TrackX Holdings Inc.

Interim Condensed Consolidated Financial Statements

For the Three and Six Months Ended March 31, 2020 and 2019

(Unaudited – Prepared by Management)

Expressed in Canadian Dollars

TrackX

Connecting Assets in a Connected World

NOTICE OF NO AUDITOR REVIEW OF
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these interim condensed consolidated financial statements, they must be accompanied by a notice indicating that these condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

TrackX Holdings Inc.
Interim Condensed Consolidated Statements of Financial Position
(Unaudited and Expressed in Canadian Dollars)

	Note	March 31 2020	September 30 2019
ASSETS			
Current			
Cash		$ 424,586	$ 71,531
Accounts receivable	6	558,312	909,298
Inventory		175,434	163,921
Prepaid expenses and other current assets		564,014	140,071
		1,722,346	1,284,821
Deposits		46,925	43,846
Fixed assets, net	7	38,895	60,860
Intangible assets, net	8	536,573	1,152,976
TOTAL ASSETS		$ 2,344,739	$ 2,542,503
LIABILITIES			
Current			
Accounts payable and accrued liabilities		$ 1,366,497	$ 2,115,020
Contract liability	9	723,608	-
Deferred revenue	9	-	1,380,976
Due to related party (short term)	18	-	206,095
Promissory notes (short term)	10	945,090	1,420,098
		3,035,195	5,122,189
Promissory note	10	1,568,581	1,267,480
TOTAL LIABILITIES		4,603,776	6,389,669
SHAREHOLDERS’ EQUITY			
Share capital	12	14,664,775	14,463,761
Reserves		1,632,587	1,674,416
Cumulative translation adjustment		273,567	(484,617)
Retained Deficit		(18,829,966)	(19,500,726)
TOTAL SHAREHOLDERS’ EQUITY (DEFICIT)		(2,259,037)	(3,847,166)
TOTAL LIABILITIES AND SHAREHOLDERS’ EQUITY (DEFICIT)		$ 2,344,739	$ 2,542,503

Approved by the Board of Directors:

“Tim Harvie”
Director

“Blair Garrou”
Director

- The accompanying notes are an integral part of these unaudited condensed interim financial statements –

TrackX Holdings Inc.
Interim Condensed Consolidated Statements of Loss and Comprehensive Loss
(Unaudited and Expressed in Canadian Dollars)

	Note	Three Months Ended March 31 2020	Three Months Ended March 31 2019	Six Months Ended March 31 2020	Six Months Ended March 31 2019
Revenues	13	$ 930,823	$ 1,656,249	$ 2,107,763	$ 3,844,175
Cost of Sales	14	544,092	967,028	1,143,362	2,277,016
Gross Margin		386,731	689,221	964,401	1,567,159
Expenses	14				
Amortization of intangible assets	8	398,741	305,977	792,586	602,925
Depreciation of equipment	7	14,097	13,181	24,831	24,455
Foreign exchange (gain)/loss		343	15,486	1,862	19,328
General and administrative		580,783	878,093	1,172,331	1,741,885
Product enhancements and developments		-	131,737	-	131,737
Sales and marketing		138,303	485,401	314,906	795,194
Share-based compensation	12	(77,825)	91,298	(41,829)	242,487
Total Expenses		1,054,442	1,921,173	2,264,687	3,558,011
Loss from Operations		(667,711)	(1,231,952)	(1,300,286)	(1,990,852)
Interest income		-	771	402	5,095
Interest expense and finance charges		117,086	83,846	226,994	145,024
Gain on sale of line of business		2,952,909	-	2,952,909	-
Write-off of accounts payable		(52)	-	(6,219)	-
Net income (loss) for the period		2,168,060	(1,315,027)	1,419,812	(2,130,781)
Foreign exchange translation adjustment		(748,650)	(39,156)	391,896	78,331
Comprehensive income (loss) for the period		$ 1,419,410	$ (1,354,183)	$ 1,811,708	$ (2,052,450)
Basic and fully diluted income (loss) per common share		$ 0.02	$ (0.02)	$ 0.02	$ (0.03)
Weighted average common shares outstanding		79,019,204	73,777,101	80,232,739	73,690,837

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

TrackX Holdings Inc.
Interim Condensed Consolidated Statements of Cash Flows
(Unaudited and Expressed in Canadian Dollars)

Cash Provided By (Used In):		Six Months Ended March 31 2020		Six Months Ended March 31 2019
Operating activities:				
Income (Loss) for the period	$	1,419,812	$	(2,130,781)
Items not affecting cash:				
Amortization of intangible assets		655,024		602,925
Depreciation of equipment		24,646		24,455
Financing costs		-		17,516
Share-based compensation		(135,805)		242,487
Shares issued for interest expense		(111,180)		
Change in non-cash working capital:				
Accounts receivable		419,591		92,322
Prepaid expenses		(389,439)		137,953
Accounts payable and accrued liabilities		(1,097,807)		222,536
Due to related parties		(207,172)		(107,303)
Deposit		-		(22,677)
Contract libility		(738,485)		-
Deferred revenue		(738,485)		(412,618)
Inventory		-		(72,072)
		(160,815)		(1,405,257)
Investing activities:				
Acquisition of equipment		-		(31,670)
Development expenses		-		(308,613)
		-		(340,283)
Financing activities:				
Proceeds from exercise of stock options		-		25,000
		-		25,000
Net change in cash		(160,815)		(1,720,540)
Foreign exchange impact on cash		513,870		58,107
Cash – beginning of period		71,531		2,210,553
Cash – end of period	$	424,586	$	548,120
Supplemental non-cash financing information:				
Cumulative translation adjustment	$	391,896	$	(78,332)
Fair value of warrants exercised	$	-	$	-
Fair value of options exercised	$	-	$	72,147

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TrackX Holdings Inc.
Interim Condensed Consolidated Statements of Changes in Shareholders' Equity
(Unaudited and Expressed in Canadian Dollars)

	Number of shares	Share capital $	Reserve $	Cumulative translation adjustment $	Deficit $	Total $
Balance, September 30, 2018	73,677,101	$ 12,999,279	$2,851,058	$ (374,362)	$ (14,953,554)	$ 522,421
IFRS 15 adoption	-	-	-	-	(628,075)	(628,075)
Agent's warrants expired	-	212,000	(212,000)	-	-	-
Stock options exercised	200,000	93,354	(43,354)	-	-	50,000
Warrants expired	-	986,000	(986,000)	-	-	-
Shares issued for interest	996,802	173,128	-	-	-	173,128
Share-based compensation	-	-	64,712	-	-	64,712
Comprehensive loss	-	-	-	(110,255)	(3,919,095)	(4,029,350)
Balance, September 30, 2019	**74,873,903**	**$ 14,463,761**	**$ 1,674,416**	**$ (484,617)**	**$ (19,500,726)**	**$(3,847,166)**
Shares issued for interest	2,012,424	100,621	-	-	-	100,621
Share-based compensation	-	-	35,996	-	-	35,996
Comprehensive loss	-	-	-	24,174	(748,650)	(724,476)
Balance, December 31, 2019	**76,886,327**	**$ 14,564,382**	**$ 1,710,412**	**$ (460,443)**	**$ (20,249,376)**	**$(4,435,025)**
Shares issued for interest	3,346,412	100,392	-	-	-	100,392
Share-based compensation	-	-	(77,825)	-	-	(77,825)
Comprehensive loss	-	-	-	734,011	1,419,410	2,153,421
Balance, March 31, 2020	**80,232,739**	**$ 14,664,775**	**$ 1,632,587**	**$ 273,568**	**$ (18,829,966)**	**$(2,259,037)**

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

1. Nature of Operations and Going Concern

TrackX Holdings Inc. (formerly Cougar Minerals Corporation) (the **"Company**" or "**TrackX Holding**s") was incorporated under the Canadian Business Corporation Act on April 21, 2004 and continued into British Columbia on January 11, 2016. The Company's head office is located at 7800 East Union Avenue, Suite 430, Denver, Colorado 80237 United States of America and its registered office and records office is located at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia V6B 2R9, Canada. The Company's common shares are publicly listed on the Toronto Stock Exchange's Venture Exchange (the "**TSX-V**") under the symbol "**TKX**".

These unaudited interim condensed consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At March 31, 2020, the Company had not achieved profitable operations, had an accumulated deficit of $18,829,966 since inception and expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These unaudited interim condensed consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations, expansion and customer deployments.

Reverse Takeover

On May 26, 2016, the Company completed the reverse takeover transaction ("**RTO**") pursuant to which it acquired TrackX, Inc. ("**TrackX**") (formerly TrackX, LLC) which operates under the laws of the state of Delaware, United States of America ("**USA**"). The principal activity of TrackX is development and marketing of software and customization of hardware. The Company provides value by enabling customers to track physical assets using radio frequency technology in combination with proprietary software. The head office of TrackX is located at 7800 East Union Ave, Suite 430, Denver, CO 80237 United States of America.

On closing of the RTO, TrackX, Inc. became a wholly owned subsidiary of the Company. As TrackX, Inc. is deemed to be the accounting acquirer for accounting purposes, its assets and liabilities and operations are included in the consolidated financial statements at their historical carrying value. TrackX Inc.'s operations were considered to be a continuance of the business and operations of TrackX, LLC. The Company's results of operations are those of TrackX Inc., with TrackX Holdings operations being included from May 26, 2016 onwards, the closing date. Please refer to RTO (Note 4) for more details.

2. Basis of Presentation

a) Statement of Compliance

These unaudited interim condensed consolidated financial statements have been prepared in accordance with the International Accounting Standard ("**IAS**") 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("**IASB**"). Accordingly, certain information normally included in annual financial statements prepared in accordance with International Financial Reporting Standard ("**IFRS**"), as issued by the IASB, has been omitted or condensed. The unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited financial statement for the year ended September 30, 2019. However, selected explanator notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual financial statements.

b) Approval of the Financial Statements

These financial statements were approved and authorized for issue by the Board of Directors on June 8, 2020.

c) Functional and Presentation Currency

The functional currency of a company is the currency of the primary economic environment in which the company operates. The presentation currency for a company is the currency in which the company chooses to present its financial statements.

These financial statements are presented in Canadian dollars, the Company's presentation currency. The functional currency of TrackX Holdings, the legal parent company is Canadian dollars and TrackX, the subsidiary, is United States dollars.

Assets and liabilities for each statement of financial position presented (including comparatives) are translated at the closing rate at the date of that statement of financial position. This would include any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of that foreign operation are treated as part of the assets and liabilities of the foreign operation;

- Income and expenses for each income statement (including comparatives) are translated at exchange rates approximately at the dates of the transactions; and
- All resulting exchange differences are recognized in other comprehensive income.

Translation of Foreign Currency

(i) Foreign Currency Transactions
Monetary and non-monetary transactions denominated in foreign currencies are translated into the entity's functional currency at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rate prevailing at the reporting date. Foreign currency translation differences are recognized in earnings or loss.

(ii) Foreign Operations
The assets and liabilities of foreign operations, including fair value adjustments arising on acquisition, are translated into Canadian dollars at the exchange rates at the reporting date. The earnings and expenditures of foreign operations are translated into Canadian dollars each month using the monthly average foreign exchange rate applicable for that month. Currency translation differences, including those on monetary items that form part of a net investment in a foreign operation, are recognized in other comprehensive income ("OCI") as a translation gain or loss on foreign operations, and may be subsequently reclassified to earnings or loss on disposal of a foreign operation.

d) Basis of Consolidation

The interim unaudited condensed consolidated financial statements include, on a consolidated basis, assets, liabilities, revenues and expenses of the Company and TrackX, which carries out business in the United States of America. The financial statements of the subsidiary are included in the interim unaudited consolidated financial statements from the date that control commenced. All intercompany transactions and balances are eliminated on consolidation.

3. Significant Accounting Policies

a) Use of critical accounting judgment and estimates

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. Estimates and assumptions are pervasive throughout the financial statements and are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and future periods impacted.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i. Cash generating units

The determination of the Company's cash generating units ("**CGU**") impacts the measurement of impairment that is recognized in the financial statements. The determination of CGU's requires judgement in defining the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. CGU's are determined by similar market locations, shared infrastructure type of services provided, similar exposure to political risk, market risk and materiality.

Except as described below, the accounting policies applied in these unaudited condensed consolidated interim financial statements are the same as those applied in the Company's consolidated financial statements as at and for the year ended September 30, 2018. The changes in accounting policies are also expected to be reflected in the Company's consolidated financial statements as at and for the year ending September 30, 2019. A number of other new standards are effective from October 1, 2018 but they do not have a material effect on the Company's financial statements.

b) IFRS 15 – Revenue from Contracts with Customers

The Company adopted IFRS 15 Revenue from Contracts with Customers with a date of initial application of October 1, 2018. IFRS 15 introduced a single model for recognizing revenue from contracts with customers. It replaced IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations. The standard requires revenue to be recognized in a manner that depicts the transfer of promised goods and services to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services.

The details of the new significant accounting policies and the nature of the changes to previous accounting policies in relation to the Company's various goods and services are set out below.

Sale of goods and services

The Company sells hardware, software and related services. When a contract includes more than one performance obligation, the total amount of the consideration to be received is allocated to distinct goods and services based on the Standalone selling price (**"SSP"**) for each of the goods and services within the contract.

Revenue is recognized upon transfer of control of promised goods or services to the customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. The Company's contracts often include a number of promised goods or services such as software licenses, SaaS, support and professional services. The Company's goods and services are generally distinct and accounted for as separate performance obligations. A good or service is distinct if the customer can benefit from it on its own or together with other readily available resources, and the Company's promise to transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer.

ii. Perpetual software license fees:

The Company generates revenues through the sale of perpetual software licenses which enables the customer to use the software on their devices. For software licenses, where the SSP is highly variable, the Company applies the residual method, which determines the SSP of the software licenses by subtracting the sum of the SSP's of the other goods and services in the contract from the total transaction price.

Software licenses provide the customer with a right to use the software. Revenue is recognized for these licenses when the customer can benefit from the license, which is typically when it is delivered or made available to the customer, at a point in time. For software licenses that include significant customization to, or development of the software revenue is recognized when the customer is able to use the license.

ii. SaaS, hosting, and maintenance fees:

For SaaS, hosting and maintenance the SSP is determined based on the price at which the Company separately sells or would separately sell each service. Revenue from SaaS, hosting, and maintenance fees are deferred and recognized ratably over the contract term beginning on the date the software is activated.

iii. Integration, implementation, and installation fees:

These fees include software integration and configuration, hardware installation, and customer training services. The SSP for these services is determined based on the price at which the Company separately sells the service.

The revenue for these services is recognized over time as the services are delivered to the customer. When contracted on a fixed fee basis, revenue is generally recognized progressively by reference to the stage of completion of the contract, measured by the cost incurred to date in relation to the total expect cost to complete the deliverable, commonly referred to as the percentage of completion method. For contracts billed on a time and material basis, the Company invoices the customer and recognizes revenue equal to the amount of time incurred during the period.

(Unaudited and Expressed in Canadian Dollars)

iv. Customization and enhancement fees:

Software customization and enhancement contracts are either on a fixed fee or time and material basis. The SSP for these services is determined based on the price at which the Company separately sells the service. These revenues are recognized based on the substance of the transaction. This can result in revenues recognized as services are performed or based on the circumstances deferred and recognized at a point of time upon completion of the integration into the customer application.

v. Hardware sales:

For hardware sales the SSP is determined based on the price that the Company separately sells the product. Revenue from hardware is recognized at a point in time, when ownership transfers to the customer.

The Company recognizes an asset for the incremental costs of obtaining a contract with a customer if it expects the costs to be recoverable and has determined that certain sales commissions meet the requirements to be capitalized. Capitalized contract acquisition costs are amortized consistent with the pattern of transfer of the goods or services to which the asset relates. The amortization period includes anticipated contract renewals where there is either no renewal commission or a renewal commission that is not commensurate with the initial commission. The Company applies the practical expedient available under IFRS and does not capitalize incremental costs of obtaining contracts if the amortization period is one year or less.

The Company has adopted IFRS 15 using the cumulative effect method with the effect of initially applying this standard recognized at the date of initial application on October 1, 2018. Accordingly, the information presented for 2018 has not been restated and is presented as previously reported under IAS 18, IAS 11 and related interpretations.

The following table summarizes the impact of transition to IFRS 15 on the Company's opening deficit at October 1, 2018.

Impact of adoption of IFRS 15 – October 1, 2018	
Deficit – September 30, 2018	$ (14,953,554)
Change in recognition due to performance obligation identification	(678,194)
Sales commissions capitalized	50,117
Total adjustment	(628,077)
Deficit – October 1, 2018 under IFRS 15	**$ (15,581,631)**

The following table summarizes the impacts of adopting IFRS 15 on the Company's interim statement of financial position as of March 31, 2020.

	As Reported	**Adjustments**	**Balances without adoption of IFRS 15**
Prepaids expenses and other assets	$ 249,347	(55,547)	$ 193,800
Contract liability	1,380,976	(1,380,976)	-
Deferred revenue	-	1,380,976	1,380,976
Deficit	$ (16,397,386)	(64,211)	$ (16,461,597)

The following tables summarize the impacts of adopting IFRS 15 on the Company's interim statement of loss and comprehensive loss for the three months ended March 31, 2020 for each of the line items affected.

(Unaudited and Expressed in Canadian Dollars)

	As Reported	**Adjustments**	**Balances without adoption of IFRS 15**
Sales and marketing expense	$ 214,359	-	$ 214,359
Revenues	$ 1,176,940	-	$ 1,176,940
Comprehensive loss for the period	$ (1,495,781)	-	$ (1,495,781)

There was no material impact on the Company's interim statement of cash flows for the six month period ended March 31, 2020.

c) IFRS 9 – Financial Instruments

The Company adopted IFRS 9 Financial Instruments with a date of initial application of October 1, 2018. IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial assets. IFRS 9 replaces the guidance in IAS 39 Financial Instruments:

Recognition and Measurement, on the classification and measurement of financial assets. IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities.

However, it eliminates the previous IAS 39 categories for financial assets of held to maturity, loans and receivables and available for sale.

The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities. The impact of IFRS 9 on the classification and measurement of financial assets is set out below.

A financial asset is classified as measured at amortized cost; fair value through other comprehensive income or fair value through profit or loss (FVTPL). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The Company's financial assets which consist primarily of cash and cash equivalents, trade and other receivables, and contract assets are classified at amortized cost.

d) IFRIC 22 – Foreign Currency Transactions and Advance Considerations

The Company adopted IRFIC 22 Foreign Currency Transactions and Advance Considerations on October 1, 2018. When the Company receives consideration or is paid in advance of the recognition of a related asset, expense, or income the exchange rate used is based on the exchange rate as at the date when the pre-payment asset or deferred liability is recognized. The Company did not receive consideration or was not paid in advance of the recognition of a related asset, expense, or income for the six months year ended March 31, 2020. There is no effect on the financial statements for the adoption of IRFIC 22.

e) Business combinations

The acquired assets and assumed liabilities are recognized at fair value on the date the Company effectively obtains control. The measurement of each business combination is based on the information available at the acquisition date. The determination of fair value of the acquired intangible assets, property and equipment and other assets and liabilities assumed at the date of the acquisition as well as the useful lives of any intangible assets and equipment are based on assumptions. The measurement is largely based on projected cash flows, discount rates and market conditions at the date of acquisition.

f) Accounts receivable and deferred revenue

The recoverability of trade and other receivables are included in the statement of financial position; based on estimated recovery. Cash received in advance of completed services is recorded as deferred revenue.

g) Intangible assets – useful lives

Following initial recognition, the Company carries the value of intangible assets at cost less accumulated amortization and any accumulated impairment losses. Amortization is recorded on a straight-line basis based upon management's estimate of the useful life and residual value. The estimates are reviewed at quarterly reporting dates and are updated if expectations change because of technical obsolescence or legal and other limits to use. A change in the useful life or residual value will impact the reported carrying value of the intangible assets resulting in a change in related amortization expense.

h) Share-based payments

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

i) Valuation of contingently issuable shares

The Company recognizes the fair value of contingently issuable shares and has classified it as equity carried at fair value with changes in fair value flowing through profit or loss. Contingently issuable shares are measured at fair value based on management's best estimate of the probability of the attainment of specified revenue and earnings targets at each reporting period and is subsequently revalued at each financial reporting period. Management's estimate of the probability of the attainment of specified revenue and earnings targets takes into account management's evaluation of the revenue and earnings forecasts. Changes in management's estimate of the probability of achieving the specified target could have a material impact on the valuation of the contingently issuable shares.

j) Allowance for doubtful accounts

The Company records an allowance for doubtful accounts related to trade and other receivables that are considered to be uncollectible. The allowance is based on the Company's knowledge of the financial condition of its customers, the aging of the receivables, the current business environment and historical experience. A change to these factors could impact the estimated allowance and the provision for bad debts.

k) Intangibles – impairment

The application of the Company's accounting policy for intangible assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company's respective CGU's, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. At least annually or whenever there is an indicator for impairment management evaluates the recoverable amount, which is the higher of an asset's fair value less costs to sell and value in use. Intangibles are written down to their recoverable amount when a decline is identified. The determination of the recoverable amount requires the use of management's best assessment of the related inputs into the valuation models, such as future cash flows and discount rates.

l) Fixed assets

Items of fixed assets are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. Gains and losses on disposal of an item of fixed assets are determined by comparing the proceeds from disposal with the carrying amount of item and are recognized net in profit or loss. Depreciation is calculated upon the depreciable amount, which is the cost of an asset less its residual value, if any. Depreciation is recognized in operations over the estimated useful lives of fixed assets, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The Company rates for depreciation are as follows:

Furniture and fixtures	3 years
Leasehold improvements	3 years
Computer equipment	3 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted as appropriate.

m) Intangible assets

The Company owns intangible assets consisting of purchased intellectual property. Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets acquired in connection with a business combination are initially recorded at fair value (Note 8). Following initial recognition, intangible assets are carried at initial carrying value less any accumulated amortization and any accumulated impairment losses.

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in operations as incurred. The Company does not hold any intangible assets with indefinite lives. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment at each reporting date or whenever there is an indication that the intangible asset may be impaired.

The amortization method and amortization period of an intangible asset with a finite life is reviewed at least quarterly. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets.

Intangible assets with finite useful lives are amortized over their estimated useful lives as follows:

Intellectual property	3 years
Acquired technology	3 years
Customer relationships	3 years
Development costs	1 year

n) Internally capitalized intangible costs and development expenditures

Development costs that meet the criteria are capitalized as an intangible asset and amortized over the period the Company expects to benefit from such costs. Criteria necessary to capitalize development costs include technical feasibility, intention to complete and sell the asset, ability to sell the asset, probability of future economic benefits and market for such asset, availability of technical resources to complete development, and the ability to reliably measure the costs related to such development.

o) Provisions

Provisions are recorded when a present legal, statutory or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, if the effect is material, its carrying amount is the present value of those cash flows.

p) Impairment of long-lived assets

The carrying amount of the Company's long-lived assets (which includes equipment and intangible assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss. The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the CGU to which the asset belongs. The Company and its operations are considered to be the CGU.

q) Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. At each reporting date, the Company revises its estimates of the number of options that are expected to vest, based on the non-market vesting conditions. Consideration paid for the shares on the exercise of stock options is credited to share capital. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be reliably measured, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services rendered. Expired stock options are transferred from reserves to deficit.

r) Contingently issuable shares

Equity-settled share-based payment arrangements such as performance shares issuable are based on certain performance conditions being met. Conditions include meeting revenue targets and achieving positive Earnings Before Interest Taxes Depreciation and Amortization ("**EBITDA**") targets. The fair value of performance shares issuable is calculated using valuation techniques and is recognized in profit or loss over the period between the date of grant and the date the performance conditions are expected to be met. Re-measurement of the contingently issuable shares is completed at each reporting period.

s) Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

t) Income/loss per share

The Company presents basic and diluted income/loss per share data for its common shares, calculated by dividing the income/loss attributed to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted income/loss per share does not adjust the income/loss attributed to the common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

u) Income taxes

Income tax is recognized in operations except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation (the "**Tax Act**"), which significantly revises the U.S. corporate income tax law by lowering the U.S. federal corporate income tax rate from 35% to 21%. The final impact on the Company from the Tax Act's transition tax legislation may differ from estimates due to the complexity of calculating and supporting with primary evidence. The Company has implemented the U.S. Tax Act and does not expect any material changes related to the final impact from implementation.

v) Warrants issued in equity financing transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations. These equity financing transactions may involve issuance of common shares or units. Units comprise a certain number of common shares and a certain number of share purchase warrants ("**Warrants**"). Depending on the terms and conditions of each equity financing agreement, the Warrants are exercisable into additional common shares at a price prior to an expiry date stipulated by the equity financing agreement. Warrants that are part of units are assigned a value based on the residual value method. The residual value of warrants is included in reserves. Warrants that are issued as payment for broker or agency fees are accounted for as share issue costs. Expired warrants are transferred from reserves to share capital.

w) Revenues

i. Sale of goods and services:

The Company sells hardware, software, and services. When two or more sales activities or deliverables are sold under a single arrangement each deliverable that is considered to be a separate unit of accounting is accounted for separately. The allocation of consideration from the revenue arrangement to its separate units of account is set out in each arrangement. Revenues are recorded when delivery of the hardware, software and services has occurred, fees are fixed, and collectability is reasonably assured.

ii. Perpetual software license fees:

The Company generates revenues from installation of perpetual software licenses. Revenues are recognized when the software is activated where the amount of revenues can be measured reliably as the license fee of the product is fixed as agreed upon in the underlying purchase order or agreement.

iii. Customization and integration fees:

The majority of software customization and integration contracts are on a time and materials basis. These revenues are recognized based on the substance of the transaction. This can result in revenues recognized as services are performed or deferred and recognized over the estimated customer life upon completion of the integration into the customer application. The services are separate units of accounting because they have stand-alone value and are sold separately by the Company. In the event that services do not have stand-alone value, fees are deferred and recognized in operations rateably over the remaining term.

iv. SaaS, hosting, and maintenance fees:

Revenues from SaaS, hosting, and maintenance fees charged for services to be provided are deferred and recognized in operations rateably over the term of the arrangement beginning on the date the software is activated.

v. Hardware sales:

The Company recognizes revenues from hardware sales when ownership transfers to the customer.

vi. Setup, implementation, and professional fees:

The majority of the Company's setup and implementation contracts are on a time and materials basis. Implementation includes setup and configuration of hardware. Revenues from implementation are recognized by the stage of completion of the arrangement as the services are rendered using the percentage of completion method or when the milestones are achieved and collectability is reasonably assured.

Professional fees include site surveys, repairs, hardware and customer support. Revenue from site surveys and repairs are recognized once the survey is performed. Revenues from hardware and customer support are deferred and recognized over the term of the arrangement.

x) Customer concentrations

A significant portion of the Company's accounts receivable and revenue has historically been concentrated from various customers each year. For the six months ended March 31, 2020, five customers accounted for 87% of accounts receivable and three customers accounted for 74 % of revenue. For the year ended September 30, 2019, five customers accounted for 82% of accounts receivable and two customers accounted for 77% of revenue.

y) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities including key members of management and the Board of Directors that are members of the same group, under common control, or provide key management personnel services to another entity. A transaction is considered to be a related party transaction when there is a transfer of resources, services or obligations between related parties.

z) Financial instruments

i. Financial assets:

All financial assets are recognized and derecognized on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss which are initially measured at fair value. Financial assets are classified into the following categories: financial assets 'at fair value through profit or loss' ("**FVTPL**"), 'held-to-maturity investments', 'available-for-sale' financial assets and 'loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets classified as FVTPL are measured at fair value with any resultant gain or loss recognized in profit or loss. Financial assets classified as available-for-sale are measured at fair value with any resultant gain or loss being recognized directly under other comprehensive income. Investments in equity instruments classified as available-for-sale that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost. When available-for-sale financial assets are derecognized, the cumulative gain or loss previously recognized directly in equity is recognized in profit or loss. Financial assets classified as loans and receivables and held to maturity, are measured at amortized cost using the effective interest rate method.

ii. Financial liabilities:

All financial liabilities are recognized initially at fair value and incorporate in the case of loans and borrowings, directly attributable transaction costs. Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Other financial liabilities including borrowings are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

iii. De-recognition of financial liabilities:

The Company derecognizes financial liabilities when the obligations are discharged, cancelled or expire.

The Company's financial instruments are classified as follows:

Financial assets:		Classification:
Cash	-	FVTPL
Accounts receivable	-	Loans and receivables
Deposits	-	Loans and receivables

Financial liabilities:		Classification:
Accounts payable and accrued liabilities	-	Other financial liabilities
Incentive bonus	-	Other financial liabilities
Due to related party	-	Other financial liabilities
Notes payable	-	Other financial liabilities

iv. Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

v. Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instrument measured at fair value on the statement of financial position consists of cash, which is measured at level 1 of the fair value hierarchy.

vi. Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. The Company has no financial instruments which have been offset.

aa) Accumulated other comprehensive income

Accumulated other comprehensive consists of the net income and other comprehensive income ("OCI").

The Company's financial statements include a Statement of Loss and Comprehensive Loss, which includes the components of comprehensive income.

For the Company, OCI is comprised of foreign currency translation differences for foreign operations which are presented within the shareholders' equity section of the statement of financial position.

bb) Inventory

The Company does hold inventory for sale. If hardware is ordered for a customer that hardware is delivered directly to the customer. The inventory as of March 31,2020 was hardware returned due to an implementation delay and will be reallocated to different implementations in fiscal 2020. Inventory is carried at cost and there was no impairment at March 31, 2020.

cc) The Company does not anticipate any significant changes or estimates in the financial statements as a result of COVID-19.

dd) Subsequent events

The Company received a Payroll Protection Plan ("**PPP**") in the amount of $325,967. The loan is based on the current monthly payroll times 2.5. Under the terms of the loan, the funds used for payroll, benefits, lease payments and utilities in the eight weeks following the date of the loan will be forgiven. Any balance of the loan not forgiven will carry an interest rate of 1% per annum with a 24 month maturity date. There are no monthly payments for the first six months. In month seven and every month thereafter, 1/18th of the balance will be due.

4. Reverse Takeover Transaction ("RTO")

On May 26, 2016, the Company completed a reverse takeover with a TSX Venture Exchange shell company (the "**Transaction**"). Details of the Transaction are as follows:

Pursuant to the Transaction, the Company issued 13,500,000 common shares valued at $2,150,431 and paid $250,000 in cash accounted for as a distribution of share capital to shareholders of TrackX in exchange for all of the issued and outstanding securities of TrackX. Simultaneously the Company issued a further 13,316,392 to retire $1,300,000 of convertible debt and $31,640 accrued interest. Because the former shareholders of TrackX obtained control of the TSX Venture Exchange shell company, the Transaction is considered a purchase of the Company by TrackX and is accounted for as a reverse acquisition. Accordingly, TrackX is considered to have acquired the Company.

Beyond the initial issue of 13,500,000 common shares to the TrackX shareholders by the Company, contingently issuable shares (Note 13 and 20) of 7,650,000 additional common shares are payable, based on meeting performance targets as follows:

i. 2,550,000 performance shares upon TrackX generating total revenues of not less than $6,500,000 on or before May 26, 2017 (the "**First Performance Date**"); (performance target not met resulting in the right to these 2,550,000 common shares expiring).

(Unaudited and Expressed in Canadian Dollars)

ii. 1,275,000 performance shares upon TrackX generating total revenues of not less than $14,000,000 on or before May 26, 2018 (the "**Second Performance Date**"); (performance target not met resulting in the right to these 1,275,000 common shares expiring).

iii. 1,275,00 performance shares upon TrackX achieving positive EBITDA of not less than $2,100,000 on or before the Second Performance Date; (performance target not met resulting in the right to these 1,275,000 common shares expiring).

iv. 1,275,000 performance shares upon TrackX generating total revenues of not less than $18,000,000 on or before May 26, 2019 the Third Performance Date (the "**Third Performance Date**"); (management does not anticipate performance target will be met).

v. 1,275,000 performance shares upon TrackX achieving positive EBITDA of not less than $2,700,000 on or before Third Performance Date; (management does not anticipate performance target will be met).

In the event the Company's gross revenues or EBITDA are at least 70% (but less than 100%) of the Performance Target for the associated performance period, any associated common shares will be issued on a pro-rated basis.

5. Business Combination

On June 28, 2017, the Company completed the acquisition of all of the assets and certain liabilities of broTECH Solutions, LLC ("**broTECH**") pursuant to an Asset Purchase Agreement (the "**Purchase Agreement**"). The Company entered into this purchase agreement to broaden its product offerings for customers, expand its platform and development resources, as well as extend industry leadership in asset tracking and the Industrial Internet of Things ("**IIoT**").

On August 24, 2018 an amendment to the Purchase Agreement was executed which released the security interest in purchased assets by broTECH. In exchange for the release of the security interest the payment of the purchase price was amended upon execution as follows:

i. Accelerated payment of the equal quarterly installments totaling $648,845 ($500,000) USD with the last installment paid March 24, 2020.

ii. Accelerated release of the common shares scheduled to be released in 2018 totaling 581,972 common shares upon execution of the Purchase Agreement amendment. On January 2, 2019, the remaining commons shares in escrow were released, totaling 1,454,940.

6. Accounts Receivable

	March 31 2020	September 30 2019
Trade receivables	$ 558,312	$ 909,298
Unbilled revenues	141,697	-
Total receivables from contracts with customers	700,009	909,298
Other receivables	425,090	-
	$ 1,125,099	**$ 909,298**

The Company currently does not factor its accounts receivable and there has been no provision for doubtful accounts for the periods presented. At March 31, 2020 and September 30, 2019, Five customers accounted for 87% of accounts receivable.

(Unaudited and Expressed in Canadian Dollars)

7. Fixed Assets

	Furniture and Fixtures	Leasehold Improvements	Computer Equipment	Total
Cost				
Balance at September 30, 2019	**$ 80,018**	**$ 13,514**	**$ 77,284**	**$ 170,816**
Additions / (disposals)	-	-	5,080	5,080
Cumulative translation adjustment	5,619	949	2,826	9,394
Balance at March 31, 2020	**$ 85,637**	**$ 14,463**	**$ 85,190**	**$ 185,290**
Depreciation				
Balance at September 30, 2018	**$ 45,146**	**$ 8,798**	**$ 56,012**	**$ 109,956**
Additions / (disposals)	12,604	2,093	7,780	22,477
Cumulative translation adjustment	7,844	1,118	5,000	13,962
Balance at March 31, 2020	**$ 65,594**	**$ 12,009**	**$ 68,792**	**$ 146,395**
Carrying Value as at September 30, 2019	**$ 34,872**	**$ 4,716**	**$ 21,272**	**$ 60,860**
Carrying Value as at March 31, 2020	**$ 20,043**	**$ 2,454**	**$ 16,398**	**$ 38,895**

Fixed assets are recorded at historical cost less related accumulated depreciation and impairment losses, adjusted for cumulative translation.

8. Intangible Assets

	Intellectual Property	Development Costs	Total
Cost			
Balance at September 30, 2019	**$ 3,948,991**	**$ 584,486**	**$ 4,533,477**
Additions/(disposals)	-	147,625	147,625
Cumulative translation adjustment		(10,866)	(10,866)
Balance at March 31, 2020	**$ 3,948,991**	**$ 721,245**	**4,670,236**
Amortization			
Balance at September 30, 2019	**3,022,411**	**$ 358,090**	**$ 3,380,501**
Additions/(disposals)	584,782	224,393	809,175
Cumulative translation adjustment	(70,524)	14,511	(56,013)
Balance at March 31, 2020	**$ 3,536,669**	**596,994**	**$ 4,133,663**
Carrying Value as at September 30, 2019	**$ 926,580**	**$ 226,396**	**$ 1,152,976**
Carrying Value as at March 31, 2020	**$ 412,322**	**$ 124,251**	**$ 536,573**

Intellectual property includes patents, architecture, source code, trademarks, and other intellectual property that support the TrackX suite of products. Development costs include external direct costs of services and the payroll and payroll-related costs for employees who are directly associated with the software development project.

9. Deferred Revenue

Deferred revenue consists of customer deposits received in advance of product installed or services performed.

10. Promissory Notes

(Unaudited and Expressed in Canadian Dollars)

The following table details the components of the promissory notes balance at March 31, 2020:

Closing Date of Promissory Notes	**August 28, 2018**
Proceeds from issuance of promissory notes	$ 2,600,000
Repayment	(390,000)
Transactions costs	(100,800)
Discount on the notes	(148,811)
Effective interest on note discount	128,192
Balance at March 31, 2020	**$ 2,088,581**

On August 28, 2018, the Company issued the initial tranche of two separate promissory notes of $1,300,000 each for a total issuance of $2,600,000. The notes bear interest at 10% per annum and mature on August 28, 2022. The value of the promissory notes at inception was determined to be $2,350,389, net of transactions costs of $100,800.

The estimated discount rate was 13.50% and is subject to estimation uncertainty. The discount to the promissory notes will be amortized over the term of the notes using the effective interest method. For the six months ending March 31, 2020, $199,192 in financing costs was recognized which comprises interest expense and amortization. No principal amortization applies for the first twelve-month period following the issuance date. Thereafter, $130,000 is payable in quarterly installments beginning on the first business day following the first anniversary date of the notes each quarter during the second, third and fourth year of the Term. As additional consideration, the Company issued 400,000 common share purchase warrants per $1,300,000 of promissory note. A second tranche of up to $2,600,000 may be drawn upon subject to the Company achieving certain business goals including an average of 15% increase in recurring and total revenue for two successive fiscal quarters and the Company achieving a positive adjusted EBITDA as defined for the same successive fiscal quarters. The notes are secured against all current and future assets of the Company and its wholly owned operating subsidiary.

11. Contingent Consideration

As a result of the Transaction (Note 6), the Company issued 2,175,000 shares with a fair value of $543,750 to a company related by common directors to settle a contingent consideration obligation. Beyond the issuance of 2,175,000 common shares to the TrackX shareholders by the Company, a potential 1,350,000 contingently issuable shares could be issued, based on meeting the performance targets as follows:

i. 450,000 common shares upon TrackX generating total revenues of not less than $6,500,000 on or before the First Performance Date; (performance target not met resulting in the right to these 450,000 common shares expiring).

ii. 225,000 common shares upon TrackX generating total revenues of not less than $14,000,000 on or before May 26, 2018 the Second Performance Date; (performance target not met resulting in the right to these 225,000 common shares expiring).

iii. 225,000 common shares upon TrackX achieving positive EBITDA of not less than $2,100,000 on or before the Second Performance Date; (performance target not met resulting in the right to these 225,000 common shares expiring).

iv. 225,000 common shares upon TrackX generating total revenues of not less than $18,000,000 on or before May 26, 2019 the Third Performance Date; (management does not anticipate performance target will be met).

v. 225,000 common shares upon TrackX achieving positive EBITDA of not less than $2,700,000 on or before Third Performance Date; (management does not anticipate performance target will be met).

12. Shareholders' Equity

a) Authorized and Issued Share Capital

The Company is authorized to issue an unlimited number of common shares.

b) Share Capital Transactions

c) Stock Options

On May 26, 2016, the Company established a 10% fixed incentive stock option plan known as the TrackX Stock Option Plan ("**Stock Option Plan**"). Under the terms of the Agreements, the exercise price of each option is set, at a minimum, at the fair value of the common shares at the date of grant. Stock options granted to certain employees, directors and officers of the Company are subject to vesting terms as decided by the Board of Directors. All exercise prices are denominated in Canadian Dollars. Prior to the Stock Option Plan, the Company has Nil options outstanding. The total number of common shares approved to be issued under the Stock Option Plan is 6,500,000. As of March 31, 2020, 3,332,500 options have been granted with 3,167,500 options available for grant in future periods.

The following is a summary of the stock option transactions for the period ended March 31, 2020:

September 30 2019	Issued	Cancelled	Exercised	March 31 2020	Exercise Price	Expiry Date
2,622,500	-	-	-	2,622,500	$0.250	May 26, 2021
65,000	-	(65,000)	-	-	$0.345	November 29, 2021
200,000	-	(200,000)	-	-	$0.360	January 11, 2020
200,000	-	(200,000)	-	-	$0.320	March 13, 2021
735,000	-	(25,000)	-	710,000	$0.285	May 16, 2023
350,000	-	(350,000)	-	-	$0.355	February 27, 2022
4,172,500	-	(840,000)	-	3,332,500	$0.257	
Exercisable				2,327,500		

The following weighted average assumptions were used using the Black-Scholes model:

Stock price volatility	88%
Risk-free interest rate	1.9%
Expected life of options	3.00 years

During the six months ended March 31, 2020, the Company recorded share-based compensation of ($41,829) for options that vested during the current period

(Unaudited and Expressed in Canadian Dollars)

d) Warrants

The following is a summary of the warrant transactions for the period ended March 31, 2020:

September 30, 2019	Issued	Cancelled	Exercised	March 31, 2020	Exercise Price	Expiry Date
800,000	-	-	-	800,000	$0.280	August 28, 2022
800,000	-	-	-	800,000	$0.280	

The following weighted average assumptions were used for the Black-Scholes valuation model:

Stock price volatility	106%
Risk-free interest rate	2.25%
Expected life of options	4.00 years
Expected dividend yield	0.00%

On August 22, 2018, 800,000 warrants were issued in conjunction with the issuance of two promissory notes (Note 10). The warrants are exercisable at $0.280 per common share for a period of four years. The fair value of the warrants was $148,811 using the Black-Scholes valuation.

e) Contingently Issuable Shares

Pursuant to the Transaction (Note 4), the Company agreed to issue (on a contingent basis) to certain TrackX shareholders of up to 9,000,000 common shares being; 7,650,000 common shares in relation to the Transaction and 1,350,000 common shares were in relation to the royalty agreement settlement (Note 13).

The fair value of the Performance Shares is estimated using a probability-weighted discounted cash flow analysis using unobservable (Level 3) inputs.

These inputs include:

i. the estimated amount and timing of projected cash flows.
ii. the probability of achievement of the factor(s) on which the cash flows are based.
iii. the discount rate used to present value the probability-weighted cash flows.
iv. the inputs used in the Black Scholes Model to determine the expected market value of the underlying TrackX shares on settlement date.

The Company probability weighted scenarios and discounted the contingent common shares payable based on the expected shared price at the respective anniversary dates of the closing of the Transaction. The resultant graded vesting valuation was recorded as contingently issuable common shares of $370,080 during the year ended September 30, 2016. The estimated payout was reduced to zero during the year ended September 30, 2018 based on overall anticipated performance.

(Unaudited and Expressed in Canadian Dollars)

13. Revenues

	Three Months Ended March 31 2020	Three Months Ended March 31 2019	Six Months Ended March 31 2020	Six Months Ended March 31 2019
Perpetual software license fees	$ -	$ 3,922	$ -	$ 212,068
Customization and enhancement fees	-	87,762	-	186,468
SaaS, hosting, and maintenance fees	760,129	669,421	1,491,252	1,239,253
Hardware sales	106,789	356,666	210,758	856,623
Integration and other fees	63,905	538,478	405,753	1,349,763
	$ 930,823	**$ 1,656,249**	**$ 2,107,763**	**$ 3,844,175**

For the three months ended March 31, 2020, three customers accounted for 76% of revenue. For the six months ended March 31, 2020, three customers accounted for 74% of revenue.

14. Expenses by Nature

Total salaries and wages as well as other personnel related expenses included in Cost of Sales and Expenses for the three and six months ended during March 31, 2020 were $487,375 and $1,122,170, respectively compared to $830,480 and $1,744,413 during the three and six months ended March 31, 2019, respectively.

15. Segmented Information

The Company's operations are conducted primarily in the United States. Revenues are disclosed in Note 13. Capital assets are located primarily in the United States.

16. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity comprised of shareholders' equity, reserves and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as considered appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements.

17. Contingencies and Commitments

The Company has a contingent obligation to issue common shares upon recipient of the contingent right meeting certain performance measurements (Note 12).

The Company has the following annual commitments under office lease agreements:

2020	111,387
2021	118,473
2022	9,083
	$ 238,943

(Unaudited and Expressed in Canadian Dollars)

18. Related Party Transactions

Key management personnel consist of directors and senior management including the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Senior VP of IIoT, and VP of Sales & Marketing. Key management personnel compensation includes:

	Three Months Ended March 31 2020	Three Months Ended March 31 2019	Six Months Ended March 31 2020	Six Months Ended March 31 2019
Salaries and wages	$ 128,099	$ 214,359	$ 300,560	$ 437,391
Consulting	47,912	47,855	95,824	95,431
Automobile allowance	5,390	6,580	12,643	13,122
Share-based compensation	-	62,725	-	177,438
	$ 181,401	**$ 331,519**	**$ 409,027**	**$ 723,382**

Included in professional fees for the six month period ended March 31, 2020 are $57,909 (2018 – $68,970) and for the three month period ended March 31, 2020 are $11,978 (2018 – $45,215) for directors' fees and services charged by non-key management and therefore are not included in the amounts above. Included in share-based compensation for the six month period ended March 31, 2020 are $(41,829) (2019 - $242,487) and for the three month period ended March 31, 2020 are $(77,825) (2019 - $75,846) for directors and therefore are not included in the amounts above.

As of March 31, 2020, $45,215 (2019 – $8,194) is included in the due to related party (short term) for reimbursements and consulting fees to directors and officers of the Company.

Included in due to related party (short term) is $Nil 2020 (2019 – $207,764) owed to the sellers of the assets of broTECH, which is majority owned by an officer of the Company, as indicated in Note 5.

19. Financial Instruments

a) Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company is exposed to liquidity risk.

b) Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and accounts receivable. Cash is held with major financial institutions in the United States and Canada and is subject to the Interest Rate Risk. Receivables are subject to standard credit terms.

c) Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has promissory notes with a fixed 10% interest rate. The Company's sensitivity to interest rates is minimal.

d) Foreign Currency Risk is the risk on fluctuation of currency related to monetary items with a settlement currency other than US dollars.

   Based on the above net exposures and assuming that all other variables remain constant, a 10% increase or decrease in the Canadian dollar against the US dollar would result in a decrease or increase in the reported loss of approximately $60,000 in the period.

e) Fair Value Hierarchy

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured based on Level 1 inputs of the fair value hierarchy. The estimated fair value of accounts receivable, accounts payable and accrued liabilities are equal to their carrying values due to the short-term nature of these instruments.