

A silhouette of a person's arm and hand raised in a fist, set against a bright, golden sunrise over a city skyline. The sun is low on the horizon, creating a lens flare effect. The city buildings are silhouetted against the bright sky. The overall mood is one of achievement and forward momentum.

TECSYS®

FORGING AHEAD

3<sup>rd</sup> QUARTER  
FISCAL 2017  
**REPORT**

## TECSYS Inc.

### Management's Discussion and Analysis of Financial Condition and Results of Operations dated February 28, 2017

The following discussion and analysis should be read in conjunction with the Condensed Interim Consolidated Financial Statements of TECSYS Inc. (the "Company") and Notes thereto, which are included in this document, and the annual report for the year ended April 30, 2016. The Company's third quarter of fiscal year 2017 ended on January 31, 2017. Additional information about the Company, including copies of the continuous disclosure materials such as the annual information form and the management proxy circular are available through the SEDAR Website at <http://www.sedar.com>.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

This document and the condensed interim consolidated financial statements are expressed in Canadian dollars unless it is otherwise indicated. The Company's functional currency is the Canadian dollar as it is the currency that represents the primary economic environment in which the Company operates.

#### Quarterly Selected Financial Data

(Quarterly data are unaudited)

In thousands of Canadian dollars, except per share data

|  | 2017   |        |        | 2016   |        |        |        | 2015   |
|--|--------|--------|--------|--------|--------|--------|--------|--------|
|  | Q3     | Q2     | Q1     | Q4     | Q3     | Q2     | Q1     | Q4     |
| <b>Total Revenue</b>                               | 17,385 | 16,518 | 16,097 | 21,144 | 15,629 | 15,762 | 14,931 | 15,766 |
| <b>Profit</b>                                      | 888    | 206    | 128    | 3,825  | 543    | 367    | 69     | 295    |
| <b>Comprehensive Income (Loss)</b>                 | 1,261  | 70     | (597)  | 4,811  | 296    | 723    | (514)  | 1,037  |
| <b>Basic and Diluted Earnings per Common Share</b> | 0.07   | 0.02   | 0.01   | 0.31   | 0.04   | 0.03   | 0.01   | 0.02   |

In the fourth quarter of fiscal 2016, the Company had significant deliveries of proprietary products which amounted to \$5.9 million compared to an average of \$2.6 million in the first three quarters of fiscal 2016. In addition, the Company recognized deferred tax assets of \$1.4 million, arising from the expected increase in operating profits in future years. Comprehensive income was significantly higher compared to profit whereas for the previous three quarters in fiscal 2016, the opposite was true. This is attributable to the decline in the closing rate of the U.S. dollar from the end of the third quarter, which gave rise to fair value gains on designated revenue hedges attributable to fiscal 2017 due to the foreign exchange rates in revenue hedging contracts being higher than the year end closing rate.

In the fourth quarter of fiscal 2015, comprehensive income was significantly higher compared to profit whereas for the previous two quarters in fiscal 2015, the opposite was true. This is attributable to the decline in the closing rate of the U.S. dollar from the end of the third quarter, which gave rise to the recovery of fair value losses on designated revenue hedges attributable to fiscal 2016 due to the foreign exchange rates in revenue hedging contracts being higher than the year end closing rate.

## Results of Operations

### Three months ended January 31, 2017 compared to three months ended January 31, 2016

#### Revenue

Total revenue for the third quarter ended January 31, 2017 increased to \$17.4 million, \$1.8 million or 11% higher, compared to \$15.6 million for the same period of fiscal 2016. The U.S. dollar averaged CA\$1.3319 in the third quarter of fiscal 2017 in comparison to CA\$1.3735 in the third quarter of fiscal 2016. Approximately 67% of the Company's revenues were generated in the United States during the third quarter of fiscal 2017. The weaker U.S. dollar offset by the favorable variance related to the Company's partial hedging of U.S. dollar-denominated revenue gave rise to an unfavorable variance in comparison to the same period last year by an estimated \$35,000. The weaker U.S. dollar impacted cost of sales and operating expenses favorably by approximately \$115,000.

Proprietary products, defined as internally developed products including proprietary software and hardware technology, increased to \$2.7 million, \$194,000 or 8% higher, in the third quarter of fiscal 2017 in comparison to the same period last year. The increase was primarily due to higher sales of hardware technology products to a health system in the United States.

Overall total contract value bookings amounted to \$14.6 million in the third quarter of fiscal 2017 in comparison to \$9.0 million for the same period of the previous fiscal year. During the third quarter of fiscal 2017, the Company signed two new accounts with a total contract value of \$801,000 compared to two new accounts with a total contract value of \$1.9 million in the third quarter of fiscal 2016. Total contract value bookings for existing customers amounted to \$13.8 million in the third quarter of fiscal 2017 in comparison to \$7.1 million for the same period of the previous fiscal year. During the third quarter of fiscal 2017, the Company signed two significant agreements with two existing health systems amounting to \$3.3 million and two agreements with two complex distribution companies for \$3.8 million.

Third party products revenue stayed relatively flat at \$2.2 million in the third quarter of fiscal 2017 in comparison to the same period last year. In the third quarter of fiscal 2017, there was an increase in radio frequency equipment revenue offset by a decrease in storage products revenue and third party software maintenance revenue, in comparison to the same period last year.

Services revenue increased to \$11.8 million, higher by \$1.3 million or 12%, in the third quarter of fiscal 2017 compared to \$10.5 million for the same period in the previous fiscal year. The increase in services revenue is primarily attributable to higher professional services and support revenues.

As a percentage of total revenue, products accounted for 28% and services for 68% in the third quarter of fiscal 2017 and 30% and 67% respectively for the comparable period of fiscal 2016.

## Cost of Revenue

Total cost of revenue increased to \$8.5 million, higher by \$760,000 or 10%, in the third quarter of fiscal 2017 in comparison to \$7.7 million for the same period in fiscal 2016. The increase is attributable to higher products cost of \$374,000, higher services costs of \$153,000 and higher reimbursable expenses of \$233,000.

The cost of services increased to \$6.0 million, higher by \$153,000 or 3% in the third quarter of fiscal 2017 in comparison to \$5.8 million for the same period last year. The increase is primarily attributable to higher employee salaries and benefits and hosting expenses offset by an increase in tax credits. In the third quarter of fiscal 2017, the average services headcount increased by eleven in comparison to the same period last year. The cost of services includes tax credits of \$579,000 for the third quarter of fiscal 2017 compared to \$271,000 for the same period in the previous fiscal year. The increase in tax credits is mainly due to favorable adjustments related to prior periods and the non-refundable e-business tax credits introduced on March 26, 2015. In fiscal 2016, all of the non-refundable e-business tax credits were recorded in fourth quarter, whereas in fiscal 2017, the non-refundable e-business tax credits are recorded quarterly when the related expenditure is incurred.

The cost of products increased by \$374,000 or 25% to \$1.9 million in comparison to the same period last year and is largely related to the increase in radio frequency equipment and hardware technology products revenue offset by a decrease in storage equipment revenue discussed earlier.

## Gross Profit

Gross profit increased to \$8.9 million, higher by \$996,000 or 13%, in the third quarter of fiscal 2017 in comparison to \$7.9 million for the same period last year. This is mainly attributable to a higher services margin of \$1.2 million offset by a lower products margin of \$161,000. Total gross profit percentage in the third quarter of fiscal 2017 and fiscal 2016 remained constant at 51%.

Services gross profit during the third quarter of fiscal 2017 increased by \$1.2 million in comparison to the same period of fiscal 2016. The increase is primarily due to the increased revenues arising mainly from higher professional services and support revenues partially offset by the increased services costs arising primarily from the increased headcount as compared to the same period in the prior year. The higher tax credits compared to the same period in the prior year had a positive effect on gross profit. Services gross profit margin was 50% of services revenue in the third quarter of fiscal 2017 in comparison to 45% for the comparable period last year.

The products margin decreased by \$161,000 in the third quarter of fiscal 2017 when compared to the same period last year and is attributable to the revenue mix and margin on storage equipment, radio frequency equipment, hardware technology products and third party software maintenance discussed earlier.

## Operating Expenses

Total operating expenses for the third quarter of fiscal 2017 increased to \$7.6 million, higher by \$262,000 or 4%, compared to \$7.3 million for the same three-month period last year. The Company expects to leverage its current sales, marketing, general and administrative as well as its R&D organization to support revenue growth. The most notable differences between the third quarter of fiscal 2017 in comparison with the same period in fiscal 2016 are as follows.

- Sales and marketing expenses increased to \$3.7 million, higher by \$71,000 or 2%, in comparison to the same period of fiscal 2016. The increase is mainly attributable to higher salaries and benefits. The average headcount increased by two in comparison to the same period last year.
- General and administrative expenses increased to \$1.5 million, \$67,000 higher than the comparable quarter last year. The increase is mainly due to higher salaries and incentives.
- Net R&D expenses increased to \$2.5 million, \$124,000 higher than the comparable quarter last year. Gross R&D expenses increased by \$117,000 comprising primarily of higher salaries and benefits. The Company also recorded \$414,000 of refundable and non-refundable R&D and e-business tax credits in the third quarter of fiscal 2017 in comparison to \$317,000 for the same period in fiscal 2016. In addition, in the third quarter of fiscal 2016, the Company capitalized \$140,000 of deferred development costs. Also, the Company amortized deferred development costs and other intangible assets of \$365,000 in the third quarter of fiscal 2017 in comparison to \$401,000 for the same quarter a year earlier.

## Profit from Operations

The Company recorded profit from operations of \$1.3 million in the third quarter of fiscal 2017 in comparison to \$604,000 for the comparable quarter of the previous year primarily as a result of an increase in services gross profit offset by a lower gross profit on products and higher operating expenses.

## Net Finance Costs

In the third quarter of fiscal 2017, the Company recorded net finance costs of \$45,000 in comparison to net finance income \$49,000 for the comparable quarter last year. The increase in net finance costs is primarily attributable to the higher exchange loss offset by a decrease in net interest expense.

## Income Taxes

In the third quarter of fiscal 2017, the Company recorded income tax expense of \$405,000 in comparison to \$110,000 for the comparable quarter last year. The increase in income tax expense is due to higher profitability in the third quarter of fiscal 2017 as well as using an effective tax rate based on the forecasted taxable income for the year. Approximately 75% of the income tax expense is related to non-cash income taxes that are the result of available non-refundable tax credits.

## Profit

The Company recorded a profit of \$888,000 or \$0.07 per share in the third quarter of fiscal 2017 in comparison to a profit of \$543,000 or \$0.04 per share in the third quarter of fiscal 2016.

## Results of Operations

*Nine months ended January 31, 2017 compared to nine months ended January 31, 2016*

### Revenue

Total revenue for the first nine months ended January 31, 2017 increased to \$50.0 million, \$3.7 million or 8% higher, compared to \$46.3 million for the same period of fiscal 2016. The U.S. dollar averaged CA\$1.3131 in the first nine months of fiscal 2017 in comparison to CA\$1.3120 in the first nine months of fiscal 2016. Approximately 68% of the Company's revenues were generated in the United States during the first nine months of fiscal 2017. As a result of the favorable impact of the Company's designated hedging of highly probable U.S. revenue, the impact to revenue was favorable by an estimated \$1.1 million in comparison to the first nine months of fiscal 2016. The relatively flat U.S. dollar did not have any significant impact on cost of sales and operating expenses.

Proprietary products revenue, defined as internally developed products including proprietary software and hardware technology, increased to \$8.0 million, \$324,000 or 4% higher, in the first nine months of fiscal 2017 in comparison to \$7.7 million for the same period last year. The increase was primarily due to higher sales of hardware technology products.

Overall total contract value bookings amounted to \$31.5 million in the first nine months of fiscal 2017 in comparison to \$29.1 million for the same period of the previous fiscal year. During the first nine months of fiscal 2017, the Company signed eight new accounts with a total contract value of \$6.4 million compared to nine new accounts with a total contract value of \$6.1 million in the first nine months of fiscal 2016.

Third party products revenue decreased to \$6.2 million, \$136,000 or 2% lower, in the first nine months of fiscal 2017 in comparison to \$6.3 million for the same period last year. The lower revenue is primarily attributable to lower third party maintenance revenue partially offset by an increase in storage equipment revenue.

Services revenue increased to \$34.0 million, higher by \$3.0 million or 10%, in the first nine months of fiscal 2017 compared to \$31.0 million for the same period in the previous fiscal year. The increase in service revenue is primarily attributable to higher support, professional services and hosting revenue.

As a percentage of total revenue, products accounted for 28% and services for 68% in the first nine months of fiscal 2017 and 30% and 67% respectively for fiscal 2016.

### Cost of Revenue

Total cost of revenue increased to \$25.2 million, higher by \$2.0 million or 9%, in the first nine months of fiscal 2017 in comparison to \$23.2 million for the same period in fiscal 2016. The increase is attributable to higher services costs of \$1.4 million, higher reimbursable expenses of \$468,000 and higher products costs of \$128,000.

The cost of services increased to \$18.3 million, higher by \$1.4 million or 8% in the first nine months of fiscal 2017 in comparison to \$16.9 million for the same period last year. The increase is primarily attributable to higher employee remuneration, recruiting costs, consulting fees, travel expenses, hosting expenses, partially offset by lower severance costs and higher tax credits. In the first nine months of fiscal 2017, the average services headcount increased by sixteen in comparison to the same period last year. The cost of services includes tax credits of \$1.6 million for the first nine months of fiscal 2017 compared to \$933,000 for the same period in the previous fiscal year. The increase in tax credits is mainly due to favorable adjustments related to prior periods and the non-refundable e-business tax credits introduced on March 26, 2015. In fiscal 2016, all of the non-refundable e-business tax credits were recorded in fourth quarter, whereas in fiscal 2017, the non-refundable e-business tax credits are recorded quarterly when the related expenditure is incurred.

The cost of products increased by \$128,000 or 3% to \$5.1 million in comparison to the same period last year and is largely related to the increase in storage equipment revenue and hardware technology products revenue offset by lower third party maintenance revenue already discussed.

### Gross Profit

Gross profit increased to \$24.8 million, higher by \$1.7 million or 7%, in the first nine months of fiscal 2017 in comparison to \$23.1 million for the same period last year. This is mainly attributable to higher services margin of \$1.6 million and products margin of \$60,000. Total gross profit percentage in the first nine months of fiscal 2017 and fiscal 2016 was 50% respectively.

Services gross profit during the first nine months of fiscal 2017 increased by \$1.6 million to \$15.8 million in comparison to \$14.1 million in the same period of fiscal 2016 primarily due to the increased support, hosting and professional services revenue partially offset by the increased services costs mentioned earlier. The higher tax credits as compared to the same period in the prior year had a positive effect on gross profit. Services gross profit was 46% of services revenue in the first nine months of fiscal 2017 and fiscal 2016 respectively.

The products margin increased to \$9.1 million, \$60,000 higher than the same period last year and is attributable to the revenue mix and margin on storage equipment, hardware technology products and third party software maintenance discussed earlier.

## Operating Expenses

Total operating expenses for the first nine months of fiscal 2017 increased to \$22.9 million, higher by \$1.1 million or 5%, compared to \$21.8 million for the same nine-month period last year. The most notable differences between the first nine months of fiscal 2017 in comparison with the same period in fiscal 2016 are as follows.

- Sales and marketing expenses amounted to \$11.0 million, \$331,000 higher than the comparable period last year. Expenses were higher primarily due to higher salaries and benefits, travel expenses and legal costs partially offset by lower commissions and lower severance costs compared to the same period last year.
- General and administrative expenses increased to \$4.5 million, \$366,000 higher than the comparable period last year primarily as a result of higher employee related expenses, incentives, and legal expenses.
- Net R&D expenses increased to \$7.4 million, \$397,000 higher than the comparable period last year. Gross R&D expenses decreased by \$139,000 comprising primarily of lower consulting and certification fees partially offset by higher salaries and benefits. The Company also recorded \$1.1 million of R&D refundable and non-refundable tax credits and e-business tax credits in the first nine months of fiscal 2017 in comparison to \$918,000 for the same period in fiscal 2016. In addition, the Company capitalized deferred development costs of \$27,000 in the first nine months of fiscal 2017 compared to \$819,000 for the same period of the last fiscal year due to the substantial completion of the migration of the Company's flagship product, *EliteSeries*, from 4GL to the Java platform. The Company amortized deferred development costs and other intangible assets of \$1.1 million in the first nine months of fiscal 2017 in comparison to \$1.2 million for the same period a year earlier.

## Profit from Operations

The Company recorded profit from operations of \$1.9 million in the first nine months of fiscal 2017 in comparison to \$1.3 million for the comparable period of the previous year primarily as a result of a higher services margin offset by higher operating costs.

## Net Finance Costs

In the first nine months of fiscal 2017, the Company recorded net finance costs of \$196,000 in comparison to \$23,000 for the comparable period last year. The increase in net finance costs is primarily attributable to a higher exchange loss offset by a lower net interest expense.

## Income Taxes

In the first nine months of fiscal 2017, the Company recorded income tax expense of \$483,000 in comparison to \$310,000 for the comparable period last year. The increase in income tax expense is due to higher profitability in the first nine months of fiscal 2017 as well as using an effective tax rate based on the forecasted taxable income for the year. Approximately 75% of the income tax expense is related to non-cash income taxes that are the result of available non-refundable tax credits.

As at April 30, 2016, the Company had recognized net deferred tax assets of \$2.2 million and unrecognized net deferred tax assets of \$6.3 million covering various jurisdictions and Canadian federal non-refundable SRED tax credits totaling approximately \$6.6 million which may be used only to reduce future Canadian federal income taxes otherwise payable. As such, the Company does not expect to pay any significant Canadian cash taxes in the foreseeable future. Refer to note 15 of the annual consolidated financial statements for further detail.

## Profit

The Company recorded a profit of \$1.2 million or \$0.10 per share in the first nine months of fiscal 2017 in comparison to a profit of \$979,000 or \$0.08 per share in the first nine months of fiscal 2016.

## Liquidity and Capital Resources

On January 31, 2017, current assets totaled \$34.4 million compared to \$37.1 million at the end of fiscal 2016. Cash and cash equivalents increased to \$10.8 million compared to \$9.7 million as at April 30, 2016 primarily due to cash generated from operations and non-cash working capital partially offset by the repayment of long term debt and dividends. Accounts receivable and work in progress totaled \$15.4 million on January 31, 2017 compared to \$18.8 million as at April 30, 2016. The decrease in accounts receivable and work in progress is due to a heavy focus on cash collections during the first nine months of fiscal 2017 on accounts receivable generated during the record quarter for revenues that occurred in the fourth quarter of fiscal 2016.

The Company's DSO (days sales outstanding) stood at 80 days at the end the third quarter of fiscal 2017 compared to 80 days at the end of fiscal 2016 and 82 days at the end of the third quarter of fiscal 2016.

Current liabilities on January 31, 2017 totaled \$20.5 million compared to \$23.1 million at the end of fiscal 2016. The movement in the current liabilities is largely characterized by the decrease of accounts payable and accrued liabilities of \$2.1 million primarily due to the payment of incentives for fiscal year 2016 performance as well as payment to suppliers of third party products. Working capital decreased to \$13.9 million at the end of January 31, 2017 in comparison to \$14.0 million at the end of fiscal year 2016.

The Company's banking and credit facilities require adherence to financial covenants. The Company was in compliance with these covenants as at January 31, 2017 and April 30, 2016.

Operating activities generated funds of \$4.1 million in the first nine months of fiscal 2017 in comparison to \$1.4 million in the corresponding period of fiscal 2016. Operating activities excluding changes in non-cash working capital items generated \$3.2 million in the first nine months of fiscal 2017 in comparison to \$3.5 million in the same period in fiscal 2016 mainly due to higher profit and higher net finance costs which was more than offset by lower unrealized foreign exchange and higher non-refundable tax credits that do not contribute to cash.



Non-cash working capital items generated funds of \$847,000 in the first nine months of fiscal 2017 primarily due to decreases in accounts receivable of \$3.7 million and tax credits of \$144,000 offset partially by a decrease in accounts payable and accrued liabilities of \$2.2 million, an increase in work in progress of \$390,000, an increase in prepaid expenses of \$188,000 and a decrease in deferred revenue of \$171,000. The accounts receivable as at January 31, 2017 are lower as compared to April 30, 2016 due to significant cash collections on accounts receivable generated during the record quarter for revenues that occurred in the fourth quarter of fiscal 2016. During the first quarter of fiscal 2017, the Company received \$2.3 million of refundable tax credits pertaining to fiscal year 2015.

Non-cash working capital items used funds of \$2.1 million in the first nine months of fiscal 2016 primarily due to increases in accounts receivable of \$968,000, other accounts receivable of \$440,000, the reduction of accounts payable and accrued liabilities of \$1.1 million, the increase in prepaid expenses of \$387,000 and the decrease in deferred revenues of \$383,000 and offset partially by the reduction of tax credits receivable of \$1.1 million and the decrease of inventory of \$180,000.

The Company believes that funds on hand at January 31, 2017 combined with cash flow from operations and its accessibility to its banking facilities will be sufficient to meet its needs for working capital, R&D, capital expenditures, debt repayment, and dividends for at least the next twelve months.

Financing activities used funds of \$2.4 million in the first nine months of fiscal 2017 in comparison to \$2.1 million in the same period in fiscal 2016. In each of the first nine months of fiscal 2017 and fiscal 2016, the Company repaid \$1.1 million of long-term debt. The Company paid dividends of \$1.3 million and \$924,000 during the first nine months of fiscal 2017 and fiscal 2016, respectively, as it increased its quarterly dividend to \$0.03 per share in the first two quarters of fiscal 2017 and \$0.045 in the third quarter of fiscal 2017 compared to \$0.025 per share in each quarter of fiscal 2016. The Company paid interest of \$69,000 and \$106,000 during the first nine months of fiscal 2017 and fiscal 2016, respectively.

During the first nine months of fiscal 2017, investing activities used funds of \$578,000 in comparison to \$1.3 million in the comparable period last year. The Company used funds of \$399,000 and \$580,000 for the acquisition of property and equipment, and intangible assets in the first nine months of fiscal 2017 and fiscal 2016, respectively. Additionally, the Company invested in its proprietary software products with the capitalization of \$254,000 and \$819,000 reflected as deferred development costs in the first nine months of fiscal 2017 and fiscal 2016, respectively. The Company received interest of \$75,000 and \$52,000 in the first nine months of fiscal 2017 and fiscal 2016, respectively.

## Related Party Transactions

Under the provisions of the current share purchase plan for key management and other management employees, the Company extended interest-free loans of \$187,000 to key management and other management employees to facilitate their purchase of Company shares during the first nine months ended January 31, 2017. These loans will be fully repaid before the end of the fiscal year, April 30, 2017. The outstanding loans as at January 31, 2017 amounted to \$42,000.

## Subsequent Event

On February 28, 2017, the Company declared a dividend of \$0.045 per share, to be paid on April 11, 2017 to shareholders of record at the close of business on March 21, 2017.

## Current and Anticipated Impacts of Current Economic Conditions

The current overall economic condition, together with the market uncertainty and volatility that exists today, may have an adverse impact on the demand for the Company's products and services as industry may adjust quickly to exercise caution on capital spending.

Fiscal 2016 was a very robust period with bookings amounting to \$42.2 million, and this continued the trend from fiscal year 2015 where bookings totaled \$47.0 million, with a substantial amount of the bookings being in the healthcare sector. During each of the fiscal 2014 and 2013, the Company generated approximately \$24 million in new total contract value bookings. The magnitude of the growth trend will depend on the strength and sustainability of economic growth and the demand for supply chain management software.

Given the current backlog of \$45.3 million, comprised primarily of services, the Company's management believes that the services revenue ranging between \$11.5 million and \$12.0 million per quarter can be sustained in the short term if no significant new agreements are completed.

Strategically, the Company continues to focus its efforts on the most likely opportunities within its existing vertical markets and customer base. The Company also currently offers subscription-based licensing, hosting services, modular sales and implementations, and enhanced payment terms to promote revenue growth.

The exchange rate of the U.S. dollar in comparison to the Canadian dollar continues to be an important factor affecting revenues and profitability as the Company generally derives 65% to 75% of its business from U.S. customers while the majority of its cost base is in Canadian dollars.

The Company will continue to adjust its business model to ensure that costs are aligned to its revenue expectations and the economic reality. The Company has increased its headcount over the past several years to meet the higher demand for its services and to capture pipeline opportunities. The Company will focus its attention on rendering this investment profitable while addressing the services backlog contributing to revenue generation. Other cost areas under continuous scrutiny are traveling, consulting and communications.

The Company believes that funds on hand together with anticipated cash flows from operations, and its accessibility to the operating line of credit will be sufficient to meet all its needs for at least the next twelve months. The Company can further manage its capital structure by adjusting its dividend policy.

## Outstanding Share Data

On February 28, 2017, the Company has 12,315,326 common shares as there has been no activity since the end of the Company's third quarter.

## Change in Accounting Policies

### No new accounting standards adopted in 2017

The Company has not adopted any new standards, amendments and interpretations to existing standards in fiscal 2017 which commenced May 1, 2016. The preparation of financial data is based on the accounting principles and practices consistent with those used in the preparation of the audited annual financial statements as at April 30, 2016.

### New accounting standards and interpretations issued but not yet adopted

A number of new standards, interpretations and amendments to existing standards were issued by the International Accounting Standards Board ("IASB") or the International Financial Reporting Standards Interpretations Committee ("IFRS IC") that are mandatory but not yet effective for the period ended January 31, 2017, and have not been applied in preparing these condensed interim consolidated financial statements. None are expected to have an impact on the consolidated financial statements of the Company except for the following:

IFRS 9, *Financial Instruments* ("IFRS 9"):

In July 2014, the IASB issued the complete version of IFRS 9 (2014), *Financial Instruments*. IFRS 9 (2014) differs in some regards from IFRS 9 (2013) which the Company early adopted effective May 1, 2014. IFRS 9 (2014) includes updated guidance on the classification and measurement of financial assets. The final standard also amends the impairment model by introducing a new expected credit loss model for calculating impairment, and new general hedge accounting requirements. The final version of IFRS 9 supersedes all previous versions of IFRS 9 and is effective for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exemptions. Early adoption is permitted, however an entity may elect to apply earlier versions of IFRS 9 if the entity's relevant date of initial application is before February 1, 2015. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"):

In May 2014, the IASB issued IFRS 15 which establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers.

IFRS 15 supersedes the following standards: IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programmes*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions Involving Advertising Service*.

The core principle of IFRS 15 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

IFRS 15 also includes a cohesive set of disclosure requirements that would result in an entity providing comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

This standard is effective for annual periods beginning on or after January 1, 2018 with earlier adoption permitted. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

IFRS 16, *Leases* ("IFRS 16"):

In January 2016, the IASB issued IFRS 16, which specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is twelve months or less or the underlying asset has a low monetary value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17, *Leases*. IFRS 16 applies to annual reporting periods beginning on or after January 1, 2019, with earlier application permitted only if IFRS 15 has also been applied. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

## Critical Accounting Policies

The Company's critical accounting policies are those that it believes are the most important in determining its financial condition and results. A summary of the Company's significant accounting policies, including the critical accounting policies discussed below, is set out in the notes to the accompanying financial statements and the financial statements for the year ended April 30, 2016.

### Use of estimates, assumptions and judgments

The preparation of the consolidated financial statements requires management to make estimates, assumptions, and judgments that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods.

Reported amounts and note disclosures reflect the overall economic conditions that are most likely to occur and the anticipated measures that management intends to take. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about areas requiring the use of judgment, management assumptions and estimates, and key sources of estimation uncertainty that the Company believes could have the most significant impact on reported amounts is noted below:

(i) Revenue recognition:

A portion of the Company's revenue is recognized on a percentage-of-completion basis. In this regard, estimates are required in determining the level of advancement and in determining the costs to complete the deliverables.

Revenue recognition is subject to critical judgment, particularly in multiple-element arrangements where judgment is required in allocating revenue to each component, including licenses, professional services and maintenance services, based on the relative fair value of each component. As certain of these components have a term of more than one year, the identification of each deliverable and the allocation of the consideration received to the components impacts the timing of revenue recognition.

(ii) Government assistance:

Management uses judgment in estimating amounts receivable for various tax credits and in assessing the eligibility of research and development and other expenses which give rise to these credits.

(iii) Income taxes:

In assessing the realizability of deferred tax assets, management considers whether it is probable that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and available tax planning strategies in making this assessment.

Deferred tax assets and liabilities contain estimates about the nature and timing of future permanent and temporary differences as well as the future tax rates that will apply to those differences. Changes in tax laws and rates as well as changes to the expected timing of reversals may have a significant impact on the amounts recorded for deferred tax assets and liabilities. Management closely monitors current and potential changes to tax law and bases its estimates on the best available information at each reporting date.

(iv) Impairment of assets:

Impairment assessments may require the Company to determine the recoverable amount of a cash generating unit ("CGU"), defined as the smallest identifiable group of assets that generates cash inflows independent of other assets. This determination requires significant estimates in a variety of areas including: expected sales, gross margins, selling costs, timing and size of cash flows, and discount and interest rates. The Company documents and supports all assumptions made in the above estimates and updates such assumptions to reflect the best information available to the Company if and when an impairment assessment requires the recoverable amount of a CGU to be determined.

(v) Allowance for doubtful accounts:

The Company makes an assessment of whether accounts receivable are collectable, which considers credit loss insurance and the credit-worthiness of each customer, taking into account each customer's financial condition and payment history in order to estimate an appropriate allowance for doubtful accounts. Furthermore, these estimates must be continuously evaluated and updated. The Company is not able to predict changes in the financial condition of its customers, and if circumstances related to its customers' financial conditions deteriorate, the estimates of the recoverability of trade accounts receivable could be materially affected and the Company may be required to record additional allowances. Alternatively, if the Company provides more allowances than needed, a reversal of a portion of such allowances in future periods may be required based on actual collection experience.

(vi) Business combinations:

Business combinations are accounted for in accordance with the acquisition method. On the date that control is obtained, the identifiable assets, liabilities and contingent liabilities of the acquired company are measured at their fair value. Depending on the complexity of determining these valuations, the Company uses appropriate valuation techniques which are generally based on a forecast of the total expected future net discounted cash flows. These valuations are linked closely to the assumptions made by management regarding the future performance of the related assets and the discount rate applied as it would be assumed by a market participant.

## Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure. The Company's Chief Executive Officer (CEO) and its Chief Financial Officer (CFO) are responsible for establishing and maintaining disclosure controls and procedures regarding the communication of information. They are assisted in this responsibility by the Company's Executive Committee, which is composed of members of senior management. Based on the evaluation of the



Company's disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective as of January 31, 2017.

## Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of the Company's financial reporting and its compliance with IFRS in its consolidated financial statements. The control framework that was designed by the Company's ICFR is in accordance with the framework criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013)(COSO).

No changes to internal controls over financial reporting have come to management's attention during the nine-month period ending on January 31, 2017 that have materially affected, or are reasonably likely to materially affect internal controls over financial reporting.

## Forward-Looking Information

This management's discussion and analysis contains "forward-looking information" within the meaning of applicable securities legislation. Although the forward-looking information is based on what the Company believes are reasonable assumptions, current expectations, and estimates, investors are cautioned from placing undue reliance on this information since actual results may vary from the forward-looking information. Forward-looking information may be identified by the use of forward-looking terminology such as "believe", "intend", "may", "will", "expect", "estimate", "anticipate", "continue" or similar terms, variations of those terms or the negative of those terms, and the use of the conditional tense as well as similar expressions.

Such forward-looking information that is not historical fact, including statements based on management's belief and assumptions cannot be considered as guarantees of future performance. They are subject to a number of risks and uncertainties, including but not limited to future economic conditions, the markets that the Company serves, the actions of competitors, major new technological trends, and other factors, many of which are beyond the Company's control, that could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. The Company undertakes no obligation to update publicly any forward-looking information whether as a result of new information, future events or otherwise other than as required by applicable legislation.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this management discussion and analysis. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about: (i) competitive environment; (ii) operating risks; (iii) the Company's management and employees; (iv) capital investment by the Company's customers; (v) customer project implementations; (vi) liquidity; (vii) current global financial conditions; (viii) implementation of the Company's commercial strategic plan; (ix) credit; (x) potential product liabilities and other lawsuits to which the Company may be subject; (xi) additional financing and dilution; (xii) market liquidity of the Company's common shares; (xiii) development of new products; (xiv) intellectual property and other proprietary rights; (xv) acquisition and expansion; (xvi) foreign currency; (xvii) interest rate; (xviii) technology and regulatory changes; (xix) internal information technology infrastructure and applications, (xx) and cyber security.

## Non-IFRS Performance Measure

The Company uses certain non-IFRS financial performance measures in its MD&A and other communications which are described in the following section. Many of these non-IFRS measures do not have any standardized meaning prescribed by IFRS and are unlikely to be comparable to similarly titled measures reported by other companies. Readers are cautioned that the disclosure of these metrics is meant to add to, and not to replace, the discussion of financial results determined in accordance with IFRS. Management uses both IFRS and non-IFRS measures when planning, monitoring and evaluating the Company's performance.

### EBITDA

EBITDA is calculated as earnings before interest expense, interest income, income taxes, depreciation and amortization. The Company believes that this measure is commonly used by investors and analysts to measure a company's performance, its ability to service debt and to meet other payment obligations, or as a common valuation measurement.

The EBITDA calculation for the first nine months of fiscal 2017 and 2016, derived from IFRS measures in the Company's condensed interim consolidated financial statements, is as follows:

|  | Nine-months ended<br>January 31, 2017 | Nine-months ended<br>January 31, 2016 |
|--|---------------------------------------|---------------------------------------|
| Profit for the period                      | \$ 1,222                              | \$ 979                                |
| Adjustments for:                           |                                       |                                       |
| Depreciation of property and equipment     | 616                                   | 559                                   |
| Depreciation of deferred development costs | 1,007                                 | 1,054                                 |
| Depreciation of other intangible assets    | 368                                   | 371                                   |
| Interest expense                           | 69                                    | 106                                   |
| Interest income                            | (75)                                  | (52)                                  |
| Income taxes                               | 483                                   | 310                                   |
| <b>EBITDA</b>                              | <b>\$ 3,690</b>                       | <b>\$ 3,327</b>                       |

# Key Performance Indicators

## Recurring Revenue

Recurring revenue is defined as the contractually committed purchase of services, generally comprising proprietary and third-party maintenance and hosting services, over the next twelve months. The quantification assumes that the customer will renew the contractual commitment on a periodic basis as they come up for renewal. This portion of the Company's revenue is predictable and stable.

## Bookings

Broadly speaking, bookings refers to the total value of accepted contracts, including software licenses and other proprietary products and related support services, third-party hardware and software and related support services, contracted work or services, and changes to such contracts recorded during a specified period. The Total Contract Value (TCV) is not typically limited to the first year, nor would it typically exclude certain transaction types. The Company believes that this metric is a primary indicator of the general state of the business performance. Bookings typically include all items with a revenue implication, such as new contracts, renewals, upgrades, downgrades, add-ons, early terminations and refunds. Bookings are typically segmented into classifications, such as new account bookings or base account bookings, and performance in these bookings classes is frequently used in various sales and other compensation plans.

## Backlog

Generally, backlog refers to something unfulfilled. In a traditional software company, this term is used largely within finance. Backlog refers to the value of contracted orders that have not shipped and services not yet delivered. Backlog could refer to the value of contracted or committed revenue that is not yet recognizable due to acceptance criteria or the delivery of professional services. The quantification of backlog is not limited to the first year, nor would it typically exclude certain transaction types. In this context, backlog is really "revenue backlog" and is the total unrecognized future revenue from existing signed contracts. Backlog includes recurring revenue as discussed earlier.

## Days Sales Outstanding (DSO)

Days sales outstanding (DSO) is a measure of the average number of days that a company takes to collect revenue after a sale has been made. The Company's DSO is determined on a quarterly basis and can be calculated by dividing the amount of accounts receivable and work in progress at the end of a quarter by the total value of sales during the same quarter, and multiplying the result by 90 days.

Condensed Interim Consolidated Financial Statements of  
(Unaudited)

## **TECSYS INC.**

For the three and nine-month periods ended January 31, 2017 and 2016

**MANAGEMENT'S COMMENTS ON THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE-MONTH PERIODS ENDED JANUARY 31, 2017 and 2016**

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's Management.

The Company's independent auditors, KPMG LLP, have 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 auditors.

Dated this 28th day of February, 2017.

# TECSYS INC.

Condensed Interim Consolidated Financial Statements  
(Unaudited)

For the three and nine-month periods ended January 31, 2017 and 2016

## Financial Statements

|  |   |
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**TECSYS Inc.****Condensed Interim Consolidated Statements of Financial Position**

(Unaudited)

As at January 31, 2017 and April 30, 2016

(in thousands of Canadian dollars)

|   | Note | January 31,<br>2017 | April 30,<br>2016 |
|---|------|---------------------|-------------------|
| <b>Assets</b>   |      |                     |                   |
| <b>Current assets</b>   |      |                     |                   |
| Cash and cash equivalents                                     | \$   | 10,754              | \$ 9,704          |
| Accounts receivable   |      | 14,532              | 18,239            |
| Work in progress  |      | 903                 | 513               |
| Other accounts receivable                                     |      | 652                 | 1,393             |
| Tax credits   |      | 4,968               | 4,893             |
| Inventory   |      | 766                 | 744               |
| Prepaid expenses  |      | 1,810               | 1,622             |
| <b>Total current assets</b>                                   |      | <b>34,385</b>       | <b>37,108</b>     |
| <b>Non-current assets</b>                                     |      |                     |                   |
| Tax credits   |      | 1,588               | 1,483             |
| Property and equipment  |      | 2,284               | 2,633             |
| Deferred development costs                                    |      | 3,064               | 3,817             |
| Other intangible assets                                       |      | 1,595               | 1,831             |
| Goodwill  |      | 3,596               | 3,596             |
| Deferred tax assets   |      | 2,226               | 2,222             |
| <b>Total non-current assets</b>                               |      | <b>14,353</b>       | <b>15,582</b>     |
| <b>Total assets</b>   | \$   | <b>48,738</b>       | \$ <b>52,690</b>  |
| <b>Liabilities</b>  |      |                     |                   |
| <b>Current liabilities</b>                                    |      |                     |                   |
| Accounts payable and accrued liabilities                      | \$   | 8,272               | \$ 10,399         |
| Current portion of long-term debt                             |      | 1,225               | 1,455             |
| Deferred revenue  |      | 11,034              | 11,205            |
| <b>Total current liabilities</b>                              |      | <b>20,531</b>       | <b>23,059</b>     |
| <b>Non-current liabilities</b>                                |      |                     |                   |
| Long-term debt  |      | 1,035               | 1,889             |
| Other non-current liabilities                                 |      | 285                 | 296               |
| <b>Total non-current liabilities</b>                          |      | <b>1,320</b>        | <b>2,185</b>      |
| <b>Total liabilities</b>                                      |      | <b>21,851</b>       | <b>25,244</b>     |
| <b>Equity</b>   |      |                     |                   |
| Share capital   |      | 8,349               | 8,349             |
| Contributed surplus   |      | 9,577               | 9,577             |
| Retained earnings   |      | 8,842               | 8,913             |
| Accumulated other comprehensive income                        | 8    | 119                 | 607               |
| <b>Total equity attributable to the owners of the Company</b> |      | <b>26,887</b>       | <b>27,446</b>     |
| <b>Subsequent event</b>                                       | 11   |                     |                   |
| <b>Total liabilities and equity</b>                           | \$   | <b>48,738</b>       | \$ <b>52,690</b>  |

See accompanying notes to the unaudited condensed interim consolidated financial statements.

**TECSYS Inc.****Condensed Interim Consolidated Statements of Income and Comprehensive Income**

(Unaudited)

Three and nine-month periods ended January 31, 2017 and 2016

(in thousands of Canadian dollars, except per share data)

|   | Note | Three Months<br>Ended<br>January 31,<br>2017 | Three Months<br>Ended<br>January 31,<br>2016 | Nine Months<br>Ended<br>January 31,<br>2017 | Nine Months<br>Ended<br>January 31,<br>2016 |
|---|------|--|--|---|---|
| <b>Revenue:</b>   |      |  |  |   |   |
| Proprietary products  |      | \$ 2,728                                     | \$ 2,534                                     | \$ 8,006                                    | \$ 7,682                                    |
| Third-party hardware and software products                              |      | 2,192  | 2,173  | 6,193                                       | 6,329                                       |
| Services  | 5    | 11,812                                       | 10,502                                       | 34,012                                      | 30,990                                      |
| Reimbursable expenses   |      | 653  | 420  | 1,789                                       | 1,321                                       |
| <b>Total revenue</b>  |      | <b>17,385</b>                                | <b>15,629</b>                                | <b>50,000</b>                               | <b>46,322</b>                               |
| <b>Cost of revenue:</b>   |      |  |  |   |   |
| Products  |      | 1,866  | 1,492  | 5,142                                       | 5,014                                       |
| Services  | 6    | 5,951  | 5,798  | 18,257                                      | 16,858                                      |
| Reimbursable expenses   |      | 653  | 420  | 1,789                                       | 1,321                                       |
| <b>Total cost of revenue</b>  |      | <b>8,470</b>                                 | <b>7,710</b>                                 | <b>25,188</b>                               | <b>23,193</b>                               |
| <b>Gross profit</b>   |      | <b>8,915</b>                                 | <b>7,919</b>                                 | <b>24,812</b>                               | <b>23,129</b>                               |
| <b>Operating expenses:</b>  |      |  |  |   |   |
| Sales and marketing   |      | 3,672  | 3,601  | 11,027                                      | 10,696                                      |
| General and administration  |      | 1,454  | 1,387  | 4,513                                       | 4,147                                       |
| Research and development, net of tax credits                            |      | 2,451  | 2,327  | 7,371                                       | 6,974                                       |
| <b>Total operating expenses</b>   |      | <b>7,577</b>                                 | <b>7,315</b>                                 | <b>22,911</b>                               | <b>21,817</b>                               |
| <b>Profit from operations</b>   |      | <b>1,338</b>                                 | <b>604</b>                                   | <b>1,901</b>                                | <b>1,312</b>                                |
| <b>Net finance costs (income)</b>                                       | 7    | <b>45</b>                                    | <b>(49)</b>                                  | <b>196</b>                                  | <b>23</b>                                   |
| <b>Profit before income taxes</b>                                       |      | <b>1,293</b>                                 | <b>653</b>                                   | <b>1,705</b>                                | <b>1,289</b>                                |
| Income taxes  |      | 405  | 110  | 483   | 310   |
| <b>Profit attributable to the owners of the Company</b>                 |      | <b>\$ 888</b>                                | <b>\$ 543</b>                                | <b>\$ 1,222</b>                             | <b>\$ 979</b>                               |
| Other comprehensive income (loss):                                      |      |  |  |   |   |
| Effective portion of changes in fair value on designated revenue hedges | 8    | 373  | (247)  | (488)                                       | (474)                                       |
| <b>Comprehensive income attributable to the owners of the Company</b>   |      | <b>\$ 1,261</b>                              | <b>\$ 296</b>                                | <b>\$ 734</b>                               | <b>\$ 505</b>                               |
| <b>Basic and diluted earnings per common share</b>                      | 4    | <b>\$ 0.07</b>                               | <b>\$ 0.04</b>                               | <b>\$ 0.10</b>                              | <b>\$ 0.08</b>                              |

See accompanying notes to the unaudited condensed interim consolidated financial statements.

**TECSYS Inc.**  
**Condensed Interim Consolidated Statements of Cash Flows**  
(Unaudited)  
Nine-month periods ended January 31, 2017 and 2016  
(in thousands of Canadian dollars)

|  | Note | Nine Months<br>Ended<br>January 31,<br>2017 | Nine Months<br>Ended<br>January 31,<br>2016 |
|--|------|---|---|
| <b>Cash flows from (used in) operating activities:</b>   |      |   |   |
| Profit for the period  |      | \$ 1,222                                    | \$ 979                                      |
| Adjustments for:   |      |   |   |
| Depreciation of property and equipment   |      | 616   | 559   |
| Depreciation of deferred development costs   |      | 1,007                                       | 1,054                                       |
| Depreciation of other intangible assets  |      | 368   | 371   |
| Gain on disposal of property and equipment   |      | -   | (12)  |
| Net finance costs  | 7    | 196   | 23  |
| Unrealized foreign exchange and others   |      | 142   | 532   |
| Non-refundable tax credits   |      | (685)                                       | (225)                                       |
| Income taxes   |      | 361   | 225   |
| Operating activities excluding changes in non-cash working capital items related to operations |      | 3,227                                       | 3,506                                       |
| Accounts receivable  |      | 3,707                                       | (968)                                       |
| Work in progress   |      | (390)                                       | 5   |
| Other accounts receivable  |      | (75)  | (440)                                       |
| Tax credits  |      | 144   | 1,055                                       |
| Inventory  |      | (22)  | 180   |
| Prepaid expenses   |      | (188)                                       | (387)                                       |
| Accounts payable and accrued liabilities   |      | (2,158)                                     | (1,148)                                     |
| Deferred revenue   |      | (171)                                       | (383)                                       |
| Changes in non-cash working capital items related to operations                                |      | 847   | (2,086)                                     |
| <b>Net cash from operating activities</b>  |      | <b>4,074</b>                                | <b>1,420</b>                                |
| <b>Cash flows used in financing activities:</b>  |      |   |   |
| Repayment of long-term debt  |      | (1,084)                                     | (1,086)                                     |
| Purchase of share options for cancellation   |      | -   | (6)   |
| Payment of dividends   |      | (1,293)                                     | (924)                                       |
| Interest paid  | 7    | (69)  | (106)                                       |
| <b>Net cash used in financing activities</b>   |      | <b>(2,446)</b>                              | <b>(2,122)</b>                              |
| <b>Cash flows (used in) from investing activities:</b>   |      |   |   |
| Interest received  | 7    | 75  | 52  |
| Acquisitions of property and equipment   |      | (267)                                       | (506)                                       |
| Proceeds on disposal of property and equipment   |      | -   | 12  |
| Acquisitions of other intangible assets  |      | (132)                                       | (74)  |
| Deferred development costs   |      | (254)                                       | (819)                                       |
| <b>Net cash used in investing activities</b>   |      | <b>(578)</b>                                | <b>(1,335)</b>                              |
| <b>Net increase (decrease) in cash and cash equivalents during the period</b>                  |      | <b>1,050</b>                                | <b>(2,037)</b>                              |
| Cash and cash equivalents - beginning of period  |      | 9,704                                       | 10,815                                      |
| <b>Cash and cash equivalents - end of period</b>   |      | <b>\$ 10,754</b>                            | <b>\$ 8,778</b>                             |

See accompanying notes to the unaudited condensed interim consolidated financial statements.

**TECSYS Inc.****Condensed Interim Consolidated Statements of Changes in Equity**

(Unaudited)

Nine-month periods ended January 31, 2017 and 2016

(in thousands of Canadian dollars, except number of shares)

|   | Note | Share capital<br>Number | Share capital<br>Amount | Contributed<br>surplus | Accumulated<br>other comprehensive<br>income (loss) | Retained<br>earnings | Total     |
|---|------|-------------------------|-------------------------|------------------------|---|----------------------|-----------|
| <b>Balance, April 30, 2016</b>  |      | 12,315,326              | \$ 8,349                | \$ 9,577               | \$ 607  | \$ 8,913             | \$ 27,446 |
| Profit for the period   |      | -                       | -                       | -                      | -   | 1,222                | 1,222     |
| Other comprehensive loss for the period:                                |      |                         |                         |                        |   |                      |           |
| Effective portion of changes in fair value on designated revenue hedges | 8    | -                       | -                       | -                      | (488)   | -                    | (488)     |
| <b>Total comprehensive income (loss) for the period</b>                 |      | -                       | -                       | -                      | (488)   | 1,222                | 734       |
| Dividends to equity owners  | 4    | -                       | -                       | -                      | -   | (1,293)              | (1,293)   |
| <b>Total transactions with owners of the Company</b>                    |      | -                       | -                       | -                      | -   | (1,293)              | (1,293)   |
| <b>Balance, January 31, 2017</b>  |      | 12,315,326              | \$ 8,349                | \$ 9,577               | \$ 119  | \$ 8,842             | \$ 26,887 |
| <b>Balance, April 30, 2015</b>  |      | 12,315,326              | \$ 8,349                | \$ 9,577               | \$ 95   | \$ 5,341             | \$ 23,362 |
| Profit for the period   |      | -                       | -                       | -                      | -   | 979                  | 979       |
| Other comprehensive loss for the period:                                |      |                         |                         |                        |   |                      |           |
| Effective portion of changes in fair value on designated revenue hedges | 8    | -                       | -                       | -                      | (474)   | -                    | (474)     |
| <b>Total comprehensive income (loss) for the period</b>                 |      | -                       | -                       | -                      | (474)   | 979                  | 505       |
| Dividends to equity owners  | 4    | -                       | -                       | -                      | -   | (924)                | (924)     |
| <b>Total transactions with owners of the Company</b>                    |      | -                       | -                       | -                      | -   | (924)                | (924)     |
| <b>Balance, January 31, 2016</b>  |      | 12,315,326              | \$ 8,349                | \$ 9,577               | \$ (379)  | \$ 5,396             | \$ 22,943 |

See accompanying notes to the unaudited condensed interim consolidated financial statements.

# TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements  
(Unaudited)

Three and nine-month periods ended January 31, 2017 and 2016  
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

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## 1. Description of business:

TECSYS Inc. (the “Company”) was incorporated under the Canada Business Corporations Act in 1983. The Company’s principal business activity is the development, marketing and sale of enterprise-wide supply chain management software for distribution, warehousing, transportation logistics and point-of-use. The Company also provides related consulting, education and support services. The Company is headquartered at 1, Place Alexis Nihon, Montréal, Canada, and derives substantially all of its revenue from customers located in the United States and Canada. The Company’s customers consist primarily of healthcare systems and high-volume distributors of discrete goods. The consolidated financial statements comprise the Company and its wholly-owned subsidiaries. The Company is a publicly listed entity and its shares are traded on the Toronto Stock Exchange under the symbol TCS.

## 2. Statement of compliance:

These condensed interim consolidated financial statements and the notes thereto have been prepared in accordance with International Accounting Standards (“IAS”) 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board (“IASB”). They do not include all of the information required in the full annual financial statements. Certain information and footnote disclosures normally included in annual financial statements were omitted or condensed where such information is not considered material to the understanding of the Company’s interim financial information. As such, they should be read in conjunction with the consolidated financial statements of the Company as at and for the year ended April 30, 2016.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on February 28, 2017.

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited annual financial statements as at April 30, 2016.

## 3. New accounting standards and interpretations issued but not yet adopted:

A number of new standards, interpretations and amendments to existing standards were issued by the IASB or the International Financial Reporting Standards Interpretations Committee (“IFRS IC”) that are mandatory but not yet effective for the period ended January 31, 2017, and have not been applied in preparing these condensed interim consolidated financial statements. None are expected to have an impact on the consolidated financial statements of the Company except for the following:



# TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements  
(Unaudited)

Three and nine-month periods ended January 31, 2017 and 2016  
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

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## IFRS 9, *Financial Instruments* (“IFRS 9”):

In July 2014, the IASB issued the complete version of IFRS 9 (2014), *Financial Instruments*. IFRS 9 (2014) differs in some regards from IFRS 9 (2013) which the Company early adopted effective May 1, 2014. IFRS 9 (2014) includes updated guidance on the classification and measurement of financial assets. The final standard also amends the impairment model by introducing a new expected credit loss model for calculating impairment, and new general hedge accounting requirements. The final version of IFRS 9 supersedes all previous versions of IFRS 9 and is effective for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exemptions. Early adoption is permitted, however an entity may elect to apply earlier versions of IFRS 9 if the entity’s relevant date of initial application is before February 1, 2015. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

## IFRS 15, *Revenue from Contracts with Customers* (“IFRS 15”):

In May 2014, the IASB issued IFRS 15 which establishes principles for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers.

IFRS 15 supersedes the following standards: IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programmes*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions Involving Advertising Service*.

The core principle of IFRS 15 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

IFRS 15 also includes a cohesive set of disclosure requirements that would result in an entity providing comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts with customers.

This standard is effective for annual periods beginning on or after January 1, 2018 with earlier adoption permitted. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

# TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements  
(Unaudited)

Three and nine-month periods ended January 31, 2017 and 2016  
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

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IFRS 16, *Leases* (“IFRS 16”):

In January 2016, the IASB issued IFRS 16, which specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is twelve months or less or the underlying asset has a low monetary value. Lessors continue to classify leases as operating or finance, with IFRS 16’s approach to lessor accounting substantially unchanged from its predecessor, IAS 17, *Leases*. IFRS 16 applies to annual reporting periods beginning on or after January 1, 2019, with earlier application permitted only if IFRS 15 has also been applied. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

#### 4. Share capital:

(a) On July 6, 2016, the Company’s Board of Directors approved a 20% increase of the quarterly dividend from \$0.025 per share to \$0.03 per share. To this effect, the Company declared a dividend of \$0.03 per share, paid on August 4, 2016 to shareholders of record on July 21, 2016. On September 8, 2016, the Company declared another dividend of \$0.03 per share, paid on October 7, 2016 to shareholders of record at the close of business on September 23, 2016.

On December 1, 2016, the Company’s Board of Directors approved a 50% increase of the quarterly dividend from \$0.03 per share to \$0.045 per share. To this effect, the Company declared a dividend of \$0.045 per share, to be paid on January 12, 2017 to shareholders of record at the close of business on December 22, 2016.

On July 8, 2015, the Company declared a dividend of \$0.025 per share, paid on August 6, 2015 to shareholders of record on July 22, 2015. On September 10, 2015, the Company declared a dividend of \$0.025 per share, paid on October 9, 2015 to shareholders of record at the close of business on September 25, 2015. On December 1, 2015, the Company declared a dividend of \$0.025 per share, paid on January 12, 2016 to shareholders of record at the close of business on December 22, 2015.

(b) Earnings per share:

Basic earnings per share:

The calculation of basic earnings per share is based on the profit attributable to common shareholders and the weighted average number of common shares outstanding calculated as follows:

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|  | Three<br>Months<br>Ended<br>January 31,<br>2017 | Three<br>Months<br>Ended<br>January 31,<br>2016 | Nine<br>Months<br>Ended<br>January 31,<br>2017 | Nine<br>Months<br>Ended<br>January 31,<br>2016 |
|--|---|---|--|--|
| Profit attributable to common shareholders                   | \$ 888  | \$ 543  | \$ 1,222                                       | \$ 979   |
| Weighted average number of common shares outstanding (basic) | 12,315,326                                      | 12,315,326                                      | 12,315,326                                     | 12,315,326                                     |
| Basic earnings per common share                              | \$ 0.07   | \$ 0.04   | \$ 0.10  | \$ 0.08  |

Diluted earnings per share:

The calculation of diluted earnings per share is based on the profit attributable to common shareholders and the weighted average number of common shares outstanding after adjustment for the effects of all dilutive share options. The impact of dilutive share options is not significant and therefore diluted earnings per share equals basic earnings per share for the three and nine-month periods ended January 31, 2017 and 2016.

## 5. Revenue:

Services revenue is broken down as follows:

|                       | Three<br>Months<br>Ended<br>January 31,<br>2017 | Three<br>Months<br>Ended<br>January 31,<br>2016 | Nine<br>Months<br>Ended<br>January 31,<br>2017 | Nine<br>Months<br>Ended<br>January 31,<br>2016 |
|-----------------------|---|---|--|--|
| Professional services | \$ 7,141  | \$ 6,304  | \$ 20,187                                      | \$ 19,072                                      |
| Maintenance           | 4,035   | 3,689   | 12,005   | 10,468   |
| Others                | 636   | 509   | 1,820  | 1,450  |
|                       | \$ 11,812                                       | \$ 10,502                                       | \$ 34,012                                      | \$ 30,990                                      |

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## 6. Cost of revenue:

The following table provides details of the cost of services presented in cost of revenue:

|                        | Three<br>Months<br>Ended<br>January 31,<br>2017 | Three<br>Months<br>Ended<br>January 31,<br>2016 | Nine<br>Months<br>Ended<br>January 31,<br>2017 | Nine<br>Months<br>Ended<br>January 31,<br>2016 |
|------------------------|---|---|--|--|
| Gross expenses         | \$ 6,530  | \$ 6,069  | \$ 19,860                                      | \$ 17,791                                      |
| E-business tax credits | (579)   | (271)   | (1,603)  | (933)  |
|                        | \$ 5,951  | \$ 5,798  | \$ 18,257                                      | \$ 16,858                                      |

## 7. Net finance costs (income):

|  | Three<br>Months<br>Ended<br>January 31,<br>2017 | Three<br>Months<br>Ended<br>January 31,<br>2016 | Nine<br>Months<br>Ended<br>January 31,<br>2017 | Nine<br>Months<br>Ended<br>January 31,<br>2016 |
|--|---|---|--|--|
| Interest expense on financial liabilities measured at amortized cost | \$ 20   | \$ 32   | \$ 69  | \$ 106   |
| Decrease in fair value of share options liability                    | -   | (1)   | -  | (1)  |
| Foreign exchange loss (income)                                       | 45  | (64)  | 202  | (30)   |
| Interest income on bank deposits                                     | (20)  | (16)  | (75)   | (52)   |
| Net finance costs (income) recognized in profit or loss              | \$ 45   | \$ (49)   | \$ 196   | \$ 23  |

## 8. Derivative instruments and risk management:

The Company is exposed to currency risk as a certain portion of the Company's revenues and expenses are incurred in U.S. dollars resulting in U.S. dollar denominated accounts receivable and accounts payable and accrued liabilities. In addition, certain of the Company's cash and cash equivalents are denominated in U.S. dollars. These balances are therefore subject to gains or losses due to fluctuations in that currency. The Company may enter into foreign exchange contracts in order to offset the impact of the fluctuation of the U.S. dollar regarding the revaluation of its U.S. net monetary assets and to hedge highly probable future revenue denominated in U.S. dollars. The Company uses derivative financial instruments only for risk management purposes, not for generating trading profits. As such, any change in cash flows associated with derivative

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instruments is expected to be offset by changes in cash flows related to the net monetary position in the foreign currency and the recognition of highly probable future U.S. denominated revenue and related accounts receivable.

## Non-hedge designated derivative instruments

On January 31, 2017, the Company held outstanding foreign exchange contracts with various maturities to June 2017 to sell US\$4,200,000 into Canadian dollars at a rate of CA\$1.3248 to yield CA\$5,564,000. On January 31, 2017, the Company had recorded an overall unrealized exchange gain of \$103,000 representing the change in fair value of these contracts since inception and their initial measurement. The fair value gain of \$104,000 of certain derivatives was recorded in other accounts receivable and a fair value loss of \$1,000 on other derivatives was recorded in accounts payable and accrued liabilities.

On January 31, 2016, the Company held outstanding foreign exchange contracts with various maturities to May 2016 to sell US\$4,400,000 into Canadian dollars at a rate of CA\$1.3568 to yield CA\$5,970,000. On January 31, 2016 the Company had recorded an unrealized exchange loss of \$193,000 included in accounts payable and accrued liabilities representing the change in fair value of these contracts since inception and their initial measurement.

Additionally, on January 31, 2016, the Company held one outstanding foreign exchange contract with a February 2016 maturity to buy €70,000 in exchange for \$109,000 Canadian dollars at a rate of CA\$1.5540. On January 31, 2016 the Company had recorded an unrealized exchange loss of \$2,000 included in accounts payable and accrued liabilities representing the change in fair value of this contract since inception and its initial measurement.

## Revenue hedge designated derivative instruments

On January 31, 2017, the Company held outstanding foreign exchange contracts with various maturities to September 2017 to sell US\$10,000,000 into Canadian dollars at rates averaging CA\$1.3092 to yield CA\$13,092,000. Of the outstanding US\$10,000,000 hedge designated foreign exchange contracts, US\$6,000,000 pertained to highly probable future revenue denominated in U.S. dollars expected over the next five months while US\$4,000,000 related to realized U.S. dollar denominated revenue. On January 31, 2017, the Company had recorded an overall unrealized exchange gain of \$100,000 representing the change in fair value of these contracts since inception and their initial measurement. The fair value gain of \$136,000 of certain derivatives was recorded in other accounts receivable and a fair value loss of \$36,000 on other derivatives was recorded in accounts payable and accrued liabilities.

On January 31, 2016, the Company held outstanding foreign exchange contracts with various maturities to September 30, 2016 to sell US\$10,000,000 into Canadian dollars at rates averaging CA\$1.3105 to yield CA\$13,105,000. Of the outstanding US\$10,000,000 hedge designated foreign exchange contracts, US\$6,000,000 pertains to highly probable future revenue denominated in



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U.S. dollars expected over the next five months while US\$4,000,000 relates to realized U.S. dollar denominated revenue. On January 31, 2016, the Company had recorded an unrealized exchange loss of \$896,000 included in accounts payable and accrued liabilities representing the change in fair value of these outstanding contracts since inception and their initial measurement.

The following table represent the movement in accumulated other comprehensive income (loss) since the designation of hedging derivative instruments.

|   | Three Months<br>Ended<br>January 31,<br>2017 | Three Months<br>Ended<br>January 31,<br>2016 | Nine Months<br>Ended<br>January 31,<br>2017 | Nine Months<br>Ended<br>January 31,<br>2016 |
|---|--|--|---|---|
| Accumulated other comprehensive (loss) income at the beginning of the fiscal period                       | \$ (254)                                     | \$ (132)                                     | \$ 607                                      | \$ 95                                       |
| Net income (loss) on derivatives designated as cash flow hedges   | 345  | (946)  | (610)                                       | (2,053)                                     |
| Amounts reclassified from accumulated other comprehensive (loss) income to net earnings, and included in: |  |  |   |   |
| Revenue (decrease) increase   | (106)  | (439)  | 15  | (1,060)                                     |
| Exchange gain (loss) in net finance costs   | 78   | (260)  | (137)                                       | (519)                                       |
| Accumulated other comprehensive income (loss)   | \$ 119                                       | \$ (379)                                     | \$ 119                                      | \$ (379)                                    |

As at January 31, 2017, all of the net income presented in accumulated other comprehensive income is expected to be classified to net earnings within the next five months.

The fair value of derivative financial instruments is based on forward rates considering the market price, rate of interest and volatility and takes into account the credit risk of the financial

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instrument. The fair value hierarchy related to the outstanding foreign exchange contracts is categorized as level 2.

## 9. Related party transactions:

Key management includes the Board of Directors (executive and non-executive) and members of the Executive Committee that report directly to the President and Chief Executive Officer of the Company.

Key management and their spouses control 39.9% of the issued common shares of the Company.

The compensation paid or payable to key management is as follows:

|  | Three<br>Months<br>Ended<br>January 31,<br>2017 | Three<br>Months<br>Ended<br>January 31,<br>2016 | Nine<br>Months<br>Ended<br>January 31,<br>2017 | Nine<br>Months<br>Ended<br>January 31,<br>2016 |
|--|---|---|--|--|
| Salaries                               | \$ 861  | \$ 717  | \$ 2,275                                       | \$ 2,141                                       |
| Other short-term benefits              | 40  | 50  | 142  | 145  |
| Payments to defined contribution plans | 19  | 23  | 47   | 50   |
|  | <u>\$ 920</u>                                   | <u>\$ 790</u>                                   | <u>\$ 2,464</u>                                | <u>\$ 2,336</u>                                |

Under the provisions of the share purchase plan for key management and other management employees, the Company provided interest-free loans of \$187,000 (\$220,000 – January 31, 2016) to key management and other management employees to facilitate their purchase of Company shares during the nine months ended January 31, 2017. The outstanding loans as at January 31, 2017 amounted to \$42,000 (\$55,000 – January 31, 2016). These loans will be fully repaid before the end of the fiscal year, April 30, 2017.

## 10. Operating segments:

Management has organized the Company under one reportable segment: the development and marketing of enterprise-wide distribution software and related services. Substantially all of the Company's property and equipment, goodwill and other intangible assets are located in Canada. The Company's subsidiaries in the U.S. and the U.K. comprise sales and service operations offering implementation and maintenance services only.

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Following is a summary of revenue by geographic location in which the Company's customers are located:

|               | Three<br>Months<br>Ended<br>January 31,<br>2017 | Three<br>Months<br>Ended<br>January 31,<br>2016 | Nine<br>Months<br>Ended<br>January 31,<br>2017 | Nine<br>Months<br>Ended<br>January 31,<br>2016 |
|---------------|---|---|--|--|
| Canada        | \$ 4,233  | \$ 3,875  | \$ 13,494                                      | \$ 12,762                                      |
| United States | 11,652  | 10,917  | 34,094   | 32,381   |
| Other         | 1,500   | 837   | 2,412  | 1,179  |
|               | <u>\$ 17,385</u>                                | <u>\$ 15,629</u>                                | <u>\$ 50,000</u>                               | <u>\$ 46,322</u>                               |

## 11. Subsequent event:

On February 28, 2017, the Company declared a dividend of \$0.045 per share, to be paid on April 11, 2017 to shareholders of record at the close of business on March 21, 2017.

[www.tecsys.com](http://www.tecsys.com)

The statements in this report relating to matters that are not historical fact are forward looking statements that are based on management's beliefs and assumptions. Such statements are not guarantees of future performance, and are subject to a number of uncertainties, including but not limited to future economic conditions, the markets that TECSYS Inc. serves, the actions of competitors, major new technological trends and other factors beyond the control of TECSYS Inc., which could cause actual results to differ materially from such statements. Additional information about the Company, including copies of the continuous disclosure materials such as the annual information form, is available through the SEDAR website at <http://www.sedar.com>.

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