

ICESoft Technologies Canada Corp.
Condensed Consolidated Interim Financial Statements
(\$CDN) (Unaudited)
For the period ended June 30, 2021

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, continuous disclosure obligations, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Corporation's independent auditor has not performed a review of these financial statements in accordance with standards established for a review of interim financial statements by an entity's auditor.

The accompanying unaudited condensed interim financial statements of the Corporation have been prepared by and are the responsibility of the ICESoft Management team.

ICEsoft Technologies Canada Corp.
Condensed Consolidated Interim Statements of Financial Position
(\$CDN)
As at

	(Unaudited) June 30, 2021	(Audited) December 31, 2020
ASSETS		
Current Assets		
Cash	26,305	167,551
Accounts receivable	53,032	66,336
Prepaid expenses and deposits	19,973	21,031
Total Current Assets	99,310	254,918
Property and equipment	3,591	1,700
Right of use asset (note 4)	7,025	17,562
TOTAL ASSETS	109,926	274,180
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities (note 12)	406,002	799,941
Current portion of lease liability (note 4)	7,576	17,870
Current portion of deferred revenue (note 5)	573,358	532,354
Current portion of term loans (note 6)	10,400	10,400
Current portion of convertible notes (note 7)	101,107	94,998
Total Current Liabilities	1,098,443	1,455,563
Lease liability (note 4)	-	-
Deferred revenue (note 5)	286,496	79,013
Term loans (note 6)	24,054	21,536
Convertible notes (note 7)	-	-
Deferred wages (note 12)	481,476	-
Total Liabilities	1,890,469	1,556,112
Shareholders' Deficiency		
Share capital (note 8)	26,861,053	26,861,053
Equity portion of convertible notes (note 7)	6,074	6,074
Warrants (note 9)	757,668	948,114
Contributed surplus (note 10)	3,731,795	3,541,349
Accumulated other comprehensive loss	(1,808,272)	(1,824,642)
Deficit	(31,328,861)	(30,813,880)
Total Shareholders' Deficiency	(1,780,543)	(1,281,932)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY	109,926	274,180

Going concern (note 1)

Approved by the Board of Directors

'Brian McKinney' _____, Director

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

ICESoft Technologies Canada Corp.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(\$CDN) (Unaudited)
For the periods ended

	Three months ended		Six months ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Revenues (note 3)				
Subscription income	307,578	335,313	604,428	683,117
Total Revenue	307,578	335,313	604,428	683,117
Expenses (note 12)				
Research and development	328,771	321,180	659,488	626,084
General and administrative	97,389	101,080	179,932	182,487
Sales, marketing, and operations	151,863	83,824	310,436	188,333
Total Expenses	578,023	506,084	1,149,856	996,904
Net Operating Loss	(270,445)	(170,771)	(545,428)	(313,787)
Other Income (Expense)				
Government assistance – COVID-19	-	34,429	39,393	34,429
Capital raise expenses	-	-	-	(93,213)
Finance expense (note 11)	(4,644)	(8,539)	(9,580)	(40,407)
Foreign exchange	634	(14,252)	634	(14,850)
Loss on debt extinguishment	-	-	-	(155,465)
Stock-based compensation (note 9,10)	-	(163,559)	-	(168,218)
Total Other Income (Expense)	(4,010)	(151,921)	30,447	(437,724)
Net Loss	(274,455)	(322,692)	(514,981)	(751,511)
Other Comprehensive Income (Loss)				
Exchange gain (loss) on translation of foreign operations	2,744	49,207	16,370	(38,663)
Comprehensive loss	(271,711)	(273,485)	(498,611)	(790,174)
Loss per share - basic and diluted (note 8 (iii))	(0.00)	(0.00)	(0.01)	(0.01)

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

ICESoft Technologies Canada Corp.

Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency
 (\$CDN) (Unaudited)
 For the periods ended

	Share Capital	Equity component of convertible notes	Warrants	Contributed Surplus	Deficit	Accumulated Other Comprehensive Loss	Total
Balance December 31, 2019	24,769,679	35,690	585,624	3,180,746	(29,317,886)	(1,821,657)	(2,567,804)
Issuance of Units (note 8, 9)	956,650	-	183,457	-	-	-	1,140,107
Conversion of debt to equity (note 8, 9)	1,160,587	(29,616)	150,062	95,565	-	-	1,376,598
Equity issuance costs (note 8)	(25,863)	-	(5,018)	-	-	-	(30,881)
Stock-based compensation (note 9)	-	-	22,919	250,115	-	-	273,034
Warrants issued as equity issuance costs (note 9)	-	-	5,318	-	-	-	5,318
Expiration of warrants (note 9)	-	-	(9,198)	9,198	-	-	-
Net Loss and Comprehensive Loss	-	-	-	-	(751,511)	(38,663)	(790,174)
Balance June 30, 2020	26,861,053	6,074	933,164	3,535,624	(30,069,397)	(1,860,320)	(593,802)
Balance December 31, 2020	26,861,053	6,074	948,114	3,541,349	(30,813,880)	(1,824,642)	(1,281,932)
Expiration of warrants (note 9)	-	-	(190,466)	190,466	-	-	-
Net Loss and Comprehensive Loss	-	-	-	-	(514,981)	16,370	(498,611)
Balance June 30, 2021	26,861,053	6,074	757,668	3,731,795	(31,328,861)	(1,808,272)	(1,780,543)

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

ICEsoft Technologies Canada Corp.
Condensed Consolidated Interim Statements of Cash Flows
(\$CDN) (Unaudited)
For the periods ended

	Three months ended		Six months ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss	(274,455)	(322,692)	(514,981)	(751,511)
Add back (deduct) items not involving cash:				
Finance expense (note 11)	4,644	8,539	9,580	40,407
Stock-based compensation	-	163,559	-	168,218
Loss on debt extinguishment	-	-	-	155,465
Amortization of property and equipment	429	-	429	-
Amortization of right of use asset (note 4)	5,268	7,664	10,537	15,329
	(264,114)	(142,930)	(494,435)	(372,092)
Changes in non-cash working capital items:				
Accounts receivable	77,990	66,287	13,304	(68,388)
Prepaid expenses and deposits	(2,220)	(5,130)	1,058	2,684
Accounts payable and accrued liabilities	109,120	(187,229)	87,537	(87,992)
Deferred revenue (note 5)	(16,524)	(108,448)	281,801	20,639
Net cash used in operating activities	(95,748)	(377,450)	(110,735)	(505,149)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issuance of Units (note 8, 9)	-	20,000	-	1,217,000
Proceeds from term loans (note 6)	-	40,000	-	42,900
Repayment of term loans (note 6)	-	-	-	(5,828)
Interest paid	(556)	(9,826)	(1,324)	(18,641)
Payment of lease liability (note 4)	(5,275)	(7,112)	(10,294)	(13,919)
Net cash generated by financing activities	(5,831)	43,062	(11,618)	1,221,512
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisition of property and equipment	(2,320)	-	-	-
Net cash generated by investing activities	(2,320)	-	-	-
Effect of change in foreign exchange rates on cash	(8,262)	88,204	(16,573)	334
Net increase (decrease) in cash for the period	(112,161)	(246,184)	(141,246)	716,697
Cash, beginning of the period	138,466	1,002,761	167,551	39,880
Cash, end of the period	26,305	756,577	26,305	756,577

See note 8 and 9 for the details of non-cash transactions.

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

NATURE OF OPERATIONS

ICESoft Technologies Canada Corp. (the "Corporation" or "ICESoft"), was incorporated on May 10, 2002 under the Canada Business Corporations Act. ICESoft and its subsidiaries develop and license a comprehensive suite of web technologies and Software as a Service (SaaS) solutions for both enterprise and government clients. The Corporation's primary products consist of the Clickware products including ICEfaces and ICEpdf, and the SaaS-based Voyent Alert! Notification Service licensed to government and enterprise clients on a subscription basis.

ICESoft's head office is located at 261, 3553 31st Street NW, Calgary, Alberta, Canada, T2L 2K7.

The condensed consolidated interim financial statements of the Corporation as at and for the quarters ended June 30, 2021 and June 30, 2020 consist of the Corporation and its wholly owned subsidiaries. ICESoft wholly owns ICESoft Technologies Holdings Ltd., which acts as the Corporation's main Canadian operating entity; and wholly owns ICESoft Technologies Inc., incorporated in the State of Delaware, which acts as the United States operating entity.

1. GOING CONCERN

These Financial Statements have been prepared on the basis that the Corporation will continue as a going concern, which assumes that the Corporation will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern. As at June 30, 2021, the Corporation had negative net working capital of \$999,133 (December 31, 2020 - \$1,200,645) and an accumulated deficit of \$31,328,861 (December 31, 2020 - \$30,813,880). The Corporation incurred a net loss during the six months ended June 30, 2021 of \$514,981 (six months ended June 30, 2020 – loss of \$751,511).

The Corporation has not yet been able to generate the transaction volumes required to create positive cash flows from operations. Whether and when the Corporation can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due subsequent to June 30, 2021 is uncertain. Until this time, management may have to raise funds by way of debt or equity issuances. The Corporation will closely monitor its cash and will take the necessary measures to preserve cash, such as reducing spending as needed until the Corporation succeeds in gathering sufficient sales volumes to consistently achieve profitable operations and generate positive cash flows from operations.

The recently-declared pandemic for the COVID-19 virus could also negatively impact the Corporation's ability to continue as a going concern. The extent to which the coronavirus will impact the Corporation's results will depend on future developments, which are highly uncertain, cannot be predicted, and will include new information which may emerge concerning the severity of the coronavirus and actions taken to contain the coronavirus or its impact, among others.

These Financial Statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These Financial Statements have been prepared in accordance with IAS 34 Interim Financial Reporting and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Financial Statements were approved and authorized for issue by the Board of Directors on August 17, 2021.

(b) Basis of preparation

These Financial Statements have been prepared under the historical cost convention, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value, and are expressed in Canadian dollars unless otherwise indicated. Other measurement bases used are detailed in the Corporation's annual consolidated financial statements ("Annual Financial Statements").

Certain comparative figures have been reclassified to conform to the current period's presentation.

The notes presented in these Financial Statements include only significant events and transactions occurring since the Corporation's last fiscal year end and are not fully inclusive of all matters required to be disclosed by IFRS in the Corporation's annual consolidated financial statements. As a result, these Financial Statements should be read in conjunction with the Annual Financial Statements.

These Financial Statements follow the same accounting policies and methods of application as the most recent Annual Financial Statements.

3. REVENUE

The Corporation disaggregates revenue by two major service lines: (1) "Clickware" and (2) "Voyent Alert" revenue. Both categories include subscription revenue earned on software access licence agreements and support and maintenance revenue earned from providing customer-requested assistance and updates within the reporting period.

In \$	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Revenue by major category				
Clickware				
Subscription income	244,349	297,614	487,473	613,785
Voyent Alert				
Subscription income	59,886	37,699	112,817	69,332
Customizations and upgrades	1,350	-	1,350	-
User fees	1,993	-	2,788	-
Total	307,578	335,313	604,428	683,117

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4. RIGHT OF USE ASSET AND LEASE LIABILITY

The Corporation is committed under a lease on office space, expiring in October 2021, for future minimum rental payments. The following table reconciles the Corporation's right of use asset associated with its office space:

	\$
Balance as at December 31, 2020	17,562
Amortization	(10,537)
Balance as at June 30, 2021	7,025
Cost	77,281
Accumulated amortization	(70,256)
Net book value	7,025

The required payments, exclusive of occupancy costs, are as follows:

	\$
Remainder of 2021	7,716
Total lease payments	7,716
Impact of discounting	(140)
Total lease liability	7,576
Less: current portion	(7,576)
Lease liability – non-current portion	-

Total cash outflow for leases, including occupancy costs, was \$5,787 and \$11,574 for the three and six months ended June 30, 2021 (\$18,257 and \$32,845 for the three and six months ended June 30, 2020). Of these amounts, no portion consisted of variable payments not included in the measurement of lease liabilities (2020 - \$8,691 and \$13,907).

5. DEFERRED REVENUE

Timing differences between invoicing, cash collection, and revenue recognition result in accounts receivable and also result in deferred revenue on the consolidated statements of financial position. Amounts are billed in accordance with the terms of each customer contract. For most contracts, the Corporation receives payments for contract subscriptions prior to satisfying contracted obligations and recognizing revenue, resulting in deferred revenue.

All deferred revenue recorded in 2020 and 2021 relates to certain subscription agreements. Changes in deferred revenue during the periods consist of:

in \$	June 30, 2021	December 31, 2020
Deferred revenue		
Opening balance	611,367	728,899
Collected	698,430	1,079,932
Recognized in revenue		
From opening balances	(430,408)	(797,949)
From additions in the period	(262,081)	(497,639)
Foreign exchange effect	242,546	98,124
Closing balance	859,854	611,367

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As at June 30, 2021, revenues allocated to remaining performance obligations from subscription contracts, which extend through to 2022, total approximately \$859,854. Of this amount, approximately \$573,358 is expected to be recognized in the remainder of 2021 and \$286,496 in 2022.

6. TERM LOANS

A summary of the term loans outstanding is as follows:

in \$	June 30, 2021	December 31, 2020
Canada Emergency Business Account (CEBA) note payable, unsecured and interest free, with 25% debt forgiveness if repaid by December 31, 2022	24,054	21,536
Short term borrowings from the President and CEO, bearing no interest, unsecured, and due on demand	10,400	10,400
Total debt outstanding	34,454	31,936
Less: current portion	(10,400)	(10,400)
Long-term portion	24,054	21,536

7. CONVERTIBLE NOTES

The balance of convertible notes as of June 30, 2021 and December 31, 2020 is reconciled as follows:

	June 30, 2021	December 31, 2020
Opening Balance	94,998	835,645
Modification of notes	-	(5,062)
Additions	-	-
Accretion	-	27,445
Interest accrued	6,109	35,174
Interest paid	-	(17,026)
Converted to equity (see note 8)	-	(781,178)
Total debt outstanding	101,107	94,998
Less: current portion	(101,107)	(94,998)
Long-term portion	-	-

The outstanding note as at June 30, 2021 bears interest at 12% per annum, is due December 11, 2021, and is convertible into shares and warrants of the Corporation. The balance includes \$6,109 of accrued interest.

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8. SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of Preferred Shares without nominal or par value and an unlimited number of Common Shares without nominal or par value.

The Corporation has the following Common Shares issued and outstanding:

	Number of Shares #	Share Capital \$
Balance, December 31, 2019	52,108,739	24,769,679
Issuance of shares with units for cash (i)	15,212,500	956,650
Issuance of shares on settlement of notes (ii)	12,794,786	1,160,587
Share issuance costs	-	(25,863)
Balance, December 31, 2020	80,116,025	26,861,053
Balance, June 30, 2021	80,116,025	26,861,053

- (i) During the year ended December 31, 2020, the Corporation issued 15,212,500 units at a price of \$0.08 per unit for gross proceeds of \$1,217,000. Each unit consisted of one common share and one half common share purchase warrant. The warrants have an exercise price of \$0.12 per share and expire two years from date of issuance. The warrants were assigned a value of \$183,457, less issuance costs, based on the relative fair value of the shares and warrants. The value of the warrants was calculated using the Black-Scholes option pricing model.
- (ii) During the year ended December 31, 2020, the Corporation issued 11,639,005 units at \$0.08 per unit on conversion of convertible notes and interest totalling \$931,120, which includes 6,876,438 units issued as part of an inducement to convert convertible debt. This inducement to convert resulted in a \$304,397 loss on inducement and addition to share capital, related to the difference between the \$0.15 per share contractual conversion price and the actual conversion rate of \$0.08 per unit. Each unit consisted of one common share and one half common share purchase warrant. The warrants have an exercise price of \$0.12 per share and expire two years from date of issuance. The warrants were assigned a value of \$149,768, less issuance costs, based on the relative fair value of the shares and warrants. During the year ended December 31, 2020, the Corporation also issued 1,155,781 shares on settlement of convertible notes and notes payable owed to the President and CEO, at a price of \$0.15 per share. This share settlement above market price of \$0.067 per share resulted in an addition to contributed surplus, as a capital contribution.
- (iii) The weighted average number of common shares outstanding used to calculate basic and diluted loss per share is 80,116,026 for the three and six months ended June 30, 2021 (three and six months ended June 30, 2020 – 79,157,965 and 67,336,037). The Corporation excluded all convertible notes, warrants, and stock options from the calculation of diluted income per share for the three and six months ended June 30, 2021 and 2020, as they would be anti-dilutive.

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9. WARRANTS

Warrants are used to recognize the fair value of warrant grants to support financings. When warrants are subsequently exercised, the fair value of such warrants is credited to the share capital account. When warrants expire, their value is credited to Contributed surplus.

	\$
Balance, December 31, 2019	585,624
Warrants issued with units for cash	183,457
Warrants issued with units on conversion of convertible notes	149,768
Expired warrants	(14,923)
Warrants issued as transaction costs	25,992
Share based compensation	22,919
Equity issuance costs	(4,723)
Balance, December 31, 2020	948,114
Expired warrants	(190,446)
Balance, June 30, 2021	757,668

A summary of warrant transactions is as follows:

	Number of Warrants	Weighted average exercise price	Expiry Date
Outstanding at December 31, 2019	19,686,731	0.19	
Issued via unit issuance	7,606,250	0.12	March 2022
Issued via unit issuance via conversion of convertible notes	5,819,503	0.12	March 2022
Issued as stock-based compensation	500,000	0.10	June 2025
Issued as transaction fees	827,916	0.11	March 2022 and December 2024
Expired	(300,000)	0.13	April and October 2020
Outstanding at December 31, 2020	34,140,400	0.16	
Expired	(3,183,333)	0.20	June 2021
Outstanding at June 30, 2021	30,957,068	0.16	

No warrants were exercised during the six months ended June 30, 2021 or the year ended December 31, 2020. The weighted average remaining life of all warrants outstanding at June 30, 2021 is 0.83 (December 31, 2020 – 1.30 years).

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The fair value of the warrants used in the input into the bifurcation of Units and of other warrants issued was estimated on the date of the grant, as determined by using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Six months ended June 30, 2021	Year ended December 31, 2020
Fair Value of warrants	\$0.025	\$0.026
Exercise Price	\$0.12	\$0.12
Share Price	\$0.081	\$0.067
Dividend Yield	-	-
Forfeiture %	-	-
Risk-free interest rate	0.94%	0.63%
Expected life of warrants	2 years	2 years
Expected volatility	100.00%	100.00%

10. CONTRIBUTED SURPLUS

Contributed surplus is used to recognize the fair value of stock options granted. When options are subsequently exercised, the fair value of such options in contributed surplus is credited to share capital.

Contributed Surplus	\$
Balance, December 31, 2019	3,180,746
Stock-based compensation expense	250,115
Capital contribution	95,565
Expired warrants	14,923
Balance, December 31, 2020	3,541,349
Expired warrants	190,446
Balance, June 30, 2021	3,731,795

The Corporation has a stock option plan ("the Plan") under which the Board of Directors of the Corporation may grant to directors, officers, employees and others providing services to the Corporation, non-transferable options to purchase common shares, exercisable for a period of five to seven years from the date of grant.

A summary of the Plan transactions for the six months ended June 30, 2021 and for the year ended December 31, 2020 are as follows:

	June 30, 2021		December 31, 2020	
	Number of Options	Weighted average exercise price	Number of Options	Weighted average exercise price
Outstanding at beginning of period	6,615,000	0.11	4,630,000	0.14
Options granted	-	-	6,015,000	0.10
Options expired	(600,000)	0.10	(4,030,000)	0.13
Outstanding at end of period	6,015,000	0.10	6,615,000	0.11
Exercisable at end of period	6,015,000	0.10	6,615,000	0.11

The weighted average remaining life of all options outstanding at June 30, 2021 is 2.87 years (December 31, 2020 – 3.36 years).

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No options were exercised during the six months ended June 30, 2021 or the year ended December 31, 2020.

11. FINANCE EXPENSE

	Three months ended		Six months ended	
	June 30		June 30	
	2021	2020	2021	2020
	\$	\$	\$	\$
Interest on term loans	-	676	-	2,161
Interest on convertible notes	2,983	3,323	5,934	28,917
Interest on lease liability	556	2,357	1,324	5,019
Other finance expense	1,104	2,183	2,321	4,310
	4,644	8,539	9,580	40,407

12. RELATED PARTY TRANSACTIONS AND PERSONNEL COSTS

The Corporation considers its key management personnel to be its Chief Executive Officer; Chief Financial Officer; and directors. Key management compensation is comprised of payroll, stock-based compensation and consulting fees paid to key management and companies controlled by key management. During the three and six months ended June 30, 2021, key management compensation amounted to \$40,114 and \$80,312 (three and six months ended June 30, 2020 - \$183,726 and 217,683), split between general and administrative, marketing and customer operations, research and development expenses and stock-based compensation based on work performed.

The Corporation incurred interest expense of \$nil on term loans and convertible notes held by key management personnel during the three and six months ended June 30, 2021 (three and six months ended June 30, 2020 - \$1,343 and \$25,658). Key management personnel have accrued liabilities owing from the Corporation, including payroll and vacation accruals, in the amount of \$499,138 at June 30, 2021 (December 31, 2020 - \$673,527) and hold term loans and convertible notes payable from the Corporation totaling \$10,400 at June 30, 2021 (December 31, 2020 - \$10,400). These notes were issued in the normal course of business.

Total personnel expenses for employees, consultants, directors and management included in expenses in the consolidated statement of loss and comprehensive loss total \$439,524 and \$872,817 for the three and six months ended June 30, 2021 (three and six months ended June 30, 2020 - \$396,395 and \$763,325), split between general and administrative, marketing and customer operations, and research and development expenses, based on work performed.

13. FAIR VALUE OF FINANCIAL INSTRUMENTS

Due to the short-term nature of cash, accounts receivable, prepaid expenses and deposits, and accounts payable and accrued liabilities, the Corporation determined that the carrying amounts of these financial instruments approximate their fair value. The carrying amounts of the term loans, convertible notes, and lease liability approximate their fair value due either to the interest rate approximating market rates or because of the short period to maturity.

14. SUBSEQUENT EVENTS

On July 29, 2021, the Corporation announced a non-brokered private placement to raise up to \$1,600,000 at \$0.05 per unit. Each unit consists of one common A voting share and one warrant to purchase a common A voting share at \$0.08 for a period of 36 months post closing.