

Internet of Things Inc.

Condensed Consolidated Interim Financial Statements

For the nine-month period ended October 31, 2017

Internet of Things Inc.

Condensed Consolidated Interim Financial Statements

As at October 31, 2017

Notice of No Auditor Review of Interim Financial Statements

The accompanying unaudited condensed consolidated interim financial statements of Internet of Things Inc. have been prepared by and are responsibility of the company's management. These unaudited condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and reflect Management's best estimates and judgements based on information currently available. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established for a review of interim financial statements by an entity's auditor.

Internet of Things Inc.

Condensed Consolidated Interim Financial Statements

As at October 31, 2017

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Internet of Things Inc.

Condensed Consolidated Interim Statements of Financial Position
(Unaudited, expressed in Canadian Dollars, unless otherwise stated)

	October 31, 2017	January 31, 2017
Assets		
Current assets		
Cash	\$ 3,965	\$ 7,553
Prepaid and sundry assets	58,849	21,566
	62,814	29,119
Non-current assets		
Property and equipment (Note 5)	4,188	-
Software technology, net (Note 6)	196,155	255,019
Investments – BrainGrid (JV) (Note 7)	500,000	500,000
Goodwill (Note 4)	55,070	55,070
	\$ 818,227	\$ 839,208
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 445,384	\$ 361,064
Loans payable (Note 9)	379,916	211,500
Convertible debentures (Note 10)	260,504	918,376
	1,085,804	1,490,940
Deferred income tax liability	10,340	10,340
	1,096,144	1,501,280
Equity		
Share capital (Note 11)	7,530,587	6,894,979
Contributed surplus (Notes 11 and 12)	485,245	561,316
Warrants reserve (Notes 11)	1,531,960	1,135,595
Deficit	(9,825,709)	(9,253,962)
	(277,917)	(662,072)
	\$ 818,227	\$ 839,208

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

Approved by the Board

/s/ Michael Frank

Director

/s/ Millard Roth

Director

Internet of Things Inc.

Condensed Consolidated Interim Statements of Comprehensive Loss
For the three and nine months ended October 31, 2017, and 2016
(Unaudited, expressed in Canadian Dollars, unless otherwise stated)

	For the three months ended October 31		For the nine months ended October 31	
	2017	2016	2017	2016
Revenue	\$ -	\$ -	\$ -	\$ -
Expenses				
Management fees (Note 13)	27,000	27,000	81,000	81,000
Professional and consulting fees	22,076	21,477	76,818	54,852
General and administrative expenses	83,749	37,396	221,332	90,550
Share-based payments (Note 12)	-	18,707	4,402	62,724
Amortization – Intangible (Note 6)	19,831	19,828	58,864	59,540
Depreciation – Property and equipment (Note 5)	217	-	424	-
Total Expenses	152,873	124,408	442,840	348,666
Net loss for the period	(152,873)	(124,408)	(442,840)	(348,666)
Accretion expense	20,495	23,421	57,128	69,753
Interest Expense	19,463	30,126	71,779	87,848
Net comprehensive loss for the period	\$ (192,831)	\$ (177,955)	\$ (571,747)	\$ (506,267)
Loss per share – basic and diluted	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)
Weighted average number of common shares - basic and diluted	163,807,557	152,677,557	158,413,228	152,677,557

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

Internet of Things Inc.

Condensed Consolidated Interim Statements of Changes in Equity
 For the nine months ended October 31, 2017 and 2016
 (Unaudited, expressed in Canadian Dollars, unless otherwise stated)

	Issued Share Capital		Contributed Surplus	Warrant Reserve	Deficit	Total
	Number of Shares	Amount				
Balance as at February 1, 2016	152,677,557	\$ 6,894,979	\$ 493,090	\$ 88,595	\$ (7,498,742)	\$ (22,078)
Loss for the period	-	-	-	-	(506,267)	(506,267)
Share-based payments charged to operations	-	-	62,724	-	-	62,724
Balance as at October 31, 2016	152,677,557	\$ 6,894,979	\$ 555,814	\$ 88,595	\$ (8,005,009)	\$ (465,621)
Warrants issued (Note 11)	-	-	-	1,047,000	-	1,047,000
Share-based payments charged to operations	-	-	5,502	-	-	5,502
Loss for the period	-	-	-	-	(1,248,953)	(1,248,953)
Balance as at January 31, 2017	152,677,557	\$ 6,894,979	\$ 561,316	\$ 1,135,595	\$ (9,253,962)	\$ (662,072)
Warrants Issued	-	(435,065)	-	435,065	-	-
Warrants Exercised	1,500,000	151,200	-	(38,700)	-	112,500
Stock Option exercised	2,480,000	204,473	(80,473)	-	-	124,000
Issued shares – Convertible Debenture	7,150,000	715,000	-	-	-	715,000
Share-based payments charged to operations	-	-	4,402	-	-	4,402
Loss for the period	-	-	-	-	(571,747)	(571,747)
Balance as at October 31, 2017	163,807,557	\$ 7,530,587	\$ 485,245	\$ 1,531,960	\$ (9,825,709)	\$ (277,917)

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

Internet of Things Inc.

Condensed Consolidated Interim Statements of Cash Flows
 For the three and nine months ended October 31, 2017, and 2016
 (Unaudited, expressed in Canadian Dollars, unless otherwise stated)

	For the three months ended October 31		For the nine months ended October 31	
	2017	2016	2017	2016
Cash flow from operating activities				
Net loss for the period	\$ (192,830)	\$ (177,955)	\$ (571,747)	\$ (506,267)
Changes in non-cash working capital				
Accretion expense (Note 8)	20,495	23,421	57,128	69,753
Amortization	20,048	19,828	59,288	59,540
Shared-based payments	-	18,707	4,402	62,724
	(152,287)	(115,999)	(450,929)	(314,250)
Working capital adjustments:				
Decrease (increase) in prepaid and other receivables	(17,763)	(4,626)	(37,283)	53,376
Increase (decrease) in accounts payable and liabilities	69,981	68,058	84,320	82,966
Cash used in continuing operating activities	(64,543)	(52,567)	(403,892)	(177,908)
Cash flow from investing activities				
Purchase property and equipment	(1,262)	-	(4,612)	-
Cash used in investing activities	(1,262)	-	(4,612)	-
Cash flow from financing activities				
Proceeds from warrant exercise	-	-	112,500	-
Proceeds from option exercise	-	-	124,000	-
Increase (decrease) in loans payable	40,000	60,000	168,416	135,000
Cash Provided by financing activities	40,000	60,000	404,916	135,000
Net change in cash	(25,805)	7,433	(3,588)	(40,908)
Cash, beginning of period	29,770	7,732	7,553	58,073
Cash, end of period	\$ 3,965	\$ 15,165	\$ 3,965	\$ 15,165

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

Internet of Things Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended October 31, 2017, and 2016

1. Corporate Information

Internet of Things Inc. (formerly HTN Inc.) ("the Company" or "ITT Inc") is a publicly listed company incorporated in Canada with limited liability under the legislation of the Province of Ontario and its shares are listed on the TSX Venture Exchange (TSX-V). The consolidated financial statements of the Company as at and for the period ended October 31, 2017 comprise the Company and its wholly owned subsidiary of IOT Labs Inc. and operates a 50% joint venture, BrainGrid Solutions Ltd. and 51% joint venture, New Hope IoT International Inc.

Internet of Things Inc. is an IoT technology accelerator and industry acquisition company. The Company is focused on accelerating IoT-based technology companies, and the development and implementation of disruptive IoT-based solutions. The Company will partner with companies across a wide range of industries to leverage the power of IoT.

The head office, principal address, registered office, and records of the Company are located at 151 Bloor Street West, Suite 703, Toronto, Ontario, Canada, M5S 1S4.

On May 14, 2015 the Company received approval to transfer its listing from the NEX to the TSX Venture Exchange following the closing of the Change of Business Transaction between the Company and Double Door Communications Inc. ("Double Door"). In conjunction with the Change of Business ("COB"), the Company raised a total of \$525,000 in a private placement financing as convertible debenture and the shares of the Company were listed as a Tier 2 issuer on the TSX-V. The COB involved the acquisition of all of the issued and outstanding common shares of Double Door by the Company. Concurrently with the closing of the COB, the Company changed its name to Internet of Things Inc. and the name of Double Door to IoT Labs Inc.

These consolidated financial statements were approved by the Company's Board of Directors and authorized for issue on December 22, 2017.

Going Concern

Since inception, the Company has incurred losses amounting to \$9,825,709. During the nine-month period ended October 31, 2017, the Company reported a net comprehensive loss of \$571,747 (2016 – \$506,267). As at October 31, 2017, the Company had working capital deficiency of \$1,022,991 (2016 – \$1,262,495). The ability of the Company to continue as a going concern is dependent upon generating profitable operations from its acquisition and change of business, the continuing financial support of shareholders or other investors, or obtaining new financing on commercial terms acceptable to the Company. All of these outcomes are uncertain and cast significant doubt over the ability of the Company to continue as a going concern.

The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The consolidated financial statements do not include any adjustments to reflect any events since October 31, 2017 or the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from this uncertainty.

Internet of Things Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended October 31, 2017, and 2016

2. Statement of Compliance and Basis of Preparation

Statement of Compliance

These condensed consolidated interim financial statements are unaudited and have been prepared in accordance with IAS 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of presentation

The accompanying consolidated interim financial statements are presented in Canadian dollars, which is the Company's functional currency, and include the accounts of IoT Labs Inc. (formally known as Double Door Communications Inc.). All significant intercompany accounts and transactions have been eliminated.

3. Summary of Significant Accounting Policies

The accounting policies applied by the Company in these Interim Financial Statements are the same as those applied by the Company in its Financial Statements for the year ended January 31, 2017.

4. Acquisition of Double Door Communications Inc.

On April 30, 2015 the Company acquired Double Door Communications Inc. ("Double Door") through the purchase all of the issued and outstanding shares in Double Door. On closing, the Company issued 10,000,000 shares of Internet of Things Inc. to the vendors of Double Door. In addition, the Company committed to issue a maximum of 5,000,000 additional shares of Internet of Things Inc. based on achievement of certain revenue targets.

If Double Door achieved revenue of at least \$540,000 for the year ending December 31, 2015, 4,500,000 performance escrow shares would have been released to the former owners of Double Door. If Double Door achieved revenue of greater than \$600,000 for the year ending December 31, 2015, 5,000,000 escrowed shares would have been released to the former shareholders. If Double Door achieved revenue of greater than \$540,000 but less than \$600,000 for the year ending December 31, 2015, the 500,000 shares between the targets noted above would be issued on a pro-rata basis. At the time of the acquisition, the Company valued this contingent consideration at NIL, as based on past results and a change of direction of the Company, the targets did not appear achievable. The targets were not met, as Double Door generated approximately \$60,000 of revenue for the year ended December 31, 2015.

Common Shares issued were subject to all applicable securities and regulatory hold periods. In addition to regulatory hold periods, the 10,000,000 Common Shares issued at the Closing Date are being released to the vendors over a period of 8 months, commencing on the four-month anniversary of the Closing Date and ending on the twelve-month anniversary of the Closing Date, (the "Share Escrow Period").

Internet of Things Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended October 31, 2017, and 2016

4. Acquisition of Double Door Communications Inc. - continued

The following table summarizes the consideration paid and the net assets acquired at acquisition:

Consideration Transferred:	
Fair value of 10,000,000 shares	\$ 400,000
Total Consideration Transferred	\$ 400,000
Fair value of assets acquired:	
Current assets (primarily accounts receivable)	\$ 188,847
Current liabilities (primarily accounts payable)	(182,185)
Software technology (Note 5)	393,338
Goodwill	55,070
Deferred income tax liability	(55,070)
Acquiree's identifiable net assets	\$ 400,000

5. Property and Equipment

Cost, February 1, 2017	\$ -
Addition	4,612
Cost, October 31, 2017	\$ 4,612
Accumulated depreciation, February 1, 2017	\$ -
Charge for the period	424
Accumulated depreciation, October 31, 2017	\$ 424
Net book value, February 1, 2017	\$ -
Net book value, October 31, 2017	\$ 4,188

6. Software Technology

On April 30, 2015 the Company acquired all of the issued and outstanding common shares of Double Door. The fair value of Double Door's software technology was valued at \$393,388 on the date of the acquisition. The chart below outlines the net book value of the software technology.

Cost, February 1, 2015	\$ 393,388
Accumulated depreciation, February 1, 2016	\$ 59,000
Charge for the period	59,540
Accumulated depreciation, October 31, 2016	\$ 118,540
Charge for the period	19,829
Accumulated depreciation, January 31, 2017	\$ 138,369
Charge for the period	58,864
Accumulated depreciation, October 31, 2017	\$ 197,233
Net book value, October 31, 2016	\$ 274,848
Net book value, January 31, 2017	\$ 255,019
Net book value, October 31, 2017	\$ 196,155

Internet of Things Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended October 31, 2017, and 2016

7. Investment in BrainGrid

On December 15, 2015, the Company and BrainGrid Corporation ("BrainGrid") a designer, manufacturer, and marketer of advanced digital communication devices and software systems that enable the Internet of Things, have entered into a joint venture agreement. The joint venture company, BrainGrid Solutions Ltd. ("BrainGrid Solutions") will market, sell and distribute BrainGrid's flagship product, the Sentroller and related BrainGrid IoT technology applications.

BrainGrid Solutions is owned equally by both parties and shall have a license to use BrainGrid's current and future developed intellectual property, including without limitation, API's, source code, data (derived from customers of BrainGrid Solutions), data analytics, patents and trademarks. The JV Company is also the exclusive partner/distributor for any current and future products, applications and services utilizing BrainGrid's intellectual property in markets such as China, Taiwan, Hong Kong as well as any other markets that the parties may agree upon.

The Company has acquired a minority equity position in BrainGrid for \$500,000 as an initial investment with an option to increase its interest over the next 6 months. The Company issued 15.5 million warrants to BrainGrid as it directs, with each warrant exercisable into a common share at an exercise price of \$0.05 per share for a period of 60 months. Any common shares issued pursuant to the exercise of the warrants shall be subject to resale restrictions during the first 24 months, with 5% of the shares being available for resale on a monthly basis following expiration of the four month hold period. The fair value of the warrants (\$1,047,000) were included in the cost of the investment. During the year ended January 31, 2017, subsequently to the initial recognition, the Company recorded an impairment on the investment of \$1,047,000 included in the consolidated statements of comprehensive loss.

In addition, the Company will be issuing 900,000 warrants to an arm's length party as a finder's fee, each warrant exercisable into a common share at an exercise price of \$0.05 per share for a period of 60 months. Any shares issued pursuant to the exercise of these warrants will be subject to the same resale restrictions as govern the warrants issued to BrainGrid. The fair value of these warrants was determined to be \$46,800 and has been expensed on the consolidated statement of comprehensive loss within the General and administrative expenses line item.

For the period ended October 31, 2017, there has been no activity within the joint venture.

The fair value of the Finder Warrants to be issued were determined using the Black-Scholes option pricing model using the following assumptions:

	Finder Warrant	Warrants to BrainGrid
Share price	\$0.055	\$0.07
Exercise price	\$0.05	\$0.05
Expected life	2 years	4.35 years
Volatility	170%	195.44%
Dividend yield	0%	0%
Interest rate	0.68%	0.64%
Fair Value	\$0.05	\$0.0675

Internet of Things Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended October 31, 2017, and 2016

8. Investment in New Hope IoT Intl Inc.

On May 30, 2017, the Company and New Hope Data Technology Co., Ltd ("New Hope") a New Hope Group affiliated and invested company signed joint venture agreement based on the Letter of Intent announced on March 15, 2017.

Under the terms of the JV, the Company will hold a 51% interest and New Hope will hold a 49% interest. New Hope will invest initially \$2 Million as an operating and working capital loan into the JV. The Company will issue 28 million common shares to New Hope. These shares will be subject to performance milestones based upon: (i) the JV generating \$3.5 million in aggregate net income over the first three years; (ii) annual releases from escrow as net income is achieved on a pro-rata basis; (iii) a 12-month leak-out in 12 equal monthly installments for each annual release of shares; and (iv) regulatory resale restrictions and TSX Venture Exchange approval.

For the period ended October 31, 2017, there has been no activity within the joint venture.

9. Loans Payable

On April 26, 2016, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments.	\$ 50,000
On May 25, 2016, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments	20,000
On August 20, 2016, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments.	10,000
On September 27, 2016, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments.	10,000
On October 27, 2016, the Company received unsecured demand loans \$bearing interest at 12% per annum with quarterly interest payments.	40,000
In January 2017, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments.	76,500
In February 2017, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments.	11,250
In March 2017, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments.	51,666
In May 2017, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments.	25,000
In July 2017, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments.	40,500
In October 2017, the Company received unsecured demand loans bearing interest at 12% per annum with quarterly interest payments.	40,000
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	\$ 379,916

During the period, the company accrued interest \$27,348 related to these loans.

Internet of Things Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended October 31, 2017, and 2016

10. Convertible Debenture

On April 30, 2015, the Company completed a convertible debenture financing for gross proceeds of \$525,000. The financing is comprised of the issuance of convertible debentures which have a maturity date of two years from the date of issuance and pay interest at the rate of 12% per year, calculated and payable quarterly in arrears. All amounts owing under the convertible debentures are secured by a fixed and floating charge against the assets of the Company. The debentures are convertible to units comprised of one common share and one common share purchase warrant. Each warrant is convertible into a common share at an exercise price of \$0.075. The conversion price is \$0.05 per unit for the first 12 months and \$0.10 until maturity. At the time of issuance, the equity portion of this convertible debt issuance was valued at \$76,577.

On January 5, 2016, the Company completed a convertible debenture financing for gross proceeds of \$551,000. The financing is similarly comprised of the issuance of convertible debentures which have a maturity date of two years from the date of issuance and pay interest at the rate of 12% per year, calculated and payable quarterly in arrears. All amounts owing under the Convertible Debentures are secured by a fixed and floating charge against the assets of the Company. For one series of the issuance of the debentures, the conversion price is \$0.05 per unit for the first 12 months and \$0.10 until maturity. For another series of the issuance, the conversion price is \$0.10 per unit until maturity. The debentures are convertible to units comprised of one common share and one common share purchase warrant. Each warrant is convertible into a common share at an exercise price of \$0.125. At the time of issuance, the equity portion of this convertible debt issuance was valued at \$124,197.

The Company has incurred accretion expense of \$57,128 (2016 – \$69,753) and interest expense of \$44,432 (2016 - \$89,248) in the period relating to the two debenture issuances.

	30-Apr-15	05-Jan-16	Total
Balance, January 31, 2015	-	-	-
Face value of debenture upon issuance	\$ 525,000	\$ 551,000	\$ 1,076,000
Less: Finders' fee and transaction costs	(1,015)	-	(1,015)
Less: Value of conversion feature	(76,577)	(124,197)	(200,774)
Book value of the debenture on initial recognition	447,408	426,803	874,211
Accretion expense during the year	26,575	4,417	30,992
Balance of the debenture prior to conversions	473,983	431,220	905,203
Conversions	(80,000)	-	(80,000)
Balance, January 31, 2016	\$ 393,983	\$ 431,220	\$ 825,203
Accretion expense during the period	23,200	46,553	69,753
Balance, October 31, 2016	\$ 417,183	\$ 477,773	\$ 894,956
Accretion expense during the period	7,790	15,630	23,420
Balance, January 31, 2017	\$ 424,973	\$ 493,403	\$ 918,376
Accretion expense during the period	20,027	37,101	57,128
Conversions to share capital	(445,000)	(270,000)	(715,000)
Balance, October 31, 2017	\$ -	\$ 260,504	\$ 260,504

Internet of Things Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended October 31, 2017, and 2016

11. Share Capital and Warrants Reserve

(a) Authorized

- Unlimited First Preferred shares, may be issued in series with rights and restrictions as determined by the Board of Directors
- Unlimited Second Preferred shares, may be issued in series with rights and restrictions as determined by the Board of Directors
- Unlimited Common shares

As at October 31, 2017, 5,500,000 (2016 – 14,000,000) common shares are held in escrow.

(b) Transactions

On April 30, 2015 the Company completed a convertible debenture financing of \$525,000 of convertible debentures. In connection with the financing, the Company paid cash finder fees of \$500 and issued 20,000 finder warrants (a “Finder Warrant”) which are convertible into units for a period of two years at an exercise price of \$0.05 per unit, with each unit comprised of one common share and one warrant. Each warrant convertible into a common share for a period of two years at an exercise price of \$0.075 per share.

The fair values of the Warrants and Finders' Warrants were determined using the Black-Scholes option pricing model using the following assumptions:

	Finder Warrant
Share price	\$0.04
Exercise price	\$0.05
Expected life	2 years
Volatility	170%
Dividend yield	0%
Interest rate	0.68%
Fair Value	\$0.04

On April 30, 2015, 400,000 common shares were issued on the settlement \$16,000 of debt.

On November 18, 2015, \$70,000 convertible debentures were converted to 1,400,000 common shares and 1,400,000 warrants.

On December 10, 2015, \$10,000 convertible debentures were converted to 200,000 common shares and 200,000 warrants.

In March 2017, \$10,000 convertible debenture was converted to 100,000 common shares and 100,000 warrants. \$160,000 convertible debenture was converted to 1,600,000 common shares.

In April 2007, \$435,000 convertible debenture was converted to 4,350,000 common shares and 4,350,000 warrants.

In May 2017, \$10,000 convertible debenture was converted to 100,000 common shares and 100,000 warrants.

Internet of Things Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended October 31, 2017, and 2016

11. Share Capital and Warrants Reserve - continued

In June 2017, \$100,000 convertible debenture was converted to 1,000,000 common shares.

During the period, 1,500,000 warrants were exercised to common shares for \$112,500. 2,480,000 stock options were exercised to common shares for \$124,000.

The fair value of the Warrants was determined using the Black-Scholes option pricing model using the following assumptions:

Issued date	April 17, 2017	April 24, 2017	April 28, 2017	May 29, 2017
Share price	\$ 0.130	\$ 0.120	\$ 0.120	\$ 0.140
Exercise price	\$ 0.075	\$ 0.075	\$ 0.075	\$ 0.125
Expected life	1.036 Years	1.016 Years	1.005 Years	1.605 Years
Volatility	155.11%	155.18%	155.10%	154.69%
Dividend yield	0%	0%	0%	0%
Interest rate	0.64%	0.64%	0.64%	0.75%
Fair value	\$ 0.0888	\$ 0.0798	\$ 0.1017	\$ 0.0970

Issued date	November 18, 2015	December 10, 2015	September 1, 2016	March 16, 2017	March 16, 2017
Share price	\$ 0.075	\$ 0.060	\$ 0.070	\$ 0.140	\$ 0.140
Exercise price	\$ 0.075	\$ 0.075	\$ 0.050	\$ 0.125	\$ 0.075
Expected life	2.39 Years	2.45 Years	4.35 Years	1.81 Years	1.123 Years
Volatility	170%	170%	195.44%	153.89%	153.89%
Dividend yield	0%	0%	0%	0%	0%
Interest rate	0.68%	0.68%	0.64%	0.64%	0.64%
Fair value	\$ 0.0600	\$ 0.0500	\$ 0.0500	\$ 0.1005	\$ 0.0991

12. Share-Based Payments

In August 2011, the Stock Option Plan was approved by the Company's shareholders. The Stock Options Plan was adopted to provide the Company with a share ownership incentive to attract, retain and motivate qualified executives, directors, employees and consultants, to reward their contributions.

The Stock Option Plan provides that, subject to the requirements of TSX-V, the aggregate number of Common Shares reserved for issuance, set aside and made available for issuance under the Stock Option Plan may not exceed 10% of the number of issued Common Shares of the Company at the time the options are granted. The maximum number of Common Shares which may be reserved for issuance in any 12-month period to any one individual, upon exercise of all stock options held by that individual, may not exceed 5% of the issued and outstanding Common Shares, calculated at the date the option was granted. The maximum number of options which may be granted in any 12-month period to participants

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Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended October 31, 2017, and 2016

12. Share-Based Payments - continued

under the Stock Option Plan engaged in investor relations activities may not exceed 2% of the issued and outstanding Common Shares, calculated at the date the option was granted.

On September 11, 2015, the Company granted 7,600,000 incentive stock options to directors and officers of the Company. On November 16, 2015, a further 6,000,000 options were issued.

In March 2017, 950,000 stock options were exercised. Each stock options entitled the holder to one common share of the company at an exercise price of \$0.05 for the gross proceeds of \$47,500. These options have grant date fair value of \$0.0278.

The following summarizes the options outstanding:

	Number of Options	Weighted Average Exercise Price
Outstanding as at February 1, 2016	13,600,000	-
Granted	-	0.05
Outstanding as at January 31, 2017	13,600,000	0.05
Granted	1,500,000	0.09
Exercised	(2,480,000)	0.05
Outstanding as at October 31, 2017	12,620,000	0.05
Option exercisable as at January 31, 2016	7,900,000	0.05
Option exercisable as at October 31, 2016	11,700,000	0.05
Option exercisable as at January 31, 2017	11,700,000	0.05
Option exercisable as at October 31, 2017	12,620,000	0.05

The fair value of the options was determined using the Black-Scholes option pricing model using the following assumptions:

Issued date	September 9, 2015	November 16, 2015	February 16, 2017
Share price	\$ 0.03	\$ 0.045	\$ 0.090
Exercise price	\$ 0.075	\$ 0.075	\$ 0.090
Expected life	5 Years	5 Years	5 Years
Volatility	170%	170%	170%
Dividend yield	0%	0%	0%
Interest rate	0.68%	0.68%	1.16%
Fair value	\$ 0.060	\$ 0.050	\$ 0.085

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For the nine months ended October 31, 2017, and 2016

12. Share-Based Payments - continued

The weighted average remaining contractual life for the stock options outstanding as at October 31, 2017 was 3.09 years (2016 – 3.93 years). The weighted average grant-date fair value of options granted to consultants during the period has been estimated at \$0.085 using the Black-Scholes option-pricing model. The estimated fair value of the options granted is expensed over the options vesting periods.

The weighted average stock price for the options outstanding as at October 31, 2017 was \$0.05 (2016 - \$0.05). \$4,402 (2016 - \$62,724) of stock based compensation expense was recorded during the period ended October 31, 2017.

The pricing model assumed the weighted average risk-free interest rates of 1.16% weighted average expected dividend yields of Nil, the weighted average expected common stock price volatility (based on historical trading) of 170%, a forfeiture rate of zero, a weighted average exercise price of \$0.09, and a weighted average expected life of 5 years

13. Related Party Balances and Transactions

The Company incurred management fees to related parties in the amount of \$81,000 (2016 - \$81,000), \$45,000 (2016 - \$45,000) payable to the CEO and \$36,000 (2016 - \$36,000) payable to the CFO. As of October 31, 2017, the total amount of \$235,000 payable to the management of the company is deferred and included in current liabilities.

The Company was charged \$13,829 (2016 – \$12,958) to a corporation with director and officer in common for rent, administration, office charges and telecommunications.

The Company incurred interest expense in the amount of \$12,787 (2016 – \$16,794) on convertible debentures outstanding to a director and officer of the Company.

14. Financial Risk Management Objectives and Policies

Capital management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders (note 1).

The Company includes deficiency in assets, comprised of issued common shares, warrants reserve, and deficit, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its current joint venture. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The Company is not subject to externally imposed capital requirements.

Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. As described in note 1, the Company has a working capital deficiency of \$1,022,991

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Notes to the Condensed Consolidated Interim Financial Statements *For the nine months ended October 31, 2017, and 2016*

14. Financial Risk Management Objectives and Policies - continued

(2016 – \$1,262,495) and requires the continuing financial support of shareholders or other investors or new financing on commercial terms acceptable to the Company.

Fair value

The fair value of the Company's financial assets and financial liabilities approximate their recorded values at October 31, 2017 and 2016 for all assets except the convertible debentures issued. View Note 9 for more information.

15. Subsequent Event

On November 8, 2017, the Company and Weather Telematics Inc. (“WTX Inc.”), a leader in offering AI-based real-time and predictive road weather conditions and dynamic routing solutions, are pleased to announce that they have signed a global distribution agreement.

On June 15, 2017, the Company signed a Letter of Intent to acquire Weather Telematics Inc. in a \$3.0 million cash, stock, and assumption of debt transaction. Over the course of the past few months, both parties decided not to complete the acquisition, but rather to pursue a global distribution partnership. Under this distribution agreement, the Company will not be paying any cash consideration, not issuing any stock nor assuming any debt.