Smart Employee Benefits Inc.
Consolidated Financial Statements
November 30, 2016 and 2015

To the Shareholders of Smart Employee Benefits Inc.:

Management is responsible for the preparation and presentation of the accompanying consolidated financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards and ensuring that all information in the annual report is consistent with the consolidated financial statements. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the consolidated financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of consolidated financial statements.

The Board of Directors is composed primarily of Directors who are neither management nor employees of the Company. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Board fulfills these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Board is also responsible for recommending the appointment of the Company's external auditor.

MNP LLP, an independent firm of Chartered Professional Accountants, was appointed by the shareholders to audit the annual consolidated financial statements and report directly to them.

March 30, 2017

"*John McKimm"*	*"Robert Prentice"*
Chief Executive Officer	Chief Financial Officer

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Independent Auditors' Report

To the Shareholders of Smart Employee Benefits Inc.:

We have audited the accompanying consolidated financial statements of Smart Employee Benefits Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at November 30, 2016 and 2015, and the consolidated statements of changes in shareholders' equity, comprehensive loss and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Smart Employee Benefits Inc. and its subsidiaries as at November 30, 2016 and 2015, and their financial performance and their cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Smart Employee Benefits Inc. and its subsidiaries incurred a net loss and comprehensive loss of $7,992,353 during the year ended November 30, 2016 and, as of that date, the Company's current liabilities exceeded its current assets by $19,835,692. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
March 30, 2017

Smart Employee Benefits Inc.
Consolidated Statements of Financial Position
As at November 30, 2016 and 2015

	Note	Nov 30, 2016	Nov 30, 2015 *(Note 4)*
Cash and cash equivalents		$ 2,442,757	$ 1,877,170
Accounts receivable		17,330,315	9,878,070
Short term notes receivable	**4,17,19**	347,112	-
Inventory		247,817	80,716
Prepaids and deposits		652,102	535,844
Assets held by discontinued operation	**4**	-	5,603,762
Total Current Assets		**21,020,103**	**17,975,562**
Advances to acquisition target	**4**	-	1,125,671
Long-term deposits		93,412	194,148
Long-term notes receivable		2,806,067	-
Equipment	**5**	798,484	614,919
Software	**6**	1,778,535	1,925,727
Intellectual property	**6**	80,208	76,083
Customer relationships	**7**	7,453,382	5,772,514
Trade names	**8**	5,257,319	1,853,619
Goodwill	**4**	15,613,324	7,286,729
Total Assets		**$ 54,900,834**	**$ 36,824,972**
Bank loan	**9**	$ 11,154,140	$ 4,209,997
Current portion of term bank loan	**9**	1,050,000	3,412,500
Accounts payable and accrued liabilities		15,670,000	7,319,206
Deferred revenue	**10**	435,234	572,564
Short-term notes	**14,17**	9,215,997	1,650,729
Equipment leases and loans payable	**11, 12**	6,786	22,187
Government remittances and current taxes payable	**16**	1,071,671	1,133,933
Current portion of contingent consideration payable	**23**	27,475	120,874
Current portion of convertible debt	**13**	2,224,492	4,097,198
Liabilities held for discontinued operation	**4**	-	2,222,291
Total Current Liabilities		**40,855,795**	**24,761,479**
Equipment leases payable	**11**	7,148	-
Contingent consideration payable	**23**	3,649,340	2,171,050
Convertible debt	**13**	1,640,238	1,316,920
Term bank loan	**9**	1,226,000	-
Notes payable	**14,17**	1,832,286	-
Deferred income taxes	**16**	2,698,219	1,794,295
Preferred shares		350,000	350,000
Total Long Term Liabilities		**11,403,231**	**5,632,265**
Share capital	**15**	24,937,594	21,935,275
Share issue costs		(963,492)	(835,519)
Contributed surplus		3,224,582	2,168,909
Warrants	**15**	4,141,964	3,590,780
Options	**15**	1,274,342	1,700,743
Accumulated Deficit		(29,611,206)	(21,608,641)
Total Shareholders' Equity		**3,003,784**	**6,951,547**
Non-controlling interest in subsidiaries	**2,4**	**(361,976)**	**(520,319)**
		2,641,808	**6,431,228**
Total Liabilities and Shareholders' Equity		**$ 54,900,834**	**$ 36,824,972**

Going concern (Note 1), **Commitments and Contingencies** (Note 20), **Subsequent events** (Note 24)

Approved on behalf of the Board:

" Stephen Peacock" — Director

"John McKimm" — Director

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

Smart Employee Benefits Inc.
Consolidated Statements of Changes in Shareholders' Equity
For the years ended November 30, 2016 and 2015

	Share Capital		Warrants		Options		Contributed Surplus	Share Issue Costs	Accumulated Deficit	Total Shareholders' Equity	Non-controlling Interest
	Number	$	Number	$	Number	$	$	$	$	$	$
Balances November 30, 2014	**78,973,943**	**15,093,132**	**21,636,223**	**3,693,108**	**7,094,000**	**1,255,222**	**926,216**	**(612,979)**	**(15,499,981)**	**4,854,718**	**(685,967)**
Acquisition of Banyan Work Health Solution Inc.	-	(128,630)	-	-	-	-	-	-	-	(128,630)	160,890
Acquisition of Paradigm Consulting Group Inc.	5,913,877	2,542,994	1,000,000	290,000	-	-	382,286	-	-	3,215,280	-
Acquisition of SEB Consulting and HR Benefits Inc.	200,000	100,000	50,000	13,080	-	-	-	-	-	113,080	-
Conversion of notes	1,164,441	592,618	-	-	-	-	(63,618)	-	-	529,000	
Exercise of warrants	2,367,722	1,741,480	(2,367,722)	(478,755)	-	-	-	-	-	1,262,725	-
Expiration of warrants	-	-	(6,072,000)	(855,393)	-	-	855,393	-	-	-	-
Issue of options	-	-	-	-	1,200,000	673,659	-	-	-	673,659	-
Exercise of options	772,500	419,881	-	-	(772,500)	(159,506)	-	-	-	260,375	-
Expiry of options	-	-	-	-	(290,000)	(68,632)	68,632	-	-	-	-
Private placement	6,000,000	1,573,800	6,000,000	826,200	-	-	-	(120,000)	-	2,280,000	-
Finder warrants re private placement	-	-	600,000	102,540	-	-	-	(102,540)	-	-	-
Dividend from Banyan to SEB	-	-	-	-	-	-	-	-	-	-	(350,000)
Net loss and comprehensive loss for the year	-	-	-	-	-	-	-	-	(5,753,902)	(5,753,902)	-
Net income for the year attributed to non-controlling interest	-	-	-	-	-	-	-	-	(354,758)	(354,758)	354,758
Balances November 30, 2015	**95,392,483**	**21,935,275**	**20,846,500**	**3,590,780**	**7,231,500**	**1,700,743**	**2,168,909**	**(835,519)**	**(21,608,641)**	**6,951,547**	**(520,319)**
Acquisition of Maplesoft Group Inc.	4,000,000	1,280,000	1,000,000	297,800	-	-	-	-		**1,577,800**	**148,131**
Conversion of notes	16,666	10,000	-	-	-	-	-	-	-	**10,000**	-
Finder warrants re private placement	-	-	500,000	47,950	-		-	(47,950)	-	-	-
Expiration of warrants	-	-	(2,450,000)	(358,382)	-	-	358,382	-	-	-	-
Issue of options	-	-	-	-	3,990,000	270,890	-	-	-	**270,890**	-
Expiration of options	-	-	-	-	(2,851,500)	(697,291)	697,291	-	-	-	-
Private placement Dec 6 2015	4,000,000	1,371,298	4,000,000	228,702	-	-		(42,570)	-	**1,557,430**	-
Finder warrants re private placement	-	-	297,500	59,827	-	-	-	(59,827)	-	-	-
Private placement Nov 2 2016	8,264,425	1,212,391	8,264,435	440,494	-	-	-	(85,500)	-	**1,567,385**	-
Finder warrants re private placement	-	-	227,500	12,126	-	-	-	(12,126)	-	-	-
Written off Finder warrants not paid	-	-	-	-	-	-	-	120,000	-	**120,000**	-
Unwinding of Banyan acquisition	(2,000,000)	(871,370)	(555,000)	(177,333)	-	-	-	-	-	**(1,048,703)**	
Net loss and comprehensive loss for the year	-	-	-	-	-	-	-	-	(7,992,353)	**(7,992,353)**	-
Net income for the year attributed to non-controlling interest	-	-	-	-	-	-	-	-	(10,212)	**(10,212)**	**10,212**
Balances November 30, 2016	**109,673,574**	**24,937,594**	**32,130,935**	**4,141,964**	**8,370,000**	**1,274,342**	**3,224,582**	**(963,492)**	**(29,611,206)**	**3,003,784**	**(361,976)**

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

Smart Employee Benefits Inc.
Consolidated Statements of Comprehensive Loss
For the years ended November 30, 2016 and 2015

	Note	2016	2015 *(Note 4)*
Revenue		**$ 97,227,776**	**$ 42,579,694**
Cost of revenues			
Compensation		78,194,091	30,347,826
Other costs of revenue		1,823,438	1,613,979
		80,017,529	31,961,805
Gross Margin		**17,210,247**	**10,617,889**
Expenses			
Salaries and other compensation costs	**19**	8,680,512	5,759,133
Office and general		5,044,631	4,003,105
Professional fees		1,404,975	1,658,136
Amortization	**6,7,8**	4,340,165	2,409,598
Depreciation of equipment	**5**	260,838	248,338
Change in fair value of contingent consideration	**23**	476,052	(128,350)
Share-based compensation	**15**	270,890	673,659
		20,478,063	**14,623,619**
Loss before the following:		**(3,267,816)**	**(4,005,730)**
Acquisition and integration costs		1,836,737	1,010,127
Write-down of intangibles	**4**	-	551,516
Interest expense		2,727,917	1,026,396
Accretion of interest	**13**	397,733	752,480
Gain on sale of a portion of business	**4**	-	(1,124,837)
Net loss before income tax		(8,230,203)	(6,221,412)
Recovery of income tax	**16**	(237,850)	(365,285)
Net loss before discontinued operations		**$ (7,992,353)**	**$ (5,856,127)**
Net income from discontinued operations, net of tax		-	102,224
Net loss and comprehensive loss		**$ (7,992,353)**	**$ (5,753,903)**
Attributed to non-controlling interest		**$ 10,212**	**$ 354,758**
Attributed to common shareholders		**$ (8,002,565)**	**$ (6,108,661)**
Weighted average number of shares			
- basic and diluted	15	**103,287,242**	**88,238,095**
Net loss per common share from discontinued operations			
- basic and diluted		**$ -**	**$ -**
Net loss per common share from continuing operations			
- basic and diluted		**$ (0.08)**	**$ (0.07)**

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

Smart Employee Benefits Inc.
Consolidated Statements of Cash Flows
For the years ended November 30, 2016 and 2015

	Notes	2016	2015 *(Note 4)*
Net loss and comprehensive for the year		**$ (7,992,353)**	**$ (5,856,127)**
Items not affecting cash:			
Income tax recovery		(301,236)	(108,934)
Amortization of intangible assets	**6,7,8**	4,340,165	2,409,598
Depreciation of equipment	**5**	260,838	248,338
Accretion of interest	**13**	397,733	752,480
Write-down of intangibles	**4**	-	551,516
Gain on sale of business	**4**	-	(1,124,837)
Share-based compensation		270,890	673,659
Change in contingent liability	**23**	476,052	(128,350)
Accrued interest		-	143,631
Non-cash working capital	**21**	1,483,186	(144,791)
Total adjustments		**6,927,628**	**3,272,310**
Cash flows from operating activities of continuing operations		**(1,064,725)**	**(2,583,817)**
Cash flows from operating activities of discountinued operations		**-**	221,537
Cash flows used in operating activities		**(1,064,725)**	**(2,362,280)**
Cash flows from investing activities			
Advances to acquisition target	**4**	1,125,671	(1,125,671)
Proceeds from sale of business	**4**	150,000	1,850,000
Purchase of software, intellectual property and equipment	**5, 6**	(300,304)	(1,018,690)
Acquisition of Paradigm	**4**	-	(7,974,270)
Net cash on acquisition of Paradigm	**4**	-	1,159,848
Acquisition and financing costs		(1,836,737)	-
Cash flows from investing activities of continuing operations		**(861,370)**	**(7,108,783)**
Cash flows from investing activities of discountinued operations		1,625,000	533,655
Cash flows from (used in) investing activities		**763,630**	**(6,575,128)**
Cash flows from financing activities			
Proceeds of operating line	**9**	98,794	2,727,789
Financing from bank term loan	**9**	-	4,200,000
Repayment of bank term loan	**9**	(1,136,500)	(787,500)
Proceeds from equity financings	**15**	3,204,838	2,400,000
Issue costs from equity financings	**15**	(80,023)	(120,000)
Proceeds from exercised warrants	**15**	-	1,262,725
Proceeds from exercised options	**15**	-	260,375
Conversion of notes		10,000	-
Repayment of equipment leases		(20,777)	(37,696)
Repayment of equipment loans		7,148	(17,000)
Advances of short-term notes	**14**	730,324	1,500,000
Repayment of convertible debt	**13**	(1,947,122)	(222,018)
Cash flows from financing activities of continuing operations		**866,682**	**11,166,675**
Cash flows from financing activities of discountinued operations		**-**	**216,000**
Cash flows from financing activities		**866,682**	**11,382,675**
Net increase in cash and cash equivalents		565,587	1,474,075
Cash and cash equivalents, beginning of year		1,877,170	403,095
Cash and cash equivalents, end of year		**$ 2,442,757**	**$ 1,877,170**

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

	2016	2015
Cash paid during the year for:		
Interest paid	$ 2,193,833	$ 902,501
Income taxes	667,995	493,744
Non-cash transactions during the year:		
Common shares issued in business combination	$ 1,280,000	$ 2,514,364
Warrants issued in business combinations	297,800	303,080
Face value of convertible debt issued in business combinations	-	1,106,390
Fair value of convertible debt converted into common shares	10,000	529,000

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

1. Nature of Operations and Going Concern

Smart Employee Benefits Inc. (the "Company" or "SEB") is a technology company providing software-enabled services in the areas of healthcare transaction processing, software solutions, and professional services for corporate and government clients.

These financial statements are the audited consolidated financial statements of Smart Employee Benefits Inc. and its active subsidiary and associated companies as discussed below listed by operating segment:

Company	SEB Ownership
Technology Division	
APS - Antian Professional Services Inc.	100%
Inforica Inc.	50%
Logitek Technology Ltd.	100%
Maplesoft Group Inc.	100%
Paradigm Consulting Group Inc.	100%
SOMOS Consulting Group Ltd.	100%
Stroma Service Consulting Inc.	100%
Benefits Division	
Adeeva Nutrutionals Canada Inc.	100%
Meschino Health and Wellness Corporation	75%
SEB Administrative Services Inc.	100%
SEB Benefits and HR Consulting Inc.	50%
SES Benefits Canada Corporation	100%
SEB Analytics Inc.	50%
Corporate Division	
Smart Employee Solutions Inc.	100%

The Company's head office is 5500 Explorer Drive, 4th Floor, Mississauga, Ontario, L4W 5C7 and its registered and records office address is 2355 Skymark Avenue, Suite 300, Mississauga, Ontario, L4W 4Y6.

These audited consolidated financial statements were authorized for issuance by the Board of Directors on March 30, 2017.

These consolidated financial statements have been prepared on a going concern basis which presumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of its operations.

1. Nature of Operations and Going Concern (continued)

As at November 30, 2016, the Company has a working capital deficiency from continuing operations of $19,835,692 (2015 - $10,167,389), and an accumulated deficit of $29,611,206 (2015 - $21,608,641). For the year ended November 30, 2016, the Company incurred a net loss and comprehensive loss of $7,992,353 (2015 - $5,753,903), and negative cash flow from continuing operations of $1,064,725 (2015 - $2,583,817). These conditions raise significant doubt about the ability of the Company to continue as a going concern without additional equity or debt financing.

Management of the Company has to date been successful in raising capital through equity and debt offerings. However, there is no assurance that the Company will continue to be successful in the future.

Acquisitions and investments in associate companies are made with the goal of obtaining positive cash flows which are expected to contribute to the operating results of the Company, partially based on restructurings and other initiatives Management has executed within the acquisitions. The Company continues to acquire companies which it believes will enhance the earnings capability of the Company. However, there are no assurances that Management will be successful in achieving this goal.

However, there is no assurance that the Company will be able to produce net income or continue to generate positive cash flow from operations in the foreseeable future. Based on these events and conditions, there are uncertainties that may cast significant doubt on the Company’s ability to continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business.

To remain a going concern, the Company will require additional capital to enable it to further develop its software and generate future positive cash flows. It cannot be determined at this time whether these objectives will be realized.

These consolidated financial statements do not reflect the adjustments or reclassifications of assets and liabilities which would be necessary if the Company were unable to continue as a going concern.

2. Significant Accounting Policies

Statement of Compliance

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee (“IFRIC”), effective for the Company’s reporting for the year ended November 30, 2016. The accounting policies adopted are consistent with those of the previous financial year.

Basis of Measurement

These consolidated financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

2. Significant Accounting Policies (continued)

Functional and Presentation Currency

These consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and all subsidiaries.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Logitek Technology Ltd. ("Logitek"), SOMOS Consulting Group Ltd. ("SOMOS"), APS – Antian Professional Services Inc. ("Antian"), Stroma Service Consulting Inc. ("Stroma"), Smart Employee Solutions Inc. ("SES"), SES Benefits Canada Corporation ("SESBC"), SEB Adminstrative Services Inc., Adeeva Nutritionals Canada Inc. ("Adeeva"), Paradigm Consulting Group Inc. ("Paradigm") and Maplesoft Group Inc. ("Maplesoft"). Maplesoft has the following wholly owned subsidiaries; Maplesoft Consulting Inc., Maplesoft GTA Inc. and a 49% interest in Northern Brainwaves Consulting Group Inc. and 80% interest in Groupe Maplesoft Quebec Inc. In addition, the Company has a 50% ownership in Inforica Inc. (including Inforica Technology Solutions and Inforica Energy Solutions - "Inforica"), a 75% ownership in Meschino Health and Wellness Corporation ("Meschino"), a 50% interest in SEB Benefits and HR Consulting Inc. and a 50% interest in SEB Analytics Inc. Subsidiaries are entities controlled by the Company. The Company is considered to control a subsidiary when it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. Subsidiaries are included in the consolidated financial statements from the date control is obtained until the date control ceases. Where the Company's interest in a subsidiary is less than 100%, the Company recognizes non-controlling interests. All intercompany balances, transactions, income, expenses, profits and losses, including unrealized gains and losses have been eliminated upon consolidation.

Associate Investments

Associates are entities over which the Company has significant influence and that are neither subsidiaries nor interests in joint ventures. Significant influence is the power to participate in the financial and operating policy decisions of the investee without having control or joint control over those policies. In general, significant influence is presumed to exist when the Company has between 20% and 50% of voting power. Significant influence may also be evidenced by factors such as the Company's representation on the Board of Directors, participation in policy-making of the investee, material transactions with the investee, interchange of managerial personnel, or the provision of essential technical information. Associates are equity accounted for from the effective date of commencement of significant influence to the date that the Company ceases to have significant influence.

Results of associates are equity accounted for using the results of their most recent annual or interim financial statements.

The carrying value of the investment in an associate represents the cost of the investment, including goodwill, a share of the post-acquisition retained earnings and losses and any impairment losses. At the end of each reporting period, the Company assesses whether there is any objective evidence that its investments in associates are impaired and if so, records an impairment loss in its statement of comprehensive loss.

2. Significant Accounting Policies (continued)

Use of Estimates and Judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to these consolidated financial statements are as follows:

a) Goodwill is tested for impairment annually or more frequently if there is an indication of impairment. The carrying value of intangible assets with definite lives (software, trade names, intellectual property and customer relationships) and equipment is reviewed each reporting period to determine whether there is any indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in the consolidated statement of comprehensive loss. The assessment of fair values requires the use of estimates and assumptions related to future operating performance and discount rates; differences in these estimates and assumptions could have a significant impact on the consolidated financial statements. During the year ended November 30, 2016, the Company has not recognized a write-down of intangibles (2015 - $551,516). See Note 4 for further information on the goodwill impairment test.

b) Significant judgment is involved in the determination of useful life for the computation of depreciation of equipment and amortization of intangible assets. No assurance can be given that actual useful lives will not differ significantly from current assumptions.

c) Applying the acquisition method to business combinations requires each identifiable asset and liability to be measured at its acquisition date fair value. The excess, if any, of the fair value of consideration over the fair value of the net identifiable assets acquired is recognized as goodwill. The determination of acquisition date fair values often requires management to make assumptions and estimates about future events. The assumptions with respect to fair value of intangible assets require a high degree of judgment and include estimates for future operating performance, discount rates, technology migration factors and terminal value rates.

d) The inputs and assumptions used in the valuation and recording of share-based payments involve management assumptions and estimates which could have a significant impact on the consolidated financial statements.

e) Determining whether there exists material uncertainty that casts significant doubt about the Company's ability to continue as a going concern requires Management to exercise its judgment, in particular about its ability to obtain funds to continue operations (see Note 1).

f) The Company assesses the provision for legal or constructive obligations at each reporting period or when new material information becomes available. Legal and contractual matters are subject to interpretation and the Company may engage external advisors to assist with periodic assessments. To the extent that interpretation of legal and contractual matters differ significantly from estimates, the actual judgments and settlement amounts may vary significantly from management's estimates.

2. Significant Accounting Policies (continued)

Business Combinations

A business combination is a transaction or other event in which control over one or more businesses is obtained. A business is an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits. A business consists of inputs and processes applied to those inputs that have the ability to create outputs that provide a return to the Company and its shareholders. A business need not include all of the inputs and processes that were used by the acquiree to produce outputs if the business can be integrated with the inputs and processes of the Company to continue to produce outputs. If the integrated set of activities and assets is in the research and development stage, and thus, may not have outputs, the Company considers other factors to determine whether the set of activities and assets is a business.

Business acquisitions are accounted for using the acquisition method whereby acquired assets and liabilities are recorded at fair value as of the date of acquisition with the excess of the purchase consideration over such fair value being recorded as goodwill and allocated to cash generating units. Cash generating units are the smallest identifiable group of assets, liabilities and associated goodwill that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Non-controlling interest in an acquisition may be measured at either fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's net identifiable assets.

If the fair value of the net assets acquired exceeds the purchase consideration, the difference is recognized immediately as a gain in the consolidated statement of comprehensive loss.

Acquisition related costs are expensed during the period in which they are incurred, except for the cost of debt or equity instruments issued in relation to the acquisition which is included in the carrying amount of the related instrument.

Certain fair values may be estimated at the acquisition date pending confirmation or completion of the valuation process. Where provisional values are used in accounting for a business combination, they may be adjusted retrospectively in subsequent periods. However, the measurement period will not exceed one year from the acquisition date.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39 Financial Instruments: Recognition and Measurement, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognized in profit or loss.

2. Significant Accounting Policies (continued)

Non-controlling Interest

The Company recognizes any non-controlling interest on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of the acquiree's identifiable net assets.

Revenue Recognition

The Company is organized into two revenue-generating divisions; Benefits Division and Technology Division.

Technology Division
Through the Technology Division, the Company provides the following revenue-generating services:

Services charged on either a time and materials or fixed price basis. The Company recognizes revenue for the services as the services are performed and when collection is reasonably assured. Examples include:

- project management consulting and training, and information technology staffing
- event management
- software development

Services charged on a fee basis, either periodic or transactional. The Company recognizes revenue for the services on a periodic basis or on completion of the transaction and when collection is reasonably assured. Examples include:

- information technology hosting
- supply chain transactions
- energy information management
- software licensing

Fees paid in advance of the services being provided are recorded as deferred revenue and recognized into revenue over the period in which the service is performed.

Benefits Division
Through the Benefits Divsion, the Company provides the following revenue-generating products and services:

Services charged on a fee basis, either periodic or transactional. The Company recognizes revenue for the services on a periodic basis or on completion of the transaction and when collection is reasonably assured. Examples include:

- processing of group health benefits
- provision of on-line wellness content and self-management software

Products sold. Revenue is recorded as products are shipped and when collection is reasonably assured.

In general, revenue from all streams is recognized when the following criteria are met:

- the amount of revenue can be reliably measured;
- the stage of completion can be reliably measured; and
- the receipt of economic benefits is probable.

2. Significant Accounting Policies (continued)

Convertible Debentures

The Company accounts for its convertible debentures as financial instruments in accordance with IAS 32 Financial Instruments – Presentation. IAS 32 requires financial instruments that consist of both elements of debt and equity, to be accounted for in accordance with the substance of the contractual arrangement on initial recognition. With respect to the Company's convertible debentures, the instrument is valued using an appropriate market rate of interest applicable to the debt, assuming it had no conversion feature or attached warrants. The excess of the net proceeds received from the debenture over their respective fair values (residual value method) is recorded as the value of the conversion feature as equity. The carrying value of the liability component is accreted to the principal face amount as accretion interest expense over the term of the liability using the effective interest rate method.

Equipment

The Company records as assets the cost of equipment when purchased. The Company records depreciation of its equipment according to the following rates, which approximate the useful lives of these assets:

Furniture and office equipment	20% straight-line and 20% declining balance
Computer hardware	30% straight-line and 30% declining balance
Computer hardware under lease	30% declining balance

The estimated useful life and depreciation method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Equipment under finance lease is accounted for at cost. The cost corresponds to the present value of the minimum lease payments. Depreciation is based on the equipment's estimated useful life.

Cash and Cash Equivalents

Cash and cash equivalents includes cash and highly liquid investments with a maturity of three months or less at the date of acquisition.

Intangible Assets

The Company's intangible assets consist of:

- software, licenced, acquired or developed;
- brands and trade names;
- customer relationships, acquired through acquisition; and
- intellectual property.

The Company amortizes all software over its estimated useful life of 5 to 10 years on a straight-line basis and amortizes the customer relationships, brands, trade names and intellectual property over their estimated useful lives of 5 years on a straight-line basis.

Intangible assets are measured at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets acquired through business combinations are initially recognized at fair value, based on an allocation of the purchase price. The intangible assets are amortized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization methods of the intangible assets are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

2. Significant Accounting Policies (continued)

Intangible Assets (continued)

Internally generated intangible assets
The Company recognizes expenditures on research activities as an expense in the year in which it incurs the expenditures. It recognizes an internally-generated intangible asset arising from development if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset for use or sale;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditures attributable to the intangible asset during its development.

Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive loss.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Share-based Payments

Equity-settled share-based payments for directors, officers, employees and consultants are measured at fair value at the date of grant and recorded as compensation expense in the consolidated financial statements with a corresponding increase in options. The fair value, using the Black-Scholes model, determined at the grant date of the equity-settled share-based payments is expensed over the vesting period based on the Company's estimate of shares that will eventually vest. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share-based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

2. Significant Accounting Policies (continued)

Share-based Payments (continued)

Share purchase warrants are recorded to warrants on the consolidated statements of financial position when issued and valued using the Black-Scholes model.

Loss Per Share

Basic loss per share is calculated by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted. The diluted loss per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share.

Fair Value Measurement of Financial Instruments

Non-derivative financial instruments are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Non-derivative financial instruments are recognized initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs.

Fair value through profit or loss
Financial assets at fair value through profit or loss (“FVTPL”) are measured at their fair value with changes in fair value recognized in net profit or loss.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method.

Other financial liabilities
Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

2. Significant Accounting Policies (continued)

Fair Value Measurement of Financial Instruments (continued)

IFRS 13 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; (cash is measured within level 1 of the hierarchy);
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) for substantially the full term of the asset or liability; and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data and unobservable inputs supported by little or no market activity.

The following is a summary of the accounting model the Company has elected to apply to each of its significant categories of financial instruments outstanding at November 30, 2016 and 2015:

Fair value through profit and loss:
- Cash and cash equivalents
- Contingent consideration payable

Loans and receivables:
- Accounts receivable
- Short-term notes receivable
- Advances to acquisition target
- Long-term notes receivables

Other financial liabilities:
- Bank loan
- Term bank loan
- Accounts payable and accrued liabilities
- Short-term notes
- Equipment leases and loans payable
- Notes payable
- Convertible debt
- Preferred shares

Impairment of Assets

Financial assets
A financial asset not carried at fair value through profit or loss is assessed at the end of each reporting period to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

2. Significant Accounting Policies (continued)

Impairment of Assets (continued)

Financial assets (continued)
An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between the asset's carrying value and its fair value. Losses are recognized in profit or loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets
The carrying amounts of the Company's non-financial assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3. Recent Accounting Pronouncements

Standards issued or amended which will be adopted in future periods

IFRS 9 – Financial Instruments was issued by the IASB to establish principles for the financial reporting of financial assets and financial liabilities, including requirements for classification and measurement, impairment, and hedge accounting. This standard is mandatorily effective from January 1, 2018, with earlier application permitted.

IFRS 15 - Revenue from Contracts with Customers, effective for annual periods beginning on or after January 1, 2018, with early adoption permitted, specifies how and when to recognize revenue and enhances relevant disclosures to be applied to all contracts with customers.

IFRS 16 - Leases sets out a new model for lease accounting, replacing IAS 17. IFRS 16 will be effective for accounting periods beginning on or after January 1, 2019. Early adoption will be permitted, provided the Company has adopted IFRS 15.

The Company is currently assessing the effects of these new standards and intends to adopt them on their effective dates.

4. Business Combinations and Associate Investments

(a) Investment and Acquisition, Deconsolidation and Unwinding of Banyan Work Health Solutions Inc.

On November 3, 2014, the Company acquired 50% of Banyan Work Health Solutions Inc. and BITS Licensing Inc. (collectively "Banyan"). The Company had 50% Board representation and 50% of the voting rights, as does one other shareholder. For the year ended November 30, 2014, the Company accounted for the investment in Banyan on an equity accounting basis. From December 1, 2014 to November 30, 2015 the Company had the right to appoint a further Director. This ability was determined to give the Company control over Banyan and therefore the investment was accounted for between December 1, 2014 and November 30, 2015 by consolidating the results and financial position of Banyan with that of the Company. Subsequent to November 30, 2015, the Company was not asserting that right and therefore, beginning December 1, 2015, accounted for and reported the results of Banyan on an equity accounting basis.

The purchase price to acquire the 50% equity interest in Banyan for the following consideration;

1) Cash of $1,575,000.

2) 2,000,000 common shares with a fair value of $1,000,000 and 1,000,000 common share purchase warrants with a fair value of $319,200. Of the $1,000,000 of common share consideration, $750,000 of the shares were released at closing, subject to a contractual escrow over 36 months, while the release of the remaining $250,000 of shares were subject to Banyan achieving the same performance criteria post-closing that is applicable to the cash consideration. The common shares issued, including the escrowed common shares, have been valued at fair value based on the closing market price on the date of issuance. The escrowed common shares were not released.

3) Contingent consideration of $425,000 over a four year period based on certain performance criteria. The $425,000 cash payable was recorded as a contingent consideration payable and recorded at fair value using a discount rate of 4.75% (Note 23). The contingent consideration was not paid.

Additionally, the 1,000,000 common share purchase warrants were issued as warrants to key Banyan employees. The warrants have an exercise price of $0.50 per share and a term of 48 months, with one-third of the warrants vesting at the end of each year for the first 36 months. The common share purchase warrants issued to employees were determined to be part of the consideration and not a normal operating expenditure as there are no performance conditions.

4. Business Combinations and Associate Investments (continued)

(a) Investment and Acquisition, Deconsolidation and Unwinding of Banyan Work Health Solutions Inc. (continued)

The fair value of consideration transferred is as follows:

Cash paid on closing	$	1,575,000
Common shares issued (Note 15)		750,000
Warrants issued (Note 15)		319,200
Contingent liability - common shares (Note 15)		121,370
Contingent liability - cash consideration (Note 23)		378,500
Total fair value of consideration paid	**$**	**3,144,070**

The fair value was allocated to assets acquired on December 1, 2014 as follows:

Net tangible assets	$	1,324,281
Non-controlling interest		(1,455,480)
Trade names (Note 8)		540,000
Customer relationships (Note 7)		1,020,000
Technology and website (Note 6)		310,000
Goodwill		1,688,590
Deferred income taxes (Note 16)		(283,321)
Total	**$**	**3,144,070**

Net tangible liabilities of Banyan on acquisition were as follows:

Cash	$	848,558
Accounts receivable		997,851
Prepaid expenses		20,212
Equipment (Note 5)		271,652
Total assets	**$**	**2,138,273**
Accounts payable and accrued liabilities	$	813,992
Total liabilities	**$**	**813,992**
Net tangible assets	**$**	**1,324,281**

Revenue and net income before income taxes relating to Banyan for the period from December 1, 2014 to November 30, 2015 was $7,767,605 and $584,220 respectively.

Goodwill is primarily related to growth expectations, assembled workforce and expected cost synergies.

The goodwill of $1,688,590 was allocated to the Banyan CGU which is part of the Benefits Division operating segment disclosed in Note 22 and is not deductible for tax purposes. All accounts receivable are in the normal course of operations and recorded at fair value. The non-controlling interest was calculated as 50% of the net tangible assets and intangible assets including trade names, customer relationships, technology and website and the related deferred income taxes.

4. Business Combinations and Associate Investments (continued)

(a) Investment and Acquisition, Deconsolidation and Unwinding of Banyan Work Health Solutions Inc. (continued)

On July 26, 2016, the Company unwound the original transaction. The 50% shareholding was returned to the original Banyan shareholder. Banyan represented approximately 15% of the Company's revenues for the year ended November 30, 2015.

Highlights of Banyan's Financial Position

	Nov 30, 2015
Cash and cash equivalents	$ 971,192
Accounts receivable	804,578
Prepaids and deposits	22,123
Current assets	**$ 1,797,893**
Equipment	227,170
Software	642,109
Customer relationships	816,000
Trade names	432,000
Goodwill	1,688,590
Non-current assets	**$ 3,805,869**
Assets held by discontinued operations	**$ 5,603,762**
Bank loan	$ 216,000
Accounts payable and accrued liabilities	184,333
Current liabilities	**$ 400,333**
Contingent consideration payable	203,769
Deferred income taxes	323,599
Non-current liabilities	**527,368**
Non-controlling interest in subsidiaries	**1,294,590**
Liabilities held by discontinued operations	**$ 2,222,291**

Highlights from Banyan's Statement of Comprehensive Income

	Dec 1, 2014 to Nov 30, 2015
Revenue	**$ 7,767,605**
Cost of revenues	5,751,872
Gross Margin	**2,015,733**
Expenses	1,913,509
Net income and comprehensive income	**$ 102,224**
SEB's 50% interest	**$51,112**

4. Business Combinations and Associate Investments (continued)

(a) Investment and Acquisition, Deconsolidation and Unwinding of Banyan Work Health Solutions Inc. (continued)

Per the terms of the Unwinding, the Company received $1,625,000 in cash and the return of other consideration advanced by the Company under the terms of the Original Transaction, being the return for cancellation of 2,000,000 SEB shares, return and cancellation of 555,000 employee warrants, and cancellation of all of the Company's contingent obligations arising from the Original Transaction. The loss on unwinding of Banyan was not material.

The proceeds from unwinding of Banyan were accounted for as follows:

Proceeds	**$ 1,625,000**
Investment in Banyan	$ 2,967,232
Liability cancellation	(293,529)
Common shares	(871,370)
Warrants	(177,333)
	$ 1,625,000

(b) Acquisition of Paradigm Consulting Group Inc.

On December 31, 2014, the Company acquired 100% of the shares of Paradigm Consulting Group Inc. and 100% of the partnership units of PCGI Consulting Services Partnership. The two entities, were subsequently amalgamated into one company, named Paradigm Consulting Group Inc. ("Paradigm"). The purchase price of Paradigm was up to $15,793,436, consisting of firm consideration of up to $13,427,864 (subject to closing adjustments) and additional consideration of up to $2,365,572 if certain performance targets are achieved.

The "firm consideration" consisted of the following:

1) Cash of up to $9,288,112 (including a potential $1,600,000 working capital balance sheet adjustment- see below). The final cash payment was $7,974,270, which included the final working capital adjustment of $286,158.

2) Vendor convertible notes in the aggregate principal amount of $1,106,390, with interest accruing at an annual rate of 3% payable quarterly in arrears with one third of the outstanding principal payable at the end of year two and the balance payable at the end of year three. The notes are convertible into SEB shares at $0.50 per share (Note 13).

3) 5,913,877 SEB shares with a fair value of $2,542,994 (Note 15). The shares are subject to a 36-month contractual escrow, with one-sixth of the shares being released every six months over the 36 months following the closing of the transaction.

4) Up to $2,365,572 in contingent consideration over a four year period based on certain performance measures. $1,774,179 to be paid at the end of year three following closing, subject to meeting a cumulative EBITDA of $8,870,898 and $591,393 to be paid at the end of year four following closing, subject to meeting a cumulative EBITDA of $11,827,864.

4. Business Combinations and Associate Investments (continued)

(b) Acquisition of Paradigm Consulting Group Inc. (continued)

In addition, the Company issued 1,000,000 share purchase warrants with a fair value of $290,000 to Paradigm employees as warrants (Note 15). All warrants have a 48-month term and an exercise price of $0.50 per share. The warrants vest one-sixth every six months over a 36 month period following the closing of the transaction. The common share purchase warrants issued to employees was determined to be part of the consideration and not a normal operating expenditure as there are no performance conditions.

Prior to the close of the transaction, Paradigm Consulting Group Inc. paid out $1,101,575 to its shareholders by way of a reduction of Paid-up Capital. This payment plus the payment of $286,158 noted below satisfied the obligation of the originally estimated and announced $1,600,000 working capital adjustment payment.

4. Business Combinations and Associate Investments (continued)

(b) Acquisition of Paradigm Consulting Group Inc. (continued)

The fair value of consideration transferred was as follows:		
Cash paid on closing	$	7,688,112
Payment re working capital adjustment		286,158
Total cash payments		7,974,270
Shares issued		2,542,994
Warrants issued (Note 15)		290,000
Convertible note issued (Note 13)		1,106,390
Contingent liability (Note 23)		1,171,550
Total	**$**	**13,085,204**

The fair value was allocated to assets acquired as follows:		
Net tangible assets	$	3,448,535
Customer relationships (Note 7)		5,090,000
Trade names (Note 8)		1,280,000
Non-compete agreements (Note 7)		560,000
Goodwill		4,697,380
Deferred income taxes (Note 16)		(1,990,711)
Total	**$**	**13,085,204**

Net tangible assets of Paradigm on acquisition were as follows:		
Cash	$	1,159,848
Accounts receivable		4,154,741
Prepaids		143,649
Equipment (Note 5)		160,589
Total assets	**$**	**5,618,827**
Accounts payable and accruals	$	2,126,581
Income taxes payable		38,593
Deferred revenue		5,118
Total liabilities	**$**	**2,170,292**
Net tangible assets	**$**	**3,448,535**

Goodwill is primarily related to growth expectations, assembled workforce and expected cost synergies.

The goodwill of $4,697,380 has been allocated to the Paradigm CGU which is part of the Technology Division operating segment disclosed in Note 22 and is not deductible for tax purposes. All accounts receivable are in the normal course of operations and recorded at fair value.

4. Business Combinations and Associate Investments (continued)

(c) Acquisition of 50% of SEB Benefits and HR Consulting Inc.

On February 11, 2015, the Company acquired 50% of SEB Benefits and HR Consulting Inc. The terms of the transaction are as follows:

1) $100,000 of SEB shares at $0.50 per share, the shares being subject to a contractual escrow over a 24 month period, released 25% every 6 months.
2) 50,000 share purchase warrants to acquire SEB shares. The warrants are exercisable at $0.50 per SEB share for a term of 36 months and vest on the same terms as the SEB Shares stated above.
3) In addition, SEB will provide start-up support in areas of business infrastructure, working capital loans and other aspects.

The fair value of consideration transferred was as follows:		
Shares issued (Note 15)		100,000
Warrants issued (Note 15)		13,080
Total	**$**	**113,080**

The fair value was allocated to assets as follows:		
Goodwill	**$**	**113,080**

(d) Divestment of Portion of Business

On December 19, 2014, Logitek Technology Ltd. ("Logitek"), a wholly-owned subsidiary of SEB, entered into an agreement with DiCentral Corporation ("DiCentral") to jointly service the Canadian Electronic Data Interchange ("EDI") market. As part of this transaction, DiCentral acquired Logitek's EDI business, for $2,150,000. The Company received $1,850,000 for the year ended November 30, 2015. $75,000 in January, 2016, $75,000 in June 2016. The remaining $150,000 was received in January, 2017.

The proceeds from the sale of the business were accounted for as follows:

Proceeds	$ 2,150,000
Cost of the sale made up of the following intangible assets:	
Software	382,845
Customer relationships	211,705
Trade names	105,450
Goodwill	325,163
	1,025,163
Gain on sale of portion of business	**$ 1,124,837**

4. Business Combinations and Associate Investments (continued)

(e) Acquisition of Maplesoft Group Inc.

On December 1, 2015 the Company acquired Maplesoft Group Inc. ("Maplesoft"), an Ottawa-based business with regional offices in Calgary, Montreal and Toronto under the following terms:

1. The purchase price for the Maplesoft common and preferred shares was $4,000,000, which was satisfied by the issuance of 4,000,000 SEB common shares at a deemed price of $0.50 per share and a promissory note for the preferred shares of $2,000,000 (the "Promissory Note"). The SEB shares issued on the transaction are subject to contractual escrow releases. The Promissory Note bears interest at 6% per annum. It was due March 31, 2016 and extended to February 7, 2017. The Maplesoft common and preferred shares are pledged in support of various debt facilities assumed in the transaction.

2. Term debt assumed of approximately $8,428,028 plus a revolving operating credit facility of up to $7,500,000. See Note 17 for discussion of maturity dates. SEB has guaranteed $4,784,000 of the debt. The CEO of the Company has personally guaranteed $2,560,000 of the debt.

3. The Company made a working capital investment in Maplesoft of $1,500,000. As at November 30, 2015, the Company had advanced Maplesoft $1,125,671 related to the working capital investment.

4. 1,000,000 share purchase warrants with a five year term for employee and consultant vesting over a 48-month period, with an exercise price of $0.50 per share; and

5. Performance incentive consideration equivalent to 15% of the increase of the enterprise value of Maplesoft Consulting Inc. over a five year period (the "Performance Incentive Payments").

In addition, the Company committed to provide an advance of $2,000,000 to former Maplesoft shareholders to be secured by the SEB shares issued to such shareholders and other Maplesoft related assets where the shareholders have an interest. The advance will be offset against any amounts owed to such shareholders including the Performance Incentive Payments. $347,112 was advanced to former Maplesoft shareholders as of November 30, 2016.

4. Business Combinations and Associate Investments (continued)

(e) Acquisition of Maplesoft Group Inc. (continued)

The fair value of consideration transferred was as follows:		
Shares issued (Note 15)		1,280,000
Promissory note (Note 14)		2,000,000
Warrants issued (Note 15)		297,800
Bank Debt (Note 9)		6,845,549
Notes Payable (Note 14)		6,768,098
Contingent consideration (Note 23)		908,839
Total	**$**	**18,100,286**

The fair value is allocated to assets acquired was as follows:		
Net tangible assets	$	2,832,867
Non-controlling interest in subsidiaries		(148,131)
Tradenames (Note 8)		4,950,000
Customer relationships (Note 7)		4,090,000
Goodwill		8,326,595
Deferred income taxes (Note 16)		(1,951,045)
Total	**$**	**18,100,286**

Net tangible assets of Maplesoft on acquisition are as follows:		
Working capital	$	2,269,617
Litigation contingency (Note 20)		(255,000)
Loans receivable		449,635
Equipment		368,615
Net tangible assets	**$**	**2,832,867**

Revenue and net income before income taxes relating to Maplesoft for the period from December 1, 2015 to November 30, 2016 was $53,053,948 and $518,495 respectively.

Goodwill is primarily related to growth expectations, assembled workforce and expected cost synergies.

The goodwill of $8,326,595 has been allocated to the SOMOS/Antian/Maplesoft CGU which is part of the Technology Division operating segment disclosed in Note 22 and is not deductible for tax purposes.

4. Business Combinations and Associate Investments (continued)

(f) Summary of Goodwill and Impairment Testing

Continuity of goodwill from business combinations as follows:

The balance of Goodwill arises from the following:

	Balance Nov 30, 2015	Acquisitions / unwinding	Balance Nov 30, 2016
Logitek Technology Ltd.	$ 553,655	$ -	$ 553,655
Inforica Inc.	935,165	-	935,165
Adeeva Nutritionals Canada Inc.	620,464	-	620,464
Stroma Service Consulting Inc.	366,985	-	366,985
Paradigm Consulting Group Inc.	4,697,380	-	4,697,380
SEB Benefits and HR Consulting Inc.	113,080	-	113,080
Maplesoft Group Inc.	-	8,326,595	8,326,595
Total Goodwill	**$ 7,286,729**	**$ 8,326,595**	**$ 15,613,324**
Assets held by discontinued operations: Banyan Work Health Solutions Inc.	**$ 1,688,590**	**$ (1,688,590)**	**$ -**

For purposes of the annual impairment test, the Company applied the value in use method in completing its analysis. Using five year (and related terminal value) discounted future cash flow model with multiple model scenarios, the Company created a range of outcomes in determining the recoverable amount.

Below are the results and key assumptions used in the annual impairment test for each CGU:

SOMOS/Antian/Maplesoft CGU

As a result of this analysis, the Company concluded the recoverable amount of the CGU was greater than its carrying amount as of November 30, 2016 and no impairment loss has been recognized. The Company recognized a write-down of $551,516 as required for the recorded goodwill and intangible assets as of November 30, 2015.

The key assumptions used in the discounted future cash flow model include projections surrounding revenue growth ranging from 1.6% to 8.0% (November 30, 2015 - 1.7% to 10.0%) and discount rate of 12.4% (November 30, 2015 – 13.4%).

4. Business Combinations and Associate Investments (continued)

(f) Summary of Goodwill and Impairment Testing (continued)

Logitek/Inforica CGU

As a result of this analysis, the Company concluded the recoverable amount of the CGU was greater than its carrying amount as of November 30, 2016 and 2015 and no impairment loss has been recognized.

The key assumptions used in the discounted future cash flow model include projections surrounding revenue growth ranging from 1.0% to 15.0% (November 30, 2015 - 1.7% to 21.1%) and discount rate of 17.2% (November 30, 2015 – 24.8%).

Adeeva/Meschino CGU

As a result of this analysis, the Company concluded the recoverable amount of the CGU was greater than its carrying amount as of November 30, 2016 and 2015 and no impairment loss has been recognized.

The key assumptions used in the discounted future cash flow model include projections surrounding revenue growth ranging from 1.6% to 54.2% (November 30, 2015 - 1.7% to 37.5%) for Adeeva and probability-adjusted revenue model for Meshino and discount rate of 17.1% (November 30, 2015 - 18.4%).

Paradigm CGU

As a result of this analysis, the Company concluded the recoverable amount of the CGU was greater than its carrying amount as of November 30, 2016 and 2015 and no impairment loss has been recognized.

The key assumptions used in the discounted future cash flow model include projections surrounding revenue growth ranging from 1.6% to 4.0% (November 30, 2015 - 1.7% to 6.8%) and discount rate of 31.5% (November 30, 2015 – 31.8%).

Stroma CGU

During the year ended November 30, 2015, the Company reorganized its structure due to restructuring and the goodwill previously allocated to the Stroma CGU was allocated to other CGU's based on the relative values. Goodwill of $563,324 was allocated to the SOMOS/Antian/Maplesoft CGU and Paradigm CGU of $196,339 and $366,985, respectively. During the year ended November 30, 2016, the portion of Stroma previously allocated to the Paradigm CGU was removed and allocated to the Stroma CGU. As a result of this analysis, the Company concluded the recoverable amount of the CGU was greater than its carrying amount as of November 30, 2016, and no impairment loss has been recognized.

The key assumptions used in the discounted future cash flow model include projections surrounding revenue growth ranging from 1.0% to 5.0% and discount rate of 18.4%.

4. Business Combinations and Associate Investments (continued)

(g) Non-controlling Interest

Continuity of non-controlling interest as follows:

	Investment	Net Income (Loss) and Dividends	Total
Balance, November 30, 2014	**$ (404,665)**	**$ (281,302)**	**$ (685,967)**
Acquisition of control of Banyan	160,890	-	160,890
Dividend paid from Banyan	-	(350,000)	(350,000)
Net income attributed to non-controlling interest	-	354,758	354,758
Balance, November 30, 2015	**$ (243,775)**	**$ (276,544)**	**$ (520,319)**
Acquisition of Maplesoft	148,131	-	148,131
Net income attributed to non-controlling interest	-	10,212	10,212
Balance November 30, 2016	**$ (95,644)**	**$ (266,332)**	**$ (361,976)**

5. Equipment

	Nov 30, 2015	Acquire Maplesoft	Additions (disposal)	Nov 30, 2016
Cost				
Furniture and office equipment	$ 372,922	$ 193,321	$ 35,928	$ 602,171
Computer hardware	919,774	12,946	42,872	975,592
Computer hardware under lease	267,786	-	-	267,786
Leaseholds	-	162,348	(3,013)	159,335
Total	**$1,560,482**	**$ 368,615**	**$ 75,787**	**$2,004,884**
			Expense	
Accumulated depreciation				
Furniture and office equipment	$ 192,380	$ -	$ 110,123	$ 302,503
Computer hardware	591,687	-	94,766	686,453
Computer hardware under lease	161,496	-	31,887	193,383
Leaseholds	-	-	24,062	24,062
Total	**$ 945,563**	**$ -**	**$ 260,838**	**$1,206,401**
Net balance				
Furniture and office equipment	$ 180,542	$ 193,321	$ (74,195)	$ 299,668
Computer hardware	328,087	$ 12,946	(51,894)	289,140
Computer hardware under lease	106,290	$ -	(31,887)	74,403
Leaseholds	-	$ 162,348	(27,075)	135,273
Total	**$ 614,919**	**$ 368,615**	**$ (185,051)**	**$ 798,484**

5. Equipment (continued)

	Nov 30, 2014	Acquire Paradigm	Additions	Nov 30 2015 Held by continuing operation	Nov 30 2015 Held by discontinued operation
Cost					
Furniture and office equipment	$ 244,569	$ 46,111	$ 82,242	$ 372,922	$ 22,457
Computer hardware	477,685	114,478	327,611	919,774	249,196
Computer hardware under lease	267,786	-	-	267,786	-
Leaseholds	-	-	-	-	-
Total	**$ 990,040**	**$ 160,589**	**$ 409,853**	**$1,560,482**	**$ 271,653**
			Expense		
Accumulated depreciation					
Furniture and office equipment	$ 69,772	$ -	$ 122,608	192,380	$ 4,778
Computer hardware	180,836	-	410,851	591,687	39,703
Computer hardware under lease	115,943	-	45,553	161,496	-
Leaseholds	-	-	-	-	-
Total	**$ 366,551**	**$ -**	**$ 579,012**	**$ 945,563**	**$ 44,481**
Net balance					
Furniture and office equipment	$ 174,797	$ 46,111	$ (40,366)	$ 180,542	$ 17,679
Computer hardware	296,849	114,478	(83,240)	328,087	209,493
Computer hardware under lease	151,843	-	(45,553)	106,290	-
Leaseholds	-	-	-	-	-
Total	**$ 623,489**	**$ 160,589**	**$ (169,159)**	**$ 614,919**	**$ 227,172**

6. Software and Intellectual Property

(a) Software

	Cost				Accumulated Amortization				Net
	Nov 30, 2015	Acquisition /(Disposal)	Additions	Nov 30, 2016	Nov 30, 2015	Additions /(unwind)	Expense	Nov 30, 2016	Nov 30, 2016
HCS licence (1)	500,000	-	-	500,000	220,833	-	50,000	270,833	229,167
HCS admin system (2)	635,337	-	12,956	648,293	59,435	-	64,436	123,871	524,422
Logitek (3)	798,210	-	-	798,210	226,159	-	79,820	305,979	492,231
Inforica (4)	240,000	-	-	240,000	72,000	-	24,000	96,000	144,000
Meschino (6)	246,979	-	80,532	327,511	-	-	12,006	12,006	315,505
Adeeva (5)	110,000	-	-	110,000	28,417	-	11,000	39,417	70,583
Paradigm	2,790	-	116,685	119,475	745	-	118,730	119,475	-
Maplesoft	-	31,493	-	31,493	-	-	28,865	28,865	2,627
Held by continuing operation	**$ 2,533,316**	**$ 31,493**	**$ 210,173**	**$ 2,774,982**	**$ 607,589**	**$ -**	**$ 388,857**	**$ 996,446**	**$ 1,778,535**
Held by discontinued operation Banyan (7)	**$ 697,096**	**$ (697,096)**	**$ -**	**$ -**	**$ 64,000**	**$ (64,000)**	**$ -**	**$ -**	**$ -**

	Cost				Accumulated Amortization				Net
	Nov 30, 2014	Acquisition /(Disposal)	Additions	Nov 30, 2015	Nov 30, 2014	Additions /(unwind)	Expense	Nov 30, 2015	Nov 30, 2015
HCS licence (1)	500,000	-	-	500,000	170,833	-	50,000	220,833	279,167
HCS admin system (2)	341,702	-	293,635	635,337	-	-	59,435	59,435	575,902
Logitek (3)	1,267,000	(468,790)	-	798,210	232,283	(85,945)	79,821	226,159	572,051
Inforica (4)	240,000	-	-	240,000	48,000	-	24,000	72,000	168,000
Meschino (6)		-	246,979	246,979	-	-	-	-	246,979
Adeeva (5)	110,000	-	-	110,000	17,417	-	11,000	28,417	81,583
Paradigm		-	2,790	2,790	-	-	745	745	2,045
Held by continuing operation	**$ 2,458,702**	**$ (468,790)**	**$ 543,404**	**$ 2,533,316**	**$ 468,533**	**$ (85,945)**	**$ 225,001**	**$ 607,589**	**$ 1,925,727**
Held by discontinued operation Banyan (7)	**$ -**	**$ 310,000**	**$ 396,109**	**$ 706,109**	**$ -**	**$ -**	**$ 64,000**	**$ 64,000**	**$ 642,109**

6. Software and Intellectual Property (continued)

(a) Software (continued)

1) A license of software which provides the adjudication of health benefit claims ("Adjudication Software"). The License provides (a) a perpetual, irrevocable, transferable and exclusive right and license to use the Adjudication Software in Canada; and (b) a perpetual, irrevocable, transferable and non-exclusive right and world-wide license to use the Adjudication Software outside Canada. It is being amortized over 10 years on a straight-line basis.
2) The Company has engaged software development companies to develop computer software to be used by the Company to generate further health benefit processing revenues. It is being amortized over 10 years on a straight-line basis.
3) Logitek has developed a number of proprietary pieces of software, particularly in the management of customer's supply-chain in the retail field. The software is being amortized over 10 years on a straight-line basis.
4) Inforica has developed proprietary software, particularly in the field of energy management. Its use is being expanded to include significant Middle East business. It is being amortized over 5 years on a straight-line basis.
5) Adeeva technology consists of product formulations developed. It is being amortized over 5 years on a straight-line basis.
6) Meschino has developed a wellness information technology platform. The Company has begun amortizing the software.
7) Banyan has been unwound on July 26, 2016 and therefore has been removed from this schedule.

(b) Intellectual Property

	Cost			Accumulated Amortization			Net	
	Nov 30, 2015	Adds during period	Nov 30, 2016	Nov 30, 2015	Expense	Nov 30, 2016	Nov 30, 2016	Nov 30, 2015
Intellectual property	$ 110,000		$ 110,000	$ 33,916	$ (4,124)	$ 29,792	$ 80,208	$ 76,083
Total	**$ 110,000**	**$ -**	**$ 110,000**	**$ 33,916**	**$ (4,124)**	**$ 29,792**	**$ 80,208**	**$ 76,083**

	Cost			Accumulated Amortization			Net	
	Nov 30, 2014	Adds during period	Nov 30, 2015	Nov 30, 2014	Expense	Nov 30, 2015	Nov 30, 2015	Nov 30, 2014
Intellectual property	$ 110,000	$ -	$ 110,000	$ 17,417	$ 16,499	$ 33,916	$ 76,083	$ 92,583
Total	**$ 110,000**	**$ -**	**$110,000**	**$ 17,417**	**$ 16,499**	**$ 33,916**	**$ 76,083**	**$ 92,583**

1) Property acquired with Adeeva; video and written content relating to health issues. It is being amortized over 10 years on a straight-line basis.

7. Customer Relationships and Other

	Cost			Accumulated Amortization				Net
	Nov 30, 2015	**Acquisition/ Disposal**	**Nov 30, 2016**	**Nov 30, 2015**	**Disposal**	**Expense**	**Nov 30, 2016**	**Nov 30, 2016**
Logitek	482,355	-	482,355	286,671	-	96,472	383,143	99,212
SOMOS	430,209	-	430,209	275,000	-	86,040	361,040	69,169
Inforica	500,000	-	500,000	200,000	-	100,000	300,000	200,000
Antian	63,097	-	63,097	21,559	-	12,620	34,179	28,918
Adeeva	170,000	-	170,000	60,917	-	34,000	94,917	75,083
Stroma	660,000	-	660,000	209,000	-	132,000	341,000	319,000
Paradigm	5,650,000	-	5,650,000	1,130,000	-	1,130,000	2,260,000	3,390,000
Maplesoft (2)	-	4,090,000	4,090,000	-		818,000	818,000	3,272,000
Held by continuing operation	**$ 7,955,661**	**$ 4,090,000**	**$ 12,045,661**	**$2,183,147**	**$ -**	**$ 2,409,132**	**$4,592,279**	**$ 7,453,382**
Held by discontinued operation Banyan (1)	**$ 1,020,000**	**$ (1,020,000)**	**$ -**	**$ 204,000**	**$ (204,000)**		**$ -**	**$ -**

(1) During the year ended November 30, 2016 the Company unwound the Banyan acquisition (Note 4)

(2) During the year ended November 30, 2016 the Company acquired Maplesoft (Note 4)

	Cost				Accumulated Amortization				Net
	Nov 30, 2014	**Acquisition/ Disposal**	**WriteDown**	**Nov 30, 2015**	**Nov 30, 2014**	**Disposal**	**Expense**	**Nov 30, 2015**	**Nov 30, 2015**
Logitek (1)	803,000	(320,645)	-	482,355	294,433	(108,940)	101,178	286,671	195,684
SOMOS (2)	500,000	-	(69,791)	430,209	175,000	-	100,000	275,000	155,209
Inforica	500,000	-	-	500,000	100,000	-	100,000	200,000	300,000
Antian	63,097	-	-	63,097	8,939	-	12,620	21,559	41,538
Adeeva	170,000	-	-	170,000	26,917	-	34,000	60,917	109,083
Stroma	660,000	-	-	660,000	77,000	-	132,000	209,000	451,000
Paradigm (3)	-	5,650,000	-	5,650,000	-	-	1,130,000	1,130,000	4,520,000
Held by continuing operation	**$ 2,696,097**	**$ 5,329,355**	**$ (69,791)**	**$ 7,955,661**	**$ 682,289**	**$ (108,940)**	**$ 1,609,798**	**$2,183,147**	**$ 5,772,514**
Held by discontinued operation Banyan (4)	**$ -**	**$ 1,020,000**	**$ -**	**$ 1,020,000**	**$ -**	**$ -**	**$ 204,000**	**$ 204,000**	**$ 816,000**

(1) During the year ended November 30, 2015 the Company recorded a disposal of the Logitek customer relationships due to the sale of the EDI business which is included in the statement of comprehensive loss under gain on sale of portion of business.

(2) During the year ended November 30, 2015, the Company re-assessed the value of the customer relationships of the SOMOS/Antian CGU and accordingly partially wrote them down as included in the consolidated statement of comprehensive loss under write-down of intangibles.

(3) Balance includes $560,000 fair value assigned to non-compete agreements with key Paradigm employees and management. The non-compete agreements are being amortized over 5 years, which is the term of the non-compete agreements.

(4) During the year ended November 30, 2016 the Company unwound the Banyan acquisition and is presented as discontinued operations (Note 4).

8. Trade Names

	Cost			Accumulated Amortization				Net Balance
	Nov 30, 2015	Acquisition/ Disposal	Nov 30, 2016	Nov 30, 2015	Acquisition/ Disposal	Expense	Nov 30, 2016	Nov 30, 2016
Logitek	283,500	-	283,500	160,650	-	56,700	217,350	66,150
SOMOS	388,000	-	388,000	213,400	-	77,600	291,000	97,000
Inforica	270,000	-	270,000	108,000	-	54,000	162,000	108,000
Adeeva	300,000	-	300,000	107,500	-	60,000	167,500	132,500
Stroma	260,000	-	260,000	82,331	-	52,000	134,331	125,669
Paradigm	1,280,000	-	1,280,000	256,000	-	256,000	512,000	768,000
Maplesoft (2)	-	4,950,000	4,950,000	-	-	990,000	990,000	3,960,000
Held by continuing operation	**$ 2,781,500**	**$ 4,950,000**	**$7,731,500**	**$ 927,881**	**$ -**	**$ 1,546,300**	**$ 2,474,181**	**$ 5,257,319**
Held by discontinued operation Banyan (1)	**$ 540,000**	**$ (540,000)**	**$ -**	**$ 108,000**	**$ (108,000)**	**$ -**	**$ -**	**$ -**

(1) During the year ended November 30, 2016 the Company unwound the Banyan acquisition (Note 4)

(2) During the year ended November 30, 2016 the Company acquired Maplesoft (Note 4)

	Cost			Accumulated Amortization				Net Balance
	Nov 30, 2014	Acquisition/ Disposal	Nov 30, 2015	Nov 30, 2014	Acquisition/ Disposal	Expense	Nov 30, 2015	Nov 30, 2015
Logitek	450,000	(166,500)	283,500	165,000	(61,050)	56,700	160,650	122,850
SOMOS	388,000	-	388,000	135,800	-	77,600	213,400	174,600
Inforica	270,000	-	270,000	54,000	-	54,000	108,000	162,000
Adeeva	300,000	-	300,000	47,500	-	60,000	107,500	192,500
Stroma	260,000	-	260,000	30,331	-	52,000	82,331	177,669
Paradigm		1,280,000	1,280,000	-	-	256,000	256,000	1,024,000
Held by continuing operation	**$ 1,668,000**	**$ 1,113,500**	**$2,781,500**	**$ 432,631**	**$ (61,050)**	**$ 556,300**	**$ 927,881**	**$ 1,853,619**
Held by discontinued operation Banyan (1)	**$ -**	**$ 540,000**	**$ 540,000**	**$ -**	**$ -**	**$ 108,000**	**$ 108,000**	**$ 432,000**

9. Bank Indebtedness

Operating Loan	**2016**	**2015**
Maplesoft facility	$ 7,180,077	$ -
Paradigm facility	2,804,102	2,809,375
Somos facility	1,169,961	1,400,622
	$ 11,154,140	**$ 4,209,997**
Banyan facility	$ -	$ 216,000
	$ 11,154,140	**$ 4,425,997**

9. Bank Indebtedness (continued)

Term Loan		2016		2015
Paradigm term loan	$	2,276,000	$	3,412,500
Current Portion		1,050,000		3,412,500
Long term Portion	$	1,226,000	$	-

Paradigm Facility

On March 10, 2015 the Company closed credit facilities with a major Canadian Schedule I bank in the amount of up to $8,775,000. The credit facilities were obtained by Paradigm Consulting Group Inc. (“Paradigm”) and SOMOS Consulting Group Ltd. (“SOMOS”), both wholly-owned subsidiaries of SEB.

The $8,775,000 consisted of:

i. A $4,200,000 term loan acquisition facility which was used in connection with the Corporation’s acquisition of Paradigm. The acquisition facility bears interest at the Canadian Dollar Prime Rate (the “Prime Rate”) plus 1.75%, depending on the amount advanced under the facility, has a term of 4 years and may be repaid at any time without penalty. The loan is repayable over a 48 month term, interest payable monthly in arrears which results in monthly payments of $87,500 plus accrued interest. Additional annual repayment of principal equal to 50% of annual free cash flows to be applied against the facility in reverse order of maturity. During the year ended November 30, 2016, the Company made principal repayments of $1,136,500 and the outstanding balance as of November 30, 2016 was $2,276,000, $1,050,000 being the current portion and $1,226,000 being the non-current portion.

ii. Paradigm has also obtained a $3,000,000 operating demand facility, bearing interest at the Prime Rate plus 0.75% to 1.75% (November 30, 2015 – 4.25%), depending on Paradigm’s debt to EBITDA ratio, along with a $50,000 corporate credit card. The outstanding balance as of November 30, 2016 on the operating demand facility was $2,804,102.

iii. SOMOS obtained a $1,500,000 operating demand facility (the “SOMOS Facility”) bearing interest at the Prime Rate plus 1.875% and a $25,000 corporate credit card. Concurrent with obtaining the SOMOS Facility, a facility held by Stroma was terminated. The SOMOS Facility was replaced in Fiscal 2016 as described in the following paragraphs.

Paradigm’s credit facilities are secured by a first charge over all of the assets of Paradigm, contain positive, negative and financial covenants, and include other usual and customary terms and conditions. The Company and Paradigm, have provided guarantees pursuant to the credit facilities. The Company was in compliance with the financial covenants as at November 30, 2016.

9. Bank Indebtedness (continued)

Maplesoft Facility

On July 8, 2016, Maplesoft expanded an existing credit facility with a major international asset based lender in the amount of up to $12,500,000 (the "Maplesoft Facility"). The borrowers under the Maplesoft Facility are Maplesoft Group Inc., SOMOS Consulting Group Ltd, APS - Antian Professional Services Inc. and Logitek Technology Ltd. This Maplesoft Facility replaced an existing operating credit facility of up to $7,500,000 previously in place between the same lender and Maplesoft Group Inc. The Maplesoft Facility also replaced the SOMOS Facility described previously.

The Credit Facility has a two-year term and bears interest at the greater of 0.5% or the one-month U.S. Dollar London Interbank Offered Rate, plus 6.5% per annum. The amount available under the Credit Facility is a revolving loan based on a formula calculated on the billed and un-billed accounts receivable of the borrowers. The Credit Facility is secured by a first charge over all of the assets of certain subsidiaries of the Company, contains positive, negative and financial covenants, and includes other usual and customary terms and conditions. SEB provides a guarantee under the Credit Facility. The Company was in compliance with the financial covenants as at November 30, 2016.

10. Deferred Revenue

Deferred Revenue is a combination of annual licence fee payments for software and advance payments from clients for training courses. Amounts are recognized as revenue in accordance with the Company's revenue recognition policy.

11. Equipment Leases Payable

The Company has an obligation under capital leases for computer hardware:

Maturity	Monthly Payment	Nov 30, 2016	Nov 30, 2015
2016 Aug	789	$ -	$ 6,562
2018 Aug	270	10,809	-
Current portion of lease payable		**3,661**	**6,562**
Long term portion of lease payable		**$ 7,148**	**$ -**

12. Equipment Loans

The Company finances computer equipment from time to time using an equipment loan secured by the specific pieces of equipment financed by the loan. As the loan is due on demand, the full balance owing has been classified as current.

Lender	Int Rate	Monthly Payment	Maturity	Nov 30, 2016	Nov 30, 2015
Business Dev Bank of Canada	BDC floating base rate + 1%	$1,130	Feb, 2017	$ 3,125	$ 15,625
Current portion of loan				**$ 3,125**	**$ 15,625**

13. Convertible Debt

		Liability						
		Face Value of Notes						
Maturity Date	Conversion Price	Nov 30/15	Additions/ Repayments/ Conversions	Nov 30/16	Equity Component	Warrants	Debt Issue Costs	Liability
(1) Dec 31, 2016	$ 0.30	1,950,000	(980,000)	970,000	(240,523)	(147,232)	(248,191)	334,054
(2) Dec 31, 2016	$ 0.30	1,025,000	(25,000)	1,000,000	(143,656)	(75,850)	(87,630)	692,864
(3) Dec 31, 2016	$ 0.30	725,000	(725,000)	-	(98,330)	(59,198)	(24,307)	(181,835)
(4) Dec 31, 2016	$ 0.30	250,000	(60,000)	190,000	(34,531)	(14,875)	(8,540)	132,054
(5) Jun 6, 2017	$ 0.70	166,667	(83,333)	83,334	(80,802)	-	-	2,532
(6) Dec 30, 2017	$ 0.50	1,106,390	-	1,106,390	(382,286)	-	-	724,104
(7) Feb 6, 2018	$0.70 to Feb 6, 2017 $0.75 to Feb 6, 2018	651,858	-	651,858	(303,437)	-	-	348,421
(8) Mar 18, 2019	$ 0.75	225,705	(73,789)	151,916	(96,230)	-	-	55,686
Totals		**$ 6,100,620**	**$ (1,947,122)**	**$ 4,153,498**	**$ (1,379,795)**	**$ (297,155)**	**$ (368,668)**	**$ 2,107,880**

		Accreted Interest			Balance	
Maturity Date	**Liability**	**Bal Nov 30 2015**	**Accretion**	**Bal Nov 30 2016**	**Nov 30/16**	**Nov 30/15**
(1) Dec 31, 2016	334,054	554,808	81,138	635,946	970,000	1,868,862
(2) Dec 31, 2016	692,864	255,308	51,828	307,136	1,000,000	973,172
(3) Dec 31, 2016	(181,835)	148,425	33,410	181,835	-	691,590
(4) Dec 31, 2016	132,054	47,299	10,647	57,946	190,000	239,353
(5) Jun 6, 2017	2,532	36,676	25,285	61,961	64,493	122,541
(6) Dec 30, 2017	724,104	112,070	112,070	224,140	948,244	836,174
(7) Feb 6, 2018	348,421	150,023	58,663	208,686	557,107	498,444
(8) Mar 18, 2019	55,686	54,507	24,692	79,199	134,886	183,982
Totals	**$ 2,107,880**	**$ 1,359,116**	**$ 397,733**	**$ 1,756,849**	**$ 3,864,730**	**$ 5,414,118**
Current portion of convertible debt					2,224,492	4,097,198
Long term portion of convertible debt					$ 1,640,238	$ 1,316,920

13. Convertible Debt (continued)

1) On February 14, 2014, the Company closed a financing of $2,000,000 of Convertible Notes with a term of 2 years, paying 8% interest. The Notes were convertible into common shares of the Company at $0.50 per share during the first year of the Notes, and $0.60 during the second year of the Notes. The Company paid finder's fees of $205,600 in cash, legal fees of $42,591, and 320,000 share purchase warrants, exercisable at $0.50 per share for a period of three years.

   In arriving at a fair value of the liability component of the Convertible Notes, the Company used a discount rate of 18% to determine a discounted present value of the debt due on conversion. The equity component of $240,523 at February 12, 2014, arising from the difference between the coupon and effective interest rates, has been recorded as Contributed Surplus. The difference between the face value and fair value of the Notes was charged against earnings as accreted interest using the effective interest rate method.

   The warrants were valued at $147,232 using the Black-Scholes option-pricing model using the following assumptions: expected life of two years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

   In the first quarter of 2016 the maturity date was amended to August 12, 2016 and the interest rate was amended to 10%.

   In July, 2016 the Company amended the terms of the Convertible Notes such that the maturity date was extended to December 31, 2016. For the period August 12, 2016 to December 31, 2016 the interest rate was amended from 10% to 12% and the conversion price was amended to $0.30 per share. The noteholders agreed to waive security against the shares of Banyan Work Health Solutions Inc. and BITS Licensing Inc. held by the Company. The amendment of the Covertible Notes was treated as a modification for accounting purposes.

   During the year ended November 30, 2016, $10,000 of the Notes were converted to common shares of the Company and $970,000 of the Notes were repaid. Subsequent to year-end, $436,666 of the Notes were repaid (Note 24).

2) On May 14, 2013, the Company completed a private placement offering of $1,025,000 units (the "Units"); with each Unit consisting of (i) a $1.00 principal amount convertible secured subordinated promissory note of the Company and (ii) one common share purchase warrant of SEB. The Company paid a finder's fee of $60,000 and legal fees of $27,630. The value of the warrants and debt issue costs were allocated against the liability and equity components based on their relative fair values. These notes were issued to two directors of the Company (Note 19).

   The Warrants were exercisable at any time for a period of 12 months from the date of closing at an exercise price of $0.50 for one common share of the Company.

   The Notes had a three year term maturing May 13, 2016. The notes bore interest at an annual rate of 9.75%, with interest calculated and paid monthly in arrears. The Notes were convertible into the common shares of the Company at any time at $0.50 per share in year 1, $0.60 per share in year 2 and $0.75 per share in year 3.

13. Convertible Debt (continued)

The equity component of $143,656 arose from the difference between the coupon and effective interest rates and has been recorded as Contributed Surplus. The difference between the face value and fair value of the notes is being charged against earnings as accreted interest using the effective interest rate method. In arriving at a fair value of the liability component of the convertible notes, the Company used a discount rate of 18% to determine a discounted present value of the debt.

The warrants were valued at $75,850 using the Black-Scholes option-pricing model using the following assumptions: expected life of 12 months, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

In July 2016, the Company amended the terms of the Convertible Notes. The maturity date was extended to December 31, 2016 and for the period from July 26, 2016 to December 31, 2016 the interest rate was amended to 12% the conversion price was amended to $0.30 per share. The noteholders agreed to waive security against the shares of Banyan Work Health Solutions Inc. and BITS Licensing Inc. (collectively the “Banyan Shares”) held by SEB. The amendment of the Convertible Notes was treated as a modification for accounting purposes.

During the year ended November 30, 2016, $25,000 of the Notes were repaid.

3) On August 30, 2013, the Company issued $725,000 of units, under the terms of a private placement offering totaling $975,000 of units (the "Units"); with each Unit consisting of (i) a $1.00 principal amount convertible secured subordinated promissory note of the Company (the "Notes") and (ii) one common share purchase warrant of the Company (the "Warrants"). The Company incurred legal costs directly attributed to the issuance of $24,307 and issued 100,000 share purchase warrants to the finder, exercisable at $0.35 per share for a period of two years. The finder warrants were valued at $16,060 using the Black-Scholes option-pricing model using the following assumptions: expected life of 2 years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%. The value of the warrants and debt issue costs have been allocated against the liability and equity components based on their relative fair values.

The Warrants were exercisable at any time until May 13, 2014 at an exercise price of $0.50 for 1 common share of the Company.

The Notes have a three year term maturing May 13, 2016 (the "Maturity Date"). The Notes bear interest at an annual rate of 9.75%, with interest calculated and paid monthly in arrears. The principal amount of the Notes, to the extent not previously converted or repaid, will, on the Maturity Date, be repayable in its entirety. The Notes are convertible into the common shares of SEB at any time at $0.50 per share until May 13, 2014, $0.60 per share until May 13, 2015 and $0.75 per share until May 13, 2016.

The equity component of $98,330 arose from the difference between the coupon and effective interest rates and has been recorded as Contributed Surplus. The difference between the face value and fair value of the Notes is being charged against earnings as accreted interest using the effective interest rate method. In arriving at a fair value of the liability component of the convertible Notes, the Company has used a discount rate of 18% to determine a discounted present value of the debt.

The warrants were valued at $43,138 using the Black-Scholes option-pricing model using the following assumptions: expected life of 9 months, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

13. Convertible Debt (continued)

In July 2016, the Company amended the terms of the Convertible Notes. The maturity date was extended to December 31, 2016 and for the period from July 26, 2016 to December 31, 2016 the interest rate was amended to 12% the conversion price was amended to $0.30 per share. The noteholders agreed to waive security against the shares of Banyan Work Health Solutions Inc. and BITS Licensing Inc. (collectively the "Banyan Shares") held by SEB. The amendment of the Convertible Notes was treated as a modification for accounting purposes.

During the year ended November 30, 2016, $725,000 principal of the Notes were repaid.

4) On September 6, 2013, the Company issued $250,000 of units, under the terms of a private placement offering totaling $975,000 of units (the "Units"); with each Unit consisting of (i) a $1.00 principal amount convertible secured subordinated promissory note of the Company (the "Notes") and (ii) one common share purchase warrant of the Company (the "Warrants").

The Company incurred legal costs of $8,540 directly attributed to the issuance. The value of the warrants and debt issue costs have been allocated against the liability and equity components based on their relative fair values.

The Warrants are exercisable at any time until May 13, 2014 at an exercise price of $0.50 for 1 common share of the Company.

The Notes had a three year term maturing May 13, 2016 (the "Maturity Date"). The Notes bore interest at an annual rate of 9.75%, with interest calculated and paid monthly in arrears. The Notes were convertible into the common shares of SEB at any time at $0.50 per share until May 13, 2014, $0.60 per share until May 13, 2015 and $0.75 per share until May 13, 2016.

The equity component of $34,531 arose from the difference between the coupon and effective interest rates and has been recorded as Contributed Surplus. The difference between the face value and fair value of the Notes is being charged against earnings as accreted interest using the effective interest rate method. In arriving at a fair value of the liability component of the convertible Notes, the Company used a discount rate of 18% to determine a discounted present value of the debt.

The warrants were valued at $14,875 using the Black-Scholes option-pricing model using the following assumptions: expected life of 9 months, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

In July 2016, the Company amended the terms of the Convertible Notes. The maturity date was extended to December 31, 2016 and for the period from July 26, 2016 to December 31, 2016 the interest rate was amended to 12% the conversion price was amended to $0.30 per share. The noteholders agreed to waive security against the shares of Banyan Work Health Solutions Inc. and BITS Licensing Inc. (collectively the "Banyan Shares") held by SEB. The amendment of the Convertible Notes was treated as a modification for accounting purposes.

During the year ended November 30, 2016, $60,000 of the Notes were repaid.

5) On June 6, 2014, the Company closed the acquisition of Stroma Service Consulting Inc. Part of the purchase price was $250,000 in promissory notes paying interest at an annualized rate of 3% with annual principal repayments over a 3 year period and convertible into shares of SEB at $0.50, $0.60 and $0.70 per common share of SEB in years one, two and three, respectively.

13. Convertible Debt (continued)

In arriving at a fair value of the liability component of the convertible Notes, the Company used a discount rate of 18% to determine a discounted present value of the debt due on conversion. The equity component of $80,802, arising from the difference between the coupon and effective interest rates, has been recorded as Contributed Surplus. The difference between the face value and fair value of the Notes is being charged against earnings as accreted interest using the effective interest rate method.

During 2016, payment of $83,333 (2015 - $83,333) of the principal were made, according to the agreed repayment schedule.

6) On December 31, 2014, the Company acquired Paradigm Consulting Group Inc. and PCGI Consulting Services Partnership, amalgamated into one company, named Paradigm Consulting Group Inc. (Note 4). The purchase price included vendor notes ("Notes") in the aggregate principal amount of $1,106,390, with interest accruing at an annual rate of 3% payable quarterly in arrears with one third of the outstanding principal payable at the end of year two and the balance payable at the end of year three. The notes are convertible into SEB shares at $0.50 per share.

   In arriving at a fair value of the liability component of the convertible Notes, the Company used a discount rate of 18% to determine a discounted present value of the debt due on conversion. The equity component of $382,286, arising from the difference between the coupon and effective interest rates, has been recorded as Contributed Surplus. The difference between the face value and fair value of the Notes is being charged against earnings as accreted interest using the effective interest rate method.

   Subsequent to November 30, 2016, a repayment of $368,797 was made, pursuant to the terms of the Notes (Note 24).

7) On February 6, 2013, the Company closed the acquisition of Logitek. As part of the transaction and in order to retire $651,858 of debt owing by Logitek, the Company issued a five year convertible note in the amount of $651,858 with an annualized interest rate of 3%, payable quarterly and an escalating conversion price of $0.45, $0.55, $0.65, $0.70 and $0.75 from years one through five, respectively.

   The equity component of $303,437 arose from the difference between the coupon and effective interest rates. The difference between the face value and fair value of the notes is being charged against earnings as accreted interest using the effective interest rate method. In arriving at a fair value of the liability component of the convertible notes, the Company used a discount rate of 18% to determine the present value of the debt.

8) On March 1, 2014 the Company closed the acquisition of APS - Antian Professional Services. A portion of the consideration was a convertible note in the amount of $324,482 paying interest at 3% per annum with a term of 5 years. The note is repayable over a term of 5 years with blended quarterly payments of $17,547. The note is convertible at any time to common shares during the term at a rate of $0.75 per share.

   In arriving at a fair value of the liability component of the convertible Notes, the Company used a discount rate of 18% to determine a discounted present value of the debt due on conversion. The equity component of $96,230, arising from the difference between the coupon and effective interest rates, has been recorded as Contributed Surplus. The difference between the face value and fair value of the Notes is being charged against earnings as accreted interest using the effective interest rate method.

14. Notes payable

	Nov 30, 2016	Nov 30, 2015
Advance from Chairman of the Board (Note 19)	$ 1,500,000	$ 1,500,000
Advance from President of the Company (Note 19)	501,560	-
Accrued interest (Note 19)	323,482	145,000
Loan assumed on Maplesoft acquisition, maturing March 31, 2017, interest rate of 12% per annum	2,410,000	-
Loan assumed on Maplesoft acquisition, maturing March 7, 2017, interest rate of 12% per annum	2,650,000	-
Loan assumed on Maplesoft acquisition, maturing March 7, 2017, interest rate of 13% per annum	948,720	-
Loan assumed on Maplesoft acquisition, maturing December 31, 2016, interest rate of 10% per annum	865,000	-
Loan assumed on Maplesoft acquisition, maturing December 24, 2019 interest rate of 11% per annum	1,826,510	-
Other	23,011	5,729
Notes payable	**$ 11,048,283**	$ 1,650,729
Short-Term notes payable	9,215,997	1,650,729
Long-Term notes payable	**$ 1,832,286**	**$ -**

The advance from the Chairman of the Board is due on demand and bears interest at 12% per annum. During the year ended November 30, 2016, the Company recorded interest expense of $157,562 (2015 - $145,000). As at November 30, 2016, the Company has accrued interest of $301,485 (2015 - $145,000).

The advance from the President of the Company is due 30 days after written demand for repayment and bears interest at 10% per annum. During the year ended November 30, 2016, the Company recorded interest expense of $20,920 (2015 - $nil). As at November 30, 2016, the Company has accrued interest of $21,997 (2015 - $nil).

15. Share Capital

(a) Authorized
Unlimited number of common shares

(b) Common shares issued and outstanding

		Number of shares	Amount $
	Balance November 30, 2014	**78,973,943**	**15,093,132**
(1)	Acquisition of Paradigm Consulting Group (Note 4)	5,913,877	2,542,994
(2)	Acquisition of Banyan	-	(128,630)
(3)	Acquisition of SEB Consulting and HR Benefits Inc. (Note 4)	200,000	100,000
(4)	Conversion of notes (Note 13)	1,164,441	592,618
(5)	Private placement	6,000,000	2,400,000
(5)	Private placement warrants	-	(826,200)
	Exercise of warrants	2,367,722	1,741,480
	Exercise of options	772,500	419,881
	Balance November 30, 2015	**95,392,483**	**21,935,275**
(6)	Acquisition of Maplesoft Group Inc. (Note 4)	4,000,000	1,280,000
(7)	Private placement	4,000,000	1,600,000
(7)	Warrants issued in private placement	-	(228,702)
(8)	Conversion of notes (Note 13)	16,666	10,000
(2)	Unwinding of Banyan acquisition	(2,000,000)	(871,370)
(9)	Private placement	8,264,425	1,652,885
(9)	Warrants issued in private placement	-	(440,494)
	Balance November 30, 2016	**109,673,574**	**24,937,594**

1) On December 31, 2014, the Company acquired Paradigm Consulting Group Inc. and PCGI Consulting Services Partnership, which were subsequently amalgamated into one company, named Paradigm Consulting Group Inc. (“Paradigm”). As part of the consideration 5,913,877 SEB shares with a fair value of $2,542,994. The shares are subject to a 36-month contractual escrow, with one-sixth of the shares being released every six months over the 36 months following the closing of the transaction.

2) On November 4, 2014, the Company acquired 50% of Banyan Work Health Solutions Inc. and BITS Licensing Inc. As part of the purchase price, the Company issued 2,000,000 shares valued at $1,000,000. Of the total shares issued 1,500,000 were released at closing and are subject to a 36 month contractual escrow. The remaining 500,000 shares were escrowed pending achievement of certain targets.

On July 26, 2016, the acquisition of Banyan Work Health Solutions Inc. was unwound. Per the terms of the unwinding, 2,000,000 SEB shares were returned (Note 4).

15. Share Capital (continued)

(b) Common shares issued and outstanding (continued)

3) On February 11, 2015, the Company acquired 50% of SEB Benefits and HR Consulting Inc. The terms of the transaction included the issue of $100,000 of SEB shares at a fair value of $0.50 per share, the shares being subject to a contractual escrow over a 24 month period, released 25% every 6 months.

4) In February and January, 2015, convertible notes with a face value of $529,000 were converted to 1,164,441 shares of the Company; the balance of the notes were repaid in cash. The fair value attributed to the conversion portion of $63,618 has been fully accreted and reclassified from contributed surplus to share capital.

5) In October, 2015 the Company issued 6,000,000 units in a private placement, priced at $0.40 per unit for gross proceeds of $2,400,000. Each unit comprising of one common share and one common share purchase warrant. The common share purchase warrant are exercisable for a period of 24 months at $0.75 per share and vests on December 31, 2016. The warrants were valued at $826,200 (Note 15(c)).

6) On December 1, 2015, SEB acquired Maplesoft Consulting Group Inc. As part of the purchase consideration, SEB issued 4,000,000 shares with a fair value of $1,280,000 (Note 4).

7) On December 7, 2015, SEB closed a private placement for gross proceeds $1,600,000 which was made up of 4,000,000 units; each unit consisting of one common share and one share purchase warrant. The common share purchase warrant are exercisable until December 4, 2017 at $0.75 per share and vest on December 31, 2016. The warrants were valued at $228,702 (Note 15(c)). The Company issued 297,500 finder warrants valued at $59,827 and incurred share issue costs of $42,570.

8) On March 24, 2016, $10,000 of a convertible debt was converted to 16,666 common shares.

9) On November 2, 2016, the Company closed Tranche 1 of an Equity Unit private placement financing, where each unit, priced at $0.20 per unit, consisted of one SEB common share and one SEB common share purchase warrant. The common share purchase warrant are exercisable for a period of 18 months at $0.30 per share. The warrants were valued at $440,494 (Note 15(c)). The Company issued 227,500 finder warrants valued at $12,126 and incurred share issue costs of $85,500.

15. Share Capital (continued)

(c) Share purchase warrants

			Number of Warrants Outstanding					
			Nov 30, 2015	Issued	Expired	Exercised	Nov 30, 2016	
	Exercise Price	**Expiry**	**Outstanding**				**Outstanding**	**Exercisable**
	$ 0.75	Aug 6, 2016	1,000,000	-	(1,000,000)	-	-	-
	$ 0.50	Oct 29, 2016	200,000	-	(200,000)	-	-	-
	$ 0.65	Nov 14, 2016	1,250,000	-	(1,250,000)	-	-	-
1	$ 0.50	Feb 12, 2017	320,000	-	-	-	320,000	320,000
2	$ 0.75	Feb 27, 2017	2,651,500	-	-	-	2,651,500	2,651,000
3	$ 0.40	Apr 29, 2017	600,000	-	-	-	600,000	600,000
3	$ 0.40	May 7, 2017	-	297,500	-	-	297,500	297,500
4	$ 0.75	Oct 29, 2017	2,000,000	-	-	-	2,000,000	2,000,000
4	$ 0.75	Oct 29, 2017	3,050,000	-	-	-	3,050,000	3,050,000
4	$ 0.75	Oct 29, 2017	6,000,000	-	-	-	6,000,000	-
4	$ 0.75	Nov 6, 2017	950,000	-	-	-	950,000	950,000
3	$ 0.75	Dec 7, 2017	-	4,000,000	-	-	4,000,000	-
5	$ 0.50	Jan 25, 2018	-	500,000	-	-	500,000	500,000
6	$ 0.50	Feb 11, 2018	50,000	-	-	-	50,000	12,500
7	$ 0.75	Mar 1, 2018	675,000	-	-	-	675,000	675,000
8	$ 0.30	May 2, 2018	-	8,264,435	-	-	8,264,435	8,264,435
8	$ 0.30	May 2, 2018	-	227,500	-	-	227,500	227,500
9	$0.60 to Jun 6, 2017 $0.70 to Jun 6, 2018	Jun 6, 2018	100,000	-	-	-	100,000	100,000
10	$ 0.50	Nov 4, 2018	1,000,000	-	(555,000)	-	445,000	296,667
11	$ 0.50	Feb 27, 2019	1,000,000	-	-	-	1,000,000	500,000
12	$ 0.50	Dec 1, 2020	-	1,000,000	-	-	1,000,000	166,666
			20,846,500	**14,289,435**	**(3,005,000)**	**-**	**32,130,935**	**20,611,268**
Weighted avg. exercise price per share			**$ 0.63**	**$ 0.45**	**$ 0.65**	**N/A**	**$ 0.60**	**$ 0.53**

1) On February 14, 2014 the Company closed a financing of $2,000,000 of convertible Notes. The Company paid 320,000 share purchase warrants as a finder's fees exercisable at $0.50 per share for a period of three years. The warrants were valued at $147,232 using the Black-Scholes option-pricing model using the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

2) On February 27, 2013 the Company closed an equity financing of $1,106,000 consisting of 3,160,000 units at $0.35 per unit where each unit consists of one common share and one common share purchase warrant. The common share purchase warrants are exercisable over a four year period at a price of $0.50 in year one, $0.55 in year two, $0.65 in year three and $0.75 in year four. The warrants were valued at $378,368 using the Black-Scholes option-pricing model using the following assumptions: expected life of four years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

3) On October 30, 2015, the Company closed a financing of $2,400,000 of Equity Units ("Tranche 1"). The Equity Units were issued at $0.40 per unit and each Equity Unit consists of one SEB common share and one SEB common share purchase warrant exercisable for a period of 24 months at $0.75 per share and vests on December 31, 2016. As part of the financing, SEB issued 600,000 finders warrants exercisable at $0.40 per share for a period of 18 months.

15. Share Capital (continued)

(c) Share purchase warrants (continued)

On December 7, 2015, the Company closed a financing of $1,600,000 of Equity Units under the same terms as above ("Tranche 2"). As part of the financing, SEB issued 297,500 finders warrants exercisable at $0.40 per share for a period of 18 months.

For Tranche 1, the warrants were valued at $826,200 using the Black-Scholes option-pricing model using the following assumptions: expected life of two years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%. The finder warrants were valued at $102,540 using the Black-Scholes option-pricing model using the following assumptions: expected life of one and a half years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

For Tranche 2, the warrants were valued at $772,400 using the Black-Scholes option-pricing model using the following assumptions: expected life of two years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%. The finder warrants were valued at $59,827 using the Black-Scholes option-pricing model using the following assumptions: expected life of one and a half years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

4) On October 29, 2014 the Company closed a financing of $1,000,000 of Equity Units. The Equity Units were issued at $0.50 per unit and each Unit consists of one SEB common share and one SEB common share purchase warrant exercisable for a period of 36 months at $0.60 per share for year one and year two and $0.75 per share for year three. The warrants were valued at $350,227 using the Black-Scholes option-pricing model using the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

On October 29, 2014 and November 6, 2014, the Company closed a financing of $2,000,000 of Equity Units. The Equity Units were issued at $0.50 per unit and each Equity Unit consists of one SEB common share and one SEB common share purchase warrant exercisable for a period of 36 months at $0.60 per share for year one and year two and $0.75 per share for year three.

As part of the financing, SEB issued 200,000 finders warrants exercisable at $0.50 per share for a period of 24 months. The warrants were valued at $697,904 using the Black-Scholes option-pricing model using the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%. The finder warrants were valued at $52,540 using the Black-Scholes option-pricing model using the following assumptions: expected life of two years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

5) On January 25, 2016, as part of the financing to acquire Paradigm, SEB issued 500,000 finders warrants exercisable at $0.50 per share for a period of 24 months. The finder warrants were valued at $47,950 using the Black-Scholes option-pricing model using the following assumptions: expected life of one and a half years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

15. Share Capital (continued)

(c) Share purchase warrants (continued)

6) On February 11, 2015 the Company acquired 50% of SEB Benefits & HR Consulting Inc. As part of the purchase price, the Company issued 50,000 share purchase warrants to acquire SEB shares. The warrants are exercisable at $0.50 per SEB share for a term of 36 months and vest 25% every six months. The warrants were valued at $13,080 using the Black-Scholes option-pricing model using the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

7) On March 5, 2013 the Company closed the acquisition of SOMOS. As part of the purchase price the Company issued 1,000,000 warrants. The warrants have a term of 60 months and an escalating exercise price every 12 months of $0.45, $0.55, $0.65, $0.70 and $0.75 during the term. The warrants were valued at $174,100 using the Black-Scholes option-pricing model using the following assumptions: expected life of 5 years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

8) On November 2, 2016, the Company closed Tranche 1 of an Equity Unit financing, where each Unit, priced at $0.20 per Unit, consisted of one SEB common share and one SEB common share purchase warrant. The warrants have a term of 18 months from date of issue and are exercisable at $0.30 each. As part of the financing, SEB issued 227,500 finders warrants exercisable at $0.30 per share for a period of 18 months. The warrants were valued at $440,494 using the Black-Scholes option-pricing model using the following assumptions: expected life of one and a half years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%. The finder warrants were valued at $12,126 using the Black-Scholes option-pricing model using the following assumptions: expected life of one and a half years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

9) On June 11, 2014 the Company acquired 100% of Stroma Service Consulting Inc. In connection with the transaction, 1,000,000 SEB share purchase warrants were granted to employees of Stroma. The warrants have a four year term and are exercisable at $0.50, $0.55, $0.60 and $0.70 per common share of SEB in years one, two, three and four of the term, respectively. The warrants were valued at $317,100 using the Black-Scholes option-pricing model using the following assumptions: expected life of four years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

10) On November 4, 2014 the Company acquired 50% of Banyan Work Health Solutions Inc. and BITS Licensing Inc. As part of the purchase price, the Company issued 1,000,000 share purchase warrants as warrants to key Banyan employees. The warrants have an exercise price of $0.50 per share and a term of 48 months, with one-third of the warrants vesting at the end of each year for the first 36 months. The warrants were valued at $319,200 using the Black-Scholes option-pricing model using the following assumptions: expected life of four years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%. During year ended November 30, 2016, the Banyan transaction was unwound. 555,000 of the share purchase warrants have been cancelled.

15. Share Capital (continued)

(c) Share purchase warrants (continued)

11) Effective December 31, 2014, the Company closed in escrow the acquisition of Paradigm Consulting Group Inc. and PCGI Consulting Services Partnership, amalgamated into one company, named Paradigm Consulting Group Inc. As part of the Purchase Price, the Company issued 1,000,000 share purchase warrants to Paradigm employees. All warrants have a 48-month term and an exercise price of $0.50 per share. The warrants vest one-sixth every six months over a 36-month period following the closing of the transaction. The warrants were valued at $290,000 using the Black-Scholes option-pricing model using the following assumptions: expected life of four years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.
12) On December 1, 2015, the Company acquired Maplesoft Group Inc. As part of the consideration paid, the Company issued 1,000,000 share purchase warrants to Maplesoft employees. All warrants have a 48-month term and an exercise price of $0.50 per share. The warrants vest one-eighth every six months over a 36-month period following the closing of the transaction. The warrants were valued at $297,800 using the Black-Scholes option-pricing model using the following assumptions: expected life of four years, risk free rate of 0.98%, expected dividend yield of 0% and expected volatility of 100%.

15. Share Capital (continued)

(d) Share purchase options

The SEB stock option plan (the "Plan") is administered by the Board of Directors of the Company which establishes the exercise prices, vesting conditions and expiry date of the options. The number of common shares reserved for issuance under the Plan at November 30, 2016 is 10,967,357. At November 30, 2016, the Company had 8,370,000 options issued and outstanding under the terms of the Plan.

	Exercise Price	Expiry	Nov 30, 2015 Outstanding	Issued	Expired	Exercised	Nov 30, 2016 Outstanding	Nov 30, 2016 Exercisable
	$ 0.60	Feb 7, 2016	400,000	-	(400,000)	-	-	-
	$ 0.35	Mar 15, 2016	140,000	-	(140,000)	-	-	-
	$ 0.20	Apr 5, 2016	87,000	-	(87,000)	-	-	-
	$ 0.35	Apr 23, 2016	1,019,500	-	(1,019,500)	-	-	-
	$ 0.35	Apr 23, 2016	100,000	-	(100,000)	-	-	-
1	$ 0.50	Feb 7, 2017	300,000	-	-	-	300,000	300,000
2	$ 0.58	Mar 31, 2017	130,000	-	-	-	130,000	130,000
3	$ 0.58	Mar 31, 2017	100,000	-	-	-	100,000	100,000
4	$ 0.42	Jul 24, 2017	250,000	-	-	-	250,000	250,000
5	$ 0.50	Sep 5, 2017	200,000	-	-	-	200,000	200,000
	$ 0.45	Oct 23, 2017	200,000	-	(200,000)	-	-	-
	$ 0.45	Oct 23, 2017	505,000	-	(505,000)	-	-	-
6	$ 0.50	Oct 23, 2017	600,000	-	(100,000)	-	500,000	500,000
7	$ 0.50	Oct 24, 2017	1,400,000	-	-	-	1,400,000	1,400,000
8	$ 0.50	Oct 24, 2017	600,000	-	-	-	600,000	600,000
9	$ 0.50	Jan 20, 2018	900,000	-	-	-	900,000	900,000
10	$ 0.50	Mar 24, 2018	-	350,000	-	-	350,000	175,000
11	$ 0.30	May 31, 2018	-	850,000	-	-	850,000	600,000
12	$ 0.30	Jul 28, 2018	-	500,000	-	-	500,000	100,000
13	$ 0.30	Jul 28, 2018	-	300,000	-	-	300,000	300,000
14	$ 0.40	Jan 18, 2019	-	200,000	-	-	200,000	150,000
15	$ 0.30	Mar 24, 2019	-	400,000	-	-	400,000	160,000
16	$ 0.30	Mar 24, 2019	-	290,000	-	-	290,000	116,000
	$ 0.50	Mar 26, 2019	300,000	-	(300,000)	-	-	-
17	$ 0.30	Apr 26, 2019	-	100,000	-	-	100,000	20,000
18	$ 0.30	May 31, 2019	-	100,000	-	-	100,000	25,000
19	$ 0.30	May 31, 2021	-	150,000	-	-	150,000	25,000
20	$ 0.30	Jul 28, 2021	-	750,000	-	-	750,000	125,000
			7,231,500	**3,990,000**	**(2,851,500)**	**-**	**8,370,000**	**6,176,000**
Weighted avg exercise price			**$ 0.47**	**$ 0.32**	**$ 0.43**	**N/A**	**$ 0.42**	**$ 0.45**

15. Share Capital (continued)

(d) Share purchase options (continued)

1. On February 7, 2014, the Company granted 300,000 options exercisable until February 7, 2017 at an exercise price of $0.50 per share. The stock options vested 25% every 6 months from the grant date. The stock options were valued at $122,730 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

2. On March 31, 2014, the Company granted 130,000 options exercisable until March 31, 2017 at an exercise price of $0.58 per share. The stock options vested 25% every 6 months from the grant date. The stock options were valued at $38,961 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

3. On March 31, 2014, the Company granted 100,000 options exercisable until March 31, 2017 at an exercise price of $0.58 per share. The stock options vested 25% every 6 months from the grant date. The stock options were valued at $25,280 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

4. On July 24, 2014, the Company granted 250,000 options exercisable until July 24, 2017 at an exercise price of $0.42 per share. The stock options vested 25% every 6 months from the grant date. The stock options were valued at $61,135 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

5. On September 5, 2014, the Company granted 200,000 options exercisable until September 5, 2017 at an exercise price of $0.50 per share. The stock options vested 25% every 6 months from the grant date. The stock options were valued at $46,060 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

6. On October 23, 2014, the independent directors of the Company were granted an aggregate of 600,000 options exercisable until October 23, 2017 at an exercise price of $0.50 per share. The stock options vested 120,000 on issue and 120,000 each 3 months until fully vested. The stock options were valued at $166,500 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%. Up to Q3, 2016 100,000 options expired due to a director resigning from the Board.

7. On October 24, 2014, the Company granted 1,400,000 options exercisable until October 24, 2017 at an exercise price of $0.50 per share. The stock options vested 1,000,000 on issue and 400,000 after 6 months. The stock options were valued at $344,260 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

15. Share Capital (continued)

(d) Share purchase options (continued)

8. On October 24, 2014, the Company granted to the CEO of the Company 600,000 options exercisable until October 24, 2017 at an exercise price of $0.50 per share. The stock options vested on issue. The stock options were valued at $147,540 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

9. On January 20, 2015, the Company granted 900,000 options exercisable at $0.50 to June 11, 2015; $0.55 to June 11, 2016; $0.60 to June 11, 2017; and $0.70 to June 11, 2018. The stock options were valued at $236,970 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

10. On March 24, 2016, the Company granted 350,000 options exercisable at $0.50 to March 24, 2018, with 175,000 vesting in six months and 175,000 vesting in 12 months. The stock options were valued at $19,775 using the Black-Scholes option-pricing model with the following assumptions: expected life of two years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

11. On May 31, 2016, the Company granted 850,000 options exercisable at $0.30 to May 31, 2018, with 350,000 vesting immediately, 250,000 vesting in six months, 200,000 vesting in 12 months, and 50,000 in 18 months. The stock options were valued at $67,065 using the Black-Scholes option-pricing model with the following assumptions: expected life of two years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

12. On July 28, 2016, the Company granted 100,000 options exercisable at $0.30 to July 28, 2018, with 100,000 vesting immediately. The stock options were valued at $15,420 using the Black-Scholes option-pricing model with the following assumptions: expected life of two years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

13. On July 28, 2016, the Company granted 300,000 options exercisable at $0.30 to July 28, 2018, with 300,000 vesting immediately. The stock options were valued at $46,260 using the Black-Scholes option-pricing model with the following assumptions: expected life of two years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

14. On January 18, 2016, the Company granted 200,000 options exercisable at $0.40 to January 18, 2019 with 50,000 vested on April 17, 2016 and with 50,000 vesting every three months thereafter until fully vested. The stock options were valued at $26,300 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

15. On March 24, 2016, the Company granted 400,000 options exercisable at $0.30 to March 24, 2019 with 80,000 vesting immediately, 80,000 every six months thereafter until fully vested. The stock options were valued at $40,160 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

15. Share Capital (continued)

(d) Share purchase options (continued)

16. On March 24, 2016, the Company granted 290,000 options exercisable at $0.30 to March 24, 2019 with 58,000 vesting immediately, and 58,000 every six months thereafter until fully vested. The stock options were valued at $29,116 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

17. On April 26, 2016, the Company granted 100,000 options exercisable at $0.30 to April 26, 2019, vesting 20,000 vested immediately and 20,000 vesting every six months until fully vested. The stock options were valued at $10,040 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

18. On May 31, 2016, the Company granted 100,000 options exercisable at $0.30 to May 31, 2019 with 25,000 vesting every six months until fully vested. The stock options were valued at $9,310 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

19. On May 31, 2016, the Company granted 150,000 options exercisable at $0.30 to May 31, 2021 with 25,000 vesting every six months until fully vested. The stock options were valued at $18,150 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

20. On July 28, 2016, the Company granted 750,000 options exercisable at $0.30 to July 28, 2021 with 125,000 vesting October 26, 2016 and 125,000 vesting every six months until fully vested. The stock options were valued at $96,900 using the Black-Scholes option-pricing model with the following assumptions: expected life of three years, risk free rate of 0.98%, expected dividend yield of 0%, and expected volatility of 100%.

(e) Loss per Share

The weighted average number of common shares outstanding for the year ending November 30, 2016 was 103,287,242 (88,238,095 for the year ending November 30, 2015).

The dilutive effect of options and warrants outstanding was not included as it would serve to reduce the loss per share reported.

16. Deferred Taxes

(a) Income Tax

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% for the year ended November 30, 2016 (2015 - 26.5%) to the effective tax rate is as follows:

		2016		2015
Net loss before income taxes	**$**	**8,230,203**	**$**	**6,221,412**
Expected income tax recovery	$	(2,181,000)	$	(1,648,674)
Tax rate changes and other adjustments		196,310		(268,930)
Non-deductible expenses		163,580		(142,168)
Effect of flow-through renunciation		(85,890)		-
Change in tax benefits not recognized		1,669,150		1,694,487
Income tax (recovery) expense	**$**	**(237,850)**	**$**	**(365,285)**
The Company's income tax (recovery) is allocated as follows:				
Current tax (recovery) expense	$	805,328	$	696,161
Deferred tax (recovery) expense		(1,043,178)		(1,061,446)
	$	**(237,850)**	**$**	**(365,285)**

(b) Deferred Tax

The following table summarizes the components of deferred tax:

		2016		2015
Deferred Tax Assets				
Intangible Assets	$	105,220		264,700
Royality liability		102,313		-
Share issuance costs		67,330		-
Non-capital losses carried forward		701,814		338,858
Charitable donations carryforward		527		-
Deferred Tax Liabilities				
Property, plant and equipment	$	(57,403)	$	(35,884)
Intangible Assets		(21,160)		(20,230)
Capital lease obligation		(20,420)		(24,240)
Trade Names		(1,397,030)		(490,329)
Software development		(187,310)		(222,265)
Customer Relations		(1,992,100)		(1,427,325)
Convertible Debentures		-		(171,580)
Net deferred income tax liabilities	**$**	**(2,698,219)**	**$**	**(1,788,295)**

16. Deferred Taxes (continued)

Deferred Tax (continued)

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Movement in net deferred tax liabilities:				
Balance at the beginning of the year	$	(1,794,295)	$	(865,027)
Recognized in profit/loss		1,043,179		1,061,449
Recognized in equity		3,942		-
Goodwill		(1,951,045)		-
Other intangibles		-		(1,990,717)
Balance at the end of the year	**$**	**(2,698,219)**	**$**	**(1,794,295)**

(c) Unrecognized Deferred Tax Assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

		2016		2015
Property, plant and equipment	$	32,380	$	27,180
Intangible Assets		325,830		882,990
Software development		293,700		-
Royalty Liability		71,010		-
Share issuance costs		616,560		1,019,210
Non-capital losses carried forward		21,838,980		15,776,570
Capital losses carried forward		648,210		-
SR&ED Pool from T661		978,437		980,500
Charitable donations carryforward		7,550		-

The Canadian non-capital loss carry forwards expire between 2027 and 2036 as noted below. Share issue and financing costs will be fully amortized in 2020. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

16. Deferred Taxes (continued)

The Company's Canadian non-capital income tax losses expire as follows:

2027	$	297,600
2028		179,760
2029		20,800
2030		642,080
2031		2,195,620
2032		1,586,700
2033		4,030,040
2034		5,348,700
2035		4,409,200
2036		6,281,990
	$	24,992,490

17. Financial Instruments

Fair Values

The carrying value of cash and cash equivalents, accounts receivable, short-term notes receivable, advances to acquisition target, bank loan, accounts payable and accrued liabilities, equipment loans and leases payable, and short-term notes considered representative of their respective fair values due to the short-term period to maturity.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. For financial assets, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. In the normal course of business, the Company is exposed to credit risk from its customers and the related accounts receivable are subject to normal industry credit risk. To mitigate this risk the Company reviews the creditworthiness of material new customers, monitors customer payment performance and, where appropriate, reviews the financial condition of existing customers. The Company establishes an allowance for doubtful accounts that corresponds to the specific credit risk of its customers and economic circumstances.

As at November 30, 2016, the allowance for doubtful accounts was $383,589 (2015 - $61,235) and the accounts that were past due amounted to $565,838 (2015 - $596,587).

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. A portion of the bank loan bears interest at floating rates and as such is subject to interest rate cash flow risk resulting from market fluctuations in interest rates. A 1% appreciation (depreciation) in the interest rate would result in a change in interest expense of approximately of $283,482 (2015 - $146,742).

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations such as accounts payable out of cash. The Company's future liquidity is dependent on factors such as the ability to generate cash from operations and to raise money through debt or equity financing. The Company has disclosed in note 1 to these consolidated financial statements the existence of circumstances which cast significant doubt on its ability to continue as a going concern.

17. Financial Instruments (continued)

	Term Notes (Note 14)	(1) Convertible loans (Note 13)	Equipment leases and loans (Note 11, 12)	(2) Term Bank loan (Note 9)	Bank Loan (Note 9)	Total
Fiscal 2017	9,215,997	2,677,955	6,786	1,050,000	11,154,140	24,104,878
Fiscal 2018	-	1,457,295	7,148	1,050,000	-	2,514,443
Fiscal 2019	-	18,248	-	176,000	-	194,248
Fiscal 2020	1,832,286	-	-	-	-	1,832,286
	$ 11,048,283	**$ 4,153,498**	**$ 13,934**	**$ 2,276,000**	**$ 11,154,140**	**$ 28,645,855**

(1) Face value of convertible debentures.
(2) Term loan scheduled repayments dates (note 9)
The term bank loan is presented as a current liability in the statement of financial position

The Company is actively pursuing alternative financing sources to retire the Maplesoft debt and the convertible debt described above.

The borrowings of the Company under the Debt Facility and certain Notes are secured by its lenders by a general security agreement (“GSA”) over substantially all of the assets of the Company. Should the Company not meet its covenants or obligations under these borrowing agreements when due, there is the risk that its lenders may realize on its security and liquidate the assets of the Company.

The future capital requirements of the Company will depend on many factors, including the number and size of acquisitions consummated, rate of growth of its client base, the costs of expanding into new markets, the growth of the market for healthcare services and the costs of administration. In order to meet such capital requirements, the Company may consider additional public or private financing (including the incurrence of debt and the issuance of additional common shares) to fund all or a part of a particular venture, which could entail dilution of current investors' interest in the Company. There can be no assurance that additional funding will be available or, if available, that it will be available on acceptable terms. If adequate funds are not available, the Company may have to reduce substantially or otherwise eliminate certain expenditures. There can be no assurance that the Company will be able to raise additional capital if its capital resources are depleted or exhausted. Further, due to regulatory impediments and lack of investor appetite, the ability of the Company to issue additional common shares or other securities exchangeable for or convertible into common shares to finance acquisitions may be restricted.

Maplesoft Debt

Of the short term debt assumed by the Company as part of the consideration in the acquisition of Maplesoft Group Inc. on December 3, 2015, agreements were signed during the third quarter of 2016 whereby $6,996,518 of the debt was extended to maturity dates ranging from October 31, 2016 to February, 2017.

18. Capital Management

The Company's capital consists of share capital (net of share issue costs), contributed surplus, options and warrants in the amount of $32,614,990 at November 30, 2016 ($28,560,188 at November 30, 2015). The Company's capital management objectives are to safeguard its ability to continue as a going concern (see Note 1) and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets. The Company is not subject to any externally imposed capital requirements. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

19. Related Party Transactions and Balances

Key Management Compensation

Two shareholders of the Company, one acting in the capacity of President and Chief Executive Officer and the other acting in a capacity of Chief Financial Officer, Chief Operating Officer and Corporate Secretary, were paid management fees during the period December 1, 2015 to November 30, 2016 totalling $507,000 ($513,750 during the period December 1, 2014 to November 30, 2015). The President and Chief Executive Officer is also a director of the Company. As at November 30, 2016 the amount remaining unpaid was $272,353 (2015 - $51,822) is included in accounts advance and accrued liabilities.

Advances to and from Directors

As at November 30, 2016 there is no balance owing from a director of the Company (2015 - $112,539).

On December 19, 2014, the Company received an advance of $1,500,000 from a director of the Company in the form of a short-term note (Note 14). The Company has recorded accrued interest of $301,485 payable on the advance included in the balance of short-term notes. The note is due on demand and bears interest at 12% per annum.

On November 29, 2016, the Company received an advance of $501,560 from President in the form of a short-term note (Note 14). The Company has recorded accrued interest of $21,997 payable on the advance included in the balance of short-term notes. The note is due 30 days after written demand for repayment and bears interest at 10% per annum.

Long Term Advances

Further to the terms of Maplesoft's acquisition, included in Long term advances are advances of $347,112 to the former shareholders of Maplesoft. This pertains to SEB's commitment to advance $2,000,000 to the former shareholders. In addition, included in Long term advances is an amount of $2,806,067 which represents loans to former Maplesoft shareholders which loans were in place when Maplesoft was acquired by SEB.

These loans are secured by the SEB shares and the performance incentive payments which form part of the consideration for the acquisition of Maplesoft Group Inc. as discussed in Note 4.

19. Related Party Transactions and Balances (continued)

Director Fees

Director fees for the Company were accrued in the amount of $205,375 (2015 - $213,000). As at November 30, 2016 the amount remaining unpaid was $273,375 (2015 - $162,875) and is included in accounts payable and accrued liabilities.

The stock-based compensation expense includes $nil (2015 - $110,649) related to stock-options issued to directors and officers.

20. Commitments and Contingencies

As at November 30, 2016, the Company has the following lease commitments:

	Premise leases
Fiscal 2017	983,756
Fiscal 2018	1,013,054
Fiscal 2019	572,253
Total	**$ 2,569,062**

Software Licencing Agreement

Effective July 1, 2011, the Company entered into a licence agreement ("Licence") with Bevertec, CST Inc. ("Bevertec") a shareholder of the Company, to acquire from Bevertec the licence of a software platform which provides the adjudication of health benefit claims ("Adjudication Software"). The Licence provides (a) a perpetual, irrevocable, transferable and exclusive right and license to use the Adjudication Software in Canada; and (b) a perpetual, irrevocable, transferable and non-exclusive right and world-wide license to use the Adjudication Software outside Canada.

The price paid under the terms of the Licence was a payment of $500,000 and then a royalty stream of payments ("Royalty") payable as follows: up to $0.5 million based on 1% of the first $50 million of sales revenue; up to $2 million based on 2% the next $100 million in sales revenue; and up to $5 million based on 3% of the next $167 million of sales revenue. As of November 30, 2016 no amounts have been paid. This asset is recorded as software (Note 6).

Legal Proceedings

As part of the acquisition of Maplesoft Consulting Group Inc., the Company has assumed liability for the outcome of any successful legal claims against Maplesoft. The Company has reviewed outstanding claims and believes that they will be settled with little or no payments by Maplesoft in excess of amounts accrued on acquisition date (see Note 4).

The claims consist of:

- Three claims filed against Maplesoft with regards to employment matters between October 16, 2013 and October 24, 2014, totaling $358,943 plus legal costs to close. Defences have been filed with Maplesoft denying any liability.
- One claim of sexual assault against an employee of a department of the Canadian federal government, which is a client of Maplesoft. Maplesoft has been added as defendant as the plaintiff was at the time under contract to the federal government department through Maplesoft. The total claim is $600,000 plus costs. Maplesoft has filed a notice of defence, denying any liability.

20. Commitments and Contingencies (continued)

Litigation is subject to many uncertainties, and the outcome of these matters is not predictable with assurance. The Company, with the help of legal counsel, continues to defend these claims and believes that the likelihood of having to pay these claims is remote and unlikely.

In the ordinary course of operating the Company's business it may from time to time be subject to various claims or possible claims. Management is of the position that there are no claims or possible claims that if resolved would either individually or collectively result in a material adverse impact on the Company's financial position, results of operations, or cash flows. These matters are inherently uncertain and management's view of these matters may change in the future.

21. Net Change in Non-Cash Working Capital Items

Changes in non-cash working capital as follows:

		2016		2015
Accounts receivable	$	(1,501,565)	$	(268,495)
Inventory		(167,101)	$	15,109
Prepaid and deposits		140,143	$	153,919
Accounts payable and accrued liabilities		4,002,311	$	766,523
Deferred revenue		(137,330)	$	(154,074)
Government remittances and current income taxes payable		(853,272)	$	(657,773)
Total	**$**	**1,483,186**	**$**	**(144,791)**

22. Segment Disclosures

The Company organizes its reporting structure into three reportable segments. The reportable segments have been adjusted for significant business acquisitions and different revenue streams. For management purposes, the Company is organized into divisions based on their products and services provided. Management monitors the operating results of each division separately for the purpose of making decisions about resource allocation and performance assessment.

The Company has three reportable operating segments as follows:

- Benefits division (previously termed "Health Care division") provides software, solutions, services and products focused on managing group benefit and wellness solutions and healthcare claims processing environments for corporate and government clients.
- Technology division provides solutions in the areas of supply change management, integration and energy, as well as training and resource provisioning and supports the Benefits division.
- The Corporate division does not represent an operating segment and is included for informational purposes only. Corporate division expenses consist of public company costs, as well as salaries, share-based compensation, interest and finance costs and office and administrative costs relating to corporate employees.

22. Segment Disclosures (continued)

	As at November 30, 2016			
	Benefits	**Technology**	**Corporate**	**Total**
Statement of Financial Position				
Current assets	$ 270,706	$ 19,966,710	$ 782,686	$ 21,020,103
Long term note receivable	-	2,806,067	$ -	$ 2,806,067
Long term deposits	-	-	93,412	$ 93,412
Equipment	20,345	768,744	9,395	798,484
Software	1,283,677	494,858	-	1,778,535
Customer relationships	75,083	7,378,299	-	7,453,382
Trade names	132,500	5,124,819	-	5,257,319
Intellectual property	80,208	-	-	80,208
Goodwill	733,544	14,879,780	-	15,613,324
Total assets	**$ 2,596,064**	**$ 51,419,278**	**$ 885,494**	**$ 54,900,834**
Current liabilities	1,370,056	32,734,127	6,751,613	40,855,795
Total liabilities	**$ 1,370,056**	**$ 38,475,700**	**$ 12,413,271**	**$ 52,259,026**
	For the year ended November 30, 2016			
Statements of Comprehensive Loss				
Revenues	$ 1,420,036	$ 95,807,740	$ -	$ 97,227,776
Cost of revenues	(673,701)	(79,343,828)	-	(80,017,529)
Operating costs	(2,887,752)	(9,542,414)	(2,699,951)	(15,130,118)
Operating income (loss)	**(2,141,417)**	**6,921,498**	**(2,699,951)**	**2,080,129**
Interest	11,940	2,075,668	640,309	2,727,917
Acquisition and financing costs	168,179	1,668,558	-	1,836,737
Share-based compensation	-	-	270,890	270,890
Amortization and Depreciation	299,167	4,301,836	-	4,601,003
Accretion of interest	-	-	397,733	397,733
Change in fair value of contingent liability	(18,390)	494,442	-	476,052
Income tax	-	(237,850)	-	(237,850)
Loss for the period	**$ (2,602,313)**	**$ (1,381,156)**	**$ (4,008,882)**	**$ (7,992,353)**

22. Segment Disclosures (continued)

As at November 30, 2015

	Benefits	Technology	Corporate	Held by continuing operation	Held by discontinued operation
Balance Sheet					
Current assets	$ 275,268	$ 11,745,741	$ 350,791	$ 12,371,800	$ 1,797,893
Advance to acquisition target	-	-	1,125,671	1,125,671	-
Long term deposits	-	-	194,148	194,148	-
Equipment	29,048	585,870	-	614,918	227,170
Acquired software	1,183,631	742,096	-	1,925,727	642,109
Customer relationships	109,083	5,663,431	-	5,772,514	816,000
Trade names	192,500	1,661,119	-	1,853,619	432,000
Intellectual property	76,083	-	-	76,083	-
Goodwill	733,544	6,553,185	-	7,286,729	1,688,590
Total assets	**$ 2,599,157**	**$ 26,951,442**	**$ 1,670,610**	**$ 31,221,209**	**$ 5,603,762**
Current liabilities	2,008,873	14,168,254	6,351,424	22,528,551	400,333
Total liabilities	**$ 917,821**	**$ 18,284,503**	**$ 7,674,538**	**$ 26,876,862**	**$ 2,222,291**

For the year ended November 30, 2015

	Benefits	Technology	Corporate	Continuing operation	Discontinued operation
Statements of Comprehensive Loss					
Revenues	$ 1,652,278	$ 40,927,416	$ -	$ 42,579,694	$ 7,767,605
Cost of revenues	(676,337)	(31,285,468)	-	(31,961,805)	(5,751,872)
Expenses	(2,102,959)	(6,565,123)	(3,545,938)	(12,214,020)	(1,204,684)
Operating income (loss)	**(1,127,018)**	**3,076,825**	**(3,545,938)**	**(1,596,131)**	**811,049**
Acquisition and integration costs	-	1,010,127	-	1,010,127	-
Write-down of intangibles	-	551,516	-	551,516	-
Interest expenses	14,871	410,375	601,150	1,026,396	18,175
Amortization and Depreciation	219,934	2,189,664	-	2,409,598	383,385
Accretion of interest	-	249,588	502,892	752,480	-
Gain on sale of portion of business (net of tax)	-	(1,124,837)	-	(1,124,837)	-
Recovery of income tax	(257,112)	496,112	(604,285)	(365,285)	307,265
Income (loss) for the period	**$ (1,104,711)**	**$ (705,720)**	**$ (4,045,695)**	**$ (5,856,126)**	**$ 102,224**

23. Contingent Consideration Payable

	Nov 30, 2015	Additions / Adjustments	Changes in estimates	Nov 30, 2016
Inforica acquisition (1)	$ 40,246	$ -	$ 27,978	$ 68,224
Adeeva acquisition (2)	739,484	-	(18,390)	721,094
Paradigm acquisition (3)	1,512,194	-	330,213	1,842,407
Maplesoft acquisition (4)	-	908,839	136,251	1,045,090
	2,291,924	908,839	476,052	3,676,815
Less: current portion	(120,874)			(27,475)
Long term portion	**$ 2,171,050**			**$ 3,649,340**
Held by discontinued operation Banyan	**$ 203,769**	**$ (203,769)**	**$ -**	**$ -**

1) As part of the consideration for the Inforica acquisition the Company is obligated to pay additional royalties based on future financial results of Inforica. The royalty payment provisions provide that, for an indefinite term, the Company will pay to the preferred shareholders of Inforica a future royalty of 3.68% of energy revenue to a maximum aggregate payment of $350,000. As of November 30, 2016, Inforica paid $191,512.

2) As part of the consideration for the Adeeva acquisition the Company is obligated to pay additional royalties based on future financial results of Adeeva. The royalty payment provisions provide that, for an indefinite term, the Company will pay to the former debtholders of Adeeva a future royalty of 1% of Adeeva sales and 3% of Adeeva gross margins to a maximum aggregate payment of $1,000,000. As at November 30, 2016, the Company has accrued $96,687 in accrued royalty payments (2015 - $81,413). No balances have been paid as of November 30, 2016.

3) As part of the consideration for the Paradigm acquisition the Company is obligated to pay up to $1,774,179 to be paid at the end of year three following closing, subject to meeting a cumulative earnings before interest, income taxes, depreciation and amortization ("EBITDA") of $8,870,898 and $591,393 to be paid at the end of year four following closing, subject to meeting a cumulative EBITDA of $11,827,864.

4) As part of the consideration for the Maplesoft acquisition the Company agreed to pay to the former shareholders of Maplesoft at the end of five years an amount equal to 15% of the increase in the enterprise value of Maplesoft over that time period.

An estimate of the ranges of outcomes for the contingent consideration payable is as follows:

	Minimum	Maximum
Inforica acquisition	$ 50,120	$ 350,000
Adeeva acquisition	43,842	1,000,000
Paradigm acquisition	-	2,365,572
Maplesoft acquisition	-	1,500,000
	$ 93,962	**$ 5,215,572**

24. Subsequent Events

Unit Offering October, 2016
The Company completed Tranche 2 on December 23, 2016 and Tranche 3 on February 3, 2017 of a $5,000,000 Unit Offering announced October 20, 2016. Tranche 1 of the offering closed in November, 2016 as disclosed in Note 15. Further to the closings of Tranche 2 and Tranche 3, the Company received consideration of $3,352,423 and issued 25,026,540 Units, where a Unit consisted of a common share and a common share purchase warrant, exercisable at $0.30 for a period of 18 months from closing. The consideration received on the total Unit Offering was $5,005,308 and the number of units issued totaled 25,026,540.

Unit Offering March, 2017
The Company on March 27, 2017 closed Tranche 1 in the amount of $225,000 of a $1,500,000 Unit Offering. Each Unit was priced at $0.20 and consisted of one common share and one common share purchase warrant exercisable at $0.30 per share for a period of 18 months from closing. On March 29, the Company closed Tranche 2 in the amount of $500,000 under the same terms.

Convertible Notes
Subsequent to year end, the Company paid $920,094 of the convertible notes.