Audited Consolidated Financial Statements of

Route1 Inc.

For the years ended December 31, 2018 and 2017

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To the Shareholders of Route1 Inc.

Opinion

We have audited the consolidated financial statements of Route1 Inc. (the "Group"), which comprise the consolidated statement of financial position as at December 31, 2018, and the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2018, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Other Information

Management is responsible for the other information. The other information comprises the information, other than the consolidated financial statements and our auditor's report thereon, in the Management Discussion and Analysis.

Our opinion on the consolidated 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 consolidated 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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the Management 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 in this auditor's report. 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 IFRSs, 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group'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 Group'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 Group'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 Group 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Other Matter

The consolidated financial statements of Route1 Inc. for the year ended December 31, 2017, were audited by another auditor who expressed an unmodified opinion on those statements on April 25, 2018.

BDO Canada LLP

Chartered Professional Accountants, Licensed Public Accountants

Markham, Ontario
April 25, 2019

TABLE OF CONTENTS

Route1 Inc.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Route1 Inc.

As at December 31, 2018 and December 31, 2017
(stated in Canadian dollars)

	Note	December 31, 2018	December 31, 2017
Assets			
Current assets			
Cash and cash equivalents	10,17	**$1,073,195**	$1,037,424
Accounts receivable	10,17,19	**1,858,751**	333,023
Other receivables	17	**43,849**	177,180
Inventory	5,10	**379,322**	248,408
Prepaid expenses		**309,341**	238,670
Total current assets		**3,664,458**	2,034,705
Non-current assets			
Deferred tax asset	20	**742,067**	742,067
Property, furniture and equipment	6,10	**1,282,502**	168,449
Intangible assets	6,10	**522,211**	225,415
Goodwill	10	**461,889**	-
Total non-current assets		**3,008,669**	1,135,931
Total assets		**$6,673,127**	$3,170,636
Liabilities			
Current liabilities			
Accounts payable and other liabilities	10,17,19	**$2,493,779**	$333,451
Contract liability	10,21	**1,540,297**	1,495,409
Total current liabilities		**4,034,076**	1,828,860
Non-current liabilities			
Contract liability	10,21	**147,092**	30,726
Deferred Rent		**63,620**	75,140
Other non-current liabilities	10,19	**570,354**	-
Litigation funding liability	8,9	**393,022**	-
Total non-current liabilities		**1,174,088**	105,866
Total liabilities		**5,208,164**	1,934,726
Shareholders' equity			
Common shares	10,11,12	**22,142,402**	22,150,751
Warrants	12	**534,000**	-
Contributed surplus – stock compensation reserve	10,12	**14,552,696**	14,408,256
Accumulated other comprehensive income (loss)		**(6,694)**	-
Deficit		**(35,757,441)**	(35,323,097)
Total shareholders' equity		**1,464,963**	1,235,910
Total shareholders' equity and liabilities		**$6,673,127**	$3,170,636
Commitments and contingencies (note 15)			

Approved by the Board of Directors:

Director:

● *"signed"*
Michael F. Doolan

Director:

● *"signed"*
Tony Busseri

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Route1 Inc.

For the years ended December 31, 2018 and 2017
(unaudited, stated in Canadian dollars)

	Note	2018	2017
Revenue			
Subscription revenue and services	21	**$6,209,378**	$5,698,499
Devices and appliances	21	**19,972,143**	321,074
Other	21	**49,225**	50,803
Total revenue		**26,230,746**	6,070,326
Cost of revenue	5	**18,731,871**	1,325,038
Gross profit		**7,498,875**	4,745,288
Operating expenses			
General administration		**4,076,258**	2,901,745
Research and development		**730,568**	970,044
Selling and marketing		**2,085,229**	864,304
Operating expenses before stock-based compensation		**6,892,055**	4,736,093
Stock-based compensation	12	**144,440**	264,888
Total operating expenses		**7,036,495**	5,000,981
Operating profit (loss) before other income (expense)		**462,380**	(255,693)
Other income (expense)			
Patent litigation	8,9	**(841,308)**	(270,374)
Interest income		**-**	-
Foreign exchange (loss) gain		**87,974**	(83,930)
Acquisition expenses	10	**(143,390)**	-
Total other income (expense)		**(896,274)**	(354,304)
Loss before taxes		**(434,344)**	(609,997)
Income taxes	20	**-**	-
Net loss for the period		**$(434,344)**	$(609,997)
Other comprehensive income (loss)			
Foreign currency translation		**(6,694)**	-
Comprehensive loss		**$(441,038)**	$(609,997)
Basic and diluted loss per share	14	**$(0.00)**	$(0.00)
Diluted loss per share	14	**$(0.00)**	$(0.00)
Weighted average number of common shares outstanding		**363,671,062**	347,511,222

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Route1 Inc.

For the years ended December 31, 2018 and 2017
(unaudited, stated in Canadian dollars)

	Note	Common Shares	Warrants	Contributed Surplus	Accumulated Other Comprehensive Income (loss)	Deficit	Total shareholder's equity
Balance at January 1, 2017		$22,169,410	$ -	$14,143,368	$ -	$(34,713,100)	$1,599,678
Repurchase of capital stock for cancellation	7	(18,659)	-	-	-	-	(18,659)
Stock-based compensation	8	-	-	264,888	-	-	264,888
Comprehensive income		-	-	-	-	(609,997)	(609,997)
Balance at December 31, 2017		$22,150,751	$ -	$14,408,256	-	$(35,323,097)	$1,235,910

	Note	**Common Shares**	**Warrants**	**Contributed Surplus**	**Accumulated Other Comprehensive Income (loss)**	**Deficit**	**Total shareholder's equity**
Balance at January 1, 2018		**$22,150,751**	**$ -**	**$14,408,256**	**$ -**	**$(35,323,097)**	**$1,235,910**
Repurchase of capital stock for cancellation	**11**	**(416,349)**	**-**	**-**	**-**	**-**	**(416,349)**
Stock-based compensation	**12**	**-**	**-**	**144,440**	**-**	**-**	**144,440**
Consideration issued for Group Mobile acquisition	**10,12**	**408,000**	**534,000**	**-**	**-**	**-**	**942,000**
Comprehensive income (loss)		**-**	**-**	**-**	**(6,694)**	**(434,344)**	**(441,038)**
Balance at December 31, 2018		**$22,142,402**	**$534,000**	**$14, 552,696**	**$(6,694)**	**$(35,757,441)**	**$1,464,963**

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

Route1 Inc.

For the years ended December 31, 2018 and 2017
(unaudited, stated in Canadian dollars)

	Note	2018	2017
Net cash (outflow) inflow related to the following activities			
Operating activities			
(Loss)/profit from operations		**$(434,344)**	$(609,997)
Items not affecting cash and cash equivalents			
Depreciation and amortization	6	**668,645**	391,801
Devices and appliances write down	5	**8,670**	10 313
Stock-based compensation	12	**144,440**	264,888
		387,411	57,005
Net changes in working capital balances			
Decrease/(increase) in accounts receivable		**236,639**	(151,175)
Decrease/(increase) in other receivables		**(22,997)**	(6,439)
Decrease/(increase) in inventory		**509,957**	54,274
Decrease/(increase) in prepaid expenses		**(50,348)**	60,535
Decrease/(increase) in deferred expenses		**(15,375)**	-
(Decrease) in payables and other liabilities		**(419,153)**	(11,597)
Increase/(decrease) in deferred rent		**(11,520)**	12,852
Increase/(decrease) in contract liability		**(195,151)**	(656,533)
		32,052	(698,083)
Net cash generated by operating activities		**419,463**	(641,078)
Investing activities			
Acquisition of property, furniture and equipment	6	**(615,645)**	(71,659)
Acquisition of intangible assets	6	**(102,302)**	(176,729)
Cash acquired in business combination	10	**309,953**	-
Net cash used by investing activities		**(407,994)**	(248,388)
Financing activities			
Repurchase of capital stock for cancellation	11	**(416,349)**	(18,659)
Patent litigation funding	8,9	**393,022**	-
Net cash used by financing activities		**(23,327)**	(18,659)
Net (decrease) increase in cash and cash equivalents for the year		**(11,858)**	(908,125)
Effect of exchange rate changes on cash		**47,629**	-
Cash and cash equivalents, beginning of period		**1,037,424**	1,945,549
Cash and cash equivalents, end of period		**$1,073,195**	$1,037,424

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

1. NATURE AND DESCRIPTION OF THE COMPANY

Route1 Inc. ("Route1" or "the Company") is a publicly traded company on the TSX Venture Exchange and the OTCQB Venture Market. The Company is incorporated under the laws of the Province of Ontario by articles of amendment dated October 14, 2004, followed by articles of continuance dated November 10, 2004. The registered office of the Company is 8 King Street East, Suite 600, Toronto, Ontario, M5C 1B5.

Route1 Inc. is dedicated to enabling mobility for government and focused enterprise vertical markets by delivering secure data protection technologies and mobility solutions.

Route1's suite of patented enterprise security solutions, which includes MobiKEY, ActionPLAN, *Powered by MobiNET*, MobiENCRYPT and DerivID, delivers authentication, data security, data analytics and secure remote access. Route1 has earned a Full Authority to Operate from the U.S. Department of Defense, the U.S. Department of the Navy, the U.S. Department of the Interior and other government agencies. We are a solutions partner in the banking, healthcare, legal, education, public sector, manufacturing, logistics, field service and warehousing industries.

Through our wholly owned subsidiary, Group Mobile Int'l, LLC, we provide expertise in building mobility solutions and deploying complete offerings into vertical markets through specialized hardware, software and our services capabilities.

Our ActionPLAN, *Powered by MobiNET* technology, captures data from electrical inputs including sensor data by interpreting, analyzing and transforming the data to deliver strategic business intelligence.

With offices and staff in Washington, D.C., Boca Raton, FL, Phoenix AZ, Chattanooga TN and Toronto, Canada, Route1 provides leading-edge solutions to public and private sector clients around the world. Route1 is listed on the OTCQB in the United States under the symbol ROIUF and in Canada on the TSX Venture Exchange under the symbol ROI.

The DEFIMNET and MobiNET platforms, the MobiKEY, MobiKEY Classic, MobiKEY Classic 2, MobiKEY Classic 3, MobiKEY Fusion, MobiKEY Fusion2, and MobiKEY Fusion3 devices, and MobiLINK are protected by U.S. Patents 7,814,216, 7,739,726, 9,059,962, 9,059,997, 9,319,385, 10,135,807 and 10,148,641, Canadian Patent 2,578,053, and other patents pending. The MobiKEY Classic 2 and MobiKEY Classic 3 devices are also protected by U.S. Patents 6,748,541 and 6,763,399, and European Patent 1001329 of Aladdin Knowledge Systems Ltd. and used under license. Other patents are registered or pending in various countries around the world.

2. NEW STANDARDS ADOPTED

Effective January 1, 2018, the Company adopted the following standards issued by the International Accounting Standards Board ("IASB").

2.1 IFRS 15, Revenue from Contracts with Customers

Effective January 1, 2018, the Company adopted IFRS 15, "Revenue from Contracts with Customers" (IFRS 15). IFRS 15 introduced a single model for recognizing revenue from contracts with customers. This standard applies to all contracts with customers, with only some exceptions, including certain contracts accounted for under other IFRSs. The standard requires revenue to be recognized in a manner that depicts the transfer of promised goods or services to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services.

IFRS 15 also provides guidance relating to the treatment of contract acquisition and contract fulfillment costs. Costs related to device hardware provided as part of our services are now recognized as an asset and amortized into operating expenses over the term of the contract.

The treatment of costs incurred in acquiring customer contracts is affected as IFRS 15 requires certain contract acquisition costs (such as sales commissions) to be recognized as an asset and amortized into operating expenses over the term of the contract.

Revenue from Technology as a Service ("TaaS") agreements (which includes computing equipment, accessories software, management, maintenance, support and documentation) that allow customers to use the equipment without taking control is provided on a subscription basis. Due to the integrated nature of the service provided and the equipment used in the service, revenue is recognized as one performance obligation and is recognized ratably over the term of the contract.

The Company has adopted the cumulative catch-up method on transition to IFRS 15 and has elected to use the expedient related to completed contracts. The impact of adoption on the Company's financial statements is not material.

2.2 IFRS 9, Financial Instruments

Effective January 1, 2018, the Company adopted IFRS 9, "Financial Instruments" (IFRS 9). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39.

The impact of adoption on the Company's financial statements is not material.

3. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

3.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB.

The consolidated financial statements were authorized for issuance by the Company's Board of Directors on April 25, 2019.

3.2 Basis of consolidation

Subsidiaries are entities controlled by the Company. Control exists when the Company is exposed or has rights to variable returns from an investee and has the ability to affect those returns through its control over the investee. The results of subsidiaries acquired or disposed of during the period are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial records of the subsidiary to bring their accounting policies in line with those used by the Company. All intercompany transactions, balances, income and expenses are eliminated upon consolidation. Where the Company's interest in a subsidiary is less than 100%, the Company recognizes a non-controlling interest.

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries Route 1 Security Corporation and Group Mobile Int'l, LLC.

3.3 Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The accounting policies set out in these consolidated financial statements have been applied consistently to all periods presented in these consolidated financial statements.

(a) Functional and presentation currency and foreign currency translation

These consolidated financial statements are presented in Canadian dollars, which is the functional currency of Route1 Inc. and Route 1 Security Corporation. The functional currency of Group Mobile Int'l, LLC is United States dollars. Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the exchange rate in effect at the balance sheet date; non-monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at historical exchange rates; revenues and expenses denominated in foreign currencies are translated into Canadian dollars for any month at the average monthly exchange rate for the prior month. Foreign exchange gains and losses on translation are included in the consolidated statements of comprehensive income in the period in which they occur.

(b) Cash and cash equivalents

Cash and cash equivalents consist of cash deposits available on demand with Schedule 1 banks in Canada and their subsidiaries in the United States, and a large money centre bank in the United States.

(c) Financial instruments

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. Settlement date accounting is used.

Financial assets	***Classification under IFRS 9***
Cash and cash equivalents	Amortized cost
Accounts receivable	Amortized cost
Other receivables	Amortized cost
Financial liabilities	
Accounts payable and other liabilities	Amortized cost

(d)(i) Amortized cost

Subsequent to initial recognition, financial assets at amortized cost are measured using the effective interest method, less any impairment. Interest income, foreign exchange gains and losses, impairment, and any gain or loss on de-recognition are recognized in profit or loss.

(d)(ii) Other liabilities

Other liabilities are recorded at amortized cost using the effective interest method and include all financial liabilities.

(d)(iii) Effective interest method

The Company uses the effective interest method to recognize interest income or expense, which includes transaction costs or fees, premiums or discounts, earned or incurred for financial instruments.

(e) Impairment of financial assets

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.

(f) De-recognition of financial liabilities

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

December 31, 2018 and 2017 (stated in Canadian dollars)

(g) Inventory

Inventory is valued at the lower of cost and net realizable value with cost being calculated on a weighted average basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(h) Property, furniture and equipment

Property, furniture and equipment are recorded at cost and subsequently recorded at cost less accumulated depreciation and accumulated impairment losses. Depreciation is provided over the estimated useful life of the assets less any impairment loss or reversal as follows:

Furniture and equipment	-	straight-line over 36 months
TaaS computer equipment	-	straight-line over 36 months
Computer equipment	-	straight-line over 36 months

The Company assesses the depreciation method and rate as well as the residual value of property, furniture and equipment at the end of each financial year.

(i) Intangible assets

Intangible assets are recorded at cost less accumulated amortization and any accumulated impairment loss. Amortization is provided over the estimated useful life of the assets less any impairment loss or reversal as follows:

License agreement	-	straight-line over 48 months
Computer software	-	straight-line over 12 months
Computer software (applications)	-	straight-line over 60 months
Internally generated applications	-	straight-line over 36 months
Patents	-	straight-line over the life of the patent
Customer relationships	-	straight-line over 120 months
Other	-	straight-line over 24 months

The Company assesses the amortization method and rate as well as the residual value of intangible assets at the end of each financial year.

Goodwill is not amortized but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

The Company tests whether goodwill has suffered any impairment on an annual basis. For the 2018 reporting period, the recoverable amount of the cash generating units (CGUs) was determined based on value-in-use calculations which require the use of assumptions. The calculations use cashflow projections based on financial budgets approved by management.

(j) Impairment of property, furniture and equipment and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and finite lived intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units; or otherwise, they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Recoverable amount 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 to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

(k) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Payments of operating leases are recognized straight line over the term of the lease.

(l) Revenue recognition

The Company recognizes revenue when it is realized and earned. The Company considers revenue realized and earned when the Company has transferred control to the buyer; the Company does not retain any managerial involvement; it is probable that the economic benefits associated with the transaction will flow to the Company; and the amount of revenue can be measured reliably.

The following paragraphs describe the specific revenue recognition policies for each major component of revenue.

(i) Devices

Revenues from the sale of ruggedized computing equipment and related accessories are recognized when title is transferred to the customer and all significant contractual obligations that affect the customer's final acceptance have been fulfilled.

(ii) Appliances

Revenues from the sale of a DEFIMNET platform and a MobiNET Aggregation Gateway appliance are recognized when title is transferred to the customer and all significant contractual obligations that affect the customer's final acceptance have been fulfilled.

(iii) Subscription Revenue and Services

Revenue from MobiKEY and other application software subscription-based services, and DEFIMNET platform and other appliance licensing or maintenance is recognized ratably over the term of the contract on a daily basis when the service is provided.

In instances where the Company bills the customer prior to performing the service in all aspects of its business, the prepayment amount is recorded as contract liability.

Revenue is recognized to the extent of costs incurred that are not proportionate to the Company's progress in satisfying the performance obligation.

Revenue from installation and hardware maintenance and organization services provided to customers is recognized when the service is provided.

(iv) Technology as a Service Revenue

Revenue from computing equipment and related accessories that is owned by the Company and leased out to clients is recognized when the service is provided. The Company provides certain management services for this equipment including provision of equipment and related accessories, software, management, maintenance, support and documentation.

(m) Research and development

Research expenditures are charged as an operating expense of the Company as incurred. Expenditures for development of software and equipment are capitalized and amortized only when the criteria for capitalization are met.

Scientific research and economic development ("SR&ED") credits and government grants

SR&ED credits are estimated and recognized rateably throughout the year based on management's expectation of projects undertaken for the current year that will comply with the conditions attaching to them. SR&ED credits reduce research and development expenses. Similarly, government grants, recorded as other revenue, are recognized when all conditions have been met, the grant has been earned and the grant is non-refundable. For the year ended December 31, 2018, the Company accrued $134,316 for SR&ED credits (December 31, 2017 - $138,534).

(n) Stock-based compensation

Equity-settled share-based payments to employees and others providing services to the Company are measured at the fair value of the equity instruments at the grant date. The Company calculates stock-based compensation using the Black-Scholes option pricing model to value the options at the grant date, and subsequently expenses such value rateably over the vesting term.

Equity-settled share-based payment transactions related to services provided by non-employees are measured at the fair value of the services received. If the services cannot be measured reliably, the transaction is measured at the fair value of the equity instrument issued.

(o) Legal claims

In the normal course of operations, the Company may be subject to litigation claims from customers, suppliers, patent holders, resellers and former employees. A provision is recognized when the probability that payment will occur is more likely than not. The Company regularly reviews any outstanding claims to see if they meet the criteria. A provision is calculated based on management's best estimate of probable outflow of economic resources.

(p) Income taxes

Income tax currently payable (if any) is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(q) Recognition of deferred tax assets and liabilities

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. The Company's asset/liability for deferred tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period and rates expected to apply the deferred tax asset or deferred tax liability is settled.

(r) Earnings/Loss per share

Basic earnings per share are computed by dividing the income/loss by the weighted average shares outstanding during the reporting period.

The Company calculates the dilutive effect of options and warrants on earnings per share. Diluted earnings per share is computed similarly to basic earnings per share, except the weighted average shares outstanding are increased to include additional shares from the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire shares of common stock at the average market price during the reporting period.

3.4 Use of estimates

In preparation of the Company's consolidated financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amount of assets, liabilities, and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates used in the Company's consolidated financial statements and such differences could be material.

3.5 Critical judgments

The following are the critical judgments, apart from those involving estimations (see below), that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

Revenue recognition:

In making their judgment, management considers the detailed criteria for the recognition of revenue from the sale of goods and services set out in IFRS 15. The Company recognizes revenue when it is realized and earned. The Company considers revenue realized and earned when the Company has transferred control to the buyer; the Company does not retain any managerial involvement; it is probable that the economic benefits associated with the transaction will flow to the Company; and the amount of revenue can be measured reliably. Where appropriate, device revenue related to subscriptions and the associated costs of such revenue will be recognized ratably over the life of the nearest term subscription contract. Extended warranties that are sold to customers as an optional service, including "Comprehensive Maintenance" contracts and warranties beyond that provided by the manufacturer, are treated as a "service-type" warranty under IFRS 15. "Service-type" warranties are treated as separate performance obligation, and related revenue is deferred over the period for which there is a performance obligation.

The Company has applied judgement to determine that it is acting as a principal and gross revenue for sale of devices recognized when title is transferred to the customer and all significant contractual obligations that affect the customer's final acceptance have been fulfilled.

Functional currency:

In making a judgment as to which currency is the functional currency of the Company and its subsidiaries, management considers the currency that influences the cost of providing the goods and services in each jurisdiction in which the Company operates.

Capitalization of development costs:

Management exercises judgment when establishing whether the criteria under IAS 38, Intangible Assets, for development costs have been met, specifically the technical feasibility of the products in development and the ability to generate probable future economic benefits.

3.6 Significant estimates

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Allowance for doubtful accounts:

Impairment of financial assets is based on an expected credit loss ("ECL") model under IFRS 9. ECLs are a probability-weighted estimate of credit losses. The Company calculated ECLs based on consideration of customer-specific factors and actual historical credit loss experience. The Company has determined that no allowance for doubtful accounts is required as of December 31, 2018.

Allowance for inventory obsolescence:

The Company reviewed the recoverable amount of its inventory for the year ended December 31, 2018 and incurred a write-down of $8,670 (December 31, 2017 – $10,313) which was included in the cost of revenue. For additional information, see Note 5, **"COST OF REVENUE"** of these financial statements.

Valuation of deferred tax asset:

The Company estimates the probability that taxable profits will be available to be offset against deductible temporary differences and thus give rise to a deferred tax asset. The Company has reviewed the expected profitability and determined that a deferred tax asset should be recognized at December 31, 2018, as it is probable that the asset will be utilized.

Valuation of warrants and stock-based compensation:	The Company estimates the fair value of stock-based compensation issued for goods or services based on the Black-Scholes Option Pricing Model for warrants and share options with a service condition. The Company has judged that the fair value of the services could not be determined; therefore, the fair value of the shares, share options and warrants was used in the measurement of the transactions. The Black-Scholes Option Pricing Model was used to value the warrants issued as part of the consideration for the purchase of Group Mobile. These methods of valuation were applied to the equity transactions during the period (Note 12, **“SHARE CAPITAL, OPTIONS AND CONTRIBUTED SURPLUS”**).
Valuation of assets acquired in Business Combination	The Company estimates the value of the assets acquired in the business combination on the basis of fair value to the ongoing business of Group Mobile. For additional information, See Note 10, **“BUSINESS COMBINATION”** of these financial statements.
Recognition of SR&ED tax credits/Government grants:	The Company estimates SR&ED credits based on historical and forward looking analysis. SR&ED credits are estimated and recognized rateably throughout the year based on management’s expectation of projects undertaken for the current year that will comply with the conditions attaching to them. Similarly, government grants, recorded as other revenue, are recognized when all conditions have been met, the grant has been earned and the grant is non-refundable.
Goodwill impairment	The Company estimates recoverable amount of the cash generating units based on future cash flow projections that require significant judgment.

4. FUTURE ACCOUNTING POLICY CHANGES

IFRS 16 - Leases

IFRS 16, Leases (IFRS 16), is effective for years commencing on or after January 1, 2019, and replaces IAS 17, Leases. The standard provides a single lease accounting model, requiring assets and liabilities to be recognized for almost all leases including leased premises. The Company has leased premises in Toronto, Canada, Chattanooga, Tennessee, and Chandler Arizona. The Company expects no material impact to its operations. However, there will be significant changes to the assets and liabilities recorded on the balance sheet resulting from the capitalization of the lease obligations for the premises with a corresponding assumption of notional indebtedness as if the Company had purchased the leased premises entirely with borrowed funds. Additionally, the Company expects that there will be an adjustment to retained earnings resulting from the difference between the current value of the capitalized lease obligations and the related lease liabilities. The other significant change relating to the implementation of IFRS 16 is the replacement of rent expense with depreciation and interest expenses.

IFRIC 23 – Uncertainty over Income Tax Treatments

On June 7, 2017, the IFRS Interpretations Committee (IFRS IC) issued IFRIC 23, which clarifies how the recognition and measurement requirements of IAS 12 — Income taxes, are applied where there is uncertainty over income tax treatments. The Interpretation also explains when to reconsider the accounting for a tax uncertainty. The Interpretation is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted.

The Company is currently evaluating the impact the Interpretation is expected to have on its consolidated financial statements.

5. COST OF REVENUE

Cost of revenue includes the cost of devices, salaries of select staff, hosting of our MobiNET and royalty related fees. For the year December 31, 2018, the cost of devices recognized as an expense was $17,401,934 (December 31, 2017 - $218,213) as follows: cost of MobiKEY devices was $40,649; and cost of ruggedized computing equipment and related accessories was $17,361,285.

On a quarterly basis or when necessary, management reviews the carrying value of inventory. Inventory is valued at the lower of cost and net realizable value, which is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. For the year ended December 31, 2018, the Company incurred a devices and appliances write-down of $8,670 (December 31, 2017 - $10,313) which was included in the cost of revenue.

December 31, 2018 and 2017 (stated in Canadian dollars)

6. PROPERTY, FURNITURE AND EQUIPMENT AND INTANGIBLE ASSETS

Cost	**Computer Equipment**	**Furniture and Equipment**	**TaaS Computer Equipment**	**Total Property, Furniture and Equipment**	**Intangible Assets**
Balance January 1, 2018	1,647,143	251,759	-	**1,898,902**	**$766,024**
Additions	143,120	64,975	407,550	**615,645**	**102,302**
Additions from acquisition	-	60,518	957,406	**1,017,934**	**343,353**
Disposals	-	-	-	-	-
Balance December 31, 2018	1,790,263	377,252	1,364,956	**3,532,471**	**$1,211,679**

Accumulated depreciation and impairment	**Computer Equipment**	**Furniture and Equipment**	**TaaS Computer Equipment**	**Total Property, Furniture and Equipment**	**Intangible Assets**
Balance January 1, 2018	(1,522,863)	(207,590)	-	**(1,730,453)**	**(540,609)**
Depreciation expense	(97,508)	(44,251)	(378,061)	**(519,820)**	**(148,825)**
Disposals	-	-	-	-	-
Impact of foreign currency consolidation	(33)	65	272	**304**	**(34)**
Balance December 31, 2018	(1,620,404)	(251,776)	(377,789)	**(2,249,986)**	**(689,468)**

Net book value	**Computer Equipment**	**Furniture and Equipment**	**TaaS Computer Equipment**	**Total Property, Furniture and Equipment**	**Intangible Assets**
Balance January 1, 2018	124,280	44,169	-	168,449	225,415
Balance December 31, 2018	**169,859**	**125,476**	**987,167**	**1,282,502**	**522,211**

As of December 31, 2018, non-current assets (excluding the deferred tax asset) were $1,804,713 (December 31, 2017 - $393,864). At December 31, 2018, computer, furniture, equipment and intangible assets located in Canada were $462,361 (December 31, 2017 - $326,939) and assets of $1,342,352 were located in the U.S. (December 31, 2017 - $66,925)

As at December 31, 2018, the net book value of Technology as a Service ("TaaS") assets was $987,167 representing computing equipment and related accessories owned by the Company and provided to clients pursuant to contracts typically with a duration of 36 months. These assets are depreciated over the life of the contracts. The Company provides certain management services for this equipment including provision of equipment and related accessories, software, management, maintenance, support and documentation. The Company currently has five TaaS customers with contracts in place.

For the year ended December 31, 2018, depreciation and amortization expense of $668,644 (December 31, 2017 - $391,801) was recognized in general administration expense.

December 31, 2018 and 2017 (stated in Canadian dollars)

7. TECHNOLOGY AS A SERVICE REVENUE

The Company's TaaS agreements generally require three year minimum commitments. The Company expects to recognize as revenue the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period as follows:

Not later than one year	$1,141,410
Later than one year and not later than five years	962,670
Later than five years	-
	$2,104,080

For the year ended December 31, 2018, the Company recognized TaaS revenue of $884,122 (December 31, 2017 - $nil).

8. PATENT LITIGATION

Patent litigation expenses consist of legal fees and other third party costs incurred to prosecute cases of alleged patent infringement. Legal costs to prosecute the alleged patent infringement complaint are expensed as incurred with any potential gain on settlement to be recognized on realization.

The expenses incurred for the year ended December 31, 2018 were $841,308 compared to $270,374 for the year ended December 31, 2017.

On March 27, 2017, the Company filed a complaint against AirWatch LLC ("AirWatch") in the US District Court for the District of Delaware for infringement of Route1's U.S. Patent No. 7,814,216 (the "216 Patent"), seeking damages and an injunction. On June 1, 2017, the Company served AirWatch with the complaint.

Route1 alleges that AirWatch infringes on the 216 Patent through at least the operation of a cloud-based controller of what AirWatch refers to as "The AirWatch Enterprise Mobility Management System" ("AirWatch EMM System") in order to facilitate secure communications between remote computing devices such as cell phones, remote computing devices and resources residing on corporate networks such as email and corporate intranets and application programs such as spreadsheets and word processors.

On July 24, 2017, AirWatch filed its answer, defenses and counterclaims to the Company's complaint. In summary, AirWatch denies that it infringes on the 216 Patent; denies that the 216 Patent is valid; and denies the Company is entitled to the relief sought. AirWatch counterclaimed against the Company seeking declaratory judgments of non-infringement and invalidity as well as costs, disbursements and reasonable legal fees incurred in connection with the complaint.

On September 22, 2017, AirWatch and VMWare, Inc. (parent company of AirWatch) filed a petition for Inter Partes Review (IPR) with the United States Patent and Trademark Office (USPTO). Route1 filed its preliminary response to the petition on December 22, 2017.

On March 20, 2018, the USPTO upheld Route1's position and denied the institution of the IPR. On August 3, 2018, the USPTO denied AirWatch's and VMWare's petition for a rehearing, formally terminating the ability of the petitioners to challenge the validity of the 216 Patent at the Patent Trial and Appeal Board.

On July 2, 2018 a court hearing was held to define certain claim terms of the 216 Patent (the "Markman Hearing"). The court provided its Memorandum Opinion to the parties on July 25, 2018.

On December 19, 2018, the Company filed a complaint against VMWare, Inc., AirWatch LLC and VMWare Canada Inc. in the Federal Court of Canada for infringement of Route1's Canadian Patent No. 2,578,053, seeking financial compensation for infringement, legal fees, and an injunction.

9. PATENT LITIGATION FINANCING

On June 18, 2018, an affiliate of Bench Walk Advisors LLC ("Bench Walk") entered into an agreement with the Company to invest up to US $1,000,000 on a non-recourse basis in the Company's lawsuit against AirWatch. The principal terms of Bench Walk's investment are as follows:

i. The US$ 1,000,000 investment will be paid by Bench Walk to Route1 as follows:
   a) US $152,510 paid within 10 business days after signing, representing 40% of the patent litigation expenses incurred to date; and thereafter
   b) 40% of the ongoing litigation expenses incurred by Route1 in connection with legal costs and out of pocket expenses including experts incurred in bringing the lawsuit to a maximum of US$1,000,000 including the reimbursement in (a) above.

ii. Bench Walk is entitled to a share of any proceeds awarded to Route1 from the lawsuit equal to:
   a. the sum of all investments advanced by Bench Walk; plus
   b. the greater of (1) US $2,000,000 (US $3,000,000 if the lawsuit proceeds to trial); and (2) 10% of the award from the lawsuit.

iii. Provided that Route1 is not in breach of any of its obligations under the agreement, Bench Walk will have no recourse to any other assets of Route1.

iv. Should Route1 pursue any follow-on lawsuit and not seek to sell a portion or to engage in a transaction having substantially similar economic effect, Route1 shall pay to Bench Walk 5% of the gross proceeds awarded to Route1 from that follow-on lawsuit (subject to a maximum aggregate payment to Bench Walk under this provision of US $1,500,000).

The reimbursements received from Bench Walk pursuant to its investment have been accounted for as a long-term non-monetary liability within the consolidated financial statements. All such amounts are non-recourse to the Company. In connection with the terms of the agreement, the Company does not have a present obligation to pay any amounts until such time as the litigation has been settled or an event of default has occurred. In the event of an award or settlement of the litigation, the Company will be obligated to pay Bench Walk the greater of 10% of such award or settlement and $2,000,000 or $3,000,000 if the litigation proceeds to trial.

During the year, the Company received $246,782 as a reimbursement of expenses incurred from second quarter of 2016 to August 30, 2018. At December 31, 2018, $146,240 was included in accounts receivable in respect of reimbursable litigation expenses.

10. BUSINESS COMBINATION

On March 22, 2018, the Company completed the acquisition of 100% of the membership interest of Group Mobile Int'l, LLC ("Group Mobile") and, as consideration, Route1 issued a combination of common shares and common share purchase warrants with an aggregate value of $942,000. With offices in Chandler, Arizona and Chattanooga, Tennessee, Group Mobile supplies rugged mobile technology solutions to leading automotive manufacturing companies and suppliers, other leading manufacturing and distribution companies, as well as local and state governments in the southeastern and southwestern United States.

Route1 acquired Group Mobile to expand its service and product offerings; strengthen outside and inside sales; diversify revenue, customers, and verticals; expand the use of Route1's core technologies into the manufacturing, distribution, and local and state government sectors; and leverage Group Mobile's current and future placement of rugged mobile devices to sell Route1's core technologies as an integrated offering.

The Company issued 25,000,000 common shares and 30,000,000 three year common share purchase warrants with an exercise price of $0.05 per common share. The fair value of the common shares issued as consideration was based on the closing price of a Route1 common share on the Toronto Venture Exchange on March 22, 2018 of $0.02 per share, which has been discounted to $0.01632 per share based on the restrictions on the sale of Route1 common shares issued as consideration for the purchase of Group Mobile as outlined in the Membership Purchase Agreement. The fair value of the warrants, using the Black Scholes method, was $0.0178 per warrant. On March 22, 2018, the daily average exchange rate between the United States dollar and the Canadian dollar as reported by the Bank of Canada was US $1=CDN $1.2908.

There is also an earn-out provision whereby if the gross profit of Group Mobile is in excess of USD $3,750,000 per 12-month period, the seller will receive 27.5% of the actual gross profit amount greater than USD $3,750,000. If the gross profit target is missed in the first or second year, no subsequent annual earn-out payment(s) will be made. There is also a cumulative earn-out that is equal to 27.5% of the Group Mobile gross profit for the first 36 months post-closing that is in excess of $11,250,000 less any annual earn-out amounts previously paid.

The acquisition of Group Mobile was accounted for using the acquisition method of accounting in accordance with IFRS 3 with the results of operations consolidated with those of the Company effective March 22, 2018. The goodwill is not tax deductible. Transaction costs of $143,390 related to the acquisition of Group Mobile have been expensed and are included in operating expenses in the consolidated statements of operations and comprehensive income (loss). Group Mobile has contributed incremental revenue of $21,322,657 (USD $16,339,598) and gross profit of $3,718,382 (USD $2,856,739) for the year ended December 31, 2018.

December 31, 2018 and 2017 (stated in Canadian dollars)

The table below summarizes the estimated fair value of the consideration transferred and the estimated fair values of the major classes of assets acquired and liabilities assumed at the acquisition date.

As at March 22, 2018

Assets Acquired	**US Dollars**	**Canadian Dollars**
Cash and cash equivalents	$246,268	$317,883
Trade and other receivables	1,238,839	1,599,094
Inventory	491,241	634,094
Prepaid expenses	3,037	3,920
Current Assets	1,979,385	2,554,991
Furniture and fixtures	46,885	60,519
TaaS assets	741,716	957,406
Intangible assets	266,000	343,353
Goodwill	357,832	461,889
Non-current Assets	1,412,432	1,823,167
Total assets	$3,391,817	$4,378,158
Liabilities Assumed		
Trade and other payables	$2,108,564	$2,721,734
Employee liabilities	226,117	291,872
Sales tax payable	56,117	72,436
Contract liability	271,241	350,118
Total liabilities	$2,662,038	$3,436,159
Fair value of net assets acquired	$729,780	$942,000
Net consideration issued	$729,780	$942,000

11. SHARE REPURCHASE PROGRAM

On September 15, 2017, the Company announced with approval from the TSX Venture Exchange its intention to make another NCIB. The NCIB permits the Company to purchase for cancellation up to 5% of the common shares in the public float. The maximum number of shares allowed for repurchase was 17,359,671. Purchases under the NCIB occurred during the 12 month period from September 27, 2017 and ended September 26, 2018. Purchases for cancellation under the NCIB during the period from September 27, 2017 to September 26, 2018 were 6,472,414 common shares.

On September 17, 2018, the Company announced with approval from the TSX Venture Exchange its intention to make another NCIB. The NCIB permits the Company to purchase for cancellation up to 5% of the common shares in the public float. The maximum number of shares allowed for repurchase is

December 31, 2018 and 2017 (stated in Canadian dollars)

18,405,350. Purchases under the NCIB may occur during the 12 month period commencing September 27, 2018 and ending September 26, 2019, or the date upon which the maximum number of common shares have been purchased by the Company. Purchases for cancellation under the NCIB during the period from September 27, 2018 to December 31, 2018 were 2,666,666 common shares.

For the year ended December 31, 2018, the Company purchased 9,138,414 shares for cancellation under the NCIB at an average price of approximately $0.05 per share. The Company incurred an expense of $5,047, including regulatory costs, to complete the purchases.

12. SHARE CAPITAL, WARRANTS AND CONTRIBUTED SURPLUS

The Company's authorized share capital consists of the following:

- Unlimited number of common shares with voting rights and no par value.
- Unlimited number of non-cumulative, non-voting first preferred shares with no fixed dividend rate, issuable in series.
- Unlimited number of non-cumulative, non-voting second preferred shares with no fixed dividend rate, issuable in series.
- Unlimited number of non-cumulative, non-voting Series A first preferred shares with no fixed dividend rate, issuable in series and convertible into common shares at the option of the holder on a one-for-one basis at any time after October 31, 2000.

As of December 31, the following was outstanding:

	Number of Common Shares	Common Shares $
Balance, January 1, 2017	348,193,414	$22,169,410
Shares repurchased for cancellation	(1,000,000)	(18,659)
Balance, December 31, 2017	347,193,414	$22,150,751
Shared issued March 22, 2018	25,000,000	408,000
Shares repurchased for cancellation	(9,138,414)	(416,349)
Balance, December 31, 2018	363,055,000	$22,142,402

- There are 26,377,000 common share purchase options ("Options") outstanding to acquire 26,377,000 common shares at various prices.
- 30,000,000 common share purchase warrants are outstanding with an expiry date of March 22, 2021 and an exercise price of $0.05 per share

December 31, 2018 and 2017 (stated in Canadian dollars)

Warrant Valuation

	2018
Share price on issue date	$0.02
Risk free interest rate	1.94%
Expected life (years)	3
Expected volatility	207%
Dividend yield	Nil
Fair value of warrants issued as partial consideration for the acquisition of Group Mobile	$0.0178

The Black-Scholes option pricing model was used by the Company to determine the fair value of the warrants issued as partial consideration for the purchase of Group Mobile.

Stock-based compensation

The Company has a Stock Option Plan (the "Plan") that was created in 1997 to attract, retain and motivate officers, salaried employees and directors who are in a position to make important contributions toward the success of the Company. Under the Plan, options may be granted to directors, officers, employees, and consultants of the Company at an exercise price determined by the Board provided that such exercise price should not be less than permitted under the rules of any stock exchange where the shares are listed. The period during which an option may be exercised (the "Option Period") is determined by the Board at the time the option is granted, subject to any vesting limitations which may be imposed by the Board in its sole unfettered discretion at the time such option is granted. Options are exercisable as determined by the Board at the date of the grant. Shares covered by options granted pursuant to the Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of the grant, calculated on a non-diluted basis.

The following tables reflect the movement and status of the stock options:

	December 31, 2018		December 31, 2017	
Options Outstanding	**Number of Options**	**Weighted Average Exercise Price**	Number of Options	Weighted Average Exercise Price
Balance, beginning of the period	**27,689,000**	**$0.05**	32,689,000	$0.07
Options granted during the period	**8,000,000**	**0.05**	1,000,000	0.05
Options expired during the period	**-**	**-**	(6,000,000)	0.13
Options exercised during the period	**-**	**-**	-	-
Options forfeited during the period	**(9,312,000)**	**$0.05**	-	-
Balance, end of the period	**26,377,000**	**$0.05**	27,689,000	$0.05

December 31, 2018 and 2017 (stated in Canadian dollars)

	Options Outstanding December 31, 2018		Options Exercisable December 31, 2018	
Exercise Price	**Number of Options**	**Weighted Average Life (Years)**	**Number of Options**	**Weighted Average Life (Years)**
$0.05	**10,377,000**	**2.5**	**5,727,000**	**3.3**
$0.055	**16,000,000**	**3.3**	**14,000,000**	**3.7**
	26,377,000	**3.0**	**19,727,000**	**3.6**

	Options Outstanding December 31, 2017		Options Exercisable December 31, 2017	
Exercise Price	Number of Options	Weighted Average Life (Years)	Number of Options	Weighted Average Life (Years)
$0.05	**12,439,000**	**2.7**	6,686,500	2.2
$0.055	**15,250,000**	**2.3**	9,150,000	2.3
	27,689,000	**2.5**	15,836,500	2.2

For the year ended December 31, 2018, the Company recorded stock-based compensation expense of $144,440 (December 31, 2017 - $264,888).

The Black-Scholes option pricing model used by the Company to determine fair values was developed for use in estimating the fair value of freely traded options, which are fully transferable and have no vesting restrictions. The Company's stock options are not transferable and cannot be traded and are subject to vesting restrictions and exercise restrictions under the Company's black-out policy which would tend to reduce the fair value of the Company's stock options. Changes to subjective input assumptions used in the model can cause a significant variation in the estimate of the fair value of the options.

All outstanding vested share options were measured in accordance with IFRS 2, "Share-based Payment" at their market-based measure at the acquisition date. Options were priced using the Black-Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions, and behavioral considerations. Expected volatility is based on the historical share price volatility.

December 31, 2018 and 2017 (stated in Canadian dollars)

Contributed surplus

Contributed surplus represents expired warrants and the amortized fair value of stock options granted under the stock option plan, determined using the Black-Scholes option pricing model. The fair value is amortized to income on a graded, vested basis over the vesting period with a corresponding increase to contributed surplus. Any consideration paid by the employees or non-employees on the exercise of stock options is reflected as an increase to share capital, with a transfer from contributed surplus.

	Year ended December 31, 2018	Year ended December 31, 2017
Balance, January 1, 2018	**$14,408,256**	$14,143,368
Options expensed in the period	**144,440**	264,888
Balance, December 31, 2018	**$14,552,696**	$14,408,256

13. RELATED PARTY TRANSACTIONS

The Company has directors and officers who are considered related parties. The Company had the following transactions and/or outstanding amounts with related parties for the year ended December 31, 2018 and 2017 comparatives. All transactions are recorded at their exchange amounts.

- The Company made payments (including HST) to 1220764 Ontario Inc. for management services provided by Mr. Tony P. Busseri, a director and the CEO of the Company in the amount of $378,550 for the year ended December 31, 2018 (December 31, 2017 - $378,550). The Company also incurred stock based compensation expense in the amount of $9,916 for the year ended December 31, 2018 (December 31, 2017 - $51,848).
- The Company incurred expenses (including CPP and EHT) payable to and on behalf of the independent members of the Board of Directors of $234,461 for the year ended December 31, 2018 (December 31, 2017 - $236,543). These transactions are in the normal course of operations and are paid or payable for directorship services. As at December 31, 2018, accounts payable included $90,342 owing to directors (December 31, 2017 - $78,799). The Company also incurred stock based compensation expense related to stock options granted to directors in the amount of $20,976 for the year ended December 31, 2018 (December 31, 2017 - $73,250).
- The Company made payments to or incurred expenses for key management (President, Chief Technology Officer and the Chief Financial Officer) in the year ended December 31, 2018 as follows, with 2017 comparatives.

	Year ended December 31, 2018	Year ended December 31, 2017
Short-term employee benefit	**$733,920**	$836,112
Stock option expense	**$56,863**	137,815
	$790,783	$973,927

December 31, 2018 and 2017 (stated in Canadian dollars)

14. EARNINGS PER SHARE

The Company uses the treasury stock method to calculate basic and diluted earnings per share. Basic earnings per share have been calculated based on the weighted average number of common shares without the inclusion of dilutive effects. Diluted earnings per share are calculated based on the weighted average number of common shares plus dilutive common share equivalents outstanding which consist of options and warrants to purchase common shares.

	Year ended December 31, 2018	Year ended December 31, 2017
Net (loss) income	**$(434,344)**	$(609,997)
Weighted average number of common shares outstanding	**363,671,062**	347,511,222
Basic loss per share	**$0.00**	$0.00
Diluted loss per share	**$0.00**	$0.00

15. COMMITMENTS AND CONTINGENCIES

(i) Operating leases

The Company is committed under operating lease agreements for the rental of real property. Minimum annual future lease payments are approximately as follows:

Not later than one year	$469,077
Later than one year and not later than five years	795,468
Later than five years	-
	$1,264,545

Minimum future lease payments are subject to additional rent. Additional rent payment amounts are not known as this time.

For the year ended December 31, 2018, rent expense of $548,110 (December 31, 2017 - $347,495) was recognized in general administration expense.

(ii) Legal matters

In the normal course of operations, the Company may be subject to litigation and claims from customers, suppliers and former employees. Although it is not possible to estimate the extent of potential costs, if any, management believes that the ultimate resolution of such contingencies would not have a material adverse effect on the results of operations, financial position or liquidity of the Company.

(iii) Foreign exchange

From time to time the Company may enter into U.S. dollar forward contracts to mitigate possible foreign exchange risk. The timing and amount of foreign exchange contracts are estimated based on existing or anticipated sales, current conditions in the Company's markets, the estimated timing of payments denominated in Canadian dollars and the Company's past experience. The Company's policy is not to utilize financial instruments for trading or speculative purposes.

16. INDEMNIFICATIONS

Under certain agreements and the bylaws of the Company, the Company is obligated to indemnify persons who serve as directors or officers (or both) of the Company, against certain costs, charges and expenses suffered or incurred by such person as a result of their service. Claims for indemnity pursuant to such agreements or the bylaws of the Company are subject to certain statutory and other legal limitations. Having regard to the nature of the indemnification obligations and the broad range of circumstances under which the Company may become obligated to make indemnification payments, the Company is unable to make a reasonable estimate of the maximum potential amount that it could be required to pay to persons entitled to indemnification from the Company. The Company has purchased insurance coverage to reduce the risks associated with its indemnification obligation.

17. FINANCIAL INSTRUMENTS

Establishing fair value

The carrying amount of financial instruments including cash and cash equivalents, accounts receivable and accounts payable and other liabilities approximates fair value because of the short-term nature of these instruments.

18. CAPITAL MANAGEMENT

The Company's capital consists of shareholders' equity. The Company's objectives when managing capital is to maintain a flexible capital structure which optimizes the cost of capital at acceptable risk.

The Company manages its capital structure and makes adjustments due to changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, issue new debt, and/or issue new debt to replace existing debt with different characteristics.

Capital management objectives, policies and procedures have not changed from the preceding year.

On June 5, 2018, the Company's credit facility consisting of a $500,000 revolving demand operating facility and a $100,000 credit card facility was renewed. The operating facility carries an interest rate equal to the lender's prime rate of interest plus 1%. The credit facility is secured by the assets of Route1 Inc.

In the normal course of business operations of Group Mobile Int'l, LLC ("GMI"), the Company may be required to guarantee certain trade payables of GMI to the value added distributors from which GMI purchases product to sell to its customers. Such guarantees would be enforced only if GMI could not pay the distributor for goods acquired from such distributor and the amounts under such guarantees would vary from time to time based on the volume of purchases from the particular distributor. The Company has entered into these continuing, unconditional guarantees with several of the larger vendors/suppliers to GMI.

December 31, 2018 and 2017 (stated in Canadian dollars)

In the normal course of operations, GMI may enter into continuing purchase money security interests with distributors and original equipment manufacturers. These security interests relate specifically to the products purchased from each distributor and original equipment manufacturer and the amounts secured will vary from time to time with purchases.

19. FINANCIAL INSTRUMENTS - RISK MANAGEMENT

The Company has exposure to credit risk, liquidity risk and market risk associated with its financial assets and liabilities. The Board has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established the Audit Committee which is responsible for monitoring the Company's compliance with risk management policies.

The Company's risk management program seeks to minimize potential adverse effects on the Company's financial performance and ultimately shareholder value. The Company manages its risks and risk exposures through a system of internal controls and sound business practices.

The Company's financial instruments and the nature of the risks to which they may be subject are set out in the following table:

	Credit	Liquidity	Foreign Exchange	Interest Rate
Cash and cash equivalents	Yes		Yes	Yes
Accounts receivable	Yes		Yes	
Accounts payable and other liabilities		Yes	Yes	

Credit risk

Credit risk arises from cash held with banks and credit exposure to customers, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value (net of allowances) of the financial assets. The objective of managing credit risk is to prevent losses on financial assets. The Company assesses the credit quality of counterparties, taking into account their financial position, past experience and other factors. During the year ended December 31, 2018, the largest single customer represented approximately $8,392,000 of revenue (December 31, 2017 - $2,250,576).

Cash and cash equivalents

Cash and cash equivalents consist of bank balances. Credit risk associated with cash is minimized substantially by ensuring that these financial assets are held in highly rated financial institutions. At December 31, 2018, the Company had cash consisting of deposits with Schedule 1 banks in Canada and their subsidiaries in the U.S. and a large money centre bank in the U.S of $1,073,195 (December 31, 2017 - $1,037,424).

Accounts receivable

Accounts receivable consist primarily of accounts receivable from invoicing for subscriptions, devices and services. The Company's credit risk arises from the possibility that a customer which owes the Company money is unable or unwilling to meet its obligations in accordance with the terms and conditions in the contracts with the Company, which would result in a financial loss for the Company. This risk is mitigated through established credit management techniques, including monitoring customer's creditworthiness, setting exposure limits and monitoring exposure against these customer credit limits.

December 31, 2018 and 2017 (stated in Canadian dollars)

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. Subsequent recoveries of amounts previously written off reduce other expenses in the statement of comprehensive income. As at December 31, 2018, the largest single customer's account receivable represented $304,380 (December 31, 2017 – $227,623) of the total accounts receivable. This receivable was collected in full after the year-end.

The following table outlines the details of the aging of the Company's receivables as at December 31, 2018 and December 31, 2017:

	December 31, 2018	December 31, 2017
Current	**$1,644,057**	$333,023
Past due		
1 – 60 days	**201,534**	-
Greater than 60 days	**13,160**	-
Less: Allowance for doubtful accounts	**-**	-
Total accounts receivable, net	**$1,858,751**	$333,023

For the year ended December 31, 2018 and year ended December 31, 2017, there was a $nil balance for the allowance for doubtful accounts.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. In order to meet its financial liabilities, the Company has primarily relied and expects to continue to rely primarily on collecting its accounts receivable as they come due.

The Company's ability to manage its liquidity risk going forward will require some or all of the following: the ability to generate positive cash flows from operations and secure capital and/or credit facilities on reasonable terms in the current market place. The following table details the Company's contractual maturities for its financial liabilities, including interest payments and operating lease commitments, as at December 31, 2018:

	2019	**2020**	**2021 and Beyond**	**Total**
Accounts payable and other liabilities	$2,493,779	$570,354	$-	$3,064,133
Operating lease commitments	469,077	437,529	357,939	1,264,545
Operating lease commitments included in accrued liabilities	(61,469)	(40,980)	-	(102,449)
	$2,901,387	$966,903	$357,939	$4,226,229

December 31, 2018 and 2017 (stated in Canadian dollars)

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the fair value of recognized assets and liabilities or future cash flows or the Company's results of operation.

Foreign exchange

The functional currency of the parent company is Canadian dollars and the reporting currency is Canadian dollars. As at December 31, 2018, the Company had non-Canadian dollar net monetary assets of approximately US$2,753,005 (December 31, 2017 - approximately US$961,824). An increase or decrease in the U.S. to Canadian dollar exchange rate by 5% as at December 31, 2018 would have resulted in a gain or loss in the amount of $137,650 (December 31, 2017 – gain or loss of $60,330). Any gain or loss would have been included in the determination of net income.

Interest rate

The Company has cash balances which may be exposed to interest rate fluctuations. At December 31, 2018, cash balances were $1,073,195 (December 31, 2017 - $1,037,424) and the interest rate sensitivity is not material.

20. INCOME TAXES

The Company has previously recognized the benefit of deferred tax assets in the amount of $742,067 relating to unused tax losses that are considered to be offset against the Company's taxable profits expected to arise in the foreseeable future. Management has based its assessment on the budget previously approved, the Company's ability to meet this budget and its forecast moving forward. The analysis of deferred tax assets and deferred tax liabilities is as follows:

	As at Dec 31, 2018	As at Dec 31, 2017
Deferred tax assets		
Property, furniture and equipment and intangible assets	**$1,053,146**	$1,212,927
Tax losses carry-forwards	**4,645,557**	4,432,655
Unamortized Scientific Research and Development Pools	**3,195,765**	2,574,393
Investment Tax Credit	**3,039,636**	2,601,276
Other	**137,036**	33,537
Deferred tax asset	**12,071,140**	10,853,488
Deferred tax asset not recognized	**(11,329,073)**	(10,111,421)
	$742,067	$742,067

December 31, 2018 and 2017 (stated in Canadian dollars)

Reconciliation between the Company's statutory and effective tax rates is as follows:

	As at Dec 31, 2018	As at Dec 31, 2017
Tax expense at statutory rate	**26.5%**	26.5%
Permanent difference	**(12.1)%**	(63.7) %
Foreign tax rate difference	**9.3%**	-
Recognition of previously unrecognized tax losses carry forwards	**(23.7)%**	37.2%
Effective tax rate	**- %**	- %

The Company has non-capital losses for tax purposes of approximately $16,166,000 that may be used to reduce Canadian taxable income in the future. Some of the potential tax benefits pertaining to these tax losses have been recognized in the financial statements. If not fully utilized, these losses will expire as follows:

2026	$2,682,000
2027	7,309,000
2028	4,078,000
2029	2,097,000
	$16,166,000

The Company has net operating loss for the tax purposes of approximately 1,665,000 that may be used to reduce US taxable income in the future. The tax benefits pertaining to these losses have been recognized in the financial statements. If not utilized, these losses will expire as follows:

2034	$ 392,000
2035	1,029,000
Remaining	244,000
	$1,665,000

The remaining losses of $244,000 do not expire, but cannot be used to offset more than 80% of taxable income in the year.

December 31, 2018 and 2017 (stated in Canadian dollars)

21. REVENUE INFORMATION

Revenue for the recurring revenue and services component is reported as contract liability on the statement of financial position and is recognized as earned revenue for the period in which the subscription and/or service is provided. For the sale of devices, revenue or contract liability is recognized at the time transfer of control of the device occurs. At December 31, 2018, the Company had $1,687,389 (December 31, 2017 - $1,526,135) in contract liability. Other revenue of $49,225 included $46,957 of government grants.

The following table provides a component presentation of the Company's revenue streams for the year ended December 31, 2018 and 2017:

	2018		2017	
	Revenue	**% of Total**	Revenue	% of Total
Subscription revenue and services	**$6,209,378**	**23.7**	$5,698,449	93.9
Devices and appliances	**$19,972,143**	**76.1**	321,074	5.3
Other	**$49,225**	**0.2**	50,803	0.8
	$26,230,746	**100.0**	$6,070,326	100.0

The following table provides a geographic presentation of the Company's revenue streams for the year ended December 31, 2018 and 2017:

	2018		2017	
	Revenue	**% of Total**	Revenue	% of Total
USA	**$25,967,905**	**99.0**	$5,842,570	96.2
Canada	**262,841**	**1.0**	227,756	3.8
	$26,230,746	**100.0**	$6,070,326	100.0