Givex Information Technology Group Limited

Consolidated Financial Statements

Year ended December 31, 2021 and 2020

(Expressed in thousands of Canadian dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Givex Information Technology Group Limited.

Opinion

We have audited the consolidated financial statements of Givex Information Technology Group Limited ("the Entity"), which comprise:

- the consolidated statement of financial position as at December 31, 2021
- the consolidated statement of income (loss) and comprehensive income (loss) for the year then ended
- the consolidated statement of changes in shareholders' equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- and notes to the consolidated financial statements, including a summary of significant accounting policies

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

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2021, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

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

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our auditors' report:

Principal versus agent assessment relating to gift and loyalty revenue

Description of the matter

We draw attention to Notes 3(a) and 3(k) to the financial statements. Services and payments revenue includes customer engagement revenue (including gift and loyalty). When another party is involved in providing goods or services to the customer, the Entity determines whether it is the principal or the agent in the transaction by evaluating the nature of the promise. In contracts for customer engagement services, the Entity provides the sale of prepaid stored-value money cards issued by retailers (i.e. gift cards) or gift passes which can be redeemed for gift cards or other products, and the hosting and management of gift card and loyalty programs for retailers. The Corporation records the revenue on sale of the gift cards on a gross basis. There is significant judgment in assessing whether the Entity controls the promised good or service before it is transferred to the customer, including assessing whether the Entity was primarily responsible for fulfilling the service.

Why the matter is a key audit matter

We identified principal versus agent assessment relating to gift and loyalty revenue as a key audit matter. This matter required significant auditor judgment in assessing the indicators used to determine whether the Entity controls the promised service before it was transferred to the customer, including assessing whether the Entity was primarily responsible for fulfilling the promised good or service. In addition, significant auditor effort was required to evaluate the results of our audit procedures because of the subjectivity involved in management's assessment.

How the matter was addressed in the audit

The primary procedures we performed to address this key audit matter included the following:

We evaluated management's assessment of the indicators of control over the promised good or services by considering the contractual terms with customers for a selection of contracts and for a selection of agreements with vendors.

We evaluated whether the Entity acted as principal versus agent based on the guidance in IFRS 15 *Revenue from Contracts with Customers*.

Other Matter – Comparative Information

The financial statements for the year ended December 31, 2020 were audited by another auditor who expressed an unmodified opinion on those financial statements on November 8, 2021.

Other Information

Management is responsible for the other information. Other information comprises:

• the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

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

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

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

We have nothing to report in this regard.

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

We also:

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

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

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditors' report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this auditors' report is Samir Kabbani.

Vaughan, Canada

March 30, 2022

Givex Information Technology Group Limited
Consolidated Statements of Financial Position
As at December 31, 2021 and 2020
(Expressed in thousands of Canadian dollars)

	2021	2020
Assets		
Current assets:		
Cash and cash equivalents	$ 36,817	$ 15,065
Restricted cash (Note 7)	2,661	-
Term deposits	496	523
Trade receivables (Note 6)	8,425	9,195
Inventory	2,300	2,075
Prepaid expenses and deposits	1,667	1,375
Total current assets	52,366	28,233
Non-current assets:		
Non-current prepaid expenses and deposits	604	168
Loans receivable (Note 22)	1,144	1,274
Property and equipment (Note 8)	2,007	2,291
Right-of-use assets (Note 9)	5,567	6,540
Goodwill (Note 10)	2,476	1,904
Intangible assets (Note 11)	2,641	3,221
Deferred income tax asset (Note 18)	3,687	3,447
Total non-current assets	18,126	18,845
Total assets	$ 70,492	$ 47,078
Liabilities		
Current liabilities:		
Current portion of bank loans (Note 12)	$ 3,992	$ 2,565
Trade and other payables	6,685	5,048
Government remittances payable	770	631
Income taxes payable	548	184
Current portion of contingent consideration (Note 5)	123	-
Current portion of promissory notes payable (Note 13)	334	1,044
Current portion of lease liabilities (Note 14)	2,282	2,028
Contract liabilities (Note 15)	3,834	2,999
Total current liabilities	18,568	14,499
Non-current liabilities:		
Bank loans (Note 12)	386	1,782
Forgivable loan	40	30
Contingent consideration (Note 5)	220	-
Promissory notes payable (Note 13)	336	678
Lease liabilities (Note 14)	3,962	5,155
Total non-current liabilities	4,944	7,645
Total liabilities	23,512	22,144
Shareholders' Equity		
Share capital (Note 16)	23,346	3,604
Contributed surplus	6,342	-
Retained earnings	17,292	21,330
Total shareholders' equity	46,980	24,934
Total liabilities and shareholders' equity	$ 70,492	$ 47,078

Subsequent events (Note 25)

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

These consolidated financial statements are approved on behalf of the Board of Directors:

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Director

Givex Information Technology Group Limited

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
Years ended December 31, 2021 and 2020
(Expressed in thousands of Canadian dollars)

	2021	2020
Revenue from contracts with customers		
Services and payments revenue	$ 52,228	$ 48,930
Hardware and other revenue	2,939	2,595
Total revenue	55,167	51,525
Direct cost of revenues		
Services and payments revenue	15,236	14,655
Hardware and other revenue	1,842	1,748
Total direct cost of revenues	17,078	16,403
Gross profit	38,089	35,122
Expenses		
General and administrative (Note 20, Note 22 and Note 24)	28,856	24,841
Sales and marketing	999	1,278
Foreign exchange loss (Note 23(b))	453	42
Depreciation of property and equipment (Note 8)	1,063	1,017
Depreciation of right-of-use assets (Note 9)	2,181	2,107
Share-based compensation (Note 17)	3,594	-
Listing expense (Note 4)	2,419	-
Amortization of intangible assets (Note 11)	1,175	2,526
	40,740	31,811
Income (loss) before undernoted item and income taxes	(2,651)	3,311
Other income	39	29
Net finance costs	(557)	(636)
Income (loss) before income taxes	(3,169)	2,704
Income tax provision (Note 18)	869	183
Net income (loss) and comprehensive income (loss)	$ (4,038)	$ 2,521
Net income (loss) per share (Note 19)		
Basic and diluted	$ (0.04)	$ 0.03

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

Givex Information Technology Group Limited
Consolidated Statements of Changes in Shareholders' Equity
Years ended December 31, 2021 and 2020
(Expressed in thousands of Canadian dollars, except number of shares)

	Number of common shares[1]	Share capital	Retained earnings	Contributed surplus	Total equity
As at January 1, 2020	90,213,300	$ 3,604	$ 18,809	$ -	$ 22,413
Net income	-	-	2,521	-	2,521
As at December 31, 2020	90,213,300	3,604	21,330	-	24,934
Net loss	-	-	(4,038)	-	(4,038)
Shares issued on non-brokered private placement (Note 16 (ii))	4,410,000	4,410	-	-	4,410
Shares issued on brokered private placement (Note 16 (iii))	17,590,000	17,590	-	-	17,590
Shares issued as broker advisory services (Note 16 (iv))	295,000	-	-	-	-
Shares issued pursuant to the reverse takeover (Note 4 and Note 16)	2,600,004	2,600	-	-	2,600
Replacement options and warrants issued pursuant to the reverse takeover (Note 4 and Note 17(c))				229	229
Compensation units issued in private placement - settled in options (Note 16 and 17(b)	-	(439)	-	439	-
Share issuance costs of private placement - settled in cash (Note 16)		(2,339)	-	-	(2,339)
Warrant cost of issuance of private placement (Note 16 (ii), (iii) and Note 17(d))	-	(2,080)	-	2,080	-
Share-based compensation to employees (Note 17 (a) and (f))				3,475	3,475
Share-based compensation to consultants (Note 17(e))	-	-	-	119	119
As at December 31, 2021	115,108,304	$ 23,346	$ 17,292	$ 6,342	$ 46,980

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

[1] All periods presented reflect the 20:1 stock split effective on November 25, 2021 (Note 4).

Givex Information Technology Group Limited
Consolidated Statements of Cash Flows
Years ended December 31, 2021 and 2020
(Expressed in thousands of Canadian dollars)

	2021	2020
Operating activities		
Net income (loss)	$ (4,038)	$ 2,521
Items not affecting cash and cash equivalents:		
Depreciation of property and equipment	1,063	1,017
Depreciation of right-of-use assets	2,181	2,107
Finance costs	557	636
Amortization of intangible assets	1,175	2,526
Share-based compensation	3,594	-
Loss on disposal of property and equipment	-	1
Listing expense (Note 4)	1,259	-
Gain on termination of lease contracts	-	(129)
Income tax expense	869	183
Unrealized foreign exchange (gain) loss	(146)	91
	6,514	8,953
Net changes in non-cash working capital (Note 21)	3,008	15
Interest received	7	16
Interest paid	(560)	(652)
Income taxes received	-	187
Income taxes paid	(824)	(292)
Cash flows provided by operating activities	8,145	8,227
Investing activities		
Change in restricted cash	(2,661)	-
Cash received on acquisition of County Capital 2 Ltd. (Note 4)	1,157	-
Purchase of term deposits	(7)	(7)
Proceeds from maturity of term deposits	-	52
Consideration paid on business acquisition, net of cash acquired (Note 5)	(971)	-
Purchase of property and equipment	(822)	(1,153)
Proceeds from repayment of loans receivable	688	-
Advances on loans receivable	(558)	(471)
Cash flows used in investing activities	(3,174)	(1,579)
Financing activities		
Proceeds from issuance of share capital	22,000	-
Paid issuance costs	(2,339)	-
Lease payments	(2,213)	(2,150)
Repayment of promissory notes payable	(1,049)	(340)
Proceeds from bank loans	1,954	1,125
Repayment of bank loans	(1,923)	(1,192)
Proceeds from forgivable loan	10	30
Cash flows provided by (used in) financing activities	16,440	(2,527)
Foreign exchange loss (gain) on cash and cash equivalents	341	(62)
Net change in cash and cash equivalents	21,752	4,059
Cash and cash equivalents - beginning of year	15,065	11,006
Cash and cash equivalents - end of year	**$ 36,817**	**$ 15,065**

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

1. Nature of business

Givex Information Technology Group Limited (formerly County Capital 2 Ltd. – “County”) (the “Corporation” or “Givex”) was incorporated pursuant to the Business Corporations Act (British Columbia) on October 15, 2019.

County was formed as a Capital Pool Company ("CPC") under the TSX-V Exchange Policy 2.4. Since becoming a CPC, the principal business of County was to identify and evaluate opportunities for the acquisition of an interest in assets or businesses for the completion of a Transaction as defined by the TSXV. On February 23, 2021, County completed the CPC IPO and began trading under the symbol “CTWO.P” as a CPC.

On September 7, 2021, the Corporation entered into a binding engagement agreement with Givex Corporation ("Former Givex"), a corporation incorporated under the laws of the Commonwealth of the Bahamas, pursuant to which the Corporation would acquire all of the issued and outstanding shares in the capital of Former Givex (the "Transaction").

On November 12, 2021, in connection with the Transaction, Former Givex completed the Concurrent Offering and issued 22,000,000 Subscription Receipts for aggregate gross proceeds of $22,000,000, less agents’ fees and expenses ("Private Placement"). Immediately prior to closing of the Transaction, each Subscription Receipt was automatically exchanged into one Former Givex Class A ordinary share and one half of one Former Class A ordinary share purchase warrant (per "Subscription Receipt Agreement"). Upon completion of the Transaction, all securities in Former Givex, including Class A ordinary shares and Class A ordinary share purchase warrants issued in exchange for Subscription Receipts, were exchanged for common shares and common share purchase warrants in Givex on the basis of one Givex Share for each Former Givex Share.

On November 25, 2021, the Transaction was completed (as defined in TSXV Policy 2.4). TSXV final approval for the transaction was received, as well as approval from the TSXV and the Toronto Stock Exchange (the "TSX") to de-list the resulting issuer shares from the TSXV and concurrently list them on the TSX under the ticker symbol “GIVX”, where trading commenced December 1, 2021.

Upon completion of the Transaction, the shareholders of Former Givex held a majority of the shares of the Corporation, the Corporation was renamed "Givex Information Technology Group Limited", and the Corporation would continue Former Givex’s existing business. Former Givex is considered to have acquired the Corporation on an accounting basis, and the Transaction was accounted for as a reverse takeover transaction ("RTO") (see Note 4).

Former Givex, the legal subsidiary, has been treated as the accounting parent company, and the Corporation, the legal parent, has been treated as the accounting subsidiary in these consolidated financial statements. As Former Givex was deemed to be the acquirer for accounting purposes, these consolidated financial statements present the historical information of Former Givex to the date of the Transaction.

Accordingly, the Corporation's business now develops, sells, installs and supports five key technology solutions for merchants of all sizes, including single store locations and Fortune 500 companies with thousands of locations. A Givex client can use one or all of the Corporation's services as they are all designed and built to work together on one single platform. These solutions are Customer Engagement (including gift and loyalty), Enterprise POS, Payments, Integrations, and Analytics.

These consolidated financial statements comprise Givex and its controlled subsidiaries. The Corporation's head office is located at 134 Peter Street, Suite 1400, Toronto, Ontario M5V 2H2.

2. Basis of presentation

The consolidated financial statements include the accounts of the Corporation and those of its wholly-owned subsidiaries: Givex Corporation, Givex Canada Corp., Givex USA Corporation, Givex UK Corporation Limited, Givex Australia PTY Limited, Givex International Corporation, Givex Brasil Servicos De Cartoes-Presente E Programmas De Fidelidade Limitada, Givex Hong Kong Limited, Givex Cathay Limited, Givex Singapore PTE. Ltd., ValuAccess Limited, Owen Business Systems Ltd., Easy Information Solutions SA DE CV and PI Cash Système S.à.r.l. On consolidation, all intercompany balances and transactions have been eliminated.

The consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments, which are measured at fair value each period. The consolidated financial statements are presented in Canadian dollars.

Certain comparative figures have been recast to conform to current period presentation.

3. Significant accounting policies

The consolidated financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards ("IFRS") using the accounting policies described herein, as issued by the International Accounting Standards Board. These consolidated financial statements were authorized for issuance by the Corporation's Board of Directors on March 30, 2022.

(a) Use of estimates and judgments

The preparation of these consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenues and expenses during the reporting period, and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Although the Corporation is not considered an essential business, the Corporation's sales have not been significantly impacted by the pandemic. Currently, however, an estimate of the financial effects, if any, of COVID-19 on the Corporation's future operations cannot be made due to the uncertainty in future developments. In the process of applying the Corporation's accounting policies, management has made the following significant estimates and judgments, which have the most significant impact on the amounts recognized in the consolidated financial statements:

(i) Business combinations

Business combinations are accounted for in accordance with the acquisition method. The consideration transferred and the acquiree’s identifiable assets, liabilities and contingent liabilities are measured at their fair value at the date of acquisition. The Corporation develops the fair value by using appropriate valuation techniques which are generally based on a forecast of the total expected future net discounted cash flows. These evaluations are linked closely to the significant assumptions made by management and can consist of the future performance of the related assets, the discount rate, the terminal rate, and the growth rate. In addition, the Corporation determines the value of contingent consideration associated with acquisitions based on an assessment of probabilities attached to the achievement of performance targets as set out in the related agreements. Changing probabilities can result in material adjustments to the fair value of contingent consideration amounts.

3. Significant accounting policies (continued)

(ii) Functional currency

The Corporation exercises judgment in determining the functional currency of the Corporation and each of its subsidiaries. An entity's functional currency is the currency of the primary economic environment in which the entity operates. The primary economic environment in which an entity operates is normally the one in which it primarily generates and expends cash. An entity considers the following factors in determining its functional currency:

(a) the currency that mainly influences sales prices for goods and services (this will often be the currency in which sales prices for its goods and services are denominated and settled) and of the country whose competitive forces and regulations mainly determine the sales prices of its goods and services; and

(b) the currency that mainly influences labour, material and other costs of providing goods or services (this will often be the currency in which such costs are denominated and settled).

(iii) Depreciation and amortization of non-financial assets

Depreciation and amortization of property and equipment, right-of-use assets and intangible assets are dependent upon estimates of the useful lives of these assets. The Corporation exercises judgment in estimating the useful lives of these assets and the selection of the depreciation or amortization method.

(iv) Impairment of long-lived assets and goodwill

The Corporation uses judgment in determining the grouping of assets to identify its Cash Generating Units ("CGUs") for purposes of testing for impairment of property and equipment, right-of-use assets, goodwill and intangible assets. The Corporation also exercises judgment in determining whether events or circumstances exist that indicate impairment of property and equipment, right-of-use assets, and definite-life intangible assets.

The Corporation's estimate of a CGU's recoverable amount is based on a value in use calculation, which is derived from a discounted cash flow model. The recoverable amount is sensitive to the discount rate used as well as the expected future cash flows and the growth rate.

(v) Revenue recognition

Application of the accounting principles in IFRS related to the measurement and recognition of revenue requires the Corporation to make judgments and estimates. Certain arrangements may require significant interpretation to determine the appropriate accounting. Specifically, for customer gift and loyalty revenue, the determination of whether the Corporation is a principal to a transaction (gross revenue) or an agent (net revenue) can require considerable judgment. There is significant judgment in assessing whether the Corporation controls the promised good or service before it is transferred to the customer, including assessing whether the Corporation was primarily responsible for fulfilling the service.

(vi) Impairment of financial assets

The Corporation measures impairment losses on financial assets that are subsequently measured at amortized cost based on the expected credit loss ("ECL") model in accordance with IFRS 9, *Financial Instruments.* Judgment is applied in estimating the twelve-month or lifetime expected default rates in calculating the expected credit losses.

(vii) Recoverability of deferred tax assets and current and deferred income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. The Corporation establishes provisions based on reasonable estimates for possible consequences of audits by the tax authorities. The amount of such provision is subject to judgment and is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Deferred income tax assets are recognized for unused tax losses and deductible temporary differences to the extent it is probable that taxable income will be available against which the losses and deductible temporary differences can be utilized. Significant management judgment is required to determine the amount of deferred income tax assets that can be recognized, based upon the likely timing and the level of future taxable income together with future tax planning strategies.

(b) Foreign currency transactions

The consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Corporation and all of its subsidiaries. For each entity, the Corporation determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated using historical exchange rates. Revenue and expenses denominated in a foreign currency are translated at the average exchange rate for the year. Foreign exchange gains and losses are recognized in net income (loss) and

(c) Cash and cash equivalents

The Corporation's policy is to disclose bank balances under cash and cash equivalents, including short-term investments with original maturities of three months or less from the date of acquisition.

(d) Restricted cash

The Corporation manages online gift card purchases on behalf of certain merchants. The restricted cash balance represents the funds received by the Corporation from the end customer that have not yet been transferred to the merchant.

(e) Inventory

Inventory is measured at the lower of cost and net realizable value, with cost being determined on a first-in first-out basis. Net realizable value is the estimated selling price in the ordinary course of business. Direct costs of revenues include the cost of inventory recognized as an expense during the year.

(f) Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is recorded over the estimated useful lives of the assets using the following methods and rates:

	Method	Rates
Furniture and fixtures	Declining balance	20%
Computer software	Straight-line	2 years
Computer equipment	Declining balance	40%
Rental equipment	Declining balance	40%
Leasehold improvements	Straight-line	5-10 years

3. Significant accounting policies (continued)

(g) Leases

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

The Corporation recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received. The right-to-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, which is considered the appropriate useful life of any such asset. In addition, the right-to-use asset is reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability, to the extent necessary.

The lease term includes periods covered by an option to extend if the Corporation is reasonably certain to exercise that option. Lease terms range from 24 to 207 months for commercial and datacentre leases.

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 determinable, the Corporation's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise fixed payments.

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

On the consolidated statements of cash flows, lease payments related to short-term leases and low value assets are not included in lease liabilities and are classified as cash flows from operating activities, whereas the remaining lease payments are classified as cash flows from financing activities.

(h) Impairment of long-lived assets and goodwill

Long-lived assets, which comprise property and equipment, right-of-use assets and intangible assets subject to amortization are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Management assesses whether such indicators exist at each reporting date. Goodwill is tested for impairment at least annually or when there is an indication that the asset might be impaired.

For impairment testing, assets other than goodwill are grouped at the lowest level for which there are separately identifiable cash inflows. Impairment losses are recognized and measured as the excess of the carrying value of the assets over their recoverable amount. An asset's recoverable amount is the higher of its value in use and its fair value less costs of disposal. Value in use is defined as the present value of the future cash flows expected to be derived from an asset or a CGU. Previously recognized impairment losses, other than those attributable to goodwill, are reviewed for possible reversal at each reporting date and, if the asset's recoverable amount has increased, all or a portion of the impairment loss is reversed. The carrying amount of an asset or CGU after a reversal must not exceed the carrying amount (net of amortization) that would have been determined had no impairment loss been recognized.

For the purpose of goodwill impairment testing, goodwill is allocated to CGUs or groups of CGUs representing the lowest level that the assets are monitored for internal reporting purposes. Goodwill is tested for impairment by comparing the carrying value of each CGU containing the assets to its recoverable amount; an impairment loss is recognized for the amount by which the CGU's carrying amount exceeds its recoverable amount. Impairment losses recognized in respect of a CGU are first allocated to the carrying value of goodwill and any excess is allocated to the carrying amount of assets in the CGU on pro rata basis.

(i) Income taxes

Current tax assets and/or liabilities comprise those claims from, or obligations to the taxation authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from net income (loss) in the consolidated financial statements. The calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always recognized in full. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets and liabilities are offset only when the Corporation has a right and intention to offset current tax assets and liabilities from the same taxation authority. Changes in deferred tax assets or liabilities are recognized as a component of the income tax provision in net income (loss), except for income tax related to the components of other comprehensive income (loss) or equity, in which case the tax expense is recognized in other comprehensive income (loss) or equity, respectively.

(j) Share-based compensation

The fair value at the grant date of stock options and restricted share units is estimated using the Black-Scholes option pricing model. Stock-based compensation cost is recognized on a straight-line basis over the expected vesting period of the stock options. Each tranche of an award is considered a separate award with its own vesting period and grant date fair value. Expected volatility is determined using historical volatility of publicly-traded comparable companies, the risk-free interest rates are based on Government of Canada bond yields and the expected term of the option is calculated based on a combination of each tranche's time to vest plus the actual and expected life of an award based on the past activity or remaining time to expiry on outstanding awards. The Corporation estimates the number of options expected to vest at the grant date and revises the estimate if subsequent information indicates that the actual number of units to vest differs significantly from the original estimate. The stock-based compensation cost is recognized directly in the consolidated statements of income (loss) and comprehensive income (loss) over the vesting period, with the corresponding credit recorded to contributed surplus. When stock options are exercised, the consideration and related contributed surplus are recorded in share capital.

(k) Revenue recognition

The Corporation's main sources of revenue are services and payments and hardware and other fees. The Corporation recognizes revenue in a manner which depicts the transfer of promised goods or services in an amount which reflects the consideration to which the Corporation expects to be entitled in exchange for those goods and services.

For each performance obligation within a contract with a customer, the Corporation determines whether the performance obligation is satisfied and control of the goods or services is transferred over time or at a point in time.

For performance obligations that are satisfied over time, the customer simultaneously receives and consumes the benefits. As a practical expedient, in instances in which the Corporation has a right to consideration in an amount that corresponds directly with value to customer, the Corporation recognizes revenue in the amount to which it has the right to invoice. In all other instances, revenue is recognized over the period in which the services are provided, which is evenly throughout the period.

For performance obligations satisfied at a point in time, revenue is recognized when control of the goods or services are transferred to the customer which is either when the goods are shipped or delivered depending on the contract, or when the services are rendered. In determining when control is transferred to the customer, the Corporation takes into consideration several factors including who primarily bears the risk of loss.

When another party is involved in providing goods or services to the customer, the Corporation determines whether it is the principal or the agent in the transaction by evaluating the nature of the promise. The Corporation is the principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, if the Corporation's role is only to arrange for another entity to provide the goods or services, then the Corporation is the agent and will record revenue at the net amount that it retains for its agency services.

3. Significant accounting policies (continued)

(k) Revenue recognition (continued)

Services and Payments Revenue

Services and payments revenue consists of services related to customer engagement (including gift and loyalty), enterprise point-of-sale, payments, integrations, and analytics.

In our contracts for customer engagement services, the Corporation provides the sale of prepaid stored-value money cards issued by retailers (i.e. gift cards) or gift passes which can be redeemed for gift cards or other products, and the hosting and management of gift card and loyalty programs for retailers. The Corporation records the revenue on sale of the gift cards on a gross basis. Revenue related to the sale of gift cards is recognized once the gift cards are shipped to the customer or when the gift passes expire or are redeemed by the customer.

For enterprise point-of-sale, payments, integrations, and analytics, the nature of the promise is a stand-ready obligation to provide services throughout the duration of the contract period. These services are typically fixed price contracts and are billed monthly, quarterly, or annually. Revenue is recognized over the term of the contract. For contracts which are based on transactional pricing, revenue is recognized based on the number of transactions executed.

Development costs associated with the custom programming for communication integration with point of sale hardware are expensed as incurred.

Hardware Revenue

The Corporation offers the sale of hardware and peripheral equipment related to retailers' POS infrastructure. The Corporation also provides repairs, maintenance and other support services for these products. When the Corporation has a stand-ready obligation to provide the services throughout the duration of the contract, revenue is recognized over the term of the contract. Otherwise, revenue is recognized when the goods are shipped or when the services are rendered to the customer depending on the contract.

Other revenue

Other revenue consists of services related to the integration of the Corporation's platform with client systems to enhance visibility and track key client metrics such as customer loyalty. Other revenue is recognized based on progress to completion.

(l) Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, contingent consideration and the amount of any non-controlling interests in the acquiree. For each business combination, the Corporation elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses. Contingent consideration is measured at fair value using a discounted cash flow model.

When the Corporation acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill, which represents the excess of the purchase price of acquired business over the fair value of the net assets acquired, is not amortized. Goodwill is tested for impairment at least annually or when there is an indication that the asset might be impaired. Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date.

(m) Intangible assets

Intangible assets are stated at cost less accumulated amortization. Intangible assets are amortized on the basis of their estimated useful lives using the straight-line method and the following rates:

Software	5 years
Customer lists	5 years

(n) Net income (loss) per share

The Corporation presents basic and diluted income (loss) per share data for its common shares. Basic income (loss) per share is calculated by dividing net income (loss) attributable to common equity holders of the Corporation by the weighted average number of common shares outstanding during the reporting period. Diluted income (loss) per share is determined by dividing the net income attributable to common shareholders by the weighted average number of common shares outstanding, adjusted for any shares held by the Corporation and for the effects of all potential dilutive common shares related to outstanding stock options, RSUs and warrants issued by the Corporation.

(o) Financial instruments

The Corporation aggregates its financial instruments into classes based on their nature and characteristics. Management determines the classification when the instruments are initially recognized.

The Corporation's accounting policy for each class is as follows:

(i) Fair value through profit or loss

Financial instruments classified as subsequently measured at fair value through profit or loss are reported at fair value at each statement of financial position date, and any change in fair value is recognized in the statements of income (loss) in the period during which the change occurs. In these consolidated financial statements, cash and cash equivalents have been classified as a financial asset subsequently measured at fair value through profit or loss. The Corporation accounts for contingent consideration as financial liabilities subsequently measured at fair value through profit or loss.

(ii) Amortized cost

This category includes financial assets that are held within a business model with the objective of holding the financial assets in order to collect contractual cash flows, and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding. Unless they meet certain exceptions, all financial liabilities are classified as subsequently measured at amortized cost.

Financial instruments classified in this category are subsequently measured at amortized cost using the effective interest method. Transaction costs are included in the amount initially recognized. In these consolidated financial statements, term deposits, trade receivables, loans receivable, bank loans, trade and other payables, forgivable loan and promissory notes payable have been classified as financial instruments subsequently measured at amortized cost.

(iii) Impairment of financial assets

For financial assets subsequently measured at amortized cost, the Corporation recognizes loss allowances for expected credit losses ("ECL"). ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all cash flows that the Corporation expects to receive, discounted at an approximation of the original effective interest rate. ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Corporation applies the simplified approach in calculating ECLs for trade receivables. Under the simplified approach, the Corporation recognizes a loss allowance based on lifetime ECLs at each reporting date and does not track changes in credit risk for trade receivables. The Corporation has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

3. Significant accounting policies (continued)

(o) Financial instruments (continued)

(iv) Fair value hierarchy

All financial instruments measured at fair value after initial recognition are categorized into one of three hierarchy levels for disclosure purposes. Each level reflects the significance of the inputs used in making the fair value measurements.

- Level 1: Fair value is determined by reference to quoted prices in active markets. Cash and cash equivalents are included in this category.
- Level 2: Valuations use inputs based on observable market data, either directly or indirectly, other than the quoted prices. There are no financial instruments in this category.
- Level 3: Valuations are based on inputs that are not based on observable market data. There are no financial instruments in this category.

(p) Government grants

The Corporation receives government grants in the form of forgivable loans, employee wage subsidies and property tax grants. A forgivable loan is accounted for as a government grant when there is reasonable assurance that the Corporation has complied, and will continue to comply, with all of the conditions applicable to the forgivable loan. Employee wage subsidies are accrued in the accounts in the year in which the employee wage expenses are incurred provided there is reasonable assurance that the subsidies will be received and all attached conditions will be complied with. Property tax grants are accrued in the accounts when there is reasonable assurance that the Corporation has complied, and will continue to comply, with all of the conditions applicable to the property tax grants. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate are expensed.

(q) Provisions

In accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* , a provision is recognized to cover probable outflows of resources that can be estimated and that result from present obligations resulting from past events. In the case where a potential obligation resulting from past events exists, but where occurrence of the outflow of resources is not probable or the estimate is not reliable, these contingent liabilities are disclosed. The provisions are measured based on management's best estimates of the outcome on the basis of facts known at the reporting date.

(r) Segment information

The Corporation's Chief Operating Decision Maker ("CODM") is the Chief Executive Officer. The CODM is the highest level of management responsible for assessing the Corporation's overall performance and making operating decisions such as resource allocations related to operations and delegation of authority. Management has determined that the Corporation operates as a single operating and reportable segment.

(s) Standards issued but not yet effective

New accounting pronouncements are issued by the IASB or other standard-setting bodies, and they are adopted by the Corporation as at the specified effective date.

<u>New and amended standards and interpretations issued not yet effective</u>

At the date of authorization of these consolidated financial statements, the Corporation has not yet applied the following new and revised IFRS Standards that have been issued but are not yet effective.

(i) Amendments to IAS 37, Onerous Contracts - Cost of Fulfilling a Contract:

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (example would be direct labour or materials) and an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property and equipment in fulfilling the contract). The amendments apply to contracts for which the Corporation has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendments. Comparatives are not restated. Instead, the Corporation shall recognize the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate, at the date of initial application. The amendments are effective for annual periods beginning on or after January 1, 2022, with early application permitted. The Corporation is currently evaluating and does not expect it to have a material impact on the consolidated financial statements.

(ii) Reference to the Conceptual Framework - Amendments to IFRS 3

In May 2020, the IASB issued Amendments to IFRS 3 Business Combinations - Reference to the Conceptual Framework. The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements.

The IASB also added an exception to the recognition principle of IFRS 3 to avoid the issue of potential "day 2" gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21, Levies, if incurred separately. At the same time, the IASB decided to clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively. The Company is evaluating the impact and does not currently expect it to have a material impact on the consolidated financial statements.

(iii) Annual improvements to IFRS Standards 2018-2020 cycle:

In May 2020, the IASB issued minor amendments to certain standards including IFRS 1, IFRS 9, Financial Instruments and IFRS 16, Leases ("IFRS 16"). The annual improvements process is used to make necessary but non-urgent changes to IFRS that are not included in other projects. The amendments issued are effective for annual periods beginning on or after January 1, 2022. The Company is currently evaluating and does not expect it to have a material impact on the consolidated financial statements.

3. Significant accounting policies (continued)

(s) Standards issued but not yet effective

(iv) Interest Rate Benchmark Reform:

Interest Rate Benchmark Reform (Phase 1)

Amendments to Hedge Accounting Requirements - Interbank Offered Rates ("IBOR") Reform (Phase 1). On September 26, 2019, the IASB issued amendments for some of its requirements for hedge accounting in IFRS 9 Financial Instruments and IAS 39 Financial Instruments: Recognition and Measurement, as well as the related Standard on disclosures, IFRS 7 Financial Instruments: Disclosures in relation to Phase 1 of IBOR Reform and its Effects on Financial Reporting project. The amendments modify specific hedge accounting requirements to allow entities to assume that the interest rate benchmark on which the hedged cash flows and the cash flows of which the hedging instrument are based on, are not altered as a result of IBOR reform. The amendments are effective for annual periods beginning on or after January 1, 2020. The adoption of the amendments to this standard did not have a material impact on the consolidated financial statements in the current or comparative

Interest Rate Benchmark Reform (Phase 2)

The amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 address issues that might affect financial reporting as a result of the reform of an interest rate benchmark, including the effects of changes to contractual cash flows or hedging relationships arising from the replacement of an interest rate benchmark with an alternative benchmark rate. The amendments provide practical relief from certain requirements in IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 relating to:

(a) Change in basis for determining cash flows:

The amendments will require an entity to account for a change in the basis for determining the contractual cash flows of a financial asset or financial liability that is required by interest rate benchmark reform by updating the effective interest rate of the financial asset or financial liability.

The amendments are applied for annual periods beginning on or after January 1, 2021.

The Corporation applied the phase 2 amendments retrospectively. However, in accordance with the exceptions permitted in the phase 2 amendments, the Company has elected not to restate the prior period to reflect the application of these amendments, including not providing additional disclosures for 2020. There is no impact on opening equity balances as a result of retrospective application.

The adoption did not have a material impact in 2021.

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure Initiative – Accounting

The amendments are to help companies provide useful accounting policy disclosures. The key amendments include

- requires companies to disclose their material accounting policies rather than their significant accounting policies;
- clarifies that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed;
- clarifies that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

The amendments are applied for annual periods beginning on or after January 1, 2023

The Corporation is currently evaluating the impact of these amendments and do not expect the amendments to have a material impact on the interim financial statements.

(vi) Amendments to IAS 8 - Definition of Accounting Estimates

The amendments introduce a new definition for accounting estimates, clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an

The amendments are applied for annual periods beginning on or after January 1, 2023.

The Corporation is currently evaluating the impact of these amendments and do not expect the amendments to have a material impact on the interim financial statements.

4. Reverse takeover transaction

On September 7, 2021, the Corporation entered into a binding engagement agreement with Givex Corporation ("Former Givex"), a corporation incorporated under the laws of the Commonwealth of the Bahamas, pursuant to which the Corporation would acquire all of the issued and outstanding shares in the capital of Former Givex (the "Transaction").

On November 25, 2021, the Transaction was completed. TSXV final approval for the transaction was received, as well as approval from the TSXV and the Toronto Stock Exchange (the "TSX") to de-list the resulting issuer shares from the TSXV and concurrently list them on the TSX under the ticker symbol "GIVX", where trading commenced December 1, 2021.

Upon completion of the transaction, the shareholders of Former Givex held a majority of shares of the Corporation, the Corporation was renamed "Givex Information Technology Group Limited", and the Corporation would continue Former Givex's existing business. Former Givex is considered to have acquired the Corporation on an accounting basis, and the Transaction was accounted for as a reverse takeover.

Prior to the completion of the Transaction, on October 26, 2021, Givex Corporation merged with Guilliam Holdings Limited ("Guilliam"), a company incorporated under the laws of Anguilla, with Former Givex being the surviving entity. A consequence of the merger included the exchange of the 4,510,665 fully paid-up, issued and outstanding ordinary shares of Former Givex for Givex Class A shares on a 20:1 basis, resulting in 90,213,300 common shares being outstanding.

At the time of the Transaction, the Corporation did not constitute a business as defined under IFRS 3, *Business Combinations*. Therefore, the Transaction is accounted for under IFRS 2, *Share-based Payment*, where the difference between the consideration given to acquire the Company and the net asset value of the Company is recorded as a listing expense.

As part of the Transaction, the Company effected a consolidation (the "Consolidation") of its outstanding common shares on the basis of one post-Consolidation common share for every 9.1871 pre Consolidation common shares and changed its name from "County Capital 2 Ltd." ("County") to "Givex Information Technology Group Limited" (the "Corporation"). Pre-Consolidation, County had 23,886,500 County Shares issued and outstanding, 2,388,650 County Incentive Stock Options issued and outstanding, 238,865 County Charitable Stock Options issued and outstanding, and 600,000 County Broker Warrants issued and outstanding. After giving effect to the 9.1871 consolidation, County had approximately 2,600,004 post-Consolidation County Shares issued and outstanding, 259,999 County Incentive Stock Options issued and outstanding, 26,000 County Charitable Stock Options issued and outstanding and 65,309 County Broker Warrants issued and outstanding. Of the 285,999 options, 137,799 are exercisable at $0.92 and 148,200 are exercisable at $0.46. All these options expire Feb 23, 2031. The County Broker Warrants are exercisable at $0.92.

(Expressed in thousands of Canadian dollars, except number of shares)

4. Reverse takeover transaction (continued)

The following summarizes the reverse takeover by the Corporation and the net assets acquired at November 25, 2021:

Consideration paid		
2,600,004 common shares deemed issued to the County's existing shareholders	$	2,600
285,999 options (Note 17(c))		197
65,309 warrants (Note 17(c))		32
		2,829
Fair value of net identifiable assets acquired		
Cash		1,157
Government remittances recoverable		25
Other		400
Trade and other payables		(12)
		1,570
Listing expense	$	1,259

During the fiscal year ended December 31, 2021, the Corporation incurred an additional $1,160 of professional fees and other listing related costs which have been recorded in the consolidated statements of income (loss) and comprehensive income (loss).

The fair value of the consideration paid exceeds the fair value of the net assets acquired by $1,259 which is treated as a public company listing expense and has been recognized in the consolidated statements of income (loss).

5. Business combinations

On January 1, 2021, the Corporation acquired all of the issued and outstanding shares of PI Cash Système S.à.r.l, a company incorporated under the laws of Switzerland carrying on the business of point of sale systems, automatic coin changers and badge loading terminals, in exchange for cash consideration and contingent consideration as described below. The consideration paid was allocated to the net identifiable assets acquired based on their acquisition date fair values. The acquisition was accounted for as a business combination and, accordingly, the results of operations from January 1, 2021 have been included in the consolidated financial statements of the Corporation. The transaction is summarized as follows:

Consideration paid		
Cash and cash equivalents	$	1,081
Contingent consideration		338
		1,419
Fair value of net identifiable assets acquired		
Cash		110
Trade receivables		286
Inventory		40
Right-of-use assets		38
Customer list		595
Trade and other payables		(95)
Deferred tax liability		(89)
Lease liabilities		(38)
		847
Goodwill	$	572

The goodwill related to the acquisition of PI Cash Système S.à.r.l is composed of the benefits of increasing the Corporation's strategic position by expanding its geographic market presence and gaining access to the assembled workforce that does not qualify for separate recognition. The goodwill allocated to the PI Cash Systems S.a.r.l. CGU and is not deductible for tax purposes.

The amounts of revenue contributed by PI Cash Système S.à.r.l from the date of acquisition and included in the Corporation's consolidated statements of income (loss) for year ended December 31, 2021 is $675. The amount of net loss contributed by PI Cash Système S.à.r.l from the date of acquisition and included in the Corporation's consolidated statements of income (loss) for the year ended December 31, 2021 is $476.

The amount included in the purchase price related to the estimated fair value of contingent consideration was $338. The contingent consideration was valued by the Corporation using a discounted cash flow model under the income approach, and is calculated based on estimates of future revenue performance. The potential maximum contingent consideration payout is $573 over the five years following the acquisition. The fair value of contingent consideration is $343 as at December 31, 2021.

6. Trade receivables

		2021	2020
Trade receivables	$	8,642	$9,516
Less: expected credit losses		(217)	(321)
		$8,425	$9,195

7. Restricted cash

As at December 31, 2021, the Corporation held under its administration $2,661 (2020 - $1,134) of client funds held in trust. Included in trade and other payables are $2,661 (2020 - $1,134) of amounts payable to the end merchant.

(Expressed in thousands of Canadian dollars, except number of shares)

8. Property and equipment

	Furniture and fixtures	Computer equipment	Computer software	Rental equipment	Leasehold improvements	Total
Cost						
Balance as at January 1, 2020	$ 764	$ 2,444	$ 71	$ 1,832	$ 725	$ 5,836
Additions	7	757	-	382	7	1,153
Disposals	(12)	(99)	(33)	-	(2)	(146)
As at December 31, 2020	759	3,102	38	2,214	730	6,843
Additions	-	324	-	498	-	822
Disposals	(5)	(56)	(1)	(68)	(3)	(133)
As at December 31, 2021	$ 754	$ 3,370	$ 37	$ 2,644	$ 727	$ 7,532
Accumulated depreciation						
Balance as at January 1, 2020	556	$ 1,834	$ 64	$ 985	$ 243	$ 3,682
Additions	62	450	7	409	89	1,017
Disposals	(37)	(75)	(34)	-	(1)	(147)
As at December 31, 2020	581	2,209	37	1,394	331	4,552
Additions	37	488	-	472	66	1,063
Disposals	-	(81)	-	(7)	(2)	(90)
As at December 31, 2021	$ 618	$ 2,616	$ 37	$ 1,859	$ 395	$ 5,525
						-
Net book value						-
As at December 31, 2020	$ 178	$ 893	$ 1	$ 820	$ 399	$ 2,291
As at December 31, 2021	$ 136	$ 754	$ -	$ 785	$ 332	$ 2,007

9. Right-of-use assets

The Corporation leases properties in the normal course of operations. Lease terms are between 2 and 10 years. At the inception of each lease, the Corporation assesses whether it is reasonably certain to exercise the extension options, if any, which is reassessed if there is a significant event or change in circumstances.

	Commercial and datacentre leases	Leasehold improvements under lease	Total
Cost			
Balance as at January 1, 2020	$ 11,323	$ 750	$ 12,073
Additions	1,023	-	1,023
Disposals of lease contracts	(1,547)	-	(1,547)
As at December 31, 2020	10,799	750	11,549
Additions	1,122	-	1,122
Acquired through business combinations	38	-	38
Disposals of lease contracts	(256)	-	(256)
As at December 31, 2021	$ 11,703	$ 750	$ 12,453
Accumulated depreciation			
Balance as at January 1, 2020	$ 3,327	$ 325	$ 3,652
Additions	2,032	75	2,107
Disposals of lease contracts	(750)	-	(750)
As at December 31, 2020	4,609	400	5,009
Additions	2,106	75	2,181
Disposals of lease contracts	(304)	-	(304)
As at December 31, 2021	$ 6,411	$ 475	$ 6,886
Net book value			
As at December 31, 2020	$ 6,190	$ 350	$ 6,540
As at December 31, 2021	$ 5,292	$ 275	$ 5,567

10. Goodwill

For impairment testing goodwill acquired through business combinations are allocated to the various CGUs.

The carrying amount of goodwill allocated to each of the CGUs is as follows:

	ValuAccess Limited	Givex Canada Corp	Owen Business Systems Ltd.	Easy Information Solutions SA DE CV	PI Cash Système S.à.r.l	Total
Cost						
Balance as at January 1, 2020	$ 177	$ 381	$ 584	$ 762	$ -	$ 1,904
As at December 31, 2020	177	381	584	762	-	1,904
Acquisition of a subsidiary (Note 5)	-	-	-	-	572	572
As at December 31, 2021	$ 177	$ 381	$ 584	$ 762	$ 572	$ 2,476

The Corporation performed its annual impairment test for goodwill as at December 31, 2021. It was determined that the goodwill balance was attributable to multiple CGUs. The Corporation determined that there were no impairment charges necessary as at December 31, 2021. The Corporation utilized the discounted cash flow approach (value-in-use) as the primary valuation approach to determine the recoverable amount of the CGU. This approach uses cash flow projections based upon a financial forecast approved by management, covering a five-year period. The risk premiums expected by market participants related to uncertainties about the industry and assumptions relating to future cash flows may differ or change significantly, depending on economic conditions and other events. The recoverable amount of each CGU was then compared to its carrying value. An impairment loss is only recognized if the carrying value is in excess of the recoverable amount.

The Corporation has made certain assumptions in determining the cash flow projections based on budgets approved by management and included management's best estimate of expected market conditions. Management has assumed annual revenue growth rates of 5% to 25% and a terminal growth of 2%. Other significant assumptions include: a current income tax rate of 16.5% to 30% as at December 31, 2021 and a discount rate of 18% as at December 31, 2021. Accordingly, it is reasonably possible that future changes in assumptions may negatively impact valuations of the CGU and the Corporation could be required to recognize an impairment loss.

(Expressed in thousands of Canadian dollars, except number of shares)

11. Intangible assets

	Customer list	Software	Total
Cost			
Balance as at January 1, 2020	$ 15,335	$ 69	$ 15,404
Assets fully amortized	(10,126)	-	(10,126)
As at December 31, 2020	5,209	69	5,278
Acquired through business combinations	595	-	595
As at December 31, 2021	$ 5,804	$ 69	$ 5,873
Accumulated amortization			
Balance as at January 1, 2020	$ 9,649	$ 8	$ 9,657
Additions	2,512	14	2,526
Assets fully amortized	(10,126)		(10,126)
As at December 31, 2020	2,035	22	2,057
Additions	1,161	14	1,175
As at December 31, 2021	$ 3,196	$ 36	$ 3,232
Net book value			
As at December 31, 2020	$ 3,174	$ 47	$ 3,221
As at December 31, 2021	$ 2,608	$ 33	$ 2,641

12. Bank loans

A continuity schedule of the Corporation's bank loans is as follows:

	Bank loan #1 (a)	Bank loan #2 (b)	Bank loan #3	Bank loan #4 (c)	Total
Balance as at January 1, 2020	$ 823	$ 3,557	$ 34	$ -	$ 4,414
Additions	-	1,000	-	125	1,125
Repayment of principal	(177)	(997)	(8)	(10)	(1,192)
As at December 31, 2020	646	3,560	26	115	4,347
Additions	1,954	-	-	-	1,954
Repayment of principal	-	(1,871)	(8)	(44)	(1,923)
As at December 31, 2021	2,600	1,689	18	71	4,378
Less: current portion	(2,600)	(1,341)	(9)	(42)	(3,992)
	$ -	$ 348	$ 9	$ 29	$ 386

(a) The Corporation has an operating line of credit with maximum borrowings of $3,000. The facility is due on demand and bears interest at the bank's prime rate plus 0.5% per annum with interest payable monthly.

(b) The Corporation has a revolving term facility with maximum borrowings of $10,000 with a Canadian chartered bank. The facility is only made available to fund acquisitions that meet the conditions required by the bank. This facility bears interest at the bank's prime rate plus 1.75% per annum, payable in 36 equal monthly instalments of principal and interest. Prepayment is permitted without penalty at any time in whole or part. The bank loans have maturity dates between July 2022 and December 2023.

(c) The Corporation has a term loan payable in blended monthly payments of $4 including interest accrued at 2.80% per annum maturing September 10, 2023. Computer equipment with a carrying amount of approximately $56 (2020 - $140) as at December 31, 2021 has been pledged as security.

Bank loan #1 and #2 are secured by a general security agreement constituting a first ranking security interest in all the assets of Givex Canada Corporation, general postponement and subordination of payments to shareholder and intercompany loans. In addition, all entities under the definition of the consolidated group in the agreement terms have provided a guarantee for an unlimited amount on the facilities. The Corporation cannot exceed the advances under the operating line of credit of $3,000. In addition, the Corporation shall maintain a ratio of Consolidated current assets to Consolidated current liabilities of not less than 1.25:1, a Consolidated Fixed Coverage Ratio of not less than 1.20 to 1.00, a minimum Equity to Capitalization Ratio of not less than 20% and a Consolidated Total Funded Debt to Consolidated EBITDA ratio equal to or less than 3.00:1. During the year ended December 31, 2021 and 2020, the Corporation was in compliance with the covenants. Bank loan #3 and bank loan #4 do not have covenants.

In addition to the above loans, the Corporation has a non-revolving lease facility with maximum borrowings of $305. The facility bears interest at the bank's prime rate plus 1.00% per annum. As at December 31, 2021, the balance outstanding for the lease facility was $Nil (2020 - $Nil).

13. Promissory notes payable

		2021	2020
(a)	Promissory notes payable #1	$ 275	$ 453
(b)	Promissory notes payable #2	-	712
(c)	Promissory notes payable #3	449	643
	Promissory notes payable #4	10	23
	Unamortized discount on promissory notes payable	(64)	(109)
		670	1,722
	Less: current portion	(334)	(1,044)
		$ 336	$ 678

(a) The promissory notes are payable to unrelated third parties as partial consideration for a business acquisition. The promissory notes are unsecured and interest-free for the duration of their terms. The market interest rate used to discount the notes was 5.70%. The promissory notes are repayable over 4 years in annual payments on July 9 of each year. The promissory notes are due during the year ended December 31, 2023.

(b) The promissory notes are payable to an unrelated third party as partial consideration for customer lists. The promissory notes are unsecured and interest-free for the duration of their terms. The market interest rate used to discount the notes was 5.70%. The promissory notes were paid during the year ended December 31, 2021.

(c) The promissory notes are payable to unrelated third parties as partial consideration for a business acquisition. The promissory notes are unsecured and interest-free for the duration of their terms. The market interest rate used to discount the notes was 5.70%. The promissory notes are repayable over 4 years in annual payments on May 31 of each year. The promissory notes are due during the year ended December 31, 2023.

(Expressed in thousands of Canadian dollars, except number of shares)

14. Lease liabilities

		Total
Balance as at January 1, 2020	$	9,236
Additions		1,023
Disposals of lease contracts		(926)
Repayment of principal		(2,150)
Balance as at December 31, 2020		7,183
Additions		1,236
Acquired through business combinations		38
Repayment of principal		(2,213)
Balance as at December 31, 2021		6,244
Less: current portion		(2,282)
	$	3,962

The maturity analysis of lease liabilities as at December 31, 2021 indicating the lease payments due in each respective fiscal year is as follows:

2022	$	2,534
2023		2,164
2024		1,230
2025		652
2026		67
Thereafter		68
		6,715
Less: interest		(471)
	$	6,244

The total interest expense on lease liabilities for the year ended December 31, 2021 is $331 (2020 - $418).

During 2021, the weighted average incremental borrowing rate used to measure the lease liabilities was 5% (2020 - 5%).

15. Contract liabilities

		2021		2020
Total contract liabilities	$	3,834	$	2,999

A continuity schedule of contract liabilities is as follows:

		Total
Balance as at January 1, 2020	$	2,192
Additions		2,703
Amounts recognized as revenue		(1,896)
Balance as at December 31, 2020		2,999
Additions		1,976
Amounts recognized as revenue		(1,141)
Balance as at December 31, 2021	$	3,834

Contract liabilities include amounts of advances received to deliver the redemption of Giftpasses, a universal Gift Card that recipients can redeem for, in any denomination and advances received to deliver gift cards production and custom development contracts and fixed fee open service contracts for which the Corporation has not satisfied the performance obligation. The Corporation expects to recognize the amount disclosed in contract liabilities as revenue when the remaining performance obligations included in the contracts are satisfied which is expected to occur in the next twelve months.

16. Share capital

Authorized

Unlimited number of common shares, issuable in series, and an unlimited number of preferred shares, issuable in a series. The Corporation has only issued common shares at December 31, 2021 and December 31, 2020.

Issued

	Number (pre-split)	Number (post-split)		Amount
Balance as of January 1, 2020 and January 1, 2021	4,510,665	90,213,300	$	3,604
Common shares issued		24,895,004		24,600
Issuance costs		-		(2,778)
Reallocation to contributed surplus for warrants issued in private placements (Note 17 (e))		-		(2,080)
Balance as of December 31, 2021		115,108,304	$	23,346

During the year ended December 31, 2021, the Corporation underwent a stock split of its outstanding common shares on the basis of post split 20 common shares for each one pre-split common share as part of the RTO transaction (see Note 4).

During the year ended December 31, 2021, the Corporation issued:

(i) 2,600,004 common shares valued at $1/share as part of the RTO transaction (Note 4);

(ii) 4,410,000 common shares at $1/share for cash consideration of $4,410,000 as part of the subscription receipt non-brokered private placement equity transaction. In connection with the private placement, the Corporation issued one-half warrants to purchase one share at an exercise price of $1.25 per warrant share, until the date that 24 months following the date of the RTO closing, November 25, 2021.

(iii) 17,590,000 common shares at $1/share for cash consideration of $17,590,000 as part of the subscription receipt brokered private placement equity transaction. In connection with the private placement, the Corporation issued one-half warrants to purchase one share at an exercise price of $1.25 per warrant share, until the date that 24 months following the date of the RTO closing, November 25, 2021.

(iv) 295,000 common shares valued as consideration for broker advisory services;

During the year ended December 31, 2021, $2,339 of cash consideration was paid for legal fees, broker commissions and advisor services. In addition, compensation options and compensation warrants with an estimated fair value of $439 were issued in relation to the private placement transactions and warrants value at $2,080 were recorded as contributed surplus (Note 17(b) and (d)).

(Expressed in thousands of Canadian dollars, except number of shares)

17. Share-based compensation

(a) Restricted share unit plan

Upon Closing of the Transaction, the Corporation adopted a restricted share unit plan (the "RSU Plan"). The purpose of these plans are to assist the Corporation in attracting and retaining key employees, officers, directors, and consultants who will contribute to the Corporation's long-term success by providing them incentives that align their interests with those of the shareholders of the Corporation. The Plans are administered by the Board of Directors.

The Givex RSU plan is a restricted share unit plan that entitles the holder to one common share upon the occurrence of certain vesting events. Each Givex RSU will be evidenced by a restricted share unit award agreement which shall specify the vesting dates for the Givex RSUs granted as approved by the board. Under the plan, on the vesting date, the Corporation shall have the option of settling the amount payable in cash or equity. The Givex RSUs are not assignable or transferable, except upon death.

During the year ended December 31, 2021, 12,821,700 RSUs were granted with a weighted average exercise price of $1.00 at grant date and at December 31, 2021. There were no forfeitures or cancellations during the year.

For the fiscal year ended December 31, 2021, stock-based compensation expense of $3,129 was recorded in the consolidated statements of income (loss) and comprehensive income (loss) with a corresponding credit to contributed surplus.

As at December 31, 2021, the total remaining unrecognized stock-based compensation expense amounted to $9,713, which will be amortized over the weighted average requisite service period of two

(b) Compensation options

In connection with the Private Placement, the Corporation issued compensation options as part of the subscription receipt offering to its brokers.

The following reconciles the number of compensation options available for grant under the Agency Agreement as of December 31, 2021:	Number of options		Weighted average exercise price
Options outstanding, January 1, 2021	-	$	-
Granted	1,538,600		1.00
Options outstanding and exercisable, December 31, 2021	1,538,600		1.00

For the fiscal year ended December 31, 2021, an amount of $411 was recorded as a reduction in share capital with a corresponding credit to contributed surplus.

The Corporation used the Black-Scholes Merton formula to estimate the grant date fair value of options granted during the year based on the following inputs:

		2021
Weighted average fair value	$	0.27
Expected option life		1 year
Expected volatility		67.22%
Expected dividend		0.00%
Risk-free interest rate (based on government bonds)		1.03%

(c) County stock options and warrants

In connection with the Transaction, the Corporation issued options to holders of County options (Note 4).

The following is a summary of changes in compensation options during 2021:	Number of options		Weighted average exercise price
Options outstanding, January 1, 2021	-	$	-
Granted	137,799		0.92
Options outstanding and exercisable, December 31, 2021	137,799	$	0.92

For the fiscal year ended December 31, 2021, an amount of $86 was recorded as listing expense in the consolidated statements of income (loss) and comprehensive income (loss) with a corresponding credit to contributed surplus.

The Corporation used the Black-Scholes Merton formula to estimate the grant date fair value of warrants granted during the year based on the following inputs:

		2021
Weighted average fair value	$	0.62
Expected option life		4.5 years
Expected volatility		78.20%
Expected dividend		0.00%
Risk-free interest rate (based on government bonds)		1.52%

In connection with the Transaction, the Corporation issued warrants to holders of County warrants (Note 4).	Number of warrants		Weighted average exercise price
Warrants outstanding, January 1, 2021	-	$	-
Granted	65,309		0.92
Warrants outstanding and exercisable, December 31, 2021	65,309	$	0.92

For the fiscal year ended December 31, 2021, an amount of $32 was recorded as listing expense in the consolidated statements of income (loss) with a corresponding credit to contributed surplus.

The Corporation used the Black-Scholes Merton formula to estimate the grant date fair value of warrants granted during the year based on the following inputs:

		2021
Weighted average fair value	$	0.49
Expected option life		2 years
Expected volatility		86.15%
Expected dividend		0.00%
Risk-free interest rate (based on government bonds)		1.05%

(Expressed in thousands of Canadian dollars, except number of shares)

17. Share-based compensation (continued)

(c) County stock options and warrants

In connection with the Transaction, the Corporation issued options to holders of County options (Note 4).

The following is a summary of changes in compensation options during 2021:	Number of options	Weighted average exercise price
Options outstanding, January 1, 2021	-	$ -
Granted	148,200	0.46
Options outstanding and exercisable, December 31, 2021	148,200	$ 0.46

For the fiscal year ended December 31, 2021, an amount of $111 was recorded as listing expense in the consolidated statements of income (loss) with a corresponding credit to contributed surplus.

The Corporation used the Black-Scholes Merton formula to estimate the grant date fair value of warrants granted during the year based on the following inputs:

	2021
Weighted average fair value	$ 0.75
Expected option life	4.5 years
Expected volatility	78.20%
Expected dividend	0.00%
Risk-free interest rate (based on government bonds)	1.52%

(d) Warrants related to the Private Placement

In connection with the Private Placement, the Corporation issued warrants to the subscription receipt holders.

The following is a summary of changes in warrants under the Subscription Receipt Agreement as at December 31, 2021:	Number of warrants	Weighted average exercise price
Warrants outstanding, January 1, 2021	-	$ -
Granted	11,000,000	1.25
Compensation warrants outstanding and exercisable, December 31, 2021	11,000,000	$ 1.25

For the fiscal year ended December 31, 2021, an amount of $2,080 was recorded in share capital with a corresponding credit to contributed surplus.

The Corporation used the Black-Scholes Merton formula to estimate the grant date fair value of warrants granted during the year based on the following inputs:

	2021
Weighted average fair value	$ 0.19
Expected warrant life	1 year
Expected volatility	67.22%
Expected dividend	0%
Risk-free interest rate (based on government bonds)	0.80%

In connection with the Private Placement, the Corporation issued compensation warrants to its advisors

The following is a summary of changes in compensation warrants during the year:	Number of warrants	Weighted average exercise price
Warrants available for grant, January 1, 2021	-	$ -
Granted	147,500	1.25
Warrants outstanding and exercisable, December 31, 2021	147,500	$ 1.25

For the fiscal year ended December 31, 2021, an amount of $28 was recorded as a reduction in share capital with a corresponding credit to contributed surplus.

The Corporation used the Black-Scholes Merton formula to estimate the grant date fair value of options granted during the year based on the following inputs:

	2021
Weighted average fair value	$ 0.19
Expected option life	1 year
Expected volatility	67.22%
Expected dividend	0.00%
Risk-free interest rate (based on government bonds)	1.03%

(e) Other warrants

In connection with ongoing services, the Corporation issued compensation warrants to its consultants.

The following is a summary of changes in compensation warrants during the year:	Number of warrants	Weighted average exercise price
Warrants outstanding, January 1, 2021	-	$ -
Granted	625,000	1.25
Warrants outstanding and exercisable, December 31, 2021	625,000	$ 1.25

For the fiscal year ended December 31, 2021, stock-based compensation expense of $119 was recorded in the consolidated statements of income (loss) and comprehensive income (loss) with a corresponding credit to contributed surplus.

The Corporation used the Black-Scholes Merton formula to estimate the grant date fair value of options granted during the year based on the following inputs:

	2021
Weighted average fair value	$ 0.19
Expected option life	1 year
Expected volatility	67.22%
Expected dividend	0.00%
Risk-free interest rate (based on government bonds)	1.03%

(Expressed in thousands of Canadian dollars, except number of shares)

17. Share-based compensation (continued)

(f) Employee stock options

The Givex Option plan is a stock option plan administered by the board of directors. Under the plan, each Givex Option expires on the tenth anniversary from its date of grant and will vest 25% annually on the date of grant, unless specified otherwise by board resolution. The exercise price of any Givex Options shall be determined by the board of directors but shall in no event be less than the fair market value of a Givex common share on the date of grant. In the event of a change of control, the board of directors has the right to provide for the conversion or exchange of any outstanding Givex Options into or for options, rights or other securities in any entity participating in or resulting from the change of control. The Givex Options are not assignable or transferable.

The 6,840,000 options granted below vest in 25% tranches on each of April 25, 2022, November 25, 2022, March 25, 2023 and November 25, 2023 and expire November 25, 2024.

The following reconciles the number of options available for grant under the Plan as of December 31, 2021:	Number of options	Weighted average exercise price
Options outstanding, January 1, 2021	-	$ -
Granted	6,840,000	1.00
Options outstanding and exercisable, December 31, 2021	6,840,000	$ 1.00

For the fiscal year ended December 31, 2021, stock-based compensation expense of $346 was recorded in the consolidated statements of income (loss) and comprehensive income (loss) with a corresponding credit to contributed surplus.

As at December 31, 2021, the total remaining unrecognized stock-based compensation expense amounted to $2,975, which will be amortized over the weighted average requisite service period of two years.

The Corporation used the Black-Scholes Merton formula to estimate the grant date fair value of options granted during the year based on the following inputs:

	2021
Weighted average fair value	$0.42-$0.48
Expected option life	1.71 - 2.50 years
Expected volatility	80.57-86.15%
Expected dividend	0.00%
Risk-free interest rate (based on government bonds)	0.99% - 1.21%

18. Income taxes

(a) The reconciliation of the combined Canadian and federal provincial statutory income tax rate of 26.5% (2020 - 26.5%) to the effective tax rate is as follows:

	2021	2020
Net income (loss) before income tax	$ (3,169)	$ 2,704
Statutory income tax rate	26.5%	26.5%
Computed income tax expense (recovery)	(840)	717
Increase (decrease) resulting from:		
Non-deductible expenses and other	2,241	(32)
Differences in foreign tax rates	(729)	(367)
Utilization of previously unrecognized tax losses	(42)	(84)
Origination and reversal of temporary differences	49	63
Current period loss for which no benefit is recognized	190	(114)
Total income tax provision	$ 869	$ 183

(b) The components of income tax expense (recovery) are as follows:

	2021	2020
Current income tax expense	$ 1,197	$ 267
Deferred income tax provision (recovery)	(328)	(84)
Total income tax provision	$ 869	$ 183

(c) Deferred tax assets and liabilities

The table below summarizes the movement of deferred tax assets and liabilities.

	January 1, 2021	Recognized in net loss	Acquisitions	December 31, 2021
Deferred tax asset				
Tax losses carried forward	$ 2,064	$ 256	$ -	$ 2,320
Right-of-use assets	134	4	-	138
Intangible assets	1,368	46	-	1,414
Tangible assets	104	(64)	-	40
	$ 3,670	$ 242	$ -	$ 3,912
Deferred tax liability				
Intangible assets	$ (124)	$ 69	$ (88)	$ (143)
Tangible assets	(99)	17	-	(82)
	$ (223)	$ 86	$ (88)	$ (225)
Net deferred tax asset (liability)	$ 3,447	$ 328	$ (88)	$ 3,687

(Expressed in thousands of Canadian dollars, except number of shares)

18. Income taxes (continued)

(d) Unrecognized deferred tax assets

Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2021	2020
Tax losses carried forward	$ 2,273	$ 1,585
Total unrecognized deductible temporary differences	$ 2,273	$ 1,585

Deferred tax liabilities related to undistributed earnings from investments in subsidiaries, was not recognized because the Corporation controls whether the liability will be incurred and it is satisfied that it will not be incurred in the foreseeable future.

The majority of losses do not expire.

As at December 31, 2021, Givex Canada Corp. is subject to an ongoing tax audit by the Canada Revenue Agency pertaining to management fees charged by Givex Corporation to Givex Canada Corp. If the tax authority is successful with their challenges, the Corporation's income tax expense may be adversely affected.

19. Loss per share

The following table summarizes the calculation of the weighted average number of basic and diluted common shares for the year ended December 31, 2021.

	2021	2020
Issued common shares	115,108,304	90,213,300[1]
Weighted average shares outstanding - basic	92,287,884	90,213,300
Weighted average shares outstanding - diluted	92,287,884	90,213,300
Income (loss per share) basic and diluted	(0.04)	0.03

[1] Reflects the 20:1 stock split effective on November 25, 2021.

During the twelve months ended December 31, 2021, there were 12,350 (2020 - 0) weighted average outstanding share options and warrants excluded from the computation of diluted loss per share as they were anti-dilutive.

20. Employee compensation

The total employee compensation comprising salaries and benefits, excluding government assistance, for the fiscal year ended December 31, 2021 was $20,921 (2020 - $19,687). The total stock compensation expense to employees for the fiscal year ended December 31, 2021 was $3,475 (2020 - $Nil).

21. Net changes in non-cash working capital

	2021	2020
Decrease (increase) in trade receivables	$ 1,380	$ (1,958)
Increase in inventory	(194)	(61)
Increase in prepaid expenses and deposits	(742)	(897)
Increase in trade and other payables	1,547	2,139
Increase (decrease) in government remittances payable	174	(9)
Increase in contract liabilities	843	801
	$ 3,008	$ 15

22. Related party transactions

The Corporation transacts with key individuals from management who have authority and responsibility to plan, direct, and control the activities of the Corporation. Key management personnel are defined as the executive officers of the Corporation.

Remuneration to key management was as follows:

	2021	2020
Salaries and benefits	$1,500	$1,589
Stock-based compensation	1,335	-

During the year, companies controlled by a member of key management personnel of the Corporation charged license fees of $120 (2020 - $120) and consulting fees of $240 (2020 - $120) to the Corporation, which are included in general and administrative expenses. Of these amounts, $23 (2020 - $20) are outstanding and included in trade and other payables as at December 31, 2021.

As at December 31, 2021, loans receivable of $1,144 (2020 - $1,274) as due from companies controlled by a member of key management personnel of the Corporation. The loans are non-interest bearing, unsecured and have no fixed terms of repayment.

(Expressed in thousands of Canadian dollars, except number of shares)

23. Financial instruments

The Corporation is exposed to various risks through its financial instruments. The following analysis provides a measure of the Corporation's risk exposure and concentrations at the consolidated balance sheet date:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's main credit risks relate to its trade receivables and loans receivable. The Corporation provides credit to its customers in the normal course of its operations. For these and other debts, the Corporation determines, on a continuing basis, the probable losses and recognizes provisions for losses based on the estimated recoverable amount where necessary. In management's opinion, the risk of non-collection on trade receivables and loans receivable is not significant.

The Corporation has applied the simplified approach to providing for expected credit losses, which permits the use of a lifetime expected credit loss provision for all trade receivables. To measure the expected credit losses, a full allowance is provided for a customer balance when there is doubt about the customer's future capacity to fulfill its payment obligations. For the remaining trade receivable balances, they have been grouped based on the number of days past due and the Corporation then applies a provision matrix to determine its loss position. The loss allowances at December 31, 2021, and 2020 were determined as follows for trade receivables are based upon the Corporation's historical default rates over the expected life of the accounts receivables adjusted for forward looking estimates.

At each reporting date, the Corporation measures the loss allowance for the loans receivable at an amount equal to the lifetime expected credit losses if the credit risk on the loans receivable has increased significantly since initial recognition. If, at the reporting date, the credit risk on the loans receivable has not increased significantly since initial recognition, the Corporation measures the loss allowance at an amount equal to 12-month expected credit losses.

Trade and loans receivable consist of the following:

	Less than 31 days	31 to 60 days	61 to 90 days	More than 90 days	Total
As at December 31, 2021					
Gross carrying amount	$ 4,219	$ 1,271	$ 538	$ 3,758	$ 9,786
Individually impaired	-	-	-	-	-
	4,219	1,271	538	3,758	9,786
Expected loss rate	0%	0%	0%	6%	2%
Collectively impaired	-	-	-	(217)	(217)
Total loss allowance	-	-	-	(217)	(217)
Trade and loans receivable, net	$ 4,219	$ 1,271	$ 538	$ 3,541	$ 9,569

	Less than 31 days	31 to 60 days	61 to 90 days	More than 90 days	Total
As at December 31, 2020					
Gross carrying amount	$ 4,196	$ 2,382	$ 1,328	$ 2,884	$ 10,790
Individually impaired	(1)	(16)	(25)	(111)	(153)
	4,195	2,366	1,303	2,773	10,637
Expected loss rate	-	-	-	6%	-
Collectively impaired	-	-	-	(168)	(168)
Total loss allowance	(1)	(16)	(25)	(279)	(321)
Trade and loans receivable, net	$ 4,195	$ 2,366	$ 1,303	$ 2,605	$ 10,469

(b) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Corporation earns revenues and incurs expenses in foreign currencies.

As a result, the following financial assets and liabilities (shown in their foreign currency amounts) are denominated in foreign currencies as at year-end and therefore subject the Corporation to currency risk:

	USD	EUR	GBP	HKD	AUD	BZL	Other	Total
	$	€	£	$	$	R$		
As at December 31, 2021								
Cash and cash equivalents	$ 4,871	$ 918	$ 2,414	$ 2,032	$ 1,299	$ 3,908	$ 493	$ 15,935
Restricted cash	1,209	-	-	-	298	-	-	1,507
Term deposits	-	-	-	-	539	-	-	539
Trade receivables	2,167	-	594	2,955	566	659	1,328	8,269
Loans receivable	-	1,163	-	-	-	-	-	1,163
Trade and other payables	(1,938)		(494)	(2,593)	(442)	-	(164)	(5,631)
Promissory notes payable	-	-	-	-	-	-	(4,042)	(4,042)
Contingent consideration payable	-	-	-	-	-	-	(246)	(246)
Loans payable (included within loans receivable on the statement of financial	(1,182)	-	-	-	-	-	-	(1,182)
Net financial position exposure	$ 5,127	$ 2,081	$ 2,514	$ 2,394	$ 2,260	$ 4,567	$ (2,631)	$ 16,312

	USD	EUR	GBP	HKD	AUD	BZL	Other	Total
	$	€	£	$	$	R$		
As at December 31, 2020								
Cash and cash equivalents	$ 1,989	$ 580	$ 4,099	$ 2,180	$ 869	$ 1,421	$ 741	$ 11,879
Term deposits	-	-	-	-	532	-	-	532
Trade receivables	2,335	-	597	818	686	388	1,140	5,964
Loans receivable	-	1,072	-	-	-	-	-	1,072
Trade and other payables	(678)	-	(364)	(995)	(213)	(7)	(288)	(2,545)
Promissory notes payable	-	-	-	-	-	-	(6,449)	(6,449)
Loans payable (included within loans receivable on the statement of financial	(1,075)	-	-	-	-	-	-	(1,075)
Net financial position exposure	$ 2,571	$ 1,652	$ 4,332	$ 2,003	$ 1,874	$ 1,802	$ (4,856)	$ 9,378

(Expressed in thousands of Canadian dollars, except number of shares)

23. Financial instruments (continued)

(b) Currency risk (continued)

The table below shows the increase (decrease) in net income (loss) before income taxes of a 10% strengthening in the average exchange rate of significant currencies to which the Corporation has transaction exposure as at December 31, 2021 and 2020. The sensitivity associated with a 10% weakening of a particular currency would be equal and opposite. This assumes that each currency moves in isolation. The Corporation's exposure to foreign currency changes for all other currencies is not material.

	USD	GBP	AUD	Total
2021	$ 94	$ 12	$ 36	$ 142
2020	51	36	21	108

The foreign exchange loss for the year includes a realized foreign exchange gain of approximately $27 (2020 - $41) and an unrealized foreign exchange loss of approximately $480 (2020 - $83).

(c) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument might be adversely affected by a change in interest rates. The Corporation is exposed to interest rate risk arising from fluctuations in interest rates on its bank loans. A 1% increase (decrease) in the interest rates on its bank loans will result in increase (decrease) in interest expense of $49 (2020- $39) for the year ended December 31, 2021. The Corporation does not use derivative financial instruments to reduce it exposure to interest rate risk.

(d) Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting its obligations associated with its financial liabilities. The Corporation is exposed to this risk in respect of its bank loans, trade and other payables, forgivable loan, promissory notes payable and contingent consideration. The Corporation's ability to meet its obligations depends on the receipt of funds from its operations and loans receivable, in the form of revenues or advances.

The contractual maturities of the Corporation's financial liabilities are as follows:

	Less than 1 year	1 to 3 years	4 to 5 years	Over 5 years	Total
As at December 31, 2021					
Bank loans	$ 3,992	$ 386	$ -	$ -	$ 4,378
Trade and other payables	5,805	880	-	-	6,685
Forgivable loan payable	-	40	-	-	40
Promissory notes payable	335	335	-	-	670
Contingent consideration	123	188	32	-	343
Total as at December 31, 2021	$ 10,255	$ 1,829	$ 32	$ -	$ 12,116
As at December 31, 2020					
Bank loans	$ 2,565	$ 1,782	$ -	$ -	$ 4,347
Trade and other payables	5,048	-	-	-	5,048
Forgivable loan payable	-	30	-	-	30
Promissory notes payable	1,044	678	-	-	1,722
Total as at December 31, 2020	$ 8,657	$ 2,490	$ -	$ -	$ 11,147

(e) Capital management

The Corporation's objective when managing capital is ensuring sufficient liquidity to support its financial obligations and execute its operating and strategic plans. For the purpose of capital management, capital includes internal and external borrowings. The Corporation manages its capital structure and adjust it in light of changes in economic conditions and the risk characteristics of underlying assets. To maintain or adjust its capital structure, the Corporation might obtain financing from its parent company, through additional capital contributions or debt financing. The Corporation is not subject to externally imposed capital requirements. Management reviews its capital management approach on an ongoing basis.

24. Government grants

During the year ended December 31, 2021, the Corporation received an employee wage subsidy of $1,010 (2020 - $3,257) from the Government of Canada under its Canada Emergency Wage Subsidy ("CEWS") program, which is designed to enable businesses to re-hire workers previously laid off as a result of the COVID-19 pandemic and help prevent further job losses. This amount has been recognized as a government grant within general and administrative expenses in net income (loss) and comprehensive income (loss) during the year.

25. Subsequent events

(a) Acquisition of 1157487 Ontario Inc. (operating as Kalex Equipment Services)

On January 21, 2022, the Corporation acquired all of the issued and outstanding shares of 1157487 Ontario Inc. (operating as Kalex Equipment Services) ("Kalex") a company incorporated under the laws of Ontario. The total purchase price was $2,500, paid as cash consideration, promissory note payable and issuance of common shares. Kalex carries on the business of reselling new and legacy information technology point-of-sale equipment to the Canadian retail sector and providing on-line and other support services on the POS retail equipment stores.

At the time the consolidated financial statements were authorised for issue, the initial accounting for the business combination was incomplete. Accordingly, the Corporation has not disclosed the acquisition date fair value of the total consideration transferred and the acquisition date fair value of each major class of consideration; a description of the arrangement and the basis for determining the amount of the payment for contingent consideration arrangements; and a condensed balance sheet showing the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed.

(b) Acquisition of Loyalty Lane, Inc.

On February 18, 2022, the Corporation acquired all of the issued and outstanding shares of Loyalty Lane, Inc., a company incorporated under the laws of Georgia. Loyalty Lane, Inc. carries on the business of providing loyalty and rewards transaction processing for independent grocers. The total purchase price was $7,600, paid as cash consideration and issuance of common shares.

At the time the consolidated financial statements were authorised for issue, the initial accounting for the business combination was incomplete. Accordingly, the Corporation has not disclosed the acquisition date fair value of the total consideration transferred and the acquisition date fair value of each major class of consideration; a description of the arrangement and the basis for determining the amount of the payment for contingent consideration arrangements; and a condensed balance sheet showing the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed.

(Expressed in thousands of Canadian dollars, except number of shares)

26. Geographic information

The geographic segmentation of the Corporation's assets is as follows:

	Canada	United States	Australia	United Kingdom	Other	Total
As at December 31, 2021						
Property and equipment	$ 1,573	$ 37	$ 42	$ 114	$ 241	$ 2,007
Right-of-use assets	2,752	719	468	987	641	5,567
Goodwill	965	-	-	-	1,511	2,476
Intangible assets	1,821	-		-	820	2,641

	Canada	United States	Australia	United Kingdom	Other	Total
As at December 31, 2020						
Property and equipment	$ 1,697	$ 74	$ 87	$ 212	$ 221	$ 2,291
Right-of-use assets	3,511	921	173	1,257	678	6,540
Goodwill	965	-	-	-	939	1,904
Intangible assets	2,680	-	-	-	541	3,221

The geographic segmentation of the Corporation's revenues is as follows:

	Canada	United States	Australia	United Kingdom	Other	Total
Year ended December 31, 2021						
Services and payments revenue	$ 23,462	$ 15,966	$ 3,191	$ 5,238	$ 4,371	$ 52,228
Hardware and other revenue	1,509	423	121	123	763	2,939

	Canada	United States	Australia	United Kingdom	Other	Total
Year ended December 31, 2020						
Services and payments revenue	$ 22,573	$ 14,700	$ 3,247	$ 5,734	$ 2,676	$ 48,930
Hardware and other revenue	1,513	319	178	132	453	2,595