

ARMADA DATA CORPORATION
UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED FEBRUARY 28, 2017

NOTICE OF NO AUDITOR REVIEW OF UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the unaudited interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these unaudited interim consolidated financial statements. These unaudited interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS").

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT FEBRUARY 28, 2017

CANADIAN DOLLARS

	as at February 28, 2017	as at February 29, 2016	as at May 31, 2016
Current			
Cash	\$ 222,633	\$ 209,181	\$ 231,242
Accounts receivable (notes 2 & 11)	335,371	324,529	417,171
Related Party Receivable (note 6)	5,320	8,763	3,780
Corporate taxes receivable (note 8)	53,200	-	-
Prepaid expenses and sundry assets	48,158	47,156	48,001
Total Current Assets	664,682	589,629	700,194
Property and Equipment - net (notes 2 and 3)	52,060	84,041	73,557
Goodwill - net (note 4)	180,000	180,000	180,000
	<u>\$ 896,742</u>	<u>\$ 853,670</u>	<u>\$ 953,751</u>
 LIABILITIES			
Current			
Accounts payable and accrued liabilities	\$ 188,157	\$ 305,619	\$ 250,001
Related Party Payable (note 6)	-	537	537
Deferred revenue	40,000	-	25,000
Corporation income taxes payable (note 8)	-	8,845	42,955
Notes payable - current portion - related party (note 5)	-	1,000	281,000
Total Current Liabilities	228,157	316,001	599,493
Notes payable - long term portion - related party (note 5)	-	281,000	-
	<u>228,157</u>	<u>597,001</u>	<u>599,493</u>
 SHAREHOLDERS' EQUITY			
Share Capital (note 7)	1,730,022	1,730,022	1,730,022
Contributed Surplus	175,505	175,505	175,505
(Deficit)	(1,236,942)	(1,648,858)	(1,551,269)
	<u>668,585</u>	<u>256,669</u>	<u>354,258</u>
	<u>\$ 896,742</u>	<u>\$ 853,670</u>	<u>\$ 953,751</u>
Contingency (Note 13)			

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

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

	Share Capital	Contributed Surplus	(Deficit)	Total Equity
Balance as at May 31, 2014	\$ 1,730,022	\$ 175,505	\$ (1,194,382)	\$ 711,145
Comprehensive Income			(134,805)	(134,805)
Balance as at February 28, 2015	\$ 1,730,022	\$ 175,505	\$ (1,329,187)	\$ 576,340
Comprehensive (Loss)			(505,629)	(505,629)
Balance as at May 31, 2015	\$ 1,730,022	\$ 175,505	\$ (1,834,816)	\$ 70,711
Comprehensive Income			185,958	185,958
Balance as at February 29, 2016	\$ 1,730,022	\$ 175,505	\$ (1,648,858)	\$ 256,669
Comprehensive Income			97,589	97,589
Balance as at May 31, 2016	\$ 1,730,022	\$ 175,505	\$ (1,551,269)	\$ 354,258
Comprehensive Income			314,327	314,327
Balance as at February 28, 2017	\$ 1,730,022	\$ 175,505	\$ (1,236,942)	\$ 668,585

Contingency (Note 13)

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

ARMADA DATA CORPORATION
UNAUDITED INTERIM CONSOLIDATED CASH FLOW STATEMENT
FOR THE PERIOD ENDED FEBRUARY 28, 2017
CANADIAN DOLLARS

	3 months ended	3 months ended	6 months ended	6 months ended	9 months ended	9 months ended
	February 28, 2017	February 29, 2016	February 28, 2017	February 29, 2016	February 28, 2017	February 29, 2016
Operating Activities						
Comprehensive income for the period	\$ 51,733	\$ 81,419	\$ 169,473	\$ 115,782	\$ 314,327	\$ 185,958
Items not involving cash:						
Amortization	9,778	10,061	19,556	20,122	29,335	30,887
	61,511	91,480	189,029	135,904	343,662	216,845
Changes in non-cash working capital						
Accounts receivable	(1,047)	(24,935)	162,648	(49,015)	81,800	(57,347)
Related party receivable	(1,154)	(4,726)	1,020	(279)	(1,540)	(5,270)
Corporation income taxes receivable	(22,800)		(45,600)		(53,200)	
Prepaid expenses and sundry assets	(73)	6,799	(8,682)	(10,797)	(157)	(55)
Accounts payable and accrued liabilities	27,206	12,608	(17,523)	80,014	(61,845)	50,856
Related party payable	(1,894)	(4,001)	-	(480)	(537)	(932)
Deferred revenue	(15,000)	-	(30,000)	-	15,000	-
Corporation income taxes payable	-	(59,747)	-	(94,747)	(42,955)	(101,778)
Cash (used in) provided by operating activities	(14,762)	(74,002)	61,863	(75,304)	(63,434)	(114,526)
Investing Activities						
Purchase of property and equipment	(6,839)	(110)	(6,839)	(2,992)	(7,837)	(3,784)
Gain on disposal of property and equipment - MB	-	-	-	45,000	-	45,000
Cash (used in) provided by investing activities	(6,839)	(110)	(6,839)	42,008	(7,837)	41,216
Financing Activities						
(Decrease)in Related Party Notes Payable-net	(275,000)	(5,000)	(278,000)	(9,000)	(281,000)	(11,000)
Cash (used in) Financing Activities	(275,000)	(5,000)	(278,000)	(9,000)	(281,000)	(11,000)
Net (decrease) increase in Cash	(235,090)	12,368	(33,947)	93,608	(8,609)	132,535
Cash, beginning of period	457,723	196,813	256,580	115,573	231,242	76,646
Cash, end of period	\$ 222,633	\$ 209,181	\$ 222,633	\$ 209,181	\$ 222,633	\$ 209,181

Contingency (Note 13)

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

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

1. CORPORATE INFORMATION

The Company was incorporated in Canada, and its principal place of business is located at 5080 Timberlea Blvd, Suite #215, Mississauga, Ontario, Canada.

Armada Data Corporation (the "Company") is engaged in the accumulation and sale of data related to the purchase of new and used vehicles.

The Mister Beer production facility was shut down December 31, 2014, and its assets disposed of in fiscal 2016.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These unaudited interim consolidated financial statements include the accounts of Armada Data Corporation and its 90% owned subsidiary, The Big & Easy bottle Brewing Company Inc. ("TBE"). TBE owns 100% of the shares of Mister Beer Inc.

These unaudited interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS"). These unaudited interim consolidated financial statements should be read in conjunction with the audited annual financial statements for the year ended May 31, 2016.

The adoption of IFRS resulted in changes to the accounting policies as compared with the annual audited May 31, 2012 consolidated financial statements prepared under Canadian GAAP. The accounting policies set out below have been applied consistently to all periods presented.

The prior periods' comparative figures have been reclassified, where necessary, to conform to the current period's presentation.

These unaudited interim consolidated financial statements for the period ended February 28, 2017 were authorized for issuance by the Board of Directors of the Company on April 28, 2017.

Basis of measurement

These unaudited interim consolidated financial statements have been prepared on the historical cost basis, except financial instruments classified as at fair value through profit and loss, which are measured at fair value.

Basis of consolidation

The unaudited interim consolidated financial statements are prepared on a consolidated basis and include the Company and its wholly owned subsidiary, CCC Internet Solutions Inc. and its 90% interest in The Big & Easy Bottle Brewing Company Inc. ("TBE"). TBE owns 100% of the shares of Mister Beer Inc. All intercompany balances and transactions have been eliminated.

Non-controlling interest represents the portion of a subsidiary's earnings and losses and net assets that is not held by the Company. If losses in a subsidiary applicable to a non-controlling interest exceed the non-controlling interest in the subsidiary's equity, the excess is allocated to the non-controlling interest except to the extent that the majority has a binding obligation and is able to cover the losses.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business Combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The acquiree's identifiable assets and liabilities are recognized at their fair values at the date of acquisition. The transaction costs associated with business combinations are expensed as incurred.

Goodwill represents the excess of the consideration transferred in a business acquisition over the fair value of identifiable net assets acquired in such acquisitions. Goodwill is determined as at the date of the business combination. Goodwill is not amortized but is tested for impairment annually or more frequently, if events or changes in circumstances indicate the asset might be impaired.

Foreign currency translation

The Company's presentation and functional currency is the Canadian dollar. The functional currency of the Company's subsidiary is also the Canadian dollar. Items included in the financial statements of the Company and its subsidiary are measured using that functional currency.

Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the year-end exchange rate and non-monetary items are translated at historical rates of exchange at the time of the acquisition of assets or obligations incurred. Revenue and expenses are translated at an average rate of exchange in effect during the year. Foreign exchange translation gains and losses are recorded into income in the year in which they occur.

Revenue recognition and Deferred Revenue

Customer membership fees are generated as services are provided to the customer. The unearned portion, if any, is reflected as deferred revenue on the unaudited interim consolidated statement of financial position. The Dealer, Retail, Insurance and IT services revenue are recognized as the service is performed. The service primarily consists of inquiry into the database regarding the value of a vehicle. The primary method of settlement for the Dealer, Retail and Membership fee is by credit card which is billed just before the service is performed. The other services are invoiced and billed with normal business terms of settlement.

The Company recognizes revenue when the services have been provided, the amount of revenue can be measured reliably and collectability is reasonably assured. Revenue is measured at the fair value of consideration received or receivable.

Share-based payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and others. The board of directors grants such options for periods of up to ten years, with vesting periods determined at its sole discretion and at prices equal to or greater than fair value of the shares on the day preceding the date the options were granted.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

Share issue costs

Costs directly identifiable with the raising of capital are recorded as a reduction of the proceeds received from common share issuances. Share issue costs consist primarily of corporate finance fees, legal fees and managing dealer commissions and marketing fees.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax expense

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Financial Instruments

The Company recognizes financial assets and financial liabilities when the Company becomes a party to a contract. Financial assets and financial liabilities, with the exception of financial assets classified as at fair value through profit or loss, are measured at fair value plus transaction costs on initial recognition. Financial assets at fair value through profit or loss are measured at fair value on initial recognition and transaction costs are expensed when incurred.

Measurement in subsequent periods depends on the classification of the financial instrument:

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are classified as FVTPL when acquired principally for the purpose of trading, if so designated by management, or if they are derivative assets. Financial assets classified as FVTPL are measured at fair value, with changes recognized in the consolidated statements of income.

Cash is classified as FVTPL. The Company does not currently hold any derivative assets.

Loans and Receivables

Loans and receivables are non-derivative financial assets that have fixed or determinable payments and are not quoted in an active market. Subsequent to initial recognition, loans and receivables are carried at amortized cost using the effective interest method.

Accounts receivables and related party receivables are classified as loans and receivables.

Other financial liabilities

Other financial liabilities are financial liabilities that are not derivative liabilities or classified as FVTPL. Subsequent to initial recognition, other financial liabilities are measured at amortized cost using the effective interest method.

The Company's other financial liabilities include accounts payable and accrued liabilities, subordinated debt, related party payable and note payable. The Company does not currently hold any derivative liabilities.

The effective interest method is a method of calculating the amortized cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all transaction costs and other premiums or discounts) through the expected life of the debt instrument to the net carrying amount on initial recognition.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash

Cash and cash equivalents comprise of cash balances at a major Canadian based financial institution. Bank overdrafts are repayable on demand and are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Accounts receivable

Accounts receivable are recorded net of an allowance for uncollectible or doubtful accounts. The Company reviews accounts receivable and provides a reserve for amounts estimated not to be collectible. During this review, historical experience, the age of the receivable balance, the credit-worthiness of the customer and the reason for the delinquency are considered.

Property and equipment

Items of property and equipment are measured at cost less accumulated amortization and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset.

Property and equipment is amortized and charged to income over the estimated useful life of the assets on the following basis:

Leasehold improvements	- straight line over 5 years
Machinery & equipment	- 20% declining balance
Furniture and fixtures	- 20% declining balance
Computer hardware	- 30% declining balance
Computer software	- 100% declining balance
Telephone equipment	- 20% declining balance

Property and equipment purchased during the year are amortized at one-half the above stated rates.

Earnings per share

Basic earnings per share are computed by dividing the net earnings available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings per share is computed similar to basic earnings per share except that the weighted average shares outstanding are increased to include additional shares for the potential exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Impairment of long-lived assets

The carrying amounts of the Company's long-lived assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the income statement. The recoverable amount of goodwill is estimated and compared to the carrying value on an annual basis whether or not there is an indication the goodwill is impaired.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of long-lived assets

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted at a rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount, with the exception of impairment losses on goodwill, which are not reversed. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

Leases

Leases are classified as either finance or operating leases. Finance leases are those that substantially transfer the benefits and risks of ownership of an asset to the lessee. All leases other than finance leases are operating leases.

Assets held under finance leases are recognized as assets, and a corresponding liability is recognized as a finance lease obligation. Lease payments are apportioned between interest expense and reduction of the lease obligation to achieve a constant rate of interest on the remaining liability. Total payments under operating leases are expensed on a straight-line basis over the term of the relevant lease. Incentives received upon entry into an operating lease are recognized straight-line over the lease term.

Critical Accounting Estimates and Judgments

The preparation of these unaudited interim consolidated financial statements requires the Company to apply judgment when making estimates and assumptions that affect the reported amounts recognized in the unaudited interim consolidated financial statements. These estimates have a direct effect on the measurement of transactions and balances recognized in the unaudited interim consolidated financial statements. Actual results could differ from estimates. The Company has also made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the unaudited interim consolidated financial statements. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Impairment of assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value.

Useful life of property and equipment and intangible assets

Property and equipment are amortized over the estimated useful life of the assets. Changes in the estimated useful lives could significantly increase or decrease the amount of amortization recorded during the year. Total amortization recorded for the three months ended February 28, 2017 was \$9,778 (2016 \$10,061).

Share-based compensation

Management is required to make certain estimates when determining the fair value of stock options awards and the number of awards that are expected to vest. The Company recognized stock-based compensation expense for the three months ended February 28, 2017 of \$ Nil (2016 – \$ Nil). These estimates affect the amount recognized as stock-based compensation in the statement of comprehensive income.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

2. SIGNIFICANT ACCOUNTING POLICIES(Continued)

Income Tax

Management is required to apply judgement in determining whether it is probable deferred income tax assets will be realized. At February 28, 2017 and February 29, 2016, management had determined that future realization of its deferred income tax assets did not meet the threshold of being probable, and as such, has not recognized any deferred income tax assets in the interim consolidated balance sheet. In addition, the measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the annual audited consolidated financial statements.

Future Changes in Accounting Standards

A number of new standards, amendments to standards and interpretations will not be effective for the year ended May 31, 2017, and have not been applied in preparing these unaudited interim consolidated financial statements.

IFRS 9 Financial Instruments: Classification and Measurement

In November 2010, the IASB issued, and subsequently revised in October 2011, IFRS 9 Financial Instruments (IFRS 9) as a first phase in its ongoing project to replace IAS 39. IFRS 9, which is to be applied retrospectively, is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The IASB has proposed the effective date of IFRS 9 be changed to annual periods beginning on or after January 1, 2015.

IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The standard also adds guidance on the classification and measurement of financial liabilities. The Company is currently assessing the impact of this standard on the financial statements.

IFRS 13 Fair Value Measurement

In May 2011, the IASB issued IFRS 13 Fair Value Measurement (IFRS 13). IFRS 13, which is to be applied prospectively, is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted.

IFRS 13 defines fair value, provides a framework for measuring fair value and includes disclosure requirements for fair value measurements. IFRS 13 will be applied in most cases when another IFRS requires (or permits) fair value measurement. Management has not yet determined the potential impact that the adoption of IFRS 13 will have on the Company's consolidated financial statements.

Other

In June 2011, the IASB amended IAS 19 Employee Benefits (IAS 19). The amendments to IAS 19 relate primarily to defined benefit pension plans. The Company does not believe the changes resulting from these amendments are relevant to its financial statements.

In June 2011, the IASB issued amendments to IFRS 7 *Financial Instruments: Disclosures*. The Company does not believe the changes resulting from these amendments are relevant to its financial statements.

In May 2011, the IASB issued IFRS 10 *Consolidated Financial Statements*, IFRS 11 *Joint Arrangements* and IFRS 12 *Disclosure of Interests in Other Entities*. The Company does not believe the changes resulting from these new standards are relevant to its financial statements.

In June 2011, the IASB issued amendments to IAS 1 *Presentation of Financial Statements* and IAS 19 *Employee Benefits*. The Company does not believe the changes resulting from these amendments are relevant to its financial statements.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

3. PROPERTY AND EQUIPMENT

Property and equipment consist of:

	February 28, 2017			May 31, 2016
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Leasehold improvements	\$ 172,978	\$ 148,086	\$ 24,892	\$ 49,782
Furniture and fixtures	26,829	20,952	5,877	6,915
Computer hardware	148,913	132,010	16,903	11,698
Telephone equipment	21,742	17,354	4,388	5,162
Computer software	39,238	39,238	-	-
Total	\$ 409,700	\$ 357,640	\$ 52,060	\$ 73,557

4. ACQUISITIONS AND GOODWILL

- i) On October 1, 2011, the Company acquired 90% of the issued and outstanding shares of The Big & Easy Bottle Brewing Company Inc. ("TBE"). TBE is the holder of all of the shares of Mister Beer Inc., a company which invented and has a pending patent on a unique "microbrewery in a bottle", allowing consumers to produce premium beer at roughly have the cost of regular beer.

The aggregate purchase price for 90% of the shares of TBE acquired by Armada was \$500,000 paid as follows: (i) a convertible promissory note in the amount of \$100,000; and (ii) \$400,000 worth of Armada common shares issued at closing at an issue price of \$0.20, such that 2,000,000 share of Armada were issued. The Note was payable in monthly non-interest bearing installments of \$4,167 over a 24-month term. The outstanding principal balance on the Note was convertible into shares of Armada at the conversion rate of \$0.25 per share of Armada at any time during the 24-month term of the Note, should no cash payments be made. The shares to be issued were subject to all applicable securities and regulatory hold periods.

The purchase price assumes repayment by the Company and any subsidiary of all shareholder loans, loans from affiliated companies and bank indebtedness.

Aggregate purchase price for 90% of TBE shares	\$ 500,000
Implied cost of 100% of TBE shares	555,556
Add: Fair value of liabilities in excess of assets at acquisition date	216,934
Goodwill acquired	<u>\$ 772,490</u>

- ii) In July, 2010, the company purchased certain assets of Cybernet Finder Corporation, consisting of goodwill in the value of \$180,000, and equipment and computer hardware in the value of \$20,000. The purchase price for the acquisition was \$200,000, which was paid by \$20,000 cash on closing, an issuance of a promissory note (note payable) in the amount of \$90,000 and the issuance of 290,323 shares at \$0.31 per share, (which was the trading price at the time of the transaction), with an aggregate value of \$90,000. The promissory note was non-interest bearing, commenced August 1, 2010 and ended January 1, 2012, with monthly installments of \$5,000 on the first day of each month.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

4. ACQUISITIONS AND GOODWILL (continued)

Goodwill

	<u>February 28, 2017</u>	<u>February 29, 2016</u>	<u>May 31, 2016</u>
Beginning and ending balance	\$ 180,000	\$ 180,000	\$ 180,000

5. NOTES PAYABLE – RELATED PARTY

On November 24, 2014 and January 30, 2015, the Company entered into loan agreements with a related company owned by a director of the Armada Data Corporation. The principal amount of the first loan is \$100,000 and bears interest of 12% per annum and is secured by a general security agreement covering specific assets of the Company. The loan matured January 30, 2017. A promissory note and repayment schedule were executed, with principal monthly payments of \$1,000 plus interest for 26 months until December 31, 2016. The remaining balance of \$74,000 will then be due in full on January 30, 2017. The second loan agreement was entered into on January 30, 2015 and replaced the bank overdraft with HSBC Bank Canada. The principal amount of this loan is \$200,000 and bears interest of 12% per annum and is secured by the same general security agreement as the first loan, covering specific assets of the Company. The loan matured February 29, 2016. A promissory note and repayment schedule were executed, with monthly interest payments of \$2,000 until January 30, 2016, and the principal amount was due in full on February 29, 2016. This loan has been extended, with interest payments to be made until December 31, 2016, at which time the full \$200,000 principal amount was due and repaid.

6. RELATED PARTY TRANSACTIONS

Included in expenses are the following paid to directors and parties related to directors of the Company:

- a) A director of the Company is also a director and 50% shareholder of Lease Busters Inc. Another director is a partner in a legal firm which provides services to the Company.
- b) Management salaries were paid to certain directors of the Company.
- c) \$180,000 in Goodwill was acquired from Cybernet Finder Corporation, which is owned by a director of Armada Data Corporation.
- d) The Company entered into loan agreements with a company owned by a director of the Armada Data Corporation. The principal amounts of the loans total \$300,000 and bear interest of 12% per annum and are secured by a general security agreement covering specific assets of the Company. These loans matured December 31, 2016 and January 30, 2017 and have been repaid.
- e) Included in revenue is \$13,083 from parties related to directors of Armada Data Corporation (February 29, 2016 \$12,005).
- f) Related party receivables of \$5,320 are due from parties related to directors of Armada Data Corporation (February 29, 2016 \$8,763).
- g) Nil related party payables are due to directors or parties related to directors of Armada Data Corporation (February 29, 2016 \$537).
- h) The Company is subletting office space from Lease Busters Inc.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

6. RELATED PARTY TRANSACTIONS (continued)

i) Included in expenses are the following paid to directors and parties related to directors of the Company.

	3 months ended February 28, 2017	3 months ended February 29, 2016	year ended May 31, 2016
Advertising	\$ 6,027	\$ 1,415	\$ 4,980
Automobile	3,600	3,600	13,800
Computer Consulting	2,750	-	2,400
Interest	2,750	6,570	34,470
Management Salaries	84,244	67,492	247,444
Professional Fees	5,400	3,518	29,986
Rent	3,000	3,000	9,000
	<u>\$ 107,771</u>	<u>\$ 85,595</u>	<u>\$ 342,080</u>
Amounts due from Related Parties	<u>\$ 5,320</u>	<u>\$ 8,763</u>	<u>\$ 3,780</u>
Amounts owing to Related Parties	<u>\$ -</u>	<u>\$ 537</u>	<u>\$ 537</u>

All of the above transactions have been in the normal course of operations, and in management's opinion, undertaken with the same terms and conditions as transactions with unrelated parties. The value of these transactions approximates fair value. All transactions with related parties are measured at their exchange amount.

7. SHARE CAPITAL

a) Authorized

Unlimited common shares without par value

b) Issued

	<u>February 28, 2017</u>		<u>February 29, 2016</u>	
	Number of shares	\$	Number of shares	\$
CCC Internet Solutions Inc.				
Armada Data Corporation				
Beginning balance	17,670,265	\$ 1,730,022	17,670,265	\$ 1,730,022
Ending balance – Basic and fully diluted	<u>17,670,265</u>	<u>\$ 1,730,022</u>	<u>17,670,265</u>	<u>\$ 1,730,022</u>

c) Stock Options

Stock Options of the Company are granted to eligible persons (as defined in the Company's Stock Option Incentive Plan) and include any director, employee or consultant of the Company. The exercise price of such options is determined by the Board of Directors, provided that such price is not lower than the closing price for the underlying shares as quoted on the TSX Venture Exchange for the market trading day immediately prior to the date of grant less any discount permitted by the TSX Venture Exchange. These options are not transferable and are presently exercisable for a period of up to 10 years from the date of grant.

Stock Options Outstanding – There are no stock options outstanding at February 28, 2017 or February 29, 2016.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

7. SHARE CAPITAL (continued)

Stock Options (Continued)

d) Shares Issuable Under the Plan

Subject to the requirements of the Exchange:

- i. the aggregate number of Option Shares that may be issuable pursuant to Options granted under the Plan will not exceed 2,700,000 shares;
- ii. unless approval of this Plan is obtained by Disinterested Shareholder Approval,
 - a. the number of shares reserved for issuance under Options granted to Insiders of the Corporation under this Plan and all outstanding stock option plans or grants of options may not at any time exceed ten percent (10%) of the issued shares of the Corporation;
 - b. no more than an aggregate of ten percent (10%) of the issued shares of the Corporation, calculated at the date the option(s) is(are) granted, may be granted to Insiders of the Corporation in any twelve (12) month year under this Plan and all outstanding stock option plans or grants of options;
 - c. no more than an aggregate of five percent (5%) of the issued shares of the Corporation, calculated at the date the Option is granted, may be granted to any one Optionee in any twelve (12) month year under this Plan and all outstanding stock option plans or grants of options; however, upon obtaining the requisite Disinterested Shareholder Approval, these provisions shall no longer apply;
- iii. no more than two percent (2%) of the issued shares of the Corporation, calculated at the date the Option is granted, may be granted to any one Consultant in any twelve (12) month year;
- iv. no more than an aggregate of two percent (2%) of the issued shares of the Corporation, calculated at the date the Option is granted, may be granted to persons providing Investor Relations Activities in any twelve (12) month year.

8. INCOME TAXES

- a) The Company follows the liability method of accounting for income taxes. Under this method, future tax liabilities and assets are recognized for the estimated tax consequences attributable to differences between the financial statement carrying amounts of asset and liabilities and their respective tax bases. Future tax liabilities and assets are measured using enacted tax rates. The effect on the future tax liabilities and assets of a change in tax rates is recognized in the year that the change occurs.
- b) At May 31, 2016, The Big and Easy Bottle Brewing Company Inc. and Mister Beer Inc. had combined non-capital losses for income tax purposes of \$1,864,591 available to offset future taxable income. The potential tax benefits have not been reflected in these financial statements. These losses will expire as follows:

May 31, 2029	\$	48,677
May 31, 2030		81,046
May 31, 2031		60,171
May 31, 2032		236,305
May 31, 2033		545,726
May 31, 2034		591,881
May 31, 2035		<u>300,785</u>
	\$	<u>1,864,591</u>

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

9. NON-CONTROLLING INTEREST

Balance—October 1, 2011	-
Implied cost of 100% of TBE shares per note 4)i)	555,556
Aggregate purchase price of 90% of TBE shares	<u>(500,000)</u>
Balance at November 30, 2011	55,556
Less: Non-controlling interest's share of net loss of TBE and Mister Beer Inc.	<u>(128,769)</u>
Balance at February 28, 2014	(73,213)
Less: Non-controlling interest's share of net loss of TBE and Mister Beer Inc.	<u>(37,298)</u>
Balance at February 28, 2015	(110,511)
Less: Non-controlling interest's share of net loss of TBE and Mister Beer Inc.	<u>(49,653)</u>
Balance at February 29, 2016	(160,164)
Less: Non-controlling interest's share of net loss of TBE and Mister Beer Inc.	<u>4,745</u>
Balance at February 28, 2017	<u>\$ (155,419)</u>

10. COMMITMENTS

- a) The Company has entered into various operating leases which continue until fiscal 2020. The minimum rental payments (net of H.S.T.) for the next four fiscal years is:

Fiscal 2017	\$ 9,466
Fiscal 2018	9,466
Fiscal 2019	9,466
Fiscal 2020	<u>6,705</u>
	<u>\$ 35,103</u>

- b) In August 2015, the Company entered into a five-year lease with respect to its premises. This lease is from September 2015 to August 2020. The minimum rental for the next five fiscal years including estimated operating costs are as follows:

Fiscal 2017	\$ 40,529
Fiscal 2018	41,070
Fiscal 2019	41,611
Fiscal 2020	42,151
Fiscal 2021	<u>10,572</u>
	<u>\$ 175,934</u>

In addition, the Company is entitled to renew the lease for a further five years if six months notice (prior to the expiration of the current lease) is given to the land lord.

- c)i) In March 2012, Armada Data Corporation (on behalf of Mister Beer Inc.) entered into a ten-year lease with respect to Mister Beer's premises. This lease is from May 2012 to April 2022. The minimum rental for the next five fiscal years including estimated operating costs are as follows:

Fiscal 2017	\$ 147,803
Fiscal 2018	148,180
Fiscal 2019	152,331
Fiscal 2020	152,625
Fiscal 2021	<u>156,861</u>
	<u>\$ 757,800</u>

In addition, the Company is entitled to renew the lease for a further five years if six months notice (prior to the expiration of the current lease) is given to the landlord.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

10. COMMITMENTS (Continued)

c)ii) The Company has sub-leased Mister Beer's premises in 10(c) i) above up to April 2022. The minimum rental amounts to be received for the next five years including estimated operation costs are as follows:

Fiscal 2017	\$136,688
Fiscal 2018	144,006
Fiscal 2019	144,006
Fiscal 2020	144,006
Fiscal 2021	<u>144,006</u>
	<u>\$712,712</u>

11. SEGMENTED INFORMATION

The Company's operations consist of five main segments; Insurance Services, Retail Services, Dealer Services, Internet Technology (IT), and Advertising/Marketing Services. The Insurance Service division derives its revenue from the sale of total loss replacement vehicle reports to major Canadian insurance companies. The Retail Services division consists of the sale of new car pricing data to consumers primarily through the Company's website as well as the reselling of this new car pricing data to qualified third party vendors. The Dealer Services division generates revenue through the sale of new vehicle leads derived from membership sales from Car-Cost-Canada. The IT division comprises web and email hosting, and desktop support. The Advertising/Marketing Services division is made up of the sale of online third party website advertising, consulting fees and other new car or car business related marketing activities. Operations for Mister Beer Inc. effectively and permanently ceased in December 2014.

Revenues earned by the divisions are as follows:

	3 months ended February 28, 2017	3 months ended February 29, 2016	year ended May 31, 2016	
Insurance Services	\$ 319,012	58% \$ 276,217	53% \$ 1,108,745	49%
Retail Services	36,298	6% 44,060	8% 227,038	10%
Dealer Services	141,195	26% 155,525	30% 660,540	29%
Internet Technology	25,967	5% 28,436	5% 121,289	6%
Advertising/Marketing Services	<u>26,200</u>	<u>5%</u> 18,425	<u>4%</u> 74,624	<u>3%</u>
Total revenue - Armada Data Corp	<u>548,672</u>	<u>100%</u> 522,663	<u>100%</u> 2,192,236	<u>97%</u>
Revenue - Mister Beer Inc.	-	-	17,578	
Less: Direct product costs/wages - Mister Beer Inc.	-	-	48,374	
Total revenue - Mister Beer Inc.	-	-	<u>65,952</u>	<u>3%</u>
Total consolidated revenue	<u>\$ 548,672</u>	<u>100%</u> \$ 522,663	<u>100%</u> \$ 2,258,188	<u>100%</u>

Cash, prepaids, property, equipment together with goodwill are used commonly by the five divisions. The Company does not record or measure the usage of these assets that relate to their underlying value by segment.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

11. SEGMENTED INFORMATION (continued)

The accounts receivable can be broken down by segment and are indicated below:

	3 months ended February 28, 2017	3 months ended February 29, 2016	year ended May 31, 2016
Insurance	\$ 181,068	\$ 205,206	\$ 310,517
Dealer	95,194	94,959	83,868
Information Technology	30,855	31,534	25,474
Not reportable by segment	32,482	501	-
Total Armada Data Corp	<u>339,599</u>	<u>332,200</u>	<u>419,859</u>
Total Mister Beer Inc	<u>1,092</u>	<u>1,092</u>	<u>1,092</u>
Total Accounts Receivable	<u>\$ 340,691</u>	<u>\$ 333,292</u>	<u>\$ 420,951</u>
Broken down as follows:			
Related parties	5,320	8,763	3,780
Accounts Receivable	<u>335,371</u>	<u>324,529</u>	<u>417,171</u>
	<u>\$ 340,691</u>	<u>\$ 333,292</u>	<u>\$ 420,951</u>

12. FINANCIAL INSTRUMENTS

Fair Value

The fair value of cash, accounts receivable, related party receivable, accounts payable and accrued liabilities and related party payable approximate carrying value due to the relatively short term maturities of these instruments.

Estimated fair value amounts are designed to approximate amounts at which financial instruments could be exchanged in a current transaction between willing parties who are under no compulsion to act. The Company uses a fair value hierarchy to categorize the inputs used in valuation techniques to measure fair value of financial instruments. The classifications are as follows: the use of quoted market prices for identical assets or liabilities (Level 1), internal models using observable market information as inputs (Level 2) and internal models without observable market information as inputs (Level 3).

The Company classifies cash as FVTPL and is measured at fair value on the consolidated balance sheet. Cash is reported at Level 1 of the fair value hierarchy. The Company has no financial assets and liabilities measured at fair value at Level 2 or Level 3.

Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that the risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed to are described below.

Capital Risk

The Company manages its capital with the objective of providing adequate capital resources for the Company to maintain and develop its websites and other business activities. The capital structure of the Company consists of shareholder's equity and depends on the ability of the Company to raise ongoing capital and on the future profitability of the Company's operations.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

12. FINANCIAL INSTRUMENTS (continued)

Credit Risk

The Company is exposed to credit risk of their accounts receivable, \$335,371 (February 29, 2016 \$324,529) representing the maximum exposure to credit risk of those financial assets. Credit risk is the risk that a customer will be unable to pay any amounts owed to the Company. The Company does not have any customers that had a balance of more than 10% of total revenues, or 10% of total accounts receivables at any time during the periods that are reported in these financial statements. The Company has a large volume of relatively small transactions with many customers. Management reduces this risk by carefully monitoring the amounts owed to them by their customers on a regular basis, performing regular credit reviews of any customer that approaches their credit limit or does not keep to their normal payment pattern. It also provides an allowance for doubtful accounts once it has exhausted all other means of collection. While the Company has credit controls and processes for the purpose of mitigating credit risk, these controls cannot eliminate credit risk and there can be no assurance that these controls will continue to be effective, or that the Company's low credit loss experience will continue. Most of the Company's sales are by credit card or with large insurance casualty companies. In the opinion of management, the credit risk is low and the Company is not exposed to a material amount of credit risk. This risk is unchanged from prior periods.

Liquidity Risk

The Company is exposed to Liquidity risk of their accounts payable, \$188,157 (February 29, 2016 \$305,619). Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. In the opinion of management, the liquidity risk is low and the company is not exposed to a material amount of liquidity risk. This risk is unchanged from prior periods.

Market Risk

The Company is exposed to Market Risk. Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk, affect the fair values of financial assets and liabilities. The ability of the Company to develop or market its services and the future profitability of the Company is related to these market risks. In the opinion of management, the market risk is low and the company is not exposed to a material amount of market risk. This risk is unchanged from prior periods.

Foreign Currency Risk

The Company is exposed to Foreign Currency risk. The Company's functional currency is the Canadian dollar and major purchases, which consist primarily of expenses, are transacted in Canadian dollars. The Company operations are in Canada, and it does not engage in hedging activities. The number and dollar amount of these transactions, both individually and in aggregate are very low. In the opinion of management, the foreign currency risk is low and the company is not exposed to a material amount of foreign currency risk. This risk is unchanged from prior periods.

Price Risk

The Company is not exposed to price risk.

ARMADA DATA CORPORATION

UNAUDITED INTERIM CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED FEBRUARY 28, 2017

CANADIAN DOLLARS

12. FINANCIAL INSTRUMENTS (continued)

Sensitivity Analysis

The Company's cash is measured at fair value. Financial instruments included in accounts receivable are classified as accounts receivable, which are measured at cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at cost. As at all dates presented herein, the carrying and fair value amounts of the Company's financial instruments are the same.

Based on management's knowledge and experience of the financial markets, the Company believes that the movements in interest rates that are reasonably possible over the next twelve-month period will not have a significant impact on the Company.

The Company does not hold material reserves of foreign currencies to give rise to exposure to foreign exchange risk. Therefore, a percentage change in certain foreign exchange rates will not have a significant impact on the Company.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, and development of additional business opportunities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company will continue to assess new business opportunities and seek to acquire an interest in additional interests if it feels there is sufficient economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during any of the periods presented herein.

13. CONTINGENCY

The Company initiated a claim against another corporation for actions it believes infringe upon its common law trademark among other matters.

As a response, the other corporation initiated a counter-claim alleging that Armada Data Corporation infringed upon its registered trademark, among other matters.

As at the date of these unaudited interim financial statements, the potential gains or losses resulting from these claims or counter claims are not determinable and as such no amounts have been reflected in the unaudited interim financial statements.