



Consolidated Financial Statements of

GUESTLOGIX INC.

Three and nine months ended August 31, 2009 and August 31, 2008

(Unaudited)

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 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.

GUESTLOGIX INC.
Consolidated Balance Sheets

(UNAUDITED)

	August 31, 2009	November 30, 2008
ASSETS		
Current		
Cash and cash equivalents	\$ 2,455,583	\$ 2,650,099
Accounts receivable	3,986,932	2,076,908
Inventory	454,276	610,363
Prepaid expenses and other assets	440,767	155,122
Advances to supplier	110,126	495,395
Current portion of deferred cost of equipment sales	359,685	-
Current portion of net finance receivable (note 3a)	4,233,564	2,646,330
	<u>12,040,933</u>	<u>8,634,217</u>
Restricted cash and cash equivalents (note 2)	2,791,751	2,895,100
Deferred cost of equipment sales	744,412	-
Net finance receivable (note 3a)	5,816,359	3,315,727
Capital assets deployed (note 3b)	10,232,984	6,011,264
Property and equipment (note 4)	198,904	163,045
	<u>\$ 31,825,343</u>	<u>\$ 21,019,353</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 3,964,013	\$ 3,517,574
Current portion of obligations under capital leases (note 5)	2,934,725	2,434,185
Current portion of term loan (note 6)	800,000	-
Notes payable (note 8)	-	61,860
Deferred revenue (note 7)	4,785,400	2,670,922
	<u>12,484,138</u>	<u>8,684,541</u>
Deferred revenue (note 7)	7,634,941	3,592,081
Obligations under capital leases (note 5)	3,172,457	3,027,466
Term loan (note 6)	1,400,000	-
SHAREHOLDERS' EQUITY		
Share capital (note 9(b))	18,261,487	16,545,294
Contributed surplus	1,597,406	1,246,009
Warrants (note 9(d))	160,053	828,609
Share issuance costs (note 9(b))	(2,226,999)	(2,226,999)
Deficit	(10,658,140)	(10,677,648)
	<u>7,133,807</u>	<u>5,715,265</u>
Guarantees (note 12)		
Commitments (note 14)		
Contingencies (note 16)		
	<u>\$ 31,825,343</u>	<u>\$ 21,019,353</u>

(The accompanying notes are an integral part of these financial statements)

GUESTLOGIX INC.

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

GUESTLOGIX INC. Consolidated Statements of Operations

	Three months ended August 31,		Nine months ended August 31,	
	2009	2008	2009	2008
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
REVENUE	\$ 4,808,161	\$ 2,417,288	\$ 13,364,602	\$ 5,647,855
OPERATING EXPENSES				
Cost of equipment sale	450,979	464,745	1,572,866	827,112
Research and development	84,519	47,353	308,069	218,718
Customer delivery and support	554,040	261,957	1,569,706	965,983
Infrastructure support	1,029,134	412,196	2,723,399	964,442
Sales and marketing (note 13)	261,828	317,582	926,574	903,132
General and administrative (note 13)	1,045,239	768,723	2,828,618	1,804,516
Stock-based compensation	80,000	82,575	254,346	229,992
Amortization of capital assets deployed	1,045,344	576,715	2,714,113	1,607,767
Amortization of property and equipment	28,277	2,925	62,159	8,775
	4,579,360	2,934,771	12,959,850	7,530,437
INCOME (LOSS) FROM OPERATIONS	228,801	(517,483)	404,752	(1,882,582)
Other income (expenses):				
Foreign exchange gain (loss)	203,159	39,249	70,818	(26,813)
Interest earned	1,870	31,282	20,156	124,785
Interest expense (note 13)	(126,366)	(198,598)	(406,634)	(335,446)
Term loan interest and expenses	(69,583)	-	(69,583)	-
Interest accretion	-	(4,934)	-	(189,360)
	9,079	(133,001)	(385,244)	(426,834)
NET INCOME (LOSS) FOR THE PERIOD AND COMPREHENSIVE INCOME (LOSS)	\$ 237,880	\$ (650,484)	\$ 19,508	\$ (2,309,416)
BASIC AND DILUTED EARNINGS (LOSS) PER SHARE	\$ 0.00	\$ (0.01)	\$ 0.00	\$ (0.04)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES USED IN BASIC EARNINGS (LOSS) PER SHARE	56,792,583	54,032,562	55,931,308	51,990,709
WEIGHTED AVERAGE NUMBER OF COMMON SHARES USED IN DILUTED EARNINGS (LOSS) PER SHARE	60,126,344	54,032,562	59,265,069	51,990,709

(The accompanying notes are an integral part of these financial statements)

GUESTLOGIX INC.
Consolidated Statements of Shareholders' Equity

For the period ended August 31, 2009

(unaudited)

	Number of Shares	Share Capital	Contributed Surplus	Conversion rights	Warrants	Share issuance costs	Deficit	Shareholders' equity
Balance, November 30, 2007	47,857,999	\$ 12,084,398	\$ 802,372	\$ 1,619,415	\$ 1,146,855	\$ (2,498,426)	\$ (6,407,013)	\$ 6,747,601
Stock based compensation expense			\$ 52,686					\$ 52,686
Share purchase warrants exercised	143,250	\$ 43,599			\$ (14,949)			\$ 28,650
Share purchase options exercised	50,721	\$ 42,781	\$ (7,277)					\$ 35,504
Issued in relation to convertible notes payable								\$ -
Issuance of warrants								\$ -
Net loss for the period and comprehensive loss							\$ (540,904)	\$ (540,904)
Balance, February 29, 2008	48,051,970	\$ 12,170,778	\$ 847,781	\$ 1,619,415	\$ 1,131,906	\$ (2,498,426)	\$ (6,947,917)	\$ 6,323,537
Stock based compensation expense			\$ 94,731					\$ 94,731
Share purchase warrants exercised	2,812,262	\$ 854,927			\$ (292,475)			\$ 562,452
Share purchase options exercised	99,971	\$ 30,168	\$ (12,972)					\$ 17,196
Net loss for the period and comprehensive loss							\$ (1,118,028)	\$ (1,118,028)
Balance, May 31, 2008	50,964,203	\$ 13,055,873	\$ 929,540	\$ 1,619,415	\$ 839,431	\$ (2,498,426)	\$ (8,065,945)	\$ 5,879,888
Stock based compensation expense			\$ 82,575					\$ 82,575
Issued on settlement of convertible notes	2,900,870	\$ 2,196,108		\$ (1,619,415)				\$ 576,693
Share purchase options exercised	166,667	\$ 50,000						\$ 50,000
Issued on settlement of accounts payable	164,000	\$ 142,680				\$ 271,427		\$ 414,107
Issued on settlement of notes payable	75,000	\$ 65,250						\$ 65,250
Net loss for the period and comprehensive loss							\$ (650,484)	\$ (650,484)
Balance, August 31, 2008	54,270,740	\$ 15,509,911	\$ 1,012,115	\$ -	\$ 839,431	\$ (2,226,999)	\$ (8,716,429)	\$ 6,418,029
Stock based compensation expense			\$ 233,894					\$ 233,894
Issued for cash, private placement	1,176,500	\$ 1,000,025						\$ 1,000,025
Share purchase warrants exercised	48,698	\$ 35,358			\$ (25,618)			\$ 9,740
Issuance of warrants					\$ 14,796			\$ 14,796
Net loss for the period and comprehensive loss							\$ (1,961,219)	\$ (1,961,219)
Balance, November 30, 2008	55,495,938	\$ 16,545,294	\$ 1,246,009	\$ -	\$ 828,609	\$ (2,226,999)	\$ (10,677,648)	\$ 5,715,265
Stock based compensation expense			\$ 92,802					\$ 92,802
Expiry of warrants			\$ 8,119		\$ (8,119)			\$ -
Net loss for the period and comprehensive loss							\$ (251,712)	\$ (251,712)
Balance, February 28, 2009	55,495,938	\$ 16,545,294	\$ 1,346,930	\$ -	\$ 820,490	\$ (2,226,999)	\$ (10,929,360)	\$ 5,556,355
Stock based compensation expense			\$ 81,544					\$ 81,544
Net profit for the period and comprehensive income							\$ 33,340	\$ 33,340
Balance, May 31, 2009	55,495,938	\$ 16,545,294	\$ 1,428,474	\$ -	\$ 820,490	\$ (2,226,999)	\$ (10,896,020)	\$ 5,671,239
Stock based compensation expense			\$ 80,000					\$ 80,000
Share purchase warrants exercised	2,060,554	\$ 1,716,193			\$ (571,505)			\$ 1,144,688
Expiry of warrants			\$ 88,932		\$ (88,932)			\$ -
Net profit for the period and comprehensive income							\$ 237,880	\$ 237,880
Balance, August 31, 2009	57,556,492	\$ 18,261,487	\$ 1,597,406	\$ -	\$ 160,053	\$ (2,226,999)	\$ (10,658,140)	\$ 7,133,807

(The accompanying notes are an integral part of these financial statements)

GUESTLOGIX INC.**Consolidated Statements of Cash Flows**

	Three months ended August 31,		Nine months ended August 31,	
	2009	2008	2009	2008
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
CASH FLOW FROM OPERATING ACTIVITIES				
Net Income (Loss) for the period	\$ 237,880	\$ (650,484)	\$ 19,508	\$ (2,309,416)
Items not involving cash:				
Amortization of capital assets deployed	1,045,344	576,715	2,714,113	1,607,767
Amortization of property and equipment	28,277	2,925	62,159	8,775
Accrual of participating amount	-	59,390	-	59,390
Conversion of loan from shareholder	-	576,693	-	576,693
Interest accretion on notes payable	-	4,934	-	189,360
Stock-based compensation expense	80,000	82,575	254,346	229,992
Unrealized foreign exchange	493,519	36,409	(611,853)	(28,831)
Increase in deferred cost of sales	(747,560)	-	(1,104,098)	-
Increase in net deferred revenue	914,584	134,585	2,069,472	173,742
Changes in non-cash operating working capital (note 10)	621,253	(628,402)	(890,322)	(1,380,386)
	2,673,297	195,340	2,513,325	(872,914)
CASH FLOW FROM INVESTING ACTIVITIES				
Increase in restricted cash and cash equivalents (note 2)	(438,440)	(247,051)	(247,901)	(729,693)
Purchase of capital assets deployed	(1,577,129)	(522,279)	(1,619,283)	(590,036)
Purchase of property and equipment (note 4)	(5,153)	(23,764)	(20,308)	(28,890)
	(2,020,722)	(793,094)	(1,887,492)	(1,348,619)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from capital lease sale and leaseback	-	152,736	-	571,445
Proceeds from exercise of options and warrants	1,144,688	50,000	1,144,688	693,802
Repayment of term loan (note 6)	(200,000)	-	(200,000)	-
Repayment of capital lease obligations, net (note 5)	(431,486)	(434,499)	(1,703,177)	(1,011,934)
Repayment of notes payable (note 8)	-	-	(61,860)	-
Repayment of loans from shareholder	-	-	-	(20,461)
	513,202	(231,763)	(820,349)	232,852
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,165,777	(829,517)	(194,516)	(1,988,681)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,289,806	4,829,860	2,650,099	5,989,024
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 2,455,583	\$ 4,000,343	\$ 2,455,583	\$ 4,000,343
SUPPLEMENTAL CASH FLOW INFORMATION				
Interest paid	\$ 126,366	\$ 81,848	\$ 406,634	\$ 218,696
Interest received	1,870	31,282	20,156	124,785
SUPPLEMENTAL DISCLOSURES RELATING TO NON-CASH OPERATING AND INVESTING ACTIVITIES				
Additions to capital lease obligations to finance the acquisition of capital assets deployed	\$ 1,244,360	\$ 152,735	\$ 2,916,550	\$ 1,319,040
Purchase of equipment for deployment in accounts payable	\$ 806,363	\$ -	\$ 806,363	\$ 244,849
SUPPLEMENTAL DISCLOSURES RELATING TO CASH AND CASH EQUIVALENTS				
CASH	\$ 2,455,583	\$ 334,077	\$ 2,455,583	\$ 334,077
SHORT TERM INVESTMENTS UP TO 90 DAYS	\$ -	\$ 3,666,266	\$ -	\$ 3,666,266

(The accompanying notes are an integral part of these financial statements)

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

DESCRIPTION OF BUSINESS

GuestLogix Inc. ('GuestLogix' or the 'Company') is in the business of providing proprietary on-board retail software platform solutions for the passenger travel industry. The GuestLogix on-board retail solution, called Mobile Virtual Store™, provides significant benefits for all three major components of the on-board retail industry: pre-departure, on-board and post-arrival processing. In June 2009, the Company launched its new global merchandising service, OnTouch™, which enables in-flight merchandising powered by Mobile Virtual Store™.

In July 2007 the Company incorporated a wholly owned subsidiary, GuestLogix CCS Inc. ('CCS'), and transferred certain assets to CCS pursuant to a Section 85 rollover, including certain customer contracts related to the use of the Company's software.

1. Significant accounting policies:

The interim unaudited consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles ('GAAP') and include the accounts of the Company and its wholly-owned subsidiary, CCS. All significant intercompany transactions have been eliminated. Certain information and note disclosures normally included in the annual financial statements prepared in accordance with GAAP have been condensed to include only the notes related to the elements which have significantly changed in the interim period. As a result, these interim financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the fiscal year ended November 30, 2008. The interim unaudited financial statements, in the opinion of management, contain all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly the financial information for such unaudited interim periods. The accounting policies applied thereon are consistent with those described below and in the Company's audited financial statements for the fiscal year ended November 30, 2008. The results of operations for the three and nine months ended August 31, 2009 are not necessarily indicative of the results to be expected for the full year.

Revenue recognition

The Company's largest source of revenue derives from arrangements with multiple deliverables. When a customer order contains multiple items such as hardware, software, hosting and services, which are delivered at varying times, the Company determines whether the delivered items can be considered separate units of accounting in accordance with Emerging Issues Committee Abstract EIC-142, Revenue Arrangements with Multiple Deliverables ('EIC 142'). EIC 142 states that delivered items should be considered separate units of accounting if delivered items have value to the customer on a standalone basis;

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

1. Significant accounting policies (continued)

Revenue recognition (continued)

there is objective and reliable evidence of the fair value of undelivered items; if the arrangement includes a general right of return relative to the delivered items; and, delivery of undelivered items is probable and substantially in the vendor's control.

If the vendor is able to establish fair value for all elements of the arrangement, revenue is allocated and recognized on each element separately in accordance with the appropriate revenue recognition convention for a given unit of accounting. However, if fair value cannot be established or if the delivered items do not have stand-alone value to the customer without additional services being provided, the vendor recognizes revenue on the items as a whole.

Management has determined that the deliverables in these arrangements generally do not have value to its customers on a stand-alone basis. In addition, vendor-specific and entity-specific objective evidence, as defined by EIC 142, of the fair values of the items with multiple deliverables is not available as the items generally are not sold separately by the Company, nor are there comparable vendors for these products in the marketplace. In some exceptional cases, the Company makes hardware only sales without any other deliverables. In these instances customers have opted not to sign contracts with the Company. Revenue in these instances is recognized when hardware is delivered and accepted by customers.

Some customers elect to purchase the equipment outright at the commencement of an arrangement. In these instances the Company recognizes the revenue and the associated cost of equipment ratably over the initial term of the arrangement.

To account for revenues and related expenses under a majority of arrangements, the Company employs sales-type lease accounting as follows. The Company sells products to certain customers under terms which approximate sales-type lease arrangements, with GuestLogix as the lessor, for periods ranging from three to five years. GuestLogix accounts for revenue under its sales-type leases in accordance with CICA Handbook section 3065, Leases, and recognizes current and long-term lease receivables on the accompanying consolidated balance sheets as net finance receivable. The present value of all minimum lease payments and the associated interest are recognized as revenue on a monthly basis over the term of the respective arrangements, using the discount rate implicit in each lease. Due to the lack of available objective evidence of fair values, the Company defers recognition of the revenues from these leases and recognizes revenues on a monthly basis when undelivered elements existing at each agreement's outset, such as transaction fees and monthly services, are delivered and payments are due. Amortization of the corresponding capital assets deployed related to the sales-type lease arrangements are charged to amortization expense over the initial term of the respective arrangements.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

1. Summary of significant accounting policies (continued)

Revenue recognition (continued)

The Company recognizes revenue from the sale of hardware and parts unrelated to arrangements described above, in accordance with Emerging Issues Committee Abstract EIC-141, Revenue Recognition, (EIC 141), when persuasive evidence of an arrangement exists, delivery has occurred, the sale price is fixed or determinable, and collection is reasonably assured.

GuestLogix also earns revenues from professional services and software hosting and support services. Where the arrangement is based on an hourly rate, the fair value of the professional services is recognized as the services are performed, based on the agreed hourly rate. Revenue from a fixed price professional services contract is recognized on a proportional performance basis, which requires GuestLogix to make estimates and is subject to the risks and uncertainties inherent in projecting future events. A number of internal and external factors can influence estimates, including the nature of the services being performed, the complexity of the customer's environment and the utilization and efficiency of the GuestLogix's professional services team. Recognized revenues are subject to revisions as the contract progresses to completion. Revisions in profit estimates are charged to income in the period in which the facts giving rise to the revision become known. Should there be an insufficient basis to estimate the progress towards the completion, revenue is recognized when the project is complete or when the Company receives final acceptance from the customer. Revenues from software hosting and support services are recognized in accordance with EIC 141, when persuasive evidence of an arrangement exists, services have been rendered, the sales price is fixed or determinable, and collection is reasonably assured.

GuestLogix makes estimates as to the probability of collecting the related accounts receivable balance on a customer-by-customer basis. In cases where collectability is not deemed probable, revenue is recognized when payments come due or upon the receipt of cash, depending on the circumstances and assuming all other criteria have been met.

Research and development expenses

Research costs are expensed as incurred. Costs related to the design and development of software solutions are expensed as incurred unless they meet the criteria under Canadian GAAP, for deferral and amortization. No development costs have been deferred to date. Research and development costs are recorded net of investment tax credits, where applicable.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

1. Summary of significant accounting policies (continued)

Financial instruments

Financial instruments of GuestLogix consist of cash and cash equivalents, restricted cash and cash equivalents, receivables, advances to supplier, accounts payable and accrued liabilities, notes payable, obligations under capital leases and term loan.

Cash and cash equivalents and restricted cash and cash equivalents are classified as held-for-trading, which requires the financial instruments to be measured at fair value and the changes in fair value are recorded in the statements of operations. The carrying value of this instrument approximates its fair value due to its short-term nature.

Receivables and advances to supplier are classified as loans and receivables and are measured at amortized cost. Accounts payable and accrued liabilities, notes payable, obligations under capital leases and term loan are classified as other financial liabilities and are measured at amortized cost.

Property and equipment

Property and equipment are recorded at cost. Amortization is provided on a straight-line basis over their estimated useful lives as follows:

Computer equipment	3 years
Furniture and equipment	5 years

Capital assets deployed

Assets that are deployed for use by customers are recorded at cost. Amortization is provided on a straight-line basis over the terms of the respective arrangements which range from two to five years.

Deferred cost of equipment sales

Deferred cost of equipment sales arises when a customer purchases equipment at the commencement of an arrangement. As the sale is deferred and recognized over the initial term of the arrangement, the cost of the equipment is also deferred and taken as a charge to income over the initial term of the arrangement.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

1. Summary of significant accounting policies (continued)

Impairment of long-lived assets

The useful lives and the carrying values of long-lived assets are periodically reviewed for continued appropriateness. Impairment of long-lived assets is reviewed whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. If the sum of the undiscounted future cash flows expected to result from the use and eventual disposition of an asset is less than its carrying value, the asset is considered to be impaired. An impairment loss is measured as the excess of the carrying value of the asset over its fair value. As at August 31, 2009, the Company has not recorded an impairment loss.

Foreign currency translation

Monetary assets and liabilities of the Company that are denominated in foreign currencies are translated into Canadian dollars at the exchange rates prevailing at the balance sheet date. Revenues and expenses are translated at the exchange rates prevailing at the approximate dates of the transactions. Foreign exchange gains and losses are included in the statement of operations and deficit.

Future income taxes

The Company provides for income taxes under the asset and liability method. Under the asset and liability method, future income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Future income tax assets, if any, are recognized only to the extent that, in the opinion of management, it is more likely than not that the assets will be realized.

Stock-based compensation

The Company uses the fair value method of accounting for all stock-based compensation. The Company grants stock options to directors, officers, employees and consultants of the Company pursuant to the stock option plan described in note 9. Compensation expense is recognized for stock options based on the fair value of the options at the grant date. Currently the fair value of the options is recognized over the vesting period of the options as stock-based compensation expense as a separate line item on the consolidated statement of operations. If the stock options are exercised, the proceeds received are credited to common shares.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

1. Summary of significant accounting policies (continued)

Stock-based compensation (continued)

The fair value of stock options is estimated at the grant date using the Black-Scholes option-pricing model. This model requires the input of a number of assumptions, including expected dividend yield, expected stock price volatility, average expected life of the stock option and risk free interest rates. The Company has assumed no forfeiture rate as adjustments for actual forfeitures are made in the year they occur.

Although the assumptions used reflect management's best estimates, they involve inherent uncertainties based on conditions outside of the Company's control. If other assumptions are used, stock-based compensation expense could be significantly impacted.

Deferred revenue

Deferred revenue comprises lease, equipment sales, licence, and services revenues. Deferred lease revenue arises when customers receive hardware to utilize the on-board retail software solutions. In these situations as described in note 1(a), it is deemed that the Company has entered into a sales-type lease and a lease receivable is recorded. Deferred revenue is recognized as income on a monthly basis over the term of the respective arrangements, using the discount rate implicit in each lease.

Deferred equipment sales revenue arises when customers purchase the equipment at the commencement of the arrangement. Deferred revenue is recognized as income monthly, on a straight line basis over the terms of the respective arrangements.

Deferred licence revenue is present where a software licence is purchased, in advance, covering a specific term into the future. Deferred revenue is recognized as income monthly, on a straight line basis over the terms of the respective arrangements, using the discount rate implicit in each lease.

Deferred services revenue arises where significant obligations have yet to be satisfied and where payments have been received from the customers in advance of the services to be performed.

Leases

Leases are classified as capital or operating. Those leases, which transfer substantially all the benefits and risks of ownership of property to the Company, are accounted for as capital leases. The capitalized lease obligations reflect the present value of future lease payments, discounted at the appropriate interest rate, and are reduced by rental payments net of imputed interest. Assets

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

1. Summary of significant accounting policies (continued)

Leases (continued)

under capital leases are amortized based on the useful life of the asset. All other leases are accounted for as operating leases with rental payments expensed as incurred.

Share issuance costs

Incremental costs incurred in respect of raising capital are charged against the equity proceeds raised and include legal, accounting, agent and investment bank fees and the cost of agent and investment bank warrants and options.

Interest accretion expense

Interest accretion expense comprises charges taken to accrete the fair market value of convertible and debt obligations with equity participation features up to face value at maturity.

Earnings (loss) per share

Basic income (loss) per share is computed by dividing Net income by the weighted average number of common shares outstanding for the period. Diluted income (loss) per share is calculated using the treasury stock method. Diluted income (loss) per share reflects the potential dilution that could occur if additional common shares are assumed to be issued under securities or contracts that entitle their holders to obtain common shares in the future. Diluted loss per share is not presented when the effect on the loss per share of the exercise of stock options and warrants is anti-dilutive. In periods when the Company reports a net loss, the effect of potential issuances of shares under options and warrants would be anti-dilutive and therefore, basic and diluted loss per share are the same.

Measurement uncertainty

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Financial statement items subject to significant management judgement include revenue recognition, the allowance for doubtful accounts, the valuation of capital assets deployed, the valuation of conversion features and options in debt instruments, warrant valuation, future income taxes and the valuation of stock-based compensation. While management believes that the estimates and assumptions are reasonable, actual results may differ.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

1. Summary of significant accounting policies (continued)

Measurement uncertainty (continued)

The Black-Scholes model used by the Company to determine fair values was developed for use in estimating the fair value of the stock options and warrants. This model requires the input of highly subjective assumptions including future stock price volatility and expected time until exercise. Changes in the subjective input assumptions can materially affect the fair value of the Company's stock options and warrants granted during the period.

The Company considers all highly liquid instruments with maturities of three months or less at the time of issuance to be cash equivalents.

Included in cash and cash equivalents is:

	<u>August 31, 2009</u>	<u>November 30, 2008</u>
Cash	\$2,455,583	\$1,240,601
Short-term Deposits		\$1,409,498
	<u>\$2,455,583</u>	<u>\$2,650,099</u>

Inventory

All inventory are stated at the lower of cost or realizable values. The Company's inventory consists of hand-held devices including hand-held devices awaiting deployment and replacement parts held for sale; cost is determined on the first-in, first-out basis.

Recent adopted pronouncements

Goodwill and intangible assets

In January 2008, the CICA issued Handbook section 3064, Goodwill and Intangible Assets, which replaces Section 3062, Goodwill and Other Intangible Assets and Section 3450, Research and Development Costs. The standard provides guidance on the recognition of intangible assets in accordance with the definition of an asset and the criteria for asset recognition as well as clarifying the application of the concept of matching revenues and expenses, whether these assets are separately acquired or internally developed. This standard was adopted by the Company beginning December 1, 2008. The application of this section did not have a material effect on the Company's financial position and results of operations.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

1. Summary of significant accounting policies (continued)

Inventories

In June 2007, the CICA issued Handbook Section 3031 Inventories ('Section 3031'). This Section supersedes Handbook Section 3030 Inventories and is based on International Financial Reporting Standard IAS 2 Inventories. The Section prescribes the accounting treatment for inventories and was adopted by the Company beginning on December 1, 2008. The application of this section did not have a material effect on its financial position and results of operations.

Recently issued pronouncements not yet adopted

In January 2009, the CICA issued Handbook Sections 1582, Business Combinations (Section 1582), 1601, Consolidated Financial Statements (Section 1601) and 1602, Non-controlling Interests (Section 1602). Section 1582 replaces CICA Handbook Section 1581, Business Combinations, and establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under International Financial Reporting Standards. Section 1582 is applicable prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011, with early adoption permitted. Section 1601 together with Section 1602 replaces CICA Handbook Section 1600, Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. Sections 1601 and 1602 are applicable for interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011, with early adoption permitted. An entity must adopt Section 1582, 1601 or 1602 at the same time. The Company plans to adopt these standards effective December 1, 2010 and does not expect the adoption will have a material impact on the results of operations or financial position.

International financial reporting standards ('IFRS')

In 2006, the Canadian Accounting Standards Board ('AcSB') published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly accountable profit-oriented enterprises to use IFRS, replacing Canadian GAAP for interim and annual financial statements relating to fiscal year beginning on or after January 1, 2011. The Company has begun developing its detailed IFRS conversion plan, including commencement of an education process for management and the board of directors, and evaluating the effect of the new standards on its financial statements. Determination of the key differences between IFRS and the Company's accounting policies is in progress including an evaluation of the main

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

1. Summary of significant accounting policies (continued)

International financial reporting standards ('IFRS') (continued)

potential impact on its business practices, systems, disclosure controls and procedures, and internal controls over financial reporting.

2. Restricted cash and cash equivalents

As at August 31, 2009, the Company had restricted cash of \$ 2,791,751 (November 30, 2008 - \$2,895,100), as required to provide collateral security against capital leases (see note 5). To fulfill this obligation, the Company has purchased short-term U.S. dollar-denominated investments.

Included in restricted cash and cash equivalents is:

	August 31, 2009	November 30, 2008
Cash	\$ -	\$ -
Short-term deposits	\$ 2,791,751	\$2,895,100

3. Net finance receivables and capital assets deployed

(a) Net finance receivable

Amounts owing under sales-type leases entered into through the Company's multiple element arrangements are recorded as net finance receivables. Future minimum payments receivable under these multiple element arrangements are as follows:

2009	\$1,819,590
2010	4,988,792
2011	3,469,787
2012	1,087,619
2013	290,127
	\$11,655,915

The average interest rate implicit to these leases ranges from 5.34% to 15%.

Costs deferred under these multiple element arrangements, representing equipment sold under the sales-type leases above, are recorded as capital assets deployed.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

3. Net finance receivables and capital assets deployed (continued)

(b) Capital assets deployed

November 30, 2008	Cost	Accumulated amortization	Net book value
Capital assets deployed	\$ 10,361,580	\$ 4,350,316	\$ 6,011,264

August 31, 2009	Cost	Accumulated amortization	Net book value
Capital assets deployed	\$ 17,297,413	\$ 7,064,429	\$ 10,232,984

4. Property and equipment

November 30, 2008	Cost	Accumulated amortization	Net book value
Computer equipment	\$ 128,776	\$ 77,416	\$ 51,360
Furniture and fixtures	\$ 138,501	\$ 26,816	\$ 111,685
Total property and equipment	\$ 267,277	\$ 104,232	\$ 163,045

August 31, 2009	Cost	Accumulated amortization	Net book value
Computer equipment	\$ 206,288	\$ 108,179	\$ 98,109
Furniture and fixtures	\$ 159,007	\$ 58,212	\$ 100,795
Total property and equipment	\$ 365,295	\$ 166,391	\$ 198,904

5. Obligations under capital leases

From time to time the Company purchases hand-held, point-of-sale devices which in turn are bundled with software, hosting and services and are leased to customers as described in note 1. These devices are then sold under sales-type lease arrangements to customers under a multiple element revenue arrangement, as described in note 1.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

5. Obligations under capital leases (continued)

In the nine-month period ended August 31, 2009, hand-held, point-of-sale payment devices were purchased at a cost of \$3,255,753 (2008 - \$1,909,076) of which \$2,916,550 (2008 - \$1,319,040) were financed by way of capital leases.

The Company is required to have restricted cash to provide collateral security against certain of the capital lease obligations (see note 2).

The following is a schedule of future minimum lease payments for equipment under capital leases:

	August 31, 2009	November 30, 2008
2009	\$ 1,162,542	\$ 2,843,489
2010	3,263,936	2,374,008
2011	1,901,269	867,577
2012	506,229	
	6,833,976	6,085,074
Less amount representing interest (at 5.33% to 12.25%)	726,794	623,423
	6,107,182	5,461,651
Less current portion	(2,934,725)	2,434,185
	\$ 3,172,457	\$ 3,027,466

Interest expense related to this obligation for the year ended November 30, 2008 amounted to \$284,921 (2007 - \$174,923). Interest expense related to this obligation for the three and nine-months ended August 31, 2009 was \$126,366 and \$406,634 respectively (2008 - \$75,232 and \$171,581).

6. Term loan

In June 2009, the Company entered into a non-revolving financing facility agreement ("term loan") for an aggregate amount of \$2,400,000. The term loan has a term of 36 months and was obtained for the purpose of partially financing the purchase of hand held point-of-sale devices with a cost of \$3,737,045. The term loan is secured through a General Security Agreement and a Registered and Perfected Security interest covering the equipment specified in the contract and all the monies owing to the debtor under the contract.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

6. Term loan (continued)

	August 31, 2009	November 30, 2008
2009	\$ 200,000	\$ -
2010	800,000	-
2011	800,000	-
2012	400,000	-
	2,200,000	-
Less current portion	(800,000)	-
	\$ 1,400,000	\$ -

Principal repayments are to be made equally over the 36 month term of the agreement. The interest rate on the term loan is 3% per annum plus the rate of prime. The administration fee is 1.25% per month of the amount outstanding under the financing facility.

Interest expense and fees related to this obligation for the three and nine months ended August 31, 2009 was \$69,583.

7. Deferred revenue

Deferred revenue reported as at November 30, 2008 was \$6,263,003 (2007 - \$3,198,600). The deferred revenue reported as at August 31, 2009 was \$12,420,341.

Deferred revenue includes deferred sales type lease revenue and deferred equipment sales revenue and is recognized on a monthly basis over the terms of the corresponding arrangements which range from three to five years as described in note 1.

8. Notes payable

On August 12, 2005, the Company purchased and cancelled the outstanding common shares of GuestLogix as part of a management buyout agreement in exchange for a non-interest bearing note payable comprising a fixed obligation of \$414,785 (U.S. \$350,000). In addition, contingent consideration of up to \$200,000 is payable subject to the Company achieving certain conditions at August 12, 2008, or at anytime prior to that date if triggered by a liquidation event as defined in the agreement. On August 15, 2008 the Company agreed to settle the contingent liability and any claims against the Company as a result of the management buyout, for cash consideration of \$159,390 (US \$150,000) and 75,000 common shares issued from treasury at the closing market price of 0.87 cents on August 14, 2008 valued at \$65,250.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

8. Notes payable (continued)

The balance outstanding under this obligation as at November 30, 2008 was \$61,860 (U.S. \$50,000) (2007 - \$100,000 (U.S. \$100,000)). The amount outstanding is unsecured and was repaid in December, 2008.

9. Share capital

All share and per share information in these notes and the accompanying consolidated financial statements has been adjusted to give effect to an April 2007, 3:1 stock split.

(a) Authorized

Unlimited number of voting common shares

(b) Issued

	Number of common shares	Amount
Balance, November 30, 2007	47,857,999	\$12,084,398
Issuance of shares on exercise of warrants (i)	143,250	43,599
Issuance of shares on exercise of options (i)	50,721	42,781
Issuance of shares on exercise of warrants (iii)	2,812,262	854,927
Issuance of shares on exercise of options (iv)	99,971	30,168
Issuance of shares upon shareholder loan conversion (v)	2,900,870	2,196,108
Issuance of shares on exercise of options (vi)	166,667	50,000
Issuance of shares upon settling accounts payable (vii)	164,000	142,680
Issuance of shares upon settling participating amount (viii)	75,000	65,250
Issuance of shares for cash consideration (ix)	1,176,500	1,000,025
Issuance of shares on exercise of warrants (x)	48,698	35,358
Balance, November 30, 2008	55,495,938	\$16,545,294
Issuance of shares on exercise of warrants (xi)	2,060,554	1,716,193
Balance, August 31, 2009	57,556,492	\$ 18,261,487

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

9. Share capital (continued)

(b) Issued (continued)

- (i) In February 2008, the Company issued 143,250 common shares upon the exercise of warrants for total consideration of \$28,650. The value previously attributed to the warrants of \$14,949, was reallocated to share capital at that time.
- (ii) In February 2008, the Company issued 50,721 common shares upon the exercise of options for total consideration of \$35,504. The value relating to these options previously attributed to contributed surplus of \$7,277, was reallocated to share capital at that time.
- (iii) In April 2008, the Company issued 2,812,262 common shares upon the exercise of warrants for total consideration of \$562,452. The value relating to these options previously attributed to warrants of \$292,475, was reallocated to share capital at that time.
- (iv) In March and April 2008, the Company issued 99,971 common shares upon the exercise of options for total consideration of \$17,196. The value relating to these options previously attributed to contributed surplus of \$12,972, was reallocated to share capital at that time.
- (v) On June 30, 2008, the Company issued 2,900,870 common shares upon the conversion of a shareholder loan with a face amount of \$576,693. The value of conversion rights relating to convertible shareholder loans of \$1,619,415, was reallocated to share capital.
- (vi) In July 2008, the Company issued 166,667 common shares upon the exercise of options for total consideration of \$50,000. These options formed part of the options transferred from Growthgen in August 2007.
- (vii) On August 15, 2008, the Company issued 164,000 common shares having a value of \$142,680 towards the partial settlement of an accounts payable.
- (viii) On August 15, 2008, the Company issued 75,000 common shares having a value of \$65,250 as partial consideration of the participating amount payable arising from the 2005 management buyout.
- (ix) On November 7, 2008, the Company issued 1,176,500 common shares for proceeds of \$1,000,025 in a private placement.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

9. Share capital (continued)

(b) Issued (continued)

- (x) On November 14, 2008, the Company issued 48,698 common shares upon the exercise of warrants for total consideration of \$9,740. The value previously attributed to the warrants of \$25,618, was reallocated to share capital that month.
- (xi) In the three months ended August 31 2009, the Company issued 2,060,554 common shares upon the exercise of warrants for total consideration of \$1,144,688. The value previously attributed to the warrants of \$571,505, was reallocated to share capital that month.

(c) Stock options

The Company has established a stock option plan (the 'Plan') to encourage ownership of the Company's common shares by its key officers, directors, employees and selected consultants. The Plan, as restated, and approved by shareholders subsequent to the amalgamation with Growthgen, provides for an amount up to 15% of the outstanding common shares of the Company to be reserved for issuance. The number of shares reserved for issuance under the Plan at August 31, 2009 is 6,655,932 common shares with provision that the Board of Directors has the right from time to time, to increase such number subject to the approval of shareholders of the Company. Options under the Plan vest over various periods from the date of the granting of the option. All options granted under the Plan that have not been exercised within ten years of the grant will expire, subject to earlier termination if the optionee ceases to be an officer, director, employee or consultant of the Company.

The fair value of options granted was estimated on the date of the grant using the Black-Scholes option-pricing model, resulting in the weighted average fair value of options granted for the three and nine-month periods ended August 31, 2009 of \$0.53 and \$0.57 respectively, with the following assumptions:

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

9. Share capital (continued)

(c) Stock options (continued)

	Three-months ended August 31, 2009	Nine-months ended August 31, 2009
Risk-free rate of return	2.59% - 2.61%	1.81% - 2.61%
Expected volatility	115.17% - 117.31%	89.1% - 117.31%
Dividend yield	-%	-%
Average expected life of the options	4 years	4-5 years

The following is a summary of the stock options outstanding and the weighted average exercise price granted, as at August 31, 2009:

	Number of Options Outstanding	Weighted Average Exercise Price
Outstanding, November 30, 2007	2,589,364	\$ 0.46
Granted during the period	1,100,289	1.20
Exercised	(317,359)	0.32
Cancelled	(215,442)	0.81
Outstanding, November 30, 2008	3,156,852	\$ 0.72
Granted during the period	1,620,756	\$ 0.48
Cancelled	(740,597)	\$ 0.97
Outstanding, August 31, 2009	4,037,011	\$ 0.57
Exercisable at August 31, 2009	2,016,234	\$ 0.53

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

9. Share capital (continued)

(c) Stock options (continued)

The range of the exercise price for the options outstanding is \$0.07 to \$1.40.

The Company recognized \$80,000 and \$254,346 of stock-based compensation expense for stock options issued to service providers, directors and employees during the three and nine month periods ended August 31, 2009 (2008 - \$82,575 and \$229,992).

The weighted average remaining contractual life and weighted average exercise price of options outstanding and of options exercisable as at August 31, 2009 are as follows:

Range of Exercise Price	Number Outstanding	Options outstanding		Options exercisable	
		Weighted Average Exercise Price	Weighted Average Contractual Life	Number Exercisable	Weighted Average Exercise Price
\$0.07	808,137	\$0.07	1.17 years	808,137	\$0.07
\$0.47-0.71	2,247,926	\$0.57	3.16 years	753,041	\$0.68
\$0.80-1.24	914,954	\$1.08	3.34 years	416,392	\$1.06
\$1.25-1.40	65,994	\$1.30	3.39 years	38,664	\$1.30
	4,037,011	\$0.57	2.80 years	2,016,234	\$0.53

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

9. Share capital (continued)

(d) Warrants

The following is a summary of outstanding warrants as at August 31, 2009 and November 30, 2008 and changes during the nine month period ended August 31, 2009 and the year ended November 30, 2008:

	August 31, 2009		November 30, 2008	
	Number of Warrants	Amount	Number of Warrants	Amount
Exercise price of U.S.\$0.32 expiring June 30, 2009 (i)	-	\$ -	980,468	\$ 237,806
Exercise price of U.S.\$0.726 expiring August 16, 2011 to October 1, 2011 (ii)	727,047	64,849	727,047	64,849
Exercise price of U.S.\$0.907 expiring August 16, 2011 to October 1, 2011 (ii)	540,480	80,408	540,480	80,408
Exercise price of U.S.\$0.57 expiring on January 31, 2009 (iii)	-	-	119,075	8,119
Exercise price of \$0.84 expiring on July 31, 2009(iv)	-	-	501,202	138,804
Exercise price of \$0.70 expiring on July 31, 2009 (v)	-	-	900,004	283,827
Exercise price of \$0.99 expiring on September 15, 2010 (vi)	50,000	14,796	50,000	14,796
	<u>1,317,527</u>	<u>\$ 160,053</u>	<u>3,818,276</u>	<u>\$ 828,609</u>

- (i) Warrants issued and outstanding in conjunction with \$445,990 (U.S. \$400,000) in notes payable on June 20, 2006 totalled 980,468. The warrants expired on June 30, 2009 but were exercised prior to expiry resulting in 980,468 common shares being issued for proceeds of \$363,416 (U.S. \$313,750)
- (ii) Warrants issued and outstanding in conjunction with an additional U.S. \$653,626 in convertible loans in 2006 totalled 1,267,527. The warrants have exercise prices of U.S. \$0.726 and U.S. \$0.907 per share and expire between August 16, 2011 and October 1, 2011.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

9. Share capital (continued)

(d) Warrants (continued):

- (iii) Warrants issued and outstanding in conjunction with services provided to the Company totalled 119,075 and have an exercise price of U.S. \$0.57 per share and expire on January 31, 2009. These warrants expired unexercised on January 31, 2009 and the value previously attributed to the warrants of \$8,119, was reallocated to contributed surplus.
- (iv) Warrants issued and outstanding in conjunction with capital raising services provided to the Company totalled 501,202 and have an exercise price of \$0.84 per share and expire on July 31, 2009. Warrants of 321,120 expired unexercised on July 31, 2009 and the value previously attributed to the warrants of \$88,932, was reallocated to contributed surplus. The remaining 180,082 warrants expired on July 31, 2009 but were exercised prior to expiry resulting in 180,082 common shares being issued for proceeds of \$151,269.
- (v) Warrants issued and outstanding in conjunction with capital raising services provided to the Company totalled 900,004 and have an exercise price of \$0.70 per share and expire on July 31, 2009. The warrants expired on July 31, 2009 but were exercised prior to expiry resulting in 900,004 common shares being issued for proceeds of \$630,003.
- (vi) Warrants were issued in September totalling 50,000 for consulting services provided to the Company and have an exercise price of \$0.99 per share and expire on September 15, 2010.

10. Changes in non-cash operating working capital

	Three-months ended		Nine-months ended	
	August 31	August 31	August 31	August 31
	2009	2008	2009	2008
Accounts receivable	\$ (1,531,482)	\$ 719,863	\$ (2,210,365)	\$ (813,292)
Inventory	607,382	115,048	156,087	(115,048)
Prepaid expenses and other assets	(172,609)	63,122	(285,645)	(293,928)
Investment tax credits receivable	-	275,320	-	326,667
Accounts payable and accrued liabilities	1,441,214	(17,544)	1,064,332	(75,076)
Advance to supplier	276,748	(114,389)	385,269	(409,709)
	\$ 621,253	\$ (628,402)	\$ (890,322)	\$ (1,380,386)

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

11. Financial instruments

Financial instruments of GuestLogix consist of cash and cash equivalents, restricted cash and cash equivalents, receivables, advances to suppliers, accounts payable and accrued liabilities, notes payable, obligations under capital leases and term loan. There are no significant differences between the carrying amounts of the items reported on the balance sheet and their estimated fair values.

The Company's risk exposures and their impact on the Company's financial instruments are summarized below:

Credit risk

GuestLogix is currently dependant on a number of large customers in Europe and the United States (see note 15). At the period end, the accounts receivable from the Company's top five customers comprised approximately 43% (November 30, 2008 - 80%) of the total accounts receivable. As GuestLogix expands its offering and increases distribution of its products, management anticipates the dependency on these customers to decrease and that its accounts receivable and contract risks would also be moderated. There has been no significant write-off of accounts receivable in the three and nine-months ended August 31, 2009.

The following table provides information regarding the aging of accounts receivable that are past due but which are not impaired:

As at August 31, 2009:

Current	31 - 60 days	61-90 days	91 days +	Carrying value
\$ 1,242,624	\$ 698,639	\$ 1,164,891	\$ 880,778	\$ 3,986,932

As at November 30, 2008:

Current	31 - 60 days	61-90 days	91 days +	Carrying value
\$ 1,256,354	\$ 109,350	\$ 217,123	\$ 494,081	\$ 2,076,908

The definition of amounts that are past due is determined by reference to terms agreed with individual customers. None of the amounts outstanding have been challenged by the respective customer and the Company continues to conduct business with them on an ongoing basis. Accordingly, management expects that this balance is fully collectible in the future.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

11. Financial instruments (continued)

Liquidity risk

The Company believes that at the present time it does not face significant liquidity risk as it has been able to continue to source funding for the point-of-sale hand-held devices. However, the Company has experienced an increase in the time required to secure funding, which has necessitated the Company using its own working capital to bridge-finance capital asset deployments. The Company reported positive cash-flow from operations for both the second and third quarter of 2009 which mitigates liquidity risk.

Market risk

(a) Interest rate

Cash equivalents and restricted cash are invested in money market instruments of varying maturities less than 90 days. Consequently, GuestLogix is exposed to interest rate risk as a result of holding investments of varying maturities. The fair value of investments, as well as the investment income derived from the investment portfolio, will fluctuate with changes in prevailing interest rates. GuestLogix does not use interest rate derivative financial instruments in its investment portfolio but invests in Canadian Schedule A bank instruments. The Company does not believe that there is a significant interest rate risk, due to the short-term nature of its investments.

The Company is also exposed to interest rate risk as a result of the term loan. The interest on the term loan is 3% per annum plus the rate of prime, thus the Company faces interest rate exposure with prime rate fluctuations.

Sensitivity analysis

Based on management's knowledge and experience of the finance market, the Company believes the following movement is "reasonably possible" over a six month period.

	Impact on net profit
	\$
Change of +/- 1% in rate of prime	10,000

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

11. Financial instruments (continued)

Market risk (continued)

(b) Foreign exchange

GuestLogix is exposed to foreign exchange risk as a result of transactions in currencies other than its functional currency of the Canadian Dollar. The majority of GuestLogix's revenues are transacted in U.S. Dollars, Euros and Sterling. Purchases of equipment required to deliver on GuestLogix's contracts are primarily transacted in U.S. Dollars. GuestLogix does not currently use derivative instruments to hedge against foreign exchange risk as it has a significant natural hedge in U.S. Dollars.

Sensitivity analysis

Based on management's knowledge and experience of the finance market, the Company believes the following movements are 'reasonably possible' over a six month period.

	Impact on net profit
	\$
Change of =+/- 10% in US \$ foreign exchange rate	21,800
Change of =+/- 10% in Euro € foreign exchange rate	66,300
Change of =+/- 10% in GBP £ foreign exchange rate	13,700
Change of =+/- 10% in SGD \$ foreign exchange rate	1,400

The above results arise primarily as a result of the company having US \$ denominated cash and cash equivalents, accounts receivables, advance to supplier, account payable and accrued liabilities, capital lease obligations and GBP £, Euro € and SGD \$ denominated accounts receivables.

Limitations of sensitivity analysis

The above table demonstrates the effect of change in foreign exchange rates. The financial position of the Company may vary at the time that change in foreign exchange occurs, causing the impact on the Company's results to differ from that shown above.

12. Guarantees

In the normal course of business, the Company enters into agreements that meet the definition of a guarantee.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

12. Guarantees (continued)

- (a) Indemnity has been provided to all directors and officers of the Company for various items including, but not limited to, all costs to settle suits or actions against due to association with the Company, subject to certain restrictions. The Company has purchased directors' and officers' liability insurance to mitigate the cost of any potential future suits or actions. The term of the indemnification is not specifically defined, but is limited to the period over which the indemnified party served as a trustee, director or officer of the Company. The maximum amount of any potential future payment cannot be reasonably estimated.

- (b) In the normal course of business, the Company has entered into agreements that include indemnities in favour of third parties, such as purchase and sale agreements, confidentiality agreements, engagement letters with advisors and consultants, outsourcing agreements, leasing contracts, information technology agreements and service agreements. These indemnification agreements may require the Company to compensate counterparties for losses incurred by the counterparties as a result of breaches in representation and regulations or as a result of litigation claims or statutory sanctions that may be suffered by the counterparty as a consequence of the transaction. The terms of these indemnities are not explicitly defined and the maximum amount of any potential reimbursement cannot be reasonably estimated. The nature of these indemnification agreements prevents the Company from making a reasonable estimate of the maximum exposure due to the difficulties in assessing the amount of liability, which stems from the unpredictability of future events and the unlimited coverage offered to counterparties. Historically, the Company has not made any payments under such or similar indemnification agreements and therefore no amount has been recorded in the balance sheet with respect to these agreements.

13. Related party transactions

Transactions between the Company and its shareholders and other related parties are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Certain of the senior executives are compensated through management service agreements. These agreements entitle these individuals to a fixed monthly payment and reimbursement of reasonable out-of-pocket expenses. During the three and nine month periods ended August 31, 2009 the Company incurred costs of \$67,500 and \$202,500 (2008 - \$77,500 and 272,500) relating to these agreements, which are included in sales and marketing and general and administrative expenses.

GUESTLOGIX INC.

Notes to Consolidated Financial Statements

Three and nine months ended August 31, 2009 and August 31, 2008 (unaudited)

13. Related party transactions (continued)

Interest paid or payable to shareholders during the three and nine month periods ended August 31, 2009 totalled \$NIL and \$NIL (2008 - \$6,636 and \$47,115).

14. Commitments

Future minimum lease payments under the premises and computer equipment operating leases, exclusive of taxes and other operating costs, are as follows:

2009	\$ 58,627
2010	168,936
2011	166,541
2012	147,850
2013	55,374
	<hr/>
	\$ 597,328

15. Segmented information and customer concentration

(a) Geographic information

The Company manages its operations in one business segment, which is providing proprietary transaction-based onboard retail software solutions for the passenger travel industry. All significant property and equipment are located in Canada, except for the point-of-sale hand-held devices which are deployed to the customer locations. During the three and nine months ended August 31, 2009, \$3,674,842 and \$10,603,860 of the Company's revenue (2008 - \$1,615,359 and \$3,901,636) was derived from North America, while the remainder of \$1,133,319 and \$2,760,742 (2008 - \$801,929 and \$1,746,219) was derived primarily from Europe, the Middle East and Asia Pacific.

(c) Major customers

During the three and nine months ended August 31, 2009, the five top customers accounted for 63% and 74% of the total revenue respectively (2008 – 76%).

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16. Contingencies

In December 2006, a complaint was filed against the Company in the United States. The plaintiff was seeking compensatory damages of U.S. \$150,000 together with punitive damages in an unspecified amount. On or about September 20, 2009, the parties entered into a litigation termination settlement whereby each party agreed to drop their litigation against the other. Each party agreed to pay their own costs of litigation and no monetary or other consideration was paid by either party to the other.

17. Capital management

Management defines capital as the Company's shareholders' equity. The Company's objective in managing capital is to ensure a sufficient liquidity position to finance and secure its revenue growth and expansion globally and to finance development activities, general and administration expenses, working capital and overall capital expenditures, especially expenditures to acquire capital assets deployed. The Company makes every attempt to manage its liquidity to minimize shareholder dilution when possible.

To finance its activities, the Company has followed an approach that relies on revenue growth, issuance of common shares and financing through capital leases and term debt. Since inception, the Company has financed its activities primarily through public offerings of common shares, shareholder loans and capital leases.

The Company's policy is to maintain a minimal level of debt for operating purposes, however, in June 2009, the company entered into a \$2,400,000 non-revolving financing facility agreement to finance hand held point-of-sale devices. Management believes the Company's positive operating cash-flow will help manage the obligations under this arrangement.

The Capital management objectives for fiscal 2009 remained the same as those of the previous fiscal year.

At August 31, 2009, cash amounted to \$2,455,583 and accounts receivable amounted to \$3,986,932. Reflecting the common stock issued during the year and revenue agreements in existence, management believes that its cash position will be sufficient to fund operation and capital needs for at least one year.

The Company's policy on dividends is to retain cash to keep funds available to finance operations and growth. However, the Board of Directors may choose to declare a dividend if warranted in the circumstances.

The Company is not subject to any externally imposed capital requirements.

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18. Reclassification of comparative figures

Certain amounts from prior periods have been reclassified to conform to the current period's presentation.