ARMADA DATA CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MAY 31, 2021 and 2020
(Expressed in Canadian Dollars)

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I N D E X

PHILIP GIGAN
CHARTERED ACCOUNTANT

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Armada Data Corporation

Opinion
I have audited the consolidated financial statements of Armada Data Corporation and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at May 31, 2021 and 2020, and the consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the years ending May 31, 2021 and 2020, and a summary of significant accounting policies and other explanatory information (collectively referred to as the "financial statements").

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2021 and 2020, and the results of its operations and cash flows for the years ending May 31, 2021 and 2020 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion
I conducted my audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). My responsibilities under these standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Company in accordance with the ethical requirements that are relevant to my audit of the financial statements in Canada, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Other Information
Management is responsible for the other information. The other information comprises Management's Discussion and Analysis ("MD&A").

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

In connection with my audit of the financial statements, my 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 my knowledge obtained in the audit or otherwise appears to be materially misstated. I obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I 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 IFRS, 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 Company'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 Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor’s Responsibilities for the Audit of the Financial Statements
My 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 my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, I exercise professional judgement and maintain professional skepticism throughout the audit. I 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 my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, because fraud may involve collusion, forgery, intentional omissions, misrepresentation, 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 Company’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 Company’s ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor’s report. However, future events or conditions may cause the Company 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I 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 I identify during my audit.

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

Philip Gigan

Toronto, Ontario
September 27, 2021

Chartered Professional Accountant
Licensed Public Accountant

ARMADA DATA CORPORATION

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AT MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

	2021	2020
ASSETS		
CURRENT ASSETS		
Cash	$ 431,563	$ 350,603
Accounts and other receivables (note 6)	459,963	621,182
Related parties accounts receivable (notes 6 and 12(a))	1,210	14,070
Prepaid expenses and sundry assets	63,974	82,204
Current portion of sublease receivable (note 15)	80,492	87,809
Income taxes recoverable	-	12,563
TOTAL CURRENT ASSETS	1,037,202	1,168,431
SUBLEASE RECEIVABLE (note 15)	-	80,491
RIGHT OF USE ASSETS (note 7)	173,447	21,692
PROPERTY AND EQUIPMENT (note 8)	22,043	28,764
INTANGIBLE ASSET (note 9)	53,760	89,600
GOODWILL (note 10)	180,000	180,000
TOTAL ASSETS	$ 1,466,452	$ 1,568,978
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (note 11)	$ 366,399	$ 342,322
Related parties accounts payable (notes 11 and 12(e))	4,120	31,944
Income taxes payable	9,347	-
Current portion of lease liability (note 7)	127,487	107,796
TOTAL CURRENT LIABILITIES	507,353	482,062
LONG TERM LIABILITIES		
Lease liability (note 7)	133,256	93,656
Deferred taxes (note 14(c))	39,171	46,312
TOTAL LONG TERM LIABILITIES	172,427	139,968
TOTAL LIABILITIES	679,780	622,030
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (note 13)	1,730,022	1,730,022
DEFICIT	(1,081,005)	(920,729)
CONTRIBUTED SURPLUS	287,345	287,345
TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	936,362	1,096,638
NON-CONTROLLING INTERESTS	(149,690)	(149,690)
TOTAL SHAREHOLDERS' EQUITY	786,672	946,948
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 1,466,452	$ 1,568,978

APPROVED ON BEHALF OF THE BOARD:

R. James Matthews, Director

Eli Oszlak, Director

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

ARMADA DATA CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

	May 31, 2021	May 31, 2020
REVENUE (notes 12(a) and 16)	$ 3,149,528	$ 3,280,998
EXPENSES		
Office salaries	896,453	886,553
Advertising and business promotion	396,250	379,196
Management salaries	301,154	289,836
Selling salaries	270,628	236,667
Direct costs – IT	237,140	125,355
Selling fees	209,682	347,391
Commissions and fees	157,517	159,614
Computer consulting and supplies	130,237	182,341
Employee benefits	123,731	121,527
TMI and utilities	112,367	115,042
Professional fees	92,615	115,335
Outside data and consulting services	52,683	55,641
Amortization – Right of use asset (note 7)	38,367	50,704
Amortization – Intangible asset (note 9)	35,840	17,920
Automobile and travel	32,109	46,309
Insurance	26,023	21,577
Telephone	21,986	21,548
Bank charges and credit card charges	19,015	15,463
Transfer and exchange fees	17,890	15,558
Interest – Lease liability (note 7)	10,880	10,346
Depreciation – Property and equipment (note 8)	8,257	8,132
Office and general	8,093	7,474
Director fees (note 12(b))	3,000	-
Printing	1,207	3,694
Stock-based compensation expense	-	8,980
Operating leases	-	6,705
Less: TMI recovered (note 3)	(75,905)	(70,836)
	3,127,219	3,178,072
INCOME BEFORE TAXES	22,309	102,926
INCOME TAX PROVISION (note 14)	(5,883)	(52,801)
NET INCOME AND COMPREHENSIVE INCOME	$ 16,426	$ 50,125
Attributable to equity holders of the Company	$ 16,426	$ 50,125
Attributable to non-controlling interests	-	-
	$ 16,426	$ 50,125
Net income (loss) per share **Basic and diluted** (note 13(b))	$ 0.00	$ 0.00

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

ARMADA DATA CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

	Share Capital	Deficit	Contributed Surplus	Non-Controlling Interest	Total Equity
Balance as at May 31, 2019	$ 1,730,022	$ (970,854)	$ 278,365	$ (149,690)	$ 887,843
Net income	-	50,125	-	-	50,125
Stock-based compensation expense	-	-	8,980	-	8,980
Balance as at May 31, 2020	1,730,022	(920,729)	287,345	(149,690)	946,948
Net income	-	16,426	-	-	16,426
Dividends	-	(176,702)	-	-	(176,702)
Balance as at May 31, 2021	$ 1,730,022	$ (1,081,005)	$ 287,345	$ (149,690)	$ 786,672

The Company is authorized to issue an unlimited number of common shares without par value. During the periods presented there were 17,670,265 common shares outstanding.

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

ARMADA DATA CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

	May 31, 2021	May 31, 2020
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES		
Income before tax	$ 22,309	$ 102,926
Depreciation – Property and equipment	8,257	8,132
Amortization – Right of use asset	38,367	50,704
Amortization – Intangible asset	35,840	17,920
Stock-based compensation expense	-	8,980
	104,773	188,662
Net changes in non-cash working capital balances (see below)	188,562	(234,459)
Cash generated from operations	293,335	(45,797)
Income taxes recovered	8,886	75,763
NET CASH FROM OPERATIONS	302,221	29,966
CASH FLOWS (USED IN) FINANCING ACTIVITIES		
Repayments of lease liability	(130,831)	(127,052)
Dividends	(176,702)	-
	(307,533)	(127,052)
CASH FLOWS (USED IN) INVESTING ACTIVITIES		
Sublease receivable collected	87,808	87,808
Purchase of property and equipment	(1,536)	(10,407)
Purchase of intangible asset	-	(27,520)
	86,272	49,881
NET INCREASE (DECREASE) IN CASH	80,960	(47,205)
CASH, beginning of year	350,603	397,808
CASH, end of year	$ 431,563	$ 350,603
Net changes in non-cash working capital balances consists of:		
Accounts and other receivables	$ 161,219	$ (193,396)
Related parties accounts receivable	12,860	(5,329)
Prepaid expenses and sundry assets	18,230	(32,569)
Accounts payable and accrued liabilities	24,077	(8,347)
Related parties accounts payable	(27,824)	30,182
Deferred revenue	-	(25,000)
	$ 188,562	$ (234,459)

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

ARMADA DATA CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

1. CORPORATE INFORMATION

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

The Company was incorporated in Canada, and its registered office is 5080 Timberlea, Blvd. Suite 215, Mississauga, Ontario, Canada. The Company's common shares are listed on the TSX – Venture Exchange under the symbol ARD.

2. BASIS OF PRESENTATION

The consolidated financial statements for the year ended May 31, 2021 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These consolidated financial statements were authorized for issuance by the Board of Directors of the Company on September 27, 2021.

These consolidated financial statements include: the accounts of Armada Data Corporation; it's wholly owned subsidiary, CCC Internet Solutions Inc.; and the following inactive subsidiaries: a 90% interest in The Big & Easy Bottle Brewing Company Inc. ("TBE"); TBE's wholly owned subsidiary, Mister Beer Inc.; and Mister Beer U Brew Inc. All of the Company's subsidiaries are incorporated in Canada and have their registered offices at 5080 Timberlea Blvd, Suite 215, Mississauga, Ontario. All intercompany balances and transactions have been eliminated.

These consolidated financial statements have been prepared under the going concern assumption and on the historical cost basis.

3. SIGNIFICANT ACCOUNTING POLICIES

The following accounting policies have been applied consistently to all periods presented.

Business Combinations

Acquisitions of subsidiaries and other 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 fair value of the consideration transferred in a business acquisition over the fair values of identifiable net assets acquired and liabilities assumed in such acquisitions. Goodwill is measured at the date that control is obtained.

Foreign Currency Translation

The Company's presentation and functional currency is the Canadian dollar. The functional currency of the Company's subsidiaries is also the Canadian dollar. Items included in the consolidated financial statements of the Company and its subsidiaries are measured using the 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 recognition of liabilities. Revenue and expenses are translated at an average rate of exchange in effect during the year. Foreign exchange translation gains and losses are recorded in income in the year in which they occur.

Revenue Recognition

The Company's sales and performance obligations occur both over time (based on an annual advertising contract) and at a point in time (when services are rendered).

Revenue for services are recognized at a point in time, when services are rendered, being when the Company has objective evidence that all criteria for acceptance of the service have been satisfied. A receivable is recognized at that time because payment of the consideration is unconditional, being based only on the passage of time. Revenues are recognized over a period of time for annual advertising contracts beginning when the advert is initially published. Consideration received for the unelapsed period beyond the statement of financial position date is recorded as deferred revenue because the performance obligation has not yet been satisfied. At May 31, 2021, there are no unfulfilled performance obligations extending beyond a year for which the Company has not collected funds or deposits.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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 with maturities 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. The amount recognized is adjusted to reflect the number of share options expected to vest. The fair value is recognized as an expense over the vesting period with a corresponding increase in contributed surplus within equity.

Share Issue Costs

Costs directly identifiable with the raising of capital are recognized in equity 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.

Income Tax

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 only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

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

Initial Measurement

Financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured at fair value. Directly attributable transaction costs for the acquisition or issue of financial instruments classified as at amortized cost or at fair value through other comprehensive income ("FVTOCI") are included with the carrying amount of such instruments. Directly attributable transaction costs for the acquisition or issue of financial instruments classified as at fair value through profit or loss ("FVTPL") are recognized as an expense as incurred. An irrevocable election can be made at initial recognition of a financial asset, on an asset-by-asset basis, to designate an equity investment that would otherwise be classified as FVTPL and that is neither held for trading nor a contingent consideration arising from a business combination to be classified as FVTOCI.

Financial assets – Subsequent measurement

Subsequent measurement of financial assets depends on their classification as either amortized cost or fair value (either FVTOCI or FVTPL). The classification depends on the business model for managing the financial assets and the contractual terms of the cash flows. The Company's objective is to collect contractual cash flows, which represent solely payments of principal and interest, if any. The Company does not sell financial assets, and has therefore classified cash, accounts receivable and accounts receivable from related parties as subsequently measured at amortized cost.

The Company assesses, on a forward-looking basis, the expected credit losses associated with financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the required simplified approach and recognizes expected lifetime losses from initial recognition of the accounts receivable.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

Financial liabilities – Subsequent measurement

Subsequent measurement of financial liabilities depends on their classification, as either amortized cost or FVTPL. Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities so designated upon initial recognition. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. The accounts payable and accrued liabilities and related party accounts payable are classified as at amortized cost. The Company does not use derivative financial instruments.

Cash

Cash consists of cash balances at a major Canadian financial institution.

Property and Equipment

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

Property and equipment are depreciated and charged to income over the estimated useful life of the assets on the following bases:

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

Intangible Asset

Intangible asset represents a new IOS and Android mobile app for the Company's e-commerce website, CarCostCanada.com. This asset is being amortized straight line over 3 years with half rates taken in the year of acquisition.

Earnings Per Share

Basic earnings per share is 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 net income. 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.

The impairment test is performed at the level of the cash generating unit (CGU) which is the smallest group of long-lived assets that generate cash inflows that are largely independent of the cash inflows of other 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.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of Long-Lived Assets (Cont'd)

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 depreciation, if no impairment loss had been recognized.

Right of use assets and lease liability

A lease liability and right of use asset are recognized at the date at which the leased asset is made available. Options to extend or cancel a lease are reflected in the lease term only if they are reasonably certain to be exercised. The lease payments for leases of low value assets and leases with initial terms of one year or less are expensed as incurred.

The lease liability is measured as the present value of the future minimum lease payments, discounted using the Company's incremental borrowing rate where the rate implicit in the lease in unknown. Tax, maintenance and insurance (TMI) costs that are required to be paid under leases for premises are accounted for as non-lease components and are expensed as incurred. The lease liability is subsequently accounted for at amortized cost using the effective interest method.

The right of use asset is initially measured at cost, calculated as the value of the lease liability adjusted for any lease payments made on or prior to commencement and less any lease incentives received. The right of use asset is subsequently depreciated, straight-line, over the lease term.

Subleases of right of use assets that transfer substantially all risks and rewards associated with the asset are classified as finance leases and the associated right of use asset is derecognized. Sublease payments receivable for finance leases are discounted where the effect is material.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these consolidated financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates have a direct effect on the measurement of transactions and balances recognized in the consolidated financial statements. Actual results could differ from these estimates. The Company has also made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can also have an effect on the amounts recognized in the 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

In performing impairment tests of long-lived assets, the Company is required to exercise judgement in determining the appropriate CGU(s) and to estimate the future cash flows and discount rate that are used as inputs in measuring the CGU'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.

(Expressed in Canadian Dollars)

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

Share-based compensation

Management is required to make certain estimates when determining the fair value of stock-based compensation awards, in particular the volatility and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statement of comprehensive income.

Income Tax

Management is required to apply judgement in determining whether it is probable deferred income tax assets will be realized. At May 31, 2021 and 2020, 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 consolidated statements of financial position. 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 financial statements.

5. CHANGES IN ACCOUNTING STANDARDS

The IASB has issued *Interest Rate Benchmark Reform – Phase 2*, which amends IFRS 9 *Financial Instruments*, IFRS 7 *Financial Instruments: Disclosures*, and IFRS 16 *Leases*, and provides guidance on the effects on an entity's financial statements when an interest rate benchmark is replaced. Management intends to adopt the amendments on the effective date and does not expect any effect on the Company's financial statements.

6. ACCOUNTS AND OTHER RECEIVABLES

	May 31 2021	May 31 2020
Neither impaired nor past due (1-30 days)	**$ 254,744**	$ 206,518
Not impaired and past due in the following periods:		
31 to 60 days	**101,032**	62,323
61 to 90	**44,655**	75,120
Over 90 days	**60,742**	225,138
Impaired accounts receivable	**5,400**	9,919
Allowance for doubtful accounts	**(5,400)**	(9,919)
Total accounts receivable	**461,173**	569,099
Canada Emergency Wage Subsidy receivable	**-**	66,153
Total accounts and other receivables	**$ 461,173**	$ 635,252
Broken down as follows:		
Related parties accounts receivable	**$ 1,210**	$ 14,070
Accounts receivable	**459,963**	621,182
Total accounts and other receivables	**$ 461,173**	$ 635,252

None of the allowance for doubtful accounts at May 31, 2021 or 2020 relates to related parties accounts receivable. The Company's accounts receivable are non-interest bearing and are generally 30 day terms. The Company does not hold any collateral with respect to its accounts receivables.

(Expressed in Canadian Dollars)

7. RIGHT OF USE ASSETS AND LEASE LIABILITY

The Company holds real estate and a vehicle under lease, none of which contain any extension or termination provisions. The following table presents the changes in the right of use assets:

	Real estate	Vehicle	Total
Cost			
Balances, June 1, 2019	-	-	-
Adoption of IFRS 16:			
Right of use asset recognized	309,576	18,928	328,504
Disposition by sublease	(256,108)	-	(256,108)
Balances, May 31, 2020	53,468	18,928	72,396
2021 additions	190,122	-	190,122
Balances, May 31, 2021	**243,590**	**18,928**	**262,518**
Accumulated amortization			
Balances, June 1, 2019	-	-	-
Amortization - 2020	44,216	6,488	50,704
Balances, May 31, 2020	44,216	6,488	50,704
Amortization - 2021	31,879	6,488	38,367
Balances, May 31, 2021	**76,095**	**12,976**	**89,071**
Net book value			
May 31, 2021	**167,495**	**5,952**	**173,447**
May 31, 2020	9,252	12,440	21,692

The following table presents the continuity of the lease liability:

	Total
Balances, June 1, 2019	-
Adoption of IFRS 16	328,504
2020 Principal payments	(127,052)
Balances, May 31, 2020	201,452
2021 Additions	190,122
Principal payments - 2021	(130,831)
Balances, May 31, 2021	**260,743**
Less current balance	**(127,487)**
Balance due in more than 1 year	**133,256**

Interest expense on the lease liability for the year ended May 31, 2021 was $10,880 (2020 – $10,346), which is presented as interest expense on the statement of comprehensive income, and total lease payments during the year were $141,711 (2020 - $137,398). An incremental borrowing rate of 4.0% was used as the discount rate. The expense for leases of low dollar value items are not material. The undiscounted cash flows for lease obligations and the sublease are disclosed in note 15.

ARMADA DATA CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

8. PROPERTY AND EQUIPMENT

	Leasehold improvements	Furniture and fixtures	Computer hardware	Telephone equipment	Computer software	Total
Cost						
Balance, May 31, 2019	$ 183,793	26,829	164,521	21,742	41,075	437,960
Balance, May 31, 2020	183,793	26,829	164,521	21,742	41,075	437,960
Additions - 2021	-	-	1,536	-	-	1,536
Balance, May 31, 2021	**$ 183,793**	**26,829**	**166,057**	**21,742**	**41,075**	**439,496**
Accumulated Depreciation						
Balance, May 31, 2019	174,060	23,289	143,541	19,099	41,075	401,064
Depreciation	2,163	707	4,733	529	-	8,132
Balance, May 31, 2020	176,223	23,996	148,274	19,628	41,075	409,196
Depreciation	2,163	567	5,104	423	-	8,257
Balance, May 31, 2021	**178,386**	**24,563**	**153,378**	**20,051**	**41,075**	**417,453**
Net Book Value						
May 31, 2021	**5,407**	**2,266**	**12,679**	**1,691**	-	**22,043**
May 31, 2020	7,570	2,833	16,247	2,114	-	28,764

9. INTANGIBLE ASSET

	e-commerce app
Cost	
Balance, June 1, 2019	-
Additions – 2020	107,520
Balance, May 31, 2020 and 2021	**107,520**
Accumulated Amortization	
Balance, June 1, 2019	-
Amortization – 2020	17,920
Balance, May 31, 2020	17,920
Amortization - 2021	35,840
Balance, May 31, 2021	**53,760**
Net Book Value	
May 31, 2021	**53,760**
May 31, 2020	**89,600**

10. GOODWILL

	May 31, 2021	May 31, 2020
Balance, beginning and end of the year	**$ 180,000**	$ 180,000

Management has determined that the goodwill underlies the cash inflows generated by all of the Company's reportable operating segments due to the synergies derived from the Cybernet Finder business combination completed in 2010. The smallest group of long-lived assets that generate cash inflows independently of other long-lived assets is the Company's consolidated right of use assets, property and equipment, intangible asset and goodwill. Management therefore considers that the Company has one CGU for the purpose of impairment testing. The recoverable amount of the CGU is determined on the basis of value in use. Management has used a period of two years of cash flow projections, incorporating past experience. A reasonably possible change in the discount rate or the cash flows projected (which are the principal assumptions used) would not cause an impairment loss to be recognized.

ARMADA DATA CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		2021		2020
Accounts payable	$	169,265	$	197,483
Accrued liabilities		146,417		136,831
Sublease security deposit		38,222		38,222
Sales tax payable		16,615		1,730
	$	370,519	$	374,266
Broken down as follows:				
Related parties accounts payable	$	4,120	$	31,944
Accounts payable and accrued liabilities		366,399		342,322
Total accounts payable and related parties accounts payable	$	370,519	$	374,266

12. RELATED PARTY TRANSACTIONS

The following transactions with related parties were in the normal course of operations:

a) The Company recognized IT revenue of $20,032 (2020 - $22,582) from a company and individuals significantly influenced by one of the Company's directors. At May 31, 2021 there was an account receivable of $1,150 (2020 - $13,746) due from this related company and accounts receivable of $60 (2020 - $324) due from other related parties.

b) The following compensation was paid to key management, which comprises the Chief Executive Officer and Chief Financial Officer and the Board of Directors, during the current and prior years:

		2021		2020
Management salaries	$	301,154	$	300,000
Automobile and travel allowances		14,400		14,400
Director fees		3,000		-
Fair value of stock-based compensation expense		-		7,483
	$	318,554	$	321,883

c) Professional fees of $29,300 (2020 - $67,085) were recognized for services provided by a law firm in which a director of the Company is a partner.

d) During the year, the Company incurred advertising and computer consulting expenses of $15,865 (2020 - $25,123) with an entity controlled by the spouse of a director of the Company.

e) Related parties accounts payable of $4,120 (2020 - $31,944) are due to directors or persons and entities related to directors of the Company.

(Expressed in Canadian Dollars)

13. SHARE CAPITAL

a) Stock Options

On April 10, 2018, the Company granted options for the purchase of 1,200,000 common shares of the Company, with an exercise price of $0.11 per share. The options vested 1/3 every six months beginning six months from the grant date and all 1,200,000 options expired unexercised on April 10, 2021. The Company had no other options outstanding during the two years presented.

Stock Options 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 non-transferable.

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 Shareholders,

(a) the number of shares reserved for issuance under Options granted to Insiders of the Company 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 Company;

(b) no more than an aggregate of ten percent (10%) of the issued shares of the Company, calculated at the date the option(s) is(are) granted, may be granted to Insiders of the Company 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 Company, 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 Company, calculated at the date the Option is granted, may be granted to any one Consultant in any twelve (12) month year; and

iv. no more than an aggregate of two percent (2%) of the issued shares of the Company, calculated at the date the Option is granted, may be granted to persons providing Investor Relations Activities in any twelve (12) month year.

b) Weighted average number of common shares outstanding

	2021	2020
Weighted average number of common shares outstanding for basic earnings per share	**17,670,265**	17,670,265
Weighted average number of potential common shares outstanding	**-**	-
Weighted average number of common shares outstanding for diluted earnings per share	**17,670,265**	17,670,265

Exercise of the stock options outstanding during both years presented would be anti-dilutive and therefore the effect has been excluded.

ARMADA DATA CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

14. INCOME TAXES

a) A reconciliation between tax expense reported in the consolidated statements of comprehensive income and the tax expense that would have resulted from applying the combined Canadian Federal and Ontario tax rates to income before tax is as follows:

	2021	2020
Income before tax	**$ 22,309**	$ 102,926
Canadian tax rate	**26.5%**	26.5%
Theoretical tax expense	**5,913**	27,275
Tax cost of non-deductible items	**(30)**	(18,526)
Tax benefit (cost) of depreciation and amortization expense and tax depreciation	**-**	44,052
Income tax provision	**$ 5,883**	$ 52,801

b) Income tax provision consists of the following:

	2021	2020
Current	**$ 13,024**	$ 6,489
Deferred	**(7,141)**	46,312
	$ 5 ,883	$ 52,801

c) The deferred tax liability of $39,171 at May 31, 2021 (2020 - $46,312) is the net of: a liability of $108,268 (2020 - $99,697) for the timing differences in goodwill, intangible asset, property and equipment, sublease receivable and right of use assets and an asset of $69,097 (2020 - $53,385) for the timing difference in the lease liability.

d) At May 31, 2021, The Big and Easy Bottle Brewing Company Inc. and Mister Beer Inc. had combined non-capital losses for income tax purposes of $2,208,218 available to offset future taxable income. The potential tax benefits have not been reflected in these financial statements as the likelihood of realization is uncertain. These losses will expire as follows:

May 31, 2028	$ 2,268
May 31, 2029	48,677
May 31, 2030	82,200
May 31, 2031	60,561
May 31, 2032	239,083
May 31, 2033	546,096
May 31, 2034	593,360
May 31, 2035	300,785
May 31, 2037	45
May 31, 2038	335,143
	$ 2,208,218

(Expressed in Canadian Dollars)

15. COMMITMENTS

a) The Company leases premises with expiry dates of August 2021 and April 2022. Minimum rental payments (including common area expenses and realty tax for the premises) are:

Amounts due within one year	$	235,670
Amounts due in more than one year and less than five years		78,556
	$	314,226

b) The Company has sub-leased Mister Beer's premises up to April 2022. The minimum rental amounts to be received, including estimated TMI, are as follows:

Amounts due within one year	$	150,070

c) The Company has various other operating leases which continue until fiscal 2022. The minimum rental payments (excluding HST) are:

Amounts due within one year	$	6,835

16. SEGMENTED INFORMATION

The Company's operations consist of three reportable segments: Insurance Services, CarCostCanada ("CCC") (combining the Retail, Dealer and Advertising/Marketing divisions) and Information Technology (IT) Services. All of the Company's revenues and operations are in Canada.
The Insurance Services segment derives its revenue from the sale of total-loss replacement vehicle reports to major Canadian insurance companies. The revenues earned by the combined Retail, Dealer and Advertising/Marketing divisions are a single reportable segment on the basis of CarCostCanada.com, which is the common platform used to generate revenues, either directly or indirectly, for these divisions. The Information Technology segment comprises web and email hosting, dedicated servers, technical support and network support services (for both internal use and retail sales), and the resale of hardware and software solutions.

The Chief Executive Officer measures performance by segment based on revenues. Revenues recognized from third party customers, by segment, are presented in the following. No internal revenue is included for the IT Services segment.

		2021		2020
Insurance Services (see note 18)	**$**	**1,495,468**	$	1,607,899
CarCostCanada (see note * below)		**1,309,218**		1,437,435
IT Services		**344,842**		235,664
Total revenue	**$**	**3,149,528**	$	3,280,998

Note * Included in CarCostCanada are revenues of $Nil (2020 - $25,000) of annual advertising revenue recognized over the time period of the contract. All other revenues of the Company are recognized at a point in time when services are rendered.

Accounts receivable by segment are as follows:

		2021		2020
Insurance Services	**$**	**196,602**	$	329,067
CarCostCanada		**154,459**		183,793
IT Services		**110,060**		29,355
Not reportable by segment		**52**		26,884
Total accounts receivable	**$**	**461,173**	$	569,099

(Expressed in Canadian Dollars)

17. NON-CONTROLLING INTEREST

The financial position and results of the 90% owned subsidiary, Mister Beer Inc., are as follows:

	2021	2020
Current assets	**$ -**	$ 15,059
Long term assets	**-**	-
Total assets	**$ -**	$ 15,059
Current liabilities	**$ -**	$ -
Long term liabilities – intragroup payable	**(2,261,326)**	(2,276,385)
Total liabilities	**$ (2,261,326)**	$ (2,276,385)
Revenue	**$ -**	$ -
Net income and total comprehensive income	**$ -**	$ -

18. FINANCIAL INSTRUMENTS

Fair Value

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

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 fair value of the lease liability at May 31, 2021 approximates the carrying amount because the discount rate used to measure the liability still approximates a market rate. The Company had no financial instruments for which fair value was determined using a valuation technique for measurement or disclosure purposes at May 31, 2020.

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 are described below.

Credit Risk

The Company is exposed to credit risk due to its accounts receivable, which are stated net of an allowance for doubtful accounts as disclosed in note 6. Cash is held at a major Canadian bank and is not considered to be subject to significant credit risk. Credit risk is the risk that a customer will be unable to pay amounts owed causing the Company to suffer a financial loss. The Company's two largest customers account for 26% (2020 – 28%) of consolidated revenue, or 55% (2020 – 58%) of Insurance Services segment revenue. These customers are two of Canada's largest insurance companies and are considered by management to be of negligible credit risk. The Company's remaining consolidated revenue is derived from a large number of relatively small customers and therefore are not subject to any concentrations of credit risk. Furthermore, individual revenue transactions are of nominal value.

A significant portion of the Company's sales are by credit card or with large insurance companies. Management reduces credit risk by carefully monitoring the amounts owed by customers on a regular basis, performing regular credit reviews of any customer that is approaching their credit limit or does not keep to their normal payment pattern. 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. In the opinion of management, the credit risk is low due to the controls in place and the lack of concentration amongst customers. Credit risk is unchanged from prior year. Management expects no further credit losses due to the factors described.

18. FINANCIAL INSTRUMENTS (Cont'd)

Liquidity Risk

The Company is exposed to liquidity risk due to its accounts payable and accrued liabilities, related parties accounts payable and the current portion of lease liability. 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, if 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 is managed through continuous cash flow management. This risk is unchanged from the prior year.

Market Risks

The Company is not exposed to significant foreign currency, interest rate or other price risks during the periods presented.

19. CAPITAL MANAGEMENT

The Company manages its capital structure, which management defines as shareholders' equity net of non-controlling interest, in order to support the acquisition, and development of additional business opportunities and to ensure the Company is able to continue as a going concern. 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 ventures 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 from the prior year.