08%)
<b>Bill Maginas</b> <sup>(3)(4)(5)</sup> Ontario, Canada	Independent Director	January 1, 2020	See the detailed description below.	10,000 (0.005%)
<b>Lea M. Ray</b> <sup>(3)(4)(5)</sup> Ontario, Canada	Independent Director	February 7, 2020	See the detailed description below.	15,000 (0.008%)
<b>Peter Evans</b> Florida, USA	CEO and Director	December 10, 2020	See the detailed description below.	402,323 (0.20%)

#### Notes:

- Information as to principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- Chair of the Board of Directors.
- Member of the Audit Committee.
- Member of the Human Resources and Compensation Committee.
- Member of the Governance and Nomination Committee.



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## Executive Officers

The following table sets out, as at the date hereof, for each of our officers not noted above, the person's name, province or state, and country of residence and position(s) with us.

Name and province or state and country of residence	The position with the Company	Executive since	Principal occupation for the past five years	Number and % of Common Shares held in the Company
<b>Karen Hersh</b> Ontario, Canada	Chief Financial Officer and Corporate Secretary	August 10, 2020	See the detailed description below.	15,000 (0.008%)

## Biographies

The following are brief profiles of the current directors and executive officers of the Company, including a description of their principal occupation within the past five years.

### Directors

#### *Peter van der Gracht, Chair and Director*

Mr. van der Gracht is a successful start-up veteran, with over forty years of experience leading companies through multiple financings, operational build-outs, acquisitions, mergers and buy-outs. Mr. van der Gracht has spent his career addressing the challenge of accelerating the adoption of new technologies in many industries. He has in the past or is currently, chairman, director, consultant or investor of over twenty for-profit organizations. Mr. van der Gracht supports the following not-for-profit organizations, Entrepreneurship@UBC, a University of British Columbia seed-stage investment fund and program and Alacrity Foundation, a not-for-profit start-up foundation. In the past, Mr. van der Gracht supported two Federal Government activities. He was a member of the Science, Technology and Innovation Council and he was the Global Industry Advisor for Global Affairs Canada. Mr. van der Gracht holds a Master's degree in Electrical Engineering from the University of British Columbia and is the recipient of multiple awards for entrepreneurship. Mr. van der Gracht is currently the Chair of the Company's Board of Directors.

#### *John Gillies, Director*

Mr. Gillies brings over 33 years of federal government experience, principally within the national and international security and intelligence environment during which time Mr. Gillies served as an Assistant Director with the Canadian Security Intelligence Service ("CSIS") and as a member of the CSIS Senior Executive Committee. Past duties within CSIS include extensive experience in both the counter-intelligence and counter-terrorism sectors in various roles with a focus in advancing national security and intelligence programs, delivering projects, building strong and diverse teams, fostering collaboration and leading change. During the course of his career, Mr. Gillies developed numerous international contacts with security and intelligence agencies, law enforcement, academia and the private sector. Mr. Gillies possesses career-long experience in conducting and managing complex national security investigations in a variety of roles including as the Director General, Counter Terrorism Division and the Director General, BC Region during





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the 2010 Winter Olympic Games. During his tenure as the Chief Human Resources Officer (“CHRO”) for CSIS, Mr. Gillies also represented CSIS nationally on numerous HR related Boards and Councils. Prior to joining the CSIS, Mr. Gillies served as a police officer in the Royal Canadian Mounted Police (“RCMP”). He is a graduate of the University of Victoria and currently resides in the Lower Mainland of British Columbia where he also serves as a Director on the Board of Trustees for the Surrey Public Library.

## *Bill Maginas, Director*

As the former President of Johnson Controls Canada (JCI), Mr. Maginas brings a great deal of industry expertise to Xtract One’s Board of Directors. Mr. Maginas is currently leading a portfolio business for Ironbridge Equity Partners as the CEO of GNI Management Group with a focus on building barrier science offerings, inclusive of sound proofing, insulation and fire prevention. He is an accomplished senior executive and thought leader, who has more than 20 years of success across the commercial building, construction, technology, security, energy and environmental solutions industries. While at JCI he ran a security division that served 25,000 customers, ranging from industrial sites in Alberta, Financial centres in Ontario and Data Centers in Quebec. At Honeywell he was a country leader in Canada for the building solutions business where he worked on security at the Vancouver Olympics and many other critical infrastructure venues. During his time at Honeywell he worked on security for multiple Olympic games, data centres and other key sites globally. One of his final positions at Honeywell was a Business Model Innovation Leader in the connected enterprise with a focus in software as a service offering. His broad areas of expertise include business process improvement, change management, growth and strategy. Mr. Maginas is currently the Chair of the Company’s Human Resources and Compensation Committee.

## *Lea M. Ray, Director*

Ms. Ray is a certified director (ICD.D) of the Institute of Corporate Directors and is a Chartered Professional Accountant. She holds a Bachelor of Commerce Degree from the Odette School of Business, University of Windsor. Ms. Ray has served as the Chair, Vice-chair, Lead Independent Director and Audit Committee Chair on a variety of publicly-listed (TSX), public sector and non-profit entities. She has held the position of Vice-President, Corporate Finance, for Warner Bros. Entertainment Canada Inc. and is a former member of the Professional Conduct Committee of the Chartered Professional Accountants (Ontario). Ms. Ray is currently the Chair of the Company’s Audit Committee.

## *Peter Evans, Chief Executive Officer and Director*

Mr. Evans has over 25 years of driving growth for disruptive high-tech companies. He has successfully served as CEO, COO, CMO, and other executive leadership roles in leading sales and strategic partnerships. As a high-tech CEO, Mr. Evans has demonstrated repeated success in driving revenue growth and accelerated profitability, by delivering innovative solutions to target markets. He has worked with aggressive Venture backed start-ups, and large-scale, global Fortune 500 brands leading organizations’ digital transformation and innovation activities for customers in the Telecom, Cloud, SaaS, and Cybersecurity industries. Mr. Evans is a noted public spokesperson, and has led the acquisition of three private companies, and participated in the acquisitions of two publicly-traded companies.

## **Executive Officers**

### *Karen Hersh, Chief Financial Officer and Corporate Secretary*

Ms. Hersh has experience across a broad spectrum of finance activities including financial reporting, strategic planning and corporate finance, including mergers and acquisitions. She has held several senior



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leadership roles, most recently as the CFO for a global private equity company focused on cybersecurity technologies where she was responsible for mergers and acquisitions, financial reporting, and portfolio management. Prior to this role, Ms. Hersh held the positions of CFO at VIQ Solutions Inc. (TSXV: VQS) and Vice President, Corporate Finance & Investment Banking at PricewaterhouseCoopers LLP. Ms. Hersh holds a Bachelor of Commerce from McGill University and is a Chartered Professional Accountant (CPA, CA).

## Audit Committee

The Audit Committee of the Board is a committee established for the purpose of overseeing the accounting and financial reporting processes of the Company and the annual external audit of the financial statements. All members of the Audit Committee are independent, financially literate and have accounting or related financial expertise based on criteria in accordance with NI 52-110. The mandate and responsibilities of the Audit Committee can also be found in the Audit Committee Charter on the Company's website at <https://xtractone.com/company/policies-documents/>. The Audit Committee Charter was most recently updated by the Company on October 19, 2023. The Audit Committee is composed entirely of independent directors (in accordance with National Instrument 52-110 *Audit Committees*). The current members of the Audit Committee are Lea M. Ray, John Gillies, and Bill Maginas. Ms. Ray currently chairs the Audit Committee.

## CEO Leadership and Succession Planning

The Board ensures that the Company has proper plans in place for an orderly succession of management.

On November 9, 2020, the Company announced the appointment of Peter Evans as Chief Executive Officer, effective on Monday, November 16, 2020. Mr. Evans brings strong expertise working with venture-backed and public companies in executive leadership, operations and board roles, and has a proven track record in revenue growth for early-stage technology organizations.

On August 10, 2020, the Company announced the appointment of Karen Hersh as its Chief Financial Officer and Corporate Secretary. Ms. Hersh's hands-on experience in financial planning and reporting, corporate governance, business development, and operations for start-up and growth-stage technology companies has been leveraged for overseeing all financial aspects of the Company while supporting the Board. Her experience is also instrumental in the commercial deployment of the Company's Platform, corporate development initiatives and capital markets.

## Cease Trade Orders and Bankruptcies

None of our directors or executive officers is, as at the date of this Annual Information Form, or has been within ten (10) years before the date of this Annual Information Form, a director, chief executive officer, or chief financial officer of any company (including us) that, while that person was acting in that capacity, or after that person ceased to act in such capacity but resulting from an event that occurred while that person was acting in such capacity, was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation in each case for more than 30 consecutive days.

None of our directors, or executive officers, or to our knowledge, our shareholders holding a sufficient number of securities to affect materially the control of our Company (i) is as at the date of this Annual Information Form, or has been within ten (10) years before the date of this Annual Information Form, a director or executive officer of any company (including us) that, while that person was acting in that



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capacity, or within a year of that person ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within ten (10) years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of such director, executive officer or shareholder.

## Penalties or Sanctions

None of our directors or executive officers, or to our knowledge, our Shareholders holding enough securities to affect materially the control of our Company, has been subject to:

- any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

## Conflicts of Interest

To the best of our knowledge, there are no known existing or potential conflicts of interest between us and our directors, executive officers, or other members of management as a result of their outside business interest as at the date of this Annual Information Form. However, as certain of our directors and officers also serve as directors and officers of other companies, a conflict of interest may arise between their duties to us and their duties to such other companies.

## EXECUTIVE COMPENSATION

Information regarding directors' and officers' remuneration is contained in the Company's Information Circular dated September 28, 2023, for its annual general meeting of security holders to be held on November 14, 2023, which will involve the election of directors.

## PROMOTERS

No person will be or has been within the two (2) most recently completed financial years or during the current financial year, a promoter of the Company.

## APPOINTMENT OF AUDITOR

The external auditors of the Company are Davidson & Company LLP, located at 609 Granville St. #1200, Vancouver, British Columbia, V7Y 1G6.

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are





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reasonably related to the performance of the audit of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice, and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its external auditors, Davidson & Company LLP, for services rendered to the Company in each of the last two fiscal years, by category, are as follows:

Fiscal Year Ending	Audit Fees	Audit-related Fees	Tax Fees	All Other Fees	Total
July 31, 2023	\$115,000	\$40,000	Nil	Nil	\$155,000
July 31, 2022	\$130,000	\$37,500	Nil	Nil	\$167,500

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

In the ordinary course of business, the Company may be subject to certain contingent liabilities with respect to existing or potential claims, lawsuits, and other proceedings, including those involving tax, labor lawsuits and other matters. The Company will accrue liabilities when it is probable that future costs will be incurred, and such costs can be reasonably estimated.

As of the date of this Annual Information Form, the Company's management is not aware of any current or contemplated legal proceedings material to the Company to which it is a party or of which any of its property is the subject matter.

As of the date of this Annual Information Form, no penalties or sanctions have been imposed against the Company by a court or regulatory body and the Company did not enter into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, none of (i) the directors or executive officers of the Company, (ii) the Shareholders who beneficially own, control or direct, directly or indirectly, more than 10% of the voting securities of the Company, or (iii) any associate or affiliate of the persons referred to in (i) and (ii), has or has had any material interest, direct or indirect, in any transaction within the three years before the date of this Annual Information Form or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries. See "Material Contracts".

On April 11, 2023, the disinterested Shareholders of the Company approved an ordinary resolution, pursuant to which the Company was authorized to issue and sell 11,925,595 Units of the Company to MSG Sports for aggregate gross proceeds of \$5,008,749.90, which constituted the second tranche of MSG Sport's overall investment of up to \$13,408,749 (US \$10 million) in the Company on a private placement basis (the "**Second Tranche**"). Each Unit comprised one Common Share and one Warrant, with each Warrant entitling MSG Sports to purchase one additional Common Share for a period of five years at a price of \$0.60 per Common Share. On April 12, 2023, the Company announced closing of the Second Tranche. Previously, on February 10, 2023, MSG Sports completed an initial subscription of 20,000,000 Units on a private placement basis, at a price of \$0.42 per Unit (the "**First Tranche**", together with the Second Tranche, the "**Investment**").



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Following completion of the Investment, MSG Sports now holds more than 10% of the Company's Common Shares.

## Related Party Transactions

Xtract One has not engaged in any material non-arm's length party transactions this fiscal year, other than those set out in the Company's Financial Statements filed on October 19, 2023.

## TRANSFER AGENT, REGISTRAR, AND WARRANT AGENT

The transfer agent, registrar and warrant agent for the Common Shares and Warrants issued by the Company is TSX Trust Company located at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1.

## MATERIAL CONTRACTS

The following is a list of material contracts of the Company and its subsidiaries, other than contracts entered in the ordinary course of business, entered into by Xtract One within the last fiscal year ended July 31, 2023, or before the last fiscal year if still in effect:

- (1) On July 25, 2019, Xtract One completed an exclusive global commercial licensing agreement for intellectual property with Quasar of San Diego, California, to ensure the successful deployment of the Platform. Under the terms of this agreement, Quasar has granted Xtract One a perpetual, worldwide, exclusive, fully paid-up, transferable and irrevocable license (with a right of sublicense) to use Quasar's intellectual property to use, develop, modify, manufacture and sell covert threat detection technology in exchange for an aggregate cash consideration of USD \$5 million. The Quasar license includes access to patented sensor technology and patent-pending magnetic detection and security screening technology. Xtract One also has the right to engage Quasar's development team to assist with future modifications to the technology, as well as manufacturing and implementation engineering.
- (2) On January 6, 2022, the Company filed a final short form base shelf prospectus with the securities commissions in each of the provinces and territories of Canada, except Quebec. The base shelf prospectus allows the Company to offer and issue up to \$50 million of common shares, warrants, subscription receipts, units, debt securities, or any combination of such securities during the 25-month period that the shelf prospectus is effective.
- (3) On October 5, 2022, the Company announced that it had signed a partnership agreement with OVG to provide new patron screening technologies to multiple properties. The partnership enables properties owned or operated by OVG to utilize the Company's SmartGateway system to enhance the customer experience and increase safety and security.
- (4) On February 10, 2023, the Company entered into a private placement agreement with MSG Sports that would allow an investment of up to 31,925,595 Units at a price of \$0.42 per Unit. Each Unit comprised one Common Share and one Warrant, with each Warrant entitling the holder thereof to purchase one Common Share at a price of \$0.60 for a period of five years following the date of its issuance. On February 10, 2023, the Company issued 20,000,000 Units under the private placement agreement for gross proceeds of \$8,400,000. On April 12, 2023,





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the Company issued the remaining 11,925,595 Units under the private placement agreement for gross proceeds of \$5,008,750. Following completion of the Investment, MSG Sports now holds more than 10% of the Company's Common Shares.

## INTERESTS OF EXPERTS

Xtract One's Financial Statements have been audited by Davidson & Company LLP, as set forth in their audit reports. Davidson & Company LLP is the independent auditor of the Company and is independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

## ADDITIONAL INFORMATION

Additional information relating to the Company may be found under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Additional financial information is provided in Xtract One's Financial Statements and MD&A.



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## APPENDIX “A” GLOSSARY OF TERMS

“AI”	means artificial intelligence.
“Annual Information Form”	means this annual information form.
“Board”	means the board of directors of the Company.
“Common Shares”	means the common shares in the capital of the Company.
“DSU”	means a deferred share unit of the Company granted to an individual and redeemable for one Common Share on a specified date in the future.
“EhEye”	means EhEye Inc., a wholly-owned subsidiary of the Company.
“First Tranche”	means the first tranche of the Company’s private placement that closed on February 10, 2023 and consisted of 20,000,000 Units purchased by MSG Sports at a price of \$0.42 per Unit.
“Gateway” or “Xtract One Gateway”	means the Company’s AI-powered threat detection gateway.
“Investment”	means the investment of MSG Sports into the Company by way of a private placement of 31,925,595 Units at a price of \$0.42 per Unit for a total investment of approximately \$13.4 million.
“MD&A”	means the management’s discussion and analysis of the Company for the year ended July 31, 2023.
“MSG Entertainment”	means Madison Square Garden Entertainment Corp.
“MSG Sports”	means Madison Square Garden Sports Corp.
“OVG”	means Oak View Group.
“Patriot UK”	means Patriot One (UK) Limited, a wholly owned subsidiary of the Company.
“Platform”	means the Company’s suite of integrated, layered, AI-powered threat detection gateway solution and Xtract One Insights.
“PSU”	means a performance share unit of the Company granted to an individual and redeemable for one Common Share subject to the completion of specific performance goals.
“RSU”	means a restricted share unit of the Company granted to an individual and redeemable for one Common Share subject to specified restrictions.
“Second Tranche”	means the second tranche of the Company’s private placement that closed on April 12, 2023 and consisted of 11,925,595 Units purchased by MSG Sports at a price of \$0.42 per Unit.
“Shareholders”	means the holders of Common Shares.
“SmartGateway”	means the Company’s current Gateway iteration.
“Sotech”	means Sotech Secure, LLC, a 49% owned subsidiary of Xtract US.



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<b>“Stock Options”</b>	means stock options granted by the Company entitling the holder thereof to purchase Common Shares at a stated exercise price.
<b>“TSX”</b>	means the Toronto Stock Exchange.
<b>“TSXV”</b>	means the TSX Venture Exchange.
<b>“Units”</b>	means units of the Company issued to MSG Sports at a price of \$0.42 per Unit in connection with the Investment.
<b>“Warrants”</b>	means Common Share purchase warrants entitling the holder thereof to purchase Common Shares at a predetermined exercise price within a specified time frame.
<b>“Xtract”</b>	means Xtract Technologies Inc., a wholly-owned subsidiary of the Company.
<b>“Xtract Detection”</b>	means Xtract One Detection Ltd., a wholly-owned subsidiary of the Company.
<b>“Xtract One” or the “Company”</b>	means Xtract One Technologies Inc.
<b>“Xtract One Financial Statements”</b>	means the audited annual consolidated financial statements of the Company as at and for the year ended July 31, 2023, together with the notes thereto and the auditors' report thereon.
<b>“Xtract One Insights”</b>	means the Company's software solution that analyzes large amounts of venue data in real time.
<b>“Xtract US”</b>	means Xtract One (US) Technologies Inc., a wholly-owned subsidiary of the Company.