

Condensed Interim Consolidated Financial Statements (Unaudited) of

## **BSM TECHNOLOGIES INC.**

Three months ended December 31, 2016 and 2015

### **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

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

The accompanying unaudited consolidated financial statements of BSM Technologies Inc. have been prepared by and are the responsibility of BSM Technologies Inc.'s management. BSM Technologies Inc.'s independent auditor has not performed a review of these interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim consolidated financial statements by an entity's auditor.

# BSM TECHNOLOGIES INC.

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# BSM TECHNOLOGIES INC.

Interim Consolidated Statement of Financial Position – (Unaudited)

In 000s of Canadian Dollars

	Note	As at December 31, 2016	As at September 30, 2016
<b>Assets</b>			
Current assets:			
Cash and cash equivalents		\$ 16,547	\$ 24,900
Accounts receivable		15,017	12,780
Current portion of investment in finance leases		1,488	1,103
Inventories		4,359	4,501
Prepaid expenses and other assets		1,267	827
Total current assets		38,678	44,111
Property and equipment	6	1,790	1,392
Long-term investment in finance leases		2,063	1,848
Intangible assets	6	37,903	26,159
Deferred tax asset		20,943	21,037
Goodwill	11	26,294	22,163
Total assets		\$ 127,671	\$ 116,710
<b>Liabilities and Shareholders' Equity</b>			
Current liabilities:			
Accounts payable		\$ 2,861	\$ 2,925
Accrued liabilities		4,719	4,194
Current portion of provisions		1,002	954
Current portion of finance leases		244	-
Current portion of contingent consideration	10	3,317	631
Deferred revenue		4,597	2,465
Share repurchase commitment	5	689	-
Total current liabilities		17,429	11,169
Long-term debt	7	7,968	7,721
Provisions		125	179
Finance leases		202	-
Contingent consideration	10	8,557	3,872
Shareholders' equity:			
Common shares	5	85,192	85,861
Contributed surplus		8,465	7,946
Accumulated other comprehensive income		662	426
Deficit		(929)	(464)
Total shareholders' equity		93,390	93,769
Total liabilities and shareholders' equity		\$ 127,671	\$ 116,710

See accompanying notes to the condensed interim consolidated financial statements.

'Andrew Gutman' - Director

'Aly Rahemtulla' - Director

# BSM TECHNOLOGIES INC.

Interim Consolidated Statements of Operations and Comprehensive Income – (Unaudited)

In 000s of Canadian Dollars

	Note	Three months ended December 31	
		2016	2015
Revenue		\$ 18,363	\$ 15,701
Cost of revenue		7,451	7,029
Gross profit		10,912	8,672
Other income:			
Interest income from finance leases		63	50
Expenses:			
General and administrative		3,863	2,827
Research and development		3,017	2,357
Sales and marketing		3,949	3,279
Acquisition, integration and restructuring expenses	4	335	537
Foreign exchange gain		(400)	(357)
Interest expense		494	178
Interest received		(10)	(59)
Total expenses		11,248	8,762
Net loss before tax		(273)	(40)
Current tax expense	12	69	7
Deferred tax expense	12	123	458
Net loss for the period		(465)	(505)
Other comprehensive income:			
Foreign exchange gain on foreign operations, net of tax		236	67
Total comprehensive loss for the period		\$ (229)	\$ (438)
Earnings/(loss) per share	5		
Basic		\$ (0.006)	\$ (0.006)
Diluted		\$ (0.006)	\$ (0.006)
Weighted average number of shares	5		
Basic		81,322,687	87,953,082
Diluted		82,022,925	88,664,906

See accompanying notes to the condensed interim consolidated financial statements.

## BSM TECHNOLOGIES INC.

Interim Consolidated Statements of Changes in Shareholders' Equity – (Unaudited)  
In 000s of Canadian Dollars

	Note	Common shares	Contributed surplus	Accumulated other comprehensive income	Deficit	Total equity
<b>Balance September 30, 2016</b>		<b>\$ 85,861</b>	<b>\$ 7,946</b>	<b>\$ 426</b>	<b>\$ (464)</b>	<b>\$ 93,769</b>
Share repurchase commitment	5	(689)	-	-	-	(689)
Share-based compensation expense	5	-	539	-	-	539
Options, RSUs or DSUs exercised	5	20	(20)	-	-	-
Net loss for the period		-	-	-	(465)	(465)
Foreign exchange gain on foreign operations, net of tax		-	-	236	-	236
<b>Balance December 31, 2016</b>		<b>\$ 85,192</b>	<b>\$ 8,465</b>	<b>\$ 662</b>	<b>\$ (929)</b>	<b>\$ 93,390</b>
<b>Balance September 30, 2015</b>		<b>\$ 92,249</b>	<b>\$ 7,769</b>	<b>\$ 539</b>	<b>\$ (8,073)</b>	<b>\$ 92,484</b>
Shares repurchased and cancelled	5	(46)	-	-	-	(46)
Share repurchase commitment	5	(3,960)	-	-	-	(3,960)
Share-based compensation expense	5	-	236	-	-	236
Options, RSUs, or DSUs exercised	5	161	(143)	-	-	18
Net loss for the period		-	-	-	(505)	(505)
Foreign exchange gain on foreign operations, net of tax		-	-	67	-	67
<b>Balance December 31, 2015</b>		<b>\$ 88,404</b>	<b>\$ 7,862</b>	<b>\$ 606</b>	<b>\$ (8,578)</b>	<b>\$ 88,294</b>

See accompanying notes to the condensed interim consolidated financial statements.

# BSM TECHNOLOGIES INC.

Interim Consolidated Statements of Cash Flows – (Unaudited)  
In 000s of Canadian Dollars

Cash provided by (used in):	Note	Three months ended December 31	
		2016	2015
<b>Operating activities:</b>			
Net income (loss) for the period		\$ (465)	\$ (505)
Items not involving cash:			
Amortization of property and equipment		240	184
Amortization of intangible assets		1,893	1,436
Amortization of financing costs		18	24
Unrealized foreign exchange gain		(378)	(179)
Deferred tax recovery, net of SRED credits		123	458
Interest accrued on revolving credit facility		50	-
Accreted interest on contingent consideration	10	370	79
Share-based compensation expense	5	539	236
Change in non-cash operating working capital	8	(2,885)	(1,534)
<b>Net cash provided by/(used in) operating activities</b>		<b>(495)</b>	<b>199</b>
<b>Financing activities:</b>			
Change in restricted cash		-	6,000
Repayment of long-term debt	7	-	(696)
Finance lease payments		(61)	-
Options and warrants exercised	5	-	18
Common shares repurchased and cancelled	5	-	(46)
<b>Net cash provided by/(used in) financing activities</b>		<b>(61)</b>	<b>5,276</b>
<b>Investing activities:</b>			
Acquisition of subsidiaries net of cash acquired	4	(7,727)	-
Investment in intangible assets	6	(131)	(288)
Purchase of property and equipment	6	(79)	(319)
<b>Net cash provided by/(used in) investing activities</b>		<b>(7,937)</b>	<b>(607)</b>
Impact of foreign currency revaluation on cash and cash equivalents		140	152
<b>Net increase/(decrease) in cash and cash equivalents during the period</b>		<b>(8,353)</b>	<b>5,020</b>
Cash and cash equivalents, beginning of period		24,900	23,980
<b>Cash and cash equivalents, end of period</b>		<b>\$ 16,547</b>	<b>\$ 29,000</b>
Cash paid for interest expense		\$ -	\$ 74
Cash paid for income tax		-	-

See accompanying notes to the condensed interim consolidated financial statements.

# BSM TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements – (Unaudited)

Three months ended December 31, 2016 and 2015

*In 000s of Canadian Dollars*

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## 1. General information

BSM Technologies Inc. and its subsidiaries (together “BSM” or the “Company”) design and sell secure M2M applications to customers in Canada, the USA and around the world. The address of its registered office is 75 International Blvd., Suite 100, Toronto, Ontario, Canada M9W 6L9. The Company is incorporated and domiciled in Canada. The Company is a public company whose shares trade under the symbol “GPS” on the Toronto Stock Exchange (“TSX”).

These condensed interim consolidated financial statements were authorized for issue by the Company's Board of Directors on Feb 9, 2017.

## 2. Basis of presentation

These condensed interim consolidated financial statements for the three months ended December 31, 2016 and 2015 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements, including International Accounting Standard 34 (“IAS 34”), *Interim Financial Reporting*. The accounting policies in these condensed interim consolidated financial statements are consistent with those disclosed in the Company's annual consolidated financial statements for the year ended September 30, 2016. The condensed interim consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended September 30, 2016, which have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”).

The condensed interim consolidated financial statements are presented in thousands of Canadian dollars.

## 3. Significant accounting policies

The accounting policies applied in these condensed interim consolidated financial statements are consistent with those disclosed in note 3 of the Company's annual consolidated financial statements for the year ended September 30, 2016. In preparing these condensed interim consolidated financial statements, the Company is required to make estimates and assumptions to determine the carrying amount of assets and liabilities reported. The significant areas requiring estimates and assumptions in determining the reported amounts relate to: the recoverable amount of goodwill; the valuation of contingent consideration classified as a liability; the valuation of assets and liabilities acquired in a business combination; the valuation of the Company's warranty obligation; and the recoverability of the Company's deferred tax asset recognized in the financial statements.

## 4. Acquisition of Mobi Corp.

On October 3, 2016, pursuant to an asset purchase agreement (“the Purchase Agreement”) the Company acquired substantially all of the assets and assumed specified liabilities of Mobi Corp. Following the closing of the acquisition, the Company continues to operate the Mobi business under the Mobi business name (“Mobi”). The Mobi product offering enables its customers to manage operational activities such as planning, scheduling, routing and dispatching and uses available GPS data to provide additional analytics.

Pursuant to the Purchase Agreement, the Mobi assets were acquired via a payment of initial cash consideration before working capital adjustments of US\$8 million. Additional cash consideration of up to US\$17 million is eligible to be paid during a two-year period immediately following the closing of the acquisition. The deferred cash consideration is

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contingent upon the Mobi products achieving specified recurring revenue and adjusted EBITDA milestones calculated in accordance with US GAAP. For purposes of calculating adjusted EBITDA pursuant to the Purchase Agreement, adjusted EBITDA is defined as earnings before interest, taxes, depreciation and amortization and further adjusted by any non-cash expenses such as share based compensation. The deferred contingent consideration is payable in cash and has been recorded as a liability on the consolidated balance sheet at fair value based on management's best estimate of the probability of the Mobi business achieving the specified performance targets. The estimate of fair value takes into consideration the variability of when the performance targets will be met during the two-year window and a discount rate which is reflective of the risk inherent in the business attaining the performance targets.

The following table summarizes the fair value of consideration paid on the acquisition date and the allocation of the purchase price to the assets and liabilities acquired. In accordance with the Company's accounting policy, the Company has up to one-year following the acquisition date to finalize the accounting for a business combination. Accordingly, the accounting for the Mobi acquisition has been completed using provisional amounts within these condensed consolidated interim financial statements. Specifically, we note that the fair value of deferred contingent consideration, acquired assets and assumed liabilities may be adjusted from these provisional amounts within the one-year measurement period based on facts and circumstances which existed as of the acquisition date; however, have not been reflected herein.

Cash paid on closing	\$ 7,727
Fair value of deferred contingent consideration	6,748
<b>Total consideration</b>	<b>\$ 14,475</b>
<b>Allocated to identifiable assets acquired and liabilities assumed:</b>	
Accounts receivable	\$ 755
Investment in finance lease receivables	738
Inventories	230
Pre-paid expenses	121
Property and equipment	572
Accounts payable	(155)
Accrued liabilities	(520)
Capital lease obligations	(520)
Deferred revenue	(3,609)
<b>Total allocated to identifiable assets acquired and liabilities assumed</b>	<b>\$ (2,388)</b>
<b>Allocated to intangible assets and goodwill:</b>	
Customer contracts and relationships	8,395
Acquired technology	4,591
Goodwill	3,877
<b>Total allocated to intangible assets and goodwill</b>	<b>\$ 16,863</b>

The goodwill recognized on the acquisition represents the incremental cost not specifically attributable to the identifiable assets and liabilities acquired. The goodwill is underpinned by an assembled work force that was retained as well as by the operating synergies we aim to achieve through leveraging our consolidated product offering. All of the goodwill acquired is expected to be deductible for tax purposes.

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*In 000s of Canadian Dollars*

During the three-month period ended December 31, 2016, the Company incurred \$335 in acquisition related costs associated with the acquisition of Mobi which have been separately classified on the statement of operations and comprehensive income. In the year ended September 30, 2016, the Company had incurred \$224 in acquisition related costs for professional fees incurred related to the acquisition as of that date. In aggregate, a total of \$559 in acquisition related costs were incurred related to the acquisition of Mobi.

The acquisition of Mobi resulted in revenue of \$1,958 and a net loss of \$758 which is included in the Company's consolidated results for the three months ended December 31, 2016. Included in the net loss is \$550 in amortization of intangible assets and \$313 in accretion on contingent consideration with respect to the Mobi acquisition.

## 5. Share capital

### a) Common shares:

Authorized: Unlimited common shares (no par value)

	December 31, 2016		December 31, 2015	
	Number	Amount	Number	Amount
<b>Issued and outstanding:</b>				
Balance, beginning of period excluding shares to be issued subject to future performance	81,319,954	\$ 85,861	87,886,946	\$ 92,249
Shares issued for options exercised	25,147	20	29,657	27
Shares issued for RSUs vested	-	-	67,500	104
Shares issued for DSUs exercised	-	-	20,000	30
Shares repurchased and cancelled <sup>(i)</sup>	-	-	(53,000)	(46)
Share repurchase commitment <sup>(i)</sup>	-	(689)	-	(3,960)
Shares released from escrow	-	-	-	-
Balance, excluding shares to be issued subject to future performance	81,345,101	\$ 85,192	87,951,103	\$ 88,404
<b>Shares issued in escrow:</b>				
subject to Company's performance	54,795	-	54,795	-
subject to earn-out clause - AWI	-	-	714,286	-
subject to earn-out clause - JMM	699,575	-	699,575	-
subject to earn-out clause - Praxis	500,000	-	500,000	-
Balance of issued shares, end of period	82,599,471	\$ 85,192	89,919,759	\$ 88,404

- (i) On December 19, 2016, the Company obtained approval for its intention to commence a normal course issuer bid (the "Bid"). Under the terms of the Bid, the Company may acquire up to 7,027,655 common shares from time to time in accordance with TSX procedures, representing approximately 10% of the total public float of common shares. The Bid commenced on December 23, 2016 and will conclude on December 22, 2017, or earlier if the number of common shares sought in the Bid have been purchased. Other than purchases made in compliance with the provisions of the block purchase exemption of the TSX, daily purchases under the Bid will be limited to a maximum of 19,327 Common Shares which represents 25% of the average daily trading volume on the TSX for the period from June 1, 2016 to November 30, 2016.

From time to time, the Company may make purchases under the Bid via an automatic securities repurchase plan (the "Plan") through which the timing for the purchase of common shares, the number of

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common shares purchased and the price payable for the common shares will be determined by the Company's broker, in its sole discretion. Such purchases are subject to a prescribed maximum price payable having regard to the price limitations and other terms of the Plan and the rules of the TSX. As at December 31, 2016, the Company had a Plan in place with its broker. Given the automatic nature of the Plan, the Company has recognized a share repurchase liability of \$689 in the statement of financial position. The share repurchase liability has been recorded at the maximum purchase exposure under the Plan during the period of January 1, 2017 through February 10, 2017 which is the period the Company anticipates being prohibited from cancelling or making amendments to the Plan due to TSX "blackout" restrictions.

During the three months ended December 31, 2016, the Company repurchased and cancelled nil common shares in accordance with the Bid or previous normal course issuer bids (2015 – 53,000).

### b) Stock options:

A summary of the Company's stock options for the three months ended December 31, 2016 and 2015 is presented below:

	December 31, 2016		December 31, 2015	
	Number of Options	Weighted average exercise price	Number of Options	Weighted average exercise price
Balance, beginning of period	1,766,824	\$ 1.41	3,211,665	\$ 1.18
Issued	1,250,000	1.27	-	-
Exercised	(42,720)	0.58	(29,657)	0.65
Cancelled	-	-	(17,826)	0.85
Forfeited	-	-	(385,407)	1.42
Expired	(21,019)	1.10	-	-
Balance, end of period	2,953,085	\$ 1.36	2,778,775	\$ 1.15

The following table summarizes information about stock options outstanding as at December 31, 2016:

Exercise price	Number Outstanding	Weighted average remaining contractual life (years)
\$0.00 - \$0.50	341,331	2.84
\$0.51 - \$1.00	295,502	2.63
\$1.01 - \$1.50	1,953,000	3.45
\$1.51 - \$2.00	3,252	0.22
\$2.01 - \$2.50	95,000	2.48
\$2.51 - \$3.00	-	-
\$3.00 - \$3.50	265,000	2.02
Balance, end of period	2,953,085	3.14

As at December 31, 2016, 1,610,739 stock options were exercisable (2015 – 2,488,684).

During the three months ended December 31, 2016, the Company granted 1,250,000 stock options to employees associated with the acquisition of Mobi. The terms of the stock options granted are consistent with the Company's stock option plan where such options vest over a three-year period following the date of grant. Share-based compensation expense for the vesting of stock options of \$104 was recognized in the three months ended December 31, 2016 (2015 – recovery of share-based compensation expense of \$101).

# BSM TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements – (Unaudited)

Three months ended December 31, 2016 and 2015

In 000s of Canadian Dollars

## c) Restricted share units ("RSUs") and Deferred share units ("DSUs"):

During the three months ended December 31, 2016, the Company granted 530,000 RSUs to employees pursuant to the Company's Restricted Share Unit Plan (2015 – 287,000). Each RSU represents the right for the holder to be issued one common share pursuant to vesting conditions over three years. The fair value of RSUs granted was \$1.28 and \$1.44 per RSU (2015 - \$0.86 per RSU), which was the closing price of the Company's common shares on each the respective grant dates in the period. Share based compensation expense of \$215 was recognized in the three months ended December 31, 2016 related to the vesting of RSUs (2015 – \$161). The following is a continuity of the Company's RSUs for the three months ended December 31, 2016:

	2016	2015
Balance, beginning of period	1,599,906	697,906
Issued	530,000	287,000
Settled in common shares	-	(67,500)
Cancelled	(5,000)	-
Forfeited	-	-
Balance, end of period	2,124,906	917,406

During the three months ended December 31, 2016, the Company granted 155,041 DSUs to directors of the Company pursuant to the Company's Deferred Share Unit Plan (2015 – 204,535). Each DSU represents the right for the holder to be issued one common share and vest upon grant; however, is not exchangeable for a common share until the holder ceases to be a director of the Company. The fair value of DSUs granted was \$1.43 per DSU (2015 - \$0.86 per DSU), which was the closing price on the date of grant. Share-based compensation expense of \$220 was recognized in the three months ended December 31, 2016 related to the vesting of DSUs (2015 - \$176). The following is a continuity of the Company's DSUs for the three months ended December 31, 2016:

	2016	2015
Balance, beginning of period	137,500	47,500
Issued	155,041	204,535
Settled in common shares	-	(20,000)
Forfeited	-	-
Balance, end of period	292,541	232,035

## d) Earnings per share:

The effects of any shares issued in escrow that are subject to performance conditions are not included in the calculation of the weighted average number of common shares outstanding on a diluted basis as they are not expected to have a dilutive impact on earnings per share. Shares released from escrow upon meeting contingent requirements are included in the calculation of basic weighted average number of shares outstanding. The calculation of the diluted weighted average number of common shares outstanding does not include stock options that are not expected to be exercised given their negative intrinsic value and includes vested DSUs which are exchangeable for common shares.

	Three months ended December 31	
	2016	2015
Weighted average number of shares – basic	81,322,687	87,953,082
Dilutive effect of stock options and DSUs	700,238	711,824
Weighted average number of shares – diluted	82,022,925	88,664,906

## BSM TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements – (Unaudited)

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### 6. Capital assets and intangible assets

The Company acquired \$572 in property and equipment and recognized \$12,986 in intangible assets in the Mobi acquisition. Outside of the acquisition of Mobi, capital asset and intangible asset additions for the three months ended December 31, 2016 amounted to \$210 (2015 - \$607). Of this amount, \$79 was primarily to fund the purchase of servers and general computer equipment and \$131 was to fund external consultant costs for the development of specified technology projects.

### 7. Long-term debt

On August 24, 2016, the Company replaced its prior term credit facility with a \$20 million revolving credit facility (“Revolver”). During the three months ended December 31, 2016 the Company incurred interest expense of \$50 which was accrued to the outstanding balance on the Revolver (2016 - \$74 paid associated with the prior term credit facilities). The Company may draw on the Revolver in either US dollars or Canadian dollars and as at December 31, 2016, the Company had US\$6,110 drawn against the Revolver.

The Revolver is secured by a first ranking security interest over all personal property of the Company. The Revolver also contains certain financial covenants including maximum debt leverage, minimum profitability ratios, and other non-financial covenants with which the Company is required to comply. The Company is in compliance with these covenants as at December 31, 2016. Expected covenant compliance is based on forward looking financial information. Changes in such information or actual performance may necessitate an amendment to the financial covenants or result in a requirement to repay a portion or all of the Company's indebtedness.

### 8. Change in non-cash operating working capital

	Three months ended December 31	
	2016	2015
Accounts receivable	\$ (1,538)	\$ 20
Net investment in finance leases (including long-term portion)	119	(47)
Inventories	348	1,533
Prepaid expenses and other assets	(323)	(102)
Accounts payable	(206)	(238)
Accrued liabilities	28	(2,509)
Provisions (including long-term portion)	48	45
Deferred revenue	(1,361)	(236)
<b>Total</b>	<b>\$ (2,885)</b>	<b>\$ (1,534)</b>

The change in non-cash operating working capital is the change in balance during the period, adjusted for balances acquired on acquisitions and for foreign exchange revaluation gains and losses. During the three months ended December 31, 2016, accounts receivable increased by \$1,538 which was attributable to the increase in revenue invoiced in the period. During this period, deferred revenue decreased by \$1,361 which was attributable to the recognition of revenue for services performed during the period for which cash had been received from customers prior to October 1, 2016.

## BSM TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements – (Unaudited)

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### 9. Segmented information

The Company operates as one operating segment. Segmentation is based on internal reporting and organizational structure, taking into account the different risk and income structures of the key products of the Company. Within the segment, selected financial information is as follows:

(a) Revenue by geography, based upon customer location, is as follows:

Three months ending December 31		
	2016	2015
Canada	\$ 5,594	\$ 7,288
United States	12,475	8,050
International	294	363
Total	\$ 18,363	\$ 15,701

(b) Non-current assets by geographic location is as follows:

Year		
	December 31, 2016	September 30, 2016
Canada	\$ 62,694	\$ 55,131
United States	26,299	17,468
Total	\$ 88,993	\$ 72,599

### 10. Contingent consideration

The Company has recognized contingent consideration classified as a liability within the consolidated statements of financial position. The liability is recorded as the fair value of future deferred consideration associated with companies acquired in prior periods. Fair value is determined based on management's estimate of the present value of the amounts expected to be paid subject to the contingent performance targets for each respective acquisition.

Re-measurement of the fair value of contingent consideration is performed by the Company at each financial reporting period. Key unobservable inputs comprise management's best estimate of the probability that acquired businesses will achieve specified financial targets in specified time frames following the respective acquisitions. The estimated fair value increases as the estimated probability associated with the financial targets increase and vice versa for decreases in fair value. During the three months ended December 31, 2016, the Company did not make any revisions to its estimates of the probability of acquired businesses achieving the specified targets.

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy.

<b>Balance at September 30, 2016</b>	<b>\$ 4,503</b>
Cash payments	-
Recognized on the acquisition of Mobi	6,748
Accreted interest	370
Fair value adjustments	-
Foreign exchange revaluation	253
<b>Balance at December 31, 2016</b>	<b>\$ 11,874</b>

# BSM TECHNOLOGIES INC.

Notes to the Condensed Interim Consolidated Financial Statements – (Unaudited)

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*In 000s of Canadian Dollars*

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## 11. Goodwill

The Company performs its impairment test for its sole CGU containing goodwill at each fiscal year end. The Company has not identified any goodwill impairments during the three months ended December 31, 2016. The Company's assessment could be impacted by a change in market factors or a change in management's estimate of forecasted financial performance. Reasonably possible changes in key estimates and assumptions would not cause the recoverable amount of goodwill to fall below the carrying amount. The following is a summary of the Company's goodwill:

<b>Balance at September 30, 2016</b>	<b>\$ 22,163</b>
Recognized on the acquisition of Mobi	3,968
Foreign exchange revaluation	1,163
<b>Balance at December 31, 2016</b>	<b>\$ 26,294</b>

## 12. Income tax

Income tax expense is recognized based on management's estimate of the weighted average annual income tax rate expected for the full fiscal year. The estimated annual tax rate used for the three months ended December 31, 2016 is 26.4% (2015 – 26.5%). The tax rate used represents management's estimate of the weighted average tax rate expected to be applicable on taxable income in the period. Current tax expense was \$69 and deferred tax expense was \$123 for the three months ended December 31, 2016 (2015 – current tax expense of \$7 and deferred tax expense of \$458).

## 13. Subsequent events

There are no subsequent events to disclose for the Company.

## 14. New Accounting Standards

Certain new accounting standards and interpretations have been published that are not mandatory for adoption for reporting periods beginning on October 1, 2016 and have not been early adopted by the Company. The Company has not yet fully assessed the impact of these new standards and amendments or whether these standards and amendments will be early adopted.

- i. IFRS 9, Financial Instruments. In July 2014, the IASB issued the final version of IFRS 9, Financial Instruments, which reflects all phases of the financial instruments project and replaces IAS 39, Financial Instruments - Recognition and Measurement, and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory.
- ii. IFRS 15, Revenue from Contracts with Customers. In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers, which establishes a single comprehensive model of accounting for revenue arising from contracts with customers that an entity will apply to determine the measurement of revenue and the timing of when it is recognized. This standard will replace IAS 18, Revenue, which covers contracts for goods and services and IAS 11, Construction Contracts, which covers revenue from construction contracts. The new standard is based on the principle that revenue is recognized when

## **BSM TECHNOLOGIES INC.**

Notes to the Condensed Interim Consolidated Financial Statements – (Unaudited)

Three months ended December 31, 2016 and 2015

*In 000s of Canadian Dollars*

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control of a good or service transfers to a customer - so the notion of control replaces the existing notion of risks and rewards. The new standard will be effective for the fiscal year beginning on or after January 1, 2018 and earlier application is permitted. Adoption of the standard may have flow-on effects on adopting an entity's business practices regarding systems, processes and controls, compensation and bonus plans, contracts, tax planning and investor communications. Entities will have a choice of full retrospective application, or prospective application with additional disclosures.

- iii. IFRS 16, Leases. On January 13, 2016, the IASB issued IFRS 16, Leases, which will replace IAS 17, Leases. The new standard will be mandatorily effective for fiscal years beginning on or after January 1, 2019 and earlier application is permitted. Under the new standard, all leases will be recorded on the balance sheet of lessees, except those that meet the limited exception criteria.