



Audited Consolidated Financial Statements of

Route1 Inc.

For the years ended December 31, 2024, and 2023

To the Shareholders of Route1 Inc.:

Opinion

We have audited the consolidated financial statements of Route1 Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and December 31, 2023, and the consolidated statements of income (loss) and comprehensive income (loss), changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2024 and December 31, 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that as at December 31, 2024, the Company had a working capital deficiency and an accumulated deficit. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Goodwill Impairment Analysis

Key Audit Matter Description

As described in Note 7 to the consolidated financial statements, the Company's goodwill balance was \$3,554,032 as of December 31, 2024. Goodwill is tested for impairment annually, or whenever certain events or changes in circumstances indicate that the carrying value of goodwill may be greater than the recoverable amount. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of cash inflows of other assets or groups of assets (a cash generating unit ("CGU")). Management uses the higher of the value in use and fair value less cost of disposal approach to determine the recoverable amount for all its CGUs.

We considered this to be a key audit matter due to the significant judgment made by management in estimating the recoverable amount for goodwill and a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence relating to management's estimates. This resulted in an increased extent of audit effort, including the involvement of internal valuation specialists.

Audit Response

We responded to this matter by performing procedures in relation to the goodwill impairment analysis. Our audit work in relation to this included, but was not restricted to, the following:

- Evaluated the appropriateness of the discounted cash flow model by testing the completeness, accuracy, and relevance of underlying data used in the cash flow model.
- Obtained an understanding of management's internal control process as it relates to the determination of key inputs and assumptions.
- Evaluated management's assumptions related to revenue growth rates and ratio of expenses after considering (i) the current and past performance of the CGU, and (ii) whether these assumptions were consistent with evidence obtained in other areas of the audit.
- With the assistance of internal valuation specialists, evaluated the reasonableness of management's impairment model and evaluated management's assumptions related to the pre-tax discount rate.
- Performed a sensitivity analysis by developing a range of independent estimates of the weighted average cost of capital, revenue growth rates and gross margins.
- Assessed the appropriateness of the disclosures relating to the assumptions used in the impairment assessments in the notes to the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the consolidated 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 Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 consolidated financial statements, including the disclosures, and whether the consolidated 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 consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we 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 our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Blair Michael Mabee.

Mississauga, Ontario

April 28, 2025

MNP LLP

Chartered Professional Accountants

Licensed Public Accountants

TABLE OF CONTENTS

Route1 Inc.

	<i><u>Page</u></i>
Consolidated Statements of Financial Position	1
Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)	2
Consolidated Statements of Changes in Equity	3
Consolidated Statements of Cash Flows	4
Notes to the Consolidated Financial Statements	5-33

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Route1 Inc.

As of December 31, 2024, and 2023
(stated in Canadian dollars)

	Note	December 31, 2024	December 31, 2023
Assets			
Current assets			
Cash and cash equivalents	15	86,607	\$38,348
Accounts receivable		2,282,040	2,066,028
Other receivables		312,452	104,653
Inventory	3	598,389	672,213
Prepaid expenses		142,293	178,519
Contract costs	9	-	11,603
Total current assets		3,421,781	3,071,364
Non-current assets			
Right-of-use assets	5	833,925	1,242,297
Furniture and equipment	5	2,548	111,110
Intangible assets	6	1,564,391	1,843,195
Goodwill	7	3,554,032	3,266,775
Other Assets		3,615	6,647
Total non-current assets		5,958,511	6,470,024
Total assets		\$9,380,292	\$9,541,388
Liabilities			
Current liabilities			
Bank indebtedness	8	1,224,950	\$2,898,495
Accounts payable and other liabilities	12	4,682,947	3,435,025
Contract liability	9	994,527	891,638
Lease liabilities	4	334,533	504,137
Notes payable	10	336,319	359,994
Total current liabilities		7,573,276	8,089,289
Non-current liabilities			
Bank Indebtedness	8	1,252,976	-
Contract liability	9	8,398	9,985
Lease liabilities	4	595,961	857,769
Notes payable	10	333,500	-
Total non-current liabilities		2,190,835	867,754
Total liabilities		9,764,111	8,957,043
Shareholders' equity Capital and reserve			
Common shares	11	23,994,270	23,994,270
Contributed surplus - stock compensation reserve	11	17,355,988	17,342,204
Accumulated other comprehensive income	11	252,341	172,973
Deficit		(41,986,418)	(40,925,102)
Total shareholders' equity		(383,819)	584,345
Total shareholders' equity and liabilities		\$9,380,292	\$9,541,388

Commitments and contingencies (Note 13)

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

CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

Route1 Inc.

For the years ended December 31, 2024, and December 31, 2023
(stated in Canadian dollars)

	Note	2024	2023
Revenue			
Subscription revenue and services	18	4,341,708	\$4,456,513
Devices and appliance	18	10,821,099	13,103,550
Other	18	(8,882)	17,754
Total Revenue		15,153,925	17,577,817
Cost of revenue	3	9,902,865	11,702,828
Gross profit		5,251,060	5,874,989
Operating expenses			
General administration	5, 6	4,331,718	5,024,640
Research and development		180,456	146,555
Selling and marketing		1,259,223	1,267,488
Total operating expenses before stock-based compensation		5,771,397	6,438,683
Stock-based compensation	11, 12	13,784	73,830
Total operating expenses		5,785,181	6,512,513
Operating income (loss) before other income (expense)		(534,121)	(637,524)
Other income (expense)			
Interest expense		(445,932)	(504,275)
Foreign exchange gain (loss)		10,825	(103,400)
Gain (loss) on asset disposal		(54,544)	5,119
Total other income (expense)		(489,651)	(602,556)
Income (loss) before income taxes		(1,023,772)	(1,240,080)
Income tax (recovery) expense		37,544	42,857
Net loss for the year		(1,061,316)	(1,282,937)
Other comprehensive income (loss)			
Foreign currency translation		79,368	27,800
Comprehensive loss		(\$981,948)	(\$1,255,137)
Basic and diluted loss per share		(\$0.02)	(\$0.03)
Weighted average number of common shares outstanding		42,497,156	42,497,156

The accompanying notes are an integral part of these consolidated financial statement

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Route1 Inc.

For the years ended December 31, 2024, and December 31, 2023
(stated in Canadian dollars)

	Note	Common Shares	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total Shareholders Equity
Balance on January 1, 2023		\$23,994,270	\$17,268,374	\$145,173	(\$39,642,165)	\$1,765,652
Stock-based compensation	11	-	73,830	-	-	73,830
Comprehensive income (loss)		-	-	27,800	(1,282,937)	(1,255,137)
Balance on December 31, 2023		\$23,994,270	\$17,342,204	\$172,973	(\$40,925,102)	\$584,345
	Note	Common Shares	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total Shareholders Equity
Balance on January 1, 2024		\$23,994,270	\$17,342,204	\$172,973	(\$40,925,102)	\$584,345
Stock-based compensation	11	-	13,784	-	-	13,784
Comprehensive income (loss)		-	-	79,368	(1,061,316)	(981,948)
Balance on December 31, 2024		\$23,994,270	\$17,355,988	\$252,341	(\$41,986,418)	(\$383,819)

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

Route1 Inc.

For the years ended December 31, 2024, and December 31, 2023
(stated in Canadian dollars)

	Note	2024	2023
Net cash (outflow) inflow related to the following activities			
Operating activities			
Net loss		\$1,061,316	\$1,282,937
Items not affecting cash and cash equivalents			
Depreciation and amortization		932,411	1,277,879
Interest on lease liabilities		65,107	87,226
Deferred taxes		-	(42)
Stock-based compensation	11	13,784	73,830
Loss on asset disposal		54,545	-
Net changes in working capital balances			
Accounts receivable		(241,410)	(265,838)
Other receivables		19,226	70,800
Inventory		56,305	1,465,391
Prepaid expenses		38,896	404,305
Contract costs		11,878	26,195
Accounts payable and other liabilities		967,493	(1,079,721)
Contract liability		30,603	(90,269)
Net cash generated by operating activities		887,522	686,819
Investing activities			
Acquisition of furniture, and equipment		-	(732)
Acquisition of intangible assets	6	(27,820)	(467,209)
Net cash (used in) generated by investing activities		(27,820)	(467,941)
Financing activities			
Repayment of notes payable	10	(325,000)	(337,687)
Repayment of lease liabilities	4	(507,376)	(527,368)
Proceeds from note issuance	10	606,180	-
Proceeds from (repayment of) bank indebtedness		(547,714)	517,294
Net cash used in by financing activities		(773,910)	(347,761)
Net increase (decrease) in cash and cash equivalents for the year		84,792	(128,883)
Effects of exchange rate changes on cash		(36,533)	88,726
Cash and cash equivalents, beginning of the year		38,348	78,505
Cash and cash equivalents, end of the year		86,607	38,348
Supplemental cash flow information			
Interest payments		380,825	416,931
Corporate tax payments		37,544	42,857

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

1. NATURE AND DESCRIPTION OF THE COMPANY

Route1 Inc. (“Route1” or “the Company”) is a publicly traded company on the TSX Venture Exchange. The Company is incorporated under the laws of the Province of Ontario by articles of amalgamation dated January 1, 2006. The registered office of the Company is 8 King Street East, Suite 1801, Toronto, Ontario, M5C 1B5.

Route1 Inc. is an advanced North American engineering and professional services company using data capture technologies. The Company brings security and operations together with real-time actionable intelligence to enhance safety and security, drive greater profitability and improve operational efficiencies. With a deep-rooted background in software development, network operations, and cybersecurity, Route1 has ushered in a unique and valuable approach to the turn-key engineering and professional services arena. Route1’s services follow a complete life-cycle model, ensuring the evolution of your technology to meet the client’s desired outcomes.

With offices and staff in Scottsdale, AZ, Chattanooga, TN, Denver, CO and Toronto, Canada, Route1 provides leading-edge solutions to public and private sector clients around the world. Route1 is listed in Canada on the TSX Venture Exchange under the symbol ROI.

On December 31, 2023, the Company’s wholly owned subsidiaries: Portable Computer Systems, Inc. (“PCS”) and Spyrys Solutions Inc. (“Spyrys”) merged with the surviving entity being PCS.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PREPARATION

2.1 *Statement of compliance*

These consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements were approved and authorized for issuance by the Company’s Board of Directors on April 28, 2025.

2.2 *Basis of consolidation*

Subsidiaries are entities controlled by the Company. Control exists when the Company is exposed or has rights to variable returns from an investee and has the ability to affect those returns through its control over the investee. The results of subsidiaries acquired or disposed of during the period are included in the consolidated statement of income (loss) and comprehensive income (loss) from the effective date of acquisition and up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial records of the subsidiary to bring their accounting policies in line with those used by the Company. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries Route 1 Security Corporation, Portable Computer Systems, Inc. (“PCS”) and Group Mobile Int’l, LLC (“GMI”).

2.3 Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets. Certain amounts have been reclassified to conform with the current year’s presentation.

The Company has one segment for financial reporting purposes which comprises the sale and distribution of rugged devices, license plate recognition equipment and secure data access.

The accounting policies set out in these consolidated financial statements have been applied consistently to all periods presented in these consolidated financial statements.

2.3.1 Foreign currency translation

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the functional currency of Route1 Inc. For each entity within the consolidated financial statements, the functional currency is determined based on the currency of the primary economic environment in which the entity operates. Primary and secondary indicators are used to determine the functional currency (primary indicators have priority over secondary indicators).

Foreign operations

The functional currency of Route 1 Security Corporation, GMI and PCS is United States dollars. The financial statements of these entities are translated into the Canadian dollar presentation currency at as follows:

- assets and liabilities – at the exchange rate in effect at the statement of financial position date.
- Income and expenses – at the average rate for the period (as this is considered to be a reasonable approximation of actual rates).

The resulting changes are recognized in other comprehensive income (“OCI”) as cumulative translation adjustments. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in net income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the respective entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary assets and liabilities denominated in foreign currencies at period-end exchange rates are recognized in net income. Non-monetary assets and liabilities are not retranslated and are measured at historical cost (translated using the exchange rates at the transaction date).

2.3.2 Cash and cash equivalents

Cash and cash equivalents consist of cash deposits available on demand with Schedule 1 banks in Canada and their subsidiaries in the United States, a large money center bank and a large regional bank in the United States. Bank indebtedness is considered a financing activity.

2.3.3 Financial instruments

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. Settlement date accounting is used.

<i>Financial assets</i>	<i>Classification</i>
Cash and cash equivalents	Amortized cost
Accounts receivable	Amortized cost
Other receivables	Amortized cost
 <i>Financial liabilities</i>	 <i>Classification</i>
Bank indebtedness	Amortized cost
Accounts payable and other liabilities	Amortized cost
Notes payable	Amortized cost

Amortized cost

Subsequent to initial recognition, financial assets at amortized cost are measured using the effective interest method, less any impairment. Interest income, foreign exchange gains and losses, impairment, and any gain or loss on de-recognition are recognized in profit or loss.

Other liabilities

Other liabilities are recorded at amortized cost using the effective interest method and include all financial liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

Effective interest method

The Company uses the effective interest method to recognize interest income or expense, which includes transaction costs or fees, premiums or discounts, earned or incurred for financial instruments.

Impairment of financial assets

The Company measures a loss allowance based on the lifetime expected credit losses. Lifetime expected credit losses are estimated based on factors such as the Company's past experience of collecting payments, the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables, financial difficulty of the borrower, and it becoming probable that the borrower will enter bankruptcy or financial re-organization. Financial assets are written off when there is no reasonable expectation of recovery.

De-recognition of financial liabilities

The Company de-recognizes financial liabilities when the obligations are discharged, cancelled or expire.

2.3.4 *Inventory*

Inventory is valued at the lower of cost and net realizable value with cost being calculated on a weighted average basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

2.3.5 *Furniture and equipment*

Furniture and equipment are recorded at cost and subsequently recorded at cost less accumulated depreciation and accumulated impairment losses. Depreciation is provided over the estimated useful life of the assets less any impairment loss or reversal as follows:

Furniture and equipment:	Straight-line over 36 months
Right-of-use asset:	Straight-line over the remaining lease term
TaaS Computer equipment:	Straight-line over 36 months
Computer equipment:	Straight-line over 36 months

The Company assesses the depreciation method and rate as well as the residual value of furniture and equipment at the end of each financial year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

2.3.6 *Intangible assets*

Intangible assets are recorded at cost less accumulated depreciation and any accumulated impairment loss. Depreciation is provided over the estimated useful life of the assets less any impairment loss or reversal as follows:

Computer software:	Straight-line over 12 months
Computer software: (applications)	Straight-line over 60 months
Patents:	Straight-line over life of the patent
Vendor relationships:	Straight-line over 120 months
Trademarks and tradenames:	Straight-line over 120 months

The Company assesses the depreciation method and rate as well as the residual value of intangible assets at the end of each financial year.

Goodwill is not amortized but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

The Company tests whether goodwill has suffered any impairment on an annual basis. For the 2024 reporting period, the recoverable amount of the cash generating units ("CGUs") was determined based on discounted cash flow calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management.

2.3.7 *Impairment of furniture and equipment and intangible assets*

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and finite lived intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs; or otherwise, they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified. 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 to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

2.3.8 Leases

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

As a lessee:

- a. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, based on the initial amount of the lease liability. The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset is periodically adjusted for certain remeasurements of the lease liability, if the case may be.
- b. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.
- c. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.
- d. The Company has elected to apply the practical expedient not to recognize right-of-use assets and lease liabilities for (1) short-term leases, which have a lease term of 12 months or less, and (2) leases of low value assets. The lease payments associated with these leases are recognized as expenses on a straight-line basis over the lease term.

2.3.9 Revenue recognition

To determine whether to recognize revenue, the Company follows a 5-step process:

- a. Identifying a contract with a customer
- b. Identifying the performance obligations
- c. Determining the transaction price
- d. Allocating the transaction price to the performance obligations
- e. Recognizing revenue when/as performance obligation(s) are satisfied

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

The Company often enters into transactions involving a range of their products and services. In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognized either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers.

The Company recognizes contract liabilities (deferred revenue) for consideration received in respect to unsatisfied performance obligations. The Company recognizes contract costs for incremental costs of obtaining a contract with a customer, and consists of sales commissions and cost of product sold. Capitalized costs are amortized consistent with the transfer of the related products and services. The following paragraphs describe the specific revenue recognition policies for each major component of revenue.

Devices

Revenues from the sale of ruggedized computing equipment and related accessories are recognized when title (control) is transferred to the customer and all significant contractual obligations that affect the customer's final acceptance have been fulfilled.

Appliances

Revenues from the sale of a DEFIMNET® platform and a MobiNET® Aggregation Gateway appliance are recognized when title (control) is transferred to the customer and all significant contractual obligations that affect the customer's final acceptance have been fulfilled.

Subscription Revenue and Services

Revenue from MobiKEY® and other application software subscription-based services, and DEFIMNET® platform and other appliance licensing or maintenance is recognized ratably over the term of the contract on a daily basis when the service is provided.

In instances where the Company bills the customer prior to performing the service in all aspects of its business, the prepayment amount is recorded as contract liability.

Revenue from installation and hardware maintenance and organization services provided to customers is recognized when the service is provided.

Warranty Revenue

Extended warranties that are sold to customers as an optional service, including "Comprehensive Maintenance" contracts and warranties beyond that provided by the manufacturer, are treated as a "service-type" warranty under IFRS 15. "Service-type"

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

warranties are treated as separate performance obligation, and related revenue is deferred over the period for which there is a performance obligation.

2.3.10 Research and development

Research expenditures are charged as an operating expense of the Company as incurred. Expenditures for development of software and equipment are capitalized and amortized only when all of the following criteria are demonstrated:

- a. The technical feasibility of completing the asset so that it will be available for use or sale
- b. The Company intends to complete the asset and use or sell it
- c. The Company has the ability to use or sell the asset
- d. How the intangible asset will generate probable economic benefits
- e. The Company has available adequate technical, financial and other resources to complete the development and to use or sell the asset
- f. The Company can reliably measure the expenditure attributable to the asset during its development

2.3.11 Scientific research and economic development (“SR&ED”) credits and government grants

SR&ED credits are estimated and recognized rateably throughout the year based on management’s expectation of projects undertaken for the current year that will comply with the conditions attaching to them. SR&ED credits reduce research and development expenses. Similarly, government grants, recorded as other revenue, are recognized when all conditions have been met, the grant has been earned, and the grant is non-refundable. For the year ending December 31, 2024, the Company accrued \$31,500 for SR&ED credits (December 31, 2023 - \$25,000), which are included in Accounts Receivable.

2.3.12 Stock-based compensation

Equity-settled share-based payments to employees and others providing services to the Company are measured at the fair value of the equity instruments at the grant date. The Company calculates stock-based compensation using the Black-Scholes option pricing model to value the options at the grant date, and subsequently expenses such value rateably over the vesting term.

Equity-settled share-based payment transactions related to services provided by non-employees are measured at the fair value of the services received. If the services cannot be measured reliably, the transaction is measured at the fair value of the equity instrument issued.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

2.3.13 *Legal claims*

In the normal course of operations, the Company may be subject to litigation claims from customers, suppliers, patent holders, resellers and former employees. A provision is recognized when the probability that payment will occur is more likely than not. The Company regularly reviews any outstanding claims to see if they meet the criteria. A provision is calculated based on management's best estimate of probable outflow of economic resources.

2.3.14 *Income taxes*

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.3.15 *Recognition of deferred tax assets and liabilities*

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

2.3.16 *Earnings or Loss per share*

Basic earnings/loss per share are computed by dividing the income/loss by the weighted average shares outstanding during the reporting period.

The Company calculates the dilutive effect of options and warrants on earnings per share. Diluted earnings per share is computed similarly to basic earnings per share, except the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

weighted average shares outstanding are increased to include additional shares from the assumed 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 shares of common stock at the average market price during the reporting period.

2.4 Use of estimates

In preparation of the Company's consolidated financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amount of assets, liabilities, and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates used in the Company's consolidated financial statements and such differences could be material.

2.5 Critical judgments

The following are the critical judgments, apart from those involving estimations (see below), that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

Revenue recognition:

In making their judgment, management considers the detailed criteria for the recognition of revenue from the sale of goods and services set out in IFRS 15. The Company recognizes revenue when it is realized and earned. The Company considers revenue realized and earned when the Company has transferred to the buyer the significant risks and rewards of ownership of the goods (or service has been performed); the Company does not retain any managerial involvement; it is probable that the economic benefits associated with the transaction will flow to the Company; and the amount of revenue can be measured reliably. Where appropriate, device revenue related to subscriptions and the associated costs of such revenue will be recognized rateably over the life of the nearest term subscription contract.

The Company has applied judgment to determine that it is acting as a principal and gross revenue for sale of devices recognized when title is transferred to the customer and all significant contractual obligations that affect the customer's final acceptance have been fulfilled.

Functional currency:

In making a judgment as to which currency is the functional currency of the Company and its subsidiaries, management considers the currency that influences the sales prices and cost of

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

providing the goods and services in each jurisdiction in which the Company operates.

Capitalization of development costs: Management exercises judgment when establishing whether the criteria under IAS 38, "Intangible Assets", for development costs have been met, specifically the technical feasibility of the products in development and the ability to generate probable future economic benefits.

Going concern: At each yearly reporting period, management exercises judgement in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations. The conclusion that there is uncertainty the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding short and long-term operating budgets, expected profitability, investment and financing activities and management's strategic planning. The assumptions used in management's going concern assessment are derived from actual operating results along with industry and market trends.

During the year ended December 31, 2024, the Company had a working capital deficiency and an accumulated deficit. The Company's ability to continue as a going concern is dependent on its ability to achieve positive net cash flows or ability to raise financing. Operations could be negatively impacted by current U.S. government mandates including actions implemented by the recently established Department of Government Efficiency ("DOGE"), which may affect demand and volatility for the Company's products and services. As a result, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

2.6 Significant estimates

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Allowance for doubtful accounts: Impairment of financial assets is based on an expected credit loss ("ECL") model under IFRS 9. ECLs are a probability-weighted estimate of credit losses. The Company calculated ECLs based on consideration of customer-specific factors and actual historical

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

credit loss experience. The Company does not anticipate any credit losses, and to the extent that any credit losses are experienced, they are expected to be immaterial, therefore no allowance for doubtful accounts was required as at December 31, 2024 and 2023.

Allowance for inventory obsolescence:

The Company considers factors such as the aging of and future demand for inventory, the expected future selling price the Company expects to realize by selling the inventory. Reserves for excess and obsolete inventory are based upon quantities on hand and projected volumes from demand forecasts. The Company reviewed the recoverable amount of its inventory for the years ended December 31, 2024 and 2023 and determined that no write-down was required.

Valuation of warrants and stock-based compensation:

The Company estimates the fair value of stock-based compensation issued for goods or services based on the Black-Scholes Option Pricing Model for warrants and share options with a service condition. Inputs into the model include expected life, volatility, risk free rate, forfeiture rate and dividend yield. The Company has judged that the fair value of the services could not be determined; therefore, the fair value of the shares, share options and warrants was used in the measurement of the transactions. The Black-Scholes Option Pricing Model was used to value the warrants issued as part of the equity private placement. These methods of valuation were applied to the equity transactions during the year (Note 11).

Goodwill impairment:

The Company estimates recoverable amount of the cash generating units based on discounted future cash flow projections that require significant judgment. See Note 7.

2.7 Future accounting policy changes

At the date of the authorization of these consolidated financial statements, several new, but not effective Standards and amendments to existing Standards, and Interpretations have been published by the IASB. None of these Standards or amendments to existing Standards have been adopted early by the Company.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards, amendments and Interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact to the Company's consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

3. INVENTORY AND COST OF REVENUE

	December 31, 2024	December 31, 2023
MobiKEY related inventory	\$186,103	\$195,727
PocketVault P-3X finished product and raw material inventory	215,641	178,954
License plate recognition technology project related inventory	65,714	107,502
Other rugged device and information technology inventory	130,931	190,030
	\$598,389	\$672,213

Cost of revenue includes the cost of devices, cost of third-party licenses, travel and salaries of staff related to field services and operations, hosting of our MobiNET and royalty-related fees. Cost of devices during fiscal year 2024 was \$8,674,421 (2023 - \$10,012,405).

For the year ended December 31, 2024, the Company wrote off \$54,545 of inventory (2023 - \$0).

For the year ended December 31, 2024, the cost of revenue recognized as an expense was \$9,902,865 (2023 - \$11,702,828).

4. LEASES

The Company has entered into a variety of premise lease agreements for office locations in (1) Toronto, Ontario, (2) Scottsdale, Arizona, (3) Chattanooga, Tennessee, and (4) Denver, Colorado. The Chattanooga, Tennessee lease was terminated early on October 31, 2024. The balance on the lease as of October 31, 2024, was \$46,034 and was bought out for \$23,017.

In addition to the basic monthly rents, as part of certain leases, the Company must pay a proportionate share of property taxes, operating costs, utilities, and additional services.

	December 31, 2024	December 31, 2023
Opening lease liability	\$1,361,906	1,873,190
Less: Lease Extinguishment	48,446	46,690
Less: Payments	507,376	527,143
Sub Total	806,084	1,299,357
Add: Interest expense	65,107	87,226
Add: Effects of foreign exchange	59,303	(24,677)
Ending lease liability	\$930,494	\$1,361,906

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

The minimum annual basic rent commitments are as follows:

	December 31, 2024
2025	\$406,447
2026	378,202
2027 and beyond	241,061
Minimum lease payments	1,025,710
Less: Interest portion of rates between 3.81% and 8.325%	95,216
Net minimum lease payments	930,494
Less: Current portion	334,533
Long-term portion	\$595,961

The office locations have been recognized in right-of-use assets at the present value of minimum lease payments, less accumulated depreciation.

The expense relating to payments not included in the measurement of the lease liability (including but not limited to property taxes, operating expenses, utilities, and additional services) is as follows:

	December 31, 2024	December 31, 2023
Non-lease payments	\$573,502	\$457,544

5. RIGHT-OF-USE ASSETS, FURNITURE AND EQUIPMENT

Cost	Right-of-use Asset	Computer Equipment	Furniture & Equipment	TaaS Computer Equipment	Total
Balance at January 1, 2023	\$3,051,402	2,885,304	723,867	1,436,004	8,096,577
Additions	-	732	-	-	732
Disposals	(46,690)	(98,234)	-	-	(144,924)
Effect of Exchange rate changes	(53,183)	-	(20,809)	(33,716)	(107,708)
Balance on December 31, 2023	\$2,951,529	\$2,787,802	\$703,058	\$1,402,288	\$7,844,677
Disposal	(46,838)	-	-	-	(46,838)
Effect of exchange rate changes	189,534	-	91,650	123,308	404,492
Balance on December 31, 2024	\$3,094,225	\$2,787,802	\$794,708	\$1,525,596	\$8,202,331

Accumulated depreciation and impairment	Right-of-use Asset	Computer Equipment	Furniture & Equipment	TaaS Computer Equipment	Total
Balance at January 1, 2023	(1,295,825)	(2,536,680)	(610,199)	(1,436,004)	(5,878,708)
Depreciation expense	(444,602)	(253,379)	(97,873)	-	(795,854)
Disposals	-	98,234	-	-	98,234
Effect of exchange rate changes	31,195	-	20,147	33,716	85,058
Balance on December 31, 2023	(\$1,709,232)	(\$2,691,825)	(\$687,925)	(\$1,402,288)	(\$6,491,270)
Depreciation expense	(415,148)	(95,977)	(13,156)	-	(524,281)
Effect of exchange rate changes	(135,920)	-	(91,079)	(123,308)	(350,307)
Balance on December 31, 2024	(\$2,260,300)	(\$2,787,802)	(\$792,160)	(\$1,525,596)	(\$7,365,858)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

Net book value	Right-of-use Asset	Computer Equipment	Furniture & Equipment	TaaS Computer Equipment	Total
Balance on December 31, 2023	\$1,242,297	\$95,977	\$15,133	\$-	\$1,353,407
Balance on December 31, 2024	\$833,925	\$-	\$2,548	\$-	\$836,473

For the year ended December 31, 2024, depreciation, and amortization expense of \$524,281 (2023 - \$795,854) was recognized in general administration expense.

6. INTANGIBLE ASSETS

Cost	Patents	Computer Software	Customer Relationships	Vendor Relationships	Trademarks & Tradenames	Total Intangible Assets
Balance on January 1, 2023	193,408	1,192,937	1,757,401	474,040	169,300	3,787,086
Additions	-	467,209	-	-	-	467,209
Effect of exchange rate changes	-	(93)	(41,261)	(11,130)	(3,975)	(56,459)
Balance on December 31, 2023	\$193,408	\$1,660,053	\$1,716,140	\$462,910	\$165,325	\$4,197,836
Additions	-	14,984	12,836	-	-	27,820
Effects of exchange rate change	-	-	138,069	55,011	14,538	207,617
Balance on December 31, 2024	\$193,408	\$1,675,148	\$1,861,045	\$517,921	\$179,863	\$4,333,273

Accumulated depreciation and impairment	Patents	Computer Software	Customer Relationships	Vendor Relationships	Trademarks & Tradenames	Total Intangible Assets
Balance on January 1, 2023	(100,752)	(1,078,235)	(491,613)	(165,916)	(59,257)	(1,895,772)
Depreciation expense	(15,462)	(165,469)	(236,929)	(47,279)	(16,885)	(482,025)
Effect of exchange rate changes	-	33	16,492	4,883	1,748	23,156
Balance on December 31, 2023	(\$116,214)	(\$1,243,671)	(\$712,050)	(\$208,312)	(\$74,394)	(\$2,354,641)
Depreciation expense	(10,365)	(128,125)	(204,222)	(48,038)	(17,156)	(407,906)
Effect of exchange rate changes	-	-	(80,604)	(18,960)	(6,771)	(106,335)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

Balance on December 31 2024	(\$126,579)	(\$1,371,796)	(\$996,876)	(\$275,310)	(\$98,321)	(\$2,868,882)
Net book value	Patents	Computer Software	Customer Relationships	Vendor Relationships	Trademarks & Tradenames	Total Intangible Assets
Balance on December 31, 2023	\$77,194	\$416,382	\$1,004,090	\$254,598	\$90,931	\$1,843,195
Balance on December 31, 2024	\$66,829	\$303,241	\$870,169	\$242,611	\$81,541	\$1,564,391

For the year ended December 31, 2024, depreciation, and amortization expense of \$407,906 (2023 - \$482,025) was recognized in general administration expense.

7. GOODWILL

A summary of the Company's goodwill is as follows:

	Amount
Balance, January 1, 2024	\$3,266,775
Effect of exchange rate	287,257
Balance as of December 31, 2024	\$3,554,032

The Company performs impairment assessments of goodwill at year-end or when an event occurs that impacts the value of the entities that gave rise to the goodwill. Goodwill is tested at the CGU level, which is comprised of PCS.

For the year ended December 31, 2024, the Company determined that the recoverable amount was higher than the carrying amount. The recoverable amounts of the CGU were determined based on fair value less costs to sell calculation, using management's discounted cash flow projections over a period of five years.

In calculating the recoverable amount of the CGU, the long-term growth rate applied was 2.3%. The pre-tax discount rate applied was 11.43%, which was set considering the average borrowing cost of the Company and certain risk premiums. Management also used various higher discount rates to test the sensitivity of the value of the CGU.

These assumptions are subjective judgements based on the Company's experience, knowledge of operations and knowledge of the economic environment in which it operates. If future cash flow projections, long-term growth rates or pre-tax discount rates are different to those used, it is possible that the outcome of future impairment tests could result in a different outcome with a CGU's goodwill being impaired.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

8. BANK INDEBTEDNESS

The Company's credit facility consists of a revolving demand facility in the amount of \$1,225,000 (December 31, 2023 - \$1,225,000) and a \$150,000 credit card facility (December 31, 2023 - \$150,000). The operating facility carries an interest rate equal to the lender's prime rate of interest plus 1.5% (December 31, 2023 - prime rate of interest plus 1.5%). As of December 31, 2024, the interest rate was 7.5% (December 31, 2023 - 8.7%). The credit facility is secured by the assets of Route1 Inc. and guaranteed by Group Mobile Int'l LLC ("GMI"). As of December 31, 2024, the balance drawn on the revolving demand facility was \$1,225,000 (December 31, 2023 - \$1,225,000).

The Company's wholly owned subsidiary, PCS, has an asset-based revolving credit facility in the amount of US \$1,350,000. The facility carries an interest rate of fifty basis points over the prime rate published daily in the Wall Street Journal. As of December 31, 2024, the interest rate was 8.0% (December 31, 2023 - 9.0%). The availability under the facility is based on a percentage of the aggregate of certain accounts receivable and inventory. The facility is secured by the assets of PCS and is guaranteed by the Company and a wholly owned subsidiary of the Company. As of December 31, 2024, the balance drawn on the revolving demand facility was US \$870,787 or CAD \$1,252,975 (December 31, 2023 - US \$1,265,307 or CAD \$1,673,495). PCS is required to maintain a Fixed Charge Coverage Ratio of greater or equal to 1.10:1 and this covenant was met as of December 31, 2024.

9. CONTRACT LIABILITIES AND CONTRACT COSTS

Contract liabilities are comprised of:

	December 31, 2024	Dec 31, 2023
Balance, beginning of year	\$901,623	\$1,007,402
Revenue deferred in previous period and recognized in current period	(891,638)	(2,466,818)
Net additions arising from operations	939,508	2,348,048
Effect of exchange rates	53,432	12,991
Total contract liability	\$1,002,925	\$901,623

Revenue to be recognized in the future:

	Dec 31, 2024	Dec 31, 2023
Within one year	\$994,527	\$891,638
Between two to five years	8,398	9,985
Total	\$1,002,925	\$901,623

Subscription revenue and services contract liability is comprised of subscriptions to MobiKEY® software application, and support contracts for license plate recognition technology customers.

Contract costs arise primarily as the result of the deferral of commissions and cost of sales on MobiKEY® services and device sales. As of December 31, 2024, the balance was \$0 (December 31, 2023 - \$11,603).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

10. NOTES PAYABLE AND TERM LOAN

	Dec 31, 2024	Dec 31, 2023
Promissory Note A		
Opening balance	\$-	\$62,766
Less: payments made	-	(62,766)
Closing balance	<u>\$-</u>	<u>\$-</u>
Promissory Note B		
Opening balance	\$359,994	\$634,994
Less: payments made	(325,000)	(275,000)
Closing balance	<u>\$34,994</u>	<u>\$359,994</u>
Promissory Note C		
Opening balance	-	-
Add principle added	\$137,070	\$-
Effect of exchange rate changes	6,820	-
Less: payments made	-	-
Closing balance	<u>\$143,890</u>	<u>\$-</u>
Promissory Note D		
Opening balance	\$-	\$-
Add: principle provided	\$469,110	-
Less: payments made	(12,680)	-
Effect of exchange rate changes	34,505	-
Closing balance	<u>\$490,935</u>	<u>\$-</u>
		-
Total notes payable & term loan	\$669,819	\$359,994
Less: current portion of notes payable and Term Loan	336,319	359,994
Long-term notes payable and term loan commitments	<u>\$333,500</u>	<u>\$-</u>

Unsecured Promissory Note A

Pursuant to the acquisition of PCS on June 28, 2019, the Company's wholly owned subsidiary, PCS, issued two notes to the vendor of PCS. One of the two notes, Promissory Note A, remained outstanding as of December 31, 2022. The terms of the note are as follows:

Principal Amount	US \$250,000
Interest Rate	3% per annum, payable annually
Repayment	US \$80,000 on June 28, 2020; US \$80,000 on June 28, 2021; and US \$90,000 on June 28, 2022

On June 28, 2022, Promissory Note A in the amount of US \$92,700 was amended to provide for repayment at a rate of US \$7,725 per month for the 12 months ending June 28, 2023, plus interest at a rate of 6% per annum on the declining balance. All other terms remain the same. Promissory Note A was fully repaid on June 28, 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

Promissory Note B

On September 16, 2020, Route1 entered into a promissory note agreement with a private lender in the amount of \$650,000 (Promissory Note B). The note bears interest at 10% per annum and any amounts drawn must remain outstanding for a minimum of six months from the date of the agreement and thereafter may be repaid without premium, penalty, or bonus. The original note maturity of September 30, 2021, was extended to October 31, 2022.

On October 25, 2022, the maturity was extended to April 30, 2024. As of October 31, 2022, the amount drawn was \$632,347. The Company incurred renewal fees of \$12,647. The total amount of the note, \$644,994, bears interest at 12% per annum and has a monthly repayment schedule.

On September 15, 2023, the maturity was extended again to December 31, 2024. The note was extended for working capital purposes.

The promissory note is secured by a pledge of shares of the Company's wholly owned subsidiary, Route1 Security Corporation, and a general security agreement over all current and hereafter acquired personal property of the Company. The promissory note is subordinated to the Company's existing bank credit facilities in both Canada and the United States. On December 31, 2024, the balance drawn on the promissory note was \$34,994 (December 31, 2023 - \$359,994). The balance drawn of \$34,994 was fully repaid on January 31, 2025.

Promissory Note C

On July 26, 2024, PCS entered into a promissory note agreement with a private lender in the amount of USD \$100,000 (Promissory Note C). Interest payable under this promissory note is USD \$2,000 per month and payable monthly in advance. The original maturity date of the promissory note was December 26, 2024, and later extended in December 2024 to January 26, 2025. Interest paid in 2024 was USD \$10,000. A further interest payment was made in January 2025, and the promissory note was fully repaid on January 17, 2025.

Promissory Note D

On November 25, 2024, PCS entered into a 36-month straight-line amortization Term Loan with a bank in the amount of USD \$350,000. The term loan bears an interest rate of 6.75% with a maturity date of November 25, 2027. Monthly payments are in the amount of USD \$10,780.74. The monthly payment is for principal and interest.

11. SHARE CAPITAL, WARRANTS AND CONTRIBUTED SURPLUS

The Company's authorized share capital consists of the following:

- An unlimited number of common shares with voting rights and no-par value.
- An unlimited number of non-cumulative, non-voting first preferred shares with no fixed dividend rate, issuable in series.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

- An unlimited number of non-cumulative, non-voting second preferred shares with no fixed dividend rate, issuable in series.
- An unlimited number of non-cumulative, non-voting Series A first preferred shares with no fixed dividend rate, issuable in series and convertible into common shares at the option of the holder on a one-for-one basis at any time after October 31, 2000.

	Number of Common Shares	Common Shares \$
Balance, December 31, 2023	42,497,156	\$23,994,270
Balance, December 31, 2024	42,497,156	\$23,994,270

Stock-based Compensation

The Company has a Stock Option Plan (the “Plan”) that was created in 1997 to attract, retain, and motivate officers, salaried employees and directors who can make important contributions toward the success of the Company. Under the Plan, options may be granted to directors, officers, employees, and consultants of the Company at an exercise price determined by the Board provided that such exercise price should not be less than permitted under the rules of any stock exchange where the shares are listed. The period during which an option may be exercised (the “Option Period”) is determined by the Board at the time the option is granted, subject to any vesting limitations which may be imposed by the Board in its sole unfettered discretion at the time such option is granted. Options are exercisable as determined by the Board at the date of the grant. Shares covered by options granted pursuant to the Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of the grant, calculated on a non-diluted basis.

The following tables reflect the movement and status of the stock options:

	December 31, 2024		December 31, 2023	
Options Outstanding	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of the period	2,075,000	\$0.65	2,925,000	\$0.62
Options expired during the period	(400,000)	0.65	(550,000)	0.55
Options forfeited during the period	-	-	(300,000)	0.56
Balance, end of the period	1,675,000	\$0.61	2,075,000	\$0.65

Options outstanding and exercisable as of Dec 31, 2024:

	Options Outstanding		Options Exercisable	
	Number of Options	Weighted Average Contractual Life (Years)	Number of Options	Weighted Average Contractual Life (Years)
\$0.50	250,000	1.8	250,000	1.8
\$0.62	275,000	0.7	275,000	0.7
\$0.68	1,150,000	0.3	1,150,000	0.3
	1,675,000	0.6	1,675,000	0.6

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

For the Year ended December 31, 2024, the Company recorded stock-based compensation expense of \$13,784 (2023 - \$73,830).

The Black-Scholes option pricing model used by the Company to determine fair values was developed for use in estimating the fair value of freely traded options, which are fully transferable and have no vesting restrictions. The Company's stock options are not transferable and cannot be traded and are subject to vesting restrictions and exercise restrictions under the Company's black-out policy which would tend to reduce the fair value of the Company's stock options. Changes to subjective input assumptions used in the model can cause a significant variation in the estimate of the fair value of the options.

All outstanding share options expected to vest were measured in accordance with IFRS 2, "Share-based Payment" at their market-based measure at the acquisition date. Options were priced using the Black Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions, and behavioral considerations. Expected volatility is based on the historical share price volatility.

Contributed Surplus

Contributed surplus represents expired warrants and the amortized fair value of stock options granted under the stock option plan, determined using the Black-Scholes option pricing model. The fair value is amortized to income on a graded, vested basis over the vesting period with a corresponding increase to contributed surplus. Upon exercise of stock options, the consideration paid by the holder is included in share capital and the related contributed surplus associated with the stock options exercised is transferred into share capital.

	December 31, 2024	December 31, 2023
Balance, beginning of the year	\$17,342,204	\$17,268,374
Options expensed in the year	13,784	73,830
Balance, end of the year	<u>\$17,355,988</u>	<u>\$17,342,204</u>

12. RELATED PARTY TRANSACTIONS AND BALANCES

The Company has directors and officers who are considered related parties. The Company had the following transactions and/or outstanding amounts with related parties. All transactions are recorded in their exchange amounts.

- The Company incurred expenses (including CPP and EHT) payable to and on behalf of the independent members of the Board of Directors of \$199,301 in the year ending December 31, 2024 (2023 - \$180,704). These transactions are in the normal course of operations and are paid or payable for directorship services. As of December 31, 2024, accrued liabilities included \$360,108 owing to directors (December 31, 2023 - \$267,326). The Company also incurred stock-based compensation expense related to stock options granted to independent directors in the amount of \$0 (2023 - \$9,100).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

- The Company made payments (including HST) to Chodos Capital Group Inc. for management services provided by Mr. Peter Chodos, a director, and the prior CFO of the Company, in the amount of \$203,400 in the year ended December 31, 2024 (2023- \$243,656). The Company also incurred stock-based compensation expenses related to stock options granted to Mr. Chodos in the amount of \$10,310 for the year ended December 31, 2024 (2023 - \$28,199). Payments made to Mr. Chodos as an independent contractor are not included as part of key management.
- The Company made payments to or incurred expenses for key management employees (President and Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer) in the year ended December 31, 2024 as follows, with 2023 comparatives:

	December 31, 2024	December 31, 2023
Short-term employee benefit	\$727,699	\$747,379
Stock-based compensation expense	0	50,247
	<u>\$727,699</u>	<u>\$797,626</u>

13. COMMITMENTS AND CONTINGENCIES

(i) Legal Matters

In the normal course of operations, the Company may be subject to litigation and claims from customers, suppliers, and former employees. Although it is not possible to estimate the extent of potential costs, if any, management believes that the ultimate resolution of such contingencies would not have a material adverse effect on the results of operations, financial position, or liquidity of the Company.

(ii) Contingencies

The Company has an earn-out provision from the acquisition of Spyryus on September 15, 2021, which could require a payment to the previous owners of Spyryus should the gross profit exceed certain targets.

14. CAPITAL MANAGEMENT

The Company's objectives when managing capital is to maintain a flexible capital structure which optimizes the cost of capital at acceptable risk. The Company manages its debt and shareholders' equity.

The Company manages its capital structure and adjusts due to changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue new debt, and/or issue new debt to replace existing debt with different characteristics.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

Capital management objectives, policies and procedures have not changed from the preceding period.

In the normal course of business operations of GMI and PCS, the Company may be required to guarantee certain trade payables to the value-added distributors from which GMI and PCS purchase products to sell to their customers. Such guarantees would be enforced only if GMI or PCS could not pay the distributor for goods acquired from such distributor and the amounts under such guarantees would vary from time to time based on the volume of purchases from the particular distributor. The Company has entered into these continuing, unconditional guarantees with several of the larger vendors/suppliers to GMI and PCS.

In the normal course of operations, GMI and PCS may enter into continuing purchase money security interests with distributors and original equipment manufacturers. These security interests relate specifically to the products purchased from each distributor and original equipment manufacturer and the amounts secured will vary from time to time with purchases.

15. FINANCIAL INSTRUMENTS - RISK MANAGEMENT

The carrying amount of financial instruments including cash and cash equivalents, accounts receivable, other receivables, bank indebtedness, accounts payable and other liabilities approximate fair value because of the short-term nature of these instruments.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within a three-level hierarchy, based on observability of significant inputs, as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; or
- Level 3: Unobservable inputs for the asset or liability.

Inputs into the determination of fair value require management judgment or estimation. The Company does not have any assets or liabilities measured at fair value.

The Company has exposure to credit risk, liquidity risk and market risk associated with its financial assets and liabilities. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has established the Audit Committee which is responsible for monitoring the Company's compliance with risk management policies. The Audit Committee regularly reports to the Board of Directors on its activities.

The Company's risk management program seeks to minimize potential adverse effects on the Company's financial performance and ultimately shareholder value. The Company manages its risks and risk exposures through a system of internal controls and sound business practices.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

The Company's financial instruments and the nature of the risks to which they may be subject are set out in the following table:

	Credit	Liquidity	Foreign Exchange	Interest Rate
Cash and cash equivalents	Yes		Yes	Yes
Accounts receivable	Yes		Yes	
Other receivables	Yes		Yes	
Bank indebtedness		Yes	Yes	Yes
Accounts payable and other liabilities		Yes	Yes	
Notes payable		Yes	Yes	Yes

Credit Risk

Credit risk arises from cash held with banks and credit exposure to customers, including outstanding accounts and other receivables. The maximum exposure to credit risk is equal to the carrying value (net of allowances) of the financial assets. The objective of managing credit risk is to prevent losses on financial assets. The Company assesses the credit quality of counterparties, considering their financial position, past experience and other factors. During the year ended December 31, 2024, the largest single customer represented approximately \$1,148,335 of revenue or 7.58% of total revenue (December 31, 2023 - \$2,261,718 or 10.3% of total revenue).

Cash and cash equivalents consist of bank balances. Credit risk associated with cash is minimized substantially by ensuring that these financial assets are held in highly rated financial institutions. On December 31, 2024, the Company had cash consisting of deposits with a Schedule 1 bank in Canada, a large money center bank in the U.S. and one large regional bank in the U.S. of \$86,606 (December 31, 2023 - \$38,348).

Accounts receivable consist primarily of accounts receivable from invoicing for subscriptions, devices, and services. Other receivables consist primarily of unbilled accounts receivable, marketing development funds, sales tax refunds to be received and an amount due for the refund of the excess of the posted bond over the patent litigation settlement amount. The Company's credit risk arises from the possibility that a customer which owes the Company money is unable or unwilling to meet its obligations in accordance with the terms and conditions in the contracts with the Company, which would result in a financial loss for the Company. This risk is mitigated through established credit management techniques, including monitoring customer's creditworthiness, setting exposure limits and monitoring exposure against these customer credit limits.

The Company measures a loss allowance based on the lifetime expected credit losses. Lifetime expected credit losses are estimated based on factors such as the Company's past experience of collecting payments, the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables, financial difficulty of the borrower, and it becoming probable that the borrower will enter bankruptcy or financial re-organization. Financial assets are written off when there is no reasonable expectation of recovery. Subsequent recoveries of amounts previously written off reduce other

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

expenses in the consolidated statements of income (loss) and comprehensive income (loss). As of December 31, 2024, the largest single customer's account receivable represented \$363,269 (December 31, 2023 – \$250,576) of the total accounts receivable.

The following table outlines the details of the aging of the Company's receivables as of December 31, 2024, and December 31, 2023:

	December 31, 2024	December 31, 2023
Current	\$1,956,409	\$1,653,599
Past Due 1-60 days	181,504	268,650
Greater than 60 days	144,128	143,779
Total accounts receivable, net	\$2,282,041	\$2,066,028

The Company incurred bad debt charges on trade accounts receivable in the amount of \$37,047 during the year ended December 31, 2024 (2023 - \$51,786).

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. In order to meet its financial liabilities, the Company has primarily relied and expects to continue to rely primarily on collecting its accounts receivable as they come due.

The Company's ability to manage its liquidity risk going forward will require some or all of the following: the ability to generate positive cash flows from operations and secure capital and/or credit facilities on reasonable terms in the current marketplace. The following table details the Company's contractual maturities for its financial liabilities, including interest payments and operating lease commitments, as of December 31, 2024:

	2025	2026	2027 and beyond	Total
Accounts payable and other liabilities	\$4,682,947	\$-	\$-	\$4,682,947
Notes payable & loan commitment	336,319	168,554	164,946	669,819
Lease commitments	406,447	378,202	241,061	1,025,710
	\$5,425,713	\$546,756	\$406,007	\$6,378,476

Bank indebtedness does not have a contractual maturity and as such has not been included in the above table.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the fair value of recognized assets and liabilities or future cash flows or the Company's results of operation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

Foreign Exchange

The functional currency of the parent company is Canadian dollars, and the reporting currency is Canadian dollars. As of December 31, 2024, the Company had non-Canadian dollar net monetary liabilities of approximately US \$1,831,941 (December 31, 2023 - US \$1,593,849). An increase or decrease in the U.S. to Canadian dollar exchange rate by 5% as of December 31, 2024, would have resulted in a gain or loss in the amount of \$131,799 (December 31, 2023 – \$105,401).

Interest Rate

The Company has cash balances and bank indebtedness which may be exposed to interest rate fluctuations. On December 31, 2024, cash balances were \$86,607 (December 31, 2023 - \$38,348), bank indebtedness balances were \$2,477,926 (December 31, 2023 – \$2,898,495).

17. INCOME AND DEFERRED TAXES

Income Taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% (2021 - 26.4%) to the effective tax rate is as follows:

	2024	2023
Net Income (Loss) before recovery of income taxes	\$(1,023,772)	\$(1,240,080)
Expected income tax (recovery) expense	(271,300)	(328,621)
Non-deductible & other expenses	41,045	345,252
Share issuance cost booked directly to equity	-	-
Adjustments in respect of prior periods	-	-
US State Taxes Paid	37,545	42,857
Change in tax benefits not recognized	230,254	(16,631)
Income tax (recovery)	\$37,545	\$42,857
The Company's income tax (recovery) is allocated as follows:		
Current tax (recovery) expense	\$37,545	\$42,857
Deferred tax (recovery) expense	-	-
	\$37,545	\$42,857

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

Deferred Taxes

The following table summarizes the components of deferred tax:

	2024	2023
Deferred Tax Assets		
Finance Lease Receivables	\$243,020	\$323,977
Operating tax losses carried forward - USA	297,690	306,977
Operating tax losses carried forward - Canada	49,349	-
	590,059	630,954
Deferred Tax Liabilities		
Right of use assets	(217,818)	(323,977)
Intangible Assets	(372,241)	(306,977)
	(590,059)	(630,954)
Net deferred tax	\$-	\$-

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Unrecognized Deferred Tax Assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2024	2023
Property, plant and equipment	\$7,125,393	\$6,511,333
Intangible Assets	-	-
Reserves	8,144	-
Share issuance costs	5,059	27,026
Capital Lease Obligations	-	119,609
Operating tax losses carried forward - USA	119,866	1,726,409
Operating tax losses carried forward – Canada	12,746,266	12,003,738
Capital losses carried forward	88,326	88,326
SR&ED pool from T661	15,047,265	14,890,044
ORDTC	856,072	804,096
ITC	3,796,026	-
Charitable donations carryforward	19,023	-
Other	-	20,400
	\$39,811,441	\$36,190,981

The Canadian operating tax loss carry forwards expire as noted in the table below. The U.S. operating tax losses can be carried forward indefinitely. The capital loss carry forward may be carried forward

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

indefinitely, but can only be used to reduce capital gains. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

The Company's Canadian operating tax losses expire as follows:

2027	\$5,414,848
2028	4,078,305
2029	2,096,543
2044	1,156,570
	<u>\$12,746,266</u>

18. REVENUE AND SEGMENTED INFORMATION

Revenue for the recurring revenue and services is reported as a contract liability on the consolidated statement of financial position and is recognized as earned revenue for the period in which the subscription and/or service is provided.

For the sale of devices, revenue or contract liability is recognized at the time transfer of ownership of the device occurs. On December 31, 2024, the Company had \$1,002,925 (December 31, 2023 - \$901,623) in contract liability.

The following table provides a presentation of the Company's revenue streams for the year ended December 31, 2024, and 2023:

	December 31, 2024		December 31, 2023	
	Revenue	% of Total	Revenue	% of Total
Subscription revenue and Services	\$4,341,708	28.7	\$4,456,513	25.4
Devices and appliances	10,821,099	71.4	13,103,550	74.5
Other	(8,882)	-0.1	17,754	0.1
	<u>\$15,153,925</u>	<u>100.0</u>	<u>\$17,577,817</u>	<u>100.0</u>

The following table provides a geographic presentation of the Company's revenue streams for the year ended December 31, 2024, and 2023:

	December 31, 2024		December 31, 2023	
	Revenue	% of Total	Revenue	% of Total
USA	\$14,678,487	96.9	\$17,042,393	97.0
Canada and International	475,438	3.1	535,424	3.0
	<u>\$15,153,925</u>	<u>100.0</u>	<u>\$17,577,817</u>	<u>100.0</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Route1 Inc.

December 31, 2024, and December 31, 2023 (stated in Canadian dollars)

The following table provides a geographic presentation of the Company's right-of-use assets, furniture and equipment and intangible assets for the year ended December 31, 2024, and December 31, 2023:

	December 31, 2024		December 31, 2023	
	Assets	% of Total	Assets	% of Total
USA	\$1,675,803	69.8	\$2,230,155	69.8
Canada	725,060	30.2	966,447	30.2
	\$2,400,864	100.0	\$3,196,602	100.0