

# **Avante Logixx Inc.**

## **Management's Discussion and Analysis**

### **For the Three And Nine Months Ended December 31, 2020 and 2019**

(All amounts are in thousands of Canadian dollars unless otherwise indicated)

This Management's Discussion and Analysis ("MD&A") contains information about the consolidated performance and financial position of Avante Logixx Inc. (the "Company") as at and for three and nine months ended December 31, 2020 and 2019, as well as forward-looking information about future periods. The information in this MD&A is current to February 25, 2021 and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and notes thereto as at and for the three and nine months ended December 31, 2020 and 2019.

The accompanying unaudited condensed interim consolidated financial statements of the Company were prepared by and are the responsibility of the Company's management. The Company's unaudited condensed interim consolidated financial statements as at and for the three and nine months ended December 31, 2020 and 2019 were prepared in accordance with *International Financial Reporting Standards* ("IFRS"). All financial amounts in this MD&A are expressed in thousands of Canadian dollars except where otherwise noted. All tables are for the three and nine months ended December 31 of the year indicated, unless otherwise stated. This MD&A includes forward-looking statements and assumptions. See "Forward-Looking Information" for more details.

## **FORWARD LOOKING INFORMATION**

The information set forth in this MD&A and the accompanying message to readers may contain statements concerning the Company's future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements or information within the meaning of securities laws. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "potential", "continue" or other similar expressions concerning matters that are not historical facts. Forward-looking statements are not guarantees of future performance.

These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section of the AIF the Company filed with regulatory authorities on November 25, 2020. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions and the successful completion and integration of proposed acquisitions, all of which are difficult or impossible to predict accurately and many of which are beyond the Company's control. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf.

## **NON-IFRS MEASURES**

This MD&A includes certain measures which have not been prepared in accordance with IFRS such as operating expenses % of revenue, recurring monthly revenue ("RMR"), EBITDA, Adjusted EBITDA and Adjusted EBITDA per share. These non-IFRS measures are not recognized under IFRS and, accordingly, users are cautioned that these measures should not be construed as alternatives to net income determined in accordance with IFRS. The non-IFRS measures presented are unlikely to be comparable to similar measures presented by other issuers.

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References to EBITDA are to net income before interest, taxes, depreciation and amortization. References to Adjusted EBITDA are to net income before interest, taxes, depreciation, amortization, share-based payments, acquisition, integration and / or reorganization costs, impairment loss, loss (gain) in fair value of derivative liability, and expensing of fair value adjustment per IFRS less non-controlling interests. Neither EBITDA nor Adjusted EBITDA is an earnings measure recognized by IFRS and do not have a standardized meaning prescribed by IFRS. The Company's management believes that Adjusted EBITDA is an appropriate measure in evaluating the Company's performance. Readers are cautioned that neither EBITDA nor Adjusted EBITDA should be construed as an alternative to net income or loss (as determined under IFRS), as an indicator of financial performance or to cash flow from operating activities (as determined under IFRS) or as a measure of liquidity and cash flow. The Company's method of calculating EBITDA and Adjusted EBITDA may differ from methods used by other issuers and, accordingly, the Company's EBITDA and Adjusted EBITDA may not be comparable to similar measures used by other issuers.

**A reconciliation of net income or loss (as determined under IFRS) to EBITDA and Adjusted EBITDA is provided in the Reconciliation of Non-IFRS Measures section of this MD&A.**

## OVERVIEW OF AVANTE AND HIGHLIGHTS

Avante Logixx Inc. is an Ontario corporation listed on the Toronto Venture Exchange (TSXV: XX). The Company is a leading provider of technology enabled security solutions to both commercial and residential customers providing the following services.

- Protective Services
- Monitoring & Managed Services
- Electronic Security
- Security Devices and Hardware

The Company is organized into two divisions consisting of Logixx Security Inc. ("Logixx Security") and Avante Security Inc. ("Avante Security"), based on the type of customer serviced and as described in further detail in the Business Segment Operating Results section of this MD&A. A third division, 70% owned City Wide Locksmiths Ltd. ("City Wide"), was sold on September 30, 2020, *refer to Note 22 to the Unaudited Condensed Interim Consolidated Financial Statements for the three and nine months ended December 31, 2020 and 2019*. In summary, Logixx Security focuses on providing enterprise customers with Protective Services, Electronic Security and Monitoring & Managed Services across Canada. Avante Security focuses on providing residential customers with similar services within central Toronto and Muskoka, Ontario. City Wide focused on both residential and commercial customers with Security Devices and Hardware mainly within the Greater Toronto Area.

The Company's strategy focuses on acquiring, managing and building a diversified portfolio of industry leading businesses providing specialized, mission-critical solutions that address the security risks of our customers. The Company's businesses continuously develop innovative solutions that enable its customers to achieve their security and risk objectives.

In fiscal 2018, the Company announced a new strategy following the appointment of Craig Campbell, a security industry veteran as Chief Executive Officer. The Board approved strategy is two-pronged:

- i) invest in the parent company management structure to create the capability to grow by way of acquisition (senior leadership, and corporate development); and
- ii) look for opportunities to leverage previous acquisitions to gain synergies and create a shared services infrastructure to efficiently deliver services such as: human resources, management information services, marketing and sales.

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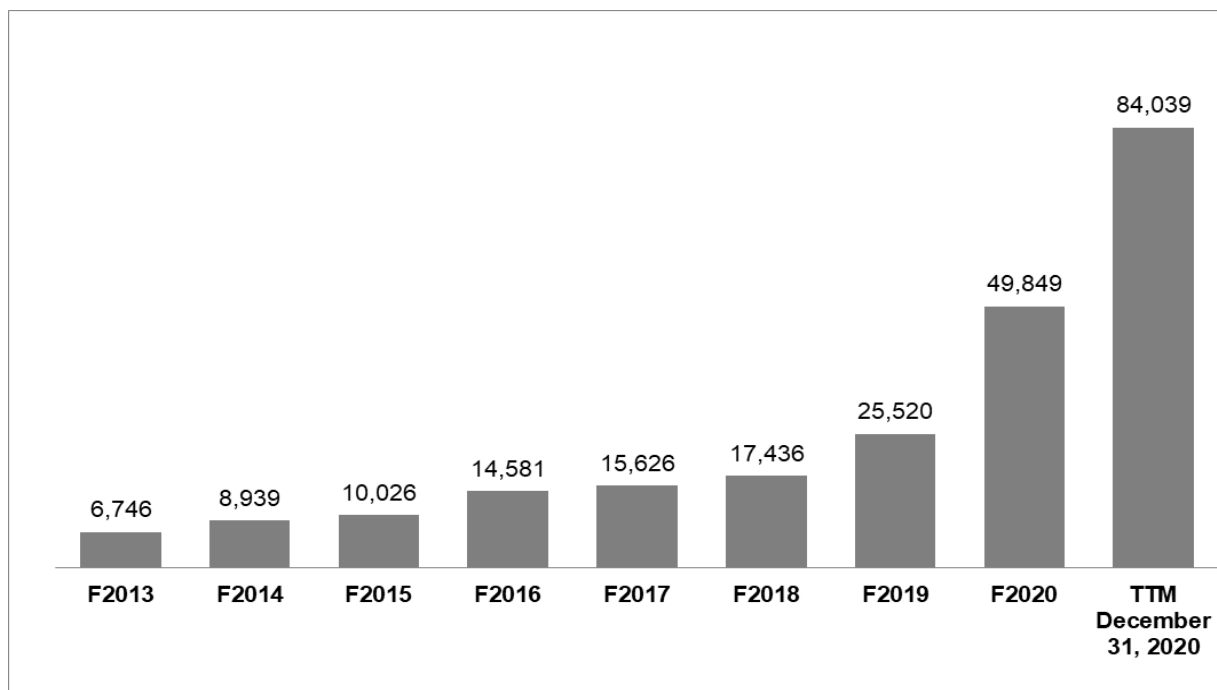
The Company added key talent throughout fiscal 2019 and 2020 at the operational, management and executive level, creating, enhancing and expanding the support platform of Finance & Administration, Human Resources, Sales and Marketing and IT. The Company believes that these investments in people, technology and processes are critical to achieving the scale required to realize its strategy of building a technology-enabled security solution and one stop security provider to large, national commercial clients and for high-net-worth residential customers.

These investments are the foundation for the Company's growth platform. Management of the Company expects costs, as a percentage of total revenue, to continually decrease as the Company grows organically, acquires additional companies and realizes further synergies. This is evidenced by the decrease over the last seven fiscal quarters in operating expenses as a percentage of revenue (excluding depreciation, amortization, interest and accretion interest, non-cash share-based payments) which decreased to 15.4% for the third quarter ended December 31, 2020 from 27.7% during the first quarter of fiscal 2020 ended June 30, 2019, further discussed in the Operating Expenses section of this MD&A.

During fiscal 2020 (on December 1, 2019), the Company acquired A.S.A.P. Secured Inc. ("ASAP", rebranded and amalgamated with Logixx Security Inc. on April 1, 2020), for approximately \$9.3 million, subject to normal working capital and holdback adjustments. The acquisition of ASAP was strategic and expanded the national footprint of the Company's Protective Services activities within Logixx Security for enterprise clients and expanded the number of industry verticals, including retail, consumer products and mining to the Company's customer portfolio. *Refer to Note 12 to the Unaudited Condensed Interim Consolidated Financial Statements for the three and nine months ended December 31, 2020 and 2019.* The aggregate revenues, gross profit and Adjusted EBITDA of this acquisition for the period from April 1, 2019 to the date of acquisition was approximately \$17.2 million, \$3 million and \$0.564 million, respectively. The acquisition of ASAP was funded by a promissory note in the amount of \$2,625 (before discounting for accounting purposes) from the vendors of ASAP and by way of a Convertible Debenture issuance of \$8,264 (refer to the Liquidity & Capital Resources section of this MD&A and *Note 17 to the Unaudited Condensed Interim Consolidated Financial Statements for the three and nine months ended December 31, 2020 and 2019*). ASAP was legally amalgamated into Logixx Security on April 1, 2020.

As at December 31, 2020, the Company's full-time and part-time headcount was 1,709 compared to 1,505 as at March 31, 2020. Historical consolidated annual, or annualized, revenues from continuing operations of the Company are summarized below:

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Notes: The Company’s fiscal year end is March 31 and “TTM” means Trailing Twelve Months. The above reported revenue for F2020 excludes revenues of ASAP prior to its acquisition by the Company on December 1, 2020. Similarly, reported revenue for F2019 excludes revenue of Intelligarde, Veridin and Watermark prior to the respective acquisitions by the Company on November 30, 2018, September 17, 2018 and August 1, 2018. City Wide revenues are excluded from the above chart, as the ownership of City Wide is treated as a discontinued operation since the date the Company sold its interest in City Wide on September 30, 2020.

**STRATEGY**

The Company’s strategy is to acquire, manage and build industry-leading security businesses in dedicated subsidiaries, with an emphasis on seeking acquisition opportunities that provide a foundation for profitable, sustainable growth. Management of the Company aims to reinforce this position with technology-enabled security solutions and a one-stop shop for residential customers and for large, national, security conscious commercial clients. Management of the Company believes that providing a one-stop shop for all security needs is a unique value proposition to many large, national commercial clients that find it cumbersome to work with multiple service providers across the country.

The Company’s long-term strategy is focused on operating and acquiring high performing assets, investing in top talent to drive growth and financial results, and deploying capital with an outlook to superior returns for our customers and shareholders as follows:

**Make strategic acquisitions**

- Pursue opportunities that will strengthen the Company’s value proposition and expand its platform, achieving operational efficiencies through increased scale and consolidation of acquisitions.
- Apply strict criteria to ensure alignment, accretion and return on invested capital.

**Grow organically**

- Leverage the Company’s value proposition with customers to win new contracts.

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- Expand the scope of services to utilize the existing customer base and attract new customers.
- Maximize scale and efficiencies.

#### **Improve business operations**

- Optimize labour models and rely on innovative technology and economies of scale to drive efficiencies.
- Maintain standards of exceptional customer service.
- Manage costs at the corporate office to ensure a lean shared service model and maximize overall profitability.

#### **Consolidated objectives and outlook**

The Company's long-term financial objectives serve as a guide in developing our strategy. While these objectives serve as a guide to developing and executing long-term strategy, the Company's management does not anticipate achieving these objectives annually and these should not be considered as guidance. The Company's long-term financial objectives are:

- Invest in platform and tuck-in acquisitions as described above;
- Achieve consolidated Adjusted EBITDA margins consistent with its industry;
- Achieve growth in adjusted net income per share;
- Reinvest cashflow in future business growth; and
- Target a ratio of Net Senior Debt to Adjusted EBITDA consistent with its industry.

#### **FISCAL 2020 ACQUISITION**

On December 1, 2019, the Company acquired all of the outstanding shares of A.S.A.P Secured Inc. ("ASAP"). ASAP is a commercial security services provider that offers high-end low-profile security guards and patrols, as well as numerous complementary security services across Canada. The acquisition brought strategic capabilities to the Company that accelerated the realization of the Company's vision of building a technology-enabled security solutions provider. The acquisition further extended the Company's presence in the commercial security market on a national basis and, on April 1, 2020, ASAP was legally amalgamated into Logixx Security.

The total consideration paid for the outstanding shares of ASAP was initially \$10,270 and was funded through the combination of the issuance of a non-transferrable Promissory Note in the principal amount of \$2,625 and drawing of \$8,264 (less transaction costs) under a Convertible Debenture facility. The initial consideration payable for ASAP was subject to certain post-closing net working capital adjustments as well as gross profit adjustments that could have applied to reduce the Promissory Note. On June 24, 2020, the parties settled all net amounts owing in respect of the working capital adjustments resulting in a final purchase price for the acquisition of \$9,337.

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**SELECTED FINANCIAL INFORMATION**

The following selected financial information for the three and nine months ended December 31, 2020 and 2019 have been derived from the unaudited condensed interim consolidated financial statements and should be read in conjunction with those financial statements and related notes. The results of acquisitions are added from their respective dates of completion. Non-IFRS measures are defined and reconciled in the Reconciliation of Non-IFRS Measures section of this MD&A.

\$ in thousands, unless otherwise noted	FY 2020				FY 2021		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3
Revenues	9,955	10,222	12,642	17,030	18,204	23,602	25,204
Cost of goods sold	7,268	7,135	9,825	13,935	14,081	17,828	19,620
Gross profit	2,687	3,089	2,818	3,095	4,123	5,774	5,584
Gross profit margin	27.0%	30.2%	22.3%	18.2%	22.7%	24.5%	22.2%
Direct operating expenses	2,757	2,584	3,075	3,539	3,468	4,034	3,880
Direct operating expense as a percent of revenue	27.7%	25.3%	24.3%	20.8%	19.1%	17.1%	15.4%
Adjusted EBITDA from continuing operations	(36)	532	(377)	(450)	637	1,719	1,633
Adjusted EBITDA from discontinued operations <sup>(1)</sup>	150	192	50	(9)	120	502	–
Total adjusted EBITDA	114	724	(327)	(459)	757	2,221	1,633
Total comprehensive income (loss) attributable to Avante shareholders on continuing operations	(998)	(250)	(1,687)	(260)	(1,256)	(368)	(1,493)

**Results for the Three and Nine Months Ended December 31, 2020 and 2019**

**Revenues**

Revenues for the third quarter ended December 31, 2020 were \$25.2 million, compared with \$12.6 million for the prior year's third quarter, an increase of \$12.6 million, or 99.4%. Revenues for the nine months ended December 31, 2020 were \$67.0 million, compared with \$32.8 million for the prior year's first nine months, an increase of \$34.2 million, or 104.2%. The increase during both periods was due to the acquisition of ASAP completed on December 1, 2019, as well as further initiatives to generate organic growth.

Recurring revenue was \$2.2 million for the third quarter ended December 31, 2020, compared to \$1.9 million for the prior year's third quarter, an increase of \$0.28 million, or approximately 14.4%. Recurring revenue was \$6.4 million for the nine months ended December 31, 2020, compared to \$6.0 million for the prior year's first nine months, an increase of \$0.468 million, or approximately 7.9%. The prior periods have been adjusted to remove revenue related to Secure Transportation and International Secure Transportation services. Contractual revenues were \$15.0 million and \$40.4 million respectively in the third quarter and nine months ended December 31, 2020, compared to \$7.8 million and \$17.6 million, respectively, for the prior year's third quarter and first nine months. The quarterly periods of fiscal 2021 have been adjusted to remove short term contract revenue specific to the COVID-19 pandemic. Recurring and contractual revenues increased by \$7.5 million and \$23.3 million respectively over the prior year's third quarter and first nine months ended December 31, 2020 and represented approximately 68.3% and 69.9% respectively of the Company's consolidated revenue in the third quarter and first nine months ended December 31, 2020.

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	FY 2020				FY 2021			
	Q1	Q2	Q3	2020	Q1	Q2	Q3	2021
Recurring	1,957	2,083	1,917	5,957	2,094	2,137	2,194	6,425
Contractual	4,951	4,787	7,824	17,562	12,102	13,263	15,019	40,384
Total recurring and contractual	6,908	6,870	9,741	23,519	14,196	15,400	17,213	46,809
Total consolidated revenue	9,955	10,222	12,642	20,177	18,204	23,602	25,204	67,010
As a percent of total revenue	69.4%	67.2%	77.1%	116.6%	78.0%	65.2%	68.3%	69.9%

**Gross Profit and Gross Profit Margin**

Gross profit was \$5.6 million for the third quarter ended December 31, 2020, an increase of \$2.8 million or 98.2% over the prior year's third quarter, primarily due to increased revenues as a result of the ASAP acquisition and organic growth in revenues since that acquisition. Gross profit was \$15.5 million for the nine months ended December 31, 2020, an increase of \$6.9 million or 80.1% over the prior year's first nine months ended December 31, 2019, primarily due to increased revenues as a result of the ASAP acquisition and organic growth.

Gross profit margin was 22.2% for the third quarter ended December 31, 2020 compared to 22.3% for prior year's third quarter. Gross profit margin was 23.1% for the nine months ended December 31, 2020 compared to 26.2% for prior year's first nine months. The year-over-year decrease in the gross profit margin is largely attributed to the increased concentration of Protective Services due to the changes in sales mix, as a result of the ASAP acquisition, as the protective services industry operates at a lower margin. Gross Profit and Gross Margin percentages by division were as follows during the first, second and third fiscal quarters of fiscal 2020 and fiscal 2021, and during the first nine months, ended December 31, 2020 and 2019:

	FY 2020				FY 2021			
	Q1	Q2	Q3	2020	Q1	Q2	Q3	2021
<b>Gross Profit</b>								
Logixx Security	751	1,016	1,128	2,895	2,497	3,957	3,800	10,254
Avante Security	1,936	2,073	1,690	5,699	1,627	1,816	1,784	5,227
<b>Total Gross Profit</b>	2,687	3,089	2,818	8,594	4,124	5,773	5,584	15,481
<b>Gross Margin</b>								
Logixx Security	14.5%	18.2%	12.8%	14.8%	17.0%	20.6%	18.1%	18.7%
Avante Security	40.4%	44.5%	43.9%	42.9%	43.9%	40.8%	41.2%	41.9%
<b>Total Gross Margin</b>	27.0%	30.2%	22.3%	26.2%	22.7%	24.5%	22.2%	23.1%

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#### Operating Expenses

Operating expenses, excluding depreciation, amortization, interest expense and share based payments for the third quarter ended December 31, 2020 were \$3.9 million compared to \$3.1 million during the prior year's third quarter, an increase of \$0.8 million, or 26.2%. Operating expenses, excluding depreciation, amortization, interest and share based payments for the nine months ended December 31, 2020 were \$11.4 million compared to \$8.4 million during the prior year's first nine months, an increase of \$3.0 million, or 35.2%. Adjusted operating expenses as a percentage of revenues decreased over the last seven fiscal quarters from 27.7% during the first quarter ended June 30, 2019 to 15.4% during the current year's third quarter.

	FY 2020			FY2021		
	Q1	Q2	Q3	Q1	Q2	Q3
Operating expenses	3,391	3,242	3,676	4,734	5,319	5,023
Less						
Interest expense	64	60	37	-	-	-
Accretion interest expense	-	-	98	-	-	-
Depreciation	267	279	251	291	312	312
Amortization	185	187	208	914	912	893
Commission amortization	38	56	(5)	6	-	-
Share based payments	80	75	12	55	59	(62)
Adjusted operating expenses	2,757	2,584	3,075	3,468	4,034	3,880
Revenue	9,955	10,222	12,642	18,204	23,602	25,204
Operating expense as a % of revenue	27.7%	25.3%	24.3%	19.0%	17.1%	15.4%

The year-over-year increase in people costs reflected within operating expenses, and other operating expenses, is the result of the acquisition of ASAP on December 1, 2019. The improvement in operating expenses as a percentage of revenues over the last seven fiscal quarters reflects the benefits of scale arising from several acquisitions completed during fiscal 2019 and 2020 as well as from organic growth in revenues during fiscal 2021.

#### Interest expense

Interest costs, including accretion interest expense, for the third quarter ending December 31, 2020 were \$0.396 million compared with \$0.167 million during the prior year's third quarter. Interest costs, including accretion interest expense, for the nine months ending December 31, 2020 were \$1.16 million compared with \$0.263 million during the prior year's first nine months. The increase in interest expense for the current year's quarterly periods is directly attributed to the acquisition of ASAP on December 1, 2019, which was funded by drawing on the Convertible Debenture, issuance of a vendor take back note to the vendors of ASAP and additional drawings under the Company's acquisition credit facility as well as incremental drawings under the Company's revolving credit facility to fund working capital in support of growth of the business.

#### EBITDA and Adjusted EBITDA From Continuing Operations

EBITDA and Adjusted EBITDA from continuing operations for the third quarter ended December 31, 2020, was \$0.108 million and \$1.6 million respectively, as compared to December 31, 2019's third quarter EBITDA and Adjusted EBITDA of \$(1.3) million and \$(0.38) million respectively. EBITDA and Adjusted EBITDA for the nine months ended December 31, 2020, was \$1.5 million and \$4.0 million respectively, as compared to December 31, 2019's nine-month EBITDA and Adjusted EBITDA of \$(1.2) million and \$0.12 million respectively. The quarterly composition of EBITDA and Adjusted EBITDA over the Company's most recent seven quarterly fiscal periods are summarized below:



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\$ in thousands, unless otherwise noted	FY2020				FY2021		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3
Revenues	9,955	10,222	12,642	17,030	18,204	23,602	25,204
Gross profit <sup>(1)</sup>	2,687	3,089	2,818	3,095	4,123	5,774	5,584
Gross profit margin <sup>(1)</sup>	27.0%	30.2%	22.3%	18.2%	22.7%	24.5%	22.2%
<b>Net income (loss)</b>	<b>(748)</b>	<b>(97)</b>	<b>(1,568)</b>	<b>(205)</b>	<b>(1,316)</b>	<b>(529)</b>	<b>(1,493)</b>
Net income (loss) from discontinued operations	40	34	(104)	(70)	44	326	–
<b>Total net income (loss)</b>	<b>(708)</b>	<b>(63)</b>	<b>(1,671)</b>	<b>(275)</b>	<b>(1,272)</b>	<b>(203)</b>	<b>(1,493)</b>
Interest expense	64	60	37	104	85	98	96
Accretion interest expense <sup>(2)</sup>	–	–	98	253	285	292	300
Income taxes	(74)	(136)	(318)	(659)	(53)	104	(1)
Amortization on capitalized commission	38	56	(5)	71	6	–	–
Depreciation on capital assets	267	279	251	290	291	313	313
Amortization	185	187	208	899	914	912	893
<b>EBITDA <sup>(1)</sup></b>	<b>(268)</b>	<b>349</b>	<b>(1,298)</b>	<b>753</b>	<b>212</b>	<b>1,191</b>	<b>108</b>
EBITDA from discontinued operations	116	192	50	(9)	120	502	–
<b>Total EBITDA</b>	<b>(152)</b>	<b>542</b>	<b>(1,248)</b>	<b>744</b>	<b>331</b>	<b>1,693</b>	<b>108</b>
Write-down of intangible assets	–	–	–	172	–	–	–
Share based compensation	80	75	12	35	55	59	(62)
CWL inventory adjustment	–	–	–	–	–	–	–
Reorganization and acquisition costs	151	107	500	1,140	431	(114)	171
Loss (gain) in fair value of derivative liability	–	–	389	(2,599)	(75)	572	1,404
Other Adjustments	–	–	21	–	–	–	–
Deferred finance fees	–	–	–	49	13	12	12
<b>Adjusted EBITDA <sup>(1)</sup></b>	<b>(36)</b>	<b>532</b>	<b>(377)</b>	<b>(450)</b>	<b>637</b>	<b>1,719</b>	<b>1,633</b>
Adjusted EBITDA from discontinued operations	150	192	50	(9)	120	502	–
<b>Total adjusted EBITDA <sup>(1)</sup></b>	<b>114</b>	<b>724</b>	<b>(327)</b>	<b>(459)</b>	<b>757</b>	<b>2,221</b>	<b>1,633</b>
Total comprehensive income (loss)	(1,003)	(246)	(1,725)	(287)	(1,248)	(274)	(1,493)
Comprehensive income (loss) attributable to equity holders	(998)	(250)	(1,687)	(260)	(1,256)	(368)	(1,493)
Basic and fully diluted earnings per share	\$ (0.035)	\$ (0.003)	\$ (0.077)	\$ (0.012)	\$ (0.059)	\$ (0.025)	\$ (0.074)
Total assets	34,282	33,033	48,542	49,095	48,066	45,400	43,609
Senior debt	3,128	2,958	8,201	9,201	10,456	8,233	7,829
Total debt, IFRS	5,057	4,821	18,870	17,692	18,899	16,761	18,071

1. For Non-IFRS Measures see Reconciliation of Non-IFRS Measures Section of this MD&A

2. Accretion interest expense for debenture and promissory note

**A reconciliation of earnings to Adjusted EBITDA is provided in the Reconciliation of Non-IFRS Measures section.**

### Restructuring and Acquisition Charge

During the four quarterly periods ended March 31, 2020, the Company recorded acquisition charges of \$0.682 million and restructuring charges of \$1.217 million reflecting the costs of \$0.784 million severances to achieve acquisition synergies, acquisition costs related to the settlement of prior acquisition purchase prices, and legal entity amalgamation costs to achieve anticipated synergies. Operating expenses during the third quarter ended December 31, 2020 benefited from the severance charge taken in the fourth quarter of Fiscal 2020. Restructuring and acquisition costs during the third quarter of fiscal 2021 amounted to an expense of \$0.171 million and an expense of \$0.488 million during the first nine months of fiscal 2021.

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#### Balance Sheet

Total assets decreased by \$5.5 million, or 11.2%, during the first nine months ended December 31, 2020 compared to the prior year end as at March 31, 2020.

As of December 31, 2020, trade receivables amounted to \$17.7 million compared to \$15.2 million as of March 31, 2020, an increase of \$2.5 million. The increase in trade receivables is attributed to the Logixx Security receivables, as it experienced growth in revenues during the months of June through December 2020. This was offset by reduced receivables within Avante Security due to stronger collection activities. Non-Trade receivables decreased from \$0.7 million to \$0.2 million during the first nine months of fiscal 2021 reflecting payment during June 2021 of the closing working capital adjustment by the vendors of ASAP offset by \$0.05 million of the \$0.45 million vendor take back note arising from the Company's September 30, 2020 sale of its 70% interest in City Wide. The Company is continuing to implement processes and initiatives focused on improving cash conversion cycles and optimizing working capital efficiency and the Company has achieved lower trade accounts receivable balances in relation to revenue levels during fiscal 2021.

Property, plant and equipment decreased by \$0.7 million during the first nine months ended December 31, 2020, due the sale of City Wide on September 30, 2020 and offset by the addition of replacement vehicle leases. Intangible assets declined during the first nine months ended December 31, 2020 by \$3.8 million. The sale of City Wide on September 30, 2020 reduced the intangibles by \$1.1 million with the remaining amortization during fiscal 2021 due to required amortization of other intangible assets. The sale of City Wide reduced Goodwill by \$0.9 million on September 30, 2020.

The Company recorded a fair value adjustment of \$Nil during the third quarter ended December 31, 2020 and \$0.047 million during the nine months ended December 31, 2020, which decreased the carrying value of its investment in 3|Sixty Secure Corp to \$NIL. The fair value adjustment is recorded in other comprehensive loss on the Consolidated Statements of Loss and Comprehensive Loss.

#### BUSINESS SEGMENT OPERATING RESULTS

Up to and including the third quarter ended December 31, 2019, the Company identified and measured the results of operations by segments based on type of service consisting of Protective Services, Electronic Security, Monitoring & Managed Services and Security Devices and Hardware. The Company sold the Security Devices and Hardware segment on September 30, 2020, refer to Note 22 to the Unaudited Condensed Interim Consolidated Financial Statements for the three and nine months ended December 31, 2020 and 2019.

During the fourth quarter ended March 31, 2020, the Company's management determined that the Company's operating segments were organized into three divisions consisting of Logixx Security, Avante Security and City Wide (now sold) grouped primarily with reference to the nature of the type of customer serviced. Logixx Security focuses on providing enterprise customers with Protective Services, Electronic Security and Monitoring & Managed Services across Canada. Avante Security focuses on providing residential customers with similar services within central Toronto and Muskoka, Ontario. City Wide focused on providing both residential and commercial customers with Security Devices and Hardware mainly within the Greater Toronto Area. On September 30, 2020, the Company sold its ownership interest in City Wide.

The accounting policies of the segments and divisions are the same as those of the consolidated entity. The Company's management evaluates overall business segment and divisional performance based on revenue growth, gross profit and gross profit margin. A description of each of the service types and the divisional financial results are summarized in the pages that follow.

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The services offered by the divisions consist of the following:

#### **Protective Services**

The Company's Protective Services are focused on offering physical protection to residential, commercial and enterprise clients. Services include guarding, patrol and rapid response, intelligent perimeter protection, secure transport, and international security travel advisory and transport. These services are predominately contractual and recur on a monthly basis.

#### **Electronic Security**

The Company's Electronic Security services provides a complete suite of home and corporate security services including system design, access control, and video and systems installation and service. These sophisticated security systems are comprised of computer software and hardware and third-party wireless and locating technologies. The Company conducts a security assessment of each customer site and provides various recommendations that range from security industry standards to the Company's recommended highly secure system design. The installation of the security system is performed by the Company's qualified technical staff and, as required, by approved third party sub-contractors. Revenues for this business unit are largely project driven, thus revenues from quarter to quarter, and year to year, will vary depending on the timing of project milestones being achieved. There is some seasonality to the residential (i.e. Avante Security) portion of Electronic Security activities as such clients typically schedule project work outside the summer months and year end holiday season.

#### **Monitoring & Managed Services**

The Company's Monitoring & Managed Services provides monitoring services to residential, commercial and enterprise clients. These services include alarm and video monitoring, analytics, verification, and electronic building management. The Company utilizes its Avante Control Centre ("ACC") in Toronto as the central hub for monitoring, dispatch and response. The ACC operates 24 hours a day, 365 days a year.

Our monitoring services are provided through multiple channels using various technologies and equipment. Applications of these services include virtual video patrols of buildings, stores, malls, parking lots, daycare centers and hotels. Architects and builders use the services to view project progress from remote locations and homeowners station operators can view sites when alarm signals are received.

Alarm signals are communicated simultaneously through traditional landline facilities to primary response centres and wirelessly to the ACC. The primary response centres are operated by ULC (Underwriters Laboratories of Canada) approved third parties. The ULC is an independent, non-profit standards development organization for product safety testing, certification and inspection.

Avante Security's Dual Monitoring service provides both traditional ULC Digital Monitoring and real-time wireless monitoring. Both signals are received at our ACC, which has the superior benefit of wireless "anytime anyplace" communication, allowing immediate response to an alarm signal. Avante Security's response vehicles for Toronto-customer locations physically arrive at the clients' premises, typically, within six minutes on average.

The monitoring function is provided by physical on-site inspections and can also be monitored remotely via CCTV and web-cameras. CCTV systems are installed to monitor multiple locations concurrently and to provide a visual record in the event of an incident.

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**Divisional Reporting:**

The Company's management has determined that the Company's operating segments are organized into two divisions consisting of Logixx Security and Avante Security, grouped primarily with reference to the type of customer serviced. A summary of divisional operating performance during the three and nine months ended December 31, 2020 is provided below. Divisional reporting in respect of the reportable segments was not established by the Company until February 2020. Therefore, reporting of divisional operating expenses for the three and nine-month periods ending December 31, 2019 are not available:

	For the three-months ended Dec 31, 2020				For the nine-months ended Dec 31, 2020					
	Logixx Security	Avante Security	Corporate	Intersegment eliminations	Total	Logixx Security	Avante Security	Corporate	Intersegment eliminations	Total
Revenues	\$ 20,940	\$ 4,328	\$ -	\$ (64)	\$25,204	\$54,876	\$ 12,489	\$ -	\$ (355)	\$67,010
Cost of sales	17,140	2,544	-	(64)	19,620	44,623	7,258	-	(352)	51,529
Gross profit	3,800	1,784	-	-	5,584	10,253	5,231	-	(3)	15,481
Direct operating expenses	1,993	1,383	504	-	3,880	5,973	4,096	1,316	(3)	11,382
Other operating expenses	79	177	887	-	1,143	225	526	2,943	-	3,694
Total operating expenses	2,072	1,560	1,391	-	5,023	6,198	4,622	4,259	(3)	15,076
Other (income) expenses	435	7	1,441	-	1,883	1,107	85	2,012	-	3,204
Reorganization and acquisition costs	121	-	49	-	170	286	-	202	-	488
Provision for income taxes	259	67	(327)	-	(1)	705	158	(813)	-	50
<b>Net income (loss)</b>	911	150	(2,554)	-	(1,493)	1,957	366	(5,660)	0	(3,337)
Current income tax expense (recovery)	198	-	-	-	198	199	-	-	-	199
Deferred income tax expense (recover)	61	67	(327)	-	(199)	506	158	(813)	-	(149)
Interest expense	289	31	76	-	396	863	86	207	-	1,156
Depreciation and amortization	80	177	949	-	1,206	225	526	2,891	-	3,642
<b>EBITDA</b>	1,539	425	(1,856)	-	108	3,750	1,136	(3,375)	0	1,511
Share based compensation	-	-	(62)	-	(62)	-	-	52	-	52
Reorganization and acquisition	122	-	49	-	171	287	-	201	-	488
Loss (gain) in fair value of derivative liability	-	-	1,404	-	1,404	-	-	1,901	-	1,901
Deferred financing fees	-	-	12	-	12	-	-	37	-	37
<b>Adjusted EBITDA from continuing operations</b>	1,661	425	(453)	-	1,633	4,037	1,136	(1,184)	0	3,989

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	FY 2020			FY 2021			
	Q1	Q2	Q3	2020	Q1	Q2	Q3
<b>Revenue</b>							
Logixx Security	5,163	5,597	8,881	33,028	14,722	19,213	20,940
Avante Security	4,792	4,654	3,847	17,098	3,708	4,454	4,328
Intersegment eliminations	-	(29)	(86)	(277)	(226)	(65)	(64)
<b>Total Revenue</b>	<b>9,955</b>	<b>10,222</b>	<b>12,642</b>	<b>49,849</b>	<b>18,204</b>	<b>23,602</b>	<b>25,204</b>
<b>COGS</b>							
Logixx Security	4,377	4,582	7,789	28,319	12,226	15,256	17,140
Avante Security	2,856	2,582	2,122	10,080	2,081	2,634	2,544
Intersegment eliminations	35	(29)	(86)	(237)	(226)	(62)	(64)
<b>Total COGS</b>	<b>7,268</b>	<b>7,135</b>	<b>9,825</b>	<b>38,161</b>	<b>14,081</b>	<b>17,828</b>	<b>19,620</b>
<b>Gross Profit</b>							
Logixx Security	786	1,016	1,093	4,709	2,496	3,957	3,800
Avante Security	1,936	2,072	1,726	7,018	1,627	1,820	1,784
Intersegment eliminations	(35)	1	(1)	(40)	-	(3)	-
<b>Total Gross Profit</b>	<b>2,687</b>	<b>3,088</b>	<b>2,818</b>	<b>11,688</b>	<b>4,123</b>	<b>5,774</b>	<b>5,584</b>
<b>Gross Margin</b>							
Logixx Security	15.2%	18.1%	12.3%	14.3%	17.0%	20.6%	18.1%
Avante Security	40.4%	44.5%	44.9%	41.0%	43.9%	40.9%	41.2%
<b>Total Gross Margin</b>	<b>27.0%</b>	<b>30.2%</b>	<b>22.3%</b>	<b>23.4%</b>	<b>22.7%</b>	<b>24.5%</b>	<b>22.2%</b>
	0.1474						
Logixx Security					2,179	1,947	2,072
Avante Security					1,602	1,460	1,560
Corporate					953	1,912	1,392
<b>Total Opex</b>	<b>3,391</b>	<b>3,242</b>	<b>3,676</b>	<b>15,143</b>	<b>4,734</b>	<b>5,319</b>	<b>5,023</b>
Logixx Security					318	2,010	1,728
Avante Security					24	360	224
Corporate					(953)	(1,912)	(1,392)
<b>Income (loss) before other income and expenses</b>	<b>(704)</b>	<b>(154)</b>	<b>(858)</b>	<b>(3,455)</b>	<b>(611)</b>	<b>455</b>	<b>560</b>
Miscellaneous income (expense)	88	(19)	(118)	60	16	20	44
Foreign exchange gain (loss)	(54)	47	(22)	65	(48)	(52)	(127)
<b>Depreciation</b>	<b>267</b>	<b>279</b>	<b>251</b>	<b>1,087</b>	<b>291</b>	<b>313</b>	<b>313</b>
<b>Amortization</b>	<b>185</b>	<b>187</b>	<b>208</b>	<b>1,479</b>	<b>914</b>	<b>912</b>	<b>893</b>
<b>Amortization on capitalized commission</b>	<b>38</b>	<b>56</b>	<b>(5)</b>	<b>160</b>	<b>6</b>	<b>-</b>	<b>-</b>
<b>Interest</b>	<b>64</b>	<b>60</b>	<b>135</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Sharebased payments</b>	<b>80</b>	<b>75</b>	<b>12</b>	<b>202</b>	<b>55</b>	<b>59</b>	<b>(62)</b>
<b>Deferred financing fees</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>49</b>	<b>13</b>	<b>12</b>	<b>12</b>
<b>Other</b>	<b>-</b>	<b>-</b>	<b>21</b>	<b>21</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Adjusted EBITDA from continuing operations</b>	<b>(36)</b>	<b>531</b>	<b>(377)</b>	<b>(331)</b>	<b>637</b>	<b>1,719</b>	<b>1,633</b>
Adjusted EBITDA from Logixx Security					360	2,015	1,661
Adjusted EBITDA from Avante Security					161	550	425
Adjusted EBITDA from Corporate					116	(846)	(453)
<b>Adjusted EBITDA from continuing operations</b>	<b>(36)</b>	<b>531</b>	<b>(377)</b>	<b>(331)</b>	<b>637</b>	<b>1,719</b>	<b>1,633</b>

**LOGIXX SECURITY**

Logixx Security focuses on providing enterprise customers with Protective Services, Electronic Security and Monitoring & Managed Services across Canada. The division reflects the activities of prior acquisitions that are now operating under one leadership team and one legal entity. Intelligarde International Inc. ("Intelligarde") was acquired on November 30, 2018, Veridin Systems Canada Inc. ("Veridin") was acquired on September 17, 2018 and ASAP was acquired on December 1, 2019. Intelligarde was renamed as Logixx Security on July 4, 2019,

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Veridin legally amalgamated into Logixx Security on December 2, 2019 and ASAP legally amalgamated into Logixx Security on April 1, 2020.

In respect of the Veridin acquisition, an amount of \$95 is held in escrow in respect of certain representations and warranties of the vendors to be released on the first anniversary following the closing date and discussions and litigation proceedings continue with the vendors of Veridin to settle this escrow amount.

In respect of the Intelligarde acquisition, an amount of \$713 is held in escrow as a guarantee against certain representations and warranties provided by the vendors and was payable at the first anniversary following the closing date. Discussions continue with the vendors of Intelligarde International Inc. to settle this escrow amount.

Third quarter fiscal 2021 revenue at Logixx Security of \$21.0 million represents a \$12.1 million increase over fiscal 2020's third quarter. This increase was comprised of \$8.2 million of organic growth based on the prior year's proforma revenue, with the acquisition of ASAP effective December 1, 2019. Gross profit at Logixx Security during the third quarter of fiscal 2021 is \$3.8 million, compared to \$1.8 million during fiscal 2020's third quarter, with gross profit margins of 18.1% compared to 12.3%. The increase in gross profit margin is due to sales mix in Logixx Security, with an increase in additional services (or "specials") in the quarter, along with continued efforts for cost savings and pricing improvements during contract negotiations.

Revenues during the first nine months of fiscal 2021 at Logixx Security of \$55.0 million represents a \$35.5 million increase over fiscal 2020's first nine months. This increase was comprised of \$17.2 million of organic growth based on the prior year's proforma revenue, with the acquisition of ASAP effective December 1, 2019. Gross profit at Logixx Security during the first nine months of fiscal 2021 is \$10.3 million, compared to \$2.9 million during fiscal 2020's first nine months, with gross profit margins of 18.7% compared to 14.8%. The increase in gross profit margin is due to sales mix in Logixx Security, with an increase in additional services (or "specials") in the period, along with continued efforts for cost savings and pricing improvements during contract negotiations.

#### **AVANTE SECURITY**

Avante Security focuses on providing residential customers with Protective Services, Electronic Security, Monitoring & Managed services within central Toronto and Muskoka, Ontario. The division reflects the activities of prior acquisitions that are now operating under one leadership team and one legal entity.

INTO-Electronics Inc. was acquired on August 22, 2014 and legally amalgamated into Avante Security on April 1, 2018. LVS Inc. was acquired on April 1, 2015 and legally amalgamated into Avante Security on April 1, 2016. 51% of the outstanding common shares of Architronics Limited ("Architronics") was acquired on March 1, 2017, the remaining 49% of the outstanding common shares was acquired on July 16, 2018 and Architronics was legally amalgamated into Avante Security on October 1, 2018. Watermark Security Inc. ("Watermark") was acquired on August 1, 2018 and was legally amalgamated into Avante Security on October 1, 2018.

Revenues at Avante Security in the third quarter of fiscal 2021 increased by 12.5% to \$4.3 million as compared to fiscal 2020's third quarter. Gross profit at Avante Security during the third quarter of fiscal 2021 is \$1.8 million and the division's gross profit margin is 41.2% as compared to fiscal 2020's third quarter gross profit and gross profit margins of \$1.7 million and 44.9% respectively. The increase of Avante Security's revenue during the third quarter of fiscal 2021 versus fiscal 2020 is related to increases in revenues mainly from Electronic Services and Protective Services and to a lesser extent from Monitoring and Managed Services. The increase in gross profit margin percentage is due to sales mix.

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Revenues during the first nine months of fiscal 2021 revenue at Avante Security of \$12.5 million represents a \$0.8 million decrease over fiscal 2020's first nine months. The decrease in revenue during the first nine months of fiscal 2021 within Avante Security is directly related to protection service travel and equipment implementation restrictions from the COVID-19 pandemic and the closure of the home automation department during the fourth quarter of fiscal 2020. Gross profit at Avante Security during the first nine months of fiscal 2021 is \$5.2 million, compared to \$5.7 million during fiscal 2020's first nine months, with gross profit margins of 41.9% compared to 43.1%.

**LIQUIDITY AND CAPITAL RESOURCES**

The Company's principal sources of liquidity are cash provided from operations and a revolving credit facility from a bank. The Company expects that continued cash from operations during fiscal 2021, together with cash and cash equivalents on hand, and currently available senior credit facilities, will be more than sufficient to fund its requirements for investments in working capital and capital assets.

In the near term, the Company intends to finance its growth strategy through one or more of the issuances of equity and equity-related instruments or the expansion of its senior credit facilities. Refer to Risks and Uncertainties section of this MD&A for further discussion of financing and risks associated with the execution and financing of the Company's growth strategy.

**Cash Flows**

Cash flows during the nine months ended December 31, 2020 and 2019 are summarized as follows:

\$ in thousands	<u>December 31, 2019</u>	<u>December 31, 2020</u>
<b>Cash Inflows (Outflows) by Activity</b>		
Operating activities	(991)	3,500
Non-cash working capital	(3,239)	(2,197)
Net operating activities	(4,230)	1,303
Financing activities	9,827	(2,544)
Investing activities	(7,524)	304
<b>Net cash inflows (outflows) from continuing operations</b>	(1,927)	(937)

**Operating Activities**

Cash used in operations before working capital was \$3.5 million during the first nine months of fiscal 2021 as compared to \$0.991 million of cash used in operations before working capital during fiscal 2020's first nine months. Cash provided from Operating Activities during the first nine months of fiscal 2021 was \$1.3 million as compared to \$4.2 million used in Operating Activities during fiscal 2020's first nine months. The positive cash flow from operations during the first nine months of fiscal 2021 was due to increased intangible assets amortization, the accounting loss on the derivative liability applicable to the convertible debenture versus a gain in the prior year and offset by increased interest expense. Cash used in non-cash working capital was \$2.2 million during the first nine months of fiscal 2021 as compared to \$3.2 million used to fund non-cash working capital during fiscal 2020's first nine months offset by positive cashflows from operations before working capital.

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**Financing Activities**

Cash used in financing activities was \$2.5 million during the first nine months of fiscal 2021, compared to cash provided from financing activities of \$9.8 million during fiscal 2020's first nine months. Cash used in financing activities during the first nine months of fiscal 2021 included net repayments on the senior credit facilities of \$1.3 million.

**Investing Activities**

Cash from investing activities was \$0.303 million during the first nine months of fiscal 2021 compared to \$7.5 million used in investing activities during fiscal 2020's first nine months.

On September 30, 2020, the Company realized net cash proceeds of approximately \$1.8 million from the sale of its 70% interest in City Wide. The prior fiscal year's first nine months included \$7.6 million used for the acquisition of ASAP Secured Inc. on December 1, 2019.

The cash position as at December 31, 2020 was \$0.559 million compared to \$1.3 million as at March 31, 2020. The decrease in cash during the first nine months of fiscal 2021 is mainly a result of cash used in non-cash working capital and cash used to reduce indebtedness during the period.

**Senior Debt Borrowing**

The Company's senior debt and property leases totaled \$7.1 million as at December 31, 2020 versus \$9.1 million as at March 31, 2020, a decrease of \$2 million. During the first nine months of fiscal 2021, the Company borrowed/repaid \$1.3 million, on a net basis, of senior debt under the Company's revolving credit facility and made principal repayments of \$0.496 million as required on its other senior credit facility arrangements.

The Company's total available sources of senior credit facilities are detailed below:

\$ in thousands	As at December 31, 2020		
	Total Amount	Borrowing	Amount Available
Revolving credit facility	\$ 5,000	\$ 790	\$ 4,210
Revolving acquisition facility	4,985	4,003	982
Mortgage	357	357	-
Vehicle loans	69	69	-
Vehicle and property leases	1,926	1,926	-
	<b>\$ 12,337</b>	<b>\$ 7,145</b>	<b>\$ 5,192</b>

On November 20, 2020, the Company and its senior secured bank executed an amended and restated credit agreement that provides senior secured credit facilities, including a revolving demand facility of \$5 million and an acquisition line of up to \$10 million (capped at approximately \$5 million as of April 2, 2020 until the Company is in compliance with the credit agreement's financial covenants). In accordance with the terms of the senior credit facilities, the Company must maintain certain covenants and ratios based on Non-IFRS financial measures on a rolling four-quarter basis, including a minimum Fixed Charge Coverage Ratio of 1.20 times and a maximum Senior Funded Bank Debt to Adjusted EBITDA ratio of 3.50 times (declining to 3.00 times on June 30, 2021). On December 16, 2020, the bank waived the Company's requirements to comply with such covenants in respect of the fiscal quarterly period ended December 31, 2020.



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The Company is focused on managing both its senior debt and its leverage ratios with a long-term goal of achieving a Net Senior Funded Bank Debt to Adjusted EBITDA ratio of less than 3.00 times, and the Company has achieved that objective as of December 31, 2020.

#### **Convertible Debentures**

On November 13, 2019, the Company entered an indenture and a subscription agreement pursuant to which Fairfax Financial Holdings Limited, through certain of its affiliates (collectively, "Fairfax"), invested \$8.264 million in the Company through a private placement of 7% unsecured convertible debentures ("Convertible Debentures"). Such debentures mature on November 27, 2024 and are guaranteed by the Company's wholly-owned subsidiaries. The debenture facility was made available by way of two tranches but availability of the second tranche expired on August 27, 2020. Total professional and legal fees of \$301 were incurred on the transaction. The issuance of 8,264 Convertible Debentures occurred on November 27, 2019 and net proceeds from that issuance was used to fund the ASAP acquisition that closed on December 1, 2019.

Fairfax has the right to convert issued Convertible Debentures into common shares of the Company at a conversion price of \$1.56 per share. So long as Fairfax owns at least 10% of the Company's common shares, Fairfax has the right to maintain the same percentage ownership of the Company's common shares subsequent to an issuance of the Company's common shares as held by Fairfax immediately prior to such issuance. If Fairfax owns more than 10% of the Company's common shares, Fairfax is entitled to nominate one member to the Company's board of directors.

Pursuant to the indenture, the Company's consolidated total indebtedness (excluding the Convertible Debentures) shall not exceed 6.5 times Adjusted EBITDA on a rolling four quarter basis and consolidated senior indebtedness shall not exceed 3.5 times Adjusted EBITDA on a rolling four quarter basis. As of December 31, 2020, the Company was in compliance with such financial covenants.

#### **Promissory Note**

Pursuant to the Company's purchase agreement in respect of ASAP, the Company entered into a Promissory Note due on February 28, 2021 or subject to interest if unpaid. The amount payable to the vendors of ASAP under this note was to range from \$NIL to \$2.63 million depending on the gross profit performance of the acquired customers of the business over the first twelve months from acquisition closing on December 1, 2019. With the completion of that twelve-month period, the Company has determined that the maximum amount of \$2.63 million will be payable. Additionally, since such gross profit performance exceeded an agreed threshold during the first nine months from closing, the vendors are entitled to obtain a second ranking secured interest in the Company's assets. Interest at 12.0% per annum is payable as of the third business day after the date that the vendors accept the final twelve-month gross profit calculation until the date that the Promissory Note is paid.

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#### Capital Stock

The authorized capital of the Company consists of an unlimited number of common shares. As at December 31, 2020, there were 21,192,004 common shares issued and outstanding, which is unchanged since March 31, 2020.

#### Issuance of Warrants

The Company issued 258,750 broker warrants as part of the common share bought deal on June 12, 2018. The warrants were granted at an exercise price of \$2.00, which was equal to, or greater than, the trading price of the common shares on the day of grant and was considered fair value. The warrants had a 1:1 conversion ratio to common shares and expired on June 12, 2020, which was the second anniversary of the grant date. As at March 31, 2020, there were 258,750 warrants outstanding exercisable into 258,750 common shares, but on June 12, 2020 such warrants expired without being converted into common shares.

#### Issuance of Stock Options

As at December 31, 2020, there were a total of 1,530,00 options outstanding to purchase an equivalent of common shares, with a weighted average price of \$1.95, expiring at various dates between September 2021 and November 2025. During the first nine months of fiscal 2021, 50,000 options were granted with a strike price of \$1.55 per share, no options were exercised, 45,333 options expired, and 220,000 options were cancelled. Should the outstanding options that were exercisable at December 31, 2020 be exercised, the Company would receive proceeds of approximately \$1.41 million.

#### Issuance of Performance Share Units

On November 25, 2020, the Company's Board of Directors established a performance share unit ("PSU") compensation program. It provides for a cash payment to eligible participants equal to the number of PSUs granted multiplied by the Company's volume weighted average share price ("VWAP") in effect during the thirty days prior to the agreed future valuation date scaled downwards for vesting criteria linked to the Company's VWAP in effect during that thirty days.

On November 25, 2020, 200,000 PSUs were granted to the Company's Chief Executive Officer, with a valuation date of March 31, 2023, and vesting at 0% if the Corporation's 30-day share price VWAP ending March 31, 2023 is less than \$3.39 per share, 50% if that VWAP is greater than or equal to \$3.39 per share, 75% if that VWAP is greater than or equal to \$3.75 per share and 100% if that VWAP is greater than or equal to \$4.00 per share.

#### Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on its results of operations or financial condition. A performance letter of credit of \$200,000 was issued to a customer as beneficiary on behalf of the Company by its bank during February 2020 and such letter of credit expires within one year of issue subject to an automatic renewal clause. The letter of credit is considered as utilization of the revolving credit facility limit.

#### Related Party Transactions

The Company's related parties include the following persons and entities: (i) associates, or entities which are controlled or significantly influenced by the Company; (ii) key management personnel, which comprise directors and officers of the Company; and (iii) entities controlled by key management personnel.

The Company provided services to 3i Partners Inc., a private company controlled by a significant shareholder and officer of the Company. During the three and nine months ended December, 2020, the Company billed \$NIL and \$NIL (December 31, 2019: \$NIL and \$4.3 at commercial rates).

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The Company entered into a contract with Sissano Inc. effective May 1, 2018, a private company controlled by a significant shareholder to provide consulting services for the Company. The Company incurred \$57.9 and \$153 of expense during the three and first nine months ended December 31, 2020 (December 31, 2019: \$78.5 and \$231).

The Company entered into a contract with XpressChek Inc., a private company controlled by a significant shareholder and officer of the Company to provide services for the Company. During the three and nine months ended December 31, 2020 the Company incurred \$1.7 and \$5.1 (December 31, 2019: \$2.1 and \$4.2) for these services.

**RECONCILIATION OF NON-IFRS MEASURES**

This MD&A includes certain measures which have not been prepared in accordance with IFRS such as EBITDA, Adjusted EBITDA, Gross Profit and Gross Profit Margin, Operating expenses as a percentage of revenue, and recurring monthly revenue. These non-IFRS measures are not recognized under IFRS and, accordingly, users are cautioned that these measures should not be construed as alternatives to net income determined in accordance with IFRS. The non-IFRS measures presented are unlikely to be comparable to similar measures presented by other issuers.

**EBITDA and Adjusted EBITDA**

The Company defines EBITDA as earnings before depreciation and amortization, interest expense, and income tax expense (recovery). Adjusted EBITDA is defined as EBITDA before acquisition and restructuring costs, write-offs and impairments, stock based compensation expense and changes in fair value adjustments including the fair value adjustment of the Convertible Debenture less non-controlling interests. These items are excluded in calculating Adjusted EBITDA as they are not considered indicative of the underlying business performance for the periods being reviewed and the Company's management believes that excluding these adjustments is more reflective of ongoing operating results.

The Company believes that Adjusted EBITDA is a meaningful financial metric, as it measures cash generated from operations which the Company can use to fund working capital requirements, service interest and principal debt repayments and fund future growth initiatives. The calculation of EBITDA and Adjusted EBITDA over each of the last seven fiscal quarters is provided below:

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\$ in thousands	2020				2021		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3
<b>Net income (loss)</b>	<b>(748)</b>	<b>(97)</b>	<b>(1,568)</b>	<b>(205)</b>	<b>(1,316)</b>	<b>(529)</b>	<b>(1,493)</b>
Interest expense	64	60	37	104	85	98	96
Accretion interest expense <sup>(1)</sup>	–	–	98	253	285	292	300
Income taxes	(74)	(136)	(318)	(659)	(53)	104	(1)
Amortization on capitalized commission	38	56	(5)	71	6	–	–
Depreciation on capital assets	267	279	251	290	291	313	313
Amortization	185	187	208	899	914	912	893
<b>EBITDA <sup>(1)</sup></b>	<b>(268)</b>	<b>349</b>	<b>(1,298)</b>	<b>753</b>	<b>212</b>	<b>1,191</b>	<b>108</b>
Write-down of intangible assets	–	–	–	172	–	–	–
Share based compensation	80	75	12	35	55	59	(62)
CWL inventory adjustment	–	–	–	–	–	–	–
Reorganization and acquisition costs	151	107	500	1,140	431	(114)	171
Loss (gain) in fair value of derivative liability	–	–	389	(2,599)	(75)	572	1,404
Deferred financing	–	–	–	49	13	12	12
Other	–	–	21	–	–	–	–
<b>Adjusted EBITDA</b>	<b>(36)</b>	<b>532</b>	<b>(377)</b>	<b>(450)</b>	<b>637</b>	<b>1,719</b>	<b>1,633</b>
<b>Adjusted EBITDA from discontinued operations</b>	<b>150</b>	<b>192</b>	<b>50</b>	<b>(9)</b>	<b>120</b>	<b>502</b>	<b>–</b>
<b>Total Adjusted EBITDA</b>	<b>114</b>	<b>724</b>	<b>(327)</b>	<b>(459)</b>	<b>757</b>	<b>2,221</b>	<b>1,633</b>

(1) Accretion interest expense for debenture and promissory note

A description of the adjusting items included in the above table is as follows;

- *Loss (gain) in fair value of derivative liability* – The fair value of the Company's derivative liability relates to the estimated value of the common share conversion right granted to the holders of the Company's unsecured, 7% Convertible Debentures until such debentures mature on November 27, 2024. Such value will fluctuate depending on the share price of the Company's common shares, the time remaining to the debentures' maturity date and the volatility of the Company's common share price. The loss, or gain, during the reporting period represents the increase, or decrease, in such value during the reporting period.
- *Share based payments* – Share based incentive compensation expense can vary based on the timing of when awards are issued and forfeitures. During the first nine months of fiscal 2021 50,000 options were issued. All option grants are approved by the Board of Directors of the Company from the option pool approved by the shareholders at the most recent annual general meeting of the Company's shareholders.
- *Reorganization and acquisition costs* – During the third quarter and first nine months of fiscal 2021, the Company recorded an expense of \$0.171 million and an expense of \$0.488 million of reorganization costs and restructuring charges. These are mainly comprised of fees to settle prior acquisition escrows and legal amalgamation and rebranding of ASAP and Logixx Security as compared to \$0.500 million and \$0.758 million during fiscal 2020's third quarter and first nine-month period.

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### Gross Profit and Gross Profit Margin

Gross Profit is determined as revenues less cost of sales. Gross Profit Margin is determined as the ratio of Gross Profit to revenues.

### RISK AND UNCERTAINTIES

The Company operates in a dynamic, rapidly changing environment that involves risks and uncertainties. An investment in the Company's common shares is speculative and involves a high degree of risk and uncertainty. Such risks relate to and include, without limitation: its ability to predict whether it will meet internal or external expectations, its ability to offer competitive pricing for its products, its ability to maintain its current relationships and develop new strategic relationships, its ability to attract and retain qualified employees, its internal controls, its ability to develop and deploy new technology, its limited operating history, its evolving business model and its ability to achieve and maintain profitable operations.

Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations and these additional risks are summarized below. If any of the risks as described in our filings occur, our business, financial condition, liquidity or results of operations could be materially harmed.

#### Significant Shareholders

There are significant shareholders of the Company that may be long-term holders of the common shares in the Company. This has the effect of reducing the actively-traded public float for the common shares, which may, in turn, impact the liquidity for the shares. In addition, relatively low liquidity may adversely affect the price at which the common shares of the Company trade on the listed market. Significant shareholders may also be able to exercise significant influence over any matter requiring shareholder approval in the future.

#### Risk of Dilution from Possible Future Offerings

The Company may issue additional securities from time-to-time in the future to raise funding for its growth initiatives and such issuances may be dilutive to shareholders.

#### Financing Risks

Additional funding will be required to execute future investment and growth opportunities and to refinance existing borrowings and working capital requirements. There is no assurance that such funds will be available to the Company, on acceptable terms or in required amounts. Any limitations on the Company's ability to access the financial markets for additional funds could have a material effect on the Company's ability to execute its growth strategy and to refinance existing indebtedness.

#### Growth Strategy and Management

The Company has made or entered into, and will likely continue to pursue, various acquisitions, business combinations, investments and joint ventures intended to complement or expand its business. The Company believes the acquisitions of, and investments in, other businesses may enhance its strategy of building a diversified portfolio of leading security businesses. The successful implementation of such acquisition and investment strategy depends on the Company's ability to identify suitable acquisition and investment candidates, acquire such companies on acceptable terms, integrate the acquired companies' operations and technology successfully with its own and maintain the goodwill of the acquired businesses. The Company is unable to predict whether or when it will be able to identify suitable additional acquisition or investment

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candidates that are available for a suitable price, or the likelihood that any potential acquisition or investment will be completed.

Growth and expansion resulting from future acquisitions may place significant demands on the Company's management resources. In addition, while the Company's management believes it has the experience and know-how to integrate acquisitions, such efforts entail significant risks including, but not limited to: (a) failure to integrate successfully the personnel, information systems, technology, operations and acquired business; (b) the potential loss of key employees or customers from either the Company's current business or the business acquired; (c) failure to maximize the potential financial and strategic benefits of the transaction; (d) the failure to realize the expected synergies from the acquired businesses; (e) impairment of goodwill; (f) the assumption of significant and or unknown liabilities of the acquired companies; and (g) the diversion of the Company's management time and resources.

There can be no assurances that the Company will be able to successfully identify, consummate or integrate any potential acquisitions into its operations. In addition, future acquisitions or investments may result in potentially dilutive issuance of equity securities, have a negative effect on the Company's share price, and/or may result in the incurrence of debt, all of which could have a material adverse effect on the Company's business, financial condition and results of operation.

### **Market Competition**

As the Company operates in a highly competitive sector, the Company's management has implemented a plan to concentrate on developing the Company's clientele in more profitable sectors, focusing on clients who want and recognize value added services that the Company offers.

### **Key Personnel**

The Company's success depends largely on the continued services of its senior management team, and the Company's ability to attract and retain skilled employees. The Company must continue to retain highly efficient and high performing individuals as well as continue to enhance its operational and management systems. Most importantly, the Company must continue to attract, train, motivate and manage its employees. If the Company is not successful in these aspects, it may have material adverse effects on the Company's business, results of operations, cash flow and financial condition.

### **Government Regulations**

The Company's operations are regulated by the Federal, Provincial and Municipal governments. These regulations affect Taxes, Labour, Workplace Safety, the environment, and all other aspects that can impact the Company's operations and performance. The Company is required to obtain and maintain licenses and facility security clearances. Any failure to obtain, maintain or renew required licenses or facility security clearances could result in the cancelation of certain contracts and or disqualify us from bidding or re-bidding on certain contracts. To date, no government regulations have materially and negatively affected the Company.

### **Information Technology Systems**

The Company is dependent on its information technology (IT) infrastructure. Significant problems with the Company's infrastructure, such as telephone or IT systems failures, cyber security breaches, or failure to develop new technology platforms could have a material adverse effect on the business, financial condition, results of operation and cash flow of the Company.

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### Credit Risk

The Company sells all of its services within Canada and a significant portion of its revenues are generated on a contractual basis pursuant to agreed payment terms. Due to the large number of commercial and residential clients that the Company deals with, and their economic distribution, the credit risk concentration to which the Company is exposed remains limited.

### Reputational Risk

The Company depends on its reputation for high quality security services to be successful. Damage to the Company's reputation caused by a widely publicised security incident affecting the Company's clients and their installations could affect our reputation. The Company's management team constantly monitors security risk surrounding the Company's operations and the Company has instituted communication protocols to prevent or reduce negative publicity.

### Inflationary Risk

Strong economic conditions and competition for available personnel and materials may result in significant increases in the cost of obtaining such resources. To the greatest extent possible, the Company passes such cost increases on to its customers and it attempts to reduce these pressures through proactive procurement and human resource practices. Should these efforts not be successful, the gross margin and profitability of the Company could be adversely affected.

### COVID-19

In March 2020, the World Health Organization declared, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", a pandemic. This has resulted in governments worldwide enacting emergency measures to limit the spread of the virus, including closure of non-essential businesses. As of the date of this MD&A, the majority of the Company's operations are considered essential in all provinces in which the Company operates. As such, to date the Company has been able to continue operating with no material impact to operations.

There have been no material revisions to the nature and number of estimates and judgments made in respect of the Company's financial statements of prior periods. However, the effects of COVID-19 have required significant judgements and estimates to be made in the preparation of the Company's financial statements.

Additionally, the effects of COVID-19 may require revisions to estimates of expected credit losses attributed to accounts receivable arising from sales to customers on credit terms, including the incorporation of forward-looking information to supplement historical credit loss rates as well as other estimates and judgement used in the preparation of the Company's financial statements. To date no revisions to managements estimates and judgements used in the preparation of the Company's financial statements have been necessary.

Due to rapid developments and uncertainty surrounding COVID-19, it is not possible to predict the impact that COVID-19 will have on the Company's operations or financial results in the future, its suppliers, and its customers. Additionally, it is possible the Company's operations and consolidated financial results will change in the near term as a result of COVID-19.

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### FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial instruments of the Company consist of cash, accounts receivable, and accounts payable and accrued liabilities, bank indebtedness, a promissory note due to the vendors of ASAP, a mortgage, the Convertible Debentures and vehicle loans and obligations under finance leases. There are no significant differences between the carrying amounts of the items reported on the balance sheet and their estimated fair values other than as set out in Note 17(c) "Liquidity Risk" of the Company's unaudited condensed interim consolidated financial statements and notes thereto as at and for the three and nine months ended December 31, 2020 and 2019.

The Company may undertake sales and purchase transactions in foreign currencies, and therefore it is subject to foreign exchange risk of gains or losses due to fluctuations in foreign currencies. Historically, these transactions have not been material, so the Company does not use hedging instruments to minimize its exposure to foreign currency risks.

For additional details on the Company's financial instruments, including the amount and classification of gains and losses recorded in the Company's consolidated financial statements, summary of fair values, notional balances, effective rates and terms, and significant assumptions used in each calculation of the fair value of the Company's financial instruments, refer to Liquidity and Capital Resources in this MD&A and see Notes 7, 13, 14, 17, and 18 to the interim condensed consolidated financial statements for the three and nine-months ended December 31, 2020 and 2019.

### CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control or the control of the Company's management. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods.

Critical accounting estimates used in the preparation of the interim condensed consolidated financial statements include the Company's estimate of the value of the Company's share-based compensation, determining whether the Company exercises control over entities in order to consolidate, provision for obsolescence of inventory, estimates of work in progress, depreciation of property, plant and equipment, amortization of intangible assets, allowance for doubtful accounts, amounts recoverable from vendors of companies acquired, potential obligations under granted Performance Share Units, fair value adjustments on Convertible Debentures and investments, and recoverability of tax credits. These estimates are based on the Company's management's best judgment and could be affected by significant factors that are out of the Company's control. Actual results could differ from these estimates. Future events and risk factors could result in changes in these estimates and assumptions.

The Company uses the Black-Scholes model to determine the fair value of options, warrants and the equity component of the Convertible Debentures. The main factor affecting the estimates of stock-based compensation is the stock price volatility used. The Company uses historical price data and comparable entities in the estimate of future volatilities. Additional factors affecting share-based compensation include estimates of when stock options might be exercised. The timing of the exercise of options is out of the Company's control and will depend upon a variety of factors, including the market value of the Company's



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shares and the financial objectives of the share-based instrument holders. Similar factors and estimates are used to estimate the present value of the potential liability on March 31, 2023 related to the Performance Share Units based on a Monte Carlo valuation model.

With respect to intangible assets, the Company determines fair values using such estimates as discount rates, capitalization rates and terminal capitalization rates. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by the Company's management. Estimates are reviewed periodically by the Company's management. Goodwill is not amortized but is tested for impairment on an annual basis or more frequently if there are indicators that goodwill may be impaired as described in the Impairment of Non-Financial Assets policy.

### **CHANGES IN ACCOUNTING POLICIES**

The Company's accounting policies are as disclosed in Note 3 of the Company's audited annual consolidated financial statements for the years ended March 31, 2020 and 2019. There were no material changes to the Company's accounting policies so far during fiscal 2021 or during fiscal 2020 other than the adoption of IFRS 16 in fiscal 2020, as disclosed in Note 3 of the Company's audited consolidated financial statements. The company opted to change the accounting treatment of uniform acquisition on April 1, 2020. Uniform expense that was previously included in the statement of loss and comprehensive loss are now capitalized and depreciated over the useful life. On April 1, 2020, the Company changed the accounting estimates of the Trade Name intangible assets related to the acquisitions of Veridin and Intelligarde. The amortization period was reassessed from the original estimate of ten years down to three years.

### **IFRS Issued Standards Not Yet Adopted**

The IASB has issued the following standards, amendments and interpretations which have not been early adopted in these interim condensed consolidated financial statements (and the Company is assessing the impact on its consolidated financial statements as a result of adopting these new standards):

#### *IFRS 3 – Business Combinations*

This standard is effective for annual periods beginning on or after January 1, 2020 with early adoption available. This amendment to IFRS 3 clarifies the definition of a business and assists entities in determining whether an acquisition is a business combination of a group of assets. The amendment emphasizes that the output of a business is to provide goods and services and also provides supplementary guidance. The Company will adopt the provisions of this amendment prospectively in its 2021 fiscal year. The Company's management does not expect adoption of this amendment to have a material effect.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company, including its most recent annual information form, may be found under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).