



CONSOLIDATED FINANCIAL STATEMENTS

**For
ACKROO INC.**

For the Years Ended December 31, 2023 and 2022

To the Shareholders of Ackroo Inc.:

Opinion

We have audited the consolidated financial statements of Ackroo Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2023 and December 31, 2022, and the consolidated statements of income (loss) and comprehensive income (loss), changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2023 and December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company had a working capital deficiency and an accumulated deficit at December 31, 2023 and was non-compliant with its debt covenants. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Business Acquisitions

Key Audit Matter Description

As described in Note 6 to the consolidated financial statements, during 2023, the Company completed two acquisitions accounted for as business combinations.

The identifiable assets acquired and the liabilities assumed are measured at fair value as of the acquisition date. Where the fair value of the assets acquired and liabilities assumed is less than the fair value of consideration transferred, the difference is accounted for as goodwill. In assessing fair value of the acquired assets, management used various valuation techniques and cash flow forecasts involving significant judgment and subjectivity.

We considered this to be a key audit matter due to the complexity of the transactions, which included valuation of the acquired intangible assets and consideration issued. This resulted in a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating the audit evidence related to management's estimates. As such, an increased extent of audit effort was required which included the involvement of internal valuation specialists.

Audit Response

We responded to this matter by performing procedures over management's valuation techniques in determining fair value of the acquired assets and in determining goodwill. Our audit work in relation to this included, but was not restricted to, the following:

- Analyzed the signed purchase agreements to obtain an understanding of the key terms and conditions and to identify the necessary accounting considerations;
- Tested the mathematical accuracy of management's valuation models and supporting calculations;
- Evaluated the fair value of the consideration transferred;
- Evaluated the reasonableness of key assumptions in management's models, including testing of historical financial results which were used as a basis for future projections.
- Assessed the appropriateness of the disclosures relating to the assumptions used in the acquisition in the notes to the consolidated financial statements; and
- With the assistance of internal valuation specialists, evaluated the reasonableness of management's valuation models, through assessing the appropriateness of the valuation models used and testing the significant assumptions and inputs by:
 - Comparing to externally available industry and economic trends;
 - Evaluating budgets and forecasts for future operations; and
 - Comparing against guideline companies within the same industry.

Impairment of non financial assets

Key Audit Matter Description

We draw attention to Notes 3, 6, 8, 9, and 11 to the consolidated financial statements. The Company has recorded goodwill, property and equipment, and intangible assets of \$7,029,218 as of December 31, 2023. The Company performs impairment testing for goodwill and long-lived assets on an annual basis or more frequently when there is an indication of impairment. An impairment is recognized if the carrying amount of an asset, or its cash generating unit (CGU), exceeds its estimated recoverable amount. The recoverable amount of an asset is the greater of its value in use and its fair value less costs of disposal. In determining the estimated recoverable amounts using a discounted cash flow model, the Group's significant assumptions include future cash flows based on expected operating results, long term growth rates, and the discount rate.

We considered this a key audit matter due to the significant judgments made by management in estimating the recoverable amount for goodwill and long-lived assets and the high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating audit evidence relating to management's estimates. This resulted in an increased extent of audit effort, including the involvement of internal valuation specialists.

Audit Response

We responded to this matter by performing procedures in relation to impairment of goodwill and long-lived assets. Our audit work in relation to this included, but was not restricted to, the following:

- Tested management's key assumptions, including a 'retrospective review', to compare management's assumptions in prior year expected future cash flows to the actual results to assess the Company's budgeting process.
- Evaluated the reasonableness of key assumptions in the impairment model, including future cash flows based on expected operating results, long term growth rates, and the discount rate.
- Tested the mathematical accuracy of management's impairment model and supporting calculations.
- With the assistance of internal valuation specialists, evaluated the reasonableness of the Company's impairment model, which included:
 - Evaluating the reasonableness of the discount rates by comparing the Company's weighted average cost of capital against publicly available market data;
 - Developing a range of independent estimates and comparing those to the discount rate selected by management; and
 - Performing a sensitivity analysis by developing a range of independent estimates of growth rates and weighted average cost of capital.
- Assessed the appropriateness of the disclosures relating to the assumptions used in the impairment assessment in the notes to the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's 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. We have nothing to report in this regard.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

Toronto, Ontario

April 29, 2024

MNP LLP

Chartered Professional Accountants

Licensed Public Accountants

ACKROO INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
as at December 31, 2023 and December 31, 2022
 (expressed in Canadian dollars except for share and per share amounts)

	Dec 31, 2023	Dec 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 200,601	\$ 10,533
Deposit on business combination (Note 6)	-	1,274,617
Accounts receivable (Note 5)	184,754	461,102
Inventory	6,730	8,384
Prepaid expenses and other assets	58,409	57,239
Total current assets	\$ 450,494	\$ 1,811,875
Non-current assets:		
Due from related party (Note 17)	312,500	312,500
Property and equipment (Note 11)	1,240,211	1,459,687
Intangible assets (Notes 8)	2,725,001	1,478,014
Goodwill (Note 9)	3,064,006	2,640,084
	\$ 7,341,718	\$ 5,890,285
Total assets	\$ 7,792,212	\$ 7,702,160
LIABILITIES		
Current Liabilities:		
Bank indebtedness (Note 14)	\$ -	\$ 514,860
Trade and other payables	763,819	552,550
Deferred consideration (Note 6)	461,019	-
Current tax payable	195,877	-
Consulting settlement payable (Note 10)	-	523,369
Current portion of lease liability (Note 13)	203,412	207,857
Current portion of deferred revenue	350	59,256
Current portion of long-term debt (Note 12)	2,991,973	231,031
Total current liabilities	\$ 4,616,450	\$ 2,088,923
Lease liability (Note 13)	1,167,974	1,341,232
Long-term debt (Note 12)	-	2,744,889
	\$ 5,784,424	\$ 6,175,044
SHAREHOLDERS' EQUITY		
Capital stock (Note 16 (a),(b))	\$ 18,698,730	\$ 19,771,822
Warrants (Note 16(c))	-	840,512
Contributed surplus (Note 16(d))	2,309,511	1,721,424
Deficit	(19,000,453)	(20,806,642)
	\$ 2,007,788	\$ 1,527,116
Total liabilities and shareholders' equity	\$ 7,792,212	\$ 7,702,160

Nature of operations and going concern (note 1)
 Subsequent events (note 20)

Approved by the Board:

Steve Levely Director

Jeremy Jagt Director

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

ACKROO INC.

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

For the years ended December 31, 2023 and 2022

(Expressed in Canadian Dollars except for share and per share amounts)

	2023	2022
SALES		
Subscription Product	\$ 6,086,981	\$ 5,350,098
	890,616	914,009
	\$ 6,977,597	\$ 6,264,107
COST OF SALES		
Subscription Product	462,555	302,689
	284,173	276,208
Total cost of sales	\$ 746,728	\$ 578,897
Gross profit	\$ 6,230,869	\$ 5,685,210
EXPENSES		
Administration	\$ 2,505,831	\$ 2,393,817
Research	1,175,126	1,153,785
Sales and marketing	897,163	797,293
Consulting settlement (Note 10)	-	1,164,978
Share-based compensation expense (Note 16(d))	212,866	230,474
Gain on disposition (Note 7)	(862,511)	(21,528)
Amortization of intangible assets (Note 8)	709,173	1,378,398
Amortization of property and equipment (Note 11)	226,170	280,936
Foreign exchange loss (gain)	52,655	(24,136)
	\$ 4,916,473	\$ 7,354,017
INCOME (LOSS) BEFORE THE FOLLOWING ITEMS	\$ 1,314,396	\$ (1,668,807)
FINANCE COSTS		
Interest expense	(381,104)	(369,677)
Gain on retirement of debt (Note 6)	-	17,597
Gain on settlement of deferred consideration (Note 6)	122,008	-
Amortization of deferred financing charges	(16,053)	(16,053)
	\$ (275,149)	\$ (368,133)
INCOME (LOSS) BEFORE INCOME TAXES	\$ 1,039,247	\$ (2,036,940)
INCOME TAX EXPENSE (Note 15)	(195,877)	-
NET AND COMPREHENSIVE INCOME (LOSS)	\$ 843,370	\$ (2,036,940)
BASIC EARNINGS (LOSS) PER SHARE	\$ 0.007	\$ (0.018)
DILUTED EARNINGS (LOSS) PER SHARE	\$ 0.007	\$ (0.018)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
Basic	119,915,816	115,794,866
Diluted	120,658,087	115,794,866

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

ACKROO INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the years ended December 31, 2023 and 2022

(Expressed in Canadian Dollars except for share and per share amounts)

	Common Shares Number	Common Shares Amount	Warrants	Contributed Surplus	Accumulated Deficit	Total
Balance at December 31, 2021	115,748,633	\$ 19,518,697	\$ 840,512	\$ 1,840,079	\$ (19,118,831)	\$ 3,080,457
Expiration of options / warrants	-	-	-	(349,129)	349,129	-
Shares issued on acquisition (Note 6)	5,625,000	253,125	-	-	-	253,125
Share-based compensation	-	-	-	230,474	-	230,474
Comprehensive loss	-	-	-	-	(2,036,940)	(2,036,940)
Balance at December 31, 2022	121,373,633	\$ 19,771,822	\$ 840,512	\$ 1,721,424	\$ (20,806,642)	\$ 1,527,116
Balance at December 31, 2022	121,373,633	\$ 19,771,822	\$ 840,512	\$ 1,721,424	\$ (20,806,642)	\$ 1,527,116
Re-acquisition of shares (Note 16 (e))	(6,068,681)	(1,024,994)	-	497,528	-	(527,466)
Discount on shares issued on acquisition (Note 6)	-	(48,098)	-	-	-	(48,098)
Expiration of options and warrants	-	-	-	(122,307)	122,307	-
Expiration of warrants	-	-	(840,512)	-	840,512	-
Share-based compensation	-	-	-	212,866	-	212,866
Comprehensive income	-	-	-	-	843,370	843,370
Balance at December 31, 2023	115,304,952	\$ 18,698,730	\$ -	\$ 2,309,511	\$ (19,000,453)	\$ 2,007,788

ACKROO INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31, 2023 and 2022

(Expressed in Canadian Dollars except for share and per share amounts)

	2023	2022
OPERATING ACTIVITIES		
Net Income (Loss)	\$ 843,370	\$ (2,036,940)
<u>Items not affecting cash:</u>		
Amortization of deferred financing charges	16,053	16,053
Amortization of property and equipment (Note 11)	226,170	280,936
Amortization of intangible assets (Note 8)	709,173	1,378,398
Share-based compensation (Note 16(d))	212,866	230,474
Gain on disposition (Note 7)	(862,511)	(17,597)
Gain on settlement of deferred consideration (Note 6)	(122,008)	-
Gain on Disposal of Customer Contract	-	(21,528)
Income tax expense (Note 15)	195,877	-
Non-cash interest	99,086	82,570
	\$ 1,318,076	\$ (87,634)
<u>Changes in non-cash working capital items</u>		
Accounts receivable (Note 5)	\$ 276,348	\$ 8,440
Inventory	1,654	12,717
Prepaid expenses and other assets	(1,170)	115,961
Accounts payable and accrued liabilities	170,480	(45,712)
Consulting agreement payable	(523,369)	523,369
Deferred revenue	(58,906)	(64,577)
	\$ 1,183,113	\$ 462,564
INVESTING ACTIVITIES		
Purchase of property and equipment (Note 11)	\$ (6,694)	\$ (11,724)
Acquisitions (Note 6)	(1,292,870)	(1,274,617)
Proceeds on disposition (Note 7)	1,600,000	25,000
Purchase of intangible assets (Note 8)	-	(12,126)
Advances to related party (Note 17)	-	(12,500)
	\$ 300,436	\$ (1,285,967)
FINANCING ACTIVITIES		
Advances of bank indebtedness (Note 14)	\$ (514,860)	\$ 514,860
Repayment of long-term debt (Note 10)	-	(436,828)
Cash payments of lease liabilities	(251,155)	(269,525)
Re-acquisition of shares (Note 16 (e))	(527,466)	-
Issuance of common shares	-	253,125
	\$ (1,293,481)	\$ 61,632
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	\$ 190,068	\$ (761,771)
CASH AND CASH EQUIVALENTS, AT BEGINNING OF YEAR	\$ 10,533	\$ 772,304
CASH AND CASH EQUIVALENTS, AT END OF YEAR	\$ 200,601	\$ 10,533

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

ACKROO INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2023 AND 2022
(Expressed in Canadian Dollars except for share and per share amounts)

1. NATURE OF OPERATIONS AND GOING CONCERN

Ackroo Inc. (“Ackroo” or the “Company” or “We” or “Our”) is a public company and its shares are listed on the TSX Venture Exchange (TSX-V:AKR) and OTC Markets (OTC: AKRFF). The Company exists under the *Canada Business Corporations Act* and is located at 1250 South Service Rd, Unit A31 (3rd Floor) Hamilton, ON, L8E 5R9. The Company develops and sells an online loyalty and rewards platform that enables businesses to design and execute customer transaction, engagement and retention strategies.

Going Concern

At December 31, 2023, the Company had cash of \$200,601, net income from operations for the year of \$843,370, and an accumulated deficit of \$19,000,453. Additionally, the Company was not compliant with its debt covenants on December 31, 2023 (Note 12).

In view of these conditions, the ability of the Company to continue as a going concern is dependent upon sustaining a profitable level of operations or obtaining the necessary financing to fund ongoing operations. Historically, the Company has relied upon funds from the operations, bank financing, sale of shares of stock, issuance of promissory notes and loans from its shareholders and private investors to finance its operations and growth. Management may raise additional funds for working capital through loans and/or additional sales of its common stock, as required, however, there is no assurance that the Company will be successful in raising additional capital or that such additional funds will be available on acceptable terms, if at all. Should the Company be unable to raise this amount of capital, its operating plans will be limited to the amount of capital that it can access. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not give effect to any adjustments which will be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

2. BASIS OF PREPARATION

Statement of compliance

The consolidated financial statements of the Company have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements for the year ended December 31, 2023, were approved and authorized for issue by the Board of Directors on April 29, 2024.

Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis.

Basis of consolidation

The consolidated financial statements include the assets, liabilities, and results of operations of the Company and its wholly owned subsidiaries Ackroo Canada Inc., Ackroo Corporation and Ackroo US Inc. The financial statements of all subsidiaries are prepared for the same reporting period, using consistent accounting policies. In preparing the consolidated financial statements, all intra-group balances and transactions between the entities in the consolidated group have been eliminated.

The consolidated financial statements are presented using the Canadian dollar, which is functional currency of the Company and its subsidiaries.

ACKROO INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2023 AND 2022
(Expressed in Canadian Dollars except for share and per share amounts)

3. MATERIAL ACCOUNTING POLICIES

Revenue recognition

Revenue represents the amount the Company expects to receive for products and services in its contracts with customers, net of discounts and sales taxes. The Company's revenue is derived from the provision of loyalty rewards software-as-a-service ("SaaS") arrangements, consulting services and consumable products utilized by its customers in the implementation and management of customer loyalty programs. Revenue is generated in three distinct ways: (i) setup includes all of the components required to start a loyalty program including: software, card readers, loyalty cards, artwork, training and configuration of the software to meet customer specific requirements; (ii) transactions include the ongoing monthly processing of loyalty transactions and are charged on either a per transaction basis or a flat monthly fee over the contract period; (iii) the Company also generates revenue from consulting services provided for additional customer training and customized development of loyalty programs.

Typically, the Company enters into contracts that contain services such as subscriptions, incremental variable fees, transaction fees, setup fees and professional services. The Company evaluates these arrangements to determine the appropriate unit of accounting (performance obligation) for revenue recognition purposes based on whether the services are distinct from some or all of the other services in the arrangement. A product or service is distinct if the customer can benefit from it on its own or together with other readily available resources and the Company's promise to transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer. The Company has determined that all products and services provided to its customers are dependent on its proprietary technology platforms and there are no separately identifiable promises related to products or services. Where a contract consists of more than one performance obligation, revenue for each performance obligation is recognized primarily on the relative fair value basis for each performance obligation.

The Company recognizes revenue when it has transferred significant risks of ownership, legal title has passed, it retains neither continuing managerial involvement to the degree usually associated with ownership or effective control over the goods sold, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transactions will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from setup not relating to the sale of product is classified as subscription and service on the consolidated statements of loss and comprehensive loss and is deferred and recognized over the term of the merchant agreement. Revenue from license and subscriptions is recognized evenly over the term or estimated term. Revenue from the supply of product and service and consulting fees is recognized in the year in which the product or services are delivered.

Deferred revenue

Deferred revenue is comprised of startup fees received in advance of a merchant being setup on the Company's loyalty platform and recognized in income over the term of the merchant agreement and monthly fees received in advance and recognized in income over the service period.

Cash and cash equivalents

The Company's policy is to present bank balances under cash and cash equivalent with balances that fluctuate frequently from being positive to overdrawn and undeposited funds on hand. Bank overdrafts are included in liabilities.

ACKROO INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2023 AND 2022
(Expressed in Canadian Dollars except for share and per share amounts)

Inventory

Inventory consists of components such as cards and card readers and is recorded at the lower of cost and net realizable value. Previously written down inventory is reversed if circumstances that caused the write-down no longer exist.

Financial instruments

Financial instruments are recognized on the consolidated statements of financial position when the Company becomes a party to the contractual provisions of a financial instrument. The Company initially recognizes all of its financial assets and liabilities, including derivatives and embedded derivatives in certain contracts, at fair value.

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management choices and intentions related thereto for the purpose of ongoing measurements. Classification for financial assets include:

- a) FVTPL – measured at fair value with changes in fair value recorded in the statement of loss;
- b) FVTOCI – measured at fair value with changes in fair value recognized in other comprehensive income for the current year until realized through disposal or impairment except for investment in affiliate as it is a non-derivative equity instrument with no quoted market price; and
- c) Amortized cost – recorded at amortized cost with gains and losses recognized in net earnings in the year that the asset is no longer recognized or impaired.

Classification choices for financial liabilities include:

- a) FVTPL – measured at fair value with changes in fair value recorded in net earnings; and
- b) Amortized cost – measured at amortized cost with gains and losses recognized in net earnings in the year that the liability is derecognized.

The Company's financial assets and liabilities are classified and measured as follows:

Financial Assets

Cash and cash equivalents	Amortized cost
Accounts receivable	Amortized cost
Due from related party	Amortized cost

Financial Liabilities

Bank indebtedness	Amortized cost
Trade and other payables	Amortized cost
Deferred consideration	Amortized cost
Leases – IFRS 16	Amortized cost
Long-term debt	Amortized cost

With respect to financial assets measured at amortized cost, the Company assesses whether there are any indications of impairment. When there is an indication of impairment, and if the Company determines that during the year there was a significant adverse change in the expected timing or amount of future cash flows from a financial asset, they will then recognize a reduction as an impairment loss in the statements of income and comprehensive income. The reversal of a previously recognized impairment loss on a financial asset measured at amortized cost is recognized in the statements of income and comprehensive income in the year the reversal occurs.

Transaction costs other than those related to financial instruments classified as FVTPL or FVTOCI, which are expensed as incurred, are added to or deducted from the fair value of the financial asset or financial liability, as appropriate, on initial recognition and amortized using the effective interest method.

ACKROO INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2023 AND 2022
(Expressed in Canadian Dollars except for share and per share amounts)

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The accounting standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value.

Fair value determination is classified within a three-level hierarchy, based on observability of significant inputs, as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - Unobservable inputs for the asset or liability. Inputs into the determination of the fair value require management judgment or estimation.

If different levels of inputs are used to measure a financial instrument's fair value, the classification within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Changes to valuation methods may result in transfers into or out of an investment's assigned level.

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or if the Company transfers the financial asset to another party without retaining control or substantially all the risks and rewards of ownership of the financial asset. A financial liability is derecognized when its contractual obligations are discharged, cancelled, or expired.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for trade receivables. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit- impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

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Foreign currency

In preparing the financial statements, transactions in currencies other than the Company's functional currency are recorded at the exchange rates prevailing at the dates of the transactions. At each statement of financial position date, monetary assets and liabilities denominated in foreign currencies are translated to Canadian dollars at the foreign exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to Canadian dollars at the effective exchange rate on the date that the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognized in the statement of loss.

Property and equipment

Property and equipment are recorded at cost less residual value and accumulated amortization. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. Amortization is provided when the asset is available for use, over the estimated useful life of the asset, using the following annual rates and methods:

Computer equipment	45%, declining balance method
Right of use leased asset	straight line, over the remaining term of the lease
Leasehold improvements	straight line, over the shorter of useful life or term of the lease
Furniture and fixtures	20%, declining balance method

An asset's residual value, useful life and amortization method are reviewed, and adjusted prospectively if appropriate, on an annual basis.

Gains and losses on disposal of property and equipment are determined by comparing the proceeds with the carrying amount of the asset and are included in the consolidated statements of loss and comprehensive loss.

Business combinations

Business combinations are accounted for by applying the acquisition method. The acquisition method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recorded in the financial statements prior to acquisition. The acquiree's identifiable assets and liabilities that meet the conditions for recognition under IFRS 3, Business Combinations ("IFRS 3"), are recognized at their fair value at the acquisition date.

The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value. Transaction costs related to the acquisition are expensed as they are incurred.

Goodwill arising on acquisition is recognized as an asset and represents the excess of acquisition cost over the fair value of the Company's share of the identifiable net assets of the acquiree at the date of the acquisition. Any excess of identifiable net assets over the acquisition cost is recognized in net income immediately after acquisition.

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Goodwill and intangible assets

Goodwill, representing the excess of the purchase price over the fair value of the net assets acquired, is carried at its original value based on the acquisition, less impairment losses determined subsequent to the acquisition. Goodwill, both new and existing, is measured against the whole operations of Ackroo as a singular cash generating unit (CGU).

Intangible assets consist of acquired customer contracts, brand, internally development research and development intellectual property, and intellectual property acquired through acquisitions. Intangible assets are accounted for at cost. Customer contracts and intellectual property have finite useful lives and are carried at cost less accumulated amortization and accumulated impairment losses. The customer contracts are amortized on a straight-line basis over the estimated useful life of 3 to 7 years. Intellectual property is amortized on straight-line basis over the estimated useful life of 5 to 7 years.

Impairment of non-financial assets

Goodwill and intangibles with indefinite useful lives are reviewed for impairment annually, or when events or changes in circumstances indicate the carrying value of the assets may not be recoverable. Goodwill, both new and existing, is measured against the whole operations of Ackroo as a singular cash generating unit (CGU). If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount is the higher of fair value less costs of disposal and value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses related to goodwill cannot be reversed.

Long-lived assets or finite life intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount is the higher of fair value less costs to sell and value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. When an impairment loss subsequently reverses, other than related to goodwill, the carrying amount of the asset is increased to the revised estimate but is limited to the carrying amount that would have been determined if no impairment loss had been recognized in prior years.

In the process of measuring expected future cash flows, management makes assumptions about future growth of profits. These assumptions relate to future events and circumstances. The actual results may vary and may cause significant adjustments to the Company's assets in subsequent financial years.

Income taxes

The income tax expense for the year comprises current and deferred tax. Tax is recognized in the consolidated statements of loss and comprehensive loss, except to the extent it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is recognized in other comprehensive income or equity, respectively.

Current tax is the expected tax payable on the taxable income for the year using tax rates enacted or substantively enacted, at the end of the year, and any adjustments to tax payable in respect to previous years.

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Deferred taxes are calculated using the asset and liability method on temporary differences between the carrying amount of assets and liabilities and their related tax bases. Deferred income taxes are measured using substantively enacted tax rates that will be in effect when the amounts are expected to be settled. Deferred tax assets are only recognizable to the extent it is probable that they will be utilized against future taxable income. The assessment of probability of future taxable income in which deferred tax assets can be utilized is based on the Company's latest approved forecast, which is adjusted for significant non-taxable income and expenses. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, the deferred tax asset is generally recognized to the extent it is recoverable.

Deferred tax assets and liabilities are only offset when the Company has the right and intention to offset current tax assets and liabilities from the same taxation authority. Changes in deferred tax assets and liabilities are recognized as a component of income or expense in net earnings or loss, except where they relate to items that are recognized in other comprehensive income or equity.

Investment tax credits

The Company claims investment tax credits as a result of incurring scientific research and development expenditures. Investment tax credits are recognized when the related expenditures are incurred and there is reasonable assurance of their realization. Investment tax credits in connection with research and development activities are recorded as a reduction of the cost of the related assets or expenditures. Management has made a number of estimates and assumptions in determining the expenditures eligible for the investment tax credit claim and the amount could be materially different from the recorded amount upon assessment by the Canada Revenue Agency.

Research and development

Current research costs other than property and equipment acquisitions are expensed as incurred. Development costs are deferred and amortized when the criteria for deferral under IFRS are met, or otherwise, are expensed.

The criteria for the assets recognized under IAS 38 are:

- (a) technical feasibility of completing the intangible asset so that it will be available for use or sale.
- (b) its intention to complete the intangible asset and use or sell it.
- (c) its ability to use or sell the intangible asset.
- (d) how the intangible asset will generate probable future economic benefits. Among other things, the entity can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.
- (e) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- (f) its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Share-based payments

The Company records equity settled share-based payments for the granting of stock options and warrants granted using the fair value method whereby all awards to employees are recorded at the fair value of each stock option or warrant at the date of the grant using the Black-Scholes option pricing model. The fair value of the stock options is amortized over the vesting period with a corresponding increase in contributed surplus. The amount recognized as an expense is adjusted to reflect the number of options expected to eventually vest. Any consideration paid by the option or warrant holders to purchase shares is credited to share capital and the related share-based payments is transferred from warrant reserve or contributed surplus to share capital.

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Earnings (loss) per share

The Company calculates basic earnings (loss) per share using the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is calculated by adjusting the weighted average number of common shares outstanding by an amount that assumes that the proceeds to be received on the exercise of dilutive stock options and warrants are applied to repurchase common shares at the average market price for the year in calculating the net dilution impact. Stock options and warrants are dilutive when the Company has income from continuing operations and the average market price of the common shares during the year exceeds the exercise price of the options and warrants.

For the year ended December 31, 2022, loss per share is equal to diluted loss per share because the impact of options or warrants was antidilutive. For the year ended December 31, 2023, the impact of dilutive options or warrants on the diluted weighted average number of shares outstanding was 742,271.

Leases

At the inception of a contract, an evaluation is made to determine whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The following factors are considered to assess whether a contract conveys the right to control the use of an identified asset:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all of the economic benefit from use of the identified asset throughout the period of use; and
- the Company has the right to the direct use of the asset.

Lessee accounting

A right-of-use asset and a lease liability is recognized at the lease commencement date. The right-of-use asset is initially measured at cost, consisting of:

- 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 restore the site on which it is located; less
- any lease incentives received.

The right-of-use asset will typically be depreciated on a straight-line basis over the lease term, unless ownership of the leased asset is expected at the end of the lease. The lease term will consist of:

- the non-cancellable period of the lease;
- periods covered by options to extend the lease that are reasonably certain to be exercised;
- periods covered by options to terminate the lease that are reasonably certain not to be terminated.

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If the Company expects to obtain ownership of the leased asset at the end of the lease, the right-of-use asset is depreciated over the underlying asset's estimated useful life. Additionally, 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 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. Usually, the incremental borrowing rate is used to discount lease payments as the interest rate implicit in a lease cannot be readily determined. The lease liability is subsequently measured at amortized cost using the effective interest rate method.

Lease payments included in the measurement of the lease liability include:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or rate;
- amounts expected to be payable under a residual guarantee; and
- the exercise price under a purchase option that is reasonably certain to be exercised, lease payments in an optional renewal period that are reasonably certain to be exercised, and penalties for early termination of a lease unless it is reasonably certain not to be terminated early.

As a practical expedient, the Company has elected not to separate non-lease components from lease components, and instead accounts for each lease component and any associated non-lease components as a single lease component.

The lease liability 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 estimate of the amount expected to be payable under a residual value guarantee, or if there is a change in the assessment of whether or not a purchase, extension or termination option will be exercised. When the lease liability is remeasured in any of these circumstances, a corresponding adjustment is made to the carrying amount of the right-of-use asset.

The lease liability is also remeasured when the underlying lease contract is amended. When there is a decrease in contract scope, the lease liability and right-of-use asset will decrease relative to this change with the difference recorded in net income prior to the remeasurement of the lease liability.

Significant accounting judgments, estimates, and assumptions

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the year.

Revenue recognition

Revenue is recognized over the life of the merchant agreement in accordance with a typical "Software as a Service" model. Judgment is required when determining the fair value of elements included in a bundled merchant arrangement and the estimated life of each merchant agreement. Revenue for service elements is recognized as the services are performed.

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Valuation of identifiable assets in a business combination

In a business combination, all identifiable assets, liabilities, and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent external valuation expert may determine the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows.

These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the discount rate applied. In certain circumstances where estimates have been made, the Company may obtain third-party valuations of certain assets, which could result in further refinement of the fair-value allocation of certain purchase prices and accounting adjustments.

Asset purchase or business combination

The Company applies judgement on whether the purchase of shares or assets represents a business combination or an asset purchase. The Company also applies judgment on the recognition and measurement of the assets acquired and liabilities assumed, and estimates are utilized to calculate and measure such adjustments. In measuring the fair value of the assets and liabilities acquired management uses estimates of future cash flows and discount rates.

Estimated useful lives of assets

The estimated useful lives of intangible assets and property and equipment are based on management's intentions, historical experience, internal plans, and other factors as determined by management. The useful lives are reviewed on an annual basis and any revisions to the useful lives are accounted for prospectively.

Impairment of financial instruments

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. Loss allowances for accounts receivable are measured at an amount equal to the lifetime expected credit losses if the amount is not considered fully recoverable. A financial asset carried at amortized is considered credit-impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Individually significant financial assets are tested for credit impairment on an individual basis. The remaining financial assets are assessed collectively.

Impairment of non-financial assets

The Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill is tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

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Recognition of deferred income taxes

The extent to which deferred income tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of a legal or economic limit of uncertainties in various tax jurisdictions.

Estimated BDC principal repayments

The BDC principal repayment structure is in the form of annual cash flow sweeps starting April 2021 for the 2020 fiscal year. The amount of the cash repayment is based on 50% of the available free cash flow from the prior year's operations to a maximum of \$600,000 per year. Estimates have been made which reflect the Company's projected cash flow however, actual principal repayments may differ based on actual results.

Estimation uncertainty

Significant accounting policies and estimates utilized in the normal course of preparing the Company's consolidated financial statements require the determination of future cash flows utilized in assessing net recoverable amounts and net realizable values; identification and measurement of assets acquired and liabilities assumed in business combinations; amortization; allowance for doubtful accounts; useful lives of property, equipment and intangible assets; recoverability of goodwill and long-lived assets; ability to utilize tax losses and investment tax credits; fair value of share based awards and warrants; and measurement of deferred taxes. In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis where required.

These estimates have been applied in a consistent manner and there are no known trends, commitments, events, or uncertainties that we believe will materially affect the methodology or assumptions utilized in these financial statements. The estimates are impacted by many factors, some of which are highly uncertain. The interrelated nature of these factors prevents us from quantifying the overall impact of these movements on the Company's consolidated financial statements in a meaningful way. These sources of estimation uncertainty relate in varying degrees to virtually all asset and liability account balances.

Critical accounting estimates

- i. Stock-based compensation is subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.
- ii. The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

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Critical accounting judgments

Going concern

Assessing the Company's ability to continue as a going concern requires management to estimate future cash flows and other future events, the outcome of which is uncertain.

New accounting standards

There are no other IFRS or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

4. FUTURE ACCOUNTING PRONOUNCEMENTS

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

IAS 1 Presentation of Financial Statements (October 2022 Amendments)

In October 2022, the International Accounting Standards Board (IASB) issued amendments to IAS 1 which were incorporated into Part I of the CPA Canada Handbook – Accounting in December 2022. The amendments require an entity to disclose, in specified circumstances, information in the notes that enables financial statement users to understand the risk that non-current liabilities with covenants could become repayable within 12 months after the reporting period. As part of the amendments, a provision was added to clarify that only covenants that an entity must comply with on or before the reporting date would affect a liability's classification as current or non-current, even if compliance with the covenant is only assessed after the entity's reporting date. Covenants which an entity must comply with after the reporting date would not affect classification of a liability as current or non-current at the reporting date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024. Earlier application is permitted.

5. FINANCIAL INSTRUMENTS

Fair value of financial instruments

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, due from related party, accounts payable and accrued liabilities, and long-term debt. The Company believes that the recorded values of all these financial instruments, with the exception of long-term debt, approximate their current fair values because of their short-term nature. The fair value of long-term debt approximates its carrying value due to its market rate of interest.

Risk management

The Company's activities expose it to a variety of financial risks including market risk (i.e. currency risk, interest rate risk), credit and liquidity risks.

(a) Market risk

Market risk is the risk that the fair value or expected future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Company is mainly exposed to interest rate risk and currency risk.

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Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company transacts primarily in Canadian dollars and is not exposed to significant currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's long-term debt bears interest at a fixed rate. Bank indebtedness is based on market rates plus a fixed percentage and represents some risk. As a whole, the Company's exposure to interest rate risk is minimal.

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's credit risks relate to its cash and cash equivalents and accounts receivable. The Company's cash and cash equivalents are deposited with a Canadian chartered bank and as a result management believes the risk of loss on this item to be remote. Management believes that the credit risk on its accounts receivable is limited as the amounts are expected to be collected in the Company's next operating cycle.

The aging of accounts receivable balances at December 31, 2023 and 2022 are as follows:

	2023	2022
Not past due	\$ 30,708	\$ 27,801
16 - 30 days	50,189	88,327
31 - 60 days	248	37,373
61 - 90 days	-	26,194
Greater than 90 days	90,475	78,836
	<hr/> \$ 171,620	<hr/> \$ 258,531
Less: expected credit losses	(51,716)	-
Other Receivables	64,850	202,571
Total Accounts Receivables	<hr/> \$ 184,754	<hr/> \$ 461,102

The Company has limited credit risk since the Company does not typically extend credit to its customers and customers are required to provide a pre-authorized method of payment upon entering into a service contract. The Company carries out, on a continuing basis, credit checks on its clients, a review of outstanding amounts and maintains provisions for estimated uncollectible accounts. Expected credit losses, not due to credit loss, are made on an account-by-account basis. At December 31, 2023, the expected credit losses amounted to \$51,716 (2022 - \$Nil). At December 31, 2023, there were no customers that represented greater than 10% of the current total accounts receivable.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's management believes its existing working capital cash generated from its operations and additional financing activities will enable the Company to meet its financial obligations.

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6. ACQUISITIONS

Simpliconnect

On January 1, 2023, the Company completed the acquisition of certain assets of Simpliconnect, Inc. Under the terms of the acquisition, Ackroo acquired all customer contracts and related intellectual property of Simpliconnect. In consideration for the acquisition, on December 29, 2022, the Company paid US\$750,000 (CAD \$1,021,492) and issued 5,625,000 common shares valued at CAD \$253,125. These amounts were held in escrow until January 1, 2023, and are included in deposit on business combination at December 31, 2022. In addition, the Company would make a series of six, monthly payments of US \$125,000 commencing July 1, 2023. The Company is at arms-length from Simpliconnect, and no finders' fees or commissions were paid in connection with completion of the acquisition. All common shares issued to Simpliconnect were subject to a 4 month and 1-day statutory hold period which was valued at CAD \$48,098.

The fair value of the purchase consideration is allocated to the fair value of the net assets acquired as follows:

Purchase price	
Cash deposit	\$ 1,015,847
Fair value of 5,625,000 common shares	205,036
Fair value of deferred consideration	959,338
	\$ 2,180,221
Net assets acquired	
Customer contracts	\$ 1,384,197
Intellectual property	434,762
Brand	21,670
Goodwill	339,592
	\$ 2,180,221

In April 2023, the Company negotiated a final payment of US \$600,000 to be paid in May 2023 in lieu of the series of US \$125,000 payments and working capital adjustments resulting in a gain of CAD \$122,008 which is included in gain on settlement of deferred consideration.

GiftFly

On December 1, 2023, The Company completed the acquisition of certain assets of GiftFly. GiftFly is a self-serve eGift Card platform actively used by 3,000+ merchants across Canada and the United States. Under the terms of the acquisition, Ackroo acquired all customer contracts and intellectual property of GiftFly for a cash payment of US\$350,000 on closing and a series of four US\$100,000 payments on January 5, 2024, and on or before the first Business Day of each February, March and April 2024. The final payment would be reduced to US\$50,000 if certain revenue targets were not achieved (note 20).

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The fair value of the purchase consideration is allocated to the fair value of the net assets acquired as follows:

Purchase price	
Cash deposit	\$ 475,370
Fair value of deferred consideration	461,980
	\$ 937,350
Net assets acquired	
Customer contracts	\$ 347,130
Intellectual property	172,890
Goodwill	417,330
	\$ 937,350

7. DISPOSITIONS

3916715 CANADA INC. / GGGolf

On March 31, 2023, the Company completed the divesture of certain assets of 3916715 CANADA INC. / GGGolf. Under the terms of the agreement, GGGolf Technologies Inc. acquired all customer contracts and related intellectual property. Total consideration for the divesture is \$1,600,000 consisting of \$1,200,000 cash on closing and \$50,000 a month for 8 months for a total of \$400,000 starting May 15, 2023. The Company is at arms-length from the purchaser, and no finders' fees or commissions were paid in connection with completion of the divesture.

The gain on disposition is as follows:

Proceeds	\$ 1,600,000
Net book value of disposed assets	
Customer contracts	\$ 189,972
Brand	59,000
IP	155,517
Goodwill	333,000
	\$ 737,489
Gain on disposition	\$ 862,511

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8. INTANGIBLE ASSETS

The Company's amortized intangible assets consist of the following:

Cost		Intellectual Property		Brand		Customer Contracts		Total
As at December 31, 2021	\$	1,586,975	\$	71,000	\$	8,416,034	\$	10,074,009
Additions		12,126		-		-		12,126
Disposition		-		-		(25,000)		(25,000)
As at December 31, 2022	\$	1,599,101	\$	71,000	\$	8,391,034	\$	10,061,135
Additions (note 6)		607,652		21,670		1,731,327		2,360,649
Disposition (note 7)		(301,000)		(59,000)		(977,000)		(1,337,000)
As at December 31, 2023	\$	1,905,753	\$	33,670	\$	9,145,361	\$	11,084,784
Accumulated Amortization								
As at December 31, 2021	\$	504,046	\$	-	\$	6,722,205	\$	7,226,251
Amortization		290,865		-		1,066,005		1,356,870
As at December 31, 2022	\$	794,911	\$	-	\$	7,788,210	\$	8,583,121
Amortization		290,611		-		418,562		709,173
Disposition (note 7)		(145,483)		-		(787,028)		(932,511)
As at December 31, 2023	\$	940,039	\$	-	\$	7,419,744	\$	8,359,783
Net book value								
As at December 31, 2022	\$	804,190	\$	71,000	\$	602,824	\$	1,478,014
As at December 31, 2023	\$	965,714	\$	33,670	\$	1,725,617	\$	2,725,001

The intangible assets acquired in 2022 were additional investments into a customer self serve portal. The customer contracts disposition in 2022 consisted of one AckrooPay Customer portfolio.

9. GOODWILL

In 2023, Goodwill arose on acquisition of Simpliconnect and GiftFly. This value, in part, consists of an increase of revenues, cost efficiencies, wider customer base, and synergies between existing products and services offered by Ackroo and those of the acquired.

Balance, December 31, 2021	\$ 2,640,084
Additions	-
Balance, December 31, 2021 and 2022	\$ 2,640,084
Additions - Simpliconnect (note 6)	339,592
Additions - GiftFly (note 6)	417,330
Disposals - GGGolf (note 7)	(333,000)
Balance, December 31, 2022	\$ 3,064,006

Goodwill was tested for impairment at December 31, 2023 and 2022 and it was determined that no impairment existed. No impairment of goodwill have been recorded historically.

For the years ended December 31, 2023 and December 31, 2022, the recoverable amount of the Company's CGU was determined based on a value-in-use calculation which uses cash flow projections based on financial budgets covering a five-year-period and an after-tax discount rate of 18.0% (pre-tax – 26.5%) per annum.

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The cash flows beyond the five-year period have been extrapolated using a steady 2% per annum growth rate. The cash flow projections used in estimating the recoverable amounts are generated consistent with results achieved historically adjusted for anticipated growth. The Company believes that any reasonably possible change in key assumptions on which the recoverable amounts were based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the CGU.

10. CONSULTING SETTLEMENT PAYABLE

In 2022, accounts payable in the amount of \$1,164,978 arose from a consulting agreement settlement. The outstanding balances due under the agreements totaling \$682,332 and US\$336,000 (\$432,970) were settled at \$648,000 and US\$315,000 (\$405,909), respectively, for savings of \$34,332 and \$27,061, respectively. In addition, the prepayment of \$107,793 pertaining to the final four payments otherwise due was also settled. Repayment was in twelve equal monthly instalments beginning on July 15, 2022. The final settlement payment was made on June 15, 2023. As at December 31, 2023, there was no balance outstanding.

11. PROPERTY AND EQUIPMENT

	Computer equipment	Right of use asset office space	Furniture and fixtures	Total
Cost				
As at December 31, 2021	\$ 218,405	\$ 2,199,400	\$ 102,801	\$ 2,520,606
Additions	11,564	-	160	11,724
As at December 31, 2022	\$ 229,969	\$ 2,199,400	\$ 102,961	\$ 2,532,330
Additions	6,694	-	-	6,694
As at December 31, 2023	\$ 236,663	\$ 2,199,400	\$ 102,961	\$ 2,539,024
Accumulated amortization				
As at December 31, 2021	\$ 165,797	\$ 580,653	\$ 45,257	\$ 791,707
Amortization	26,276	243,152	11,508	280,936
As at December 31, 2022	\$ 192,073	\$ 823,805	\$ 56,765	\$ 1,072,643
Amortization	18,560	198,404	9,206	226,170
As at December 31, 2023	\$ 210,633	\$ 1,022,209	\$ 65,971	\$ 1,298,813
Net book value				
As at December 31, 2022	\$ 37,896	\$ 1,375,595	\$ 46,196	\$ 1,459,687
As at December 31, 2023	\$ 26,030	\$ 1,177,191	\$ 36,990	\$ 1,240,211

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12. LONG-TERM DEBT

	2023	2022
BDC Capital Inc.	\$ 3,000,000	\$ 3,000,000
	\$ 3,000,000	\$ 3,000,000
Unamortized financing costs	8,027	24,080
Current portion	2,991,973	231,031
	\$ -	\$ 2,744,889
Long-term portion	\$ -	\$ 2,744,889

On July 2, 2019, the Company secured financing from BDC Capital Inc. ("BDC") in the amount of \$3,000,000. On April 3, 2020, the Company received an additional \$1,000,000 disbursement from BDC connected to the original financing. The BDC financing has a 5-year term, bears an initial interest rate of 9.75% and incurred a 1.5% (\$45,000) upfront fee for the first disbursement and (\$15,000) for the second disbursement. The loan has annual principal repayments commencing April 2021 based on 50% of free available cash flow from the prior fiscal year with a maximum annual principal repayment of \$600,000. The closing costs related to the loan were capitalized and will be recognized over the 5-year term of the loan. The loan is secured by a floating security charge over all assets of the Company. The current Interest rate is 7.5%.

For the year ended December 31, 2023, interest expense includes \$279,110 (2022 - \$292,944) in relation to this loan.

At December 31, 2023, the Company was not compliant with its covenants with BDC including a requirement to maintain a working capital ratio of 1.2 to 1.0.

13. LEASE LIABILITIES

Lease liabilities are comprised of the two leases, one for office space premises located in Stoney Creek, Ontario and the other for office furniture for the Stoney Creek office with monthly lease payments in the amounts of \$20,190 and \$2,830 respectively. The lease liability was calculated at a 5% incremental borrowing rate. As of September 30, 2022, the furniture lease has ended. Lease interest expense and amortization expense for the year ended December 31, 2023 were \$73,452 and \$198,404 respectively (December 31, 2022: \$82,571 and \$243,152 respectively.) Lease liabilities as of December 31, 2023 were \$203,412 (short-term) and \$1,167,974 (long-term).

Annual Lease payments are as follows:

2024	\$ 258,359
2025	265,671
2026	273,096
2027	280,637
2028	288,300
2029	220,588
	\$ 1,586,651

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14. CREDIT FACILITIES

The Company has a revolving demand facility with a maximum borrowing of \$1,600,000 of which \$Nil was utilized at December 31, 2023 (2022 - \$514,860). The facility is repayable on demand, bears a total interest rate at bank prime + 2% (9.20% at December 31, 2023) and is secured by a general security agreement over all personal property of the Company. The borrowings under this facility must not exceed the aggregate of 4 x MRR (4 times the total Monthly Recurring Revenue) to a maximum borrowing of \$1,600,000.

Under the terms of the BDC Agreement, so long as any amount is owing, the Company must meet certain financial ratios concerning Working Capital, Term Debt to Tangible Equity and Annual Recurring Rate Churn Rate.

15. INCOME TAXES

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% (2022 - 26.5%) to the effective tax rate is as follows:

	2023	2022
Net Income (Loss) before recovery of income taxes	\$ 1,039,247	\$ (2,036,940)
Combined Tax Rate	26.5%	26.5%
Expected income tax (recovery) expense	\$ 275,400	\$ (539,789)
Adjustments in respect of prior periods	-	104,260
Tax on sale of intangible assets	-	-
Share based compensation and non-deductible expense	59,920	57,674
Change in tax benefits not recognized	(139,443)	377,855
Income tax (recovery) expense	\$ 195,877	\$ -

Deferred Tax

The following table summarizes the components of deferred tax:

	2023	2022
Deferred tax assets		
Non-capital losses carried forward	\$ 267,869	324,697
Deferred tax liabilities		
Property plant and equipment	(267,869)	(324,697)
Net deferred tax asset	\$ -	-

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Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following temporary differences because it is not probable that future taxable profit will be available against the group can utilize the benefits therefrom.

	2023	2022
Intangible assets	\$ 6,321,285	\$ 5,600,305
Property and equipment	96,571	
Capital lease obligation	1,371,386	1,549,089
Financing costs	9,894	-
Non-capital losses carried forward	718,274	2,332,728
Capital losses carried forward	22,172,544	22,172,544
Investment Tax Credits	48,521	48,521
	\$ 30,738,475	\$ 31,703,187

The Canadian non-capital losses carried forward expire as noted in the table below.

Share issue and financing costs will be fully amortized in 2024.

Investment tax credit expire from 2032 to 2038.

The remaining deductible temporary differences may be carried forward indefinitely.

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available for utilization of the benefits of these assets.

The Company's Canadian non-capital income tax losses expire as follows:

2037	\$ 50,359
2038	18,624
2039	1,397
2040	6,913
2041	245,677
2042	377,081
2043	18,223
	\$ 718,274

16. CAPITAL STOCK

(a) Authorized share capital

The Company is authorized to issue an unlimited number of the following shares:

Preferred shares – issuable in series with the terms and conditions to be set on issuance.
Common shares – voting, without par value.

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(b) Issued and outstanding

	2023	2022
Common - 115,304,952 shares (December 2022 - 121,373,633 shares)	\$ 18,698,730	\$ 19,771,822

(c) Outstanding warrants

At the year ended December 31, 2023, a summary of the Company's warrant activity is as follows:

	Number of warrants	Weighted Average Exercise Price
Balance at December 31, 2021 and 2022	25,000,000	\$0.180
Warrants expired	(25,000,000)	\$0.180
Warrants exercised	-	\$0.000
Warrants issued	-	\$0.000
Balance at December 31, 2023	-	\$0.000

(d) Stock options

Under the terms of the Company's approved Stock Option Plan (ESOP) the Board of Directors of the Company may, from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Company options to purchase common shares, provided that the number of common shares reserved for issuance, together with those to be issued pursuant to options previously granted, does not exceed 10% of the issued and outstanding common shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis, or 2% if the optionee is engaged in investor relations activities or is a consultant. Under Exchange policy, all such rolling stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares must be approved and ratified by shareholders on an annual basis. There are currently 115,304,952 (December 31, 2022 – 121,373,633) common shares outstanding, with 3,530,495 (2022 – 6,412,363) of the Company's common shares available for issuance.

Options are exercisable over periods of up to three years as determined by the Board of Directors and are required to have an exercise price no less than the closing market price of the common shares prevailing on the day that the option is granted less a discount of up to 25%, with the amount of the discount varying with market price in accordance with the policies of the Exchange. Options held by an officer, director or service provider (not conducting investor relations) expire 30 days after the option holder has left office or the service provider ceases providing services, and for options held by service providers conducting investor relations, 30 days after the Company terminates that relationship. In the case of the death of an employee, officer, director or other service provider, the option may be exercised by a personal representative or heir until the earlier of the option's expiry or one year after the option holder died.

Pursuant to the Stock Option Plan, the Board of Directors may from time to time authorize the grant of options to directors, officers, employees and consultants of the Company or employees of companies providing management or consulting services to the Company. Other than options granted to consultants performing investor relations activities which must vest in stages over 12 months with no more than one-quarter of the options vesting in any three-month period, the Stock Option Plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion.

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At December 31, 2023, a summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2021	8,089,131	\$0.191
ESOP Options Granted	1,900,000	\$0.102
ESOP Expired/Cancelled	(539,131)	\$0.168
ESOP Forfeited	(3,725,000)	\$0.195
Balance, December 31, 2022	5,725,000	\$0.180
ESOP Options Granted	5,000,000	\$0.065
ESOP Expired/Cancelled	(1,400,000)	\$0.175
ESOP Forfeited	(1,325,000)	\$0.087
Balance, December 31, 2023	8,000,000	\$0.124

A summary of stock options outstanding and exercisable at December 31, 2023 is as follows:

Grant Date	# of Options Outstanding	# of Options Exercisable	Exercise Price	Expiry Date	Remaining Contractual Life (years)
January 20, 2021	2,475,000	2,475,000	\$0.225	January 20, 2024	1.05
August 26, 2021	400,000	400,000	\$0.170	August 26, 2024	1.65
January 18, 2022	300,000	150,000	\$0.125	January 18, 2025	2.05
June 8, 2022	900,000	900,000	\$0.085	June 8, 2025	2.44
January 24, 2023	3,925,000	-	\$0.065	January 24, 2026	3.07
December 31, 2023	8,000,000	3,925,000	\$0.124		

(e) Re-acquisition of Shares

On June 12, 2023, the Company entered into an Automatic Share Purchase Plan designed to allow the Company to purchase its common shares pursuant to its Normal Course Issuer Bid. During the Normal Course Issuer Bid, the Broker, on behalf of the Company, is permitted to buy up to an aggregate maximum of 6,068,681 common shares. The Broker was permitted to buy up to 2% of the issued and outstanding common shares each trading day with a maximum price of \$0.10 per share. The maximum cost of all common shares may not exceed \$600,000. At December 31, 2023, 6,068,681 common shares were purchased at an average cost of \$0.087 for total cash consideration of \$527,466.

17. Related party transactions

(a) Compensation of key management personnel

The remuneration of key management personnel of the Company during the years ended December 31, 2023 and 2022 were as follows:

	December 31, 2023	December 31, 2022
Salaries, incentives / short-term benefits	\$ 321,217	\$ 380,946
Share based compensation	134,644	101,409
	\$ 455,861	\$ 482,355

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(b) Other Related party transactions

On September 1, 2018, the Company entered into an agreement with a member of the management team for a total of \$300,000. The terms of the agreement were modified to have the maturity date, and payment due on or before, June 1, 2022 and later extended to June 1, 2025. Simple interest will accrue on the indebtedness at a rate of 2% per annum and shall be payable annually. Interest Incurred between September 1, 2018 and June 30, 2022 was added to the loan amount. As of December 31, 2023, the balance was \$312,500 (2022 - \$312,500).

The Company entered into consulting agreements with directors and officers resulting in expense in the years ended December 31, 2023 and 2022 of \$54,464 and \$61,323. As at December 31, 2023 \$18,468 was unpaid and included in accounts payable and accrued liabilities (December 31, 2022 - \$Nil).

18. SEGMENTED INFORMATION

The Company has not established discrete operating or geographic segments. Financial information is only available at the total company level, is not segmented and the chief operating decision maker, being the Chief Executive Officer, makes decisions at a total company level. An immaterial amount of reported revenue is derived outside of North America and geographic areas outside of North America are not managed separately.

19. CONTINGENCY

The Company has been made aware of a claim filed against it for wrongful dismissal. As of the date of these financial statements, the Company is unable to determine the potential financial impact of this claim. Management is monitoring the situation closely and will recognize any liabilities related to this claim once sufficient information becomes available to reliably estimate the amount. However, at this time, no adjustments have been made to the consolidated financial statements.

20. SUBSEQUENT EVENTS

On January 24, 2024, the Company issued 5,000,000 options to new employees, executives, and board members at an exercise price of \$0.065 for a 3-year term. The options will be fully vested and exercisable after a 1-year period.

On February 6, 2024, the Company entered into an amendment to the asset purchase agreement for GiftFly (note 6), dated December 1, 2023, which resulted in a reduction of the purchase price of US\$50,000. The amendment was approved by all relevant parties and became effective immediately.