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TIMIA CAPITAL CORP.

FINANCIAL STATEMENTS

FOR THE YEARS ENDED

NOVEMBER 30, 2018 AND 2017

MANNING ELLIOTT
ACCOUNTANTS & BUSINESS ADVISORS

17th floor, 1030 West Georgia St., Vancouver, BC, Canada V6E 2Y3

Tel: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
TIMIA Capital Corp.

We have audited the accompanying financial statements of TIMIA Capital Corp. which comprise the statements of financial position as at November 30, 2018 and 2017, and the statements of net income (loss) and comprehensive income (loss), cash flows and changes in equity for the years then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of TIMIA Capital Corp. as at November 30, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
March 14, 2019

TIMIA CAPITAL CORP.

STATEMENTS OF FINANCIAL POSITION

AS AT NOVEMBER 30, 2018 AND 2017

(Expressed in Canadian Dollars)

		2018		**2017**
ASSETS				
Cash	$	3,749,949	$	713,792
Accounts receivable		193,956		366,202
Current portion of loans receivable (Note 3)		320,255		273,865
Prepaid expenses		37,891		95,512
Total current assets		4,302,051		1,449,371
Non-current assets				
Loans receivable (Note 3)		8,987,309		6,559,097
Equity investments (Note 4)		965,100		1,052,196
TOTAL ASSETS	$	14,254,460	$	9,060,664
LIABILITIES				
Accounts payable and accrued liabilities (Note 9)	$	360,304	$	235,629
Current portion of convertible debentures (Note 5)		15,490		15,490
Current portion of debentures (Note 6)		54,622		38,218
Current portion of co-investment obligations (Note 7)		257,367		-
Total current liabilities		687,783		289,337
Non-current liabilities				
Convertible debentures (Note 5)		2,013,075		1,995,445
Debentures (Note 6)		5,399,712		3,548,099
Co-investment obligations (Note 7)		2,629,089		250,000
TOTAL LIABILITIES		10,729,659		6,082,881
EQUITY				
Share capital (Note 8)		4,439,179		4,187,319
Share subscriptions received		-		14,400
Share-based payment reserve		1,214,258		923,538
Equity component of convertible debentures (Note 5)		82,070		82,070
Deficit		(2,210,706)		(2,229,544)
Total equity		3,524,801		2,977,783
TOTAL LIABILITIES AND EQUITY	$	14,254,460	$	9,060,664

Nature of operations (Note 1)
Subsequent events (Note 13)

Approved on behalf of the Board of Directors:

/s/ *"Howard Atkinson"*
Howard Atkinson, Director

/s/ *"David Demers"*
David Demers, Director

(The accompanying notes are an integral part of these financial statements)

TIMIA CAPITAL CORP.

STATEMENTS OF NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

FOR THE YEARS ENDED NOVEMBER 30, 2018 AND 2017

(Expressed in Canadian Dollars)

		2018		2017
REVENUE				
Interest income	$	1,521,999	$	960,545
Income from transaction and other fees		216,240		80,350
TOTAL REVENUE		1,738,239		1,040,895
EXPENSES				
Administrative, management, and directors' fees (Note 9)		574,177		299,702
Accounting and legal		266,841		192,785
Share-based payments (Note 9)		192,553		49,753
IR and communications		307,692		81,973
Marketing services and promotion		273,756		80,614
Office, travel, systems, and miscellaneous		312,821		217,071
Interest expense (Note 9)		791,893		512,650
Transfer agent and regulatory fees		23,254		28,379
Loan loss provision		130,180		141,896
		2,873,167		1,604,823
LOSS BEFORE OTHER ITEMS		(1,134,928)		(563,928)
OTHER ITEMS				
Gain on investments (Notes 3 and 4)		1,582,906		367,827
Interest payments to co-investors		(403,830)		-
Loss on extinguishment of debentures		(24,554)		-
Foreign exchange loss		(756)		(1,519)
		1,153,766		366,308
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)	$	18,838	$	(197,620)
NET EARNINGS (LOSS) PER COMMON SHARE BASIC AND DILUTED	$	0.00	$	(0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		34,841,608		26,864,675

(The accompanying notes are an integral part of these financial statements)

TIMIA CAPITAL CORP.

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED NOVEMBER 30, 2018 AND 2017

(Expressed in Canadian Dollars)

		2018		2017
OPERATING ACTIVITIES				
Net income (loss) for the year	$	18,838	$	(197,620)
Items not involving cash:				
Share-based payments		192,553		49,753
Interest expense (income)		(257,055)		108,049
Interest expense accretion		133,098		101,858
Loan loss provision		130,180		141,896
Gain on investments		(1,582,906)		(367,827)
Interest payments to co-investors		403,830		-
		(961,462)		(163,891)
Change in non-cash working capital items:				
Accounts receivable		180,006		(293,644)
Prepaid expenses		57,621		(60,906)
Accounts payable and accrued liabilities		99,755		110,926
CASH USED IN OPERATING ACTIVITIES		(624,080)		(407,515)
INVESTING ACTIVITIES				
Distributions received as return of capital, net		-		113,663
Disposal of equity investment		232,187		-
Disposal of loans receivable		7,377,021		567,109
Advances of loans receivable		(8,295,303)		(3,400,000)
CASH USED IN INVESTING ACTIVITIES		(686,095)		(2,719,228)
FINANCING ACTIVITIES				
Proceeds on issuance of debentures, net		1,850,092		2,417,700
Proceeds from share subscriptions received		-		14,400
Proceeds on issuance of common shares, net		50,000		647,080
Proceeds on exercise of warrants		141,680		294,000
Proceeds on exercise of options		30,000		-
Proceeds from sale of co-investments		4,600,000		250,000
Payments to co-investors		(2,325,440)		-
CASH PROVIDED BY FINANCING ACTIVITIES		4,346,332		3,623,180
CHANGE IN CASH DURING THE YEAR		3,036,157		496,437
CASH, BEGINNING OF YEAR		713,792		217,355
CASH, END OF YEAR	$	3,749,949	$	713,792

The Company has not paid any income taxes and all interest paid and received has been disclosed above.

(The accompanying notes are an integral part of these financial statements)

TIMIA CAPITAL CORP.

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED NOVEMBER 30, 2018 AND 2017

(Expressed in Canadian Dollars)

	Common shares						
	Issued	**Amount**	**Share subscriptions received**	**Share-based payment reserve**	**Equity Component of convertible debentures**	**Deficit**	**Total**
As at December 1, 2016	23,648,796	$ 3,246,239	$ -	$ 654,436	$ 82,070	$ (2,031,924)	$ 1,950,821
Common shares issued	5,391,999	647,080	-	-	-	-	647,080
Share subscriptions received	-	-	14,400	-	-	-	14,400
Share-based payments	-	-	-	49,753	-	-	49,753
Warrants exercised	4,900,000	294,000	-	-	-	-	294,000
Warrants issued on debentures	-	-	-	219,349	-	-	219,349
Net loss and comprehensive loss	-	-	-	-	-	(197,620)	(197,620)
As at November 30, 2017	33,940,795	$ 4,187,319	$ 14,400	$ 923,538	$ 82,070	$ (2,229,544)	$ 2,977,783
Common shares issued	536,667	64,400	(14,400)	-	-	-	50,000
Options exercised	300,000	45,780	-	(15,780)	-	-	30,000
Warrants exercised	1,288,000	141,680	-	-	-	-	141,680
Share-based payments	-	-	-	192,553	-	-	192,553
Warrants issued on debentures	-	-	-	113,947	-	-	113,947
Net income and comprehensive income	-	-	-	-	-	18,838	18,838
As at November 30, 2018	36,065,462	$ 4,439,179	$ -	$ 1,214,258	$ 82,070	$ (2,210,706)	$ 3,524,801

(The accompanying notes are an integral part of these financial statements)

1. NATURE OF OPERATIONS

TIMIA Capital Corp. (the “Company”) was incorporated under the Business Corporations Act of British Columbia on October 26, 2007 under the name Angelwest Capital Corp. The Company changed its name to GreenAngel Energy Corp. on October 27, 2009 and then to TIMIA Capital Corp. on September 23, 2015 and is listed on the TSX Venture Exchange (the “TSX-V”) trading under the symbol “TCA”. The Company primarily focuses on providing financing to North American technology companies in exchange for either: i) variable monthly payments structured as a percentage of revenue, subject to minimum monthly payments or ii) a fixed schedule of predetermined monthly payments. In addition to the capital injection, companies receiving financing from the Company receive a suite of value-added services such as benchmarking performance against industry best practices, and quarterly educational seminars. The Company’s head office and principal place of business is Suite 207 - 415 West Cordova Street, Vancouver, British Columbia, Canada.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the presentation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These financial statements were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on March 14th, 2019.

Basis of presentation

The financial statements have been prepared using the historical cost basis except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out below. All amounts are expressed in Canadian dollars unless otherwise stated.

Significant accounting judgements and estimates

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period.

Estimates and assumptions are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Loans receivable are reviewed on a quarterly basis as to their collectability and an appropriate impairment charge is provided where considered necessary. The Company estimates a loan loss allowance on a quarterly basis by reviewing the underlying loan portfolio. The allowance represents the Company’s estimate of the expected credit losses inherent in the loan portfolio, net of the future income stream belonging to the holders of the co-investment agreements. In addition, the Company also completes a loan specific analysis to assess whether there are indications of impairment. The Company reviews a variety of factors such as maintenance of loan repayments in accordance with the contractual obligations, general economic conditions, the underlying stability of the company to which the loan was granted and has periodic discussions with the management of each company. The Company then makes an assessment using this information on whether or not the loan is impaired.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting judgements and estimates (continued)

Changes in these estimates and assessments may have a material impact on these financial statements. The information about other significant areas of estimation uncertainty considered by management in preparing the financial statements is as follows:

- Fair value of equity investments not quoted in an active market;
- Variables used in estimating values of loans receivable;
- Measurement of equity and liability components of convertible debentures;
- Recognition of deferred tax assets; and
- Calculation of share-based payments expense.

The information about significant areas of judgement considered by management in preparing the financial statements is as follows:

- Assessment of the Company's ability to continue as a going concern;
- The classification of financial instruments
- Indicators of impairment of financial instruments; and
- The valuation of financial assets and liabilities recorded on the statement of financial position which is derived from a variety of valuation techniques.

Cash

Cash is comprised of cash at banks and on hand, and short-term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

Financial instruments

All financial instruments are initially measured at fair value and categorized as either held-to-maturity, fair value through profit or loss ("FVTPL"), loans and receivables, available-for-sale or other financial liabilities.

Held-to-maturity financial assets are measured at amortized cost using the effective interest method. Impairment losses are charged to net earnings in the period in which they arise. The Company does not have any financial assets classified as held-to-maturity.

FVTPL financial instruments are measured at fair value with changes in fair value charged or credited to earnings in the period in which they arise. The Company's assets at FVTPL include equity investments.

Loans and receivables are subsequently measured at amortized cost using the effective interest method. Impairment losses are charged to net earnings in the period in which they arise. The Company's assets classified as loans and receivables consist of loans receivable.

Available-for-sale financial instruments are measured at fair value with changes in fair value charged or credited to other comprehensive income. Impairment losses are reclassified from other comprehensive income and charged to net earnings in the period in which they arise. The Company does not have any financial assets classified as available-for-sale.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs and subsequently measured at amortized cost using the effective interest method. The Company's other financial liabilities include accounts payable, convertible debentures, debentures and co-investment obligations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Loans receivable

Loans receivable consist of loans provided to North American technology companies in exchange for either a variable monthly payment schedule structured either as a percentage of revenue, subject to minimum monthly payments or a fixed schedule of predetermined monthly payments. Loans receivable are recognized as non-derivative financial assets and are classified as loans and receivables. After initial measurement, loans receivable are subsequently measured at amortized cost using the effective interest method. When the original cash flows have been revised, the resulting adjustment to the amortized cost is reflected as either income or expense in the statement of comprehensive income and loss. Any losses arising from impairment are recognized in the statement of comprehensive income and loss.

The Company assesses at each reporting date whether there is any objective evidence that a loan receivable is impaired. A loan receivable is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the loan receivable that can be reliably estimated. Evidence of impairment may include indications that the investee is experiencing significant financial difficulty, default, or delinquency in payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. If there is objective evidence that an impairment loss has occurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows and this loss is recorded in the statement of comprehensive income and loss.

Equity investments

Equity investments consist of common shares and warrants held in non-public technology companies. At the end of each financial reporting period, the Company's management estimates fair value of its investments based on the criteria below and records such valuations in the financial statements. Options and warrants of non-public companies are valued using option pricing models when there is sufficient and reliable observable market inputs.

Equity investments are initially recorded at cost, being the fair value at the time of acquisition. At each reporting period thereafter, the fair value of an investment may, depending on circumstances, be adjusted by taking into account the following circumstances:

- There has been a significant subsequent equity financing provided by outside investors at a valuation above or below the current fair value of the investee, in which case the fair value of the investment is adjusted to reflect the value at which the financing took place;

- Based on financial information received from the investee it is apparent to the Company that the investee is unlikely to be able to continue as a going concern, in which case the fair value of the investment is adjusted downward;

- The investee is placed into receivership or bankruptcy; or

- There have been significant corporate, political, operating or economic events affecting the investee that, in the Company's opinion, have a positive or negative impact on the investee's prospects and, therefore, its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be ultimately realized or realizable. Such events include, without limitation:

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Equity investments (continued)

- receipt or denial of necessary approvals that allow or prevent the investee to proceed with its project(s);
- release by the investee of positive or negative technical results, which either proves or disproves its technical prospects; and
- management personnel changes at the investee level that the Company's management believes will have a very positive or negative impact on the investee's ability to achieve its objectives and build value for shareholders.

In addition to the circumstances described above, the Company will take into account general market conditions when determining if an adjustment to the fair value of an investment is warranted at the end of each reporting period. Absent the occurrence of any of these events, or any significant change in general market conditions, the fair value of the investment is left unchanged.

Application of the valuation techniques described above may involve uncertainties and determinations based on the Company's judgment and any value estimated from these techniques may not be realized. The amount at which an investment could be disposed of may differ from its carrying value due to the availability and/or reliability of information available to, and determinations reached by, the Company. Any fair value estimated by the application of these techniques may not ultimately be realized.

Transaction costs incurred in the purchase and sale of investments are recorded as an expense in the statement of comprehensive income and loss.

Revenue recognition

Interest income on loans

Interest income on loans is determined using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating the income over the life of the asset. The effective interest rate is the rate that exactly discounts estimated future cash flows to the initial carrying amount.

Income from transaction and other fees

Income from diligence fees, setup fees as well as other fees and penalties are recognized when persuasive evidence of an arrangement exists, services have been rendered, the price is determinable, and collectability is reasonably assured.

Functional currency

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income/loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. Management considers the scheduled reversal of future income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The amount of deferred income tax asset considered realizable could change materially in the near term based on future taxable income during the carry forward period. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Basic and diluted earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the earnings (loss) attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is determined by adjusting the earnings (loss) attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares. However, the calculation of diluted earnings (loss) per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Share-based payment transactions

The share option plan allows Company employees, directors and consultants to acquire shares of the Company. All options granted are measured at fair value and are recognized in expenses as share-based payments with a corresponding increase in equity reserves. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value of employee options is measured at grant date, and each tranche is recognized using the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes Option Pricing Model (“Black-Scholes Model”), taking into account the terms and conditions upon which the options were granted. Share options granted to non-employees or consultants are measured at the fair value of goods or services received. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Convertible debentures

Convertible debentures, where applicable, are separated into their liability and equity components using the effective interest rate method. The fair value of the liability component at the time of issue is determined based on an estimated interest rate of the debentures without the conversion feature. The fair value of the equity component is determined as the difference between the face value and the fair value of the liability component.

Debentures

The Company uses the relative fair value method when allocating the fair value of the share purchase warrants issued in conjunction with debentures. The Company measures the fair value of the debentures issued at the fair value of the consideration received. The Company measures the fair value of the warrants on the date of issuance as determined using the Black-Scholes Option Pricing Model.

Accounting standard adopted during the year

Accounting standard adopted by the Company effective December 1, 2017:

IAS 7 Statement of Cash Flows - The objective of the amendments to IAS 7 is to enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments will require entities to provide disclosures that enable investors to evaluate changes in liabilities arising from financing activities, including changes arising from cash flows and non-cash changes. The amendments to IAS 7 respond to investors' requests for information that helps them better understand changes in an entity's debt, which is important to their analysis of financial statements. The Company's adoption of this standard did not have a material impact on its financial results.

Accounting standards and amendments issued but not yet effective

Certain new accounting standards and interpretations have been published that are not mandatory for the year ended November 30, 2018. These standards have been assessed to not have a significant impact on the Company's financial statements.

The following accounting standards will be adopted by the Company effective December 1, 2018:

IFRS 2 Share-based Payments - In November 2016, the IASB has revised IFRS 2 to incorporate amendments issued by the IASB in June 2016. The amendment provide guidance on the accounting for i) the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; ii) share-based payment transactions with a net settlement feature for withholding tax obligations and iii) a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The amendments are effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

IFRS 15 Revenue from Contracts with Customers - In May 2014, the IASB issued IFRS 15 which replaces IAS 11 - *Construction Contracts*, IAS 18 - *Revenue*, IFRIC 13 - *Customer Loyalty Programmes*, IFRIC 15 - *Agreements for the Construction of Real Estate*, IFRIC 18 - *Transfers of Assets from Customers*, and SIC 31 - *Revenue - Barter Transactions Involving Advertising Services*. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition. The Company's revenue recognition in accordance with IFRS 15 is expected to be consistent with that of IAS 18 which is currently in use. The adoption of IFRS 15 is not expected to have a material impact on the Company's financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting standards and amendments issued but not yet effective (continued)

The following accounting standards will be adopted by the Company effective December 1, 2018: (continued)

IFRS 9 Financial Instruments - IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard address classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments - Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 was subsequently amended in November 2013 to add new general hedge accounting requirements. The final version of IFRS 9 was issued in July 2014 and adds a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

The classification of financial assets and liabilities is expected to remain consistent under IFRS 9, with the possible exception of equity securities. Under IFRS 9, the Company will have the option to designate equity securities as financial assets at fair value through other comprehensive income or loss. If the Company does not make this election, changes in the fair value of equity securities will continue to be recognized in profit or loss in accordance with the Company's current policy.

The introduction of the new 'expected credit loss' impairment model is not expected to have a significant impact on the Company, as it does not expect any of its financial assets or liabilities to be reclassified upon adoption of IFRS 9 other than equity securities. The Company is currently refining its 'expected credit loss' impairment model and has estimated the adoption will not result in a material change to the Company's underlying investments.

The Company expects the above potential changes to be the only impact, as the Company currently has no hedging arrangements.

The following accounting standards will be adopted by the Company effective December 1, 2019:

IFRS 16 Leases - In January 2016, the IASB issued IFRS 16 - *Lease*, which supersedes IAS 17 - *Leases*. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. The standard establishes a single model for lessees to bring leases on balance sheet while lessor accounting remains largely unchanged and retains the finance and operating lease distinctions. IFRS 16 is effective for annual period beginning on or after January 1, 2019 with earlier adoption permitted, but only if also applying IFRS 15 - *Revenue from Contracts with Customers*. Management is currently assessing the impact of IFRS 16 and plans to adopt the new standard on the required effective date.

3. LOANS RECEIVABLE

Lambda Solutions Inc.:

On July 31, 2015, the Company entered into a loan agreement with Lambda Solutions Inc. (“Lambda”). Under the terms of the agreement, the Company paid $500,000 to Lambda and would receive monthly interest and principal payments based on a prescribed percentage of Lambda’s monthly revenue. On November 25, 2016, the Company and Lambda agreed to amend the loan agreement and the Company provided a $100,000 follow-on loan to Lambda. In exchange for this follow-on loan, the Company would receive an additional monthly payment based on a prescribed percentage of Lambda’s revenue. The loan term was to end on the earlier of the full payment of $600,000 or eight years from July 31, 2015.

On August 21, 2017, Lambda paid the remaining balance of its loan receivable and other consideration in order to exit its arrangement with the Company. The proceeds of this exit, plus 185,000 common shares of Lambda valued at $0.25 per share (value of $46,538), plus monthly payments received over the life of the investment, totaled $823,000 on the $600,000 initial investment. The Company recognized a gain of $35,310 on cessation of this facility.

QuickMobile Inc.:

On October 30, 2015, the Company entered into a loan agreement with QuickMobile Inc. (“QuickMobile”). Under the terms of the agreement, the Company paid $1,000,000 to QuickMobile and will receive monthly interest and principal payments based on a prescribed percentage of QuickMobile’s monthly software license revenue. On June 1, 2016, the Company and QuickMobile agreed to amend the loan agreement and the Company provided a $1,000,000 follow-on loan to QuickMobile. In exchange for this follow-on loan, the Company would receive an additional monthly payment based on a prescribed percentage of QuickMobile’s software license revenue. The loan term was to end on the earlier of the full payment of $2,000,000 or eight years from October 30, 2015.

On May 24, 2018, QuickMobile was acquired by Cvent Inc. As a result, QuickMobile has executed the early exit provisions of its revenue finance contract with the Company. The Company, which had invested $2,000,000 in QuickMobile, received an exit payment of $3,039,193, in addition to cumulative monthly payments received to the end of April 30, 2018, of $960,807, for a total of $4,000,000 received over the 2.5 years life of the facility. As a result of this payout, the Company recorded a realized gain of $1,036,104 during the year ended November 30, 2018.

Predictable Revenue Inc.:

On February 4, 2016, the Company entered into a loan agreement with Predictable Revenue Inc. (“Predictable”). Under the terms of the agreement, the Company paid $400,000 to Predictable and will receive monthly interest and principal payments based on a prescribed percentage of Predictable’s revenue excluding certain consulting revenue. Upon entering into the loan agreement, the Company received 9,669 share purchase warrants of Predictable with each warrant entitling the Company to acquire one common share of Predictable at $15.51 until February 4, 2026. On August 12, 2016, the Company and Predictable agreed to amend the loan agreement and the Company provided a $250,000 follow-on loan to Predictable. In exchange for this follow-on loan, the Company will receive an additional monthly payment based on a prescribed percentage of Predictable’s revenue. The loan term will end on the earlier of the full payment of $650,000 or eight years from February 4, 2016.

3. LOANS RECEIVABLE (continued)

iCompass Technologies Inc.:
On March 31, 2016, the Company entered into a loan agreement with iCompass Technologies Inc. (“iCompass”). Under the terms of the agreement, the Company paid $750,000 to iCompass and will receive monthly interest and principal payments based on a prescribed percentage of iCompass’ revenue. Upon entering into the loan agreement, the Company received 187,500 share purchase warrants of iCompass with each warrant entitling the Company to acquire one common share of iCompass at $0.60 until March 31, 2024. On September 12, 2016, the Company and iCompass agreed to amend the loan agreement and the Company provided a $250,000 follow-on loan to iCompass. In exchange for this follow-on loan, the Company will receive an additional monthly payment based on a prescribed percentage of iCompass’ revenue. Upon entering into the amended loan agreement, the Company received an additional 50,000 share purchase warrants of iCompass with each warrant entitling the Company to acquire one common share of iCompass at $0.75 until March 31, 2024. On July 17, 2017, the Company made a loan of $250,000 to iCompass. The total amount invested in iCompass is $1,250,000. The loan term will end on the earlier of the full payment of $1,250,000 or eight years from March 31, 2016.

On January 10, 2018, iCompass executed the early exit provisions of its revenue finance contract with the Company. The Company, which had invested $1,250,000 in iCompass, received an exit payment of $1,606,000, in addition to cumulative monthly payments received to the end of November 30, 2017, of $338,000, for a total of $1,944,000 received over the life of the facility. As a result of this payout, the Company recorded a realized gain of $308,903 during the year ended November 30, 2018.

Beanworks Solutions Inc.:
On May 26, 2017, the Company entered into a loan agreement with Beanworks Solutions Inc. (“Beanworks”). The financing is for a total of $2,000,000, of which $500,000 has been advanced upon closing of the transaction and the Company will receive monthly interest and principal payments based on a prescribed percentage of Beanworks’ revenue. On September 1, 2017 and October 25, 2017, the Company made follow-on loans of $350,000 and $300,000 respectively.

On August 31, 2018, Beanworks executed the early exit provisions of its revenue finance contract with the Company. The Company, which had invested $1,150,000 out of a $2,000,000 facility in Beanworks, received an exit payment of $1,332,223. As a result of this payout, the Company recorded a realized gain of $92,808 during the year ended November 30, 2018.

Rise People Inc.:
On October 31, 2017, the Company entered into a loan agreement with Rise People Inc. The financing is for a total of $2,000,000, with a first disbursement of $1,500,000 and a further $500,000 to be disbursed upon certain milestones being met in the next 12 months.

On February 20, 2018, Rise People bought out its finance agreement from the Company. Rise People paid the Company the original $1,500,000 investment plus an additional cash payment of approximately $70,000 over and above reimbursed transaction expenses which has been recorded as interest revenue.

Avenue HQ Inc. (formerly Realty Butler Technology Inc.):
On October 30, 2017, the Company entered into a loan agreement with Avenue HQ Inc. (“Avenue”). The financing is for a total of $1,350,000, with a first disbursement of $500,000 and a further $850,000 to be disbursed upon certain milestones being met over the next 12 months. The Company will receive monthly interest and principal payments based on a prescribed percentage of Avenue’s revenue. On February 14, 2018, the Company disbursed an additional $150,000 under the existing agreement to Avenue for a total loan outstanding of $650,000.

3. LOANS RECEIVABLE (continued)

Wagepoint Inc.:
On December 14, 2017, the Company entered into a loan agreement with Wagepoint Inc. ("Wagepoint"). The financing is for a total of $2,000,000, with a first disbursement of $750,000 and a further $1,250,000 to be disbursed upon certain milestones being met over the next 24 months.

On August 16, 2018, the Company made a second $750,000 investment in Wagepoint for a total investment of $1,500,000 by the Company.

Parkbench Inc.:
On February 28, 2018, the Company entered into a loan agreement with Parkbench Inc. The financing is for a total of $2,000,000, with a first disbursement of $1,000,000 and a further $1,000,000 to be disbursed upon certain milestones being met over the next 24 months.

Paltech Solutions:
On May 1, 2018, the Company arranged a $1,500,000 investment facility for Paltech Solutions, doing business as 7Geese Inc. The financing facility includes an initial disbursement of $1,000,000 and a further $500,000 to be disbursed upon certain milestones being met over the term of the agreement. The Company advanced a $500,000 second disbursement on September 5, 2018.

Vonigo Software Ltd.:
On May 10, 2018, the Company arranged a $2,000,000 investment facility for Vonigo Software Ltd. The financing facility includes an initial disbursement of $700,000 and a further $1,300,000 to be disbursed upon certain milestones being met over the term of the agreement.

Ziva Dynamics Inc.:
On August 9, 2018, the Company arranged a $2,000,000 investment facility for Ziva Dynamics Inc. The financing facility includes an initial disbursement of $750,000 and a further $1,250,000 to be disbursed upon certain milestones being met over the term of the agreement.

FormHero Inc.:
On October 10, 2018, the Company put in place a $2,000,000 investment facility for FormHero Inc. The financing facility includes an initial disbursement of $1,000,000 and a further $1,000,000 to be disbursed upon certain milestones being met over the term of the agreement.

RealSavvy Inc.:
On October 17, 2018, the Company put in place a US$2,500,000 investment facility for RealSavvy Inc. The financing facility includes an initial disbursement of US$1,000,000, which was already advanced on the same day, and a further US$1,500,000 to be disbursed upon certain milestones being met over the term of the agreement.

Aprio Inc.:
On October 23, 2018, the Company put in place a $1,000,000 investment facility for Aprio Inc. The financing facility includes an initial disbursement of $400,000, which has been advanced, and a further $600,000 to be disbursed upon certain milestones being met over the term of the agreement.

(Expressed in Canadian Dollars)

3. LOANS RECEIVABLE (continued)

All of the loans receivable in the Company's portfolio are secured by General Security Agreements.

	2018	2017
Opening balance	$ 7,075,608	$ 4,319,248
Advances on loans receivable	8,295,303	3,400,000
Interest revenue	1,494,887	943,439
Interest and principal payments	(1,259,338)	(1,037,079)
Settlement of investments	(5,926,070)	(550,000)
Closing balance	9,680,390	7,075,608
Less: current portion	(320,255)	(273,865)
Non-current portion	$ 9,360,135	$ 6,801,743
Loan loss provision, opening balance	$ (242,646)	$ (100,750)
Add: loan loss provision for outstanding loans	(130,180)	(141,896)
Loan loss provision, closing balance	$ (372,826)	$ (242,646)
Loans receivable, non-current portion	$ 9,360,135	$ 6,801,743
Loan loss provision, closing balance	(372,826)	(242,646)
Loans receivable, net of loan loss, non-current portion	$ 8,987,309	$ 6,559,097

On a quarterly basis, the Company carries out a credit quality review of the portfolio of loans receivable. The review considers delinquency trends, sales volumes and the investee's ability to maintain its financial condition. Although no specific loan losses have been provided for, a general loan loss provision of 3% per annum of the weighted average loans receivable balance net of the future income stream to the co-investment obligation agreement holders has been accrued in the amount of $372,826 (2017 - $242,646) and is included in the amounts presented above.

4. EQUITY INVESTMENTS

As at November 30, 2018, the Company held the following equity investments:

Investees	Common Shares	Cost	Fair Value
Moj.io Inc.	427,998	$ 43	$ 462,300
Lambda Solutions Inc.	185,000	46,538	77,700
CamDo Solutions Inc.	1,062,500	25,100	425,100
		$ 71,681	$ 965,100

As at November 30, 2017, the Company held the following equity investments:

Investees	Common Shares	Cost	Fair Value
Mazza Innovation Ltd.	480,000	$ 120,000	$ 144,000
Moj.io Inc.	427,998	43	436,558
Lambda Solutions Inc.	185,000	46,538	46,538
CamDo Solutions Inc.	1,062,500	25,100	425,100
		$ 191,681	$ 1,052,196

(Expressed in Canadian Dollars)

4. EQUITY INVESTMENTS (continued)

On July 10, 2018, the Company exited its investment of Mazza Innovation Ltd. ("Mazza") for total proceeds of $232,187, realizing a gain of $88,187 during the year ended November 30, 2018.

5. CONVERTIBLE DEBENTURES

During the year ended November 30, 2015, the Company closed an offering of convertible debentures (the "Convertible Debentures") for gross proceeds of $1,767,500 (the "Principal"). The issue costs were $6,656 resulting in net proceeds of $1,760,844. The Convertible Debentures bear interest from the date of issuance at 8% per annum, payable monthly in arrears. The Convertible Debentures have a maturity date of five years from the date of issuance (the "Maturity Date"). The debenture holders may elect at any time to convert all, but not less than all, of their outstanding Principal amount prior to the Maturity Date into common shares of the Company at a conversion price of $0.14 per common share.

During the year ended November 30, 2016, the Company closed an additional offering of Convertible Debentures for gross proceeds of $283,500 bringing the total amount of Convertible Debentures raised to $2,051,000.

For accounting purposes, the Convertible Debentures are separated into their liability and equity components using the effective interest method. The fair value of the liability component at the time of issue was determined based on an estimated rate of 9% for Convertible Debentures without the conversion feature. The fair value of the equity component was determined as the difference between the face value of the Convertible Debentures and the fair value of the liability component.

The Convertible Debentures are not redeemable before the third anniversary from the issuance date. On or after the third anniversary of the issuance date, but prior to the Maturity Date, the Company may, at its option, redeem the Convertible Debentures, in whole or in part, at a price equal to the principal amount of the Convertible Debentures plus all accrued and unpaid interest up to but excluding the date of redemption.

The Company is not permitted to grant any lien on the Company or its assets as long as the Convertible Debentures are outstanding except with the permission of more than 67% of the Convertible Debentures holders.

The following table summarizes the outstanding balance and changes in the components of the convertible debentures during the years ended November 30, 2018 and 2017:

	2018	2017
Principal		
Beginning balance	$ 2,051,000	$ 2,051,000
Advanced during the year	-	-
Gross proceeds received	2,051,000	2,051,000
Issue costs	(6,656)	(6,656)
Equity component less issue costs allocated	(82,070)	(82,070)
Liability component initially recognized	1,962,274	1,962,274
Accumulated accretion expense	50,801	33,171
Ending balance	2,013,075	1,995,445
Equity		
Beginning balance	82,070	82,070
Equity component recognized	-	-
Ending balance	$ 82,070	$ 82,070

(Expressed in Canadian Dollars)

6. DEBENTURES

During the year ended November 30, 2016, the Company closed an offering of debentures (the “Debentures”) for proceeds of $1,490,000. The Debentures are unsecured, pay interest at the rate of 8% per annum, paid monthly, and mature on March 31, 2021, with an option for early redemption by the Company after three years. The Company issued a total of 3,725,000 share purchase warrants in conjunction with the closing of the Debentures. Each warrant is exercisable at $0.20 for a five-year term. The Debentures, the warrants and any common shares issuable upon exercise thereof will be subject to a four-month hold period in accordance with applicable securities laws. The warrants were valued at $314,811 and have been recorded against the value of the Debentures and will be accreted over the expected life of the Debentures.

During the year ended November 30, 2017, the Company initiated a new series of Debenture offerings. The Debentures will pay 12% annual interest with quarterly payments and will be secured against the assets of the Company with a maturity date of June 15, 2022, with an option for early redemption by the Company after three years from the date of issuance. Investors who subscribe for more than $50,000 of the Debentures will be entitled to common share purchase warrants at a rate of 4,000 warrants per $10,000 of Debentures. Each warrant will entitle the holder to purchase one common share of the Company at a price of $0.25 and will have an expiry date of June 15, 2022.

During the year ended November 30, 2018, the Company initiated a new series of Debenture offerings. The Debentures will pay 12% annual interest with quarterly payments and will be secured against the assets of the Company with a maturity date of November 30, 2023, with an option for early redemption by the Company after three years from the date of issuance. The Company will issue a total of 13,200 debentures and 440,000 share purchase warrants in conjunction with the closing of the Debentures for which, 258,333 share purchase warrants have already been issued (Note 13). Each warrant will entitle the holder to purchase one common share of the Company at a price of $0.30 and will have an expiry date of November 30, 2023.

During the year ended November 30, 2018, the Company closed an offering of an additional $1,957,500 of Debentures bringing the total amount of Debentures issued to $5,915,200.

During the year ended November 30, 2018, $115,468 has been recognized as accretion expense.

The Company has agreed not to allow any liens or charges to be registered against its assets as long as the Debentures are outstanding, except with the permission of more than 67% of the Debenture holders, except in certain limited circumstances and conditions.

The following table summarizes the outstanding balance and changes in the amounts recognized in the components of the Debentures during the years ended November 30, 2018 and 2017:

	2018	2017
Principal		
Beginning balance	$ 3,548,099	$ 1,199,114
Advanced during the year	1,957,500	2,467,700
Repayments during the year	(136,505)	-
Reinvestment of interest	18,038	11,573
Gross proceeds received	5,387,132	3,678,387
Allocated to warrants	(102,888)	(219,349)
Liability component initially recognized	5,284,244	3,459,038
Accretion expense	115,468	89,061
Ending balance	$ 5,399,712	$ 3,548,099

(Expressed in Canadian Dollars)

7. CO-INVESTMENT OBLIGATIONS

The Company enters into co-investment agreements that provide non-dilutive capital in exchange for the ability for qualified investors to participate directly in the Company's portfolio of investments ("Co-investors"). Under this model, Co-investors enter into an agreement that entitles them to receive a fixed percentage of all cash flow derived from a specified portfolio of investments. The co-investment agreements will terminate upon the discharge of all of the obligations of the respective parties that make up the underlying loans receivable portfolio. The actual amounts paid and timing of payments under the co-investment agreements depend on the performance of the underlying loans receivable.

On November 23, 2017, the Company entered into a co-investment agreement that provided $250,000 of non-dilutive capital. The Company closed similar financings on January 18, 2018 for $350,000, on January 29, 2018 for $1,500,000, on June 13, 2018 for $1,000,000 on June 27, 2018 for $750,000 and on October 29 for $1,000,000. As of year-end, the Company has raised $4,850,000 using such arrangements.

	2018	2017
Co-Investment Obligation		
Beginning balance	$ 250,000	$ -
Advanced during the year	4,600,000	250,000
Payments, net accrued interest	(1,963,544)	-
Ending balance	2,886,456	250,000
Less: current portion	(257,367)	-
Non-current portion	$ 2,629,089	$ 250,000

8. SHARE CAPITAL

(a) Authorized:

An unlimited number of common voting shares without par value.

(b) Issued:

During the year ended November 30, 2017, the Company issued 4,900,000 common shares related to the exercise of 4,900,000 share purchase warrants at an exercise price of $0.06 per share.

On January 4, 2018, the Company closed a non-brokered private placement of 536,667 Units at a price of $0.12 per unit for gross proceeds of $64,400. $14,400 of the proceeds received was included as share subscriptions received at November 30, 2017. Each unit is composed of one common share and a half of one common share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share at an exercise price of $0.14 per warrant share for a period of 24 months from the date of closing of the private placement.

On April 29, 2018, the Company issued 300,000 common shares related to the exercise of 300,000 stock options at an exercise of $0.10 per share. The fair value of the stock options of $15,780 has been reallocated to share capital from the share-based payment reserve.

On September 24, 2018, 1,288,000 common shares were issued pursuant to the exercise of 1,288,000 warrants at an exercise of $0.11 per share. The individual exercising the warrants was a member of senior management.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

(c) Stock options:

The Company has adopted an incentive share option plan for granting options to directors, employees and consultants, under which the total outstanding options are limited to 5,500,000 Common Shares, being a number equal to 15.95% of the outstanding issue as of the date of shareholder approval of the plan. Under the plan, the exercise price of an option shall not be less than the discounted market price at the time of granting, or as permitted by the policies of TSX-V. Options granted may not exceed a term of five years from the grant date. Options granted to consultants conducting investor relation activities vest 25% upon grant, and 25% every three months thereafter. The vesting period for all other options will be determined by the Board of Directors at the time of each grant.

During the year ended November 30, 2017, the Company granted 1,330,000 stock options to the members of the management team, the new board members, and the returning board members exercisable at a price of $0.14 per share and expiring five years from the date of grant.

On May 10, 2018, the Company granted 1,220,000 stock options to the members of the management team and the board of directors exercisable at a price of $0.17 per share and expiring five years from the date of grant. The board members received 500,000 stock options vest after one year from the date of grant while management received 720,000 stock options vest over a period of three years from the date of grant.

On May 10, 2018, the Company granted an additional 250,000 stock options to certain members of the management team and board of directors exercisable at a price of $0.17 per share and expiring one year from the date of grant. 50,000 stock options vest after one year from the date of grant while 200,000 stock options vest quarterly over a period of one year from the date of grant.

	Number of Options		Weighted Average Exercise Price
Balance, November 30, 2016	2,205,000	$	0.07
Issued	1,330,000		0.14
Balance, November 30, 2017	3,535,000		0.09
Issued	1,470,000		0.17
Exercised	(300,000)		0.10
Balance, November 30, 2018	4,705,000	$	0.12

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

(c) Stock options: (continued)

Additional information regarding stock options outstanding as at November 30, 2018 is as follows:

	Outstanding			Exercisable	
Exercise Price	Number of Options	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
$ 0.10	345,000	0.63	$ 0.10	345,000	$ 0.10
0.05	880,000	1.93	0.05	880,000	0.05
0.06	680,000	2.05	0.06	680,000	0.06
0.14	1,330,000	3.45	0.14	691,114	0.14
0.17	1,220,000	4.45	0.17	-	0.17
$ 0.17	250,000	0.44	0.17	100,000	0.17
	4,705,000	2.75	$ 0.12	2,690,114	$ 0.09

Option-pricing requires the use of highly subjective estimates and assumptions including the expected stock price volatility. The expected volatility used in valuing stock options is based on volatility observed in historical periods. Changes in the underlying assumptions can materially affect the fair value estimates. The fair value of the options re-priced and granted to officers, directors, consultants, and employees was calculated using the Black-Scholes option pricing model with following weighted average assumptions and resulting grant date fair value:

	2018	2017
Weighted average assumptions:		
Risk-free interest rate	1.74% - 2.24%	1.09%
Expected dividend yield	-	-
Expected option life (years)	1.00 & 5.00	5.00
Expected stock price volatility	100% - 132%	135%
Weighted average fair value at grant date	$0.17	$0.14
Expected forfeiture rate	-	-

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

(d) Warrants:

	Number of Warrants		Weighted Average Exercise Price
Balance, November 30, 2016	10,013,000	$	0.12
Exercised	(4,900,000)		0.06
Expired	(100,000)		0.06
Issued	5,014,481		0.17
Balance, November 30, 2017	10,027,481	$	0.18
Issued	999,666		0.22
Cancelled	(375,000)		0.20
Exercised	(1,288,000)		0.12
Balance, November 30, 2018	9,364,147	$	0.19

Additional information regarding warrants outstanding and exercisable as at November 30, 2018 is as follows:

Exercise Price	Number of Warrants	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price
$ 0.14	2,696,001	0.67	0.14
0.14	268,333	1.10	0.14
0.20	2,175,000	2.50	$ 0.20
0.20	625,000	2.64	0.20
0.20	925,000	3.00	0.20
0.20	1,125,000	3.25	0.20
0.25	140,080	3.25	0.25
0.20	22,500	3.32	0.20
0.25	44,800	3.50	0.25
0.25	288,600	3.75	0.25
0.20	62,500	4.00	0.20
0.25	260,000	4.00	0.25
0.25	307,800	4.25	0.25
0.25	165,200	4.50	0.25
$ 0.30	258,333	5.00	0.30
	9,364,147	2.35	$ 0.19

9. RELATED PARTY TRANSACTIONS AND EXECUTIVE COMPENSATION

The Company had the following related party transactions:

(a) Certain directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel invested in the Company's convertible debentures. As at November 30, 2018, there was $814,653 (2017: $819,541) due to directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel.

(b) Debentures of $675,000 (2017: $75,000) were issued to directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel. As at November 30, 2018, there was $788,672 (2017: $184,784) due to directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel.

(c) During the year $121,188 (2017 - $75,339) of interest from both debenture and convertible debentures were accrued or paid to certain directors, officers, family members of directors and officers and a company controlled by a family member of a director and officer identified as key management personnel.

(d) Accounts payable of $13,183 (2017: $13,356) was due to directors and officer identified as key management personnel as at November 30, 2018.

(e) Rent expense of $30,510 (2017: $Nil) was accrued or paid during the year ended November 30, 2018.

The Company considers the Chief Executive Officer, Chief Financial Officer, Chief Investment Officer, Chief Credit Officer, and Directors as key management personnel. Key management compensation for the years ended November 30, 2018 and 2017 were as follows:

(a) Directors fees of $44,703 (2017: $40,453) were accrued or paid during the year ended November 30, 2018.

Management fees of $489,091 (2017: $256,611) were accrued or paid during the year ended November 30, 2018.

(b) Share-based payments of $114,707 (2017: $49,753) were recorded for directors and certain officers identified as key management personnel for the year ended November 30, 2018.

WUTIF Capital (VCC) Inc. ("WUTIF"), a company related to the Chairman of the Board of TIMIA is pursuing legal action against Mazza Innovation Ltd. ("Mazza") and its primary shareholder relating to a dispute over the distribution of proceeds received from the sale of Mazza. The President of, and a member of the Board of Directors of, Mazza during the sale process is also a member of the Board of Directors and the former Chief Financial Officer of TIMIA. At present, TIMIA is not a party to the legal action.

(Expressed in Canadian Dollars)

10. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

		2018		2017
Combined Canadian statutory income tax rate		27.00%		27.00%
Income tax expense (recovery) at statutory rate	$	5,071	$	(51,380)
Non-deductible items		(74,018)		76,893
Change in future tax rate		-		(11,289)
Other items		(41,193)		36,893
Change in unrecognized deferred tax assets		110,140		(51,117)
Deferred tax expense (recovery)	$		$	-

Significant components of the Company's deferred tax assets (liabilities) are shown below:

		2018		2017
Non-capital loss carry forwards	$	474,439	$	365,266
Share issue costs		875		1,749
Investments		(60,370)		(62,211)
Unrecognized deferred tax assets		(414,944)		(304,804)
Net deferred tax asset (liability)	$	-	$	-

The Company has approximately $1,757,180 of non-capital losses for tax purposes which may be used to reduce income taxes of future years and will expire from 2027 to 2038.

11. FINANCIAL INSTRUMENTS AND RISK

Financial Instruments

The following table summarizes information regarding the carrying values and classification of the Company's financial instruments as of the years ended November 30, 2018 and 2017:

		2018		2017
Cash – FVTPL	$	3,749,949	$	713,792
Accounts receivable – Loans and receivables		193,956		366,202
Loans receivable – Loans and receivables		9,307,564		6,832,962
Equity investments – FVTPL		965,100		1,052,196
Accounts payable – Other financial liabilities		206,399		178,022
Convertible debentures – Other financial liabilities		2,028,565		2,010,935
Debentures – Other financial liabilities		5,454,334		3,586,317
Co-investment obligations – Other financial liabilities	$	2,886,456	$	250,000

The estimated fair values of cash and accounts payable approximate their respective carrying values due to their nature and short terms to maturity. Equity investments are carried at their fair value. Loans receivable, convertible debentures, co-investment obligations, and debentures are carried at amortized cost.

(Expressed in Canadian Dollars)

11. FINANCIAL INSTRUMENTS AND RISK (continued)

Financial Instruments (continued)

The fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

(a) Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(b) Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and

(c) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The level in the fair value hierarchy within which the fair value measurement is categorized in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

The following table presents the Company's financial instruments, measured at fair value on the statements of net assets and categorized into levels of the fair value hierarchy:

	Balance at November 30, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash	$ 3,749,949	$ 3,749,949	$ -	$ -
Equity investments	$ 965,100	$ -	$ 965,100	$ -

The investment operations of the Company's business involve the purchase and sale of securities, and accordingly, a portion of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, a discussion of which is provided below.

There were no transfers from Level 1 to 2 or Level 2 to 1 during the years ended November 30, 2018 and 2017.

11. FINANCIAL INSTRUMENTS AND RISK (continued)

Financial Instruments (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains sufficient cash balances to meet current working capital requirements. The Company is dependent on obtaining regular financings in order to continue as a going concern. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash consists of cash deposited in business accounts held by high credit quality financial institutions. The Company is not invested in any asset backed commercial paper.

	Carrying amount	Contractual cash flows	Within 1 year	Within 2 years	Within 5 years
	$	$	$	$	$
Accounts payable	206,399	206,399	206,399	-	-
Convertible debentures	2,028,565	2,028,565	15,490	2,008,167	4,908
Debentures	5,454,334	5,454,334	54,622	-	5,399,712
Co-investment obligations	2,886,456	2,886,456	257,367	-	2,629,089
Total	10,575,574	10,575,754	533,878	2,008,167	8,033,709

Foreign Exchange Risk

The Company does not have significant foreign exchange risk as all of its transactions for the year are in Canadian dollars, with the exception of the RealSavvy Inc. loan receivable which is denominated in US dollars.

Interest Rate Risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. The Company's practice has been to invest cash at floating rates of interest in order to maintain liquidity, while achieving a satisfactory return for shareholders.

Market Risk

Market risk is the risk that the fair value of, or future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. Additionally, the Company adjusts its investments to fair value at the end of each reporting period. This process could result in significant write-downs of the Company's investments over one or more reporting periods, particularly during periods of overall market instability, which could have a significant unfavourable effect on the Company's financial position. The Company manages market risk by having a portfolio of investments not singularly exposed to any one issuer; however, its investment activities are currently concentrated primarily in the technology and energy sectors. The Company also manages its market risk by reviewing commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

11. FINANCIAL INSTRUMENTS AND RISK (continued)

Financial Instruments (continued)

Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and loan investments. The Company limits exposure to credit risk by maintaining its cash with financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. The Company’s maximum exposure to credit risk at the reporting date is the carrying value of cash and loan investments.

In monitoring credit risk the Company performs ongoing credit evaluations of its investees’ financial condition. The evaluation considers delinquency trends, sales volumes and the investee’s ability to maintain its financial condition. Every quarter, the Company accrues a loan loss provision of 0.75% (3% p.a.) of the portfolio amortized loan balance, net of future cash flows belonging to the holders of the co-investment obligation agreements. Included in the amounts presented is a loan loss provision of $130,180 for the year ended November 30, 2018.

12. MANAGEMENT OF CAPITAL

The Company’s objectives when managing capital are to identify and to invest in investments with strong cash-flow and long-term growth potential, to maintain financial strength, to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long-term. The Company is subject to certain restrictions on its assets as described in Notes 5 and 6. The Company does not have any other externally imposed capital requirements to which it is subject. The capital of the Company comprises shareholders’ equity, convertible debentures, debentures and co-investment obligations.

The Company manages and adjusts the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets.

The Company’s investment policy is to invest in software companies that have strong revenue growth and gross margins. Management looks to invest in assets that will create routine monthly cash-flow, as well as periodic gains when the investments are sold or achieve an initial public offering.

If the Company does not receive sufficient cash flows from its activities, it may have to undertake a private placement to cover its cash outflows.

13. SUBSEQUENT EVENTS

On December 13, 2018, the Company closed a private placement of $1,320,000 of Series E debentures with warrants, of which $775,000 in debentures with 258,333 warrants were issued during the year ended November 30, 2018. This private placement which was priced at $100 per unit resulted in a total issuance of 13,200 debentures and 440,000 warrants. The debentures bear an interest rate of 12% per annum, payable quarterly in arrears, have a term of five years from November 30, 2018 and will be secured against the assets of the Company. The warrants are exercisable for five years from November 30, 2018, at a price of $0.30 per share.

A total commission of $28,700 and 95,666 broker warrants, exercisable at $0.30 with a two-year term, were paid as part of this transaction. All of the securities sold pursuant to the private placement are subject to a four-month hold period.

The Company will use these proceeds, from both new and existing accredited investors, to expand its growing portfolio of revenue financing investments.

On January 11, 2019, the Company appointed Andrew Abouchar, its Chief Credit Officer, to the additional role of Chief Financial Officer.

On January 21, 2019, the Company entered into a US$3,000,000 investment facility for Karbon Inc., a software company based in Sausalito, Calif. The financing facility includes an initial disbursement of US$1,000,000, which was advanced on the same day, and a further US$2,000,000 to be disbursed upon certain milestones being met over the term of the agreement.

On February 28, 2019, the Company entered into a 3 year, $2,000,000 investment facility for Vancouver-based software company, BasicGov systems, Inc. The full financing amount was advanced on March 1, 2019.

On March 6, 2019 the Company completed a $10,500,000 financing in launching its first Limited Partnership (“LP”). Under the terms of the LP, TIMIA will retain 20% of the LP units and act as the LP’s manager. Existing financing facility agreements with TIMIA’s portfolio of SaaS companies currently classified as loans receivable, representing approximately $8,000,000 in value will be transferred into the LP with relative monthly payments being distributed to LP unit holders, including TIMIA, going forward. The Company, in its capacity as the manager of the LP will invest in the remaining $2,000,000 in similar transactions over the following 120 days. In addition, the Company will receive approximately $6,000,000 as net proceeds of this transaction.