



**TITAN  
LOGIX**

Annual Report  
Fiscal 2020

AUGUST 31, 2020



### MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis (MD&A) has been prepared by management as of November 24, 2020. The MD&A provides readers with an understanding of the Vision of Titan Logix Corp. ("Titan" or "the Company"), its business strategy and core purpose and compares Titan's 2020 financial results with the previous year. The following MD&A of the consolidated results of operations, financial position, and changes in cash flows should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes for the years ended August 31, 2020 and 2019. The Company prepares and files its consolidated financial statements in Canadian dollars and in accordance with International Financial Reporting Standards (IFRS). The consolidated financial statements and MD&A, as well as additional information regarding Titan Logix Corp., are available at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.titanlogix.com](http://www.titanlogix.com). Titan Logix Corp.'s board members and its audit committee have reviewed and approved this MD&A narrative.

#### Cautionary Note Regarding Forward-Looking Statements

Some of the information contained in this MD&A may contain forward-looking statements. These forward-looking statements may include, among others, statements regarding our plans, costs, objectives or economic performance, or the assumptions underlying any of the foregoing. Forward-looking statements are based on information available at the time they are made, on the date of this report, and should not be read as guarantees of future performance or results as they are subject to risks and uncertainties, many of them beyond our control. We do not undertake any obligation to publicly update or to revise any forward-looking statements except as expressly required by applicable securities laws.

Such risks and uncertainties include, but are not limited to the following:

- *Titan's ability to successfully market to current and new customers;*
- *Industry competition;*
- *Technological developments;*
- *Uncertainties as to Titan's ability to implement its strategic plan;*
- *Titan's ability to obtain raw materials from suppliers;*
- *The impact of general economic and industry conditions;*
- *The impact of pandemics and natural disasters;*
- *Fluctuations in oil and gas prices;*
- *Fluctuations in the level of oil and gas industry expenditures that affect our operations;*
- *Fluctuations in currency rates;*
- *The ability to attract and retain key personnel or management;*
- *Expansion of products by internal growth, partnerships or acquisitions;*
- *Incorrect assessment of value of acquisitions;*
- *Inability to complete strategic acquisitions of additional business;*
- *Stock market volatility;*
- *Obtaining required approvals from regulatory authorities;*
- *Titan's ability to achieve an acceptable return on investment;*
- *Other risks described under the heading "Business Risks and Uncertainties".*

### THE TITAN VISION, BRAND PROMISE AND CORE VALUES

Titan Logix Corp.'s VISION is to be a "Catalyst for Transformative Thinking" for our customers. We do this by enabling our customers to be leaders in the gathering, management, and analysis of their data, making smarter, faster business decisions more adaptable to change. We aim to transform our customer's value of data-centric decisions on commercial transportation applications by delivering operational efficiencies, regulatory compliance and inventory tracking to let them be more profitable and to lead in their respective industries.

Our Brand Promise: "Titan - Data that works."

Titan Logix has four core values that are integrated into the work we do and are the cornerstone of our strong corporate culture. Our commitment to; **Be Curious, Be Collaborative, Have an Innovative Mindset, and Own It** are instrumental in inspiring our team and guiding our decisions and actions for a successful future.

### CORPORATE OVERVIEW

Founded in 1979, Titan Logix Corp. ("Titan" or "the Company") is a public company listed on the TSX Venture Exchange and its shares trade under the symbol TLA.

Titan focuses on providing data driven solutions for Supply Chain Management (SCM) of goods and services supplied to oil and gas, and the transportation industries. Titan's solutions have traditionally focused on mobile liquid level sensor technology. Our cloud connected products enable data from our edge sensor technology to be collected, managed and packaged for business intelligence and control. The complete solution consists of Titan's sensor products interconnected by rugged gateway devices to the internet and integrated to enable best-in-class data analytics and end-to-end Industrial Internet of Things (IIoT) solutions for our customers.

For almost 30 years, Titan Logix Corp. has designed and manufactured advanced technology instruments for businesses that transport corrosive, hazardous and/or valuable liquids while ensuring accurate, automated inventory management of these assets. Our technology is designed to reduce the risks of hazardous, costly, and time-consuming overfills. Titan's TD Series of tank level monitors are the market leader in mobile fluid measurement, and are known for their rugged, solid-state reliability with no floats or moving parts that can fail in challenging environments. These Guided Wave Radar (GWR) level monitoring technologies are a part of a complete IIoT supply chain management solution. Operating independently or as part of a fully integrated data collection and analytics system, these liquid level monitoring devices provide time-sensitive data for business decision and control.

For our clients that require a complete solution that enables real-time monitoring of their assets at each stage in the workflow process as they move their products to market, Titan's IIoT solution enable customers to monitor their fluid assets from the convenience of their dispatch center, back office environment, or through a mobile device. Titan's edge computer, the Titan Gateway, re-introduced as the SmartTruck Edge for mobile tankers, provides the ability to transmit the asset data from Titan's TD100™, Finch II, LoadMaxx products and other 3<sup>rd</sup> party sensors and data devices. The Titan SmartTruck Edge can collect real time data on driver performance, driver health, equipment status, fluid level and weight inventories, alarm conditions, and GPS location data. All data is conditioned and packaged for efficiency and transmitted to our TDS cloud platform. Through cloud-based technology, data can be displayed on web enabled dashboards to provide customers with a unique view into productivity, environmental compliance, driver behavior and driver health monitoring. The supply chain management solution equips business managers with a variety of business intelligence and data analytics to effectively measure, manage and enhance the performance of their mobile tanker fleet.

We currently serve the crude oil, produced water, refined fuel, used oil collection, aircraft refueling, chemical, and vacuum markets. New drilling activity employs mobile tankers to deliver necessary process fluids to well sites. The initial well head activity requires offsite transfer of process fluids and wastewater for treatment or disposal. Production wells not directly connected to pipeline networks require mobile transfer of crude oil to pipeline terminals and processing. Each stage requires mobile tanker engagement. These liquids are transported in many shapes and sizes of mobile tankers. Each of these tankers requires a level measurement and overflow prevention system to enable rolling-stock inventory management, ensure against overfills (which would result in high-impact environmental incidents), protect equipment from damage, improve the efficiency of the operation and help ensure driver safety. Titan's TD80™ and TD100™ provides these valuable features. Titan's main sales channel for our transport products is through mobile tank Original Equipment Manufacturers (OEMs), dealers, and channel partners in Canada, the U.S. and Mexico.

Titan Logix in partnership with its tech partners have developed industry leading supply chain management solutions for the management of various fluids.

Titan solutions enable customers to track and monitor their assets while simultaneously automating transportation logistics. Improved road safety and addressing environmental issues is our mission. Titan systems support accuracy across the supply chain from ticketing through invoicing. We put the right numbers in front of the customer, measured with precision, so that the focus can be on what matters and make the best decisions for the business. Titan solutions save time and operating costs, creating efficiency in the supply chain. Our advanced hardware and software technology are reliable and secure from source to customer software systems. Our innovative software orchestrates and helps manage and track the supply chain across vendors instantaneously. Exploration and production (E&P) companies are beginning to understand the value proposition that comes with the implementation of our SCM solutions.

Titan's strategy is to research, design, develop and/or acquire field sensor products (data generators) that are:

- Safe to install, operate, and maintain,
- Simple and cost effective to implement,
- Best in class technologically,
- Flexible in application,
- Designed to be system agnostic and platform independent,
- Forward thinking and scalable to meet customer needs today and tomorrow.

Building upon a solid foundation in advanced fluid management for mobile tankers we continue to develop applications internally and seek out technology partners externally.

**SELECTED ANNUAL FINANCIAL INFORMATION**

Years ended August 31 (audited)	2020 \$	2019 \$	2018 \$
Revenue	4,110,035	5,570,924	4,494,588
Net (loss) earnings before income taxes	(578,356)	160,538	56,639
Net (loss) earnings	(578,356)	109,960	(3,781)
EPS – Basic and diluted	(0.02)	0.00	0.00
Total assets	16,711,107	16,928,069	16,750,962
Long-term liabilities	383,940	nil	nil
Dividends	nil	nil	nil

**2020 HIGHLIGHTS**

- Revenues were \$4,110,035, a \$1,460,889 or a 26% decrease from the \$5,570,924 recorded in fiscal 2019. Revenues were impacted by the decline in global oil prices for the last half of the fiscal year due to the COVID-19 pandemic, combined with the lack of access to markets in Canada.
- The Company qualified for the Government of Canada's, Canada Emergency Wage Subsidy ("CEWS") program for most of its workforce effective March 15, 2020. Operating expenses were reduced in the last half of the fiscal year by the receipt of COVID-19 related government subsidies of \$440,656. This program has been extended to June 2021. The Company intends to continue its participation in the CEWS program subject to meeting eligibility requirements.
- Gross profit decreased by 26% or \$778,067 to \$2,170,817 compared to \$2,948,884 in fiscal 2019. The decrease in gross profit is primarily due to the decrease in unit demand and the reduction in revenue. Year-over-year gross margin remained at 53% of sales and reflects the aid of wage rollbacks and the CEWS wage subsidies to offset underutilized capacity costs included in cost of sales.
- Total expenses in fiscal 2020 were \$3,410,570 as compared with \$3,456,639 in the comparative prior year. During the fiscal year, the Company incurred engineering expenses of \$1,067,211, compared to \$658,711 in fiscal 2019. The Company developed software and cloud based applications for its first IIoT products, the Titan Data System (TDS) and the Titan API plug-in for its guided wave radar gauges. The increase in engineering expenses was offset with wage rollbacks, discretionary expense reductions combined with benefits received from the CEWS program.
- The Company reported an operating loss before other items of \$1,239,753 compared to an operating loss of \$507,755 in fiscal 2019. Adjusted for interest income and other items, the net loss after income taxes was \$578,356 compared to net earnings after taxes of \$109,960 in fiscal 2019. The impacts of the corona virus pandemic on global oil demand in the second half of the fiscal year was the primary reason for the decrease in sales and gross profit which contributed to the decline.

**FISCAL 2020 RESULTS OF OPERATIONS**

	Year ended August 31			
	2020	2019	Increase (Decrease)	
	\$	\$	\$	%
<b>Revenue</b>	<b>4,110,035</b>	5,570,924	(1,460,889)	(26)
Cost of sales	<b>1,939,218</b>	2,622,040	(682,822)	(26)
<b>Gross profit</b>	<b>2,170,817</b>	2,948,884	(778,067)	(26)
Gross margin (%)	<b>53%</b>	53%		
<b>Expenses</b>				
General and administration	<b>1,139,624</b>	1,637,799	(498,175)	(30)
Marketing and sales	<b>829,602</b>	849,429	(19,827)	(2)
Engineering	<b>1,067,211</b>	658,711	408,500	62
Depreciation and amortization	<b>374,122</b>	334,550	39,572	12
(Gain) on foreign exchange	<b>11</b>	(23,850)	23,861	(100)
<b>Total expenses</b>	<b>3,410,570</b>	3,456,639	(46,069)	(1)
<b>Net earnings (loss)</b>	<b>(578,356)</b>	109,960	(688,316)	(626)
EPS - Diluted	<b>(0.02)</b>	0.00	0.00	

**Revenue and gross profit**

The Company's revenue is largely derived from instrument sales of its GWR product line of technologies (TD80™/TD100™, Finch II and related components) throughout Canada and the U.S. These technologies are sold primarily into the mobile tanker truck market, servicing upstream/midstream customers. Primarily due to industry conditions, including the impact of COVID-19, revenue in the current fiscal year decreased by 26% to \$4,110,035, as compared to \$5,570,924 for fiscal 2019.

Revenues generated from the Canadian market decreased by \$716,893 or 39% to \$1,132,829 as compared to \$1,849,722 in fiscal 2019. Sales to the U.S, decreased by \$743,996 or 20% to \$2,977,206 as compared to \$3,721,202 in fiscal 2019. These sales accounted for 72% of the revenues in fiscal 2020 (2019 – 67%). These sales are transacted in U.S. dollar currency and any change in the exchange rate affects the value at which transactions are recorded. Revenue was recorded at an average exchange rate of \$1.35 Canadian during fiscal 2020, compared with \$1.32 Canadian for the prior year.

As a percentage of revenue, sales of the Company's GWR product line of technologies contributed 93% to sales in fiscal 2020. This compares to 91% in fiscal 2019.

Gross profit decreased to \$2,170,817 for fiscal 2020 compared with \$2,948,884 for fiscal 2019. Gross margin of sales remained at 53% year-over-year. Fiscal 2020 gross margin at 53% reflects the benefits from manufacturing and service labour wage rollbacks implemented in the last half of the fiscal year combined with benefits received from the CEWS program. These favorable impacts offset higher overhead costs incurred due to underutilized capacity costs resulting from the decrease in demand and a reduction in unit product levels.

**Expenses, general and administration**

General and administrative expenses (G&A) for fiscal 2020 were \$1,139,624, a decrease of \$498,175 or 30% from the \$1,637,799 recorded in fiscal 2019. The decrease is primarily a result of changes to executive management and a decrease in executive compensation costs including termination expenses incurred in the first quarter of the prior fiscal year. In response to COVID-19 and the dramatic decrease in revenue the Company implemented benefit and wage rollbacks of 10% to 20% in the third quarter of fiscal 2020 and reduced discretionary spending. These reductions combined with benefits of \$78,732 received from the CEWS program contributed to the decrease in G&A expenses. These positive impacts largely offset one-time consulting costs for the implementation and conversion of its accounting and manufacturing software to a new ERP system. In addition, the Company's adoption of IFRS 16, the lease standard, resulted in lower rent expense in G&A expenses and higher depreciation and amortization expense from the depreciation of the right-of-use assets in the current fiscal year. The comparative periods have not been restated to reflect the new standard consistent with the transition elections followed. G&A, as a percentage of revenue, was 28% for fiscal 2020 compared to 29% for fiscal 2019.

**Expenses, marketing and sales**

Marketing and sales expenses were \$829,602 a decrease of \$19,827 or 2% from the \$849,429 recorded in fiscal 2019. During the fiscal year, the Company reconfigured its sales team to focus on new products and penetrate new markets. Increased compensation costs due to additions to the sales team were offset by benefit and wage rollbacks combined with benefits of \$122,511 received from the CEWS program and U.S. wage subsidy programs in the last half of fiscal 2020. As a percentage of revenue, marketing and sales expenses were 20% for fiscal 2020 as compared to 15% for fiscal 2019.

**Expenses, engineering**

Engineering expenses were \$1,067,211 an increase of \$408,500 from the \$658,711 recorded in fiscal 2019. During the fiscal year, the Company restructured and focused its engineering team further on software and cloud applications. The increase in engineering expenses is primarily due an increase in consulting costs and to a lesser extent an increase in compensation costs due to both employee severance, and higher headcount costs from the addition of software developers. Consulting costs were incurred for a premier Amazon Web Services (AWS) implementer contracted to ensure the company's cloud architecture meets the criteria for scalability, speed and accuracy. Compensation expenses were offset in the last half of fiscal 2020 by CEWS wage subsidies of \$137,073 and Alberta Innovates funding of \$23,875. Along with the development of products for its software portfolio the Company is continuing to invest in its TD100™ technology. The engineering team is engaged on upgrades to the smart battery uninterruptible power supply (UPS) module and development of additional versions of its TD100™ transmitter including a wireless version, a low-cost version and a version for stationary tanks.

**Expenses, depreciation and amortization**

Depreciation and amortization expenses included in operating expenses in fiscal 2020 totalled \$374,122 compared to \$334,550 in the previous fiscal year. Additional depreciation expenses recorded in cost of sales in fiscal 2020 totalled \$93,029, compared to \$16,531 in the comparable year. This increase in depreciation and amortization expenses is largely due to the adoption of the IFRS 16 lease standard which resulted in depreciation of \$67,464 included in operating expense and depreciation of \$76,702 included in cost of sales for right-of-use assets in the current year compared to \$nil in the comparative year.

**Expenses, foreign exchange**

Changes in the value of the Canadian dollar during the period and management of conversion of receipts from U.S. revenue resulted in a loss of \$11 on foreign currency exchange in fiscal 2020 consisting of a realized gain on exchange of \$56,981 and an unrealized loss of \$56,992. This compares to a gain of \$23,850 on foreign currency exchange in the previous year consisting of a realized gain on exchange of \$15,200 and an unrealized gain of \$8,650.

**Operating loss and net earnings**

The operating loss before other items and income taxes was \$1,239,753 as compared to an operating loss before other items and income taxes of \$507,755 in fiscal 2019. During the current fiscal year, the Company increased its investment in engineering, sales and marketing which offset the decrease in G&A. As a result, the increase in the operating loss was due to the reduction in the gross profit. Contributing to the improvement in the operating loss was \$440,656 received from the CEWS program and the U.S. wage subsidy program.

Due to uncertainties related to the realization of tax loss carry-forwards no provision for deferred income tax recovery was recorded in the current fiscal year. Due to profitable operations, current tax expense of \$50,578 was recorded in fiscal 2019

The net loss after income taxes was \$578,356 as compared to net earnings of \$109,960 in fiscal 2019. This decrease in net earnings was primarily due to the increase in the operating loss offset by the increase in finance income to \$695,975 from \$685,090 in the prior year. The increase in finance income was offset by the interest on finance leases of \$29,029 in fiscal 2020 compared to \$nil in the prior year. The interest on finance leases is attributable to the adoption of IFRS 16 on September 1, 2019, the new lease standard, which resulted in the recognition of discounted lease liabilities on the consolidated statement of financial position. As a result of the new standard, the Company now recognizes lease interest on the lease liabilities.

**Fourth Quarter Results**

For the fourth quarter of fiscal 2020 revenue was \$608,828 as compared to \$1,374,132 in the comparative prior period. This decrease was largely due to the decrease in demand for the GWR product line in both geographic segments from the impact of the COVID-19 pandemic and low oil prices. Sales into the U.S. in the fourth quarter were \$493,294 a decrease of \$589,673 or 54% when compared to \$1,082,967 in the comparative quarter of fiscal 2019. Canadian sales in the fiscal quarter were \$115,534 or 19% of sales, a decrease of \$175,631 or 60% when compared with sales of \$291,165 or 21% of sales in the comparative quarter of fiscal 2019.

Gross profit was \$354,830 for the fourth quarter of fiscal 2020 compared with \$674,815 for the comparative prior period. As a percentage of sales gross margin improved to 58% compared with 49% of sales in the fourth quarter of fiscal 2019. The decrease in gross profit is primarily due to the decrease in demand and sales. The improvement in the gross margin percentage is due to manufacturing and service compensation savings in the fiscal quarter due to benefit and wage rollbacks combined with benefits received from the CEWS program. These cost savings offset higher overhead costs included in cost of sales as a result of the reduction in unit production levels and underutilized capacity. A decrease in inventory impairments to \$1,537 in the fourth quarter of fiscal 2020 compared with inventory impairments of \$64,349 in the comparative prior period also contributed to the improved gross profit as a percentage of sales.

General and administrative expenses for the fourth quarter of fiscal 2020 were \$273,382 a decrease of \$23,627 or 8% from the \$297,009 recorded in the comparative prior period. This reduction in expenses was primarily due to compensation savings from benefits and wage rollbacks of 10% to 20% combined with benefits received under the CEWS program. These cost savings were offset by an increase in consulting costs for the implementation of the new ERP system and costs incurred for strategic consultancy services. G&A, as a percentage of revenue, was 45% for the fourth quarter ended August 31, 2020 compared to 22% for the same period of fiscal 2019.

Marketing and sales expenses for the fourth quarter of fiscal 2020 were \$72,326, a decrease of \$214,290 or 75% from the \$286,616 recorded in the comparative prior period. This reduction in expenses is primarily due to compensation savings from benefit and wage rollbacks and benefits received under the CEWS program and the U.S. wage subsidy programs combined with a decrease in travel and marketing costs. As a percentage of revenue, marketing and sales expenses were 12% for the fourth quarter of fiscal 2020 as compared to 21% for the same period of fiscal 2019.

Engineering expenses for the fourth quarter of fiscal 2020 were \$104,426, a decrease of \$41,458 or 28% when compared with \$145,884 recorded in the comparative prior period. During the fiscal quarter, the Company continued with the development of its Amazon Web Services (AWS) cloud based architecture, product enhancements including the development of IIoT solutions, new product research and product cost reductions. The decrease in engineering expenses is primarily due to compensation savings from benefit and wage rollbacks and benefit reductions combined with benefits received under the CEWS program and Alberta Innovates funding which offset increased consulting costs for the premier AWS implementer.

Net loss and comprehensive loss in fiscal 2020's fourth quarter was \$108,441 after tax, compared to an after tax net loss of \$27,482 reported for the fourth quarter of fiscal 2019. This increase in net loss was primarily due to the decrease in gross profit and was positively impacted by compensation savings from benefit and wage rollbacks. During the fiscal quarter, the Company benefited from COVID-19 government wage subsidy programs in the amount of \$291,515.



## SUMMARY OF QUARTERLY RESULTS

(\$000's, except per share amount)

Fiscal year	2020				2019			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue	609	782	1,311	1,408	1,375	1,316	1,405	1,475
Gross profit	355	382	695	739	675	742	760	772
Operating earnings (loss) before other items and income taxes	(262)	(580)	(293)	(104)	(147)	(159)	4	(206)
Net earnings (loss) before income taxes	(108)	(417)	(122)	69	24	16	167	(46)
Net earnings (loss)	(108)	(417)	(122)	69	(28)	16	167	(46)
EPS - Basic	(0.00)	(0.01)	0.00	(0.00)	0.00	0.00	0.01	(0.00)
EPS - Diluted	(0.00)	(0.01)	0.00	(0.00)	0.00	0.00	0.01	(0.00)

Quarterly financial data is derived from the Company's consolidated financial statements and is prepared in accordance with IFRS.

The reduction in revenue and quarterly gross profits in the last two quarters of fiscal 2020 when compared to the previous six quarters is primarily a result of the decrease in demand due to the decrease in oil prices combined with the impact of the COVID-19 pandemic. Gross profits in the fourth quarters of fiscal 2020 and fiscal 2019 were negatively impacted by impairments of inventory of \$1,537 and \$64,349, respectively.

## FINANCIAL CONDITION AND LIQUIDITY

The Company's principal cash requirements are for ongoing operating costs, working capital and product development costs. The Company intends to fund its liquidity needs primarily from cash flow from operations and when necessary from cash on hand. Management continues to work on maintaining an optimal inventory level and the timely collection of accounts receivable to minimize its working capital requirements. As well, the Company will continue to focus on cost management and control programs. The Company expects that current cash balances and funds from operations will be sufficient in the near-term to meet anticipated obligations and to fund intended capital expenditures and product development. As needed, the Company will assess and select funding mechanisms for long term growth including additional R&D projects, expansion of the distribution channels and corporate development activities.

Total assets of the Company were \$16,711,107 on August 31, 2020 as compared to \$16,928,069 on August 31, 2019. Cash and cash equivalents increased by \$2,211,842 to \$9,383,679 primarily due to a GIC maturity classified as cash and cash equivalents. Collections from customers decreased accounts receivable by \$360,154 and inventories increased by \$107,671. Total liabilities increased by \$350,894 primarily due to the recognition of lease liabilities of \$514,790 from the adoption of IFRS 16. As at August 31, 2020, Titan had positive working capital (current assets less current liabilities) of \$10,963,795 compared to \$11,008,143 at August 31, 2019.

### Summary of Cash Flows

#### Operating Activities

Net cash flows used in operating activities totalled \$677,493, compared to \$97,067 used in fiscal 2019. This increase in cash flows used in operating activities is primarily due to the net loss as compared to net earnings in the comparative prior year, and partially offset by changes in non-cash working capital accounts, the depreciation of right-of-use-asset and interest on financial leases due to the adoption of IFRS 16.

Non-cash working capital generated or consumed is largely a result of the timing of cash receipts and payments in the normal course of business. Non-cash working capital provided in the amount of \$83,072 in fiscal 2020 is largely a result of cash flow from the collection of accounts receivables, offset by the decrease in accounts payable and an increase in inventory. This compares with non-cash working capital used in fiscal 2019 in the amount of \$38,164, largely as a result of cash flow used for an increase in accounts receivable, offset by the consumption of inventory and a reduction in income taxes recoverable.

### Investing Activities

Net cash flows generated in investing activities, totalled \$3,050,780 primarily as a result of the maturity of \$2,041,227 of short-term investments combined with finance income and payments received on the secured note. This compares with \$1,024,530 generated the comparative prior period primarily as a result of finance income and payments received on the secured note.

### Financing Activities

Net cash flows used in financing activities in fiscal 2020 amounted to \$161,445 for payment of finance lease obligations as compared to \$26,504 in the comparable period. Presentation of cash flows in the current fiscal year reflects the Company's adoption of IFRS 16, the lease standard. Previously lease payments were reflected in operating cash flows, now lease payments are partially reflected as interest expense (also in operating cash flows) and partially as the repayment of finance lease obligations in financing cash flows. The comparative period has not been restated for the adoption of the new standard consistent with the transition election chosen.

### CONTRACTUAL OBLIGATIONS

The Company has no commitments for future capital assets and its only financial obligations are operating leases for office equipment, office spaces and its manufacturing facility.

### OFF-BALANCE SHEET ARRANGEMENTS

The Company did not enter into any off-balance sheet arrangements during the current or comparable reporting period.

### OUTSTANDING SHARE DATA

Titan Logix Corp. has authorization to issue an unlimited number of common shares with no par value. The common shares of the Company trade on the TSX Venture Exchange under the symbol "TLA".

#### Issued and Outstanding

	November 24, 2020	August 31, 2020	August 31, 2019
Common shares issued and outstanding	28,536,132	28,536,132	28,536,132
Options outstanding	300,000	300,000	420,000

During fiscal 2020, 50,000 stock options were granted and 170,000 forfeited. For the year ended August 31, 2020, the Company has recorded stock option compensation expenses of \$10,500 in respect of stock options granted and vested as compared to stock option compensation expense of \$84,000 in the comparable period.

### IMPACT OF COVID-19 PANDEMIC

In March 2020, the World Health Organization declared a world-wide pandemic resulting from the outbreak of coronavirus, specifically identified as "COVID-19". Many countries enacted emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, temporary restriction on all non-essential business, self-imposed quarantine periods and social distancing, caused material disruption to businesses globally resulting in an economic slowdown. The Company has assessed the economic impacts of the COVID-19 pandemic on its consolidated annual financial statements. As at August 31, 2020, management has determined that the Company's ability to execute its medium and longer term plans, the economic viability of its assets and the carrying value of its long-lived assets are not materially impacted.

The current lack of global demand combined with over-supply of oil has resulted in a significant decrease in spot and forward oil prices. The impact of COVID-19 combined with the decrease in oil prices have resulted in a decrease in demand for our products and the Company has experienced a material decline in revenues and gross profit in the year. Cost containment efforts are being addressed in order to mitigate the impact of the decline in revenues and gross profit. The Company has reduced discretionary spending and downsized production costs to match current demand. In the third quarter compensation was rolled back company-wide by 10% to 20% for all employees and directors and certain employee benefits were also suspended.

The Company received wage subsidy funding through the Government of Canada's, Canada Emergency Wage Subsidy ("CEWS") that was available to any employer, subject to eligibility criteria, whose business has been adversely affected by COVID-19. In addition, the Company's wholly owned subsidiary received approval and funding under its application for the

United States Small Business Administration (“SBA”) Paycheck Protection Program (“PPP”) pursuant to the U.S. Coronavirus Aid, Relief, and Economic Security Act. The unsecured loan of \$65,500 bears interest at 1.00% and matures on April 29, 2022. All or a portion of the loan may be forgiven if the Company maintains its employment and compensation within certain parameters during the designated period following the loan origination date and the proceeds of the loan are spent on payroll costs, rent or lease agreements.

Management of the Company has enacted its COVID-19 business continuity plan including safety protocol and remote working arrangements and currently only has experienced minimal disruptions to its business operations. At this point, management cannot reasonably estimate the duration, complexity, or severity of this pandemic, which could have a material adverse impact on the Company's business, results of operations, financial position and cash flows. Other possible effects may include disruptions in the demand for our products, absenteeism in the Company's labor workforce, unavailability of products and supplies used in operations, and a decline in the fair value of assets held by the Company. The full extent of the impact that the COVID-19 outbreak may have on the Company will depend on future developments that are highly uncertain and that cannot be predicted with confidence. Management is closely monitoring the impact of the pandemic on all aspects of its business.

## **BUSINESS OUTLOOK**

The past year has been a difficult one. Titan Logix, like most of the O&G sector service and supply companies, has experienced many challenges. Uncertainty in the markets, low oil prices and the changing political landscape have forced us to take a hard look at how we conduct our business. We have cut discretionary spending and long lead, large investment projects and are focused on sales programs, improvement of corporate culture and overall performance. Our marketing is focused on expanding applications through product differentiators and reaching new customer channels with digital platforms. Several of our combined hardware/software solutions are in trial, with others currently in the works. Titan is committed to entering new markets with its TD100™ GWR product line as sales in the traditional crude market recover and the company gains momentum with its Industrial Internet of Things (IIoT) product sales and marketing. The Company will continue to invest in its TD100™ hardware technology, including an upgrade to our smart battery uninterruptable power supply (UPS) module. To better access broader market applications, Titan has introduced three additional versions of its standard TD100™ hazardous area base product, which will be re-introduced as the T-Haz transmitter. Titan's three other new versions of the TD100™ transmitter are: T-Core, a wireless hazardous area version, T-Lite, a less costly, non-hazardous area, non-classified version and T-Stat for stationary tanks. The T-Core, T-Lite and T-Stat products will support deployment of our hardware in non-traditional markets. Our software products include the AWS enabled Titan Data System, TDS and its agnostic Titan Application Program Interface, TAPI. We believe these products will generate further hardware sales into non-traditional markets. We are garnering interest from non-traditional markets such as bulk fuel transport, hydrovac service companies and aggregates supply chain companies.

On the IIoT front Titan is beginning to be recognized in the data technology community. Our networking, social media and digital marketing efforts continue to drive opportunities to partner with clients to solve their transportation and logistical challenges. The Company's evolution from primarily a hardware provider to an IIoT solutions provider is leading to new relationships in other markets. The adoption of Titan's IIoT technology for generating, collecting and managing data for its customers will bring value to those who want to see improvement in the management of their resources.

Titan is engaged with strategic acquisition targets that are aligned with the corporate vision. Titan's expanded vision of data management has opened market opportunities to tap into the wave of data mining and analytics for business control solutions and can drive both new and retrofit decisions of its major customers. Titan is identifying and negotiating partnerships with target companies immersed in the digital oilfield revolution with an eye to becoming the go-to company for IIoT data. Titan's focus on providing timely, accurate, relevant data to its customers will enhance market penetration of its hardware in the target markets. Titan is in a unique position; it creates and controls the liquid asset data required by many of the newest IIoT use cases being solved by great data science companies. Our strategy is that the need for our data will create the demand for our hardware and software as the many great use case solutions for fluid transport supply chains begin to emerge.

## **BUSINESS RISKS AND UNCERTAINTIES**

Titan Logix Corp. faces a number of risks that have the potential of affecting its financial condition, results of operations and cash flow. In addition to risks described elsewhere in this MD&A, the Company is exposed to various business risks which include but are not limited to the following:

### **Industry Factors**

Titan is highly dependent upon exploration and development activity in the oil and gas industry and therefore is exposed to all of the risks associated with the uncertainties of that industry. The demand and price for Titan products depend on the activity level in the oil and gas sector, which is influenced by numerous factors over which Titan has no control, including: commodity prices; expectations about future commodity prices; the ability of oil and gas companies to raise equity capital or debt financing; supply and demand; and local and international economic, regulatory and political conditions. Global demand for hydrocarbon related products such as gasoline and natural gas impacts the worldwide drilling activity. Reduction in drilling activity results in lower demand for Titan's products.

The primary catalysts to expenditures and activity levels in the energy industry are oil and gas prices which, in turn, are influenced by supply and demand expectations. The ability to forecast the price of crude oil or natural gas is extremely difficult as many global factors affecting commodity prices are beyond the control of the Company. The Company attempts to mitigate the risk factor by assessing current drilling activity reports and future predictions from the industry associations and reporting bodies when creating product demand forecasts.

OEM production levels will vary in accordance with market demand. Reduced production levels may result in a reduced demand for Titan's products.

### **Economic Downturns**

Economic downturns can have a negative impact on Titan's business since customers may reduce capital expenditure programs or may experience difficulty in paying for products purchased. The demand for the products distributed by the Company can vary in accordance with general economic cycles. Downturns in the North American economy, a primary market for the Company's future growth, or lack of continued improvement in the economy could have a material adverse effect on the Company's financial condition and on the results of operations.

### **Pandemics**

The occurrence of pandemics, such as the recent outbreak of the novel coronavirus COVID-19 in any of the areas in which the Company, its customers or its suppliers operate could cause interruptions in the Company's operations. In addition, pandemics, natural disasters or other unanticipated events could negatively impact the demand for, and price of, oil and natural gas which in turn could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

### **Supply Shortages**

Titan manufactures products using components supplied by a number of major suppliers. It is not customary in the industrial products distribution industry to have long-term contracts with major suppliers. Supply shortages can occur at times because of production difficulties, unanticipated demand or delivery delays and may have a short-term adverse material effect on Titan's results of operations and subsequent financial condition.

### **Environmental and Insurance Risk**

Titan manufactures and sells products that have an impact on the environment. The Company maintains high quality standards at its production facilities and uses only reputable suppliers for raw materials and other products. Titan also maintains insurance coverage for its assets and operations, including general liability, product pollution, property, business interruption, boiler and machinery, automobile, directors and officers and other insurance. However, product failures could result in warranty and liability claims and the loss of customers. Correcting such failures or paying for such claims could require significant capital resources and have an adverse effect on operating results.

**Key Employees**

Future success depends on the continued efforts and performance of Titan's executive team, management team and key employees. Failure to attract and retain key employees with the necessary skills could have an adverse material impact upon the future of the business, its operating results, and its financial condition. Labour shortages may limit the growth of the Company's business and could negatively affect margins and profitability.

**Employee Safety and Health**

The Company's employees may face health and safety risks and hazards in the workplace, which could result in injury or lost time in the course of their employment. Alternatively, the Company could be exposed to civil and/or statutory liability to employees arising from injuries or deaths because of inadequate health and safety policies and practices. The Company cannot fully protect against all these risks, nor are all these risks insurable. The Company may become liable for damages arising from these events against any non-insured risks.

**Entering New Business Lines**

The Company may enter into new business lines with new acquisitions or other opportunities for growth. There is no guarantee that these new business lines will be successful in the marketplace to which they are directed. Management makes its best efforts to research and forecast future profitability of any new business ventures prior to commencing in any new endeavor, however there are underlying risks at the time of entry. The success of a new venture is also dependent on the areas of sales and marketing, customer demand, market stability, existing barriers to entry, and other factors of product introduction.

**Markets and Competition**

Titan is continually pursuing new customers and markets in a highly competitive environment. The market is expected to remain competitive. Titan's competition varies by product line, customer classification and geographic market. Certain companies that compete with Titan have more established and larger sales and marketing organizations, larger technical staff and significantly greater financial resources than Titan. There can be no assurance that the Company's marketing strategy will be successful.

A significant portion of the Company's revenue is derived from one product line. Consequently, a sudden decline in demand for, or production of, the product could have a material adverse effect on the Company's financial condition and results of operations.

**Credit Risk**

Credit risk arises from the possibility that the entities to which the Company provides services may experience financial difficulty and be unable to fulfill their obligations. Financial instruments that potentially subject the Company to credit risk include cash and cash equivalents, accounts receivable and investment in secured loan. The Company's cash on deposit and short-term investments are held with reputable financial institutions, from which management believes the risk of loss is low. The Company's maximum exposure to credit risk is as indicated by the carrying amount of its cash, cash equivalents, accounts receivable and investment in secured loan. The Company has a credit policy and regularly monitors its credit risk exposure and takes steps to mitigate the likelihood of these exposures resulting in actual loss. The Company carries out credit evaluations of its customers who receive credit and carries adequate provisions for possible losses arising from credit risk associated with financial assets.

**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due or to fund the programs and commitments that the Company has planned. The Company manages liquidity risk through management of its capital structure in conjunction with cash flow forecasting including anticipated investing and financing activities. The Company believes that internally generated cash flows and current cash balances will be sufficient to cover its normal operating and capital expenditures for the current fiscal year.

**Product and Technology Enhancements**

The Company's future growth depends on its ability to enhance its existing products, to develop new proprietary technology that addresses the varied needs of its prospective customers and to respond to technological advances, emerging industry standards and practices in a timely and cost-effective manner. The development of technology involves significant technical and business risks. There can be no assurance that Titan will be successful in meeting customer demands in respect of performance and costs through continuous improvements in products or that Titan will have the resources available to meet continuing demands. No assurances can be given that Titan's competitors will not achieve technological advantages. The Company may fund additional research and development activities; however, there is no guarantee of return.

**Cyber Risk**

In the ordinary course of business Titan collects and stores sensitive data, including intellectual property, proprietary business information and identifiable personal information of its employees and customers. Unauthorized access to the Company's computer systems could result in the theft or publication of confidential information or the deletion or modification of records or could otherwise cause interruptions in the Company's operations. In addition, despite the Company's implementation of security measures, its systems are vulnerable to damages from computer viruses, natural disasters, unauthorized access, cyber-attack and other similar disruptions. Any such system failure, accident or security breach could disrupt the Company's operations, decrease performance, increase costs, damage Titan's reputation, and we could be subject to liability. Any of these consequences could have an adverse effect on the Company's business, financial condition, results of operations and cash flow.

**Proprietary Protection**

Titan relies on patents, confidentiality procedures and other measures to protect its proprietary information (intellectual property). There are risks inherent in maintaining proprietary advantage and efforts to protect it may not prevent attempts to copy aspects of the technology or to obtain and use information, that Titan regards proprietary, by others. Litigation may be necessary to enforce its intellectual property rights or defend against claims of infringement or invalidity. Intellectual property laws provide limited protection. The laws of some foreign countries do not protect proprietary rights as fully as do the laws of Canada. If necessary or desirable, we may seek licenses under the patents or other intellectual property of others. However, there are no assurances that such licenses will be obtained or that the terms of any offered licenses would be acceptable.

**Foreign Exchange and Foreign Sales**

The Company's products are marketed and sold in the U.S. and some other foreign countries which expose the Company to currency exchange risks. Foreign currency risk arises from fluctuations in the value of foreign currencies and the degree of volatility of these currencies relative to the Canadian dollar. The Company is subject to foreign currency risk in that it has both current assets and liabilities denominated in foreign currencies. It is management's opinion that a change in foreign currency exchange rates could affect the Company's results of operations and cash flows, but would not materially impair or enhance its ability to pay its foreign exchange obligations. The Company does not use hedging tools to reduce its exposure to foreign currency risk. In addition to exchange risk, international sales are subject to inherent risks such as regulatory requirements, delays from custom brokers or government agencies, or other trade barriers. The Company is also subject to risks related to cultural, political, legal and economic factors.

## CHANGES IN ACCOUNTING POLICIES

### IFRS 16 - Leases

IFRS 16 replaces IAS 17-Leases and specifies how to recognize, measure, present and disclose leases and is effective for annual periods beginning on or after January 1, 2019. The standard provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. At the commencement date of a lease, the lessee will recognize a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The standard requires the lessee to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

#### Initial Adoption

The Company adopted IFRS 16 on September 1, 2019 using the modified retrospective approach and has not restated prior periods for the impact of IFRS 16. Comparative information is reported under IAS 17 and its related interpretations. The Company also elected to use the following transitional reliefs and exemptions permitted under the standard:

- Short-term leases that have a lease term of 12 months or less and leases of low-value assets (less than \$5,000) have not been recognized as right-of-use assets and lease liabilities. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.
- Contracts that had not previously been identified as leases under the previous standard have not been reassessed under IFRS 16.
- Leases having similar characteristics are measured at transition by applying a single discount rate.

Under IAS 17, the previous standard, leases were classified as finance or operating leases. Leases were classified as finance leases if the Company had substantially all the risks and reward of ownership of the underlying assets. Finance leases were capitalized at the inception of the lease at the lower of the fair value of the leased property and the present value of the minimum lease payments.

On transition to IFRS 16 under the modified retrospective approach, lease payments are discounted using the Company's incremental borrowing rate as of September 1, 2019. The Company used a weighted average incremental borrowing rate of 4.95% to measure the present value of the future lease payments on September 1, 2019.

The Company leases land, buildings and office equipment and recognized right-of use assets and lease liabilities on transition to IFRS 16. There was no impact on opening retained earnings. The following table summarizes the impact of the adoption of IFRS 16 on the Company's Statement of Financial Position, as at September 1, 2019:

<b>Statement of Financial Position – September 1, 2019</b>	<b>\$</b>
Recognition of right-of use assets	647,206
Recognition of current portion of lease liabilities	132,416
Recognition of long term lease liabilities	514,790

The following table reconciles the Company's lease commitments at August 31, 2019, as previously disclosed in the Company's August 31, 2019 and 2018 audited annual consolidated financial statements to the lease liabilities recognized on initial adoption of IFRS 16 at September 1, 2019.

	<b>\$</b>
Operating lease commitments as of August 31, 2019	727,492
Leases with low value or a lease term of 12 months or less	(1,680)
Lease liabilities before discounting	725,812
Discounted using incremental borrowing rate	(78,606)
Total lease liabilities recognized as of September 1, 2019	647,206

*Ongoing recognition and measurement*

A lease is defined as a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. When applying this definition, the Company assesses whether a contract meets the following:

- The contract involves an identified asset that is explicitly or implicitly identified in the contract and is physically distinct;
- The Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset, having the right to direct how and for what purpose the asset is used throughout the period of use.

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Right-of-use assets are measured at amortized cost, which is comprised of the amount of the initial measurement of the lease liability, less any incentives received, plus any lease payments made at, or before the commencement date and initial direct costs and asset restoration costs, if any. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The lease liability is initially measured at the present value of the lease payments which may include; fixed lease payments and payments to exercise an extension or termination option, if the Company is reasonably certain to exercise either of these options. The present value of the liability is discounted using the interest rate implicit in the lease or, if that rate is not readily determined, the Company's incremental borrowing rate. Lease liabilities are subsequently measured at amortized cost using the effective interest method. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to earnings or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The lease liability is reduced as payments are made against the principal portion of the lease.

**ADDITIONAL INFORMATION**

Additional information relating to Titan Logix Corp., including its 2020 Audited Financial Statements, is available on SEDAR at [www.sedar.com](http://www.sedar.com) or on its website, [www.titanlogix.com](http://www.titanlogix.com).



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**Independent Auditor's Report**

To the Shareholders of Titan Logix Corp.

**Opinion**

We have audited the consolidated financial statements of Titan Logix Corp. and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at August 31, 2020, and August 31, 2019, and the consolidated statements of earnings (loss) and comprehensive earnings (loss), consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years ended August 31, 2020 and August 31, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly in all material respects, the consolidated financial position of the Company as at August 31, 2020 and August 31, 2019, and its consolidated financial performance and its consolidated cash flows for the years ended August 31, 2020 and August 31, 2019 in accordance with International Financial Reporting Standards.

**Basis for Opinion**

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Information other than the consolidated financial statements and auditor's report thereon**

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of management and those charged with governance for the consolidated financial statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to a going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Meghan McConnan.

The logo for Grant Thornton LLP, featuring the company name in a stylized, cursive script.

Edmonton, Canada  
November 24, 2020

Chartered Professional Accountants

	August 31, 2020 \$	August 31, 2019 \$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents (note 4)	9,383,679	7,171,837
Short term investments (note 10)	-	2,041,227
Accounts receivable (note 5)	606,719	966,873
Inventories (note 6)	1,033,533	925,862
Prepaid expenses	116,349	112,371
Current portion of investment in secured loan (note 10)	385,363	384,867
<b>Total current assets</b>	<b>11,525,643</b>	<b>11,603,037</b>
<b>Non-current assets</b>		
Property, plant and equipment (note 7)	271,221	218,047
Right-of-use assets (note 8)	503,040	-
Intangible assets (note 9)	1,045,862	1,324,561
Investment in secured loan (note 10)	3,365,341	3,782,424
<b>Total assets</b>	<b>16,711,107</b>	<b>16,928,069</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (note 11)	430,210	579,380
Income tax payable	788	15,514
Current portion of finance lease obligations (note 12)	130,850	-
<b>Total current liabilities</b>	<b>561,848</b>	<b>594,894</b>
<b>Non-current liabilities</b>		
Finance lease obligations (note 12)	383,940	-
<b>Total liabilities</b>	<b>945,788</b>	<b>594,894</b>
<b>Equity</b>		
Share capital (note 15)	5,730,279	5,730,279
Contributed surplus	780,708	770,208
Retained earnings	9,254,332	9,832,688
<b>Total equity</b>	<b>15,765,319</b>	<b>16,333,175</b>
<b>Total liabilities and equity</b>	<b>16,711,107</b>	<b>16,928,069</b>

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

On behalf of the Board

"Alvin Pyke"  
Director

"Helen Cornett"  
Director

For the years ended August 31,	2020 \$	2019 \$
<b>Revenue</b>	<b>4,110,035</b>	5,570,924
<b>Cost of sales</b>	<b>1,939,218</b>	2,622,040
<b>Gross profit</b>	<b>2,170,817</b>	2,948,884
<b>Expenses</b>		
General and administration	1,139,624	1,637,799
Marketing and sales	829,602	849,429
Engineering	1,067,211	658,711
Depreciation of property, plant and equipment (notes 7 and 17)	27,959	41,141
Depreciation of right-of-use assets (notes 8 and 17)	67,464	-
Amortization of intangible assets (notes 9 and 17)	278,699	293,409
Loss (gain) on foreign exchange	11	(23,850)
<b>Total expenses</b>	<b>3,410,570</b>	3,456,639
Operating loss before other items	(1,239,753)	(507,755)
<b>Other items</b>		
Loss on impairment of property, plant and equipment (note 7)	(5,549)	(16,797)
Finance income (note 16)	695,975	685,090
Interest on finance leases	(29,029)	-
<b>Total other items</b>	<b>661,397</b>	668,293
<b>(Loss) earnings before income taxes</b>	<b>(578,356)</b>	160,538
<b>Income tax expense</b> (note 14)	<b>-</b>	50,578
<b>Net (loss) earnings and comprehensive (loss) earnings</b>	<b>(578,356)</b>	109,960
<b>Earnings (loss) per share</b> (note 18)		
Basic	(0.02)	(0.00)
Diluted	(0.02)	(0.00)

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

	Common Shares #	Share Capital \$	Contributed Surplus \$	Retained Earnings \$	Total Equity \$
Balance at August 31, 2018	28,536,132	5,730,279	686,208	9,722,728	16,139,215
Share-based compensation	-	-	84,000	-	84,000
Net earnings	-	-	-	109,960	109,960
Balance at August 31, 2019	28,536,132	5,730,279	770,208	9,832,688	<b>16,333,175</b>
Share-based compensation (note 15)	-	-	10,500	-	<b>10,500</b>
Net loss	-	-	-	(578,356)	<b>(578,356)</b>
<b>Balance at August 31, 2020</b>	<b>28,536,132</b>	<b>5,730,279</b>	<b>780,708</b>	<b>9,254,332</b>	<b>15,765,319</b>

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

For the years ended August 31,	2020	2019
	\$	\$
<b>Cash provided by (used in)</b>		
<b>Operating activities</b>		
Net earnings (loss)	(578,356)	109,960
Non-cash items included in net earnings (loss)		
Interest on finance leases	29,029	-
Impairment of inventory (note 6)	1,537	64,349
Depreciation of property, plant and equipment (note 7)	44,286	57,672
Depreciation of right-of-use assets (note 8)	144,166	-
Amortization of intangible assets (note 9)	278,699	293,409
Share-based compensation (note 15)	10,500	84,000
Loss on impairment of property, plant and equipment	5,549	16,797
Finance income (note 16)	(695,975)	(685,090)
Changes in non-cash working capital (note 19)	83,072	(38,164)
<b>Net cash (used in) operating activities</b>	<b>(677,493)</b>	<b>(97,067)</b>
<b>Investing activities</b>		
Financing fee received on secured loan (note 10)	50,000	62,500
Payments received on investment in secured loan (note 10)	400,000	400,000
Finance income received and receivable (note 16)	662,562	659,954
Proceeds on maturity (purchase) of short term investments (note 10)	2,041,227	(41,227)
Purchase of property, plant and equipment (note 7)	(103,009)	(57,212)
Proceeds from disposal of property, plant and equipment	-	515
<b>Net cash provided by investing activities</b>	<b>3,050,780</b>	<b>1,024,530</b>
<b>Financing activities</b>		
Payment of finance lease obligation (note 12)	(161,445)	(26,504)
<b>Net cash (used in) financing activities</b>	<b>(161,445)</b>	<b>(26,504)</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,211,842</b>	<b>900,959</b>
Cash and cash equivalents, beginning of year	7,171,837	6,270,878
<b>Cash and cash equivalents, end of year</b>	<b>9,383,679</b>	<b>7,171,837</b>
Interest paid	-	1,248
Income tax paid	14,694	5,718

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

## 1. NATURE OF OPERATIONS

Titan Logix Corp. (the "Company") is a public company incorporated and domiciled in Canada and its common shares trade on the TSX Venture Exchange under the symbol TLA. The head office for the Company is located in Edmonton, Alberta, Canada. The address of the Company's registered office is #2600 10180 101 Street, Edmonton, AB T5J 3Y2.

Titan Logix Corp. is a developer, manufacturer and marketer of innovative fluid measurement and management solutions. The Company's Guided Wave Radar (GWR) solutions are primarily used in the upstream/midstream oil and gas industry. Secondary industries for its products include the aviation, waste fluid collection, and chemical industries. The Company's products are designed to be part of a complete Supply Chain Management solution. The ultimate solution consists of the Company's products integrated with best-in-class data management to enable end-to-end Industrial Internet of Things solutions for its customers' Supply Chain Management.

In March 2020, the World Health Organization declared a world-wide pandemic resulting from the outbreak of coronavirus, specifically identified as "COVID-19". Many countries had enacted emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, temporary restriction on all non-essential business, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. The Company has assessed the economic impacts of the COVID-19 pandemic on its consolidated financial statements. As at August 31, 2020, management has determined that the Company's ability to execute its medium and longer term plans, the economic viability of its assets and the carrying value of its long-lived assets are not materially impacted. The full extent of the impact that the COVID-19 outbreak may have on the Company will depend on future developments that are highly uncertain and that cannot be predicted with confidence. Management is closely monitoring the impact of the pandemic on all aspects of its business.

## 2. BASIS OF PRESENTATION

### Statement of compliance

These consolidated financial statements for the year ended August 31, 2020 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements of the Company for the year ended August 31, 2020 were authorized for issue in accordance with a resolution of the directors on November 24, 2020.

### Principles of consolidation

These consolidated financial statements include the financial statements of Titan Logix Corp. and its wholly owned subsidiary, Titan Logix USA Corp. The financial statements for the subsidiary are prepared for the same reporting period as the parent company using consistent accounting policies. All intercompany transactions and balances have been eliminated in the preparation of these consolidated financial statements.

### Functional and presentation currency

The consolidated financial statements are presented in Canadian dollars which is the functional currency of Titan Logix Corp. and its subsidiary.

### Significant accounting estimates and judgments

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amounts of assets, liabilities, revenue and expenses. These estimates and judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The estimation of anticipated future events involves uncertainty and, consequently, the estimates used in preparation of the consolidated financial statements may change as future events unfold, more experience is acquired or the Company's operating environment changes. Actual results may differ from these estimates under different assumptions or conditions. Estimates and judgments are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

### Judgments

The following are the critical judgments that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in these consolidated financial statements.

#### a) *Internally generated research and development costs*

Management monitors progress of internal research and development projects by using a project management system. Significant judgment is required in distinguishing research from the development phase. Development costs are recognized as an asset when all the criteria for capitalization are met, whereas research costs are expensed as incurred.

**2. BASIS OF PRESENTATION (cont'd)****Significant accounting estimates and judgments (cont'd)***a) Internally generated research costs (cont'd)*

To distinguish the research project phase from the development phase, it is the Company's policy to require a forecast of sales to be generated by the intangible asset to support the capitalization criteria. The forecast is then incorporated into the Company's overall budget forecast once the capitalization of development costs commences. This ensures that managerial accounting, impairment testing procedures and accounting for internally generated intangible assets is based on the same data.

The Company's management also monitors at each reporting period whether the recognition requirements for development costs continue to be met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical challenge after the time of recognition.

*b) Determination of cash generating units*

The Company tests certain intangible assets annually for impairment. Management uses judgment in determining the cash-generating units (CGU). For the purpose of assessing impairment of intangible assets, assets are grouped at the lowest level of separately identified independent cash inflows which make up the CGU.

*c) Impairment of intangible assets*

The Company assesses impairment at each reporting period by evaluating the circumstances specific to the organization that may lead to impairment of assets. Judgments are required to assess when impairment indicators, or reversal indicators, exist and impairment testing is required. In determining the recoverable amount of assets, in the absence of quoted market prices, impairment tests are based on estimates of future cash flows, future costs, discount rates and other relevant assumptions.

*d) Deferred income taxes*

Judgments are made by management to determine the likelihood of whether deferred tax assets at the end of the reporting period will be realized from future taxable earnings. Assessing the recoverability of deferred tax assets requires the Company to make significant judgments and estimates related to the expectations of future cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in the statement of (loss) and earnings in the period in which the change occurs.

The Company follows the liability method for calculating deferred taxes. Tax interpretations, regulations and legislation in the various jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty.

**Estimates**

The following are the key estimates and their assumptions concerning the sources of estimation uncertainty during the reporting periods, that have a significant risk of causing adjustments to the carrying amounts of the assets and liabilities.

*a) Valuation and impairment of intangible assets*

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. An impairment loss is recognized when the amount of an asset's or CGU's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value less cost of disposal and the value in use. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value. Actual results may vary from these estimates and may cause adjustments to the Company's assets in following years.



**2. BASIS OF PRESENTATION (cont'd)****Estimates (cont'd)***b) Useful lives of property, plant and equipment and intangible assets*

The amounts recorded for depreciation of property and equipment and amortization of intangible assets are based on estimates of the useful lives of the assets and residual values. The Company depreciates property, plant and equipment and amortizes intangible assets over the estimated useful lives of the assets. In determining the estimated useful life of these assets, significant judgment is required. Judgment is required to determine whether events or circumstances warrant a revision to the remaining periods of depreciation and amortization. The Company considers expectations of the in-service period of these assets in determining these estimates. The Company assesses the estimated useful life of these assets on an annual basis to ensure they match the anticipated life of an asset from a revenue producing perspective. If the Company determines that the useful life of an asset is different from the original assessment, changes to depreciation and amortization will be applied prospectively. The estimates of cash flows used to assess the potential impairment of these assets are also subject to measurement uncertainty. A significant change in these estimates and judgments could result in a material change to depreciation and amortization expense or impairment charges.

*c) Valuation of inventory*

Raw materials and finished goods inventories are measured at the lower of cost and net realizable value. Net realizable value approximates the estimated selling price less all estimated costs of completion and necessary costs to complete the sale. Finished goods costs include the Company's allocation of overhead. This allocation is based on estimated annual production levels determined through management's judgement of the normal capacity of the production facilities.

Allowances are made against obsolete or damaged inventories and charged to cost of sales. The reversal of any write-down of inventory arising from an increase in net realizable value would be recognized as a reduction in cost of sales in the period in which the reversal occurred. The valuation of inventory is based on management's best estimate including historical experience relating to the ultimate selling prices less costs to sell the inventory.

*d) Valuation of accounts receivables*

The valuation of accounts receivable is based on management's best estimate of the provision for doubtful accounts. Management monitors receivables for indications of impairment on an ongoing basis. The Company recognizes a loss allowance for expected credit losses using the simplified approach which permits the use of the lifetime expected loss provision for all trade receivables.

*e) Valuation of investment in secured loan*

The Company recognized its investment in the secured loan at fair value less transaction costs. The valuation of the investment in secured loan is based on management's best estimate of the collectability of the principal balance as per the terms of the loan participation agreement. Management monitors the investment in secured loan for indications of impairment on an ongoing basis.

*f) Share-based compensation*

The Company measures the cost of equity settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires the determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The Company uses a Black-Scholes Option Pricing Model. This fair value estimate also requires determining the most appropriate inputs to the valuation model including the estimated expected life of the stock option, volatility, and dividend yield. The expected volatility is based on the historical volatility of the Company's shares over a period commensurate with the expected term of the share option. The risk-free interest rate for the expected life of the option is based on the yield available on government bonds, with an approximate equivalent remaining term at the end of the grant. Historical data is used to estimate the expected life of the option. As well, the Company estimates its forfeiture rate for equity settled transactions based on historical experience in order to determine the compensation expense arising from the share-based awards. The cost of equity-settled transactions is recognized in the consolidated statement of earnings over the period in which the service condition is fulfilled with the corresponding adjustment added to the contributed surplus account. No expense is recognized for awards that do not vest.

## 2. BASIS OF PRESENTATION (cont'd)

### Estimates (cont'd)

#### g) Warranties

The Company estimates a provision for warranty costs as the actual future claims to fulfill warranty expenses are unknown. Management bases its estimate on historical costs associated with warranty costs as well as the number of expected warranty claims outstanding. At August 31, 2020 and August 31, 2019 no material warranty claims were expected and therefore no provision was recorded.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### Basis of measurement

These consolidated financial statements have been prepared mainly under the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets. Other measurement bases used are described in the applicable accounting policies below.

#### a) Changes in accounting policies

##### IFRS 16 - Leases

IFRS 16 replaces IAS 17-Leases and specifies how to recognize, measure, present and disclose leases and is effective for annual periods beginning on or after January 1, 2019. The standard provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. At the commencement date of a lease, the lessee will recognize a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The standard requires the lessee to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

##### Initial Adoption

The Company adopted IFRS 16 on September 1, 2019 using the modified retrospective approach and has not restated prior periods for the impact of IFRS 16. Comparative information is reported under IAS 17 and its related interpretations. The Company also elected to use the following transitional reliefs and exemptions permitted under the standard:

- Short-term leases that have a lease term of 12 months or less and leases of low-value assets (less than \$5,000) have not been recognized as right-of-use assets and lease liabilities. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.
- Contracts that had not previously been identified as leases under the previous standard have not been reassessed under IFRS 16.
- Leases having similar characteristics are measured at transition by applying a single discount rate.

Under IAS 17, the previous standard, leases were classified as finance or operating leases. Leases were classified as finance leases if the Company had substantially all the risks and reward of ownership of the underlying assets. Finance leases were capitalized at the inception of the lease at the lower of the fair value of the leased property and the present value of the minimum lease payments.

On transition to IFRS 16 under the modified retrospective approach, lease payments are discounted using the Company's incremental borrowing rate as of September 1, 2019. The Company used a weighted average incremental borrowing rate of 4.95% to measure the present value of the future lease payments on September 1, 2019.

The Company leases land, buildings and office equipment and recognized right-of use assets and lease liabilities on transition to IFRS 16. There was no impact on opening retained earnings. The following table summarizes the impact of the adoption of IFRS 16 on the Company's Statement of Financial Position, as at September 1, 2019:

<b>Statement of Financial Position – September 1, 2019</b>	<b>\$</b>
Recognition of right-of use assets	647,206
Recognition of current portion of lease liabilities	132,416
Recognition of long term lease liabilities	514,790

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**
**a) Changes in accounting policies (cont'd)**

The following table reconciles the Company's lease commitments at August 31, 2019, as previously disclosed in the Company's August 31, 2019 and 2018 audited annual consolidated financial statements to the lease liabilities recognized on initial adoption of IFRS 16 at September 1, 2019.

	\$
Operating lease commitments as of August 31, 2019	727,492
Leases with low value or a lease term of 12 months or less	(1,680)
Lease liabilities before discounting	725,812
Discounted using incremental borrowing rate	(78,606)
Total lease liabilities recognized as of September 1, 2019	647,206

*Ongoing recognition and measurement*

A lease is defined as a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. When applying this definition, the Company assesses whether a contract meets the following:

- The contract involves an identified asset that is explicitly or implicitly identified in the contract and is physically distinct;
- The Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset, having the right to direct how and for what purpose the asset is used throughout the period of use.

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Right-of-use assets are measured at amortized cost, which is comprised of the amount of the initial measurement of the lease liability, less any incentives received, plus any lease payments made at, or before the commencement date and initial direct costs and asset restoration costs, if any. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The lease liability is initially measured at the present value of the lease payments which may include; fixed lease payments and payments to exercise an extension or termination option, if the Company is reasonably certain to exercise either of these options. The present value of the liability is discounted using the interest rate implicit in the lease or, if that rate is not readily determined, the Company's incremental borrowing rate. Lease liabilities are subsequently measured at amortized cost using the effective interest method. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to earnings or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The lease liability is reduced as payments are made against the principal portion of the lease.

**b) Foreign currency**

Transactions in currencies other than Canadian dollars, the Company's functional and presentation currency, are translated at exchange rates prevailing at the time the transactions occurred. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. Non-monetary assets and liabilities measured in terms of historical cost in foreign currency are translated using the exchange rate at the date of the transaction. Exchange gains and losses on foreign currency differences are recognized in earnings in the period incurred.

**c) Cash and cash equivalents**

Cash and cash equivalents consists of cash on hand, balances with banks and investments in guaranteed investment certificates cashable on demand or with original maturities of three months or less.

**d) Short term investments**

Short term investments consist of guaranteed investment certificates not cashable on demand, or with original maturities greater than three months.

**e) Accounts receivable**

Trade and other receivables are carried at the original amount due from customers, which is considered to be fair value, less allowances for doubtful accounts. Allowance for doubtful accounts is based on a review of all outstanding amounts, where significant doubt about collectability exists, including an analysis of historical bad debts, customer creditworthiness, and any changes in customers' ability to pay. Bad debts identified as uncollectible are included within general and administration expense.

### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### f) Inventories

Inventory of raw materials, work-in-progress and finished goods are stated at the lower of cost, determined on a weighted average basis, or net realizable value. Net realizable value is the amount that would be realized from the sale of the inventory in the ordinary course of business. The cost of work-in-process inventory and finished goods inventory includes the cost of raw material, labor and applicable production overhead costs based on the normal capacity of the production facilities. Obsolete and excess inventory is recorded at the lower of cost or net realizable value. When the applicable cost of the inventories exceeds the net realizable value, inventory is written down to the net realizable value and is subsequently written back up to the original cost if the net realizable value exceeds the book value. All write-downs and reversals are charged to cost of sales.

#### g) Property, plant and equipment

Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. Costs include expenditures that are directly attributable to the acquisition of the asset. When significant parts of property, plant and equipment have different useful lives, they are accounted for as individual components of an asset and depreciated according to their specific useful lives.

Property, plant and equipment is depreciated over the estimated useful life of the asset using the following annual rates and methods:

Production and computer equipment	20% declining balance
Research and development equipment	20% declining balance
Office furniture and equipment	Straight-line over 5 years
Automotive equipment	20% declining balance
Leasehold improvements	Straight-line over the term of the lease

Gains and losses on disposals of property, plant and equipment are determined by comparing the disposal proceeds with the carrying amount of the assets and are recognized as other gains or losses in earnings.

#### h) Intangible assets

##### *Product development costs:*

Intangible assets include costs incurred primarily for the development and production of new or substantially improved assets. These costs are capitalized as intangible assets provided they meet all of the following recognition requirements:

- Completion of the intangible asset is technically feasible so that it can be made available for sale;
- The Company has the intent and ability to complete the intangible asset and use or sell it;
- The intangible asset will generate probable future economic benefits which requires that there be a market for the sale of the right to use the intangible asset;
- There are adequate technical, financial and other resources to complete the development of the intangible asset; and
- The expenditure attributable to the development of the intangible asset can be measured reliably.

Capitalized costs include the cost of materials consumed in development activities and payroll and employee benefit expenses associated with product development. Capitalized costs also include third-party development costs.

Upon product commercialization, capitalized product development costs are amortized over their estimated useful life of four to seven years. Amortization expense is recorded as part of amortization in the statement of (loss) earnings. However, if at any time a product is deemed no longer commercially viable, the balance of the related deferred cost is expensed in the statement of earnings. Useful lives and amortization methods are reviewed at each financial year-end and adjusted if appropriate.

Development costs not meeting the criteria for capitalization and expenditures during the research phase of an internal project are expensed in the period in which they are incurred. Costs associated with maintaining intangible assets such as minor updates and repairs are expensed as incurred.

##### *Other intangible assets:*

Acquired intangible assets including licenses and computer software are measured on initial recognition at cost and are carried at cost less accumulated amortization and any accumulated impairment losses. All other intangible assets are considered to have finite useful lives. Other intangible assets are amortized on a straight-line basis over the period of their estimated useful lives as follows:

Technology licenses	Term of the license agreement (10 to 20 years)
Software licenses	Term of the license agreement (1 to 3 years)
Software	Expected life of the software system (3 to 5 years)

### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### i) Impairment of non-financial assets

Property, plant and equipment and finite life intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If indicators of impairment exist, the recoverable amount of the asset is estimated. For the purposes of assessing impairment, property, plant and equipment and intangible assets are grouped into cash generating units (CGUs). CGUs are the smallest identifiable group of assets that generate cash flows that are independent of the cash flows of other groups of assets. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Value in use of each CGU is determined using estimated discounted cash flows, which include estimates of future cash flows and a determination of the discount rate. The fair value less costs of disposal is based on available data from sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset.

For the purpose of measuring recoverable amounts where the recoverable amount of an asset cannot be determined, the assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or CGUs).

The Company evaluates impairment losses for potential reversals when events or circumstances warrant such consideration.

#### j) Leases

*Accounting policy applicable from September 1, 2019*

For any new contracts entered into on or after September 1, 2019, the Company considers whether a contract is, or contains, a lease. A lease is defined as a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. When applying this definition, the Company assesses whether a contract meets the following:

- The contract involves an identified asset that is explicitly or implicitly identified in the contract and is physically distinct;
- The Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset, having the right to direct how and for what purpose the asset is used throughout the period of use.

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Right-of-use assets are measured at cost, which is equal to the amount of the initial measurement of the lease liability, less any incentives received, plus any lease payments made at, or before the commencement date and initial direct costs and asset restoration costs, if any. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The lease liability is initially measured at the present value of the lease payments which may include; fixed lease payments and payments to exercise an extension or termination option, if the Company is reasonably certain to exercise either of these options. The present value of the liability is discounted using the interest rate implicit in the lease or, if that rate is not readily determined, the Company's incremental borrowing rate. Lease liabilities are subsequently measured at amortized cost using the effective interest method. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to earnings or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The lease liability is reduced as payments are made against the principal portion of the lease.

Short-term leases that have a lease term of 12 months or less and leases of low-value assets (less than \$5,000) are not recognized as right-of-use assets and lease liabilities. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

*Accounting policy applicable before September 1, 2019*

Leases are classified as finance or operating leases. Leases are classified as finance leases if the Company had substantially all the risks and reward of ownership of the underlying assets. Finance leases are capitalized at the inception of the lease at the lower of the fair value of the leased property and the present value of the minimum lease payments.

The corresponding lease obligations, net of interest, are included in finance lease obligations. The interest element of the finance cost is charged to earnings or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The plant, property and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)****k) Warranty provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated.

Provisions for warranty costs are recognized at the time the necessity of such provision is evident and measured at management's best estimate of the expenditure required to settle the obligation. All provisions are reviewed at the end of the reporting period, and are discounted to present value where the time value of money is material.

**l) Revenue recognition**

The Company generates revenues from product sales. Revenue for the sale of product is recognized at the point in time when control or ownership of the product is transferred to the customer, generally when the products are shipped, and when collectability is probable. The Company's standard warranty period is not considered to be a distinct performance obligation. Warranties are accounted for as warranty obligations and the estimated cost of satisfying them is recognized at the time the necessity of such provision is evident. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities. The Company does not have any revenue contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As such, the Company does not adjust any of the transaction prices for the time value of money.

**m) Cost of sales**

Cost of sales includes the cost of components, direct and indirect labor, a proportionate share of overhead cost, the costs associated with delivery, warranty costs, inventory valuation adjustments, depreciation and engineering costs related to product support and enhancements.

**n) Financial instruments**

The Company initially measures financial assets and financial liabilities at fair value. Transaction costs that are directly attributable to the issuance of financial assets or liabilities are accounted for as part of the carrying value at inception (except for transaction costs related to financial instruments recorded as fair value through profit or loss ("FVTPL") financial assets which are expensed as incurred),

The classification and methods of measurement subsequent to initial recognition of the financial assets and financial liabilities are: amortized cost; fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVPTL). 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 of cash and cash equivalents, short term investments, accounts receivable, and investment in secured loan are classified at amortized cost and are measured at amortized cost using the effective interest method, less any impairment.

A financial asset is derecognized when the Company no longer has the rights to the contractual cash flows due to expiration of that right or the transfer of the risks and rewards of ownership to another party.

The Company recognizes a loss allowance for expected credit losses on its financial assets. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience, informed credit assessments, and forward looking information. In applying this forward-looking information in the expected loss impairment model, a three-stage approach is applied to measure the allowance for credit losses.

- Stage 1: Represents financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk.
- Stage 2: Represents financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low.
- Stage 3: Represents financial assets that have objective evidence of impairment at the reporting date.

Twelve-month expected credit losses are recognized for the first category while lifetime expected credit losses are recognized for the second category. Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

The Company's financial liabilities consist of accounts payable and accrued liabilities which have been classified as financial liabilities at amortized cost and are measured at amortized cost using the effective interest method.

A financial liability is derecognized when the obligation is discharged, cancelled, or expired.

### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### o) Comprehensive (loss) income

Comprehensive (loss) income is the change in equity (net assets) of the Company during a period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period, except those resulting from investments by owners and distributions to owners. The Company does not have other comprehensive (loss) income, and accordingly, comprehensive (loss) income and net (loss) earnings are equal.

#### p) Share-based compensation

The Company grants stock options to directors, employees or other people who provide management services to the Company. The stock options are equity settled. The cost of the stock options granted are measured at their fair value at the date on which they were granted. The fair value is estimated using the Black-Scholes Option Pricing Model, taking into account market conditions relating to the Company's shares. Compensation expense is recognized over the vesting period in the statement of (loss) earnings with a corresponding increase in contributed surplus. No expense is recognized for awards that do not vest. Any consideration received upon exercise of stock options is recorded as an increase in share capital together with a transfer of the amount recorded in contributed surplus to share capital.

#### q) Government assistance

The Company has access to government programs that provide funding for a portion of salaries paid out to employees. In fiscal 2020, the Company received wage subsidy funding through the Government of Canada's, Canada Emergency Wage Subsidy ("CEWS") that was available to any employer, subject to eligibility criteria, whose business has been adversely affected by COVID-19. In addition, the Company's wholly owned subsidiary received approval and funding under its application for the United States Small Business Administration, Paycheck Protection Program pursuant to the U.S. Coronavirus Aid, Relief, and Economic Security Act. Wage subsidies are recorded as a reduction of salary expense when eligible expenditures are made and there is reasonable assurance of realization.

#### r) Investment tax credits

The Company is eligible for certain investment tax credits relating to qualifying scientific research and experimental development (SRED) expenditures. Based on the technical merit of its claim and management's assessment of the certainty of realization, tax benefits associated with investment tax credits are recorded as a reduction in research and development expenses or as a reduction in product development costs capitalized depending on the nature of the expenditure.

#### s) Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in the statement of (loss) earnings except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

##### Current tax

Current tax is the expected tax payable on the taxable income for the year, using the tax rates enacted, or substantively enacted, at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax is computed on the basis of tax profit which differs from net profit.

##### Deferred tax

The Company follows the liability method for calculating deferred taxes. Under this method, deferred taxes are recognized for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination and where, at the time of the transaction, neither accounting profit nor taxable profit was affected. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

#### t) Earnings per share

Basic earnings per share is calculated by dividing net earnings by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect the potential dilution that would occur if stock options were exercised. Diluted earnings per share is calculated by dividing net earnings available to common shareholders by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding arising from the exercise of potentially dilutive stock options outstanding during the period.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**
**t) Earnings per share (cont'd)**

The Company uses the treasury method for outstanding options which assumes that the proceeds that could be obtained upon exercise of options are used to purchase the Company's common shares at the average market price during the period. Anti-dilutive amounts are not considered in computing diluted earnings per share.

**4. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents include the following components:

As at	August 31, 2020 \$	August 31, 2019 \$
Cash on hand and balances with banks	1,416,210	2,919,243
Guaranteed investment certificates	7,967,469	4,252,594
	<b>9,383,679</b>	<b>7,171,837</b>

**5. ACCOUNTS RECEIVABLE**

As at	August 31, 2020 \$	August 31, 2019 \$
Trade receivables	422,918	850,079
Allowance for doubtful accounts	(55,510)	(53,644)
Net trade receivables	367,408	796,435
Other receivables	239,311	170,438
	<b>606,719</b>	<b>966,873</b>

During the year ended August 31, 2020, the allowance for doubtful accounts was increased for bad debt expense of \$12,722 (2019 - \$41,760), which is included in general and administration expenses. During the year ended August 31, 2020, the allowance for doubtful accounts was reduced by receivables written off of \$10,856 (2019 - \$nil). Other receivables include accrued interest on GIC investments and wage subsidy funding through the Government of Canada's CEWS.

**6. INVENTORIES**

As at	August 31, 2020 \$	August 31, 2019 \$
Raw materials	278,346	245,471
Work in progress and finished goods	755,187	680,391
	<b>1,033,533</b>	<b>925,862</b>

During the year ended August 31, 2020, inventory write-downs of \$1,537 (2019 - \$64,349) were included in cost of sales. There were no reversals of write-downs that were taken in previous periods (2019 - \$nil). During the year ended August 31, 2020, the carrying amount of inventory charged to costs of sales was \$1,564,862 (2019 - \$2,102,673).



**7. PROPERTY, PLANT AND EQUIPMENT**

	Land \$	Production and computer equipment \$	Research and development equipment \$	Office furniture and equipment \$	Automotive equipment \$	Leasehold improvements \$	Total \$
<b>Cost</b>							
As at August 31, 2018	30,000	438,029	198,959	227,519	42,430	80,249	1,017,186
Additions	-	53,665	-	-	-	3,547	57,212
Disposals	-	(264)	-	(180,037)	(22,283)	-	(202,584)
Impairments	-	(59,350)	(46,069)	-	-	-	(105,419)
As at August 31, 2019	30,000	432,080	152,890	47,482	20,147	83,796	766,395
Additions	-	13,286	-	2,634	-	87,089	103,009
Impairments	-	(57,514)	(4,827)	(49,389)	-	(80,263)	(191,993)
<b>As at August 31, 2020</b>	<b>30,000</b>	<b>387,852</b>	<b>148,063</b>	<b>727</b>	<b>20,147</b>	<b>90,622</b>	<b>677,411</b>
<b>Accumulated depreciation</b>							
As at August 31, 2018	-	301,382	144,336	224,300	31,233	80,116	781,367
Depreciation	-	32,440	10,927	2,976	10,946	383	57,672
Disposals	-	-	-	(180,037)	(22,032)	-	(202,069)
Impairments	-	(47,043)	(41,579)	-	-	-	(88,622)
As at August 31, 2019	-	<b>286,779</b>	<b>113,684</b>	<b>47,239</b>	<b>20,147</b>	<b>80,499</b>	<b>548,348</b>
Depreciation	-	30,005	7,844	1,694	-	4,743	44,286
Impairments	-	(53,591)	(3,916)	(48,674)	-	(80,263)	(186,444)
<b>As at August 31, 2020</b>	<b>-</b>	<b>263,193</b>	<b>117,612</b>	<b>259</b>	<b>20,147</b>	<b>4,979</b>	<b>406,190</b>
<b>Net book value</b>							
As at August 31, 2019	30,000	145,301	39,206	243	-	3,297	218,047
<b>As at August 31, 2020</b>	<b>30,000</b>	<b>124,659</b>	<b>30,451</b>	<b>468</b>	<b>-</b>	<b>85,643</b>	<b>271,221</b>

During the year ended August 31, 2020, the Company identified indicators of impairment due to the obsolescence of certain assets and the business impact of COVID-19. Therefore, an impairment analysis was performed on the property, plant and equipment. The Company estimated the recoverable amount using the value-in-use approach. The Company estimated fair value using market information and discounted after tax cash flow projections, which is known as the income approach. The income approach used the CGU's projection and estimated operating results and discounted cash flows based on a discount rate that reflects current market conditions. As the recoverable amount exceeded the carrying value of the CGU, no impairment was required. The Company identified certain specific assets that were considered obsolete and therefore recorded impairment charges on those assets. As a result, impairment charges of \$3,923 for production and computer equipment, \$911 on research and development equipment and \$715 for office furniture and equipment, for a total of \$5,549, were recognized in 2020 to reduce the carrying amount of the assets to their fair value less costs of disposal.

At August 31, 2019, the Company indicators of asset impairment existed, therefore impairment charges of \$16,797 were recognized in 2019 to reduce the carrying amount of the assets to their fair value less costs of disposal.

The key assumptions used in estimating fair value less costs of disposal are the comparability of assets used in the sales comparison approach and any adjustments made to take into account differences, as well as the estimated costs of disposal.

**8. RIGHT-OF-USE ASSETS**

	Building \$	Office Equipment \$	Total \$
<b>Cost</b>			
As at September 1, 2019	639,260	7,946	647,206
Additions	-	-	-
<b>As at August 31, 2020</b>	<b>639,260</b>	<b>7,946</b>	<b>647,206</b>
<b>Accumulated depreciation</b>			
As at September 1, 2019	-	-	-
Depreciation	142,093	2,073	144,166
<b>As at August 31, 2020</b>	<b>142,093</b>	<b>2,073</b>	<b>144,166</b>
<b>Net book value</b>			
As at September 1, 2019	639,260	7,946	647,206
<b>As at August 31, 2020</b>	<b>497,167</b>	<b>5,873</b>	<b>503,040</b>

**9. INTANGIBLE ASSETS**

	Technology licenses \$	Software licenses \$	Software \$	Product development costs \$	Total \$
<b>Cost</b>					
As at August 31, 2018	104,660	15,865	20,456	1,665,567	1,806,548
Disposals	-	(15,865)	-	-	(15,865)
As at August 31, 2019	104,660	-	20,456	1,665,567	1,790,683
Disposals	-	-	(20,456)	-	(20,456)
<b>As at August 31, 2020</b>	<b>104,660</b>	<b>-</b>	<b>-</b>	<b>1,665,567</b>	<b>1,770,227</b>
<b>Accumulated amortization</b>					
As at August 31, 2018	70,833	1,321	20,124	96,300	188,578
Amortization	3,829	14,544	249	274,787	293,409
Disposals	-	(15,865)	-	-	(15,865)
As at August 31, 2019	74,662	-	20,373	371,087	466,122
Amortization	3,829	-	83	274,787	278,699
Disposals	-	-	(20,456)	-	(20,456)
<b>As at August 31, 2020</b>	<b>78,491</b>	<b>-</b>	<b>-</b>	<b>645,874</b>	<b>724,365</b>
<b>Net book value</b>					
As at August 31, 2019	29,998	-	83	1,294,480	1,324,561
<b>As at August 31, 2020</b>	<b>26,169</b>	<b>-</b>	<b>-</b>	<b>1,019,693</b>	<b>1,045,862</b>

Once an intangible asset is fully amortized, the gross amount and related accumulated amortization are de-recognized from the accounts. The Company currently does not have any intangible assets with indefinite useful lives.

**Impairment**
**Product development costs**

At August 31, 2020 and August 31, 2019, all product development costs were being amortized as the developed products had been commercialized. The Company determined that an indicator of asset impairment existed at August 31, 2020, namely the business impact of COVID-19. Therefore, an asset impairment test was performed. The Company estimated the recoverable amount using the value-in-use approach. The recoverable amount of the Company's CGU exceeded the carrying value and therefore no impairment was required. There were no indicators of asset impairment at August 31, 2019.

**10. INVESTMENTS**
**Short term investments**

As at	August 31, 2020 \$	August 31, 2019 \$
<b>Beginning of the year</b>	<b>2,041,227</b>	2,000,000
Addition to (maturity of) short term investments	<b>(2,041,227)</b>	41,227
<b>End of the year</b>	<b>-</b>	2,041,227

Short term investments consist of guaranteed investment certificates (GICs) not cashable on demand, or with original maturities greater than three months. During the year ended August 31, 2020, the Company's investments in GICs, including its GICs classified as short term investments, generated finance income of \$185,866 (August 31, 2019 - \$181,218) (note 16).

**Investment in secured loan**

As at	August 31, 2020 \$	August 31, 2019 \$
<b>Beginning of the year</b>	<b>4,167,291</b>	4,604,655
Amendment fee	<b>(50,000)</b>	(62,500)
Principal repayments	<b>(400,000)</b>	(400,000)
Amortization of commitment and amendment fees	<b>33,413</b>	25,136
<b>End of the year</b>	<b>3,750,704</b>	4,167,291
Current portion of investment in secured loan	<b>385,363</b>	384,867
Long-term portion of investment in secured loan	<b>3,365,341</b>	3,782,424
	<b>3,750,704</b>	4,167,291

On November 6, 2017, the Company entered into a loan participation agreement with Greypoint Capital Inc. (as administrative agent) and Greypoint Capital L.P. (as co-lender). Pursuant to the loan participation agreement, the Company has co-invested \$5 million of a \$10 million five-year secured loan to a company in the energy services industry (the "Borrower"). The loan is secured by a first priority security interest in the Borrower's real estate and equipment and a second priority security interest on the working capital assets of the Borrower. The loan is for a 60-month term and bears interest at the 30-day bankers' acceptance rate plus 9.5% (2019 - 9.5%), with a payment of \$33,333 principal plus interest paid monthly. The Borrower may prepay the loan at any time subject to set terms. Principal repayments of \$400,000 (2019 - \$400,000) were received in the year ended August 31, 2020. The terms of the agreement included an upfront commitment fee from the Borrower of \$75,000 and therefore the Company recorded the initial value of the investment in secured loan at an amortized cost of \$4,925,000. The \$75,000 commitment fee is amortized over the term of the loan and included in interest income.

In December 2018, May 2019 and July 2020, the credit agreement with the Borrower was amended for covenant terms, subject to an amendment fee. The amendment fees of \$50,000 (2019 - \$62,500) are amortized over the remaining term of the loan and included in finance income.

During the year ended August 31, 2020, the Company's investment in the secured loan to Greypoint Capital Inc. generated finance income of \$487,012 (2019 - \$481,321) (note 16).

**11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

As at	August 31, 2020 \$	August 31, 2019 \$
Trade payables	<b>199,234</b>	287,152
Other payables and accrued liabilities	<b>230,976</b>	292,228
	<b>430,210</b>	579,380

Other payables and accrued liabilities are primarily comprised of royalties payable and employee and payroll liabilities.

**12. FINANCE LEASE OBLIGATIONS**

The Company has leases and lease liabilities for land, building and office equipment. The leases have been discounted using a 4.95% interest rate.

**Lease liabilities**

	\$
Balance at September 1, 2019	647,206
Finance costs	29,029
Lease payments	(161,445)
<b>Balance at August 31, 2020</b>	<b>514,790</b>
Lease liabilities due within one year	130,850
Lease liabilities due beyond one year	383,940

Future minimum lease payments at August 31, 2020 are as follows:

	Within one year \$	One to five years \$	Total \$
Lease payments	153,304	412,180	<b>565,484</b>
Finance charges	22,453	28,241	<b>50,694</b>
<b>Net present value</b>	<b>130,851</b>	<b>383,939</b>	<b>514,790</b>

**13. CREDIT FACILITIES**

The Company maintains a general security agreement with its chartered bank with respect to corporate credit cards held. At August 31, 2020 and 2019 total credit available was \$100,000.

**14. INCOME TAXES**
**a) Income tax expense**

For the years ended August 31,	2020 \$	2019 \$
Current tax expense		
Current period	<b>(8,940)</b>	20,841
Adjustment for prior years	<b>(6,115)</b>	29,737
Deferred tax expense		
Origination and reversal of temporary differences	<b>(119,008)</b>	45,292
Change in tax rates	-	(22,936)
Change in unrecognized deductible temporary differences	<b>134,063</b>	(22,356)
<b>Total income tax expense</b>	<b>-</b>	<b>50,578</b>

**14. INCOME TAXES (cont'd)**
**a) Income tax expense (cont'd)**

The actual income tax provision differs from the expected amount calculated by applying the Canadian combined federal and provincial corporate tax rates to income before tax. Income tax rates changed from 26.83% in 2019 to 23.0% in 2020 due to provincial rate changes. These differences result from the following items:

For the years ended August 31,	2020 \$	2019 \$
Income before income taxes	(578,356)	160,538
Statutory income tax rate	23.00%	26.83%
Expected income taxes	(133,022)	43,072
Increase (decrease) resulting from:		
Non-deductible expenses	7,312	28,875
Change in unrecognized assets	134,063	(22,356)
Change in tax rates and rate differences	(14,809)	(28,620)
Change in estimates related to previous years	(6,115)	29,737
Other	12,571	(130)
	-	50,578

**b) Deferred tax assets and liabilities**

The components of the Company's deferred tax asset (liability) are as follows:

As at	August 31, 2020 \$	August 31, 2019 \$
Non-capital losses	350,714	297,730
Finance lease obligations and accruals	3,805	-
Intangible assets, net of investment tax credits	(234,529)	(297,730)
Property, plant and equipment and right-of-use assets	(116,274)	-
Government assistance	(18,771)	-
	(15,055)	-

Deferred tax assets have not been recognized in respect of the following items:

As at	August 31, 2020 \$	August 31, 2019 \$
Deductible temporary differences	1,782,121	744,930
Tax losses	2,019,278	2,622,322
	3,801,399	3,367,252

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits.

For the year ended August 31, 2020, the Company has \$3,522,056 (2019 - \$3,916,801) of Canadian non-capital loss carryforwards, of which \$420,130 have not been recognized and begin to expire in 2036 (2019 - \$1,702,610; expire in 2036).

**15. SHARE CAPITAL**
**a) Authorized**

The Company has authorized an unlimited number of common shares without par value.

**b) Issued**

The continuity of the Company's issued common shares is as follows:

	#	August 31, 2020 \$	#	August 31, 2019 \$
Issued, beginning of year	28,536,132	5,730,279	28,536,132	5,730,279
<b>Issued, end of year</b>	<b>28,536,132</b>	<b>5,730,279</b>	<b>28,536,132</b>	<b>5,730,279</b>

**c) Share-based compensation**

The Company has a stock option plan for directors, officers, employees and consultants and permits the issue of options to purchase common shares of the Company. Subject to approval by the Board of Directors and the TSX Venture Exchange, a maximum of 3,000,000 (August 31, 2019 – 3,000,000) common shares are reserved for issue under this plan. The number of options and exercise price is set by the Board of Directors of the Company at the time of issue, provided that the exercise price shall not be less than the market price of the common shares on the stock exchange on which such shares are traded. The options issued vest in accordance with vesting schedules determined at the time of grant and may be exercised for a period not longer than five years from the time of issue.

At August 31, 2020, the Company has 300,000 (2019 – 420,000) options outstanding, which expire on dates between April 2024 and January 2025. The continuity of the Company's outstanding and exercisable options is as follows:

	Number of options outstanding #	August 31, 2020 Weighted average exercise price \$	Number of options outstanding #	August 31, 2019 Weighted average exercise price \$
Outstanding, beginning of year	420,000	0.62	180,000	0.90
Granted	50,000	0.49	300,000	0.57
Forfeited	(170,000)	0.68	(60,000)	1.23
<b>Outstanding, end of year</b>	<b>300,000</b>	<b>0.56</b>	<b>420,000</b>	<b>0.62</b>
<b>Exercisable, end of year</b>	<b>300,000</b>	<b>0.56</b>	<b>420,000</b>	<b>0.62</b>

The following table summarizes information about stock options outstanding and exercisable as at August 31, 2020.

Exercise price	Options outstanding	Average remaining life (in years)	Options vested	Options not vested
\$ 0.57	250,000	3.64	250,000	-
\$ 0.49	50,000	4.41	50,000	-
<b>Total, end of year</b>	<b>300,000</b>		<b>300,000</b>	<b>-</b>

**15. SHARE CAPITAL (cont'd)**

The following table summarizes information about stock options outstanding and exercisable as at August 31, 2019.

Exercise price	Options outstanding	Average remaining life (in years)	Options vested	Options not vested
\$ 1.14	20,000	0.39	20,000	-
\$ 0.65	100,000	1.37	100,000	-
\$ 0.57	300,000	4.65	300,000	-
<b>Total, end of year</b>	<b>420,000</b>		<b>420,000</b>	<b>-</b>

During the year ended August 31, 2020, 50,000 stock options were granted with a weighted average grant date fair value of \$0.21 per common share as determined using the Black-Scholes Option Pricing Model with an expected volatility of 47.5%. These options were granted on January 27, 2020 at an exercise price of \$0.49 and expire on January 27, 2025. These options vested immediately (year ended August 31, 2019 – 300,000 granted at an exercise price of \$0.57; expire April 22, 2024; weighted average grant date fair value of \$0.28)).

During the year ended August 31, 2020, 170,000 stock options that had a weighted average exercise price of \$0.68 were forfeited (year ended August 31, 2019 – 60,000 options forfeited that had a weighted average exercise price of \$1.23).

**16. FINANCE INCOME**

For the years ended August 31,	2020	2019
	\$	\$
Interest from investment in secured loan	487,012	481,321
Interest from investments in guaranteed investment certificates	185,866	181,218
Other interest income	23,097	22,551
	<b>695,975</b>	<b>685,090</b>

**17. NATURE OF EXPENSES**

The Company presents certain expenses in the Consolidated Statements of Earnings and Comprehensive Earnings by function. The following table presents these expenses by nature.

For the years ended August 31,	2020	2019
	\$	\$
<b>Employee salaries and benefits</b>		
Included in cost of sales	374,920	513,865
Included in total expenses	1,801,178	2,220,422
<b>Total employee salaries and benefits</b>	<b>2,176,098</b>	<b>2,734,287</b>
<b>Depreciation and amortization</b>		
Included in cost of sales	93,029	16,531
Included in total expenses	374,122	334,550
<b>Total depreciation and amortization</b>	<b>467,151</b>	<b>351,081</b>

During the year ended August 31, 2020, in response to the COVID-19 pandemic salaries and benefits were rolled back company-wide by 10% to 20% for all employees and certain employee benefits were also suspended. The Company received wage subsidy funding through the Government of Canada's, CEWS that was available to any employer, subject to eligibility criteria, whose business has been adversely affected by COVID-19. In addition, the Company's wholly owned subsidiary received approval and funding under its application for the United States Small Business Administration, Paycheck Protection Program pursuant to the U.S. Coronavirus Aid, Relief, and Economic Security Act. The unsecured loan of \$65,500 bears interest at 1.00% and matures on April 29, 2022. All or a portion of the loan may be forgiven if the Company maintains its employment and compensation within certain parameters during the designated period following the loan origination date and the proceeds of the loan are spent on payroll costs, rent or lease agreements. Payroll expenses for the year were reduced by \$440,656 with respect to subsidy programs (year ended August 31, 2019: \$nil).

**18. EARNINGS (LOSS) PER SHARE**

The following table sets forth the computation of basic and diluted earnings (loss) per share:

For the years ended August 31,	2020	2019
	\$	\$
Net earnings (loss) (numerator for basic and diluted earnings (loss) per share)	<b>(578,356)</b>	109,960
Weighted average number of shares outstanding – basic (denominator for basic earnings (loss) per share)	<b>28,536,132</b>	28,536,132
Effect of dilutive securities		
Stock options converted to common shares	-	-
Weighted average number of shares outstanding – diluted (denominator for diluted earnings (loss) per share)	<b>28,536,132</b>	28,536,132
Basic earnings (loss) per share	<b>(0.02)</b>	0.00
Effect of dilutive securities	<b>0.00</b>	0.00
Diluted earnings (loss) per share	<b>(0.02)</b>	0.00

For the year ended August 31, 2020, there were 300,000 antidilutive options (2019 – 420,000). The average market value of the Company's shares for purposes of this calculation were based on quoted market prices for the period during which the options were outstanding.

**19. CHANGE IN NON-CASH OPERATING WORKING CAPITAL**

For the years ended August 31,	2020	2019
	\$	\$
Accounts receivable	<b>360,154</b>	(115,222)
Inventories	<b>(109,208)</b>	47,611
Prepaid expenses	<b>(3,978)</b>	(12,475)
Income tax recoverable (payable)	<b>(14,726)</b>	47,785
Accounts payable and accrued liabilities	<b>(149,170)</b>	(5,863)
	<b>83,072</b>	(38,164)

**20. RELATED PARTY TRANSACTION**
**Key Management Personnel Compensation**

The Company's key management personnel include its directors and executive. Compensation to key management personnel of the Company for the year was as follows:

For the years ended August 31,	2020	2019
	\$	\$
Salaries and short-term employee benefits	<b>476,917</b>	494,610
Termination benefits	-	242,390
Share-based compensation	<b>10,500</b>	84,000
	<b>487,417</b>	821,000

During the years ended August 31, 2020 and 2019, there were no long-term employee benefits or post-employment benefits recognized. Short-term employee benefits consist of salaries, consulting fees, bonuses, director fees, and all other short-term benefits. Salaries for the year were reduced by \$40,656 with respect to Government of Canada's, CEWS (year ended August 31, 2019: \$nil).



## 21. CAPITAL MANAGEMENT

The Company manages its capital to safeguard the Company's ability to continue as a going concern, to provide an adequate return to shareholders, and to preserve the financial flexibility in order to fund growth and expansionary opportunities that may arise. The Company's capital management practices are focused on preserving a solid capital base and a strong statement of financial position. The Company's capital consists of its finance lease obligations (less current portion) and its shareholders' equity which is comprised of issued shares, contributed surplus and retained earnings. The Company is not subject to any externally imposed capital requirements. The Company manages and maintains its capital structure based on current economic conditions. In order to maintain or adjust its capital structure, the Company may attempt to raise additional funds by issuing additional equity securities or assuming additional indebtedness. There were no changes to management's capital management objectives, practices or policies in the year.

As at	August 31, 2020 \$	August 31, 2019 \$
Share capital	5,730,279	5,730,279
Contributed surplus	780,708	770,208
Retained earnings	9,254,332	9,832,688
	<b>15,765,319</b>	<b>16,333,175</b>

## 22. FINANCIAL INSTRUMENTS – FAIR VALUE MEASUREMENT

The Company's financial instruments consist of cash and cash equivalents, short-term investments, accounts receivable, investment in secured loan, accounts payable and accrued liabilities and lease liabilities. The carrying amounts of the current financial assets and current financial liabilities recognized in the Company's consolidated financial statements at the end of the reporting period approximate their fair value due to their short period to maturity. Using the effective interest rate method, the fair value of the secured loan approximates its carrying value as the effective interest rate approximates the market interest rate.

## 23. FINANCIAL RISK MANAGEMENT

The Company is exposed to a number of risks as a result of holding financial instruments. These risks include credit risk, liquidity risk and market risk. The nature of the financial risks and the Company's strategy for managing these risks has not changed significantly from the prior period. The Company does not use financial derivatives.

### a) Credit risk

Credit risk arises from the possibility that the entities to which the Company provides services may experience financial difficulty and be unable to fulfill their obligations. Financial instruments that potentially subject the Company to credit risk include cash and cash equivalents, accounts receivable and investment in secured loan. The Company's cash on deposit and short-term investments are held with reputable financial institutions, from which management believes the risk of loss is low. The Company's maximum exposure to credit risk is as indicated by the carrying amount of its cash, cash equivalents, accounts receivable and investment in secured loan. The Company has a credit policy and regularly monitors its credit risk exposure and takes steps to mitigate the likelihood of these exposures resulting in actual loss. The Company carries out credit evaluations of its customers who receive credit and carries adequate provisions for possible losses arising from credit risk associated with financial assets.

The Company's maximum exposure to credit risk for accounts receivable is the carrying value of its accounts receivable balance at August 31, 2020 of \$662,219 (2019 - \$1,020,517). The Company's allowance for doubtful accounts as at August 31, 2020 amounted to \$55,510 (2019 - \$53,644). As at August 31, 2020, the percentages of past due trade accounts receivable were as follows: 13% past due 61 to 90 days (2019– 4%) and 10% past due greater than 90 days (2019 – 8%) prior to including the allowance for doubtful accounts. It is management's view that these balances, net of the allowance for doubtful accounts, have a low risk of not being collected.

The Company's maximum exposure to credit risk for its investment in secured loan is the carrying value of the investment in secured loan's balance at August 31, 2020 of \$3,866,667 (August 31, 2019 - \$4,266,667). In investing in the secured loan, the Company considered the Company's future liquidity requirements and evaluated whether the Company had plans to sell the investment in the secured loan before recovery. The Company considered general industry conditions, the credit worthiness and credit history of the Borrower. The Company also considered specific conditions related to the financial health of and business outlook for the Borrower, including business outlook, industry and sector performance, changes in technology, and operational and financing cash flow factors. The Company also took into consideration security interest issued as collateral. The Company's investment in secured loan is subject to compliance with reasonable and customary positive and negative covenants for loans of its

**23. FINANCIAL RISK MANAGEMENT (cont'd)**
**a) Credit risk (cont'd)**

nature. As at August 31, 2020, the Borrower is in compliance with all terms of the loan agreement. Management monitors the investment in secured loan for indications of impairment on an ongoing basis including the extended impact of COVID-19 on the Borrower's business.

**b) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due or to fund the programs and commitments that the Company has planned. The Company manages liquidity risk through management of its capital structure in conjunction with cash flow forecasting including anticipated investing and financing activities. The Company believes that internally generated cash flows and current cash balances will be sufficient to cover its normal operating and capital expenditures for the current fiscal year. The Company's contractual obligations related to financial liabilities are its accounts payable and accrued liabilities balance at August 31, 2020 of \$430,210 and finance lease obligations of \$514,790 (2019 – accounts payable and accrued liabilities of \$579,380 and finance lease obligations of \$nil).

**c) Market risk**
**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk arising from fluctuations in interest rates received on its cash and cash equivalents and its investment in secured loan. The Company manages interest rate risk by maximizing the interest earned in excess funds while maintaining the liquidity necessary to maintain day-to-day operating cash flow requirements.

At August 31, 2020, based on management's interest rate risk sensitivity analysis, a one-half percent change in market interest rates would have had an impact of approximately \$59,010 (2019 – \$60,546) on the Company's net earnings.

**Currency risk**

Foreign currency risk arises from fluctuations in the value of foreign currencies and the degree of volatility of these currencies relative to the Canadian dollar. The Company is subject to foreign currency risk in that it has both current assets and liabilities denominated in foreign currencies. It is management's opinion that a change in foreign currency exchange rates could affect the Company's results of operations and cash flows, but would not materially impair or enhance its ability to pay its foreign exchange obligations. The Company does not use hedging tools to reduce its exposure to foreign currency risk.

At August 31, 2020, the Company held net financial assets of US\$990,743 (2019 - US\$1,080,276) that were exposed to foreign exchange risk. Based on the Company's foreign currency exposures, with other variables unchanged, a five percent appreciation/ depreciation in the Canadian dollar would have impacted net earnings by approximately \$64,606 (2019 - \$71,811).

**24. SEGMENTED REPORTING**

The Company operates substantially all of its activities in one reportable segment, technology fluid management solutions, which include the developing, manufacturing and marketing of innovative fluid measurement and management solutions. Operating segments are defined as components of the Company for which separate financial information is available that is evaluated regularly by the chief operating decision makers in allocating resources and assessing performance. The chief operating decision maker of the Company is the Chief Executive Officer.

Segmented information is provided on the basis of geographic segments as the Company sells into two primary geographic regions: Canada and the United States.

<b>Revenues</b>	<b>2020</b> <b>\$</b>	<b>2019</b> <b>\$</b>
Canada	<b>1,132,829</b>	1,849,722
United States and other	<b>2,977,206</b>	3,721,202
	<b>4,110,035</b>	5,570,924

For the years ended August 31, 2020 revenue from a single customer made up 12% of total revenue in the period and for the year ended August 31, 2019, no revenue from a single customer of the Company exceeded 10% of total revenue in the period.

At August 31, 2020, non-current assets held in Canada were \$5,174,232 (2019 - \$5,319,903) and in the United States were \$11,232 (2019 - \$5,129).

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Phone: (780) 462-4085; Fax: (780) 450-8369

**Branch Address:**

Overland Park, Kansas  
United States of America  
Phone: (877) 462-4085

**Exchange Listing:**

The Toronto Venture Stock Exchange (TSX-V)  
Stock Symbol: TLA

**Investor Information:**

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4130 – 93 Street  
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Phone: (780) 462-4085; Fax: (780) 450-8369  
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**Transfer Agent:**

Computershare Investor Services Inc.  
Stock Transfer Services  
800, 324 – 8th Avenue SW, Calgary, Alberta, Canada  
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**Directors:**

**S. Grant Reeves, BA**  
Chairperson of the Board

**Helen Cornett, CPA, CA**  
Audit Committee Chairperson

**Victor Lee, P.Eng.**  
Executive Compensation and Corporate Governance  
Committee Chairperson

**Alvin Pyke, P.Eng.**  
Chief Executive Officer

**Officers:**

**Alvin Pyke, P. Eng.**  
Chief Executive Officer

**Angela Schultz, CPA, CMA**  
Chief Financial Officer

**Auditors:**

Grant Thornton LLP

[www.titanlogix.com](http://www.titanlogix.com)