AVANTE CORP.
(Formerly AVANTE LOGIXX INC.)

Condensed Interim Consolidated Financial Statements

Unaudited for the three-month period ended June 30, 2023 and 2022

NOTICE TO READER OF THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
The condensed interim consolidated financial statements of Avante Corp. for the three-month period ended June 30, 2023 are the responsibility of the Company's Management. These financial statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Company. The condensed interim consolidated financial statements have been prepared by Management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with International Financial Reporting Standards.

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AVANTE CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT JUNE 30, 2023 AND MARCH 31, 2023

	Jun 30, 2023	Mar 31, 2023
ASSETS	*Unaudited*	
CURRENT		
Cash and cash equivalents	$ 9,428,338	$ 10,114,383
Accounts receivable (note 8)	6,433,498	5,601,479
Inventories (note 9)	1,108,073	929,375
Contract assets (note 6b)	208,530	482,029
Prepaid expenses	217,284	192,681
	17,395,723	17,319,947
NON-CURRENT ASSETS		
Property, plant & equipment (note 10)	2,147,881	2,442,680
Capitalized commissions (note 11)	1,627	4,355
Deferred tax assets (note 18)	719,878	719,878
Intangible assets (note 12)	1,742,986	1,860,290
Goodwill (note 12)	2,971,997	2,971,997
Long term notes receivable (note 19c)	-	264,183
	$ 24,980,092	**$ 25,583,330**
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	4,686,711	4,196,532
Bank indebtedness (note 14)	-	500,000
Obligations under lease (note 15)	489,339	569,792
Contract liabilities (note 6b)	1,820,855	2,139,672
	6,996,905	7,405,996
NON-CURRENT LIABILITIES		
Obligations under lease (note 15)	885,855	1,064,220
Deferred tax liability	363,659	332,024
	1,249,514	1,396,244
TOTAL LIABILITIES	**8,246,419**	**8,802,240**
SHAREHOLDERS' EQUITY		
Share capital (note 16a)	30,138,388	30,138,388
Contributed surplus (note 16b)	2,213,166	2,340,769
Accumulated deficit	(15,617,881)	(15,698,067)
TOTAL EQUITY	**16,733,673**	**16,781,090**
TOTAL EQUITY & LIABILITIES	**$ 24,980,092**	**$ 25,583,330**

Contingencies (note 25)

AUTHORIZED FOR ISSUE ON BEHALF OF THE BOARD:

Signed "Emmanuel Mounouchos" Director *Signed "Daniel Argiros" Director*

See accompanying notes to the condensed interim consolidated financial statements

AVANTE CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

FOR THE THREE-MONTH PERIOD ENDED JUNE 30, 2023 AND JUNE 30, 2022

	For the three-month period ended	
	Jun 30, 2023	Jun 30, 2022
	Unaudited	
Revenues from continuing operations (note 6a)	$ 5,410,440	$ 4,567,765
Cost of sales	3,371,499	2,572,814
Gross profit	2,038,941	1,994,951
Operating expenses		
Salaries, benefits and commissions	878,872	909,475
Administration	764,521	631,934
Depreciation on capital assets (note 10)	201,580	156,876
Amortization on intangible assets (note 12)	117,304	88,554
Merchant transaction fees and bank charges	90,787	84,519
Share based payments (note 16b)	(127,599)	(608,817)
	1,925,465	1,262,541
Income (loss) before other income and expenses and reorganization and acquisition costs	113,476	732,410
Other (income) expenses		
Miscellaneous income	(205,508)	(113,222)
Interest expense	55,732	73,265
Foreign exchange loss	4,872	1,792
	(144,904)	(38,165)
Income (loss) before reorganization and acquisition costs	258,380	770,575
Reorganization and acquisition costs (note 22)	146,563	972,067
Income (loss) before income taxes	111,817	(201,492)
Provision for income taxes		
Deferred income tax expense (recovery) (note 18)	31,635	28,087
Net income (loss) from continuing operations for the period	80,182	(229,579)
Net income from discontinued operations for the period net of tax (note 24)	-	3,734,155
Net income for the period	$ 80,182	$ 3,504,576
Basic and diluted income (loss) per share from continuing operations	$0.003	($0.009)
Basic and diluted income (loss) per share from discontinued operations	$0.000	$0.141
Basic and diluted income (loss) per share	$0.003	$0.132
Weighted average number of shares outstanding for basic and diluted calculation	26,489,438	26,489,438

See accompanying notes to the condensed interim consolidated financial statements

AVANTE LOGIXX INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE-MONTH PERIOD ENDED JUNE 30, 2023 AND JUNE 30, 2022

	Share Capital	Contributed Surplus	Deficit	Accumulated Other Comprehensive Deficit	Total Equity
Balance at April 1, 2022	**$30,138,388**	**$1,643,982**	**($15,730,377)**	**$ -**	**$16,051,993**
Income for the period	-	-	3,504,576	-	3,504,576
Share based payments	-	183,703	-	-	183,703
Vested share options cancelled		(738,600)			(738,600)
Share options expired		(11,063)			(11,063)
Balance at June 30, 2022	**$30,138,388**	**$1,078,022**	**($12,225,801)**	**$ -**	**$18,990,609**
Balance at April 1, 2023	**$30,138,388**	**$2,340,769**	**($15,698,067)**	**$ -**	**$16,781,090**
Income for the period	-	-	80,182	-	80,182
Share based payments	-	(127,599)	-	-	(127,599)
Balance at June 30, 2023 (Unaudited)	**$30,138,388**	**$2,213,170**	**($15,617,885)**	**$ -**	**$16,733,673**

See accompanying notes to the condensed interim consolidated financial statements

AVANTE LOGIXX INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE-MONTH PERIOD ENDED JUNE 30, 2023 AND JUNE 30, 2022

	For the three-month period ended	
	Jun 30, 2023	**Jun 30, 2022**
Operating activities	*Unaudited*	
Comprehensive income for the period	$ 80,182	$ 3,504,576
Share based payments	(127,602)	(608,817)
Interest on bank loans and leases	173,586	67,621
Depreciation on capital assets (note 10)	201,580	-
Amortization on intangible assets (note 12)	117,304	156,876
Amortization on capitalized commission (note 11)	2,728	88,554
Amortization of deferred financing	-	2,924
Provision for income tax	31,635	28,087
Net income (loss) from discontinued operations (note 24)	-	(3,734,155)
	479,413	(494,334)
Net change in non-cash working capital:		
Accounts receivable	(567,830)	(336,955)
Inventories	(178,698)	90,103
Contract assets (note 6b)	273,499	(26,016)
Prepaid expenses	(24,604)	14,387
Accounts payable and accrued liabilities	490,179	(2,344,668)
Contract liabilities (note 6b)	(318,817)	(230,495)
	(326,271)	(2,833,644)
Cash from (used in) continuing operations	153,142	(3,327,978)
Net cash flows attributable to discontinued operations	-	(7,056,465)
Net cash from (used in) operating activities	153,142	(10,384,443)
Financing activities		
Proceeds from loans	500,000	-
Principal loan payments	(1,000,000)	(9,200,000)
Principal lease payments (note 15)	(140,342)	(133,006)
Interest on bank loans, convertible debenture, and leases	(173,587)	(67,621)
Cash from (used in) continuing operations	(813,929)	(9,400,627)
Net cash flows attributable to discontinued operations	-	7,730,604
Net cash from (used in) financing activities	(813,929)	(1,670,023)
Investing activities		
Net proceeds from sale of subsidiary (note 24)	-	23,733,248
Purchase of capital assets (note 10)	(13,928)	(10,805)
Disposal of capital assets (note 10)	(11,048)	113,721
Additions to Leases	(282)	(12,985)
Cash from (used in) continuing operations	(25,258)	23,823,179
Net cash flows attributable to discontinued operations	-	(37,305)
Net cash from (used in) investing activities	(25,258)	23,785,874
Increase (decrease) in cash during the period	(686,045)	11,731,408
Cash and cash equivalents, beginning of period	10,114,383	354,082
Cash and cash equivalents, end of period	$ 9,428,338	$ 12,085,490

See accompanying notes to the condensed interim consolidated financial statements

1. NATURE OF BUSINESS

Avante Corp., formerly Avante Logixx Inc. (the "Company") develops security technologies, products and solutions for personal and condominium protective services, monitoring and control applications. As of June 1, 2022, all of these activities are conducted through one subsidiary, Avante Security Inc. ("Avante Security"), which is 100% owned. The Company's common shares are listed on the TSX Venture Exchange under the symbol XX.V (OTC: ALXXF).

Avante Security provides premium security services for residential and condominium customers in Toronto and Muskoka, Ontario through the use of advanced technology and a focus on client service. Avante Security's business provides a complete offering ranging from system design, sales, installations, and monitoring to services such as alarm response and patrols, personal protection, house staff training, and secure transportation. Avante Security has a specialized skillset in high-rise security integration, monitoring and electronic building management. It also provides consulting and installation of automation and security solutions for the high-end residential market. Avante Security's signature offerings are its Rapid Alarm Response services, and its Intelligent Perimeter Protection Video Analytics. Avante Security also provides extensive offerings, which include Closed Circuit Television ("CCTV"), access controls and security services for travelling executives. Avante Security uses its proprietary two-way wireless communication technology for security and home automation applications and in other market segments for various remote control and monitoring functions.

Logixx Security provided security services for enterprise customers across Canada. Services include protective services (also known as guarding) as well as security system design, sales, installations, and monitoring and alarm response. The Company sold its entire ownership interest in Logixx Security on June 1, 2022 (Note 24).

The address of the Company's corporate office is 1959 Leslie Street, Toronto, Ontario, Canada. The Company is domiciled in Canada and was incorporated in Canada.

2. BASIS OF PRESENTATION

a) Statement of compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with IAS 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB") and using the accounting policies described herein. Accordingly, certain information and footnote disclosure normally included in the annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the IASB, have been omitted or condensed.

The notes presented in these condensed interim consolidated financial statements include only significant events and transactions and do not include all matters normally disclosed in the Company's annual audited consolidated financial statements and are therefore referred to as condensed.

These condensed interim consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2023.

The financial information included herein reflects all adjustments that, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. The results of operations for the periods ended June 30, 2023, and 2022 are not necessarily indicative of the results to be expected for the full year.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on August 28, 2023.

2. BASIS OF PRESENTATION (CONTINUED)

b) Basis of measurement

These condensed interim consolidated financial statements have been prepared using the historical cost convention. The condensed interim consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency, including all subsidiaries.

The preparation of these condensed interim consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the condensed interim consolidated financial statements, are disclosed in Note 4.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

Basis of Consolidation

The condensed interim consolidated financial statements include the accounts of the Company and other entities that the Company controls (subsidiaries). Control exists when the Company is exposed or has the existing rights to variable returns and the current ability to direct activities that significantly affect the entities' returns. Consolidation of the subsidiaries begins on the date on which control is obtained and ends when control of the entity ceases to exist. The Company assesses control on an ongoing basis.

The financial statements of the Company and subsidiaries are prepared as of the same dates and periods. The condensed interim consolidated financial statements are prepared using uniform accounting policies by all companies in the Company. Transactions and balances between the Company and its consolidated entities have been eliminated on consolidation.

The Company's composition is made of the subsidiaries listed below.

	Ownership interest held at	
Name of entity	**Jun 30, 2023**	**Mar 31, 2023**
Avante Security Inc.	100%	100%

Discontinued operations

A discontinued operation is a component of the consolidated entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the condensed interim consolidated statements of income and comprehensive income. In these financial statements, the financial results of Logixx Security are treated as discontinued operations along with assets and liabilities held for sale as of March 31, 2022, as the Company had executed a definitive agreement to sell Logixx Security to a third party on March 30, 2022 and this ultimately resulted in the sale of the Company's entire ownership interest in Logixx Security on June 1, 2022.

Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

An impairment loss is recognised for any initial or subsequent write down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of a non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognized.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current assets. The liabilities of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current liabilities.

New Standards and Interpretations

IAS 1: Presentation of Financial Statements

In January 2020, IASB issued Classification of Liabilities as Current or Non-current, which amends IAS 1 - Presentation of Financial Statements. The narrow scope amendments affect only the presentation of liabilities in the statement of financial position and not the amount or timing of their recognition. It clarifies that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period and specifies that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. It also introduces a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted. The implementation of these amendments is not expected to have a significant impact to the Company's classification of liabilities.

IFRS 3: Business Combinations

On May 14, 2020 the IASB published an amendment to IFRS 3 Business Combinations, and is effective on or after January 1, 2022, with earlier application permitted. The amendment has an explicit statement that an acquirer does not recognize contingent assets acquired in a business combination. The Company did not have a business combination in this fiscal period, but will adopt the amendment for future business combinations.

IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors

In February 2021, the IASB issued narrow-scope amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8"). The amendments to IAS 8 clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted. The implementation of these amendments is not expected to have a significant impact to the Company.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

IAS 12: Income Taxes

In May 2021, the IASB issued targeted amendments to IAS 12 – Income Taxes to specify how companies should account for deferred tax on transactions such as leases and decommissioning obligations. In specified circumstances, companies are exempt from recognizing deferred tax when they recognize assets or liabilities for the first time. Previously, there had been some uncertainty about whether the exemption applied to transactions such as leases and decommissioning obligations transactions for which companies recognize both an asset and a liability. The amendments clarify that the exemption does not apply and that companies are required to recognize deferred tax on such transactions. The aim of the amendments is to reduce diversity in the reporting of deferred tax on leases and decommissioning obligations. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early application permitted. The Company is assessing the potential impact of the amendment.

IAS 16: Property, Plant and Equipment

The IASB published an amendment to IAS 16 Property, Plant and Equipment on May 14, 2020 that applies retrospectively to financial statements beginning on or after January 1, 2022. Early adoption is permitted. The amendment clarifies the accounting for the net proceeds from selling any items produced while bringing an item of property, plant and equipment into use. The Company does not expect any material impact of the standard on its consolidated financial statements or any retrospective changes at this time.

IAS 37: Provisions, Contingent Liabilities and Contingent Assets

On May 14, 2020, the IASB published Onerous Contracts — Cost of Fulfilling a Contract (Amendments to IAS 37). These amendments clarify which costs should be included in determining the cost of fulfilling a contract when assessing whether a contract is onerous. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Early application is permitted. The Company does not expect any material impact of these amendments on its consolidated financial statements at this time.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

There have been no material revisions to the nature and number of estimates and judgments made in prior periods. However, the effects of COVID-19 have required significant judgements and estimates to be made. For assumptions made by Avante Corp. in the estimates made to calculate the recoverable amount of CGU’s, refer to note 12. Additionally, while the changes in the estimates and judgements have not had a material adverse impact on Avante Corp. to date, the effects of COVID-19 have required 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.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

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 operating results in the future, its suppliers, and its customers. Additionally, it is possible the Company's financial prospects will change in the near term as a result of COVID-19. The Company is closely monitoring the impact of the pandemic on all aspects of its business. Within the Logixx Security business that was sold on June 1, 2022, the Company experienced a decline of revenues related to COVID-19 "specials" from approximately July 1, 2021 until the year ended March 31, 2022 as compared to the prior fiscal year and periods. Additionally, increased labour cost and supply chain delays primarily within the Logixx Security business attributable to the ongoing economic uncertainty caused by the pandemic negatively impacted the Company's cost of goods sold, and delayed electronic services installations, within Logixx Security beginning in August 2021 until March 31, 2022 and continuing to a lesser extent until Logixx Security was sold by the Company on June 1, 2022.

Judgements

Information about critical judgements in applying accounting policies that have the most significant risk of causing material adjustment to the amounts reported in these consolidated financial statements are discussed below:

1. Allowance for doubtful accounts receivable and contract assets

The Company has exercised judgement in quantifying the allowance for doubtful accounts receivable. While it is possible that certain accounts receivable considered good may turn doubtful at a later date, there are no indicators that they would at the present time.

2. Income taxes

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may be materially different than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. Judgement is used to evaluate whether a deferred tax asset can be recovered based on the Company's assessment of existing tax laws, estimates of future profitability, and tax planning strategies.

3. Provision for impairment of inventories

The provision for impairment of inventories requires estimation and judgement to assess the lower of cost and net realizable value. The provision is assessed by taking into account recent sales, aging of inventories, historical costs and other factors that affect inventory obsolescence.

4. Lease discount rate

The Company exercises judgement in determining the incremental borrowing rate when the interest rate is not implicit in the lease. The incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

5. Intangible assets and goodwill

Management is required to use judgement in determining the economic useful lives of identifiable intangible assets. Judgement is also required in identifying indicators of impairment and in identifying the Company's cash generating units ("CGUs").

6. Revenue and contract assets

There is judgement in determining the timing of revenue recognition pertaining to electronic installation services, where the entire contract is one performance obligation and is recognized over time using the percentage of completion basis. Timing of revenue recognition may differ from when customers are invoiced, which could result in contract assets or contract liabilities being recognized.

7. Segment reporting

The Company has exercised judgement in identifying its reportable segments and applying the related aggregation criteria required under IFRS 8. With the sale of Logixx Security on June 1, 2022, the Company now has one reportable segment consisting of Avante Security. Avante Security focuses on providing security services to ultra-high net worth residential customers in the central Toronto and Muskoka regions of Ontario.

Estimates

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income (loss) in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

The estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year include accrued liabilities. These estimates are created based on management's assumptions, based on current circumstances, and management believes represent a reasonable basis upon which to estimate the future liability. With respect to intangibles, acquired through business combinations, the Company determines fair values using such estimates as discount rates, capitalization rates, growth rates and terminal capitalization rates. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. With respect to goodwill impairment testing, the Company determines value in use and fair value less costs of disposal using such estimates as cash flows and discount rates. These estimates are reviewed periodically by management.

Share-based payments and derivative liabilities are determined by the Black-Scholes option pricing model, which is used by the Company to determine the fair value of stock options and was used by the Company to determine the fair value of the convertible debentures-derivative liability until conversion to common shares occurred on February 16, 2022. Significant estimates are used in the calculation of the input variables in the Black-Scholes model, which include: risk free interest rate (based on government bonds), expected stock price volatility, expected life, and expected dividend yield.

The fair value of the Company's unvested performance share units prior to cancellation during April 2022 was determined by a Monte Carlo valuation model and the significant estimates used to estimate the price of the Company's common shares on the vesting date which included: the current price of the Company's common shares as of the period end date, the risk free interest rate over the remaining life of the performance units, the expected stock price volatility, the number of trading days between the valuation date and the vesting date and the expected return on the Company's common shares during the remaining vesting period of the performance units.

5. EARNINGS (LOSS) PER SHARE

The following reflects the income (loss) and share data used in the basic and diluted earnings (loss) per share computations for the period ended:

	For the three-month period ended	
	Jun 30, 2023	Jun 30, 2022
Basic and diluted earning (loss) per share from continuing operations	0.003	(0.009)
Basic and diluted earnings per share from discontinued operations	-	0.141
Basic and diluted earnings per share	0.003	0.132
Net income (loss) - basic and fully diluted from continuing operations	80,182	(229,579)
Net income (loss) - basic and fully diluted from discontinued operations	-	3,734,155
Total net income - basic and fully diluted	80,182	3,504,576
Weighted average number of shares outstanding for basic and diluted calculation	26,489,438	26,489,438

Potential common shares are antidilutive when their conversion to common shares increases earnings per share or decreases loss per share from continuing operations. Antidilutive common shares are excluded from weighted average number of shares outstanding for the purposes of calculating the diluted earnings per share.

6. REVENUE RECOGNITION

a) Disaggregation of Revenue

Revenue is recognized in a manner that depicts the transfer of promised goods or services to the customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods and services. Standard 30-day payment terms apply to the majority of accounts receivable for the Company. Segment revenues by service type for the three-months ended June 30, 2023 and 2022 were as follows:

	For the three-month period ended					
Revenue	**Jun 30, 2023**			**Jun 30, 2022**		
	Avante Security	**Elimination**	**Total**	**Avante Security**	**Elimination**	**Total**
Protective services	$ 2,816,697		$ 2,816,697	$ 2,122,313		$ 2,122,313
Monitoring and managed services	1,081,286		1,081,286	999,735		999,735
Electronic services	1,512,457		1,512,457	1,446,687	(970)	1,445,717
Total Revenue	**$ 5,410,440**	**$ -**	**$ 5,410,440**	**$ 4,568,735**	**$ (970)**	**$ 4,567,765**

6. REVENUE RECOGNITION (CONTINUED)

(b) Contract Assets and Liabilities

	Jun 30, 2023	Mar 31, 2023
Work-in-progress - contracts in process	$ 208,530	$ 482,029

Timing differences between invoicing, cash collection, and revenue recognition results in accounts receivable and also results in unbilled work-in-progress (contract assets), and deferred revenue (contract liabilities) on the consolidated statement of financial position. Amounts are billed in accordance with the terms of each customer contract, generally subsequent to the performance of obligations and related revenue recognition, resulting in accounts receivable with standard payment terms of 'Net 30 Days' for these types of contracts. For certain contracts, the Company receives customer payment prior to satisfying contracted obligations and recognizing revenue, resulting in deferred revenue (contract liabilities).

Contract liabilities balance at March 31, 2022	$	2,252,203
Additions during the year		12,056,924
Recognized during the year		(12,169,455)
Contract liabilities balance at March 31, 2023 to be recognized in fiscal year 2024		2,139,672
Contract liabilities balance at March 31, 2023	$	2,139,672
Additions during the period		2,744,512
Recognized during the period		(3,063,329)
Contract liabilities balance at June 30, 2023 to be recognized in fiscal year 2024		711,573
Contract liabilities balance at June 30, 2023 to be recognized after fiscal year 2024		1,109,282
Contract liabilities balance at June 30, 2023	**$**	**1,820,855**

7. ASSETS AND LIABILITIES HELD FOR SALE AND DISCONTINUED OPERATIONS

On March 30, 2022, the Company entered into a definitive share purchase agreement (the "SPA") with SSC Security Services Corp. ("SSC") pursuant to which SSC agreed to acquire all of the Company's ownership interest in Logixx Security. Under the terms of the SPA, the Company would receive $23,950,000 in cash including repayment of intercompany loans of $7,802,074 less reimbursement of SSC's costs related to a prior transaction agreement of $750,000 plus or minus closing working capital compared to an agreed minimum threshold. On June 1, 2022, the Company sold Logixx Security to SSC under the SPA and received $23,733,248, net of the expense reimbursement and estimated working capital surplus. In addition, after approximately 90 days following the closing date, the Company will receive the benefit of Logixx Security's collected accounts receivable since closing that was older than 90 days old as of closing, net of a 5% collection fee payable to SSC, and the parties will settle any surplus or deficiency between the closing working capital balance estimated before closing versus the final closing working capital amount.

The estimated total amount due from SSC is included within non-trade receivables within "Accounts receivable" on the condensed interim consolidated statements of financial position as at June 30, 2023 and consists of the unpaid portion of the cost of agreed transition services provided by the Company to SSC since the closing of the transaction as well as estimates for the potential excess working capital delivered at closing and Logixx Security accounts receivable older than 90 days at closing (net of SSC's collection fee) that the Company anticipates will be collected by SSC in accordance with the SPA.

As at March 31, 2022, the assets and liabilities of Logixx Security were classified as assets held for sale and liabilities directly associated with assets classified as held for sale. The Logixx Security financial results for the three months ended June 30, 2022 net of eliminations, have been presented as discontinued operations on the condensed interim consolidated statement of income and comprehensive income. Unless otherwise specified, all other notes to the condensed interim consolidated financial statements include amounts from both continuing and discontinued operations.

8. ACCOUNTS RECEIVABLE

The accounts receivable on the financial statements are net of allowance for doubtful accounts of $176,470 as at June 30, 2023 (March 31, 2023: $160,716). Changes in the allowance for doubtful accounts during the period were as follows:

	Jun 30, 2023	Mar 31, 2023
Allowance for doubtful accounts - opening balance	$ 160,716	$ 115,958
Net increase during the period	15,754	44,758
Allowance for doubtful accounts - closing balance	$ 176,470	$ 160,716

As at June 30, 2023 and March 31, 2023, the aging of the Company's accounts receivables was as follows:

	Balance Due	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days
Trade receivables	$4,481,098	$1,843,636	$489,851	$193,805	$1,953,806
Unbilled trade receivables	531,526	486,037	-	7,451	38,038
Non-trade receivables	693,946	693,946	-	-	-
Allowance for doubtful accounts	(160,716)	-	-	-	(160,716)
Current portion vendor take back loan	55,625	55,625	-	-	-
Balance at March 31, 2023	**$5,601,479**	**$3,079,244**	**$489,851**	**$201,256**	**$1,831,128**
Trade receivables	$4,780,750	$1,581,094	$440,497	$260,265	$2,498,894
Unbilled trade receivables	960,106	929,088	-	2,578	28,440
Non-trade receivables	869,112	869,112	-	-	-
Allowance for doubtful accounts	(176,470)	-	-	-	(176,470)
Current portion vendor take back loan	-	-	-	-	-
Balance at June 30, 2023	**$6,433,498**	**$3,379,294**	**$440,497**	**$262,843**	**$2,350,864**

The consolidated entity has recognized a loss of $15,750 from continuing operations at June 30, 2023 (June 30, 2022: $15,750) in profit or loss in respect of the expected credit losses for the three months then ended and $nil in discontinued operations (June 30, 2022: $10,000). As at June 30, 2023, there was $2,527,334 (March 31, 2023: $1,983,889) of accounts receivable outstanding for over 90 days of which management did not consider $2,350,864 (March 31, 2023: $1,991,844) impaired.

9. INVENTORIES

	Jun 30, 2023	Mar 31, 2023
Inventory	$ 1,108,073	$ 929,375

All inventory is considered finished goods. Inventory expensed to cost of sales during the three months ended June 30, 2023, amounted to $536,702 continuing operations and $nil discontinued operations (three months ended June 30, 2022: $600,470 continuing operations, $135,450 discontinued operations).

10. PROPERTY, PLANT AND EQUIPMENT

	Computer equipment	Equipment, furniture and fixtures	Leasehold improvements	Computer software	Right-of-use asset	Vehicles	Uniforms	Buildings	Total
	$	$	$	$	$	$	$	$	$
Cost									
Balance at March 31, 2023	**$ 486,256**	**$ 677,052**	**$ 723,044**	**$ 345,418**	**$ 1,636,640**	**$ 59,014**	**$ 115,043**	**$ 473,300**	**$ 4,515,767**
Additions from continuing operations	5,347	1,346	-	-	65,528	-	7,235	-	79,456
Disposals from continuing operations	-	-	-	-	(222,035)	-	-	-	(222,035)
Balance at June 30, 2023	**491,603**	**678,398**	**723,044**	**345,418**	**1,480,133**	**59,014**	**122,278**	**473,300**	**4,373,188**
Accumulated depreciation									
Balance at March 31, 2023	**380,082**	**434,051**	**723,044**	**326,370**	**59,524**	**22,163**	**44,236**	**83,617**	**2,073,087**
Depreciation from continuing operations for the period	7,985	12,293	-	6,310	159,470	2,764	8,025	4,733	201,580
Disposals from continuing operations	-	-	-	-	(49,360)	-	-	-	(49,360)
Balance at June 30, 2023	**388,067**	**446,344**	**723,044**	**332,680**	**169,634**	**24,927**	**52,261**	**88,350**	**2,225,307**
Carrying Amounts									
Balance at March 31, 2023	**106,174**	**243,001**	**-**	**19,048**	**1,577,116**	**36,851**	**70,807**	**389,683**	**2,442,680**
Balance at June 30, 2023	**$ 103,536**	**$ 232,054**	**$ -**	**$ 12,738**	**$ 1,310,499**	**$ 34,087**	**$ 70,017**	**$ 384,950**	**$ 2,147,881**

	Computer equipment	Equipment, furniture and fixtures	Leasehold improvements	Computer software	Right-of-use asset	Vehicles	Uniforms	Buildings	Total
	$	$	$	$	$	$	$	$	$
Cost									
Balance at March 31, 2022	**$ 482,056**	**$ 634,310**	**$ 737,145**	**$ 345,418**	**$ 1,622,744**	**$ -**	**$ 68,881**	**$ 473,300**	**$ 4,363,854**
Additions from continuing operations	1,552	-	-	-	141,291	-	9,253	-	152,096
Disposals from continuing operations	(26,642)	-	(24,752)	-	(661,612)	-	-	-	(713,007)
Balance at June 30, 2022	**456,966**	**634,310**	**712,393**	**345,418**	**1,102,422**	**-**	**78,134**	**473,300**	**3,802,943**
Accumulated depreciation									
Balance at March 31, 2022	**333,622**	**388,352**	**738,497**	**282,302**	**803,770**	**-**	**14,937**	**64,685**	**2,626,161**
Depreciation from continuing operations for the period	11,172	11,822	(17,128)	14,543	125,613	-	6,121	4,733	156,876
Disposals from continuing operations	-	-	(14,747)	-	(472,745)	-	-	-	(487,492)
Balance at June 30, 2022	**344,794**	**400,174**	**706,622**	**296,845**	**456,638**	**-**	**21,058**	**69,418**	**2,295,545**
Carrying Amounts									
Balance at March 31, 2022	**148,434**	**245,958**	**$ (1,352)**	**63,116**	**818,974**	**-**	**53,944**	**408,615**	**1,737,693**
Balance at June 30, 2022	**$ 112,172**	**$ 234,136**	**$ 5,770**	**$ 48,573**	**$ 645,784**	**$ -**	**$ 57,075**	**$ 403,882**	**$ 1,507,398**

Depreciation expense included in continuing operations is $201,580 and $nil from discontinued operations for the three months ended June 30, 2023 (three months ended June 30, 2022: $156,876 from continuing operations and $143,028 from discontinued operations).

The Company carries two categories of right-of-use assets: vehicles and property. At June 30, 2023 the carrying amount of vehicles under lease was $572,014 (March 31, 2023: $798,350), with $119,189 of depreciation included in continuing operations and $nil included in discontinued operations (three months ended June 30, 2022: $86,172 continuing operations, $20,755 discontinued operations).

The right-of-use asset property had a carrying amount of $738,484 at June 30, 2023 (March 31, 2023: $778,765). Depreciation in the amount of $40,281 is included in continuing operations and $nil in discontinued operations for the three months ended June 30, 2023, (three months ended June 30, 2022: $39,442 continuing operations, $8,079 discontinued operations).

All assets of the Company, including its Accounts Receivables, Inventories and Property, Plant and Equipment, have been pledged as general security against the senior secured credit facilities established with the Company's bank (Note 14). Gains and losses on disposals are booked in the miscellaneous (income) expense line on the condensed interim consolidated statement of income and comprehensive income.

11. CAPITALIZED COMMISSION

Commissions on long-term contracts (12 months in length or longer) are capitalized at the initiation of the contract and amortized over the length of the contract as revenue is recognized. The unamortized amount of commission on long-term contracts as of June 30, 2023 was $1,627 (March 31, 2023: $4,355), with $2,728 amortized in the three months ended June 30, 2023 from continuing operations and $38,671 from discontinued operations (three months ended June 30, 2022: $2,924 continuing operations, $38,671 discontinued operations).

12. GOODWILL AND INTANGIBLE ASSETS

A. INTANGIBLE ASSETS

	Trade Name	Customer relationships	Order backlog	Total
	$	$	$	$
Cost				
Balance at March 31, 2023	$80,873	$4,755,673	$262,000	$5,098,546
Acquisitions	-	-	-	-
Balance at June 30, 2023	**80,873**	**4,755,673**	**262,000**	**5,098,546**
Amortization				
Balance at March 31, 2023	$80,873	$2,895,383	$262,000	$3,238,256
Amortization from continuing operations for the period	-	117,304	-	117,304
Balance at June 30, 2023	**80,873**	**3,012,687**	**262,000**	**3,355,560**
Carrying amounts				
Balance at March 31, 2023	**$ -**	**$ 1,860,290**	**$ -**	**$ 1,860,290**
Balance at June 30, 2023	**$ -**	**$ 1,742,986**	**$ -**	**$ 1,742,986**

	Tradename	Customer relationships	Order backlog	Total
	$	$	$	$
Cost				
Balance at March 31, 2022	$80,873	$4,180,673	$262,000	$4,523,546
Transferred to assets held for sale				
Balance at June 30, 2022	**80,873**	**4,180,673**	**262,000**	**4,523,546**
Amortization				
Balance at March 31, 2022	$80,873	$2,502,831	$262,000	$2,845,704
Amortization from continuing operations for the period	-	88,554	-	88,554
Balance at June 30, 2022	**80,873**	**2,591,385**	**262,000**	**2,934,258**
Carrying amounts				
Balance at March 31, 2022	**$ -**	**$ 1,677,842**	**$ -**	**$ 1,677,842**
Balance at June 30, 2022	**$ -**	**$ 1,589,288**	**$ -**	**$ 1,589,288**

12. GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

On December 1, 2022 the Company acquired the customer list of C & B Alarms Ltd ("C&B Alarms") pursuant to an Asset Purchase Agreement between the Company and C & B Alarms Ltd. ("C&B") in the Muskoka region. The total purchase price was $575,000, $431,250 was paid in cash, the Company held back $143,750 of the purchase price against certain representations and warranties. The full amount of the acquisition was allocated to the intangible asset Customer Relationships on the Consolidated Statement of Financial Position as of March 31, 2023.

Intangible amortization expense for the three months ended June 30, 2023 with respect to continuing operations is $117,304 and from discontinued operations $nil (three months ended June 30, 2022: $88,554 continuing operations, $81,290 discontinued operations).

B. GOODWILL

Balance at March 31, 2022	**$ 2,971,997**
Balance at March 31, 2023	**$ 2,971,997**
Balance at June 30, 2023	**$ 2,971,997**

The above intangible assets and goodwill were acquired upon the acquisitions of the businesses of INTO Electronics Inc. at August 22, 2014, LVS Inc. at April 1, 2015, Architronics Limited ("Architronics") at March 1, 2017 and Watermark Security Inc. at August 1, 2018.

The key assumptions used to calculate the fair value of these intangible assets include discount rates, growth rates and margins. The cost of goodwill is calculated as the excess of purchase price of the acquired business over the estimated fair value of the tangible and intangible assets acquired and liabilities assumed at the date of acquisition and is allocated to the cash generating unit ("CGU") expected to benefit from the acquisition. A CGU is the smallest group of assets for which there are separate identifiable cash flows. For the year ended March 31, 2022, that the Company had two CGU's consisting of Avante Security and Logixx Security consistent with how the Company managed its operations at that time. With the sale of Logixx Security on June 1, 2022, the Company had one CGU consisting of Avante Security at March 31, 2023 and still has one CGU at June 30, 2023.

Amortization

The amortization of tradenames, customer relationships, order backlog and non-compete agreement is included in amortization on intangible assets on the condensed interim consolidated statements of income and comprehensive income.

13. BUSINESS ACQUISITIONS

Acquisition of Veridin Systems Canada Inc. (rebranded and amalgamated with Logixx Security Inc. at December 2, 2019)

On September 17, 2018, the Company acquired all the outstanding shares of Veridin Systems Canada Inc. (“Veridin”) pursuant to a share purchase agreement between the Company and 1245893 Ontario Inc. and Vision Dynamics CCTV Inc. (“Vendors”) of Veridin, for an aggregate purchase price of $2,436,410, $1,900,746 paid in cash and the issuance of 238,095 (1,190,476 pre-stock consolidation) common shares in the capital of the Company to 1245893 Ontario Inc.

Within an escrow account, the Company held back $94,923 of the purchase price against certain representations and warranties. The parties are engaged in litigation processes to settle the amounts owing between the parties.

Acquisition of Intelligarde International Inc. (renamed Logixx Security Inc. as of June 21, 2019)

On November 30, 2018, the Company acquired all the outstanding shares of Intelligarde International Inc. (“Intelligarde” – currently doing business as Logixx Security Inc.). The total consideration paid for the outstanding shares of Intelligarde is $4,801,370 paid in cash subject to a post-closing working capital adjustment.

The Company held back $712,500 of the purchase price in an off-balance sheet escrow account against certain representations and warranties of the vendors. There is $530,159 remaining in the account as of March 31, 2023 ($679,430 as of March 31, 2022). The parties are engaged in litigation processes to settle the amounts owing between the parties.

14. BANK INDEBTEDNESS

Current and non-current bank indebtedness was comprised of the following as at June 30, 2023 and March 31, 2023:

	Jun 30, 2023			Mar 31, 2023		
	Current Portion	Long-Term Portion	Total	Current Portion	Long-Term Portion	Total
Line of credit	$ -	$ -	$ -	$ 500,000	$ -	$ 500,000
Total credit facilities	**$ -**	**$ -**	**$ -**	**$ 500,000**	**$ -**	**$ 500,000**

On June 30, 2021, the Company entered into a senior secured credit agreement with a bank that fully replaced the Company’s senior secured banking arrangements and mortgage provided by its former bank. On June 1, 2022, the Company replaced that with a new credit agreement. The June 30, 2021 credit agreement provided an $8,000,000 revolving credit facility (“Facility A”), a $10,000,000 non-revolving term loan facility (“Facility B”) and a $3,000,000 delayed-draw non-revolving term loan credit facility (“Facility C”), each with a three-year maturity date ending May 19, 2024. The Company had the ability to draw upon Facility A that was subject to a borrowing base consisting of eligible cash, accounts receivable, and inventory. The Company was permitted to draw upon Facility B in two tranches; Tranche 1 had a limit of $6,000,000 and Tranche 2 had a limit of $4,000,000. The ability to draw on Tranche 2 expired on July 31, 2021 reducing the available limit to zero. Facility C was available until December 31, 2022, to fund delayed purchase price payments or other funding requirements applicable to future permitted acquisitions. Repayment of drawings under the term loan and delayed-draw credit facilities occurred at the rate of 2.50% per quarter with the remaining balance due on the maturity date. The June 30, 2021 credit agreement also provided for a corporate credit card facility and hedge-transaction credit facilities.

14. BANK INDEBTEDNESS (CONTINUED)

Security for the June 30, 2021 credit agreement consisted of upstream guarantees by the Company's subsidiaries, supported by general security agreements providing for a first secured pledge of all assets of the Company and its subsidiaries. In accordance with the terms of the June 30, 2021 senior secured credit facilities, on a rolling four-quarter basis, the Company was required to maintain a minimum Fixed Charge Coverage Ratio of 1.10 times and a maximum leverage ratio of Funded Debt (net of permitted cash balances and excluding the convertible debentures) to Adjusted EBITDA of 3.25 times with a permitted two-quarter step up following a permitted acquisition of 3.50 times. The Company was in compliance with such financial covenants at June 30, 2023. Interest and standby fees in respect of the June 30, 2021 credit facilities were subject to a leverage-ratio based pricing grid and, as at March 31, 2023, was the bank's prime rate plus 0.25%, and standby fees of 0.44%.

On June 1, 2022, the Company applied proceeds from the sale of Logixx Security on June 1, 2022 to permanently repay the credit facilities pursuant to the June 30, 2021 Credit Agreement. As of June 1, 2022, the Company entered into amended credit facilities with the same bank consisting of a $2 million revolving credit facility, together with credit card facilities for each of Avante Corp. and Avante Security, supported by a first fixed security interest in favour of the bank over all assets of Avante Corp. and Avante Security. Such credit arrangements are provided by the bank on a demand basis, and the revolver is subject to a borrowing base consisting of 75% of eligible accounts receivable and 50% of inventory, minus priority payables. The provision of the credit facilities is subject to a minimum consolidated current ratio of 1.20 as of March 31, 2023, and thereafter, and the Company was in compliance with that covenant as of June 30, 2023. The agreement further stipulates that the advances cannot exceed 75% of accounts receivable and 50% of inventory less priority payables; Avante corp. is in compliance with these requirements as of June 30, 2023. Drawings under the revolver are permitted by way of letters of credit (at 2.00% per annum), prime rate advances (at the bank's prime rate plus 0.50%) and bankers' acceptances (stamping fee of 2.00%). As of June 30, 2023 the Company has drawn $nil.

The Company incurred deferred financing fees of $452,417 in connection with the June 30, 2021 credit agreement and the prior credit facilities also had applicable deferred financing fees. The remainder of these costs in the amount of $295,795 were written-off.

Interest on bank loans expensed in the condensed interim consolidated statement of income and comprehensive income for the three months ended June 30, 2023 is $9,074 in continuing operations and $nil in discontinued operations (three months ended June 30, 2022: $44,204 continuing operations, $nil discontinued operations).

15. OBLIGATIONS UNDER LEASE

The Company's lease payments are discounted using the interest rate implicit in the lease, or if that cannot be determined, the Company's incremental borrowing rate. Vehicle lease and property lease liabilities as of the respective period ends were as follows:

	Vehicle lease liability	Property lease liability	Total liability
Balance at March 31, 2022	**$ 595,685**	**$ 245,062**	**$ 840,747**
Additions during the period from continuing operations	732,879	805,620	1,538,499
Disposals during the period from continuing operations	(208,455)	(17,337)	(225,792)
Principal payments from continuing operations	(322,350)	(197,092)	(519,442)
Balance at March 31, 2023	**$ 797,759**	**$ 836,253**	**$ 1,634,012**
Current obligations under lease	381,206	188,586	569,792
Long-term obligations under lease	416,553	647,667	1,064,220
Balance at March 31, 2023	**$ 797,759**	**$ 836,253**	**$ 1,634,012**
Additions during the period from continuing operations	65,246	-	65,246
Disposals during the period from continuing operations	(183,723)	-	(183,723)
Principal payments from continuing operations	(89,704)	(50,637)	(140,341)
Balance at June 30, 2023	**$ 589,578**	**$ 785,616**	**$ 1,375,194**
Current obligations under lease	316,872	172,467	489,339
Long-term obligations under lease	272,706	613,149	885,855
Balance at June 30, 2023	**$ 589,578**	**$ 785,616**	**$ 1,375,194**

The Company leased certain vehicles with a value of $589,578 (March 31, 2023: $797,759), at an effective annual rate of interest of 12.98% (March 31, 2023: 12.06%). The payment terms include blended monthly payments of $45,824 plus applicable taxes (March 31, 2023: $73,228) for 48 to 60 months ending between October 2023 and July 2027, with an aggregate buy out obligation of $nil as of June 30, 2023 (March 31, 2023: $78,700). Interest expense from these leases, included in the condensed interim consolidated statements of income and comprehensive income for the three months ended June 30, 2023 was $33,163 continuing operations and $nil discontinued operations (three months ended June 30, 2022: $22,308 continuing operations, $10,398 discontinued operations).

Various office properties with a value of $785,616 (March 31, 2023: $836,253), are leased with blended monthly payments of $21,796 plus applicable taxes (March 31, 2023: $21,796). An incremental borrowing rate of 7.20% is used. The property leases end between December 2023 and January 2028. Interest expense from these leases, included in the condensed interim consolidated statement of income and comprehensive income for the three months ended June 30, 2023 was $20,704 continuing operations and $nil discontinued operations (three months ended June 30, 2022: $2,734 continuing operations, $558 discontinued operations).

16. SHAREHOLDERS' EQUITY

[a] Share capital issued and outstanding

Unlimited common shares	Number of Shares	Amount
Balance at March 31, 2022	26,489,438	$ 30,138,388
Balance at March 31, 2023	26,489,438	$ 30,138,388
Balance at June 30, 2023	26,489,438	$ 30,138,388

16. SHAREHOLDERS' EQUITY (CONTINUED)

[b] Share options

The Company has an incentive Share Option Plan ("the Plan") under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees or service providers of the Company. The terms of the Plan provide that the Directors have the right to grant options to acquire common shares of the Company at not less than the closing market price of the shares on the day preceding the grant at terms of up to ten years. No amounts are paid or payable by the recipient on receipt of the option.

Options for Directors vest when granted, while vesting of options for non-directors is as follows: 33.33% on the first anniversary; 33.33% on the second anniversary; and the remainder on the third anniversary following the grant date. For the chairman of the Board vesting of the options is as follows: 25% of the option will vest on the first anniversary; 25% on the second anniversary; 25% on the third anniversary; and the remainder on the fourth anniversary following the grant date.

On September 29, 2015, the shareholders of the Company approved an amendment to the stock option plan whereby it reverted to a 10% rolling stock option plan. This plan is approved annually by the shareholders of the Company and was again approved by the shareholders on September 29, 2022. Accordingly, the Company has a total of 1,165,610 options available to be issued as at June 30, 2023, with the maximum term remaining at 10 years (March 31, 2023: 1,165,610).

	Number of Options	Weighted Average Exercise Price
Balance at March 31, 2022	**1,293,333**	**$1.98**
Options forfeited during the period	(1,330,000)	$1.79
Options expired during the period	(30,000)	$1.30
Option granted during the period	1,550,000	$0.93
Balance at March 31, 2023	**1,483,333**	**$1.07**
Balance at June 30, 2023	**1,483,333**	**$1.07**

During the three months ended June 30, 2023 no share options were issued or forfeited. During the three months ended June 30, 2022, 1,100,000 share options were issued to members of the board of directors, including the Chief Executive Officer, and the strike prices were $0.88 for 500,000 options, $0.97 for 200,000 options, $1.07 for 200,000 options and $1.18 for 200,000 options. During the three months ended June 30, 2022, 886,667 share options were forfeited and 15,000 share options expired. None of the outstanding options were exercised in the three months ended June 30, 2023 or during the year ended March 31, 2023.

16. SHAREHOLDERS' EQUITY (CONTINUED)

Using the Black-Scholes pricing model, the Company recognized $46,368 net of $nil for forfeited options for the three months ended June 30, 2023 (three months ended June 30, 2022: $565,960 net of $738,600 for forfeited options).

In calculating the share-based compensation expense, the Company used the assumptions as listed below as at the date of grants in the prior years and there were no grants awarded in three months ended June 30, 2023:

	Fiscal 2024	Fiscal 2023
Risk-free interest rate	1% - 3.62%	1% - 3.62%
Expected volatility	51.05% - 92.11%	51.05% - 92.11%
Expected time until exercise	5 years	5 years
Expected dividend yield	NIL	NIL
Expected forfeiture	0-5%	0-5%
Share price	$0.77 - $1.18	$0.77 - $1.18

The expected price volatility is based on the historic volatility (based on the expected life of the options), adjusted for any expected changes to future volatility due to publicly available information.

The following table summarizes stock options vested and outstanding at June 30, 2023:

Grant Date	Number of Options Outstanding	Remaining Years	Number of Options Vested	Exercise Price	Expiry Date
2018-10-02	133,333	0.26	133,333	2.25	2023-10-02
2022-04-28	200,000	3.83	200,000	0.88	2027-04-28
2022-04-28	200,000	3.83	200,000	0.97	2027-04-28
2022-04-28	200,000	3.83	-	1.07	2027-04-28
2022-04-28	200,000	3.83	-	1.18	2027-04-28
2022-04-28	100,000	3.83	100,000	0.88	2027-04-28
2022-09-26	250,000	4.24	-	0.88	2027-09-26
2022-10-11	200,000	4.24	200,000	0.77	2027-09-26
	1,483,333	3.49	833,333		

1. Expiry date extended in accordance with the share option plan.

17. PERFORMANCE SHARE UNITS

On November 25, 2020, the Company's Board of Directors established a performance share unit ("**PSU**") compensation program, which as of April 8, 2022 was terminated. That program provided 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 a future valuation date scaled downwards for vesting criteria linked to that VWAP in effect during the thirty days prior to the valuation date.

On November 25, 2020, the Company announced that the Chief Executive Officer was awarded 200,000 performance stock units payable on March 31, 2023 at the Corporation's 30-day volume weighted share price in effect on that date, scaled downward to 0% payout if that VWAP was less than $3.39 per share, 50% payout if great than or equal to $3.39 per share, 75% payout if greater than or equal to $3.75 per share or 100% payout if greater than or equal to $4.00 per share. Such award, if any, would have been settled in cash within 150 days following March 31, 2023.

17. PERFORMANCE SHARE UNITS (CONTINUED)

In each fiscal year end thereafter, the Company used Monte-Carlo simulation valuation techniques to estimate the potential future value that might exist as of March 31, 2023 in respect of issued but unvested PSU grants. Such estimate was then discounted based on the risk-free interest rate as of the valuation date. Other assumptions included in the fair value of the unvested PSU grants included:

- The Company's share price on the valuation date;
- The remaining number of trading days from the valuation date until the vesting date of March 31, 2023;
- The average expected annual return on the Company's shares as of the valuation date; and
- The expected volatility of the price of the Company's common shares as of the valuation date.

The present value of such estimated potential liability was recalculated by the Company every fiscal quarter end. Within accounts payable and accrued liabilities on the consolidated statement of financial position, the Company reflected the net present value of the potential obligation, prorated by the number of months that have elapsed since the date of grant versus the total number of months from the PSU grant date to the maturity date. The difference between the statement of financial position liability amounts at the balance sheet date versus the fiscal period's opening liability was reflected as an expense, or recovery, within share based payments on the consolidated statements of income (loss) and comprehensive income (loss).

At March 31, 2022, the present value of the estimated potential liability was $42,857. However, the PSU's had no value following the departure in April 2022 of the one executive benefiting from the PSU grant. No expense or recovery is reflected in profit or loss in the three month period ended June 30, 2023 (year ended March 31, 2023: a recovery of $42,875).

18. INCOME TAXES

In prior annual fiscal years, the Company incurred non-capital losses for income tax purposes. Those losses are available to the Company to reduce the current portion of income taxes payable, if any. Income tax expense is recognized based on management's estimate of tax rates of 26.5% expected to be in effect for the Company's full financial year.

For the three months ending June 30, 2023, the Company recognized $31,635 deferred income tax expense from continuing operations and expense of $nil from discontinued operations (three months ended June 30, 2022: expense of $28,087 continuing operations and expense of $nil from discontinued operations). The deferred tax assets are attributable to previously unused non-capital tax loss carry forwards that it estimates will be used against taxable income for the year ended March 31, 2024 and future taxable periods.

19. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

[a] Risk management

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

General Objectives, Policies and Processes:

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management. The Board of Directors receive quarterly reports from the Company's management, through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are primarily comprised of two types of risk: foreign currency risk and interest rate risk.

Foreign Currency Risk:

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. This risk was more significant for the Company prior to its sale of Logixx Security on June 1, 2022 as significant revenue streams within that segment were settled in U.S. dollars.

Interest Rate Risk:

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has an available revolving credit facility limit, provided on a demand basis, from its bank of $2,000,000 (as of June 1, 2022) and an unsecured term loan facility from its largest shareholder of $10,000,000 (as of July 7, 2022) but neither credit arrangement was utilized as of June 30, 2023.

19. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

During late June 2022 the Company began investing surplus funds in one-year, cashable guaranteed investment certificates issued by its bank at fixed interest rates, so interest rate risk to rising market interest rates now exists in respect of such investments offset by the Company's ability to cash the guaranteed investment certificate and reinvest the proceeds following the initial one month non-redeemable period.

b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. For credit risk on accounts receivable see Note 8. Financial instruments, which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents, guaranteed investment certificates, accounts receivables, and amounts due from the purchasers of Logixx Security. The carrying amounts of financial assets represent the maximum credit exposure. The Company has gross credit exposure at June 30, 2023 relating to cash of $nil (March 31, 2023: $500,000) and guaranteed investment certificates of $8,291,698 (March 31, 2023: $9,164,850). All cash and guaranteed investment certificates are held in or with Canadian banks which have credit ratings of A+ and Aa2 from rating agencies Standard & Poor's and Moody's respectively. The Company has performed a sensitivity analysis on changes in the credit risk associated with these banks and considers this risk to be minimal for all cash assets based on changes that are reasonably possible at the reporting date.

c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of approximately 90 days. To achieve this objective, the Company prepares annual financial budgets and updates short-term liquidity requirements at least monthly based on revised estimates. Further, the Company utilizes delegated authorizations for varying expenditure levels and types to further manage expenditure. The Company also monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable.

The following table sets out the Company's contractual maturities (representing undiscounted contractual cash flows including interest) of financial liabilities:

	Up to 3 months	3 to 12 months	1 to 2 years	2 to 5 years	Over 5 years	Contractual amount	Carrying amount
At March 31, 2023	**$ 4,908,066**	**$ 520,181**	**$ 419,054**	**$ 877,892**	**$ -**	**$ 6,725,193**	**$ 6,330,544**
Accounts payable and accrued liabilities	4,686,711		-	-	-	4,686,711	4,686,711
Obligations under lease	187,588	440,795	302,146	582,680	-	1,513,209	1,375,194
At June 30, 2023	**$ 4,874,299**	**$ 440,795**	**$ 302,146**	**$ 582,680**	**$ -**	**$ 6,199,920**	**$ 6,061,905**

Contractual amounts reflect undiscounted principal payments and future interest payments. Carrying amount excludes interest, is discounted, includes any residual value.

The working capital as at June 30, 2023 was $10,398,823 compared to $9,913,951 at March 31, 2023.

19. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

d) Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the Black-Scholes option pricing model. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The balance sheet carrying amounts for cash and cash equivalents, accounts receivable, notes receivable, accounts payable and accrued liabilities, bank indebtedness and vehicle loans and finance leases, and the prior year end's derivative liabilities approximate fair value due to their short-term nature.

e) Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value or disclosed at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

All financial instruments at fair value are level 1.

20. CAPITAL MANAGEMENT

The Company defines its cash, guaranteed investment certificates, common shares and stock options as capital. The Company's objectives when maintaining capital are:

- To preserve the ability to ensure business continuity thereby creating a return for the shareholders, investors and other interested parties.
- To ensure adequate return for the shareholders by pricing of services that is adjusted to the level of risk in the business activity.

To support business activity and maximize shareholder value, the Company takes into consideration various factors, including the growth of the business-related infrastructure and the up-front cost of developing new services. The Company's officers and senior management are responsible for managing the capital and do so through monthly meetings and regular review of financial information. The Board of Directors is responsible for overseeing this process. The Company manages capital with the objective of maintaining adequate capital resources through the optimization of the cash flows from operations and capital transactions. As of June 1, 2022 and July 7, 2022, the Company's new senior secured credit facility provided on a demand basis and its new unsecured term loan facility, respectively, are both subject to financial covenants, draw conditions and other terms that must be complied with in order for such sources of financing to be used by the Company (Notes 14). The Company has compiled with all the terms of both facilities as at June 30, 2023 and March 31, 2023.

21. RELATED PARTY TRANSACTIONS

The Company entered into a contract effective May 1, 2018, with a private company controlled by an officer and director to provide consulting services for the Company. The Company incurred $nil of expense in the three months ended June 30, 2023 (three months ended June 30, 2022: $43,415). The balance outstanding payable by the Company at June 30, 2023, is $nil (March 31, 2023: $nil).

The Company entered into a contract with a private company controlled by a significant shareholder and, prior to April 9, 2022, an officer of the Company to provide services for the Company. For the three months ended June 30, 2023, the Company incurred $nil (June 30, 2022: $1,640) for these services. The balance outstanding payable by the Company at June 30, 2023, is $nil (March 31, 2022: $nil).

The Company provides service to and receives service from a private company controlled by a significant shareholder and, prior to April 9, 2022, an officer of the Company. In the three months ended June 30, 2023, the Company billed $7,800 and incurred $14,692 of expense for services (three months ended June 30, 2022: $11,456 billed and $18,619 expensed). The outstanding accounts receivable balance at June 30, 2023, is $17,145 (March 31, 2023: $8,331) and outstanding accounts payable balance is $10,893 (March 31, 2023: $nil).

The Company provides service to and receives service from a private company controlled by a significant shareholder and, prior to April 9, 2022 officer of the Company. For the three months ended June 30, 2023, the Company had a receivable of $nil (three months ended June 30, 2022: $nil). For the three months ended June 30, 2023, the Company incurred $nil (three months ended June 30, 2022: $1,806) for these services. The balance outstanding payable by the Company at June 30, 2023, is $nil (March 31, 2023: $330,525).

The Company entered into a contract with a private company controlled by a former director to provide services for the Company. For the three months ended June 30, 2023, the Company incurred $nil (three months ended June 30, 2022: $5,000) for these services. The balance outstanding payable by the Company at June 30, 2023, is $nil (March 31, 2023: $nil).

On July 7, 2022, the Company executed an unsecured Loan Agreement with affiliates of Fairfax Financial Holdings Limited that also collectively own 19.99% of the Company's common shares. Pursuant to the Loan Agreement, the Company is permitted to draw, on a non-revolving basis, up to $10 million of loans until July 7, 2027 for terms to maturity ending on July 7, 2027, at an interest rate of 5.0% that can be paid by the Company in cash or in kind. A standby fee of 0.5% per annum is charged by Fairfax on the unused portion of the term loan facility, and the fee is recorded within the interest expense on the consolidated statement of income (loss) and comprehensive income (loss) in the amount of $12,500 (three months ended June 30, 2022: $nil).

The Loan Agreement ranks junior to the senior secured credit facilities provided by the Company's bank, but are guaranteed on an unsecured basis by the subsidiary of the Company.

Pursuant to the Loan Agreement, the Company's consolidated senior indebtedness (excluding drawings under the Term Loan and net of permitted cash balances) shall not exceed 3.5 times Adjusted EBITDA (as defined in the Loan Agreement) on a rolling four quarter basis. In addition, further drawings under the Loan Agreement are conditional on the Company's existing Chief Executive Officer being involved in the day-to-day operations of the Company. To date, there have not been any drawings advanced under the Loan Agreement.

21. RELATED PARTY TRANSACTIONS (CONTINUED)

Remuneration of Directors and Officers was as follows:

	For the three-month period ended	
Directors and Officers Remuneration	**Jun 30, 2023**	**Jun 30, 2022**
Salaries, short term employee benefits	132,692	152,863
Bonus	118,750	-
Director fees	50,000	25,000
Share based payments	(106,156)	11,963
	$ 195,286	$ 189,826

Share based payments incurred during the three months ended June 30, 2023, include a reversal of a prior stock based compensation due to cancellation of awards to related party.

Directors are eligible for an annual allowance of $5,000 towards security services from the Company.

Effective July 7, 2022, the Company's largest shareholder provided an unsecured $10 million term loan facility to the Company (Note 14), but no drawings have been made under that facility. That shareholder appointed a Director to the Company's Board of Directors as of July 18, 2022.

22. REORGANIZATION AND ACQUISITION COSTS

The Company incurred reorganization and acquisition costs in the amount of $146,563 in continuing operations and $nil in discontinued operations for the three months ended June 30, 2023 (three months ended June 30, 2022: $972,067 continuing operations, $22,636 discontinued operations). These costs incurred during the three months ended June 30, 2023 included professional fees paid to consultants, rebranding and reorganization expenses. During the three months ended June 30, 2022 reorganization and acquisition costs included professional fees paid to consultants, financial and legal advisors for business acquisitions, fees related to business amalgamations, rebranding expenses, and severance expense for terminations as part of a restructuring effort.

23. SEGMENT REPORTING

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenue and expenses that relate to transactions with any of the Company's other components. The operating results of all operating segments are reviewed regularly by the Company's chief operating decision maker to make decisions about resources to be allocated to the segment and assessing their performance. The Company's chief operating decision maker is the Chief Executive Officer. Prior to June 1, 2022, the Company operated in two reportable segments described below and accounted for intersegment sales as if they were to external customers.

With the sale of Logixx Security on June 1, 2022, Logixx Security is treated as a discontinued operation. Logixx Security provided security services for enterprise customers across Canada. Services include protective services (also known as guarding) as well as security system design, sales, installations, and monitoring and alarm response.

Avante Security provides premium security services for residential customers in Toronto and Muskoka, Ontario through the use of advanced technology and a focus on client service. Avante Security's business provides a complete offering ranging from system design, sales, installations, and monitoring to services such as alarm response and patrols, personal protection, house staff training, and secure transportation.

23. SEGMENT REPORTING (CONTINUED)

Segment statements of income (loss) and comprehensive income (loss) for the three months ending June 30, 2023 are included below:

	For the three-month period ended June 30, 2023			
	Avante Security	**Corporate**	**Intersegment eliminations**	**Total**
Revenues	$ 5,410,440	$ -	$ -	$ 5,410,440
Cost of sales	3,371,499		-	3,371,499
Gross profit	2,038,941	-	-	2,038,941
Operating expenses				
Salaries, benefits and commissions	487,681	391,191	-	878,872
Administration	875,658	(111,134)	-	764,524
Depreciation on capital assets	218,727	(17,147)	-	201,580
Amortization on intangible assets		117,304	-	117,304
Merchant transaction fees and bank charges	86,583	4,204	-	90,787
Share based payments	-	(127,602)	-	(127,602)
	1,668,649	256,816	-	1,925,465
Income (loss) before other income and expenses	370,292	(256,816)	-	113,476
Other (income) expenses				-
Miscellaneous (income) expense	(104,065)	(101,443)	-	(205,508)
Interest expense	45,790	9,942	-	55,732
Foreign exchange (gain) loss	4,872	-	-	4,872
Loss in fair value of derivative liability	-	-	-	-
Total other (income) expenses	(53,403)	(91,501)	-	(144,904)
				-
Income (loss) before reorganization, and acquisition costs	423,695	(165,315)	-	258,380
				-
Reorganization and acquisition costs	126,320	20,243	-	146,563
				-
Income (loss) before income taxes	297,375	(185,558)	-	111,817
Provision for income taxes				-
Current income tax expense (recovery)	-	-	-	-
Deferred income tax expense (recovery)	37,202	(5,567)	-	31,635
	37,202	(5,567)	-	31,635
Net income (loss) for the year from continuing operations	**$ 260,173**	**$ (179,991)**	**$ -**	**$ 80,182**
Total comprehensive income (loss) from continuing operations for the period	**$ 260,173**	**$ (179,991)**	**$ -**	**$ 80,182**

23. SEGMENT REPORTING (CONTINUED)

Segment statements of income (loss) and comprehensive income (loss) for the comparative three months ending June 30, 2022 are included below:

	For the three-month period ended June 30, 2022				
	Logixx Security	Avante Security	Corporate	Intersegment eliminations	Total
Revenues		$ 4,568,735	$ -	$ (970)	$ 4,567,765
Cost of sales		2,648,418		(75,604)	2,572,814
Gross profit		1,920,317	-	74,634	1,994,951
Operating expenses					
Salaries, benefits and commissions		469,755	439,720	-	909,475
Administration		703,425	(71,491)	-	631,934
Depreciation of capital assets		134,860	22,016	-	156,876
Amortization of intangible assets		-	88,554	-	88,554
Merchant transaction fees and bank charges		70,692	13,827	-	84,519
Share based payments		-	(608,817)	-	(608,817)
		1,378,732	(116,191)	-	1,262,541
Income (loss) before other income and expenses		541,585	116,191	74,634	732,410
Other (income) expenses					
Miscellaneous (income) expense		(87,634)	(25,588)	-	(113,222)
Interest expense		23,058	50,207	-	73,265
Foreign exchange (gain) loss		1,786	6	-	1,792
Total other (income) expenses		(62,790)	24,625	-	(38,165)
Income (loss) before reorganization, and acquisition costs		604,375	91,566	74,634	770,575
Reorganization and acquisition costs		-	972,067	-	972,067
Income (loss) before income taxes		604,375	(880,501)	74,634	(201,492)
Provision for income taxes					
Deferred income tax expense (recovery)		73,093	(45,006)	-	28,087
		73,093	(45,006)	-	28,087
Net income (loss) from continuing operations for the period		531,282	(835,495)	74,634	(229,579)
Total comprehensive income (loss) from continuing operations for the period		**$ 531,282**	**$ (835,495)**	**$ 74,634**	**$ (229,579)**

23. SEGMENT REPORTING (CONTINUED)

Segment assets and liabilities as at June 30, 2023 and March 31, 2023 are as follows:

Segment assets are as follow:		**Avante Security**		**Corporate**		**Total**
As at March 31, 2023	$	6,729,083	$	18,854,247	$	25,583,330
As at June 30, 2023	$	7,362,204	$	17,617,888	$	24,980,092
Segment liabilities are as follow:						
As at March 31, 2023	$	5,851,933	$	2,950,307	$	8,802,240
As at June 30, 2023	$	6,260,774	$	1,985,645	$	8,246,419

24. DISCONTINUED OPERATIONS

Logixx Security:

On March 30, 2022, the Company entered into a definitive share purchase agreement (the "SPA") with SSC Security Services Corp. ("SSC") pursuant to which SSC agreed to acquire all of the Company's ownership interest in Logixx Security. Under the terms of the SPA, the Company would receive $23,950,000 in cash including repayment of intercompany loans of $7,802,074 less reimbursement of SSC's costs related to a prior transaction agreement of $750,000 plus or minus closing working capital compared to an agreed minimum threshold. On June 1, 2022, the Company sold Logixx Security to SSC under the SPA and received $23,733,248, net of the expense reimbursement and estimated working capital surplus. In addition, after approximately 90 days following the closing date, the Company will receive the benefit of Logixx Security's collected accounts receivable since closing that was older than 90 days old as of closing, net of a 5% collection fee payable to SSC, and the parties will settle any surplus or deficiency between the closing working capital balance estimated before closing versus the final closing working capital amount.

Gross cash proceeds of sale	$	23,733,248
Estimated working capital adjustment		1,254,764
Total consideration		24,988,012
Less:		
Intercompany loans payment		7,802,075
Transaction costs		199,416
Net proceeds of sale		**16,986,521**
Assets		
Total current assets		17,979,906
Total non-current assets		12,141,531
Total assets		**30,121,437**
Liabilities		
Total current liabilities		15,559,895
Total non-current liabilities		1,233,822
Total liabilities		**16,793,717**
Total net assets		13,327,720
Gain on disposal, before tax	**$**	**3,685,801**
Gain on disposal, after tax	**$**	**3,685,801**

The gain or loss on the sale of Logixx Security will be finalized when the purchaser and the Company determine the final post closing adjustments to the purchase price, which is expected to occur during September to October 2023. Based on information available at this time, the Company does not expect the gain on disposal to be subject to tax.

24. DISCONTINUED OPERATIONS (CONTINUED)

Logixx Security financial results during the three months ended June 30, 2022 were as follows:

		For the three-month period ended
		June 30, 2022
		Unaudited, Restated
Revenues from discontinued operations	$	12,278,154
Cost of sales		10,549,156
Gross profit		1,728,998
Operating expenses		
Salaries, benefits and commissions		740,714
Administration		458,029
Depreciation on capital assets (note 10)		143,028
Amortization on intangible assets (note 12)		81,290
Merchant transaction fees and bank charges		7,353
		1,430,414
Income (loss) before other income and expenses		298,584
Other (income) expenses		
Miscellaneous (income) expense		28,867
Interest expense		10,983
Foreign exchange (gain) loss		6,716
Total other (income) expenses		46,566
Income (loss) before reorganization, and acquisition costs		252,018
Reorganization and acquisition costs		22,636
Income (loss) before income taxes		229,382
Provision for income taxes		
Current income tax expense (recovery)		-
Deferred income tax expense (recovery)		-
		-
Net income from discontinued operations for the period		229,382
Gain/loss on disposal		3,658,801
Net income from discontinued operations		3,888,183

25. CONTINGENCIES

From time to time, the Company may become liable for legal, contractual and other claims by various parties, including customers, suppliers, former employees and vendors of businesses acquired by the Company. Depending on the nature or duration of any potential proceedings or claims, the Company may incur substantial costs and expenses, be required to devote significant management time and resources to the matters and suffer adverse judgements or outcomes in respect of these claims, although it is difficult to predict final outcomes with any degree of certainty. Except as disclosed from time to time in the Company's consolidated financial statements, the Company does not believe that any of the claims to which the Company is currently a party will have a material adverse effect on the Company's profitability or financial condition; however, the Company cannot provide any assurance to that effect.