ROUTE1 INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2019

As at August 28, 2019

The following discussion and analysis of the financial condition and results of operations (this "**MD&A**") of Route1 Inc. (also referred to as "**we**", "**us**", "**our**", "**Route1**", or the "**Company**"), should be read in conjunction with the Company's interim condensed consolidated financial statements and related notes as at quarter ended June 30, 2019. These unaudited interim condensed consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

This Management Discussion & Analysis ("MD&A") has been reviewed and approved by the Company's Board of Directors prior to filing.

The information in this MD&A is current to August 28, 2019, unless otherwise noted.

FORWARD-LOOKING STATEMENTS

The following discussion may contain forward-looking statements about matters that involve risks and uncertainties, such as statements of Route1's plans, objectives, expectations and intentions, as well as financial trends. The discussion also includes cautionary statements about these matters. You should read the cautionary statements made below as being applicable to all forward-looking statements wherever they appear in this document. In drawing a conclusion or making a forecast or projection set out in the forward-looking information, the Company takes into account the following material factors and assumptions in addition to the above factors: the Company's ability to execute on its business plan; the integration of acquired businesses; the acceptance of the Company's devices and services by its customers; the timing of execution of outstanding or potential customer orders by the Company; the sales opportunities available to the Company; the Company's subjective assessment of the likelihood of success of a sales lead or opportunity; the Company's historic ability to generate sales leads or opportunities; and that sales will be completed at or above the Company's estimated margins. This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information.

Factors that could cause Route1's actual results to differ materially from the forward-looking statements are contained herein and include, but are not limited to, overall economic conditions, competitive pressures, successfully integrating acquired businesses and unexpected technology changes. Additional information concerning risks and uncertainties affecting Route1's business and other factors that could cause financial results to fluctuate is set forth later in this document, as well as elsewhere herein, and is contained in Route1's filing with Canadian securities regulatory authorities, available on the SEDAR website (www.sedar.com) under Route1 Inc. and on the Company's website (www.route1.com).

This MD&A includes additional disclosures on the critical accounting policies and estimates, additional disclosure on the quarterly selected financial information, additional discussion and analysis on the factors affecting the Company's financial performance, additional disclosure on future liquidity and capital needs including the addition of a tabular presentation of contractual obligations, additional disclosure on the last eight quarters, and details of related party transactions. The Company does not believe that any of the additional information provided, and that has not been otherwise disclosed in other filings, is material in nature.

INTELLECTUAL PROPERTY NOTICES

 GROUPMOBILE, Route1, Route 1, the Route1 and shield design Logo, MobiDESK, Mobi, Route1 MobiVDI, Route1 MobiDESK, Route1 MobiBOOK, Route1 MobiKEY, Route1 MobiNET, IBAD, MobiVDI, MobiNET, DEFIMNET, Powered by MobiNET, Route1 Mobi, Route1 MobiLINK, TruOFFICE, MobiLINK, EnterpriseLIVE, PurLINK, TruCOMMAND, MobiMICRO and MobiKEY are either registered trademarks or trademarks of Route1 Inc. in the United States and/or Canada. All other trademarks and trade names are the property of their respective owners. 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, 10,148,641, and 10,320,774, 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.

OVERVIEW

Route1, operating under the trade names GroupMobile and PCS Mobile, is an advanced provider of industrial-grade data intelligence, user authentication, and ultra-secure mobile workforce solutions. The Company helps all manner of organizations, from government and military to the private sector, to make intelligent use of devices and data for immediate process improvements while maintaining the highest level of cyber security.

With offices and staff in Boca Raton, FL, Chandler, AZ, Chattanooga TN, Denver, CO, Glen Allen, VA, 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 ROIUD and in Canada on the TSX Venture Exchange under the symbol ROI.

HIGHLIGHTS

On January 21, 2019, the Company announced the release of MobiKEY for iOS v. 5.4.51 with support for the U.S. Department of Defense, Defense Information Systems Agency's ("DISA") Purebred technology.

On April 25, 2019, the Company announced its fourth quarter and fiscal year financial results for the period ended December 31, 2018. Total revenue for the year was $26,240,746, Adjusted EBITDA was $144,000 and the net loss for the year was $434,344.

On June 14, 2019, the Company announced that it signed an agreement to acquire Portable Computer Systems, Inc ("PCS Mobile") for US $2.5 million:

- PCS Mobile is a computer reseller with expertise in mobile data applications, including wireless products for in-vehicle use. The company offers guidance and state-of-the-art mobile devices for a wide range of applications including utilities, telecommunications, field services, insurance, healthcare, Fire/EMT, police and public safety as well as state and local government.
- Based on prior year's results, Route1 expects PCS Mobile to add annualized revenue of approximately US $15 million with a gross margin of 14% to 16%. The EBITDA contribution from PCS Mobile is expected to be consistent with current Route1 results.
- The addition of Genetec's license plate recognition (LPR) solutions enhances Route1's data security and data analytics portfolio of application software owned or resold with application enhancements.
- Route1 will pay US $1,030,000 in cash, US $500,000 in Route1 common shares, US $250,000 in an unsecured note, Note A, and US $720,000 in an unsecured note, Note B.
- Route1 is acquiring PCS Mobile to bring the "new" GroupMobile business model to the southwestern US – geographic expansion, add to the size and quality of the GroupMobile sales team, and leverage PCS Mobile's current and future placement of rugged mobile devices and license plate recognition technology.

On June 28, 2019, the Company closed the purchase of Portable Computer Systems, Inc ("PCS Mobile), which was previously announced on June 14, 2019.

On July 26, 2019, the Company announced that it intends to apply to the Toronto Venture Exchange in order to consolidate its outstanding common shares on the basis of one new share for ten existing shares.

- Upon completion of the share consolidation, and using today's common shares outstanding count of 373,455,000, Route1 will have 37,345,500 common shares outstanding.
- The proposed share consolidation is subject to all regulatory approvals. The shareholders of the Company previously authorized the Company to undertake a share consolidation at the annual and general and special meeting held on November 26, 2018.

On August 8, 2019, The Company provided an update on its litigation with AirWatch LLC ("AirWatch") and a business update:

Air Watch Litigation

- On August 7, 2019 after the stock market closed, Route1 was provided with an order that was issued by the Honorable Kent A. Jordan, in relation to Route1's action against AirWatch in federal court in Delaware alleging that AirWatch is infringing Route1's U.S. Patent No 7,814,216.
- The order granted AirWatch's motion for summary judgement of non-infringement (the "Order"). Route1 is considering the impact of the Order and its' next steps, and will provide shareholders with timely information and the Company's plan of action, once it is determined.

Business Update

- In July 2019, Route1 had revenue of approximately CAD $3.9 million and gross profit of CAD $1.1 million. These operating results include a full month of operational activity after the PCS Mobile acquisition.
- ScreenSTOP powered by MobiNET, eliminates deficiencies of motion detection techniques that have drawbacks including taking far too long to respond to vehicle movement, false vibration activations and weak signal detection by GPS receivers that are placed indoors.
- Route1's patent-pending ScreenSTOP powered by MobiNET's intelligent in-motion detection technology solution allows for sub-one-second screen masking for vehicles in motion, eliminating the hazards associated with in-vehicle computer displays installed on forklifts and other apparatuses both in forward or reverse movement.

On August 9, 2019, The Company announced that it had received conditional approval from the TSX Venture Exchange for the previously announced share consolidation:

- Effective at the opening of the market on Tuesday, August 13, 2019, the common shares of Route1 will commence trading on the TSX Venture Exchange on a consolidated basis.
- Route1 will consolidate its common shares outstanding on a ten (10) old for one (1) new basis. On the opening of the market on August 13, 2019, and using today's common shares outstanding of 369,689,000, Route1 will have 36,968,900 common shares outstanding.

BASIS OF PRESENTATION

Route1 acquired Group Mobile on March 22, 2018. The operations of Group Mobile for the nine remaining days in March 2018 were included in the interim unaudited condensed consolidated financial statements for the period ended March 31, 2018. The operations of Group Mobile have been included for all subsequent periods.

Route1 acquired Portable Computer Systems, Inc. on June 28, 2019. No operational activity occurred between the acquisition date and June 30, 2019.

NON-IFRS FINANCIAL MEASURE: Adjusted EBITDA

Within this MD&A, we use the term Adjusted EBITDA (earnings before interest, income taxes, depreciation and amortization, stock-based compensation, patent litigation, restructuring and other costs). Adjusted EBITDA does not have any standardized meaning prescribed under IFRS and is therefore unlikely to be comparable to similar measures presented by other companies.

Adjusted EBITDA allows us to compare our operating performance over time on a consistent basis. We believe that certain investors and analysts use Adjusted EBITDA to measure a company's ability to service debt and to meet other payment obligations, or as a common valuation measurement in the technology industry.

The table below reconciles Adjusted EBITDA to Operating profit before stock-based compensation and patent litigation expense for the quarters presented.

	For the Quarters Ended				
In thousands of Canadian dollars	**June 30 2019**	Mar 31 2019	Dec 31 2018	Sep 30 2018	Jun 30 2018
Adjusted EBITDA	**$200**	$322	$331	$627	$272
Depreciation and amortization	**266**	254	187	193	207
Operating (loss) profit before stock-based compensation and patent litigation expense	**($66)**	$69	$144	$434	$65

SELECTED FINANCIAL INFORMATION

The following table outlines selected unaudited financial information of the Company on a consolidated basis for the three and six months ended June 30, 2019 and 2018.

(in thousands of Canadian dollars, except per share amounts)	For the Three Months Ended		For the Six Months Ended	
	Jun-30 2019	Jun-30 2018	Jun-30 2019	Jun-30 2018
STATEMENT OF OPERATIONS				
Revenue				
Subscription revenue and services	**$1,610**	$1,633	**$3,186**	$2,898
Devices and appliances	**1,819**	3,936	**3,702**	4,325
Other	**1**	7	**4**	39
Total revenue	**3,430**	5,577	**6,892**	7,262
Cost of revenue	**1,672**	3,620	**3,372**	4,205
Gross profit	**1,758**	1,957	**3,520**	3,057
Operating expenses				
General administration	**1,015**	1,090	**2,012**	1,785
Research and development	**147**	193	**232**	400
Selling and marketing	**662**	607	**1,273**	843
Total operating expenses	**1,824**	1,891	**3,517**	3,027
Operating profit (loss) before stock-based compensation and patent litigation	**(66)**	65	**3**	30
Patent litigation	**(289)**	(70)	**(816)**	(181)
Stock-based compensation	**(82)**	(23)	**(118)**	(69)
Operating profit (loss) after stock-based compensation and patent litigation	**(437)**	(28)	**(931)**	(220)
Acquisition expenses	**(74)**	-	**(74)**	(127)
Interest income (expense)	**(11)**	-	**(23)**	-
Foreign exchange gain (loss)	**9**	40	**18**	80
Asset disposal gain (loss)	**-**	-	**(16)**	-
Total income (loss) for the period before income tax	**(513)**	12	**(1,026)**	(267)
Income taxes	**(40)**	-	**(40)**	-
Total income (loss) for the period after income tax	**(553)**	12	**(1,066)**	(267)
Other comprehensive income				
Foreign currency translation	**3**	(10)	**14**	(23)
Comprehensive income (loss)	**($550)**	$2	**($1,052)**	($290)
Earnings (Loss) per share	**$(0.00)**	$0.00	**$(0.00)**	$(0.00)

(in thousands of Canadian dollars, except per share amounts)	**For the Three Months Ended**		**For the Six Months Ended**	
	Jun-30	Jun-30	**Jun-30**	Jun-30
	2019	2018	**2019**	2018
CASH FLOW INFORMATION				
Operating activities	**$965**	$770	**$245**	$143
Investing activities	**(1,303)**	(221)	**(1,466)**	(32)
Financing activities	**696**	(68)	**898**	(68)
Net cash inflow (outflow)	**359**	481	**(324)**	42
Consolidation currency adjustment	**(24)**	3	**(47)**	5
Cash, beginning of period	**367**	600	**1,073**	1,037
Cash, end of period	**$702**	$1,084	**$702**	$1,084
Working capital	**($2,406)**	$126	**($2,406)**	$126
Total assets	**$12,268**	$7,356	**$12,268**	$7,356
Shareholders' equity	**$854**	$2,322	**$854**	$2,322

COMPARISON FOR THE THREE MONTHS ENDED JUNE 30, 2019 AND 2018

Revenue

Revenue for the three months ended June 30, 2019 was $3,430,235, representing a decrease of $2,146,853 from $5,577,088 for the same period in 2018. The comparison, discussed by segment, is as follows:

Subscription Revenue and Services

Revenue from the subscription revenue and services segment includes: (a) application software subscription based revenue (MobiKEY, ActionPLAN, *Powered by MobiNET*, DerivID and MobiENCRYPT); (b) DEFIMNET platform and other appliance licensing or yearly maintenance; (c) technology as a service ("TaaS") under term contracts; and (d) other services.

For the three months ended June 30, 2019, revenue from the subscription revenue and services segment was $1,609,793, representing a decrease of $23,541 from $1,633,334, for the same period in 2018. The decrease was caused by a slight reduction in subscriptions and foreign exchange fluctuation.

Subscription revenue and services, as a percentage of total revenue, represented 46.9% for the current period as compared to 29.3% for the prior year period.

Subscription revenue and services by quarter *(in thousands of Canadian dollars)*	**June 30 2019**	Mar 31 2019	Dec 31 2018	Sept 30 2018	June 30 2018
Application software	1,196	1,186	1,168	1,193	1,180
Technology as a service (TaaS)	311	307	329	289	266
Other services	103	83	130	203	186
Total	**1,610**	**1,576**	**1,628**	**1,684**	**1,633**

Devices and Appliances

Revenue from MobiKEY devices (MC3 device, the MobiKEY Fusion device and the MobiKEY Fusion3 device) and appliances (the DEFIMNET platform and the MobiNET Aggregation Gateway) and Group Mobile ruggedized computing devices and accessories for the three months ended June 30, 2019 was $1,819,062, representing a decrease of $2,117,294 from $3,936,356 for the same period in 2018. The decrease is reflective of the variability in device revenue.

Devices and appliances revenue as a percentage of total revenue represents 53.0% of total revenue for the current period compared to 70.6% for the prior year period.

Other revenue

Other revenue for the three months ended June 30, 2019 was $1,380 compared to $7,398 for the same period in 2018. The decrease is attributable to a grant received from the Ontario Centres of Excellence in the comparable period in 2018.

Gross Profit

Gross profit is revenue minus the cost of revenue. The cost of revenue includes the cost of our devices and appliances sold to clients, the cost to operate and maintain the Route1 MobiNET platform as well as the cost of shipping and packaging.

The cost of revenue for the three months ended June 30, 2019 was $1,672,111, representing a decrease of $1,948,283 from $3,620,394 for the same period in 2018. The decrease in cost of revenue for the three months ended June 30, 2019 is the result of decreased device and appliance revenue primarily generated by Group Mobile.

Gross profit for the three months ended June 30, 2019 was $1,758,124 or 51.3% of gross revenue, representing a decrease of $198,570 from a gross profit of $1,956,694 or 35.1% of gross revenue for the same period in 2018.

Expenses

Operating expenses consist of general administration, research and development, and selling and marketing. Operating expenses for the three months ended June 30, 2019 were $1,824,142, representing a decrease of $67,058 from $1,891,200, for the same period in 2018.

General administration

General administration expenses consist primarily of salaries and benefits for administrative staff, professional fees, rent, telephone, computer related expenses, directors' fees, insurance, public company and regulatory costs, depreciation and amortization and other indirect costs.

General administration expenses for the three months ended June 30, 2019 were $1,015,450, representing a decrease of $74,895 from $1,090,345 for the same period in 2018. The majority of the change can be summarized as follows:

- Decreased rent expense of approximately $106,000 due to the adoption of IFRS 16 on January 1, 2019, which resulted in lease expenses being reported as amortization expense and interest expense.
- Increased legal fees of approximately $14,000 related to costs incurred as the result of employee terminations and increased monthly regulatory compliance costs.
- Increased director fees of $7,000 related to increased compensation for directors.
- Increased amortization expense of approximately $59,000 primarily related to the adoption of IFRS 16.
- Decreased salary expenses of approximately $50,000 due to decreased head count.

Research and development

Research and development expenses consist of salaries and benefits for the research and development department, and other professional fees associated with development work.

Research and development expenses for the three months ended June 30, 2019 were $147,147, representing a decrease of $46,321 from $193,468 for the same period in 2018. The majority of the change can be summarized as follows:

- Salaries and benefits decreased by approximately $43,000 for the three months ended June 30, 2019 as compared to the same period in 2018. The decrease is the result the capitalization of expenses related to new technologies which were developed.

Selling and marketing

Selling and marketing expenses consist primarily of salaries and commissions, agent fees, marketing and trade shows, and travel and entertainment.

Selling and marketing expenses for the three months ended June 30, 2019 were $661,545, representing an increase of $54,158 from $607,387, for the same period in 2018. The majority of the change can be summarized as follows:

- Increased salary expenses of approximately $9,000 due to compensation increases.
- Increased commissions costs of approximately $5,000 due to higher margin sales.
- Increased travel and tradeshow expenses of approximately $34,000 due to increased attendance at tradeshows.
- Increased brand building costs of approximately $4,000.

Other Items

Stock-based compensation

Stock-based compensation was $82,439 for the three months ended June 30, 2019, an increase of $59,617 from $22,822 for the same period in 2018. The contributing factor to the increased expense was the higher number of options vesting during the three months ended June 30, 2019 as compared to the same period in 2018.

Patent litigation expenses

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 expense incurred for the three months ended June 30, 2019 was $288,906, an increase of $219,172 from $69,734 for the same period in 2018.

At June 30, 2019, $235,008 (US $179,574) was included in accounts receivable in respect of reimbursable litigation expenses.

For additional information see **"PATENT LITIGATION"** of this MD&A.

Acquisition Expenses

Acquisition expenses for the three months ended June 30, 2019 were $73,780 compared to $nil for the same period in 2018. For additional information, see **"BUSINESS COMBINATION"** of this MD&A.

Foreign exchange (loss) gain

Foreign exchange gains or losses are primarily attributable to fluctuations in the Canadian/U.S. dollar exchange rates. The gain attributable to foreign exchange translation on balance sheet items such as Accounts Receivable, Accounts Payable and bank accounts denominated in foreign currencies was $8,769 for the three months ended June 30, 2019, a decrease of $30,992 from a gain of $39,761 for the same period in 2018. There was significant volatility of the Canadian dollar against the U.S. dollar during the second quarter of 2019, from a high of 1.3087 to a low of 1.3527, and similarly there was significant volatility during the second quarter of 2018, with a high of $1.2288 to a low of $1.3088.

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.

Comprehensive (Loss) Gain After Taxes

Comprehensive loss for the three months ended June 30, 2019 was $550,154 or $(0.00) per share, representing a decrease of $552,681 from a comprehensive profit of $2,527 or $0.00 per share for the same period in 2018.

COMPARISON FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

Revenue

Revenue for the six months ended June 30, 2019 was $6,892,354, representing a decrease of $369,186 from $7,261,540 for the same period in 2018. The comparison, discussed by segment, is as follows:

Subscription Revenue and Services

Revenue from the subscription revenue and services segment includes: (a) application software subscription based revenue (MobiKEY, ActionPLAN, *Powered by MobiNET,* DerivID and MobiENCRYPT); (b) DEFIMNET platform and other appliance licensing or yearly maintenance; (c) technology as a service ("TaaS") under term contracts; and (d) other services.

For the six months ended June 30, 2019, revenue from the subscription revenue and services segment was $3,185,906, representing an increase of $288,360 from $2,897,546, for the same period in 2018. This increase was the result of increased service revenues from Group Mobile TaaS and maintenance agreements.

Subscription revenue and services, as a percentage of total revenue, represented 46.2% for the current period as compared to 39.9% for the prior year period.

Devices and Appliances

Revenue from MobiKEY devices (MC3 device, the MobiKEY Fusion device and the MobiKEY Fusion3 device) and appliances (the DEFIMNET platform and the MobiNET Aggregation Gateway) and Group Mobile ruggedized computing devices and accessories for the six months ended June 30, 2019 was $3,702,398, representing a decrease of $622,370 from $4,324,768 for the same period in 2018. The decrease was reflective of the variability in device revenue.

Devices and appliances revenue as a percentage of total revenue represents 53.7% of total revenue for the current period compared to 59.6% for the prior year period.

Other revenue

Other revenue for the six months ended June 30, 2019 was $4,050 compared to $39,226 for the same period in 2018. The decrease is attributable to a reduction in the grant received from the Ontario Centres of Excellence in the comparable period in 2018.

Gross Profit

Gross profit is revenue minus the cost of revenue. The cost of revenue includes the cost of our devices and appliances sold to clients, the cost to operate and maintain the Route1 MobiNET platform as well as the cost of shipping and packaging.

The cost of revenue for the six months ended June 30, 2019 was $3,372,104, representing a decrease of $832,877 from $4,204,981 for the same period in 2018. The decrease in cost of revenue for the six months ended June 30, 2019 is the result of decreased device and appliance revenue primarily generated by Group Mobile.

Gross profit for the six months ended June 30, 2019 was $3,520,250 or 51.1% of gross revenue, representing an increase of $463,692 from a gross profit of $3,056,558 or 42.1% of gross revenue for the same period in 2018.

Expenses

Operating expenses consist of general administration, research and development, and selling and marketing. Operating expenses for the six months ended June 30, 2019 were $3,517,449, representing an increase of $489,959 from $3,027,490, for the same period in 2018.

General administration

General administration expenses consist primarily of salaries and benefits for administrative staff, professional fees, rent, telephone, computer related expenses, directors' fees, insurance, public company and regulatory costs, depreciation and amortization and other indirect costs.

General administration expenses for the six months ended June 30, 2019 were $2,012,067, representing an increase of $227,130 from $1,784,937 for the same period in 2018. The majority of the change can be summarized as follows:

- Increased salary expenses of approximately $89,000 primarily due to organizational growth through the acquisition of Group Mobile.
- Increased professional communications fee expenses of approximately $50,000 related to the use of an external advisory firm.
- Increased accounting and insurance expenses of approximately $14,000 related to the acquisition of Group Mobile.
- Increased legal fees of approximately $31,000 related to costs incurred as the result of employee terminations and increased monthly regulatory compliance costs.
- Increased amortization expense of approximately $230,000 related to TaaS assets acquired through the acquisition of Group Mobile, as well as the adoption of IFRS 16.
- Increased administrative, telecom and service fee expenses of approximately $13,000 related to the acquisition of Group Mobile.
- Decreased management bonus expenses of approximately $41,000 relating to the reduction of accruals for expected bonuses payable.

- Decreased rent expenses of approximately $149,000 due to the adoption of IFRS 16, which resulted in rent expenses being reported as amortization expense and interest expense.
- Decreased professional fees expenses of approximately $11,000 related to decreased use of external consulting firms.

Research and development

Research and development expenses consist of salaries and benefits for the research and development department, and other professional fees associated with development work.

Research and development expenses for the six months ended June 30, 2019 were $231,732, representing a decrease of $168,184 from $399,916 for the same period in 2018. The majority of the change can be summarized as follows:

- Salaries and benefits decreased by approximately $165,000 as result of a reduction in head count, as well as the capitalization of certain expenses related to new technologies which were developed.

Selling and marketing

Selling and marketing expenses consist primarily of salaries and commissions, agent fees, marketing and trade shows, and travel and entertainment.

Selling and marketing expenses for the six months ended June 30, 2019 were $1,273,650, representing an increase of $431,013 from $842,637, for the same period in 2018. The majority of the change can be summarized as follows:

- Increased salary expenses of approximately $252,000 due to increased sales and marketing head count from the acquisition of Group Mobile.
- Increased commissions costs of approximately $81,000 primarily due to the acquisition of Group Mobile.
- Increased travel and tradeshow expenses of approximately $105,000.
- Decreased brand building expenses of $10,000 due to the elimination of the use of an external consultant.

Other Items

Stock-based compensation

Stock-based compensation was $118,558 for the six months ended June 30, 2019, an increase of $49,880 from $68,678 for the same period in 2018. The contributing factor to the increased expense was the higher number of options vesting during the six months ended June 30, 2019 as compared to the same period in 2018.

Patent litigation expenses

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 expense incurred for the six months ended June 30, 2019 was $815,986, an increase of $635,333 from $180,653 for the same period in 2018.

For additional information see **"PATENT LITIGATION"** of this MD&A.

Acquisition Expenses

Acquisition expenses for the six months ended June 30, 2019 were $73,780, a decrease of $52,970 compared to $126,750 for the same period in 2018. The acquisition expenses were incurred for the acquisition of Group Mobile on March 22, 2018 and PCS Mobile on June 28, 2019. For additional information, see **"BUSINESS COMBINATION"** of this MD&A.

Foreign exchange (loss) gain

Foreign exchange gains or losses are primarily attributable to fluctuations in the Canadian/U.S. dollar exchange rates. The gain attributable to foreign exchange translation on balance sheet items such as Accounts Receivable, Accounts Payable and bank accounts denominated in foreign currencies was $18,420 for the six months ended June 30, 2019, a decrease of $61,297 from a gain of $79,717 for the same period in 2018. There was significant volatility of the Canadian dollar against the U.S. dollar during the second quarter of 2019, from a high of 1.3087 to a low of 1.3527, and similarly there was significant volatility during the second quarter of 2018, with a high of $1.2288 to a low of $1.3088.

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.

Comprehensive (Loss) Gain After Taxes

Comprehensive loss for the six months ended June 30, 2019 was $1,051,994 or $(0.00) per share, representing an increase of $762,222 from a comprehensive loss of $289,776 or $(0.00) per share for the same period in 2018.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited financial information of the Company on a consolidated basis for the last eight quarters. The information has been derived from the Company's quarterly unaudited condensed interim consolidated financial statements that, in management's opinion, have been prepared on a basis consistent with the consolidated annual financial statements and are reviewed and approved by the Company's Board of Directors. The Company's quarterly operating results have varied substantially in the past and may vary substantially in the future. Accordingly, the information below is not necessarily indicative of results for any future quarter.

As at and for the three months period ended

(in thousands of Canadian dollars, except per share data)

	Jun-30 2019	Mar-30 2019	Dec-31 2018	Sep-30 2018	Jun-30 2018	Mar-30 2018	Dec-31 2017	Sep-30 2017
STATEMENT OF OPERATIONS								
Revenue								
Subscription revenue and services	**$1,610**	$1,576	$1,628	$1,684	$1,633	$1,264	$1,263	$1,177
Devices and appliances	**1,819**	1,883	2,440	13,207	3,936	388	109	159
Other	**1**	3	6	4	7	32	48	2
Total revenue	**3,430**	3,462	4,074	14,895	5,577	1,684	1,420	1,338
Cost of revenue	**1,672**	1,700	2,216	12,311	3,620	585	331	362
Gross margin	**1,758**	1,762	1,858	2,584	1,957	1,099	1,089	976
Operating expenses								
General administration	**1,015**	997	942	1,349	1,090	695	696	724
Research and development	**147**	85	164	166	193	206	233	230
Selling and marketing	**662**	612	608	634	607	235	235	117
Total operating expenses	**1,824**	1,693	1,714	2,150	1,891	1,135	1,164	1,131
Operating profit (loss) before stock-based compensation and patent litigation	**(66)**	69	144	434	65	(36)	(75)	(155)
Patent litigation	**(289)**	(527)	(479)	(181)	(70)	(111)	(145)	(46)
Stock-based compensation	**(82)**	(36)	(32)	(43)	(23)	(46)	(48)	(54)
Operating profit (loss) after stock-based compensation and patent litigation	**(437)**	(494)	(367)	209	(27)	(193)	(268)	(255)
Acquisition expenses	**(74)**	-	(17)	-	-	(127)	-	-
Foreign exchange translation	**9**	10	29	(21)	40	40	23	(83)
Interest income (expense)	**(11)**	(11)	-	-	-	-	-	-
Asset disposal gain (loss)	-	(16)	-	-	-	-	-	-
Total income (loss) for the period before income tax expense	**(513)**	(513)	(355)	188	13	(280)	(245)	(338)
Income tax expense	**(40)**	-	-	-	-	-	-	-
Total income (loss) for the period after income tax expense	**($553)**	($513)	($355)	$188	$13	($280)	($245)	($338)
Other comprehensive income								
Foreign currency translation	**3**	(5)	(5)	20	(10)	(12)	-	-
Comprehensive income (loss)	**($550)**	($517)	($359)	$208	$3	($292)	($245)	($338)
Earnings (loss) per share	**$0.00**	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.00)	$(0.00)
Adjusted EBITDA	**200**	322	330	627	272	46	24	(46)

CASH FLOW INFORMATION								
Operating activities	**$965**	($721)	($928)	$1,455	$770	($627)	($361)	($623)
Investing activities	**(1,303)**	(164)	(343)	(24)	(221)	180	(10)	(45)
Financing activities	**696**	201	8	(159)	128	-	-	(4)
Net cash inflow (outflow)	**359**	(684)	(1,264)	1,218	481	(447)	(371)	(672)
Consolidation currency adjustment	**(24)**	22	(48)	13	3	(9)	-	-
Cash, beginning of period	**367**	1,073	2,289	1,084	600	1,037	1,408	2,080
Cash, end of period	**$ 702**	$367	$1,073	$2,289	$1,084	$600	$1,037	$1,408
BALANCE SHEET INFORMATION								
Working capital	**($2,406)**	($927)	($370)	($36)	($355)	($577)	$206	$322
Total assets	**$12,268**	$8,803	$6,673	$8,733	$7,892	$9,179	$3,171	$4,081
Shareholders' equity	**$854**	$860	$1,465	$1,928	$1,888	$1,931	$1,236	$1,432

The Company's revenue and financial results are difficult to forecast and have historically fluctuated on a quarterly basis. It is expected that quarterly revenue and financial results will become more stable than previously; however, revenues may continue to fluctuate as the Company grows its revenues and customer base. Fluctuations in results are related to the growth of the Company's revenue, the timing of revenue being recognized and sales to customers, who may place large single orders in any one quarter, the timing of staffing and infrastructure additions to support growth and future acquisitions.

LIQUIDITY AND CAPITAL RESOURCES

Management continually assesses liquidity in terms of the ability to generate sufficient cash flow to fund the business. Net cash flow is affected by the following items: i) operating activities, including fluctuations in the levels of accounts receivable, inventory, prepaid expenses, accounts payable and contract liability; ii) investing activities, including the purchase of capital assets; and iii) financing activities, including the issuance of and/or repurchase of capital stock.

Cash generated in operating activities

The net cash flow generated from operating activities for the three months ended June 30, 2019 was $965,775, compared to $574,011 in the same period in 2018, representing an increase of $391,764. Non-cash working capital generated was $1,171,382 for the three months ended June 30, 2019 compared to $331,529 generated in the same period a year earlier, representing an increase of $839,853. Net cash used by the day–to-day operations for the three months ended June 30, 2019 was $205,607 compared to $242,482 generated in the same period in 2018, representing a decrease of $448,089. The increase in net cash generated by operating activities for the three months ended June 30, 2019, compared to the same period in the prior year is due to a decrease in accounts receivable offset by a decrease in contract liability and an increase in inventory.

The net cash flow generated by operating activities for the six months ended June 30, 2019 was $245,067, compared to net cash flow used of $53,217 in the same period in 2018, representing an increase of $298,284. Non-cash working capital generated was $673,592 for the six months ended June 30, 2019 compared to $143,742 generated in the same period a year earlier, representing an increase of $529,850. Net cash used by the day–to-day operations for the six months ended June 30, 2019 was $428,525 compared to $90,525 generated in the same period in 2018, representing a decrease of $519,050. The increase in net cash generated by operating activities for the six months ended June 30, 2019, compared to the same period in the prior year is due to increases in contract liability and accounts payable and accrued liabilities, offset by an increase in inventory and an increase in prepaid expenses.

Cash used in investing activities

Cash used in investing activities for the three months ended June 30, 2019 was $1,302,579 compared to cash used of $220,557 in the same period in 2018, representing an increase of $1,082,022. The increase in cash used is primarily driven by the acquisition of Portable Computer Systems, Inc. on June 28, 2019.

Cash used in investing activities for the six months ended June 30, 2019 was $1,466,489 compared to cash used of $40,334 in the same period in 2018, representing an increase of $1,426,155. The increase in cash used is primarily driven by the acquisition of Portable Computer Systems, Inc. on June 28, 2019.

Cash used in financing activities

Cash generated by financing activities was $695,769 for the three months ended June 30, 2019 compared to cash generated of $127,836 for the same period in 2018, an increase of $567,933. The increase was primarily driven by the assumption of bank indebtedness as part of the acquisition of Portable Computer Systems on June 28, 2019, partially offset by a reduction in lease liabilities.

Cash generated by financing activities was $897,664 for the six months ended June 30, 2019 compared to cash generated of $127,836 for the same period in 2018, an increase of $769,828. The increase was primarily driven by the assumption of bank indebtedness as part of the acquisition of Portable Computer Systems on June 28, 2019 and the collection of litigation financing, partially offset by a reduction in lease liabilities.

The Company's current business plan projects further revenue growth in 2019 and beyond. The Company believes that its success in securing sales contract vehicles with the U.S. government will lead to growth within the U.S. government and future opportunities with other governments. The Company believes that sales from software applications will increase in 2019 and beyond. In addition, the Company expects to increase revenue in Group Mobile and PCS Mobile and expects to leverage these acquisitions by offering its products and services to corporate and industrial clients.

The Company's need for capital expenditures includes items such as computer hardware and software, expenditures to support sales, marketing and general administration activities and working capital. In addition, the Company will require capital to purchase equipment for its TaaS (technology as a service) business. Since inception, the Company has financed its cash and/or capital requirements through operating cash flow, the issuance of equity from private placements and through the issuance of obligations under capital leases.

On June 24, 2019, the Company increased its credit facility, consisting of a $875,000 revolving demand facility and a $100,000 credit card facility. The operating facility carries an interest rate equal to the lender's prime rate of interest plus 1.5%. The credit facility is secured by the assets of Route1 Inc. and guaranteed by a subsidiary of the Company.

On June 28, 2019, the Company's wholly owned subsidiary, Portable Computer Systems, Inc. ("PCS"), entered into an asset based revolving credit facility in the amount of US$1,500,000. The facility carries an interest rate of 50 basis points over the prime rate published daily in the Wall Street Journal. The availability under the facility is based on a percentage of the aggregate of certain accounts receivable and inventory. The facility is secured by the assets of PCS and is guaranteed by the Company and a wholly owned subsidiary of the Company.

In the normal course of business operations of Group Mobile Int'l, LLC ("GMI") and PCS, the Company may be required to guarantee certain trade payables to the value-added distributors from which GMI and PCS purchase product to sell to their customers. Such guarantees would be enforced only if GMI or PCS 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 and PCS.

In the normal course of operations, GMI and PCS 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.

INVENTORY

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 quarters ended June 30, 2019 and 2018, management determined no adjustment to the carrying value was required.

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 three months and six months ended June 30, 2019. 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 $94,342 for the quarter ended June 30, 2019 (June 30, 2018 - $94,637) and $185,979 for the six months ended June 30, 2019 (June 30, 2018 - $189,275). The Company also incurred stock-based compensation expense in the amount of $3,070 for the quarter ended June 30, 2019 (June 30, 2018 - $nil) and $nil for the six months ended June 30, 2019 (June 30, 2018 - $9,916).
- The Company incurred expenses (including CPP and EHT) payable to and on behalf of the independent members of the Board of Directors of $80,407 for the quarter ended June 30, 2019 (June 30, 2018 - $78,637) and $152,805 for the six months ended June 30, 2019 (June 30, 2018 - $157,275). These transactions are in the normal course of operations and are paid or payable for directorship services. As at June 30, 2019, accounts payable included $92,525 owing to directors (June 30, 2018 - $78,637). The Company also incurred stock based compensation expense related to stock options granted to directors in the amount of $28,520 for the quarter ended June 30, 2019 (June 30, 2018 - $nil) and $30,586 for the six months ended June 30, 2019 (June 30, 2018 - $9,916).
- The Company made payments to or incurred expenses for key management (Chief Executive Officer & President, Chief Technology Officer and the Chief Financial Officer) in the quarter and six month period ended June 30, 2019 as follows, with 2018 comparatives.

	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	**Six Months Ended June 30, 2019**	Six Months Ended June 30, 2018
Short-term employee benefit	**$197,990**	$207,970	**$342,516**	$414,464
Stock option expense	**14,165**	17,163	**21,458**	39,434
	$212,155	$225,133	**$363,974**	$453,898

PATENT LITIGATION

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, 2017. Further information may be found at http://www.ded.uscourts.gov/judges-info/opinions.

In the interim, the litigation continues according to the court ordered schedule. Further details can be found at https://www.route1.com/investors/patent-litigation/.

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.

On August 7, 2019 after the stock market closed, Route1 was provided with an order that was issued by the Honorable Kent A. Jordan, in relation to Route1's action against AirWatch in federal court in Delaware alleging that AirWatch is infringing Route1's U.S. Patent No 7,814,216. The order granted AirWatch's motion for summary judgement of non-infringement (the "Order"). Route1 is considering the impact of the Order and its' next steps, and will provide shareholders with timely information and the Company's plan of action, once it is determined.

BUSINESS COMBINATIONS

(i) Group Mobile Int'l, LLC

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.

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

(ii) Portable Computer Systems, Inc.

On June 28, 2019, the Company completed the acquisition of 100% of the outsta(nding shares of Portable Computer Systems, Inc. ("PCS Mobile"). The purchase consideration consisted of (i) Cash of US$1,030,000; (ii) a 3% unsecured, three year note of US$250,000 (Note 1); (iii) a 2.37% unsecured note, payable monthly over 36 months of US$720,000 (Note 2); and (iv) 11,200,000 common shares of Route1.

Based in Denver, Colorado, PCS Mobile is a computer reseller with expertise in mobile data applications, including wireless products for in-vehicle use. The company offers guidance and state-of-the-art mobile devices for a wide range of applications including utilities, telecommunications, field services, insurance, healthcare, Fire/EMT, police and public safety - as well as state and local government. PCS Mobile services customers primarily located in the Southwestern and Rocky Mountain regions of the U.S. Rugged devices and applications include but are not limited to Panasonic Toughbook mobile computers, Xplore and Getac rugged tablets, Genetec license plate recognition solutions, and accessories from Gamber-Johnson and Havis.

The Company issued 11,200,000 common shares as partial consideration. 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 June 28, 2019 of $0.05 per share. The common shares issued are subject to an escrow whereby 100% of the common shares may not be traded until June 28, 2020 after which 50% of the shares may be traded. The balance of the shares is released from escrow pro rata over the following six months such that by December 28, 2020 11,200,000 shares will be freely tradable. Given the restrictions on trading, the value of the shares issued as purchase consideration was discounted to $456,960. On June 28, 2019, 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 $1.3087.

The notes issued as part of the purchase consideration have been discounted to reflect a market-based rate of interest. Based on a market rate of interest of 6% per annum, the values of Notes 1 and 2 were discounted to market-based values of $309,008 and $898,953, respectively.

The acquisition of PCS 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 June 28, 2019. The goodwill recorded on the balance sheet is not tax deductible. Transaction costs of $73,780 related to the acquisition of PCS Mobile have been expensed and are included in operating expenses in the consolidated statements of operations and comprehensive income (loss) for the period ended June 30, 2019. As the transaction closed on June 28, 2019, no revenue or gross profit has been included for the period ended June 30, 2019.

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. The Company may adjust the preliminary purchase price allocation, as necessary, up to one year after the acquisition closing date as new information is obtained about facts and circumstances that existed as of the closing date.

As at June 28, 2019

Assets Acquired	**US Dollars**	**Canadian Dollars**
Cash and cash equivalents	$198,029	$259,161
Trade and other receivables	1,347,573	1,763,569
Inventory	725,600	949,593
Prepaid expenses	24,062	31,490
Current Assets	2,295,264	3,003,812
Furniture and fixtures	39,803	52,090
TaaS assets	16,477	21,563
Intangible assets	700,000	916,090
Goodwill	1,081,049	1,414,768
Non-current Assets	1,837,328	2,402,512
Total assets	$4,132,593	$5,408,324
Liabilities Assumed		
Trade and other payables	$1,311,800	$1,716,753
Employee liabilities	33,468	43,800
Sales tax payable	6,468	8,464
Customer deposits	252,950	331,036
Contract liability	225,712	295,390
Total liabilities	$1,830,398	$2,395,442
Fair value of net assets acquired	$2,302,195	$3,012,882
Net consideration issued	$2,302,195	$3,012,882

CRITICAL ACCOUNTING ESTIMATES

The consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS"). Management makes certain estimates and relies on certain assumptions relating to reporting the Company's assets and liabilities as well as operating results in order to prepare the audited financial statements in conformity with IFRS. On an on-going basis, the Company evaluates its estimates and assumptions including those related to revenue, the valuation of accounts receivable, the estimation of useful lives of the various classes of capital assets, stock-based compensation expense, and the measurement of income tax valuation allowances. Actual results could differ from those estimates, which are as follows:

- The Company's revenue is derived from (i) hardware sales (i.e. MC3 device, MC2 device, the MobiKEY Classic device and the MobiKEY Fusion3 device and the MobiKEY Fusion device) and subscription services (i.e. MobiKEY application software and Action Plan, *powered by MobiNET*);

and (ii) sales of ruggedized computing devices and related accessories and services. The Company recognizes revenue in accordance with IAS 18, "Revenue".

- In the determination of the valuation of accounts receivable, including the allowance for doubtful accounts, the Company relies on current customer information, payment history and trends as well as future business and economic conditions.
- The determination of inventory obsolescence allowance.
- The estimation of useful lives of the various classes of capital assets is based upon history and experience of similar assets within each class.
- The fair value of stock options is based on certain estimates applied to the Black-Scholes option-pricing model as disclosed in the Company's financial statements.
- The recognition of SRED tax credits and government grants (if any).
- The measurement of the income tax valuation allowance is based upon estimates of future taxable income and the expected timing of reversals of temporary differences.

NEW STANDARDS ADOPTED

Effective January 1, 2019, the Company adopted the following standards issued by the International Accounting Standards Board ("IASB") and IFRS Interpretations Committee ("IFRS IC").

2.1 IFRS 16, Leases

Effective January 1, 2019, the Company adopted IFRS 16, "Leases" (IFRS 16), which specifies how to recognize, measure, present and disclose leases. The standard provides a single accounting model, requiring the recognition of assets and liabilities for all major leases previously classified as "operating leases" under the principles of IAS 17, Leases ("IAS 17"), and related interpretations.

(a) The Company's accounting policy under IFRS 16 is as follows:

i. Definition of a lease:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. It applied the definition of a lease under IFRS 16 to existing contracts as of January 1, 2019.

ii. As a lessee:

The Company has leased premises in Toronto (Canada), Burlington (Ontario), Boca Raton (Florida), Chattanooga (Tennessee), and Chandler (Arizona).

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, based on the initial amount of the lease liability. The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset is periodically adjusted for certain remeasurements of the lease liability, if the case may be.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

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

The Company has elected to apply the practical expedient not to recognize right-of-use assets and lease liabilities for (1) short-term leases, that have a lease term of 12 months or less, as well as for (2) leases of low value assets. The lease payments associated with these leases are recognized as expenses on a straight-line basis over the lease term.

iii. Sub-lease:

When the Company is an intermediate lessor, it determines at the lease inception date whether each sub-lease is a finance lease or an operating lease based on whether the contract transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, the sub-lease is a financial lease; if not, it is an operating lease.

For financial leases, and when the Company acts as intermediate lessor, it recognizes a sublease receivable and derecognizes the right-of-use assets relating to the head lease that it transfers to the sub lessees. Right-of-use assets and lease receivables relating to the sub leases are measured in the same way as the right-of-use assets and lease liabilities for the head lease, using the same discount rate for the actualization of future payments to be received.

The Company presents accretion expense in the head lease net of accretion income from the sub-leases.

(*b) Impact of transition to IFRS 16:*

Effective January 1, 2019, the Company adopted IFRS 16 using the modified retrospective approach and accordingly the information presented for 2018 has not been restated. The cumulative effect of initial application is recognized in Shareholders' Equity - deficit at January 1, 2019. Comparative amounts for 2018 remain as previously reported under IAS 17 and related interpretations.

Lease receivables and liabilities have been measured by discounting future lease payments at the incremental borrowing rate at January 1, 2019. The weighted average incremental borrowing rate applied was determined to be 5.0% per annum for each lease and represents the Company's best estimate of the rate of interest that it would expect to pay to borrow, on a collateralized basis, over a similar term, an amount equal to the lease payments in the current economic environment. The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied.

In applying IFRS 16 for the first time, the group has used the following practical expedients permitted by the standard: the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application, and the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Company has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Company relied on its assessment made applying IAS 17 and IFRIC 4 Determining whether an Arrangement contains a Lease.

The following table summarizes the impacts of adopting IFRS 16 at January 1, 2019:

	January 1, 2019 prior to adoption of IFRS 16	January 1, 2019 after adoption of IFRS 16
Assets		
Current assets		
Prepaid expenses	$309,341	$293,212
Non-current assets		
Right-of-use assets	-	$784,016
Liabilities		
Current liabilities		
Accounts payable and other liabilities	$2,493,779	$2,432,391
Lease liabilities	-	$401,405
Non-current liabilities		
Lease liabilities	-	$648,823
Deferred rent	$63,620	-
Other non-current liabilities	$570,354	$529,427
Shareholders' equity		
Accumulated other comprehensive income (loss)	$(6,694)	$(3,327)
Deficit	$(35,757,441)	$(35,877,214)

The application of IFRS 16 to leases, previously classified as operating leases under IAS 17, resulted in the recognition of right-of-use assets of $784,016 and finance lease liabilities of $1,050,228. The difference in value between the right-of-use assets and the outstanding lease liabilities is attributable to being part way through lease terms. On initial application of the standard, the Company reversed prepayments for end of lease rent of $16,129 and deferred rent of $63,620, previously recorded per IAS 17. An accrual of $102,315 relating to the lease of the Chattanooga office acquired with Group Mobile was removed and the value right-of-use asset was reduced. The net effect of these changes resulted in an adjustment to retained earnings of $(119,773).

The following table provides a reconciliation from previously disclosed operating lease commitments to total lease liabilities:

Operating lease commitments disclosed as at December 31, 2018	**$1,264,545**
Less adjustments due to variable lease payments	(100,866)
Less adjustments due to removal of prepaid rent	(16,129)
Less adjustment due to present value	(97,322)
Opening current and non-current lease liabilities as at January 1, 2019	**$1,050,228**

(c) Impact for the period:

The following tables summarizes the impacts of adopting IFRS 16 on the Company's condensed interim financial statements for the three and six months ended June 30, 2019:

	June 30, 2019 as reported	June 30, 2019 without adoption of IFRS 16
Assets		
Current assets		
Prepaid expenses	$499,317	$515,460
Other assets	$30,954	-
Total current assets	**$6,219,360**	**$6,212,445**
Non-current assets		
Right-of-use assets	$522,824	-
Other assets	$33,996	-
Total non-current assets	**$6,048,786**	**$5,461,966**
Total assets	**$12,268,146**	**$11,666,515**
Liabilities		
Current liabilities		
Accounts payable and other liabilities	$4,912,159	$4,975,489
Lease liabilities	$415,195	-
Total current liabilities	**$8,625,858**	**$8,273,993**
Non-current liabilities		
Lease liabilities	$436,249	-
Deferred rent	-	$57,448
Other non-current liabilities	$504,907	$514,722
Total non-current liabilities	**$2,788,667**	**$2,419,681**
Total liabilities	**$11,414,525**	**$10,693,674**
Shareholders' equity		
Accumulated other comprehensive income (loss)	$14,207	$(15,515)
Deficit	$(36,950,944)	$(36,967,619)
Total shareholders' equity	**$853,621**	**$972,841**
Total shareholders' equity and liabilities	**$12,268,146**	**$11,666,515**
Expenses		
General and administrative	$2,012,067	$2,064,654
Total operating expenses before stock-based compensation	**$3,517,449**	**$3,573,122**
Operating profit (loss) before other income (expense)	**$(115,757)**	**$(171,430)**
Other income (expense)		
Interest (expense) income	$(22,536)	-
Asset disposal (loss) gain	$(16,462)	-
Total other income (expense)	**$(910,344)**	**$(871,346)**
Net loss for the period	**$(1,066,205)**	**$(1,082,880)**

The net impact of the adoption of IFRS 16 was an increase in net income of $16,675 during the six months June 30, 2019. As a result of initially applying IFRS 16, in relation to the leases that were previously classified as operating leases, the Company did not recognize any additional right-of-use assets or lease liabilities as at June 30, 2019.

Also, in relation to those leases under IFRS 16, the Company has recognized depreciation and interest costs, instead of operating lease expense. During the six months ended 30 June 2019, the Company recognized $135,704 of depreciation and $22,536 of interest expense from these leases. The Company also recognized $1,341 of interest income related to a sublease which was initiated in January 2019.

2.2 IFRIC 23, Uncertainty of Income Tax Treatments

Effective January 1, 2019, the Company adopted IFRIC 23, "Uncertainty of Income Tax Treatments" (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.

At this time, management believes the impact of adoption on the Company's financial statements is not material.

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.

The following table sets out the classification, carrying amount, and fair value of the Company's financial assets and liabilities as at June 30, 2019 and December 31, 2018:

	June 30, 2019		December 31, 2018	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
FINANCIAL ASSETS				
Cash and cash equivalents	**$702,340**	**$702,340**	**$1,073,195**	**$1,073,195**
Accounts receivable	**$3,256,906**	**$3,256,906**	**$1,858,751**	**$1,858,751**
FINANCIAL LIABILITIES				
Accounts payable and other liabilities	**$4,912,159**	**$4,912,159**	**$2,493,779**	**$2,493,779**

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 Audit Committee regularly reports to the Board on its activities.

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 quarter ended June 30, 2019, the largest single customer represented approximately $824,000 of revenue (June 30, 2018 - $581,000).

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 June 30, 2019, the Company had cash consisting of deposits with Schedule 1 banks in Canada and their subsidiaries in the U.S., a large money centre bank in the U.S. and a large regional bank in the U.S. of $702,340 (December 31, 2018 - $1,073,195).

Accounts receivable

Accounts receivable consist primarily of accounts receivable from invoicing for subscriptions and services and devices. 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.

The carrying amount of accounts receivable is reduced through the use of an allowance for doubtful accounts and the amount of the loss is recognized in the statement of comprehensive income. When a receivable balance is considered uncollectible, it is written off against the allowance for accounts receivable. Subsequent recoveries of amounts previously written off reduce other expenses in the statement of comprehensive income. As at June 30, 2019, the largest single customer's account receivable represented $599,775 (December 31, 2018 – $304,380) of the total accounts receivable. This receivable was collected in full after the quarter-end.

The following table outlines the details of the aging of the Company's receivables as at June 30, 2019 and December 31, 2018:

	June 30, 2019	December 31, 2018
Current	**$2,219,966**	$1,644,057
Past due		
1 – 60 days	**967,060**	201,534
Greater than 60 days	**69,880**	13,160
Less: Allowance for doubtful accounts	**-**	-
Total accounts receivable, net	**$3,256,906**	$1,858,751

For the quarter ended June 30, 2019 and the year ended December 31, 2018, 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 relied on collecting its accounts receivable, which by nature, are due predominately from government agencies with a high level of certainty of collection.

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 June 30, 2019:

	2019	**2020**	**2021 and Beyond**	**Total**
Accounts payable and other liabilities	$4,912,159	$504,907	$-	$5,417,066
Notes payable	157,044	418,784	693,611	1,269,439
Lease commitments	266,436	376,948	208,060	851,444
	$5,335,639	$1,300,639	$901,671	$7,537,949

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 June 30, 2019, the Company had non-Canadian dollar net monetary assets of approximately US$117,439 (December 31, 2018 - approximately US$2,753,005). An increase or decrease in the U.S. to Canadian dollar exchange rate by 5% as at June 30, 2019 would have resulted in a gain or loss in the amount of $7,685 (December 31, 2018 – gain or loss of $187,204). 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 June 30, 2019, cash balances were $702,340 (December 31, 2018 - $1,073,195) and the interest rate sensitivity is not material.

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 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 has been purchased by the Company. Purchases for cancellation under the NCIB during the period from September 27, 2018 to June 30, 2019 were 3,438,666 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 $0.045 per share. The Company incurred an expense of $5,047, including regulatory costs, to complete the purchases.

For the three and six months ended June 30, 2019, the Company purchased 772,000 shares for cancellation under the NCIB at an average price of approximately $0.053 per share. The Company incurred an expense of $1,439, including regulatory costs, to complete the purchases.

SHARE CAPITAL AND OPTIONS

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 June 30, 2019, the following was outstanding:

	Number of Common Shares	Common Shares $
Balance, January 1, 2019	363,055,000	$22,142,402
Shares issued April 19, 2019	1,037,000	86,254
Shares issued June 28, 2019	11,200,000	456,960
Shares repurchased for cancellation	(772,000)	(41,100)
Share issuance costs	-	(6,060)
Balance, June 30, 2019	374,520,000	$22,638,456

- There are 30,625,000 common share purchase options ("Options") outstanding to acquire 30,625,000 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

SUBSEQUENT EVENT

Pursuant to a resolution passed at the Company's annual meeting on November 26, 2018, the Company amended its Articles of Amalgamation on August 13, 2019 to consolidate the number of shares outstanding on the basis of one new common share for ten old common shares.

RISK FACTORS AND UNCERTAINTY

Although management has a positive outlook for the Company and continually improves and adapts the Company's risk mitigation strategies, operating in the technology industry inherently involves a certain level of risk and uncertainty. In management's opinion, the following risk factors, among others, should be considered when evaluating the Company's business and its results of future operations:

- Management's ability to secure additional financing, if needed, on reasonable terms. Access to such financing on acceptable commercial terms will be dependent on the timing of recognition and receipt of cash from our current receivables and contracts, on our ability to demonstrate execution of our business strategy and the general condition of the credit and/or equity markets. Such additional financing may be dilutive in nature to existing shareholders.
- The Company's access to credit or capital could be restricted based on a global financial crisis that would restrict credit availability worldwide and could also impact its ability to continue operations.
- A portion of the Company's projected revenue in the short-term is tied to approximately US$2 million in renewals from MobiKEY application software subscriptions with one or more U.S. Government ("USG") accounts. If one or more USG accounts were to discontinue their relationship with the Company, such events could have a material adverse impact on the Company's financial results.
- A significant portion of the Company's revenues are derived from the United States and in particular from U.S. governmental agencies and departments. With a change in administration, governmental agencies and departments often defer material changes in their operations and purchases of products and services until a new cabinet is appointed, the political direction is confirmed and agency leadership is appointed. This deferral and possible change in political direction following an election could have a material adverse effect on the prospects, operations and results of operations of the Company.

- The U.S. President has publicly supported certain policies, including those related to changes to international trade agreements and policies favouring U.S. persons and companies. There is uncertainty as to which measures and policies will be maintained by the United States government, governmental agencies and departments in 2019 and beyond. Certain of these measures, including trade and tariff uncertainty, could have a material and adverse effect on the Company.
- Certain Chief Information Officers of governmental agencies in the United States are required to resign following the election of a new President. There is no assurance that a resigning Chief Information Officer will be reappointed or that a newly appointed Chief Information Officer will be supportive (or continue to be supportive) of the Company's products and services. A change in the senior officers and decision makers in the U.S. government and its agencies could have a material adverse effect on the Company.
- In addition to the risks discussed above and as a consequence of this transition process, the confirmation of the approval and/or renewal of the Company's products and services could be delayed and/or not subject to the approval process experienced in the past and that such delay and/or change in process will make it difficult for the Company to effectively forecast revenues and to plan and budget its operations and this could have a material adverse effect on the Company.
- Funding of the United States government is a complex and contentious process and may result in temporary funding of government through continuing resolutions or government shut downs. Such circumstances may result in delays in sales and renewals of existing contracts with government agencies.
- The defendant in the Company's complaint served on June 1, 2017 in the United States District Court for the District of Delaware has counterclaimed against the Company seeking declaratory judgments of non-infringement and invalidity of the Company's U.S. Patent No. 7,814,216 (the "216 Patent"). If the 216 Patent is found to be either invalid or patent ineligible, the Company's business could be materially and adversely affected.
- The Company's ability to collect payment on a timely basis for services delivered may have a material adverse impact on the Company's liquidity position.
- There is no assurance that any forward-looking statement will materialize. Unless otherwise indicated, forward-looking statements describe expectations as of the date of this document.
- Route1 disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.
- Third-party claims for infringement of intellectual property rights by Route1, and the outcome of any litigation with respect thereto, may harm the Company's competitive advantage in the secure remote access industry;
- Should Route1 be unable to successfully obtain patent or other proprietary or statutory protection for its technologies and products may harm the Company's competitive advantage in the secure remote access industry;
- Route1's ability to obtain rights to use certain software or components which are supplied by third parties may not be sufficient to support future sales volumes;
- Should Route1 be unable to run efficient and uninterrupted operation of its MobiNET platform, which could impact on the credibility of the Company's product and services;
- Should Route1 be unable to establish new customers, and to build on its existing customer base, could also slow the Company's continued growth;
- Should Route1 be unable to integrate acquired businesses successfully could have an adverse effect on the Company;
- The occurrence of a breach or perception of a breach of Route1's secure product and service offering may have an impact on the credibility of the Company's product and services;

- The inappropriate disclosure of confidential information of the Company may have an impact on the credibility of the Company's product and services;
- Competition, both with existing providers as well as with any future providers entering the marketplace, within the secure remote access industry may hamper future sales growth;
- Route1's reliance on its suppliers and the risk that suppliers will not be able to deliver required components on a timely basis may slow future sales growth;
- Any future government(s) regulation of the secure remote access industry, including but not limited to restrictions on encryption of the MobiKEY device and the MobiNET platform may hamper future growth;
- Any significant economic downturn in geographic areas where Route1 engages in business activities may cause those government agencies to reduce discretionary budget spending in areas such as secure identity solutions.
- Any delays in the budget approval process by the U.S. government may delay the procurement and spending in areas such as digital security solutions.
- The Company's rugged mobile technology solutions business depends on a small group of large vendors from whom the Company purchases equipment to sell to end users. The Company expects that purchases will be delivered by the vendor on a timely basis. Any disruption in the supply chain could adversely affect the business.
- The Company is dependent on obtaining acceptable payment and credit terms with certain vendors. The lack of such terms could adversely affect the ability of the Company to purchase and sell product.
- The Company depends on purchasing product from its vendors at acceptable prices and being able to sell the product to end users at acceptable margins. Unfavourable variances in the prices from vendors and the prices paid by end users would have an adverse effect on the business.
- The Company resells its product to a wide variety of manufacturing companies and state and local governments. Any deterioration in the creditworthiness of the Company's customer base could have an adverse affect on the Company's ability to sustain the business without collecting the amounts due from customers.
- The products sold by the Company are subject to technological obsolescence. To the extent that the Company has non-current inventory, it could be subject to a loss on the sale of such old or obsolete inventory.
- Counterparties to purchase and sale agreements of businesses may be in breach of their representations and warranties or covenants to the Company requiring the Company to seek indemnification or other contractual or legal remedy.
- The majority of the Company's customers purchase product on a purchase-order basis. The Company is dependent on the strength of the economy as well as that of the customer and the customer's capital spend and ability to continue purchasing product sold by the Company.
- The Company ships its product to customers through third parties and price increases and transportation disruptions could adversely affect the business.
- The rugged mobile technology solutions business is highly competitive and profit margins can be adversely affected by a host of factors including the availability of sufficient working capital to operate the business. The required working capital may not be available to the Company on acceptable terms or in the amounts required to operate the business profitably.
- The Company records transactions in Canadian dollars and conducts business both in Canada and internationally. The volatility of the Canadian dollar against currencies such as the U.S. dollar and the Euro can impact financial results negatively should the Canadian dollar appreciate significantly.
- The Company is a Canadian corporation. While the Company has not yet been affected by the imposition of tariffs on various goods and services, any such tariffs may have an adverse impact on the Company's ability to be price competitive in the markets in which it operates.

Audit Committee

The three members of the Audit Committee are independent and all meet the qualifications of a financial expert and all are financially literate as such term is defined in National Instrument 52-110 – Audit Committees.

Legal proceedings

In the course of operations, the Company may (i) be subject to litigation claims from customers, suppliers, patent holders, resellers and former employees and (ii) seek to enforce its intellectual and other property rights and rights to indemnification. A provision is recognized when the probability that the event will occur is greater than the probability that it will 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.

REVENUE INFORMATION

Revenue for the recurring revenue and services segment 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 sale of devices, revenue is recognized at the time of shipment of the device which constitutes transfer of ownership of the device. At June 30, 2019, the Company had $2,453,035 (December 31, 2018 - $1,687,389) in contract liability.

The following table provides a component presentation of the Company's revenue streams for the quarter ended June 30, 2019 and 2018:

	2019		2018	
	Revenue	**% of Total**	Revenue	% of Total
Subscription revenue and services	**$1,609,795**	**46.9**	$1,633,334	29.3
Devices and appliances	**$1,819,061**	**53.0**	3,936,356	70.6
Other	**$1,380**	**0.1**	7,398	0.1
	$3,430,236	**100.0**	$5,577,088	100.0

The following table provides a component presentation of the Company's revenue streams for the six months ended June 30, 2019 and 2018:

	2019		2018	
	Revenue	**% of Total**	Revenue	% of Total
Subscription revenue and services	**$3,185,906**	**46.2**	$2,897,547	39.9
Devices and appliances	**$3,702,398**	**53.7**	4,324,768	59.6
Other	**$4,050**	**0.1**	39,226	0.5
	$6,892,355	**100.0**	$7,261,539	100.0

The following table provides a geographic presentation of the Company's revenue streams for the three months ended June 30, 2019 and 2018:

	2019		2018	
	Revenue	**% of Total**	Revenue	% of Total
USA	**$3,400,141**	**99.1**	$5,526,835	99.1
Canada	**30,094**	**0.9**	50,253	0.9
	$3,430,236	**100.0**	$5,577,088	100.0

The following table provides a geographic presentation of the Company's revenue streams for the six months ended June 30, 2019 and 2018:

	2019		2018	
	Revenue	**% of Total**	Revenue	% of Total
USA	**$6,829,518**	**99.1**	$7,137,554	98.3
Canada	**62,837**	**0.9**	123,985	1.7
	$6,892,355	**100.0**	$7,261,539	100.0

ADDITIONAL INFORMATION

Additional information about Route1 is available from Route1's website at www.route1.com, the SEDAR website at www.sedar.com, or by request from Route1's head office at 8 King Street East, Suite 600, Toronto, Ontario, Canada M5C 1B5 (telephone 416-848-8391).