

# **Acceleware Ltd.**

## **Condensed Interim Financial Statements (Unaudited) For the Three Months Ended March 31, 2022 and 2021**

**(in Canadian dollars)**

# Acceleware Ltd.

## Condensed Interim Financial Statements For the Three Months Ended March 31, 2022 and 2021 (in Canadian dollars)

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# Acceleware Ltd.

## NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited interim financial statements of Acceleware Ltd. (the "Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

# Acceleware Ltd.

## Condensed Statements of Financial Position (Unaudited) (in Canadian dollars)

As at:

	March 31, 2022	December 31, 2021
<b>Assets</b>		
Current		
Cash and cash equivalents	\$ 2,350,055	\$ 1,947,512
Trade and other receivables (note 7)	2,875,695	2,960,602
Deposits and prepaid expenses	337,619	289,176
	<b>5,563,369</b>	<b>5,197,290</b>
Non-current		
Property and equipment	31,213	43,868
Right of use assets	100,033	111,030
<b>Total assets</b>	<b>\$ 5,694,615</b>	<b>\$ 5,352,188</b>
<b>Liabilities and Equity</b>		
Current		
Accounts payable and accrued liabilities	\$ 5,723,496	\$ 5,251,469
Deferred government assistance for R&D (note 7)	109,012	725,231
Contract liabilities	87,723	104,056
Lease obligations (note 5)	28,431	27,869
	<b>5,948,662</b>	<b>6,108,625</b>
Non-current		
Deferred revenue (note 8)	3,450,000	3,050,000
Convertible debentures (note 6)	482,495	—
Other non-current liabilities (notes 5 and 6)	1,697,802	316,552
<b>Total liabilities</b>	<b>11,578,959</b>	<b>9,475,177</b>
<b>Shareholders' Equity</b>		
Share capital (note 8a)	23,260,266	23,178,884
Reserves (note 8b)	7,918,771	7,856,632
Deficit	(37,063,381)	(35,158,505)
<b>Total shareholders' equity</b>	<b>(5,884,344)</b>	<b>(4,122,989)</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 5,694,615</b>	<b>\$ 5,352,188</b>

Going concern and subsequent events (notes 3 and 12)

Approved on behalf of the Board:

"signed"

Bohdan Romaniuk, Director

"signed"

Geoff Clark, Director

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

# Acceleware Ltd.

## Condensed Statements of Comprehensive Loss (Unaudited) (in Canadian dollars)

For the:

	Three months ended March 31, 2022	Three months ended March 31, 2021
<b>Revenue</b> (note 9)	<b>\$ 82,407</b>	<b>\$ 271,106</b>
<b>Expenses</b>		
Cost of sales	—	13,475
General and administrative	473,656	423,229
Research and development	1,512,124	325,641
	<b>1,985,780</b>	<b>762,345</b>
<b>Loss from operations</b>	<b>(1,903,373)</b>	<b>(491,239)</b>
Finance income (expense)	(2,290)	1,504
Foreign exchange gain/(loss)	787	(10,040)
	<b>(1,503)</b>	<b>(8,536)</b>
<b>Total comprehensive income (loss) for the period attributable to shareholders</b>	<b>\$ (1,904,876)</b>	<b>\$ (499,775)</b>
<b>Loss per share</b>		
Basic and diluted	<b>\$ (0.02)</b>	<b>\$ (0.01)</b>
Weighted average shares outstanding – basic and diluted	<b>108,242,093</b>	<b>105,708,271</b>

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

# Acceleware Ltd.

## Statements of Changes in Shareholders' Equity (Unaudited) (in Canadian dollars)

	Share capital				Contributed surplus	Deficit	Total shareholders' equity
	Common shares	Amount		Amount			
<b>Balance at December 31, 2020</b>	# 105,669,170	\$ 22,380,890	\$	8,030,670	\$ (31,078,912)	\$ (667,352)	
Total comprehensive loss	—	—		—	(499,775)	(499,775)	
Exercise of stock options for cash (note 8a)	93,334	16,400		—	—	16,400	
Share-based payments							
Current period expense (note 8b)	—	—		24,331	—	24,331	
Stock options exercised (note 8a)	—	16,049		(16,049)	—	—	
<b>Balance at March 31, 2021</b>	# 105,762,504	\$ 22,413,339	\$	8,038,952	\$ (31,578,687)	\$ (1,126,396)	
<b>Balance at December 31, 2021</b>	# 108,095,340	\$ 23,178,884	\$	7,856,632	\$ (35,158,505)	\$ (4,122,989)	
Total comprehensive loss	—	—		—	(1,904,876)	(1,904,876)	
Exercise of stock options for cash (note 8a)	260,000	41,850		—	—	41,850	
Share-based payments							
Current period expense (note 8b)	—	—		101,671	—	101,671	
Stock options exercised (note 8a)	—	39,532		(39,532)	—	—	
<b>Balance at March 31, 2022</b>	# 108,355,340	\$ 23,260,266	\$	7,918,771	\$ (37,063,381)	\$ (5,884,344)	

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

# Acceleware Ltd.

## Condensed Statements of Cash Flows (Unaudited)

(in Canadian dollars)

For the:

	Three months ended March 31, 2022	Three months ended March 31, 2021
<b>Cash flows from (used for) operating activities</b>		
Comprehensive profit (loss) before tax	\$ (1,904,876)	\$ (499,775)
Items not involving cash:		
Amortization expense	23,651	12,687
Decommissioning expense	100,000	—
Share-based payments expense	101,671	24,331
Interest expense on lease obligations	2,343	1,287
Changes in non-cash working capital items:		
Trade and other receivables	84,907	4,559
Contract assets	—	(13,878)
Deposits and prepaid expenses	(48,443)	259,422
Accounts payable and accrued liabilities	472,027	183,369
Contract liabilities	(16,333)	(26,405)
Deferred government assistance for R&D	(616,219)	969,133
Deferred revenue	400,000	900,000
Net cash flows (used in) from operating activities	<b>(1,401,272)</b>	<b>1,814,730</b>
<b>Cash flows used for financing activities</b>		
Issuance of common shares	41,850	16,400
Payments on lease obligations (note 5)	(9,692)	(13,666)
Increase in other non-current liabilities (note 12)	305,000	—
Net proceeds from convertible debentures (note 6)	1,466,657	—
Net cash flows provided by financing activities	<b>1,803,815</b>	<b>2,734</b>
<b>Increase in cash and cash equivalents</b>	<b>402,543</b>	<b>1,817,464</b>
Cash and cash equivalents, beginning of period	1,947,512	1,942,014
<b>Cash and cash equivalents, end of period</b>	<b>2,350,055</b>	<b>3,759,478</b>
<b>Consisting of:</b>		
Cash on deposit	\$ 2,330,263	\$ 3,739,686
Cash equivalents	19,792	19,792
	<b>\$ 2,350,055</b>	<b>\$ 3,759,478</b>

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

# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 1. General information

Acceleware Ltd. (the “Company” or “Acceleware”) is a clean-tech oil and gas technology company based in Calgary, Alberta. The Company is developing an enhanced heavy oil and oil sands production technology based on radio frequency (“RF”) heating that is designed to reduce the environmental impact of oil production while also reducing cost. Acceleware also specializes in the development and marketing of special purpose computational software products for the oil and gas and other markets. The Company is incorporated under the Alberta Business Corporations Act, has its registered offices at 1400, 350 - 7th Avenue SW, Calgary, Alberta, Canada, and trades on the TSX Venture Exchange under the symbol AXE.

### 2. Basis of presentation

#### (a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of condensed interim financial statements, including International Accounting Standard 34, “Interim Financial Reporting” (“IAS 34”) and have been prepared following the same accounting policies and method of computation as the annual financial statements for the year ended December 31, 2021. The disclosures provided below are incremental to those included with the annual financial statements. Certain information and disclosures normally included in the notes to the annual financial statements have been condensed or have been disclosed on an annual basis only. Accordingly, these condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2021, which have been prepared in accordance with IFRS as issued by the IASB.

These financial statements were approved by the Board of Directors on May 25, 2022.

#### (b) Functional and presentation currency

The financial statements are presented in Canadian dollars, which is the Company’s functional and presentation currency.

#### (c) Basis of measurement

The financial statements have been prepared on the historical cost basis except for financial instruments classified as fair value through profit or loss which are measured at fair value with changes in fair value recorded in earnings, and share-based payment transactions. The method used to measure fair values is discussed in note 4(i), 4(k) and 4(l) to the annual financial statements for the year ended December 31, 2021.

#### (d) Significant accounting assumptions, estimates and judgements

The preparation of financial statements requires the Company’s management (“Management”) to make estimates and judgements that affect the reported amounts of assets and liabilities at the date of the financial statements. Judgement is used in situations where there is a choice or assessment required by Management. Estimates and underlying assumptions are required on an ongoing basis and revisions are recognized in the year in which such estimates are revised.



# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 2. Basis of Presentation (cont'd)

#### (d) Significant accounting assumptions, estimates and judgements (cont'd)

The Company makes estimates relating to the selection of appropriate market rates of interest to discount contractual interest and principal payments of compound financial instruments. There are also estimates related to the fair value of the embedded features which requires determining the most appropriate valuation model and the most appropriate inputs to the valuation model.

### 3. Going concern

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has a deficit balance of \$37,063,381 (December 31, 2021 - \$35,18,505) and net loss of \$1,904,876 (March 31, 2021 - \$499,775) largely due to investments in new product development and in the penetration of new markets. In particular, the Company invested \$1,512,124 net of government assistance of \$1,110,843 for the three months ended March 31, 2021 (March 31, 2021 - \$325,641 net of government assistance of \$1,293,367), in research and development, principally for the Company's proprietary RF heating technology ("RF XL" or "RF heating"). These factors indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

The Company actively manages its cash flow and investment in new products to match its cash generated from operations including government assistance. In order to maximize cash generated from operations, the Company plans to focus on high gross margin revenue streams such as software and RF heating services; focus on selected core vertical markets; minimize operating expenses where possible; and limit capital expenditure. As the Company continues to develop its RF heating technology, new research and development investments will be financed through a combination of internal cash flow from the high-performance computing software business, government assistance, industry partners and external financing. Management believes that successful execution of its business plan will result in sufficient cash flow and new financing to fund projected operational and investment requirements. However, no assurances can be given that the Company will be able to achieve all or part of the objectives discussed above, or that sufficient financing from outside sources will be available. Further, if the Company's operations are unable to generate cash flow levels at or above current projections, the Company may not have sufficient funds to meet its obligations over the next twelve months.

Should such events occur, Management is committed to implementing all or a portion of its contingency plan. This plan has been developed and designed to provide additional cash flow, and includes, but is not limited to, deferring certain additional product development initiatives, and reducing sales, marketing and general and administrative expenses, while seeking outside financing. The failure of the Company to achieve one or all of the above items may have a material adverse impact on the Company's financial position, results of financial performance and cash flows.

# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 3. Going concern (cont'd)

The ability of the Company to continue as a going concern is dependent upon successful execution of its plans noted above. The outcome of these initiatives cannot be predicted at this time. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern for a reasonable period of time.

### 4. Significant accounting policies

The significant accounting policies used in the preparation of these condensed interim financial statements are unchanged from those disclosed in the Company's financial statements for the year ended December 31, 2021, except as noted below.

#### (a) *Convertible debentures*

In accordance with IAS 39, convertible debentures are financial instruments which are accounted for separately, dependent on the nature of their components. The identification of such components embedded within a convertible note requires significant judgment given that it is based on the interpretation of the substance of the contractual arrangement. Where the embedded derivative has a variable conversion rate, the option is recognized as a derivative liability or asset measured at fair value through profit and loss. The residual amount is recognized as a financial liability and subsequently measured at amortized cost.

The convertible debenture consists of a debt host with multiple embedded derivatives including a conversion privilege, a forced conversion option, a pre-payment option, and an anti-dilution option. The embedded derivatives did not meet the definition of equity and are required to be recognized separately from the debt host.

At initial recognition, the embedded derivatives were measured at fair value and recorded as a derivative liability within non-current other liability on the statement of financial position. The initial carrying amount of the debt host was the residual amount after deducting the fair value of the embedded derivatives from the proceeds net of associated transaction costs.

Subsequent to initial recognition, the debt host is measured at amortized cost with interest recognized using the effective interest rate method which will accrete the debt host to the face value of the debentures over the term of the debenture. The embedded derivative liabilities are marked to market at each financial reporting date with changes in fair value recognized in profit or loss. No change in fair value occurred between issuance and the reporting date.

# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 5. Contractual long-term commitments

On October 1, 2020, Acceleware entered into a new lease agreement to lease 5,244 square feet of office space for a period of five years, ending on September 30, 2025. The previous lease had expired July 31, 2020 and the premises were leased on a month-to-month basis until September 30, 2020 on the same terms. In addition to the basic monthly rents, the Company must pay a proportionate share of property taxes, operating costs, utilities and additional services. These payments are fixed throughout the year with an annual true up and are excluded from lease payments below. The Company has certain computer equipment under various leases expiring in 2023. The leases carry a weighted average annual interest rate of 3.2%.

The following table summarizes the undiscounted contractual cash flows:

	March 31, 2022	December 31, 2021
2022	38,014	38,686
2023	38,686	38,686
2024	36,000	36,000
2025	27,000	27,000
Minimum lease payments	139,700	140,372
Less: interest portion at a rate of 7.9% (2021 – 7.9%)	28,226	28,330
Net minimum lease payments	\$ 111,474	\$ 112,042

Variable lease payments for operating costs not included in the above table are approximately \$60,000 per year (December 31, 2021 - \$60,000).

### 6. Convertible debentures

On March 24, 2022, the Company closed a non-brokered private placement of 10% unsecured convertible debentures due March 24, 2026 (the "Term") for approximate gross proceeds of \$1,500,000. Each debenture matures four years after the issue date and is convertible into units of the Company (each a "Unit") at a conversion price of \$0.80 (the "Conversion Price"), at the holders' option (the "Conversion Option"). Each Unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share, at an exercise price equal to 200% of the Conversion Price for a 24-month period following the issue date of the debentures. If at any time during the Term, the Company announces an offering of common shares below the Conversion Price, the debenture holders have the option (the "Anti-Dilution Option") to convert at the offering price or \$0.68, whichever is higher, provided the debentures are converted within 15 days of the announcement. At any time during the Term, the Company has the option to pre-pay all or a portion of the debentures provided the Company pays all interest that would have accrued on the redeemed debentures up to maturity ("the Pre-payment Option"). The Company has the option to force conversion (the "Forced Conversion Option") of the debentures until the maturity date into Units provided that on the day of conversion, the 30-day volume weighted average price of the Company's common shares is equal to or above 130% of the Conversion Price.

Net proceeds of \$1,466,657 from the offering shall be used to fund the further development and testing of the Company's RF heating technology and for general corporate purposes.

# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 6. Convertible debentures (cont'd)

Fair value of the Conversion Option with the Anti-Dilution Option was measured using a Black-Scholes option pricing model. The Forced Conversion Option was measured using a binomial option pricing model and the net present value of financing costs saved upon exercise of the option. The Pre-Payment Option was determined to have no material value.

The following weighted average assumptions were used as inputs into the pricing models:

	March 31, 2022	December 31, 2021
Expected volatility	0.76 - 1.22	—
Risk-free interest rate	1.49% – 1.73%	—
Expected dividend yield	Nil	—
Expected life	2 - 4 years	—

The value of each component, allocated amongst the debt host and embedded derivatives is as follows:

	March 31, 2022	December 31, 2021
Proceeds on offering	\$ 1,500,000	—
Less:		
Fair value of Conversion and Anti-Dilution Options	1,425,400	—
Fair value of Forced Conversion Option	(414,900)	—
Derivative liability	\$ 1,010,500	—
Convertible debentures	\$ 489,500	—

The deferred financing costs associated with the debt component were \$7,005 and are recorded as an offset to the convertible debentures on the statement of financial position such that the net amount recorded is \$482,495.

# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 7. Government assistance

In 2018 the Company entered into contribution agreements with Sustainable Development Technology Canada (“SDTC”) and Emissions Reduction Alberta (“ERA”) to provide \$10,000,000 of non-dilutive and non-repayable funding for the commercial-scale pilot test of the RF XL technology. In response to the global pandemic, SDTC contributed an additional \$262,500 in 2021 and an additional \$250,000 in 2020 bringing the total committed contribution to \$10,512,500 as at December 31, 2021. Under the terms of the agreements, SDTC and ERA provide milestone-based funding at the beginning of a milestone. During the three months ended March 31, 2022, the Company received \$nil (March 31, 2021 – \$262,500).

Effective January 1, 2021, Acceleware entered into an investment agreement with Alberta Innovates to provide up to \$5,000,000 of non-dilutive and non-repayable funding for the commercial-scale pilot test of the RF XL technology. The Company received milestone payments of \$500,000 during the three months ended March 31, 2022 (March 31, 2021 - \$2,000,000) with the remainder of the funds to be distributed at designated milestones over the course of the project.

The following table provides a continuity of amounts recorded on the statement of financial position within current liabilities as deferred government assistance for R&D:

	<b>March 31, 2022</b>	December 31, 2021
Balance, beginning of year	\$ 725,231	\$ 2,428,199
Milestone payments received	500,000	6,605,352
Change in milestone payment receivable (note 5)	(5,376)	910,494
Change in holdbacks receivable (note 5)	—	413,445
Recognized as an offset to R&D cost (note 13)	(1,110,843)	(9,632,259)
	<b>\$ 109,012</b>	<b>\$ 725,231</b>

The remaining amount committed but not yet received from SDTC, ERA and Alberta Innovates, including holdbacks receivable, is \$2,394,745 (December 31, 2021 - \$2,894,745). Total project costs incurred since inception for the commercial-scale pilot test as at March 31, 2022 are approximately \$22,950,000 (Inception to December 31, 2021 - \$20,380,000). There were no proceeds received from the production of oil in the three months ended March 31, 2022.

# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 8. Share capital and other components of shareholders' equity

#### (a) Share capital

The authorized share capital of the Company consists of an unlimited number of common shares, and unlimited number of first preferred shares, of which conditions are to be determined; and an unlimited number of second preferred shares, of which conditions are to be determined.

During the three months ended March 31, 2022, 260,000 stock options (March 31, 2021 – 93,334) were exercised for cash proceeds of \$41,850 (March 31, 2021 - \$16,400). Non-cash compensation charges of \$39,532 (March 31, 2021 - \$16,049) were reclassified from contributed surplus to share capital on the exercise of these options.

#### (b) Share-based payments

At March 31, 2022, the Company had one equity-settled share-based compensation plan. The Company accounts for options granted under this plan in accordance with the fair value method of accounting for share-based compensation. The estimated fair value of the options that are ultimately expected to vest is recorded over the option's vesting period and charged to share-based compensation expenses. There were no options granted in the three months ended March 31, 2022 (March 31, 2021 – nil).

The changes to the number of options outstanding and their weighted average exercise price are as follows:

	Number	Weighted Average Exercise Price
Balance, December 31, 2020	10,010,868	\$ 0.17
Exercised	(93,334)	0.18
Balance, March 31, 2021	9,917,534	\$ 0.18
Balance, December 31, 2021	9,749,164	\$ 0.21
Exercised	(260,000)	0.16
Balance, March 31, 2022	9,489,164	\$ 0.21

# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 8. Share capital and other components of shareholders' equity (cont'd)

#### (b) Share-based payments (cont'd)

Summary of options outstanding and exercisable as at March 31, 2022 are as follows:

Exercise price outstanding	Grant Date	Number outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable
\$0.10	January 23, 2020	1,257,466	2.82	0.10	1,108,733
\$0.12	September 11, 2019	325,000	2.45	0.12	325,000
\$0.13	January 31, 2019	2,331,066	1.84	0.13	2,331,066
\$0.135	June 22, 2020	100,000	3.23	0.135	—
\$0.20	October 25, 2018	295,000	1.57	0.20	295,000
\$0.21	February 22, 2017	1,574,632	0.26	0.21	1,574,632
\$0.29	August 31, 2021	2,104,466	4.42	0.29	497,466
\$0.29	September 20, 2021	60,000	4.48	0.29	—
\$0.30	May 31, 2021	140,000	4.17	0.30	—
\$0.30	January 24, 2018	1,301,534	.82	0.30	1,301,534
		9,986,630	2.27	\$0.21	7,433,431

Summary of options outstanding and exercisable as at March 31, 2021 is as follows:

Exercise price outstanding	Grant Date	Number outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable
\$0.10	January 23, 2020	1,402,466	3.81	\$0.10	849,966
\$0.12	September 11, 2019	550,000	3.45	0.12	500,000
\$0.13	January 31, 2019	2,606,066	2.83	0.13	2,606,066
\$0.135	June 22, 2020	200,000	4.23	0.135	—
\$0.15	August 30, 2016	917,836	0.42	0.15	917,836
\$0.20	October 25, 2018	320,000	2.57	0.20	320,000
\$0.21	February 22, 2017	2,489,632	0.90	0.21	2,489,632
\$0.30	January 24, 2018	1,431,534	1.82	0.30	995,000
		9,917,534	2.09	\$0.18	8,678,500

# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### (c) Earnings per share

The calculation of weighted average shares outstanding for the diluted loss per share calculation excludes the impact of the options outstanding as at March 31, 2022 and 2021 as the effect is anti-dilutive.

### 9. Revenue

The Company sub-classifies revenue within the following components: software revenue, maintenance revenue, data revenue and services revenue. The following table shows the breakdown of revenue:

	Three months ended March 31, 2022	Three months ended March 31, 2021
Software	\$ 17,639	\$ 111,335
Maintenance	64,768	159,771
	<b>\$ 82,407</b>	<b>\$ 271,106</b>

### (a) Data revenue

Since 2018, the Company entered into Project Funding Agreements and Test Data Purchase Agreements (the "Agreements") with three major oil-sands producers, the terms of which provide the customer with the right to access and use data obtained from the commercial-scale pilot of RF XL technology Acceleware is conducting at Marwayne, Alberta. Under the terms of the Agreements, Acceleware will receive total funding of up to \$6,000,000, paid in installments upon completion of each milestone. Each milestone payment is non-refundable.

Under IFRS 15 Revenue from Contracts with Customers, these contracts did not meet all requirements for revenue recognition over-time, therefore revenue recognition defaults to the end of the contract. For each completed milestone, the Company has no outstanding obligation to deliver goods or services. Revenue of up to \$5,850,000 for this contract will be recognized once heating is complete or the contract is terminated, whichever is earlier. Software and maintenance revenue of \$150,000 was recognized in prior years.

The following is a reconciliation of deferred revenue:

	March 31, 2022	December 31, 2021
Balance, beginning of year	\$ 3,050,000	\$ 750,000
Invoiced	400,000	2,400,000
Recognized as software and maintenance revenue	—	(100,000)
Recognized as data revenue	—	—
	<b>\$ 3,450,000</b>	<b>\$ 3,050,000</b>

### (b) Major Customers

The Company derives significant revenues from one major customer. Revenue from this customer was \$50,659 for the three months ended March 31, 2022 (for the three months ended March 31, 2021 – three major customers accounted for total revenue of \$137,074).



# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 10. Operating segments

The Company has two operating segments, referred to as “High-Performance Computing” (“HPC”) and “RF Heating”. The operating segments are reportable segments in accordance with IFRS 8 Operating Segments. The Company’s HPC segment sells proprietary high-performance computing software and related consulting services and training programs primarily to the oil and gas industry. The RF Heating segment is engaged in research, development, and commercialization activities related to the Company’s proprietary enhanced heavy oil and oil sands production technology.

Expenses associated with corporate support functions are allocated to the Company’s segments based on the segment’s percentage of total labour expenses for the allocation period. All intersegment transactions between the HPC and RF Heating segments have been eliminated.

For the three months ended March 31, 2022

		RF Heating	HPC	Total
<b>Revenue</b>	\$	—	82,407	82,407
<b>Expenses</b>				
General and administrative		357,563	116,093	473,656
Research and development		1,512,124	—	1,512,124
		1,869,687	116,093	1,985,780
<b>(Loss) income from operations</b>		<b>(1,869,687)</b>	<b>(33,686)</b>	<b>(1,903,373)</b>

For the three months ended March 31, 2021

		RF Heating		HPC		Total
<b>Revenue</b>	\$	85,000	\$	186,106	\$	271,106
<b>Expenses</b>						
Cost of revenue		13,475		—		13,475
General and administrative		279,404		143,825		423,229
Research and development		325,641		—		325,641
		618,520		143,825		762,345
<b>(Loss) income from operations</b>		<b>(533,520)</b>		<b>42,281</b>		<b>(491,239)</b>

# Acceleware Ltd.

## Notes to Condensed Interim Financial Statements

March 31, 2022 and 2021

(in Canadian dollars)

### 11. Related Party Transactions

- (a) For the three months ended March 31, 2022, the Company incurred expenses in the amount of \$45,938 (three months ended March 31, 2021 - \$45,208) with a company controlled by an officer of the Company as fees for duties performed in managing operations, and this amount is included in research and development expense. As at March 31, 2022 \$81,703 was included in accounts payable and accrued liabilities (December 31, 2021 - \$73,325). These fees were incurred in the normal course of operations and in the opinion of management represent fair value for services rendered.
- (b) For the three months ended March 31, 2022, the Company incurred expenses in the amount of \$26,902 (three months ended March 31, 2021 - \$nil) with a company controlled by an officer of the Company for legal fees, and this amount is included in general and administrative expense. As at March 31, 2022, \$28,244 (December 31, 2021 - \$nil) was included in accounts payable and accrued liabilities. These fees were incurred in the normal course of operations and in the opinion of management represent fair value for services rendered.
- (c) For the three months ended March 31, 2022, the Company incurred expenses in the amount of \$36,000 (three months ended March 31, 2021 - \$46,000) with a company controlled by the spouse of an officer of the Company for communications and other services, and this amount is included in general and administrative expense. As at March 31, 2022, \$12,600 was included in accounts payable and accrued liabilities (December 31, 2021 - \$12,804). These fees were incurred in the normal course of operations and in the opinion of management represent fair value for services rendered.
- (d) Key management includes the Company's directors and members of the executive management team. Compensation awarded to key management included:

	<b>Three months ended</b>		Three months ended
	<b>March 31, 2022</b>		March 31, 2021
Salaries and short-term employee benefits	\$ 267,678	\$	256,043
Share-based payments	70,033		22,876
	<b>\$ 337,711</b>	<b>\$</b>	<b>278,919</b>

### 12. Subsequent event

On April 5, 2022, the Company closed a second non-brokered private placement of 10% unsecured convertible debentures due April 5, 2026, for gross proceeds of \$715,000. Amounts received prior to closing of \$305,000 are recorded as other non-current liabilities on the statement of financial position. The terms of this second debenture are the same as the first debenture except for the Anti-Dilution Option, which has a minimum conversion price of \$0.72. Net proceeds from this offering will also be used to fund the further development and testing of the Company's RF heating technology and for general corporate purposes.