Consolidated Financial Statements

Voxtur Analytics Corp.

(previously known as - iLOOKABOUT Corp.)

For the years ended December 31, 2020 and 2019

(In thousands of Canadian dollars, except per share amounts)

Voxtur Analytics Corp. (previously known as - iLOOKABOUT Corp.)
Consolidated Statements of Financial Position
(In thousands of Canadian dollars)

As at	Note	December 31, 2020	December 31, 2019
Assets			
Current Assets:			
Cash		$ 6,002	$ 3,560
Trade and other receivables, net	*25*	2,377	2,269
Contract assets	*5*	114	70
Prepaid expenses and other current assets		698	640
		9,191	6,539
Non-current Assets:			
Other non-current assets		507	165
Contract assets	*5*	133	157
Investment	*26*	3,297	1,994
Right-of-use assets	*9*	1,337	1,719
Property and equipment	*6*	461	505
Deferred tax asset	*10*	-	145
Intangible assets	*7*	16,048	11,054
Goodwill	*8*	8,178	7,455
		29,961	23,194
Total Assets		$ 39,152	$ 29,733
Liabilities and Shareholders' Equity			
Current Liabilities:			
Accounts payable and accrued liabilities		$ 3,510	$ 3,737
Unearned revenue	*11*	2,018	1,389
Lease obligations	*12*	348	330
Current portion of long-term debt	*13*	1,250	188
		7,126	5,644
Non-current Liabilities:			
Unearned revenue	*11*	1,238	840
Lease obligations	*12*	1,071	1,439
Long-term debt	*13*	3,868	1,115
Convertible debentures	*14*	7,644	6,959
Deferred tax liability	*10*	324	170
		14,145	10,523
Shareholders' Equity		17,881	13,566
Going concern	*2(a)*		
Subsequent events	*27*		
Total Liabilities and Shareholders' Equity		$ 39,152	$ 29,733

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

Voxtur Analytics Corp. (previously known as - iLOOKABOUT Corp.)
Consolidated Statements of Comprehensive Loss
(In thousands of Canadian dollars, except per share amounts)

Years ended	Note		December 31, 2020		December 31, 2019
Revenue	*16,17,19*	$	20,511	$	14,934
Direct operating expenses			11,184		6,778
Gross margin			9,327		8,156
Other operating expenses:					
Technology and operations			5,927		3,839
Selling and business development			1,739		1,270
General and administration			7,448		5,523
			15,114		10,632
Loss from operations			(5,787)		(2,476)
Other income	*20*		2,282		413
Finance costs, net	*22*		(1,269)		(372)
Foreign exchange loss			(799)		(93)
Loss for the year before income tax recovery		$	(5,573)	$	(2,528)
Income tax recovery (expense)	*10*		(593)		645
Loss for the year		$	(6,166)	$	(1,883)
Other comprehensive loss:					
Items that will not be reclassified to loss for the year:					
Change in fair value of investment	*26*		1,037		630
Foreign exchange gain on the translation of foreign operations			245		84
			1,282		714
Comprehensive loss for the year		**$**	**(4,884)**	**$**	**(1,169)**
Weighted average number of common shares					
Basic and diluted	*23*		126,566,493		96,831,784
Loss per share					
Basic and diluted	*23*	$	(0.05)	$	(0.02)

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

Voxtur Analytics Corp. (previously known as - iLOOKABOUT Corp.)
Consolidated Statements of Changes in Shareholders' Equity
(In thousands of Canadian dollars)

Year ended December 31, 2020

	Note	Common share capital	Warrant capital	Contributed surplus	Other reserve	Deficit	AOCI[1]	Total Equity
Balance at December 31, 2019		$ 22,881	$ 1,147	$ 6,647	$ 1,332	$ (18,850)	$ 409	$ 13,566
Loss for the year		-	-	-	-	(6,166)	-	(6,166)
Other comprehensive loss:								-
Change in fair value of investment	*26*	-	-	-	-	-	1,037	1,037
Foreign exchange gain on the translation of foreign operations		-	-	-	-	-	245	245
Comprehensive loss for the year		-	-	-	-	(6,166)	1,282	(4,884)
Issuance of common shares and warrants	*15(a)*	7,204	1,315	-	-	-	-	8,519
Conversion of debentures	*15(c)*	279	-	-	(41)	-	-	238
Warrants exercised	*15(b)*	38	(6)	-	-	-	-	32
Share-based compensation	*21*	-	-	410	-	-	-	410
Balance at December 31, 2020		$ 30,402	$ 2,456	$ 7,057	$ 1,291	$ (25,016)	$ 1,691	$ 17,881

Year ended December 31, 2019

	Note	Common share capital	Warrant capital	Contributed surplus	Other reserve	Deficit	AOCI[1]	Total Equity
Balance at December 31, 2018		$ 18,352	$ 230	$ 6,287	$ -	$ (16,967)	$ (305)	$ 7,597
Loss for the year		-	-	-	-	(1,883)	-	(1,883)
Other comprehensive loss:								
Change in fair value of investment		-	-	-	-	-	630	630
Foreign exchange gain on the translation of foreign operations		-	-	-	-	-	84	84
Comprehensive loss for the year		-	-	-	-	(1,883)	714	(1,169)
Issuance of common shares, warrants and convertible debentures		4,354	1,050	-	1,332	-	-	6,736
Warrants expired		-	(133)	133	-	-	-	-
Options exercised		175	-	(82)	-	-	-	93
Share-based compensation		-	-	309	-	-	-	309
Balance at December 31, 2019		$ 22,881	$ 1,147	$ 6,647	$ 1,332	$ (18,850)	$ 409	$ 13,566

[1] *AOCI is defined as Accumulated other comprehensive income.*

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

Voxtur Analytics Corp. (previously known as - iLOOKABOUT Corp.)
Consolidated Statements of Cash Flows
(In thousands of Canadian dollars)

Years ended	Note	December 31, 2020	December 31, 2019
Cash flows from operating activities			
Loss for the year		$ (6,166)	$ (1,883)
Adjustments for:			
Amortization of equipment	*6*	150	152
Amortization of intangible assets	*7*	2,018	926
Amortization of right-of-use assets	*9*	371	235
Bad debt expense		-	39
Unrealized foreign exchange (gain) loss		(781)	46
Finance costs, net	*22*	1,269	372
Loan foregiveness	*20 (c)*	(623)	-
Income tax (recovery) expense	*10*	593	(645)
Share-based compensation expense		410	309
		(2,760)	(449)
Changes in non-cash operating assets and liabilities	*24*	(373)	(2,036)
Interest paid		(162)	(17)
Interest received		12	113
Tax credits received	*20 (a)*	76	1,320
Cash used in operating activities		(3,207)	(1,069)
Cash flows from financing activities			
Repayment of lease obligations		(409)	(260)
Repayment of secured term credit facility		(188)	-
Repayment of debt financing of vehicles		-	(6)
Proceeds from term loans, net	*13*	4,625	1,287
Proceeds from issuance of common shares and warrants	*15(a)*	7,626	-
Proceeds from warrants exercised	*15(b)*	32	-
Proceeds from options exercised		-	93
Debt and equity issuance costs		(52)	(48)
Cash provided by financing activities		11,634	1,066
Cash flows from investing activities			
Advances of note receivable	*4*	-	(1,056)
Purchase of Apex, net of cash received	*4*	(5,879)	-
Settlement of pre-existing relationship	*4*	-	(261)
Purchase of equipment	*6*	(80)	(38)
Purchase of intangible asset	*7*	(26)	(22)
Cash used in investing activities		(5,985)	(1,377)
Increase (decrease) in cash for the year		2,442	(1,380)
Effect of exchange rate fluctuations on cash		-	(12)
Cash - beginning of year		3,560	4,253
Cash - obtained from acquisition	*4*	-	699
Cash - end of year		$ 6,002	$ 3,560

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

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Voxtur Analytics Corp. (previously known as - iLOOKABOUT Corp.)

Opinion

We have audited the consolidated financial statements of Voxtur Analytics Corp. (previously known as - iLOOKABOUT Corp.) (the "Entity"), which comprise:

- the consolidated statements of financial position as at December 31, 2020 and December 31, 2019
- the consolidated statements of comprehensive loss for the years then ended
- the consolidated statements of changes in shareholders' equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

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

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

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Material Uncertainty Related to Going Concern

We draw attention to Note 2(a) in the financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt on the Entity's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. Other information comprises the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

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

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

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this auditors' report is Ian Jeffreys.

London, Canada

April 30, 2021

1. Corporate Information

Voxtur Analytics Corp., previously known as iLOOKABOUT Corp., and its subsidiaries (the "Company" or "Voxtur") is a transformational data analytics organization that provides transparency to the valuation of real estate assets. Voxtur provides software and data licenses and technology managed services to the real estate industry, serving primarily the property lending and property tax sectors, both public and private, in the United States ("US") and Canada. Refer to Note 27 for further details regarding the Company name change and business combination details.

The Company's registered office is located at 383 Richmond Street, Suite 408, London, Ontario, Canada.

The Company's shares are traded in Canada on the TSX Venture Exchange ("TSX-V") under the symbol VXTR and in the US on the OTCQB under the symbol ILATF.

2. Basis of Presentation

(a) Going Concern Basis of Accounting

The global COVID-19 pandemic has had a material impact on the Company's operations. On March 27, 2020, the United States Congress passed the Coronavirus Aid, Relief, and Economic Security Act (the "Act"), which provides for a moratorium on certain foreclosures. The Act, which was extended throughout 2020 and through to June 30, 2021, has negatively impacted the Company as a significant portion of the Company's US-based revenue is derived from the facilitation of real property valuations related to properties in default. General economic uncertainty in Canada and the US due to the pandemic has also negatively impacted previously expected growth stemming from new initiatives. Management expects a continued negative impact on operations until such time as the US moratorium on foreclosures is lifted and growth initiatives can re-commence.

In response to these conditions, subsequent to December 31, 2020, management renegotiated certain of its financial covenants, signed a new credit facility bringing the Company's total term credit facilities to $27,000 (see Note 27(b)) and completed a private placement for gross proceeds of $35,000 (see Note 27(d)), which enabled the Company to accumulate $41,081 of cash as at March 31, 2021. On April 8, 2021, the Company acquired Appraisers Now Ltd. (see Note 27(i)) which reduced cash on hand at March 31, 2021 by approximately $10,000.

In order to continue as a going concern, the Company is required to attain its projected cash flows, which assumes a continuance of current operations and the commencement of planned growth initiatives that have been slowed due to COVID-19, and be able to comply with its debt covenants. As a result of these events or conditions, there exists a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and, therefore, realize its assets and discharge its liabilities in the normal course of business.

The consolidated financial statements have been prepared on a going concern basis, which assumes the Company will continue its operations in the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the ordinary course of business. The consolidated financial statements do not include any adjustments to the carrying values and classification of assets and liabilities and reported expenses that may be necessary if the going concern basis was not appropriate for these consolidated financial statements.

(b) Statement of compliance

These consolidated financial statements have been prepared by management in compliance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements for the years ended December 31, 2020 and 2019 were authorized for issuance by the Board of Directors of the Company on April 30, 2021.

(c) Consolidation

The consolidated financial statements comprise the subsidiaries presented below.

Subsidiary[1]	Voting Securities	Jurisdiction of Incorporation	Year End
iLOOKABOUT Inc.	100%	Ontario	December 31
Municipal Tax Advisory Group Inc.	100%	Ontario	December 31
MTAG Paralegal Professional Corporation[2]	0%	Ontario	December 31
Clarocity Inc.[3]	100%	Delaware	December 31

All intercompany balances and transactions are eliminated in preparing the consolidated financial statements.

Notes:
1. Subsidiaries are legal entities controlled by the Company. Control exists when the Company has power to direct the relevant activities of an entity and is exposed to or has rights to variable returns from its involvement with the entity. In certain circumstances, the Company may have control over an entity in which it does not own more than 50% voting interest. In making this determination, the Company considers all relevant facts and circumstances in assessing whether it has power over the entity including rights arising from contractual arrangements that allow the Company to direct the relevant activities and be exposed to variable returns of the entity, among other considerations.
2. As required under the Law Society Act (Ontario) and applicable regulations, MTAG Paralegal Professional Corporation is a separate professional corporation. While the Company does not have any voting rights in this entity, the Company controls the entity through contractual arrangements.
3. Clarocity Inc. owns 100% of the voting securities of each of Clarocity Valuation Services, LLC, a Kansas limited liability company, and Valuation Vision Inc., a California corporation (together, "Clarocity Group"), and owns 100% of the voting securities of iLOOKABOUT (US) Inc, a Delaware corporation. Each of these subsidiaries have a December 31 year end.

(d) Basis of measurement

These consolidated financial statements are prepared mainly on the historical cost basis, except for the investment and derivative financial instruments which are measured at fair value.

The consolidated statements of comprehensive loss are presented using the functional classification for expenses.

(e) Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars ("CAD"), which is the Company's functional currency. Functional currency is also determined for each of the Company's subsidiaries, and items included in the financial statements of the subsidiary are measured using that functional currency.

(f) Use of estimates and judgements

The preparation of these consolidated financial statements requires management to apply judgement when making estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results could differ materially from these estimates.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Key areas of judgement and estimation are as follows:

Allowance for expected credit losses

The recognition of allowance for credit losses requires the Company to assess credit risk and collectability. The Company considers historical trends and any available information indicating a customer could be experiencing liquidity or going concern problems and the status of any contractual disputes with customers in performing this assessment.

Financial instruments measured at fair value

In order to determine the fair value of financial instruments, management is required to use judgement and estimates in the selection of valuation methodology and the related inputs. The fair value of financial instruments is assessed at each reporting period, and the cumulative effect of any change is recognized in that period.

Revenue recognition

Management is required to make judgements as to whether multiple products or services sold in a contract are considered distinct and should be accounted as separate performance obligations, or together as a combined performance obligation.

Revenue from sales arrangements that include multiple performance obligations is allocated based on an estimated stand-alone selling price of each performance obligation in the contract. Stand-alone selling price is established based on observable prices for the same or similar service when sold separately, or estimated using a cost plus margin approach. In order to allocate the total revenue from an arrangement with multiple elements, management is required to estimate the stand-alone selling price of each of those elements. These estimates can affect the timing of revenue recognition over the term of the sales arrangement.

For arrangements recognized over a period of time, management uses judgement as to the pattern of recording the revenue and expected renewal options in the contract.

In certain sales arrangements, management must also use judgement in determining whether the Company is acting as an agent or principal in a transaction based on an evaluation of which party controls the asset before it is transferred to the customer. Judgement is required in each applicable sales arrangement and all relevant facts and circumstances must be considered.

Share-based compensation

Management is required to make certain estimates and assumptions when determining the grant date fair value of stock option awards and the number of awards that are expected to vest. Fair value is determined using the Black-Scholes option pricing model. Estimates are made with respect to expected share volatility and expected life. Service and performance conditions are not taken into account in determining fair value. Vesting of options with non-market performance conditions is based on achievement of specific milestones for which management must estimate a date of completion. These estimates are reviewed at each reporting period, and the cumulative effect of the change is recognized in that period.

Warrants

Management is required to make certain estimates and assumptions when determining the fair value of warrants. Fair value is determined using the Black-Scholes option pricing model. Estimates are made with respect to inputs to the Black-Scholes option pricing model including expected share volatility and expected life.

Intangible assets

Management is required to make certain estimates related to the expected useful lives of intangible assets, upon which amortization for those assets are based.

Impairment of non-financial assets

Management exercises judgement in assessing whether there are indications that an asset may be impaired. Factors considered include whether an active market exists for the output produced by the asset or group of assets, as well as how management monitors and makes decisions about the Company's operations.

Management must also use judgement in regularly assessing whether any previously recorded impairment losses should be reversed.

Income tax

Management is required to apply judgement in determining, on an entity by entity basis, whether it is probable that deferred income tax assets will be realized.

In addition, the measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgements in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

Determination of purchase price allocations

Estimates are made in determining the fair value of assets and liabilities, including the valuation of separately identifiable intangibles and goodwill, acquired as part of an acquisition. To determine the fair values of the identified assets and liabilities the Company will use discounted cash flow method and other accepted valuation techniques that require assumptions about business strategies, growth rates, operating costs, discount rates and other economic factors.

Compound financial instruments - Convertible debentures

In order to determine the appropriate allocation between the equity and liability components of compound financial instruments, management must determine the fair value of a similar liability that does not contain an equity component. Determining this fair value requires management to make assumptions with respect to the expected future amount and timing of cash outflows and an appropriate discount rate to calculate present value.

Management also identifies and determines the fair value of embedded derivatives, including the extension option and redemption option contained in the convertible debentures, which requires estimates and judgements including but not limited to determining whether an embedded derivative is separated, discount rates, probability of debenture conversion, and future interest rates.

3. Significant Accounting Policies

The significant accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise indicated.

The accounting policies have been consistently applied by the Company's subsidiaries.

(a) Adoption of recent accounting pronouncements

The following standards and amendments were adopted in 2020. They did not have a material impact on the Company's consolidated financial statements.

Amendments to IFRS 3, Business Combinations

In October 2018, the IASB issued amendments to the guidance in IFRS 3, Business Combinations, which revise the definition of a business for acquisition accounting purposes. To be considered a business, an acquisition would have to include an input and a substantive process that together significantly contribute to the ability to create outputs. The new guidance provides a framework to evaluate when an input and a substantive process are present. To be considered a business without outputs, there will now need to be an organized workforce present. Under the new standard, the changes to the definition of a business will likely result in more acquisitions being accounted for as asset acquisitions.

Amendments to IAS 1 and IAS 8: Definition of Material

In October 2018, the IASB issued amendments to IAS 1, Presentation of Financial Statements, and IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, to align the definition of "material" across the standards and to clarify certain aspects of the definition. The new definition states that, "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity".

Amendments to References to the Conceptual Framework in IFRS Standards

On March 29, 2018 the IASB issued a revised version of its Conceptual Framework for Financial Reporting (the Framework), that underpins IFRS Standards. The IASB also issued Amendments to References to the Conceptual Framework in IFRS Standards to update references in IFRS Standards to previous versions of the Conceptual Framework.

(b) Future accounting pronouncements

The Company has not assessed the impact on its consolidated financial statements of the following standards which have been issued by the IASB and will become effective in a future year.

Amendments to IAS 1: Classification of Liabilities as Current or Non-Current and Deferral of Effective Date

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements, to provide a more general approach to the presentation of liabilities as current or non-current based on contractual arrangements in place at the reporting date.

Amendments to IAS 37: Onerous Contracts - Cost of Fulfilling a Contract

In May 2020, the IASB issued amendments to IAS 37, Provisions, Contingent Liabilities and Contingent Assets, to specify that the cost of fulfilling a contract comprises the costs that relate directly to the contract, and can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts.

Amendment to IFRS 16, COVID-19-Related Rent Concessions

In May 2020, the IASB issued an amendment to permit lessees, as a practical expedient, not to assess whether particular rent concessions that reduce lease payments occurring as a direct consequence of the COVID-19 pandemic are lease modifications and instead to account for those rent concessions as if they are not lease modifications.

(c) Property and equipment

Equipment is stated at cost less accumulated amortization. Cost includes expenditures that are directly attributable to the acquisition of the asset. When significant parts of an item of equipment have different useful lives, those components are accounted for as separate items of equipment and amortized separately.

Gains and losses on disposal are determined by comparing the proceeds from disposal with the carrying amount of equipment and are recognized in profit or loss.

Equipment is amortized over the estimated useful life of the asset based on the following:

Asset	Rate	Method of Amortization	Recorded as
Computer hardware	30%	Declining balance	Direct operating expenses
Equipment – StreetScape Imaging	2-4 years	Straight-line	Direct operating expenses
Furniture and equipment	20%	Declining balance	General and administration expenses
Leasehold improvements	lease term	Straight-line	General and administration expenses
Vehicles	30%	Declining balance	Direct operating expenses

In the year of acquisition, a half-year of amortization is recorded.

Management reviews amortization methods and rates annually and adjusts amortization accordingly on a prospective basis.

(d) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Trade receivables without a significant financing component are initially measured at the transaction price. All other financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets

Recognition and de-recognition

All financial assets are recognized and de-recognized on trade date.

The Company determines the classification of its financial assets on the basis of both the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows, and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity investments that are held for trading are classified at FVTPL. For other equity instruments, the Company can make an irrevocable election to designate the asset at fair value through other comprehensive income ("FVOCI") at initial recognition. The election is available on an individual investment-by-investment basis. Amounts presented in other comprehensive income will not be reclassified to profit or loss at a later date.

The Company's financial assets are classified as follows:

Financial asset	Classification under IFRS 9
Cash	Amortized cost
Trade and other receivables	Amortized cost
Note receivable	Amortized cost
Investment	FVOCI

Subsequent measurement

Financial assets at amortized cost are measured using the effective interest method, less any impairment. Interest income is recognized by applying the effective interest rate except for short-term receivables where the interest revenue would be immaterial. Interest income, foreign exchange gains and losses, impairment, and any gain or loss on de-recognition are recognized in profit or loss.

Financial assets at FVTPL are measured at fair value. Net changes in the fair value are recognized in profit or loss.

Financial assets at FVOCI are measured at fair value. Net changes in the fair value are recognized in other comprehensive income.

Impairment

The Company applies the expected credit loss model to financial assets at amortized cost, contract assets and debt instruments measured at FVOCI. The Company measures loss allowances at an amount equal to the lifetime expected credit losses ("ECLs") in accordance with the 'simplified approach' available under the standard. Under this approach, loss allowances on trade accounts receivable are always measured at lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and includes forward-looking information.

Financial liabilities

Recognition and de-recognition

The Company determines the classification of its financial liabilities at initial recognition. The Company's financial liabilities are classified as follows:

Financial liability	Classification
Accounts payable and accrued liabilities	Amortized cost
Long term debt	Amortized cost
Lease obligations	Amortized cost
Convertible debentures – liability component	Amortized cost

The Company de-recognizes financial liabilities when the Company's obligations are discharged, cancelled or they expire.

Subsequent measurement

Financial liabilities at amortized cost are measured using the effective interest rate method.

Embedded derivatives

Embedded derivatives are separated from the host contract upon initial recognition and accounted for separately at FVTPL when the host contract is not a financial asset and certain conditions are met. Derivatives are initially measured at fair value and any attributable transaction costs are recognized in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value and changes therein are recognized in profit or loss.

Compound financial instruments

The financial liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component, representing the holders' option to convert into common shares, is recognized initially at fair value determined as the excess of the face value of the compound financial instrument and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition.

Interest, dividends, losses and gains relating to the financial liability are recognized in profit or loss.

(e) Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The Company measures goodwill as the fair value of the consideration transferred, less the fair value of the net recognized amount of identifiable assets and liabilities assumed, all measured as of the acquisition date. Any excess of the fair value of the net assets acquired over the assumed consideration paid is recognized as a gain in the consolidated statements of comprehensive loss.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred. Refer to Note 4 for additional information on the Company's acquisition.

(f) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The assets are depreciated to the earlier of the end of useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected to apply the practical expedient not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases is recognized as an expense on a straight-line basis over the lease term.

(g) Intangible assets

Intangible assets are recorded at fair value on the date of acqusistion. In subsequent reporting periods, intangible assets are stated at cost less accumulated amortization and accumulated impairment losses.

Amortization is recorded on a straight-line basis over the expected useful life of the intangible asset based on the following:

Asset	Expected Life	Recorded as
Computer software	2-7 years	Technology and operations expenses
Customer relationships	7–10 years	General and administration expenses
Tradenames	7 years	General and administration expenses
Licenses	Indefinite	General and administration expenses

Annually, management reviews the appropriateness of the estimated useful lives and amortization method, with the effect of any changes in estimate accounted for on a prospective basis.

(h) Goodwill

Goodwill represents the excess of the price paid for the acquisition of an entity over the fair value of the net identifiable tangible and intangible assets and liabilities acquired. Goodwill is measured at historical cost and is evaluated for impairment annually or more often if events or circumstances indicate there may be an impairment. Impairment is determined for goodwill by assessing if the carrying value of cash generating units ("CGUs") which comprise the CGU segment, including goodwill, exceeds its recoverable amount determined as the greater of the estimated fair value less costs to sell and the value in use. Impairment losses recognized in respect of the CGUs are first allocated to the carrying value of goodwill and any excess is allocated to the carrying amount of assets in the CGUs. Any goodwill impairment is recorded in income in the reporting year in which the impairment is identified. Impairment losses on goodwill are not subsequently reversed.

(i) Impairment of non-financial assets

At each reporting date, the Company's non-financial assets, such as property and equipment, intangible assets and right-of-use assets are reviewed to determine whether there is an indication that those assets are impaired. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss. For purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generate cash flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (CGU).

At each reporting date, management assesses whether there is an indication that a previously recognised impairment loss has reversed, and accordingly whether the impairment loss should be reversed.

The recoverable amount of an asset or CGU is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted at a rate that reflects current market assessments of the time value of money and the risks specific to the assets. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. When an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been recorded had no impairment losses been recognized for the asset in prior years.

(j) Revenue from contracts with customers

Revenue is recognized in a manner that depicts the transfer of promised goods or services to a customer and at an amount that reflects the expected consideration receivable in exchange for transferring those goods or services. This is achieved by applying the following five steps:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

The Company earns revenue primarily from providing access to real property related data and imagery, access to real property related web-based applications and other related services, on either a subscription or usage basis. The Company also generates revenue from the provision of professional and other services on either a time and materials or fixed fee basis.

Subscription-based revenue is recognized ratably over the contract period commencing on the date an executed contract exists and the customer has the right and ability to access the application. Billing terms of such subscriptions are typically in advance of service on a monthly, quarterly or annual basis. Revenue from subscription-based arrangements that involve complex implementation or customization that is not distinct, is recognized as a combined performance obligation and recognized ratably over the remaining contract term, including any expected renewal periods.

Usage-based revenue is recorded at a point in time, being when the customer takes control of the asset (i.e. the point at which the Company has no current or future obligations to the customer). Generally, usage-based revenue is billed monthly in arrears.

Professional and other services revenue is typically billed monthly in arrears of services provided on a time and material basis, and revenue is recognized over time as the services are performed. For professional and other services contracts billed on a fixed-price basis, revenue is recognized over time based on the proportion of services performed.

The services and products offered by the Company can be sold on a stand-alone basis or in a sales arrangement containing multiple performance obligations. Revenue from sales arrangements that include multiple performance obligations is allocated based on an estimated stand-alone selling price of each performance obligation in the contract. The best evidence of a stand-alone selling price is the observable price of a service or product when it is sold separately in similar circumstances and to similar customers. If a stand-alone selling price is not directly observable, the stand-alone selling price is estimated taking into account reasonably available information relating to market conditions and entity-specific factors.

At each reporting period, there are unfulfilled performance obligations for which the Company has collected funds and deposits. These amounts relate to various licenses and services and are recorded as current and non-current unearned revenues.

(k) Contract assets

Acquisition costs that are incremental to obtaining the contract and contract fulfillment costs that are directly attributable to a sales contract, that enhance the resources of the Company to satisfy performance obligations of the sales contract in the future, and that are expected to be recovered, are recorded as a contract asset. Contract assets are recognized as an expense on a systematic basis that is consistent with the transfer to the customer of the goods and services to which the asset relates.

Contract acquisition assets of the Company are typically comprised of royalties and commissions, and contract fulfillment assets are typically comprised of imagery capture and processing costs.

(l) Research and development

Research costs are expensed as incurred. Development costs are expensed as incurred, unless certain criteria are met for recognition as an intangible asset. Software development costs incurred prior to establishment of technological feasibility do not meet these criteria. To date, the Company has not recognized any development costs as intangible assets.

(m) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized through profit or loss unless they arise from business combinations or items charged directly to equity or in other comprehensive income (loss).

Current tax is the expected taxes payable or receivable within the following twelve months and is based on taxable income or loss using tax rates enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income, combined with any adjustments to taxes payable in respect of previous years.

Deferred tax assets and liabilities are recognized based on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income tax levies by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced when, in management's judgement, it is no longer probable that the related tax benefit will be realized.

(n) Short-term employee benefits

Short-term employee benefit obligations including wages, benefits and bonuses, are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid in relation to bonuses if the Company has a present legal or constructive obligation to pay this amount as a result of past service by the employee and the obligation can be estimated readily.

(o) Investment tax credits and government assistance

The Company applies for investment tax credits and government assistance under various programs. When the Company has reasonable assurance that the funding will be received, the amount can be reasonably estimated and when the Company has complied with conditions of the funding, they are accounted for as other income.

(p) Finance income and finance costs

Finance income comprises interest income and finance costs comprise interest on long-term debt which are recognized in profit or loss as they accrue using the effective interest method.

(q) Foreign currency translation

Transactions denominated in a foreign currency are translated into Canadian dollars using the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in a foreign currency are translated into Canadian dollars at the rates of exchange in effect at each reporting date. Foreign exchange gains and losses on monetary items are recognized in profit or loss.

Equity investment classified as FVOCI denominated in a foreign currency is translated into Canadian dollars at the rates of exchange in effect at each reporting date. All resulting changes are recognized in other comprehensive income (loss).

Assets and liabilities, including goodwill and fair value adjustments arising on acquisitions, of a foreign operation that has a functional currency other than the Canadian dollar are translated into Canadian dollars at the reporting date exchange rate, and transactions are translated using the exchange rate prevailing at the dates of the transaction. All resulting changes are recognized in other comprehensive income (loss).

(r) Share-based compensation

Stock options
All stock options granted to employees, directors and contractors are settled with common shares of the Company. The expense and corresponding increase in contributed surplus in shareholders' equity are determined based on the grant date fair value of the award and recognized using the graded method over the period that the employees unconditionally become entitled to the awards. Upon the exercise of the option, consideration received, together with the amount previously recognized in contributed surplus, is recorded as an increase to share capital.

The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

For awards with non-vesting conditions, the grant date fair value is measured to reflect such conditions and there is no adjustment for the difference between expected and actual outcomes.

Stock options issued to contractors are measured based on the fair value of the goods and services received unless that fair value cannot be estimated reliably. If the fair value of the goods and services cannot be reliably measured, then the fair value of the equity instruments granted will be used to recognize the expense.

Deferred Share Units
The Company has a Directors' Deferred Share Unit Plan for its non-management directors. As the Company has the option and intent to settle the Deferred Share Units ("DSUs") in common shares upon the retirement of a director, upon the grant of DSUs the Company records an expense with a corresponding increase to contributed surplus.

(s) Loss per share

The Company presents basic and diluted loss per share data. Basic loss per share is calculated by dividing loss for the year by the weighted average number of shares outstanding during the year. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares. When a loss is incurred, basic and diluted loss per share are the same because the effect of dilutive items becomes anti-dilutive.

(t) Non-monetary transactions

Revenue and expense are recognized by the Company when goods or services are provided in exchange for dissimilar goods or services. Revenue is measured at the fair value of the goods or services received, adjusted by any cash or cash equivalents received or paid, unless the fair value cannot be measured reliably. In such cases, the revenue is measured at the fair value of the goods or services given up,

adjusted by any cash or cash equivalents received or paid. These fair value estimates can affect the amount and timing of revenue and expense recognition resulting from non-monetary transactions.

4. Acquisitions

Clarocity

On July 18, 2019, the Company acquired 100% of the issued and outstanding shares of Clarocity Inc. and its subsidiaries ("Clarocity"). Clarocity provides real estate valuation solutions and platform technologies designed to address the housing market, primarily in the United States. As a fully integrated technology and valuation services company, Clarocity provides a full spectrum of appraisal and alternative valuation solutions. The Company acquired Clarocity to expand its operations and offerings in the United States, and to expand the Company's real property focused product and service offering to serve the property assessment, property taxation, municipal, and appraisal sectors.

The consideration transferred to acquire Clarocity was comprised of the following:

i. 23,000,000 common shares of the Company, see Note 15 herein for further details;
ii. 19,000,000 warrants to purchase common shares of the Company, see Note 15 herein for further details;
iii. Convertible debentures in an aggregate principal amount of $8,700, see Note 14 herein for further details; and
iv. $2,029 cash represented by the forgiveness of a note payable to the Company which was due from the vendor of Clarocity.

The purchase price allocation as at July 18, 2019, is presented below.

Consideration:		
Common shares	$	4,370
Warrants		1,054
Convertible debentures		7,934
Note receivable forgiven		2,029
Settlement of pre-exisiting relationship		261
Consideration transferred for acquired business	$	**15,648**

Recognizable amounts of identifiable assets acquired and liabilities assumed:		
Cash	$	699
Accounts receivable		677
Prepaids		64
Property and equipment		125
Intangible assets		10,562
Right-of-use assets		1,168
Accounts payable and accrued liabilities		(3,246)
Lease liability		(1,186)
Deferred tax liability		(670)
Total identifiable net assets of acquired business	**$**	**8,193**
Goodwill		7,455
Total identifiable net assets of acquired business and goodwill	**$**	**15,648**

The Company and Clarocity were parties to a software licensing agreement prior to the acquisition of Clarocity by the Company, under which Clarocity granted a license to the Company for the use of software owned by Clarocity. Under the contract,the Company could terminate the agreement early with no penalty. The Company has attributed $261 of the consideration transferred to the extinguishment of the licensing contract. This amount is the lower of the termination amount and the value of the off-market element of the

contract. The termination amount was equal to the value of the asset previously recorded by the Company, and therefore no gain or loss on settlement was recognized.

The fair value of the accounts receivable is equal to the gross contractual amounts receivable.

Goodwill arising from the acquisition is attributable to the Company assuming an experienced workforce, gaining immediate access to an established vendor network throughout the United States and the estimated future value of expected synergies to result from the combination of the businesses. None of the goodwill is expected to be deductible for tax purposes.

From the date of acquisition to December 31, 2019, the Company recognized revenue of $5,087, gross margin of $1,291, and comprehensive loss of $1,356 attributable to the acquired business in the Company's consolidated statement of comprehensive loss. Had the Company acquired Clarocity as of January 1, 2019 the Company would have recognized revenue of approximately $10,286 and gross margin of approximately $2,751 attributable to the acquired business in the Company's Consolidated Statement of Comprehensive Loss. The Company is unable to reliably determine other expenses and comprehensive income (loss) for the acquired business from January 1, 2019 to the date of acquisition.

Acquisition-related costs included in General and Administration Expense totaled $334, of which $166 was recognized in fiscal 2018 and $168 was recognized in the year ended December 31, 2019. In addition to acquisition-related costs recognized in comprehensive loss, the Company capitalized $47 as debt and equity issuance costs.

Apex Software

On October 1, 2020 the Company acquired the operating assets of Starcap Marketing, LLC through its subsidiary LOOKABOUT (US) Inc. This transaction constituted the acquisition of a business. This business is referred to as Apex Software ("Apex"). Apex provides the licensing of sketch software and sketch related professional services, primarily in the United States. Prior to the acquisition, the Company and Apex partnered to provide a joint offering to certain clients. The Company acquired Apex to expand its operations and offerings in the United States, and to expand the Company's real property focused product and service offering to serve the property valuation and taxation sectors.

The consideration transferred to acquire Apex was comprised of the following:

i. $4,800,000 USD cash due upon closing;
ii. $400,000 USD cash due on the first anniversary of the closing of the transaction as an indemnity holdback; and
iii. 3,433,933 of the Company's common shares.

The purchase price allocation as at October 1, 2020 is presented below:

Consideration:		**USD**		**CAD**
Cash - paid on closing	$	4,800	$	6,414
Cash - holdback		400		535
Common shares		668		893
Consideration transferred for the acquired business	**$**	**5,868**	**$**	**7,842**

Recognizable amounts of identifiable assets acquired and liabilities assumed:		**USD**		**CAD**
Cash	$	**400**	$	535
Accounts receivable		**118**		158
Prepaid assets		**13**		17
Property and equipment		**20**		26
Intangible assets		5,582		7,460
Unearned revenue		**(954)**		(1,275)
Total identifiable net assets of acquired business	**$**	**5,179**	**$**	**6,921**
Goodwill		689		921
Total identifiable net assets of acquired business and goodwill	**$**	**5,868**	**$**	**7,842**

Goodwill arising from the acquisition is attributable to the Company assuming an experienced workforce, gaining immediate access to an established vendor network throughout the United States and the estimated future value of expected synergies to result from the combination of the businesses. All of the goodwill is expected to be deductible for tax purposes.

From the date of acquisition to December 31, 2020, the Company recognized revenue of $969, gross margin of $858, and comprehensive income of $4, which included intangible amortization expense of $218 attributable to the acquired business in the Company's consolidated statement of comprehensive loss. The Company is unable to reliably determine the revenue, gross margin and comprehensive income that would have been generated by Apex had it been acquired as of January 1, 2020 as Apex previously recorded results using the cash basis of accounting.

Acquisition-related costs included in General and Administration Expense totaled $102.

5. Contract assets

The components of contract assets are as follows:

		December 31, 2020		**December 31, 2019**
Acquisition costs	$	64	$	57
Fulfillment costs		183		170
Contract assets, total	**$**	**247**	**$**	**227**
To be amortized within 1 year		114		70
Thereafter		133		157
Contract assets, total	**$**	**247**	**$**	**227**

Acquisition costs consist of commissions and royalty payments incurred upon initiation of a contract with a customer:

		Year ended December 31, 2020		Year ended December 31, 2019
Balance, beginning of period	$	57	$	98
Additions from new contracts with customers		103		75
Amortization of contract assets to direct operating expenses		(95)		(116)
Effect of movement in exchange rates		(1)		-
Balance, end of year	**$**	**64**	**$**	**57**
To be amortized within 1 year		54		23
Thereafter		10		34
Contract assets, acquisition costs	**$**	**64**	**$**	**57**

Fulfillment costs are comprised of image capture costs and sub-contractor fees:

		Year ended December 31, 2020		Year ended December 31, 2019
Balance, beginning of period	$	170	$	178
Additions from new contracts with customers		106		126
Amortization of contract assets to direct operating expenses		(92)		(134)
Effect of movement in exchange rates		(1)		-
Balance, end of year	**$**	**183**	**$**	**170**
To be amortized within 1 year		60		47
Thereafter		123		123
Contract assets, fulfillment costs	**$**	**183**	**$**	**170**

6. Property and equipment

Cost	Note	Computer hardware	Equipment – Imagery	Furniture and equipment	Leasehold improvements	Vehicles	Total
Balance at December 31, 2019		$ 795	$ 420	$ 402	$ 547	$ 95	$ 2,259
Additions		77	3	-	-	-	80
Disposals		-	-	-	-	(12)	(12)
Acquisition of Apex	*4*	168	-	495	121	-	784
Balance at December 31, 2020		$ 1,040	$ 423	$ 897	$ 668	$ 83	$ 3,111
Amortization							
Balance at December 31, 2019		$ 643	$ 420	$ 232	$ 375	$ 84	$ 1,754
Amortization		60	1	46	40	3	150
Disposals		-	-	-	-	(11)	(11)
Acquisition of Apex	*4*	141	-	495	121	-	757
Balance at December 31, 2020		$ 844	$ 421	$ 773	$ 536	$ 76	$ 2,650
Carrying amounts							
At December 31, 2020		$ 196	$ 2	$ 124	$ 132	$ 7	$ 461
At December 31, 2019		$ 152	$ -	$ 170	$ 172	$ 11	$ 505

7. Intangible assets

Cost	Note	Computer Software	Customer Relationships	Tradenames	Licenses	Total
At December 31, 2019		$ 8,720	$ 2,390	$ 1,570	$ 320	$ 13,000
Additions		26	-	-	-	26
Acquisition of Apex	*4*	2,780	3,640	1,040	-	7,460
Effect of movement in exchange rates		(226)	(199)	(72)	(5)	(502)
At December 31, 2020		$ 11,300	$ 5,831	$ 2,538	$ 315	$ 19,984

Amortization	Note	Computer Software	Customer Relationships	Tradenames	Licenses	Total
At December 31, 2019		$ 1,690	$ 154	$ 102	$ -	$ 1,946
Amortization		1,319	435	264	-	2,018
Effect of movement in exchange rates		(17)	(6)	(4)	-	(27)
At December 31, 2020		$ 2,992	$ 583	$ 362	$ -	$ 3,937
Carrying amounts						
At December 31, 2020		$ 8,308	$ 5,248	$ 2,177	$ 315	$ 16,048
At December 31, 2019		$ 7,030	$ 2,236	$ 1,468	$ 320	$ 11,054

Licenses have an indefinite life and therefore are tested annually for impairment. The licenses noted in the above table are held by Clarocity Group. See Note 8 for further disclosure related to the testing for impairment of the licenses and goodwill with respect to Clarocity Group.

8. Goodwill

For the purposes of impairment testing, goodwill has been allocated to the following Cash Generating Units ("CGU"):

	Note	Clarocity Group	Apex	Total
At December 31, 2019		$ 7,455	$ -	$ 7,455
Additions	*4*	-	921	921
Effect of movement in exchange rates		(159)	(40)	(198)
At December 31, 2020		$ 7,297	$ 881	$ 8,178

Clarocity Group

The Company performed its required annual impairment test related to its Cash Generating Unit with goodwill, and concluded that there was no impairment as at December 31, 2020. To make this determination, the Company determined the recoverable amount of the CGU by calculating its value in use ("VIU") using discounted cash flows. The estimated cash flow was based on actual 2020 results with revenue and margin adjustments in response to anticipated growth over the forecast period. Management utilized a 10-year forecast period to reflect the period over which revenues are expected to stabilize.

Estimating future cash flows requires judgment, considering past and actual performance as well as expected development in the respective markets and the overall macro-economic environment. The calculation of the VIU was based on the following key assumptions:

- Average Revenue growth rate of 40% over 5-year period, and 5% over the second 5-year period;
- Terminal value growth rate of 2 % after the 10-year forecast; and
- Discount rate of 19% based on management's best estimate of an after-tax weighted average cost of capital.

It is reasonably possible that changes in the facts, judgments, assumptions and estimates used in assessing the fair value of the goodwill could cause a reporting unit's goodwill to become impaired. Management has identified revenue growth as a key assumption in the goodwill impairment test, such that if the average growth rate were to decrease by 7% on average for the first 5 years of the forecast, it would cause the carrying amount to approximately equal the recoverable amount of the CGU.

Apex

The Company performed its required annual impairment test related to its Cash Generating Unit with goodwill, and concluded that there was no impairment as at December 31, 2020. To make this determination, the Company determined the recoverable amount of the CGU by calculating its value in use ("VIU") using discounted cash flows.

Estimating future cash flows requires judgment, considering past and actual performance as well as expected development in the respective markets and the overall macro-economic environment. The calculation of the VIU was based on the following key assumptions:

- Average Revenue growth rate of 2 % over 5-year period;
- Terminal value growth rate of 2 % after the 5-year forecast; and
- Discount rate of 14% based on management's best estimate of an after-tax weighted average cost of capital.

9. Right-of-use assets

The following table presents the right-of-use assets for the Company:

	Offices	Vehicles	Total right-of-use assets
Balance, December 31, 2019	$ 1,700	$ 19	$ 1,719
Amortization	(365)	(6)	(371)
Effect of movement in exchange rates	(12)	-	(12)
Balance, December 31, 2020	$ 1,324	$ 13	$ 1,337

10. Income taxes

The components of income tax expense (benefit) for the years ended December 31, 2020 and 2019 were as follows:

	Year ended December 31, 2020	Year ended December 31, 2019
Current tax expense		
Current period	$ 59	$ -
Prior period	501	-
	$ 560	
Deferred tax expense (benefit)		
Origination and reversal of temporary differences	$ (1,408)	$ (251)
Change in unrecognized deductible temporary differences	1,711	590
Change in tax rate	12	63
Recognition of previously unrecognized deductible temporary differences	(266)	(1,084)
Other	(16)	37
	$ 33	$ (645)
Total tax expense (recovery)	**$ 593**	**$ (645)**

The recovery of income tax differs from the amount that would be computed by applying the combined federal and provincial statutory income tax rate to the loss for the year before income tax for reasons as follows:

	Year ended December 31, 2020		Year ended December 31, 2019	
Statutory income tax rate		21.61%		24.34%
Loss for the year	$	(6,166)	$	(1,883)
Income tax expense (recovery)		593		(645)
Loss for the year before income tax recovery	$	(5,573)	$	(2,528)
Computed income tax recovery	$	(1,204)	$	(615)
Increase (decrease) in income tax resulting from:				
Amounts not deductible for tax		207		190
Change in unrecognized deductible temporary differences		1,711		590
Recognition of previously unrecognized amounts		-		(1,084)
Change in tax rate		12		63
Tax effect of convertible debentures		-		562
Other		(133)		(351)
Income tax expense (recovery)	$	593	$	(645)

As at December 31, 2020 and 2019, deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	December 31, 2020		December 31, 2019	
Property and equipment	$	1,731	$	-
Intangible assets		2,639		2,332
Tax losses		10,933		7,947
Other		4,739		1,185
Total unrecognized temporary differences	$	20,042	$	11,464

As at December 31, 2020 and 2019, deferred tax assets and deferred tax liabilities have been recognized in respect of the following items:

Deferred taxes - Canadian	December 31, 2020		December 31, 2019	
Property and equipment	$	46	$	73
Intangible assets		(252)		(312)
Investment tax credits		(115)		-
Other		(269)		384
Tax losses		266		-
Deferred tax asset (liability)	$	(324)	$	145

Deferred taxes - Foreign	December 31, 2020		December 31, 2019	
Property and equipment	$	(191)	$	443
Intangible assets		(1,308)		42
Tax Losses		1,595		(783)
Other		(96)		128
Deferred tax liability	$	-	$	(170)

In assessing the ability to realize the benefit of the deferred tax assets, management considers, on an entity by entity basis, whether it is probable that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. Management considers the likelihood of future profitability, the character of the deferred tax assets and available tax planning strategies in making this assessment. To the extent that management believes it is probable the deferred tax assets will be realized, that portion of the deferred tax assets is recognized in the financial statements.

As at December 31, 2020, a deferred tax liability of $239 (December 31, 2019 - $461) has been recorded associated with the convertible debenture disclosed in Note 14. The change in this deferred tax liability has been recognized as an increase to equity in the amount of $222, and a corresponding decrease to deferred tax assets of $222 has been recognized as a decrease to equity.

As at December 31, 2020, the Company had net operating loss carryforwards in Canada of approximately $10,400 that expire between 2028 and 2040 and had net operating loss carryforwards in the United States of approximately $7,300 that do not expire, including approximately $3,000 related to the acquisition of Clarocity. Some of the net operating loss carryforwards in the United States may be limited pursuant to Section 382 of the Internal Revenue Code. Generally, tax loss utilization is limited if a corporation has a more than 50% change in ownership over a three-year period. The Company plans on undertaking a detailed analysis of any historical and/or current Section 382 ownership changes that may limit the utilization of the net operating loss carryovers.

As at December 31, 2020, the Company had unused Federal investment tax credits that can offset future Federal taxes payable of approximately $1,100 which the benefit of $700 has not been reported in the financial statements. The Federal investment tax credits begin to expire in 2029.

11. Unearned revenue and remaining performance obligations

The following table presents changes in the unearned revenue balance:

Balance, December 31, 2019	$	2,229
Amounts invoiced and revenue unearned as at December 31, 2020		2,467
Recognition of unearned revenue that was included in the adjusted balance at the beginning of the year		(1,440)
Balance, December 31, 2020	$	3,256

Remaining Performance Obligations

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized (“contracted unrecognized revenue”) and includes both unearned revenue and amounts that will be invoiced and recognized as revenue in future periods. Contracted unrecognized revenue does not include future expected revenue that is transactional in nature. As at December 31, 2020, contracted unrecognized revenue was approximately $6 million, of which we expect to recognize an estimated 62% over the next 12 months and the remainder thereafter.

12. Lease obligations

The Company’s leases are for office space and vehicles. Certain of these leases contain renewal options. The Company has included renewal options in the measurement of lease obligations when it is reasonably certain that the Company will exercise the renewal option.

Lease obligations, December 31, 2019	$	1,769
Interest on lease obligation		74
Lease payments		(409)
Effect of movement in exchange rates		(14)
Lease obligations, December 31, 2020	$	1,419

Current	$	348
Non-current		1,071
Total lease obligations	$	1,419

The following table presents the contractual undiscounted cash flows for lease obligations at December 31, 2020:

Less than one year	$	409
One to five years		1,119
More than five years		28
Total undiscounted lease obligations	$	1,556

The expense relating to variable lease payments not included in the measurement of lease obligations for the year ended December 31, 2020 was $93 (2019 - $87). This consists of variable lease payments for operating costs, property taxes and insurance. Expenses relating to short-term lease for the year ended December 31, 2020 was $19 (2019 - $2).

13. Long-term debt

		December 31, 2020		December 31, 2019
(a) 2019 Facilities	$	1,205	$	1,303
(b) Term Loan A		1,966		-
(c) Term Loan B		1,947		-
(d) Paycheck Protection Program loan		-		-
	$	**5,118**	**$**	**1,303**
Due within 1 year	$	1,250	$	188
Due between 1 and 5 years		3,868		1,115
	$	**5,118**	**$**	**1,303**

(a) 2019 Facilities

In October 2019, the Company completed a financing arrangement with Bank of Montreal's Technology & Innovation Banking Group ("BMO"). The facility consists of a $1,500 three-year term loan (the "2019 Term Loan") and a $1,500 revolving credit facility (the "Operating Facility") which together are referred to herein as, the "2019 Facilities". The 2019 Facilities mature on October 11, 2022.

Pursuant to the agreed upon conditions of the 2019 Facilities, the Company drew down the full amount of the Term Loan on closing and can draw down additional funds as required on the Operating Facility. At December 31, 2020, the Company had not drawn on the Operating Facility.

With respect to the 2019 Term Loan, the Company is required to pay interest only for the first twelve months of the term, and thereafter pay equal monthly instalments of principal in the amount of $63 plus interest over the final two years of the loan.

The Company may, at its discretion, repay the balance of the 2019 Term Loan in whole or in part at any time after twenty-four (24) months following the closing date without penalty or obligation for future interest payments otherwise payable had the 2019 Term Loan not been repaid. The 2019 Term Loan is secured by a general security agreement on all assets of the Company up to the value of the loan amount.

With respect to the Operating Facility, availability of funds are subject to certain limitations based on accounts receivable and certain accounts payable.

Interest is set at Bank of Montreal's Prime Rate plus 2.5% per annum for the Operating Facility, and at Bank of Montreal's Prime Rate plus 4.0% per annum for the 2019 Term Loan.

The 2019 Facilities contain customary financial and restrictive covenants.

Balance, December 31, 2019	$	1,303
Amortization of financing costs		89
Repayment of financing		(187)
Balance, December 31, 2020	**$**	**1,205**

Due within 1 year	$	750
Due between 1 and 5 years		455
	$	**1,205**

Interest paid during the year ended December 31, 2020 was $102 (2019- $27).

(b) Term loan A

In October 2020, the Company expanded its credit facilities for an additional $4,000. This expansion was composed of two additional term loans, referred to herein as Term Loan A and Term Loan B.

With respect to Term Loan A, the Company has drawn $2,000. Proceeds net of financing costs was $1,970. The Company will pay interest only for the first six months of the term, and thereafter interest and principal which shall amortize over 18 months at an amount equal to 25% per annum of the principal amount by way of equal monthly instalments and a balloon payment for the principal balance due at the maturity date. The Company may, at its discretion, repay the balance of Term Loan A in whole or in part at any time after twenty-four (24) months following the closing date without penalty or obligation for future interest payments otherwise payable had Term Loan A not been repaid. Pricing is set at Bank of Montreal's Prime Rate plus 4.0% per annum. The maturity date of Term Loan A is October 11, 2022.

The Term Loan A contains customary financial and restrictive covenants, and is secured by assets of the Company and its subsidiaries, which primarily consists of intellectual property and accounts receivable.

Balance, December 31, 2019	$	-
Proceeds from credit facility		1,970
Financing costs		(26)
Amortization of financing costs		22
Balance, December 31, 2020	**$**	**1,966**

Due within 1 year	$	375
Due between 1 and 5 years		1,591
	$	**1,966**

Interest paid during the year ended December 31, 2020 was $33 (2019- $nil).

(c) Term Loan B

Term Loan B was granted under the Business Credit Availability Program ("BCAP"). The BCAP is a standardized guarantee program offered by Export Development Canada in response to the COVID-19 pandemic. With respect to Term Loan B, ILA has drawn $2,000. Proceeds net of financing costs was $1,970. The Company will pay interest only for the first twelve months of the term, and thereafter shall pay interest and monthly principal repayments of $42 based on amortization over four years. Pricing is set at Canadian Prime Rate plus 5.0% per annum. The maturity date of Term Loan B is October 1, 2025.

Balance, December 31, 2019	$	-
Proceeds from credit facility		1,970
Financing costs		(26)
Amortization of financing costs		3
Balance, December 31, 2020	**$**	**1,947**

Due within 1 year	$	125
Due between 1 and 5 years		1,822
	$	**1,947**

Interest paid during the year ended December 31, 2020 was $38 (2019- $nil).

(d) Paycheck Protection Program loan

In April 2020, certain legal entities within the Company completed a financing arrangement with BMO Harris under the U.S. based Paycheck Protection Program ("PPP") under the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"). The PPP funding is in the form of forgivable loans, with forgiveness to be granted provided that the Company uses the funds for approved uses, staff levels based on prescribed calculations are maintained and wage levels are not reduced beyond 25% for the prescribed measurement period. The Company currently expects that the full amount of funds received under the PPP loans will be forgiven and has recorded $623 as other income.

	Note		
Balance, December 31, 2019		$	-
Proceeds from loan			685
Loan foregiveness	*20 (c)*		(623)
Effect of movement in exchange rates			(62)
Balance, December 31, 2020		**$**	**-**

14. Convertible debentures

As part of the consideration transferred for the acquisition of Clarocity Group in 2019, the Company issued convertible debentures in an aggregate principal amount of $8,700, which have a three year maturity date (extendable for an additional one year term at the same rate of interest as the year three interest rate at the option of the Company and subject to regulatory approvals) and are payable at the election of the Company, in either cash or common shares of the Company ("Common Shares") to be issued at the greater of (a) a 10% discount to the 20-day volume weighted average price at such time; and (b) the lowest price per share permitted by the TSXV. The Company has the option to redeem up to $4,000 of the convertible debentures in cash at any time. The holders of convertible debentures will have the right to convert the debentures at any time into Common Shares at a conversion price of $0.30 per Common Share. Non-compounding interest will accrue, but only be payable in fiscal years during which Clarocity Group is generating positive operating cash flow and net profit. Interest will accrue at the following rates: 0% per annum during the period between July 18, 2019 (the "Issuance Date") and the one (1) year anniversary of the Issuance Date; at a rate of 3% per annum during the period between the first year anniversary of the Issuance Date and the second year anniversary of the Issuance Date, and; at a rate of 6% per annum during the period between the second year anniversary of the Issuance Date and the third year anniversary of the Issuance Date.

As these debentures are compound financial instruments, the gross proceeds, net of financing costs, were allocated between the liability and equity components on initial recognition using the residual method. The liability was initially recorded at management's estimate of the fair value of the debt without the conversion feature and reflects an interest rate of 12.45%, with the difference between the face value of the convertible debentures and fair value of the liability component recorded as equity. The equity component is recorded as an other reserve within shareholders' equity. Issuance costs were allocated to the liability and equity components in proportion to the allocation of proceeds. The portion of issuance costs allocated to the liability component will be amortized using the effective interest method over the life of the convertible debenture.

A summary of convertible debentures is as follows:

		Face Amount		Liability Carrying Amount
Balance, December 31, 2019	**$**	**8,700**	**$**	**6,959**
Accretion of equity discount		-		798
Amortization of financing costs		-		8
Conversion of debenture		(269)		(238)
Convertible debenture	$	8,431	$	7,527
Accrued Interest		-		117
Balance, December 31, 2020	**$**	**8,431**	**$**	**7,644**

The convertible debentures contain two derivatives, one being an extension option and the other being a redemption option. As at December 31, 2020 and December 31, 2019, the fair value of the derivatives is $nil.

15. Common share and warrant capital

			December 31, 2020		December 31, 2019	
	Expiry date	Exercise price	Issued	Amount	Issued	Amount
Issued and outstanding:						
Common shares			164,027,547	$ 30,402	108,651,784	$ 22,881
Share purchase warrants:						
Series L warrants	October 24, 2021	0.40	1,000,000	97	1,000,000	97
Series M warrants	January 17, 2021	0.25	4,937,657	177	5,000,000	179
Series N warrants	July 17, 2022	0.30	3,980,050	182	4,000,000	183
Series O warrants	July 17, 2022	0.20	9,949,627	684	10,000,000	688
Series P warrants	September 22, 2021	0.25	23,324,100	1,091	-	-
Series Q warrants	September 25, 2021	0.30	4,262,760	224	-	-
			47,454,194	2,455	20,000,000	1,147
Share capital and warrant capital			211,481,741	$ 32,857	128,651,784	$ 24,028

The authorized capital is an unlimited number of common shares and an unlimited number of preference shares, issuable in series. The common shares have no par value and are each entitled to one vote. All issued common shares are fully paid.

The following table presents changes in common shares:

		Number of shares	Amount
Balance, December 31, 2019		**108,651,784**	**$ 22,881**
Shares issued	*(a) (b) (c)*	55,375,763	7,521
Balance, December 31, 2020		**164,027,547**	**$ 30,402**

The following table presents changes in warrant capital:

		Number of warrants	Amount
Balance, December 31, 2019		**20,000,000**	**$ 1,147**
Warrants issued	*(a)*	27,586,860	1,315
Warrants exercised	*(b)*	(132,666)	(7)
Balance, December 31, 2020		**47,454,194**	**$ 2,455**

The following table presents changes in other reserves:

		Amount
Balance, December 31, 2019		**$ 1,332**
Debentures exercised	*(c)*	(41)
Balance, December 31, 2020		**$ 1,291**

Other components of shareholders' equity

Other components of shareholders' equity include:

(i) Contributed surplus, which represents contributions by equity holders in excess of amounts allocated to share capital;

(ii) AOCI, which represents the accumulated impact of foreign exchange translation of foreign operations and changes in fair value of private equity investment; and

(iii) Other reserve, which represents the equity conversion option of convertible debentures.

(a) *Common Shares and Warrants issued*

Private placement

In September 2020, the Company completed a private placement for gross proceeds of $7,977, or $7,626 net of finder's fees and issuance costs. The private placement was completed in two tranches.

Under Tranche A, the Company issued 46,648,200 units (the "A-Units") at a price of $0.15 per A-Unit, for gross proceeds of $6,997. Each A-Unit is composed of one common share of the Company and one-half common share purchase warrant (the "P-Warrants"). Each full P-Warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.25 for a period of 12 months following the closing of the private placement. Net proceeds of Tranche A will be used to fund the cash consideration with respect to the acquisition of the assets of Starcap Marketing, LLC (d.b.a. Apex Software) as disclosed in Note 4, which closed October 1, 2020.

Under Tranche B, the Company issued 4,262,760 units (the "B-Units") at a price of $0.23 per B-Unit, for gross proceeds of $980. Each B-Unit is composed of one common share of the Company and one common share purchase warrant (the "Q-Warrants"). Each full Q-Warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.30 for a period of 12 months following the closing of the private placement. Net proceeds of Tranche B will be used to fund strategic initiatives and for general corporate and working capital purposes.

Proceeds from the private placement were allocated to common share capital and warrant capital using the relative fair value method. The fair value of common share capital was determined using the TSXV closing price of the Company's common shares on September 21, 2020 for Tranche A, and September 24, 2020 for Tranche B, being the closing share prices on the dates prior to each Tranche's private placement closing date.

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

	Series P Warrants	Series Q Warrants
Exercise price	$0.25	$0.30
Common share value at grant date	$0.30	$0.29
Risk free interest rate	0.23%	0.23%
Expected dividend yield	0%	0%
Expected share volatility	84.00%	84.00%
Expected life	1 year	1 year

Volatilities are calculated based on a combination of the actual historical trading statistics of the Company's common shares over the previous twelve months and the actual historical trading statistics of several comparative entities for the period commensurate with the expected warrant term.

Acquisition of Clarocity

As discussed in Note 4, the Company issued 23,000,000 common shares in July 2019 as part of the consideration transferred to acquire Clarocity. The Common Shares were issued at $0.19, which was the fair value at the date of acquisition. The fair value of the Common Shares, net of issuance costs of $16 was allocated to share capital.

In addition to Common Shares, the Company also granted 19,000,000 warrants to purchase Common Shares of the Company as part of the consideration transferred to acquire Clarocity Group. The fair value of the warrants granted was determined at the date of the grant using the Black-Scholes option pricing model with the following assumptions:

	Series M Warrants	Series N Warrants	Series O Warrants
Exercise price	$ 0.25	$ 0.30	$ 0.20
Common share value	$ 0.19	$ 0.19	$ 0.19
Risk free interest rate	1.44%	1.53%	1.53%
Expected dividend yield	0%	0%	0%
Expected share volatility	57%	55%	55%
Expected life	18 Months	36 Months	36 Months

Issuance costs related to the warrants totalled $4.

Acquisition of Apex

In October 2020, the Company issued 3,433,933 common shares upon the acquisition of the assets of Starcap Marketing, LLC (d.b.a. Apex Software) as disclosed in Note 4.

(b) *Warrants exercised*

In October and December 2020, 62,343 Series M warrants were exercised for the purchase of 62,343 common shares at a price of $0.25 for proceeds of $16.

In November 2020, 19,950 Series N warrants were exercised for the purchase of 19,950 common shares at a price of $0.30 for proceeds of $6.

In November 2020, 50,373 Series O warrants were exercised for the purchase of 50,373 common shares at a price of $0.20 for proceeds of $10.

(c) *Conversion of debentures*

As discussed in Note 14 herein, the Company has issued debentures that are convertible into Common Shares of the Company. The fair value of the convertible debentures, net of issuance costs of $29, was allocated between the liability and equity components of the convertible debentures on initial recognition.

A summary of the equity component of the convertible debentures is as follows:

	Amount
Balance, December 31, 2019	**$ 1,332**
Conversion of convertible debentures	(41)
Balance, December 31, 2020	**$ 1,291**

In November 2020, the Company issued 898,204 common shares upon the conversion of debentures.

16. Related party transactions

Consulting services:

To provide for ongoing support and development of certain software purchased from Yeoman & Company Paralegal Professional Corporation ("YCP"), the Company entered into a consulting agreement with YCP ("Consulting Agreement") that expires in December 2034. The Consulting Agreement provides for an annual base fee of $265, with annual increases in line with any increases in the Consumer Price Index, plus 15% of consideration received by the Company from end customers (the "YCP Fees") for use of this software. From May through September 2020, YCP temporarily reduced its base fee by 15% in response to the impact of COVID-19 on the Company. For the year ended December 31, 2020, the Company incurred YCP Fees of $445

(2019 – $432) under the Consulting Agreement, which was included in direct operating expense and technology expense. Two of the principals of YCP are the sons of the Chair and Chief Executive Officer of the Company.

Real property rental:

One of the premises occupied by the Company is rented on a month to month basis from a related company owned, in part, by an individual who was a director of the Company in 2020. For the year ended December 31, 2020, the Company paid rent to the related company of $12 (2019 - $12), which is included in general and administration expense.

Consolidated entity:

As required under the Law Society Act (Ontario) and applicable regulations, MTAG Paralegal Professional Corporation is a separate professional corporation. The Chair and Chief Executive Officer of the Company, a paralegal licensed in the Province of Ontario, is the sole shareholder of this professional corporation; however, the Company controls the entity through contractual arrangements, which also provide that all economic benefit or loss resulting from the entity will be received by the Company.

These transactions are in the normal course of operations and are measured at the transaction amount, being the amount of consideration established and agreed to by the related parties.

17. Non-monetary transactions

The Company licenses real property related data from a third party for use in one of the Company's applications. Compensation to the licensor for this data is made by the Company through a combination of cash payments, access to one of the Company's applications and the provision of custom development services. The data licensing expense is recognized evenly over the period of access to the data, and the revenue related to the provision of services by the Company is recognized as those services are delivered. As the timing of access to the data and delivery of services by the Company may not align, the related revenue and expense may not match in a reporting period. For year ended December 31, 2020, visual and data services revenue of $265 (2019 - $592) and direct operating expense of $388 (2019 - $388) related to this transaction were recognized.

At December 31, 2017, the Company had an accrued liability of $250 with respect to real property related data licensed from a third party (the "Debtor") for use in one of the Company's applications. During 2018, in order to settle this obligation, it was mutually agreed that the Company would develop an application and maintain such application for a period of one year for the benefit of the Debtor. Upon the commencement of the provision of access to the application in the fourth quarter of fiscal 2018, the Company drew down the accrued liability and recognized the full amount as unearned revenue. The Company drew down unearned revenue and recognized revenue evenly over the course of one year, corresponding to the period over which access and maintenance was provided. For the year ended December 31, 2020, the Company recognized $nil as earned (2019 – $217) with respect to access to this application.

18. Key management and personnel compensation

Key management personnel include the directors and officers of the Company.

In addition to their salaries and any bonuses, the Company also provides non-cash benefits to key management personnel. Key management personnel are also entitled to participate in the Company's Stock Option Plan discussed in note 21.

Key management personnel compensation is included in General and administration and Technology expenses and is comprised of the following:

		2020		2019
Short-term employee benefits	$	1,624	$	1,475
Share-based compensation		310		303
	$	**1,934**	**$**	**1,778**

Employment agreements with key management personnel typically provide for termination payments under certain specified conditions. These termination payments generally include 12 to 24 months of base salary, and in some cases also provide for amounts related to historic average annual cash bonuses. In such cases, these amounts are included in short-term employee benefits.

19. Revenue

Nature of services and geographic information:

The Company generates revenue from the provision of software and data licensing and technology managed services. Geographically, the Company operates primarily in the United States and Canada. Information regarding revenue by geographic area and by nature of service is presented below.

	December 31, 2020			December 31, 2019		
	United States	Canada	Total	United States	Canada	Total
Software and data licenses	$ 2,224	$ 6,213	$ 8,437	$ 1,385	$ 6,779	$ 8,164
Technology managed services	10,624	1,450	12,074	5,454	1,316	6,770
Total	$ 12,848	$ 7,662	$ 20,511	$ 6,839	$ 8,095	$ 14,934

Significant customers:

Customers representing more than 10% of revenue are classified as significant customers.

For the year ended December 31, 2020, the Company had two significant customers; one represented 23% of total revenue and the other represented 17% of total revenue. For the year ended December 31, 2019, the Company had two significant customers; one represented 35% and the other represented 14% of total revenue.

Operating Segments:

To date, the Company has operated and reported its results as one operating segment.

20. Investment tax credits and government assistance

(a) Scientific Research and Experimental Development ("SR&ED") tax credits

The Company received a refund with respect to Scientific Research and Experimental Development ("SR&ED") tax credits in the amount of $76 during the year ended December 31, 2020 (2019 - $78). These amounts were recorded as a reduction of technology expense in the consolidated statements of comprehensive loss.

(b) Canada Emergency Wage Subsidy ("CEWS")

In 2020, CEWS was established to enable Canadian employers to help prevent job losses, and to better position themselves to resume normal operations following the COVID-19 pandemic.

To be eligible to receive the wage subsidy, a Canadian employer needs to have sustained a 30% decrease in revenues (15% for the first claim period), determined using either a cash or accrual basis for calculation, as compared to the same period in the previous year or to the average monthly sales recognized in January and February 2020 for the periods prior to July 5, 2020. For the following periods, any drop in qualifying revenues makes an employer entitled to the subsidy, in an amount determined on a sliding scale and in proportion to the decrease in the qualifying revenues.

Certain legal entities within the Company received funding with respect to CEWS in the amount of $626 during the year ended December 31, 2020 (2019 - $nil). The Company has recorded a receivable amount of $17 as at December 31, 2020 (2019 - $nil). Amounts received or receivable for CEWS have been recorded as other income in the consolidated statement of comprehensive loss.

(c) Paycheck Protection Program loan ("PPP")

The Company received funding with respect to PPP in the amount of $685 ($488 USD) during the year ended December 31, 2020 (2019 - $nil). The Company has determined that the loan amount qualifies for foregiveness and has recorded $623 as other income (see Note 13(d)).

21. Personnel expenses and share-based compensation

Personnel expenses

Personnel expenses consist of and are presented in the consolidated statements of comprehensive loss as follows:

		2020		**2019**
Wages, salaries and benefits	$	9,592	$	7,205
Share-based compensation		410		305
	$	**10,002**	**$**	**7,510**
Direct operating expenses		978		829
Technology and operations		4,230		3,321
Selling and business development		1,603		932
General and administration		3,191		2,428
	$	**10,002**	**$**	**7,510**

Wages, salaries and benefits also include termination payments, if any. Share-based compensation comprises amounts related to stock options granted to employees, officers and directors, and amounts related to deferred share units granted to directors. Share-based compensation related to stock options granted to contractors has not been included.

Compensation included in direct operating expenses, technology and operations, selling and business development, and general and administration is presented in the table above.

Share-based compensation

		2020		2019
Share-based compensation - stock options	$	182	$	116
Share-based compensation - deferred share units		228		193
	$	**410**	**$**	**309**

Stock Options

The Company has established a Stock Option Plan ("Option Plan") whereby the Company may grant options to purchase common shares of the Company to its directors, officers, employees and consultants. The number of authorized common shares that may be issued upon the exercise of options granted under the Option Plan, at any time, plus the number of common shares reserved for issuance under outstanding incentive stock options otherwise granted by the Company, may not exceed 10% of the Company's then issued and outstanding common shares on a non-diluted basis. Such aggregate number of common shares shall automatically increase or decrease as the number of issued and outstanding common shares changes. The Board of Directors has authority to determine which eligible persons will be issued options, the number of options to be granted to each, the time when options shall be granted, when such options will vest, when such options will expire, and at what price the options may be exercised.

The number and weighted average exercise prices of outstanding stock options are as follows:

	Number of Options		Weighted Average Exercise Price	Weighted Average Remaining Contractual Life in Years
Outstanding December 31, 2019	6,648,000	$	0.27	2.2
Granted	1,400,000	$	0.33	
Expired	(2,573,000)	$	0.33	
Outstanding December 31, 2020	5,475,000	$	0.25	3.0

The fair value of options granted during the period was determined at the date of grant using the Black-Scholes option pricing model with the following assumptions:

Exercise price	\$0.22 - \$0.36
Common share value at grant date	\$0.26 - \$0.36
Risk free interest rate	0.36%
Expected dividend yield	0%
Expected share volatility	63.25% - 75%
Expected life	5 years

Volatilities are calculated based on a combination of the actual historical trading statistics of the Company's common shares over the previous twelve months and the actual historical trading statistics of several comparative entities for the period commensurate with the expected option term.

For the year ended December 31, 2020, the Company recorded share-based compensation expense of \$182 (2019 – \$116) related to stock options granted to employees and consultants, which is included in technology expense, selling and business development expense, and general and administration expense.

December 31, 2020								
Range of Exerice Prices	Options Granted and Outstanding at December 31, 2020	Vested	Unvested		Weighted Average Exercise Price of Outstanding Options	Weighted Average Remaining Contractual Life in Years		Weighted Average Exercise Price of Vested Options
$0.13 to 0.20	3,075,000	2,550,000	525,000	$	0.199	2.5	$	0.199
$0.21 to 0.30	1,400,000	175,000	1,225,000		0.286	3.0		0.254
$0.31 to 0.36	1,000,000	500,000	500,000		0.360	4.8		0.360
	5,475,000	3,225,000	2,250,000	$	0.250	3.0	$	0.227

December 31, 2019								
Range of Exerice Prices	Options Granted and Outstanding at December 31, 2019	Vested	Unvested		Weighted Average Exercise Price of Outstanding Options	Weighted Average Remaining Contractual Life in Years		Weighted Average Exercise Price of Vested Options
$0.13 to 0.20	3,075,000	1,787,500	1,287,500	$	0.199	3.5	$	0.199
$0.21 to 0.30	1,240,000	240,000	1,000,000		0.300	3.1		0.300
$0.31 to 0.34	2,333,000	2,333,000	-		0.335	0.1		0.335
	6,648,000	4,360,500	2,287,500	$	0.265	2.2	$	0.277

Deferred Share Units:

The Company has a Deferred Share Unit Plan ("DSU Plan") for non-management Directors. Under the DSU Plan, Directors who are entitled to receive compensation under the Company's Director Compensation Program, which currently excludes Directors who are also employees of the Company, are granted DSUs in lieu of some or all of their Director compensation entitlement. Under this plan, Deferred Share Units ("DSUs") are granted to eligible Directors bi-annually in arrears on the last trading day prior to the Company's annual meeting and the last trading day of December and vest immediately upon being granted. The number of DSUs to be granted is calculated by dividing the amount that the Director would have received as compensation in cash by the market price of the Company's common shares on the relevant date. Upon the Director ceasing to be a Director, the value of his or her Deferred Share Unit Account ("DSU Account") will be determined on the date specified in the DSU Plan by multiplying the number of DSUs in the Director's DSU Account by the market price of the common shares as at such date, and will be settled prior to December 31st of the year following the date that the Director ceases to be a director of the Company. The actual settlement of a DSU Account will be made by way of cash or shares, or a combination of both, as determined under the Company's then-current Director Compensation Program. It is currently the Company's option and intent to settle any DSU redemptions with common shares.

For the year ended December 31, 2020, the Company recorded share-based compensation expense of $228 (2019 – $193) related to DSUs granted to Directors, which is included in general and administration expense.

A summary of the DSUs outstanding under the share-based incentive plan is presented below:

Outstanding December 31, 2019	4,877,278	$	1,034
Granted	656,173	$	228
Outstanding December 31, 2020	5,533,451	$	1,262

22. Finance costs

		2020		2019
Finance income	$	12	$	113
Finance costs:				
Amortization of debt issuance costs		(119)		(19)
Long-term debt - interest costs		(173)		(27)
Lease obligations - interest costs		(74)		(57)
Convertible debenture - accretion of equity discount		(798)		(382)
Convertible debenture - accrued interest		(117)		-
Net finance costs	**$**	**(1,269)**	**$**	**(372)**

23. Loss per share

Basic earnings per share (“EPS”) is calculated using the weighted average number of common shares outstanding during the period.

For the year ended December 31, 2020, diluted loss per share does not take into account any outstanding warrants, options, deferred share units or convertible debentures as their effect would be anti-dilutive for the period. As at December 31, 2020, there were a total of:

- 47,454,194 warrants outstanding (2019 – 20,000,000);
- 5,475,000 options outstanding (2019 – 6,648,000);
- 5,533,451 deferred share units outstanding (2019 – 4,877,278);
- $8,431 debentures outstanding convertible to 28,101,796 common shares (2019 – $8,700 convertible to 29,000,000 common shares)

24. Supplementary cash flow information

		2020		2019
Changes in non-cash operating assets and liabilities:				
Trade and other receivables	$	(26)	$	(962)
Contract assets		(20)		49
Prepaid expenses and other assets		(383)		(368)
Accounts payable and accrued liabilities		304		(491)
Unearned revenue		(248)		(264)
	$	**(373)**	**$**	**(2,036)**

25. Financial risk management

The Company is exposed to credit risk, liquidity risk, foreign exchange risk, and interest rate risk from its financial assets and liabilities. Financial risk management strategies are designed to ensure the Company’s risks and related exposures are consistent with its business objectives and risk tolerance.

This note presents information about the Company’s exposure to each of the above risks, the Company’s objectives, policies and processes for measuring and managing risk, and the Company’s management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Financial risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Audit Committee is responsible for assisting in developing and monitoring the Company's financial risk management policies. The Audit Committee reports regularly to the Board of Directors.

The Company's financial risk management policies are established to identify and analyze the financial risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits and controls. Financial risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's Audit Committee oversees how management monitors compliance with the Company's financial risk management policies and procedures, and reviews the adequacy of the financial risk management framework in relation to the financial risks faced by the Company.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash and receivables from customers.

Cash

The credit risk related to cash is minimized by ensuring cash is held only in highly rated financial institutions.

Trade and other receivables

The Company's exposure to credit risk is influenced by the individual characteristics of each customer. Given the current composition of customers, the Company assesses the credit worthiness of each significant customer on a customer by customer basis. Management also considers the demographics of the Company's customer base, including the default risk of the industry in which the customers operate, as these factors also have an influence on credit risk. A large portion of the Company's accounts receivable are with public sector government or government related agencies, or with partners for whom the end customer is a public sector government or government related agency, where credit risk has historically been assessed as low.

The Company measures a loss allowance based on the lifetime expected credit losses. Lifetime expected credit losses are estimated based on factors such as the Company's past experience of collecting payments, the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables, financial difficulty of the borrower, and it becoming probable that the borrower will enter bankruptcy or financial re-organization. Financial assets are written off when there is no reasonable expectation of recovery.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows:

As at	**December 31, 2020**	**December 31, 2019**
Cash	$ 6,002	$ 3,560
Trade and other receivables, net	2,377	2,269
	$ 8,379	$ 5,829

At December 31, 2020, one customer accounted for more than 10% of trade accounts receivable, net, totalling approximately 33% of trade accounts receivable at December 31, 2020, of which 98% was collected subsequent to December 31, 2020.

At December 31, 2019, two customers accounted for more than 10% of trade accounts receivable, net, totalling approximately 30% of trade accounts receivable at December 31, 2019, of which 99% was collected subsequent to December 31, 2019.

The aging of trade and other receivables at the reporting date was:

As at	December 31, 2020		December 31, 2019	
	Gross Amount	Amount, net	Gross Amount	Amount, net
Current	$ 1,507	$ 1,507	$ 1,650	$ 1,607
Past due 1-90 days	$ 861	847	516	516
Past due over 90 days	$ 296	23	299	146
	$ 2,664	$ 2,377	$ 2,465	$ 2,269

Specific provisions are made against trade receivables for any customer that is known to be impaired due to poor financial condition or for any other reason it is considered doubtful that the customer's balance outstanding will be settled in full. As a percentage of revenue, the Company's actual credit loss experience to date has not been material. The Company has recorded a cumulative impairment allowance of $286 with respect to trade and other receivables as at December 31, 2020 (2019 - $196).

The following table presents the reconciliation of the loss allowance:

Balance, December 31, 2019	$ 196
Acquisition of Apex	14
Bad debt expense	247
Amounts written off	(154)
Recoveries	(7)
Effect of movement in exchange rates	(10)
Balance, December 31, 2020	$ 286

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. On an ongoing basis, the Company monitors and manages its actual and projected cash flows, with the primary objectives of maintaining liquidity and financial flexibility.

The following are the remaining undiscounted contractual cash flows, including estimated interest payments of financial liabilities at the end of the reporting dates:

		Contractual cash outflows				
As at December 31, 2020	**Carrying Amounts**	**Total**	**within 1 year**	**1 - 2 years**	**2 - 5 years**	**More than 5 years**
Accounts payable and accrued liabilities	$ 3,626	$ 3,510	$ 3,510	$ -	$ -	$ -
Long-term debt	5,118	6,259	1,616	3,123	1,520	-
Lease obligations	1,419	1,556	409	417	702	28
Purchase commitments	-	5,112	453	453	1,170	3,036
Other commitments	-	-	-	-	-	-
	$ 10,163	$ 16,437	$ 5,988	$ 3,993	$ 3,392	$ 3,064

		Contractual cash outflows				
As at December 31, 2019	**Carrying Amounts**	**Total**	**within 1 year**	**1 - 2 years**	**2 - 5 years**	**More than 5 years**
Accounts payable and accrued liabilities	$ 3,737	$ 3,737	$ 3,737	$ -	$ -	$ -
Long-term debt	1,303	1,831	307	869	655	-
Lease obligations	1,769	1,978	402	414	1,134	28
Purchase commitments	-	5,564	451	453	1,240	3,420
	$ 6,809	$ 13,110	$ 4,897	$ 1,736	$ 3,029	$ 3,448

The Company also has obligations related to convertible debentutures and related interest, as disclosed in Note 14 herein, which have been excluded from the above table as the Company has the option to settle the convertible debenture and related interest by the issuance of the Company's common shares.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The international operations of the Company expose it to foreign currency exchange risk in the ordinary course of business. The Company is exposed to this risk primarily through its United States dollar denominated cash, trade and other receivables, note receivable, investment, accounts payable and accrued liabilities. Most of the Company's businesses are organized geographically so that expenses are incurred in the same currency as revenues thus mitigating some of its exposure to currency fluctuations. Foreign currency risk arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The nature, extent and timing of foreign currency denominated cash flows are regularly monitored to identify changes in exposure and assess the need for active management. The Company does not hedge its foreign currency exchange risk at this time.

The Company's exposure to foreign currency risk was as follows based on notional amounts (all amounts shown in CAD):

As at		December 31, 2020
Cash	$	18
Trade and other receivables, net		56
Investment		3,297
Accounts payable and accrued liabilities		(193)
	$	3,178

As at		December 31, 2019
Cash	$	78
Trade and other receivables, net		44
Investment		1,994
Accounts payable and accrued liabilities		(120)
	$	1,996

Sensitivity analysis

A 5% strengthening of the USD against the CAD at December 31, 2020, would have increased equity and decreased the comprehensive loss for the year by approximately $159 (2019 - $100). A 5% weakening of the USD against the CAD at December 31, 2020, would have had the equal but opposite effect, on the basis that all other variables remain constant.

Equity price risk

The Company holds an equity investment in a private US based software company. The Company is exposed to changes in the equity price of this investment and liquidity risk. A 5% strengthening in the fair value of this equity investment at December 31, 2020, would have increased AOCI and increased other comprehensive income for the year by approximately $165 (2019 - $100). A 5% weakening of the fair value of this equity investment at December 31, 2020, would have had the equal but opposite effect, on the basis that all other variables remain constant.

Interest rate risk

The Company's term loans are set at Bank of Montreal's Prime Rate plus 4.0% - 5.0%, and therefore are exposed to interest rate risk. The Company does not use derivatives to manage this risk. A 1.5% increase to the Prime Rate would result in an increase in interest payments of approximately $169 (2019 - $63) over the remaining terms of the loans. The convertible debentures are at a fixed rate of interest and therefore are not exposed to interest rate risk.

Capital management

The Company defines capital as cash, current and non-current indebtedness and certain components of equity.

As at	Note		December 31, 2020		December 31, 2019
Long-term debt	*13*	$	5,118	$	1,303
Convertible debentures	*14*		7,644		6,959
			12,762		8,262
Less: Cash			6,002		3,560
Net debt (cash)		$	6,760	$	4,702
Equity			17,881		13,566
Total		$	24,641	$	18,268

The Company's objectives in managing capital are to:
- Ensure financial capacity to meet current obligations is maintained and continue as a going concern;
- Ensure financial capacity to execute strategic plans is maintained; and
- Prevent capital erosion.

In order to manage capital, the Company regularly identifies and assesses risks that threaten the ability to meet the Company's capital management objectives, and determines the appropriate strategy to mitigate these risks. In order to maintain or adjust the capital structure, the Company may incur or repay debt, issue new shares, purchase shares for cancellation, or a combination thereof.

The Company monitors its capital structure by measuring its key covenants which include, as at December 31, 2020, (i) a Trailing Twelve Month Adjusted EBITDA covenant, (ii) a Current Ratio covenant, and (iii) a Fixed Charge Coverage Ratio. These key financial covenants contained in existing debt agreements are reviewed by management on a quarterly basis to monitor compliance.

Other than the covenants required for long-term debt as discussed in Note 13, the Company is not subject to any externally imposed capital requirements as at December 31, 2020.

26. Financial instruments

Financial instruments carried at amortized cost:

Cash, trade and other receivables and accounts payable and accrued liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Convertible debentures were recorded at fair value on initial recognition as discussed in Note 14. Factors impacting fair value, such as discount rate, have not changed materially as at December 31, 2020, therefore amortized cost of convertible debentures approximates fair value.

Long-term debt is subject to variable market rates of interest, therefore amortized cost approximates fair value.

Financial instruments carried at fair value:

Fair value hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements.

Classification of inputs for purposes of valuation:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 inputs are inputs other than quoted prices in level 1 that are observable for the assets or liability either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs are inputs for assets or liabilities that are not based on observable market data (i.e. unobservable inputs).

Private equity investment:

In October 2018, the Company made an equity investment of $1,000,000 USD in a private New York based software company. On initial recognition, the financial asset was recorded at fair value. An election was made to classify the equity instrument as FVOCI. Under this classification, any changes in fair value are recorded in other comprehensive income with no subsequent reclassification to profit or loss. The Company made this election because the investment is not held with the intent of short-term trading.

The fair value of the equity investment at December 31, 2020 was estimated using a market-based approach. Key unobservable inputs of the market value included progress towards operational milestones and growth of client and market base. Due to the significant measurement uncertainty inherent in the valuation of this investment, the fair value could materially differ from that recognized in the statement of financial position. The following table shows a reconciliation, in both USD and CAD for fair value measurements in Level 3 of the fair value hierarchy:

		USD		CAD
Balance at December 31, 2019	$	1,526	$	1,994
Changes in fair value through OCI		1,053		1,346
Foreign exchange and other movements		-		(43)
Balance at December 31, 2020	$	2,579	$	3,297

Deferred tax expense of $266 is recognized through OCI with respect to the change in fair value of the investment during the year ended December 31, 2020 (2019 - $nil) (see Note 10).

Derivative - Extension Option:

The convertible debentures described in Note 14 herein provide the Company with the option to extend the maturity date by one additional year at an annual interest rate of 6%. The extension option is considered an embedded derivative and is recorded separately from the host contract. The extension option is measured at fair value with changes in fair value recorded through profit and loss.

The fair value of the extension option was estimated to be $nil at the acquisition date using a swaption model to estimate the present value of the interest benefit during the extension period, and a Black-Scholes option pricing model to estimate the value of the conversion feature for the extension period. There has been no change in the fair value of the extension option during the year ended December 31, 2020 (2019 - $nil).

The following table shows the key assumptions used to value the extension option at December 31, 2020 and at December 31, 2019:

	December 31, 2020	December 31, 2019
Share price at valuation date	$ 0.45	$ 0.21
Exercise price	$ 0.30	$ 0.30
Risk free interest rate	0.23%	1.71%
Expected dividend yield	0%	0%
Expected share volatility	83%	62%
Expected life of conversion feature (years)	1	1
Credit spread	11%	11%
Interest rate for extension period	6%	6%
Time to maturity if extended (years)	2.54	3.55

Derivative – Redemption Option:

The convertible debentures described in Note 14 herein provide the Company with the option to redeem up to $4,000 of debentures at any time at a price equal to their principal amount plus accrued interest. The redemption option is considered an embedded derivative and is recorded separately from the host contract. The redemption option is measured at fair value with changes in fair value recorded through profit and loss.

The fair value of the redemption option is estimated by calculating the present value of the net interest savings if the Company exercised the option to redeem $4,000 of the principal. The fair value of the redemption option was estimated to be $nil at the acquisition date, with no changes in the fair value during the year ended December 31, 2020 (2019 - $nil).

The following table presents the changes in level 3 items for the period ended December 31, 2020:

	Private equity investment	Derivative asset	Total
Balance at December 31, 2019	$ 1,994	$ -	$ 1,994
Changes in fair value through P&L	-	-	-
Changes in fair value through OCI	1,346	-	1,346
Foreign exchange movements	(43)	-	(43)
Balance at December 31, 2020	**$ 3,297**	$ -	**$ 3,297**

The tables below present financial instruments carried at fair value, by valuation method:

	December 31, 2020			
	Level 1	**Level 2**	**Level 3**	**Total**
Private equity investment	$ -	$ -	$ 3,297	$ 3,297
Derivative asset	$ -	$ -	$ -	$ -
	$ -	$ -	$ 3,297	$ 3,297

	December 31, 2019			
	Level 1	**Level 2**	**Level 3**	**Total**
Private equity investment	$ -	$ -	$ 1,994	$ 1,994
Derivative asset	$ -	$ -	$ -	$ -
	$ -	$ -	$ 1,994	$ 1,994

There were no transfers of fair value measurements between level 1, 2, and level 3 of the fair value hierarchy in the year ended December 31, 2020 (2019 - $nil).

27. Subsequent events

(a) Change of Company Name

On February 3, 2021 the Company changed its name from “iLOOKABOUT Corp.” to “Voxtur Analytics Corp.”.

(b) Debt Financing

In February 2021, the Company expanded its credit facilities. Prior to this expansion, the Company had the following Term Loans:

i. 2019 Term Loan, see Note 13(a);
ii. Term Loan A, see Note 13(b); and
iii. Term Loan B, see Note 13(c).

Upon the establishment of the new facility which was secured in February 2021 (“Term Loan C”), the outstanding principal balances of the 2019 Term Loan and Term Loan A were fully paid down.

With respect to Term Loan C, the Company has drawn $27,000. The Company will pay interest only for the first six months of the term, and thereafter interest and principal which shall amortize over 54 months. The Company may, at its discretion, repay the balance of Term Loan C in whole or in part at any time after eighteen (18) months following the closing date without penalty or obligation for future interest payments otherwise payable had Term Loan C not been repaid. Pricing is set at Bank of Montreal’s Prime Rate plus 4.0% per annum.

The Term Loan C contains customary financial and restrictive covenants and are secured by assets of the Company and its subsidiaries, which primarily consists of intellectual property and accounts receivable.

(c) Acquisition of Voxtur Technologies, Brightline Title and Certain Assets of James E. Albertelli, P.A.

In February 2021, the Company acquired 100% of the issued and outstanding stock of Voxtur Technologies, Inc. ("Voxtur Technologies"), 100% of the membership interests of Bright Line Title, LLC, and certain technology and non-legal assets of James E. Albertelli, P.A. and certain of its affiliates (collectively, "JEA") (the "Voxtur Acquisition").

Consideration for the Voxtur Acquisition was:

i. $13,464 USD cash consideration;
ii. 108,455,631 common shares of the Company; and
iii. 54,227,816 non-voting common shares of the Company.

The Company is in the process of determining the purchase price allocation with respect to the Voxtur Acquisition, which will be included provisionally in its March 31, 2021 interim financial statements.

(d) Private Placement

In March 2021, the Company has completed a non-brokered private placement (the "Private Placement"). Under the terms of the Private Placement, a total of 50,000,000 common shares were issued at $0.70 per common share, for gross proceeds of $35,000.

(e) Warrants exercised

Subsequent to December 31, 2020, the Company issued 15,043,597 common shares upon receipt of Exercise Directions from warrant holders to exercise 15,043,597 warrants, resulting in warrant exercise proceeds of $3,898.

(f) Convertible debentures exercised

Subsequent to December 31, 2020, the Company issued 26,849,226 common shares upon receipt of Conversion Directions from convertible debenture holders to exercise $8,055 of convertible debentures.

(g) Restricted Share Units Issued and Exercised

In January 2021, the Company's shareholders approved a Restricted Share Unit Plan.

Subsequent to December 31, 2020, the Company granted a total of 7,250,000 Restricted Share Units to employees and a consultant which will vest 1/3 upon grant and 1/3 on each of the following two anniversaries of the grant date.

Subsequent to December 31, 2020, 2,750,000 Restricted Share Units were converted to 2,750,000 common shares of the Company.

(h) Stock Options Issued

In February 2021, the Company granted a total of 15,576,731 Stock Options. These options have an exercise price of $0.59 and will expire five years from the grant date if not exercised.

In March 2021, the Company granted a total of 1,000,000 Stock Options. These options have an exercise price of $1.15 and will expire five years from the grant date if not exercised.

(i) Acquisition of Appraisers Now Ltd.

In April 2021, the Company acquired 100% of the issued and outstanding stock of Appraisers Now Ltd. (the "Anow Acquisition").

Consideration for the Anow Acquisition was $10,014 cash consideration and 28,571,428 common shares of the Company.

The Company is in the process of determining the purchase price allocation with respect to the Anow Acquisition, which will be included provisionally in its March 31, 2021 interim financial statements.