

DESTINY MEDIA TECHNOLOGIES INC  
Form 10-K  
November 27, 2018

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

(Mark One)

**FORM 10-K**

**Annual Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act Of 1934**

For the fiscal year ended **August 31, 2018**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act Of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **0-28259**

**DESTINY MEDIA TECHNOLOGIES INC.**

(Name of registrant as specified in its charter)

**NEVADA**

(State or other jurisdiction of incorporation or  
organization)

**84-1516745**

(I.R.S. Employer Identification No.)

1110 - 885 West Georgia Street,

Vancouver, British Columbia, Canada

(Address of principal executive offices)

V6C 3E8

(Zip Code)

604-609-7736

Registrant's telephone number, including area code

Securities registered under Section 12(b) of the Exchange Act: **NOT APPLICABLE**

Securities registered under Section 12(g) of the Exchange Act: **COMMON STOCK, \$0.001 PAR VALUE PER SHARE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the

Edgar Filing: DESTINY MEDIA TECHNOLOGIES INC - Form 10-K

Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

---

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of the last business day of the registrant's most recently completed second fiscal quarter was \$8,793,048.

The number of shares outstanding of the registrant's common stock, par value \$0.001, as of November 27, 2018 was 55,013,874.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

**DESTINY MEDIA TECHNOLOGIES INC.  
FORM 10-K**

INDEX

|  |           |
|--|-----------|
| <u>PART I</u>  | <u>4</u>  |
| <u>ITEM 1. BUSINESS.</u>   | <u>5</u>  |
| <u>ITEM 1A. RISK FACTORS.</u>  | <u>9</u>  |
| <u>ITEM 1B. UNRESOLVED STAFF COMMENTS.</u>   | <u>13</u> |
| <u>ITEM 2. PROPERTIES</u>  | <u>13</u> |
| <u>ITEM 3. LEGAL PROCEEDINGS.</u>  | <u>13</u> |
| <u>ITEM 4. MINE SAFETY DISCLOSURES.</u>  | <u>13</u> |
| <u>ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER<br/>MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.</u> | <u>14</u> |
| <u>ITEM 6. SELECTED FINANCIAL DATA</u>   | <u>15</u> |
| <u>ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION<br/>AND RESULTS OF OPERATIONS.</u>                        | <u>15</u> |
| <u>ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>   | <u>23</u> |
| <u>ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA</u>   | <u>23</u> |
| <u>ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON<br/>ACCOUNTING AND FINANCIAL DISCLOSURE.</u>                         | <u>50</u> |
| <u>ITEM 9A. CONTROLS AND PROCEDURES.</u>   | <u>50</u> |
| <u>ITEM 9B. OTHER INFORMATION.</u>   | <u>51</u> |
| <u>PART III</u>  | <u>52</u> |
| <u>ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.</u>  | <u>52</u> |
| <u>ITEM 11. EXECUTIVE COMPENSATION.</u>  | <u>55</u> |
| <u>ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND<br/>MANAGEMENT AND RELATED STOCKHOLDER MATTERS</u>               | <u>57</u> |
| <u>ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR<br/>INDEPENDENCE.</u>                                   | <u>59</u> |
| <u>ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES</u>   | <u>59</u> |
| <u>PART IV</u>   | <u>60</u> |
| <u>ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.</u>   | <u>60</u> |

**PART I**

**FORWARD LOOKING STATEMENTS**

The information in this Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). These forward-looking statements involve risks and uncertainties, including statements regarding Destiny Media's capital needs, business strategy and expectations. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined below under Item 1A. Risk Factors , and, from time to time, in other reports Destiny Media files with the SEC. These factors may cause Destiny Media's actual results to differ materially from any forward-looking statements. Destiny Media disclaims any obligation to publicly update these statements, or disclose any difference between its actual results and those reflected in these statements. Such information constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

**CURRENCY**

All dollar amounts in this Annual Report on Form 10-K are presented in United States dollars unless otherwise indicated.

## **ITEM 1. BUSINESS.**

### **OVERVIEW AND CORPORATE BACKGROUND**

Destiny Media Technologies, Inc. was incorporated in August 1998 under the laws of the State of Colorado and the corporate jurisdiction was changed to Nevada effective October 8, 2014. We carry out our business operations through our wholly owned subsidiary, Destiny Software Productions Inc., a British Columbia company that was incorporated in 1992, MPE Distribution, Inc. a Nevada company that was incorporated in 2007 and Sonox Digital Inc. incorporated under the Canada Business Corporations Act in 2012. The Company, Destiny Media, Destiny, we or us refers to the consolidated activities of all four companies.

Our principal executive office is located at Suite 1110, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8. Our telephone number is (604) 609-7736 and our facsimile number is (604) 609-0611.

Our common stock trades on TSX Venture Exchange in Canada under the symbol **DSY**, on the OTCQB U.S. (OTCQB) under the symbol **DSNY**, and on various German exchanges (Frankfurt, Berlin, Stuttgart and Xetra) under the symbol **DME**, WKN 935 410.

Our corporate website is located at <http://www.dsny.com>.

### **OUR PRODUCTS AND SERVICES**

Destiny develops and markets software as a service (SaaS) solutions that solve critical problems in digital distribution and promotion for businesses in the music industry. The core of our business is the Play MPE® promotional music marketing and digital distribution service. Play MPE® is a service for promoting and securely distributing broadcast quality audio, video, images, promotional information and other digital content through the internet. The system is currently used by the recording industry for transferring pre-release broadcast quality music, radio shows, and music videos to trusted recipients such as radio stations, media reviewers, VIPs, DJs, film and TV personnel, sports stadiums and retailers. The system replaces the physical distribution (mail, courier or hand delivery) of CDs.

Our customers range from small independent artists, small to large independent record labels (Indies), to promoters, to the world's largest record labels (the Major Record Labels) (Universal Music Group, Warner Music Group and Sony Music Entertainment). Our Major Record Label clients have offices around the world and typically represent the world's largest recording artists. All three Major Record Labels, and thousands of Indies use Play MPE® for promotional distribution.

Play MPE® is a cloud-based enterprise SaaS service providing tiered, permission based, access allowing our clients to assign varying rights, capabilities and responsibilities to different members of their staff. For example, some customer staff may manage assets (album cover imagery, music videos, the raw music, promotional information and other metadata), while others manage hierarchical permission based lists of recipients. Larger labels are normally structured into sublabel groups, each with their own labels with varying access (permissions) to various subsets of the master recipient lists.

The release dates for music can be dependent on the territory and, where administrative settings permit, local promotions staff may generate a localized distribution of the song with modified marketing information in the local language. Local staff may select pre-existing assets from the system and combine them together with a local recipient lists to form a send. Our customers also choose the level of access for the recipients assigned to the release by designating whether the release can be streamed, downloaded, exported into an unlocked digital format or burned to a CD.

While many clients are set up to manage and upload recipient lists, many rely on the proprietary lists provided within the service. Our staff manages lists of recipients in various formats and geographies and those lists are made available to our customers using the Play MPE® system. The Play MPE® system provides Play MPE® staff with the feedback and resources necessary to manage and maintain this network of recipients, which is not available with physical distribution or by smaller competitors. Customers select lists of recipients within the proprietary network based on music format and geography.

When the release is sent, the send appears in the available tracks section of a recipient's account. Recipients can access these tracks through proprietary iPhone, Android, Mac and Windows based players, or through partner sites. Our servers also generate a marketing website (<http://daily.plaympe.com>) which promotes new music. The system automatically generates charts of the most popular music on the system. These charts can be syndicated to third parties.

All exported songs are marked in real time with Destiny's watermark technology, which has received three US patents and a number of analogous patents globally. Songs that appear on the internet are scanned by the International Federation of the Phonographic Industry's (IFPI) for our watermark. Headquartered in London, UK, the IFPI is the organization that represents the interests of the recording industry worldwide and one of its missions is to safeguard the rights of record producers. IFPI web crawlers visit torrents, peer to peer networks and websites searching for unauthorized content. When problem files are identified, the IFPI software looks for Destiny's watermark in the content to identify the originating source.

After the content is released, all activity by the recipient is logged in real time, providing record labels and promotions staff real time detail on which songs are accessed, streamed, downloaded and exported. This contrast with physical distribution where record labels may be unsure whether the courier package went to the correct individual or whether it was ever opened. This information provides invaluable feedback in real time to marketing and promotions staff who can cater their programs appropriately. Recipients receive a custom library of available tracks and are able to repeat the download if music is lost.

During fiscal 2018, we launched version 8 of our release publishing tools for Play MPE®. These new browser-based tools are accessible on any computer without installation and completely replace the Windows based desktop tools previously used by our customers. It is expected that this new solution will increase usage of Play MPE® by providing an easier to use, faster, more intuitive and streamlined experience, access to both Mac and PC users, new release creation workflows, and more configuration options. It also allows for easy translation into multiple languages to accelerate international expansion. The new encoder has been fully adopted by our sales department and is being integrated by our customers into their own internal workflows.

We continue to invest in additional development of Play MPE® Version 8 and related tools and applications, which should lead to higher usage.

The Company also has a legacy business, Clipstream®, in the online video industry for which it is pursuing strategic alternatives. The Clipstream® Online Video Platform (OVP) is a self-service system, for encoding, hosting and reporting on video playback which can be embedded in third party websites or emails. Playback is currently through the Company's proprietary JavaScript codec engine, which is only available on the internet through the Company. The unique software based approach to rendering video, is protected by over two dozen patents claiming initial priority to 2011. This product is marketed in a limited way and has incidental revenues.

## **BUSINESS DEVELOPMENT**

### **Play MPE®**

During the year ended August 31, 2018, we generated revenues of \$3,606,471, of which 98% was derived from Play MPE®.

During fiscal 2018, our development team was focused on the launch of new browser-based release publishing tools, Play MPE® Version 8. On February 21, 2018, we announced the Beta release of Play MPE® Version 8 and, in July 2018, we officially launched this new version of the encoder into production. These new browser-based tools are accessible on any computer without installation and completely replace the current Windows based desktop tools currently used by our customers. It is expected that this new solution will increase usage of Play MPE® by providing



an easier to use, faster, more intuitive and streamlined experience, access to both Mac and PC users, new release creation workflows, and more configuration options.

Play MPE® staff regularly attend various industry events, conferences and seminars, to establish and strengthen relationships with industry promoters, record labels, and other key industry people. Potential new customers may be set up on an initial trial of our system, providing for increased engagement and feedback from these industry professionals. Other business development efforts are also focused on moving existing customers to monthly subscription or custom pricing that encourages more usage of the system. We have significantly increased our business development efforts during fiscal 2018, adding additional staff, and establishing a more organized process of engaging with our existing and prospective customers.

### **Clipstream®**

In November 2017, after completing a detailed review of the resources required to progress Clipstream further, the Company transitioned the Clipstream® product to maintenance only, stopping development of new major features. Business development efforts are focused on identifying strategic alternatives for this product, business, and intellectual property outside the Company.

### **Significant Customers**

During the year ended August 31, 2018, we generated 42% of total revenue from one customer (2017 - 41%).

## **OUR BUSINESS OPERATIONS**

We lease approximately 6,600 square feet of office space, with the lease expiring in June of 2022, and we currently have 24 total employees. Our employees include our President and Chief Executive Officer, our Chief Financial Officer, two finance and administrative personnel, eleven sales and technical support personnel, and eight software developers. We may also employ contractors as needed.

### **Research and Development**

Total research and development expenditures for the year ended August 31, 2018 were \$1,122,590 (2017: \$1,231,370).

## **COMPETITION**

### **Play MPE®**

Play MPE® has regional competitors with limited global presence and limited functionality while Play MPE® has Major Record Label use globally. A network effect entrenches the system, as it is difficult for any single user to switch to an alternative without the entire industry switching. The system was built to facilitate sharing of assets and content with regional subsidiaries and affiliates of our Major Record Label customers. This allows local representatives to localize the release resulting in costs savings and efficiencies not available in competing solutions. The player software is available in 27 languages.

Play MPE® has several advantages over physical distribution (mail, courier or hand delivery) of manufactured CD s. Digital distribution through Play MPE® is faster, less expensive, more reliable, more secure, provides additional real time and more accurate reporting of usage, provides a great deal of added functionality and provides the error free and automatic transmission of metadata . Metadata includes International Standard Recording Codes (ISRC) which is a standard code for uniquely identifying sound recordings and music video recordings - song and artist names, beats per minute, release and impact dates, etc. The automatic transmission of this metadata reduces the time required for manual data entry into radio automation software on the receiving side and eliminates inaccuracies in royalty reporting. This benefits labels who want to be in third party databases as the transmission of this data is immediate and reliable.

The Play MPE® system provides our clients with a sophisticated content management tool that includes privilege control, release sharing amongst global territories (saving our clients time and money when conducting global distributions), enhanced email notification and promotions tools, social media announcements, recipient player apps (iPhone, iPad, Android, Mac, Windows, and Web Browser), with a fully redundant high speed infrastructure that is more sophisticated and has higher functionality than quickly developed lower cost alternatives. The Company expects that competition will be strongest where audio quality, security, recipient network, and reporting are not as important as cost.

## GOVERNMENT REGULATION

We are not currently subject to direct regulation by any governmental agency other than laws and regulations generally applicable to businesses. It is possible that a number of laws and regulations may be adopted in both the United States and Canada with particular applicability to the Internet. Governments have and may continue to enact legislation applicable to us in areas such as content distribution, performance and copying, other copyright issues, network security, encryption, the use of key escrow data, privacy protection, caching of content by server products, electronic authentication or digital signatures, illegal or obscene content, access charges and retransmission activities. The applicability to the Internet of existing laws governing issues such as property ownership, content, taxation, defamation and personal privacy is also uncertain. Export or import restrictions, new legislation or regulation or governmental enforcement of existing regulations may limit the growth of the Internet, increase our costs of doing business or increase its legal exposure.

The Company owns proprietary algorithms, source code, web domain addresses, patents, trademarks and other intellectual property.

### Patents

#### 1. Digital Locking "Digital Media Distribution Method and System" (US Patent No. 7466823)

This patent provides a method of locking digital content which prevents play back on unauthorized machines and devices. Claims include separating security from the content, so that content files can be shared securely over peer to peer networks. This is one of the earliest patents for securing peer to peer distributed content.

One of the more important claims in this patent is the ability to uniquely recognize a particular computer. Uniquely identifying a person's computer is a common issue which is usually approached by saving cookies or beacons to the user's computer or by tracking IP addresses. These are not reliable solutions as cookies are easily deleted and IP addresses easily changed. Destiny's propriety hash code process creates a serial number that can be used to recognize the user on subsequent visits without ever saving anything to that user's computer.

#### 2. Watermarking "Methods for Watermarking Media Data"

- i. US Patents No. 7983441, 8300885, 9165560, 9676574
- ii. US pending application No. 15/358834
- iii. Japan Patent No. 5103479
- iv. Canada patent No. 2682926
- v. Europe and UK Patent No. 2082527

We have developed a watermarking technology which can uniquely identify the individual who originally accessed a particular song. Our watermark is unique as it can be embedded and identified rapidly, it is inaudible, it survives on air broadcast, compression and conversion to other formats and is virtually impossible to remove. Our watermarking technology is used in the Play MPE® distribution system when songs are exported or when streaming a track. Other watermarking technologies are slow and provide a trade-off between a destruction of audio quality and the ease that they can be filtered out. When the original patent claims were granted in the US, the Company filed a set of new additional, broader claims in a continuation application in Canada and the US to further protect the technology.

#### 3. Cross Platform Streaming Video Script Based Video Rendering

- a. US Patents No. 9143826, 9137567, 9215499, 9380338, 9432726 and 9432727



- b. South Africa Patent No. 2014/01618
- c. Singapore Patent No. 2014008775
- d. Australia Patent No. 2012297524
- e. New Zealand Patent No. 622065
- f. Pending US application No. 13/517574
- g. Pending Canadian patent application No. 2843766
- h. Pending China Application No. 201280050754.7
- i. Pending Europe Application No. 12824114.8
- j. Pending India Application No. 1961/DELNO/2014

This solution enables publishers to serve streaming video from their web site without the need for a separate streaming server. The solution will play instantly in all recent browsers, including mobile devices, without the need for a separate video player.

### **Registered Trademarks**

Play MPE®

Granted: USA, Canada, Japan, European Union, China and Australia

MPE®

Granted: Canada, Japan,

Sonox Digital®

Granted: Japan, China, Canada

Clipstream®

Granted: USA, Canada, Japan, Israel, European Union, China and Australia

### **Domain Names**

We own a large number of domain names, including many valuable four letter domain names (dice.net, dsny.com) and URL s featuring common words (radio-play.com, streamingaudio.com, pirateradio.com and many others.)

### **ITEM 1A. RISK FACTORS.**

We face risks in executing our business plan and achieving revenues. The following risks are material risks that we face. We also face the risks identified elsewhere in this Annual Report, including those risks identified under Item 1. Business , including Competition and Government Regulation, and Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations . If any of these risks occur, our business and our operating results and financial condition could be seriously harmed.

*If revenues decline, then our financial condition and results of operations will be adversely affected.*

98% of our revenue is generated from our Play MPE® distribution service. Competitors may arise and/or customers may not renew distribution contracts. This factor could cause our revenue to decrease with the result that our financial condition and operating results would be adversely affected. Competitors have been small, regionally based, have limited resources, and have yet to capture a material share of the market. If a competitor were to develop a comparable or superior product, our market share could be reduced.

*If we are not able to control our operating expenses, then our financial condition may be adversely affected.*

Operating expenses were \$2,957,065 for the year ended August 31, 2018 and \$3,170,580 for the year ended August 31, 2017 while our revenues were \$3,606,471 for the year ended August 31, 2018 and \$3,445,014 for the year ended August 31, 2017. Our ability to maintain profitability is conditional upon our ability to control our operating expenses. There is a risk that we will have to increase our operating expenses in the future. Factors that could cause our operating expenses to increase include our determination to spend more on sales and marketing in order to increase product sales or our determination that more research and development expenditures are required in order to keep our current software products competitive or in order to develop new products for the market. To the extent that our operating expenses increase without a corresponding increase in revenue, our financial condition would be adversely impacted.

*If we are not successful in legal proceedings against us, then our business and financial condition could be adversely affected.*

The Company is subject to claims and legal proceedings that arise in the ordinary course of business. Such matters are inherently uncertain, and there can be no guarantee that the outcome of any such matter will be decided favorably to the Company or that the resolution of any such matter will not have a material adverse effect upon the Company's financial statements. The Company does not believe that any of such pending claims and legal proceedings will have a material adverse effect on its consolidated financial statements, however if we are not successful in these legal proceeding and are forced to make payments of damages to the plaintiffs, then our business and our financial condition would be adversely affected.

*Our financial results may be adversely impacted by currency fluctuations.*

Our revenues are primarily in United States dollars and Euros while our operating expenses are primarily in Canadian dollars. An increase in the value of the Canadian dollar in relation to the United States dollar and/or Euro could have the effect of decreasing our income from operations. We do not currently hedge our foreign currency exposures.

*If our products are defective or contain errors, we may become subject to product liability claims.*

As a result of their complexity, our software products may contain undetected errors or failures when first introduced or as new versions are released. There can be no assurance that, despite testing we undertake and testing and use by current and potential customers, errors will not be found in new products after commencement of commercial use. The occurrence of such errors could result in loss of or delay in market acceptance of our products, which could have a material adverse effect on our business, financial condition and results of operations. Our products also may be vulnerable to break-ins and similar disruptive problems caused by Internet or other users.

Such computer break-ins and other disruptions would jeopardize the security of information stored in and transmitted through the computer systems of our customers, which may result in significant liability to us and deter potential customers. The sale and support of our products may entail the risk of liability claims. A product liability claim brought against us could have a material adverse effect on our business, financial condition and results of operations.

*Our ability to manage growth.*

Should we be successful in the sales and marketing efforts of our software products, we will experience significant growth in operations. If this occurs, management anticipates that additional expansion will be required in order to continue our product development. Any expansion of our business would place further demands on our management, operational capacity and financial resources. We anticipate that we may need to recruit qualified personnel in all areas of its operations, including management, sales, marketing, delivery, and software development. There can be no assurance that we will be effective in attracting and retaining additional qualified personnel, expanding its operational capacity or otherwise managing growth. In addition, there can be no assurance that our current systems, procedures or controls will be adequate to support any expansion of our operations. The failure to manage growth effectively could have a material adverse effect on our business, financial condition and results of operations.



*Risk of system failure and/or security risks.*

Despite the implementation of security measures, our network infrastructure could be vulnerable to unforeseen computer problems. Although we believe we have taken steps to mitigate much of the risk, we may in the future experience interruptions in service as a result of the accidental or intentional actions of Internet users, current and former employees or others. Unknown security risks may result in liability to us and also may deter new customers from purchasing our software and services, and individuals from utilizing it. Although we intend to continue to implement and establish security measures, there can be no assurance that measures implemented by us will not be circumvented in the future, which could have a material adverse effect on our business, financial condition or results of operations.

*Lack of established market for products and services; dependence on internet and intranets as mediums of commerce and communications.*

The market for our streaming media products and services is new and evolving rapidly. It depends on increased use of the Internet and intranets. If the Internet and intranets are not adopted as methods for commerce and communications, or if the adoption rate slows, the market for our products and services may not grow, or may develop more slowly than expected.

The electronic commerce market is relatively new and evolving. Sales of our products depend in large part on the development of the Internet as a viable commercial marketplace. There are now substantially more users and much more “traffic” over the Internet than ever before, use of the Internet is growing faster than anticipated, and the technological infrastructure of the Internet may be unable to support the demands placed on it by continued growth. Delays in development or adoption of new technological standards and protocols, or increased government regulation, could also affect Internet use. In addition, issues related to use of the Internet and intranets, such as security, reliability, cost, ease of use and quality of service, remain unresolved and may affect the amount of business that is conducted over the Internet and intranets.

*Product delays and errors.*

We have experienced development delays and cost overruns associated with our product development efforts. We may encounter such problems in the future. Delays and cost overruns could affect our ability to respond to technological changes, evolving industry standards, competitive developments or customer requirements. Our products also may contain undetected errors that could cause adverse publicity, reduced market acceptance of the products, or lawsuits by customers.

*Online commerce security risks.*

Online commerce and communications depend on the ability to transmit confidential information securely over public networks. Any compromise of our ability to transmit confidential information securely, and costs associated with the prevention or elimination of such problems, could have a material adverse effect on our business.

*International operations.*

We market and sell our products in the United States, Canada, Europe, Asia, South America, Africa and Australia. As such, we are subject to the normal risks of doing business abroad. Risks include unexpected changes in regulatory requirements, export and import restrictions, tariffs and trade barriers, difficulties in staffing and managing foreign operations, longer payment cycles, problems in collecting accounts receivable, potential adverse tax consequences, exchange rate fluctuations, increased risks of piracy, limits on the our ability to enforce our intellectual property rights, discontinuity of our infrastructures, limitations on fund transfers and other legal and political risks. Such limitations and interruptions could have a material adverse effect on our business.



*Customer Concentration*

During the year ended August 31, 2018, 42% of the Company's revenue is derived from one customer with operations in numerous countries. This customer is currently of key importance to our operations and any adverse change to the revenue from this customer would have a material adverse effect on our results of operations.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None

**ITEM 2. PROPERTIES.**

Our head office is located in leased premises at Suite 1110, 885 Georgia Street, Vancouver, British Columbia, Canada V6C 3E8. Our principal business operations are carried out from our head office. Our leased premises consist of approximately 6,600 square feet. We pay rent of approximately \$27,000 Canadian (equal to approximately \$20,750 US) per month. The lease expires June 30, 2022. We consider our leased premises adequate for our current business purposes.

**ITEM 3. LEGAL PROCEEDINGS.**

On September 5, 2017, Steve Vestergaard, former President and Chief Executive Officer of the Company, filed a Notice of Civil Claim in the Supreme Court of British Columbia against the Company, its subsidiaries, independent directors and current Chief Executive Officer, claiming damages for conspiracy, breach of contract, wrongful dismissal, defamation and aggravated and punitive damages. The Company believes the claims are without merit and will defend itself against the claims.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not Applicable

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.****Market Information**

Our shares are currently trading on the OTCQB under the stock symbol DSNY. The high and the low trading prices for our shares for each quarter of the last two fiscal years were:

| <b>QUARTER</b>               | <b>HIGH (\$)</b> | <b>LOW (\$)</b> |
|------------------------------|------------------|-----------------|
| 1 <sup>st</sup> Quarter 2017 | \$0.22           | \$0.14          |
| 2 <sup>nd</sup> Quarter 2017 | \$0.28           | \$0.13          |
| 3 <sup>rd</sup> Quarter 2017 | \$0.28           | \$0.17          |
| 4 <sup>th</sup> Quarter 2017 | \$0.27           | \$0.15          |
| 1 <sup>st</sup> Quarter 2018 | \$0.22           | \$0.17          |
| 2 <sup>nd</sup> Quarter 2018 | \$0.28           | \$0.15          |
| 3 <sup>rd</sup> Quarter 2018 | \$0.28           | \$0.15          |
| 4 <sup>th</sup> Quarter 2018 | \$0.25           | \$0.11          |

The trades reflect inter-dealer prices, without retail mark-up, markdown or commission and may not represent actual transactions.

Our shares are also traded on the TSX Venture Exchange under the symbol DSY.

**Holder of Common Stock**

As of November 27, 2018 our shareholders list for our common stock showed 57 registered shareholders and 55,013,874 shares of our common stock outstanding.

**Dividends**

We have neither declared nor paid any cash dividends on our capital stock and do not anticipate paying cash dividends in the foreseeable future. Our current policy is to retain any earnings in order to finance the expansion of our operations. Our Board of Directors will determine future declaration and payment of dividends, if any, in light of the then-current conditions they deem relevant and in accordance with applicable corporate law.

**Recent Sales of Unregistered Securities**

None.

**OTHER INFORMATION**

None.

See Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters for a description of our securities authorized for issuance under equity compensation plans.



**ITEM 6. SELECTED FINANCIAL DATA.**

| (Expressed in US dollars)  | 2018                | 2017                | Fiscal<br>Year<br>2016 | 2015                  | 2014                |
|--|---------------------|---------------------|------------------------|-----------------------|---------------------|
| Continuing Operations:   |                     |                     |                        |                       |                     |
| <b>Service revenue</b>   | <b>\$ 3,606,471</b> | <b>\$ 3,445,014</b> | <b>\$ 3,337,813</b>    | <b>\$ 3,323,537</b>   | <b>\$ 3,572,376</b> |
| <b>Income(loss) from operations</b>                              | <b>\$ 649,406</b>   | <b>\$ 274,434</b>   | <b>\$ (209,383)</b>    | <b>\$ (797,013)</b>   | <b>\$ (368,783)</b> |
| <b>Net income (loss)</b>   | <b>\$ 656,270</b>   | <b>\$ 288,781</b>   | <b>\$ (188,251)</b>    | <b>\$ (1,596,646)</b> | <b>\$ (324,399)</b> |
| <b>Net income (loss) per common share,<br/>basic and diluted</b> | <b>\$ 0.01</b>      | <b>\$ 0.01</b>      | <b>\$ (0.00)</b>       | <b>\$ (0.03)</b>      | <b>\$ (0.01)</b>    |

## Balance Sheet

|                              |                     |                     |                     |                     |                     |
|------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| <b>Working capital</b>       | <b>\$ 2,280,695</b> | <b>\$ 1,661,850</b> | <b>\$ 1,125,289</b> | <b>\$ 513,472</b>   | <b>\$ 1,476,767</b> |
| <b>Total assets</b>          | <b>\$ 2,962,422</b> | <b>\$ 2,244,703</b> | <b>\$ 1,850,876</b> | <b>\$ 1,537,190</b> | <b>\$ 3,401,206</b> |
| <b>Long-term liabilities</b> | <b>\$</b>           | <b>\$</b>           | <b>\$ 6,472</b>     | <b>\$ 12,071</b>    | <b>\$</b>           |
| <b>Stockholders equity</b>   | <b>\$ 2,516,776</b> | <b>\$ 1,892,805</b> | <b>\$ 1,488,405</b> | <b>\$ 1,102,434</b> | <b>\$ 3,002,647</b> |

The selected financial data should be read in conjunction with the Consolidated Financial Statements and Notes thereto, and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-K.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

The following discussion of our results of operations and financial condition should be read together with the consolidated financial statements and related notes that are included in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors.

**RESULTS OF OPERATIONS FOR THE YEARS ENDED AUGUST 31, 2018 AND 2017****Revenue**

Total revenue for the year ended August 31, 2018 increased by 4.7% over the same period in the prior year to \$3,606,471 (2017 \$3,445,014). The increase in Play MPE® revenue was seen from our North American customers, mostly as a result of consistent growth in US independent customers, which segment increased by 9.1% over fiscal 2017. The growth in North America was accompanied by a 2.4% increase in revenue from Europe. However, the growth in European revenue was driven by favorable exchange rates as the Company saw declines in revenue, as expressed in Euros from this region. The Company believes the decline in this revenue is the result of product issues that were addressed by the release, near the end of the fiscal year, of Version 8 of our Play MPE release publishing tools (Version 8). In August 2018, we began to recover lost customers as a direct result of the release of Version 8.

During the year ended August 31, 2018, 49% of our Play MPE® revenues were denominated in Euros and 8% were denominated in Australian Dollars (2017: 49% and 8%, respectively). During the year ended August 31, 2018, the effect of foreign exchange fluctuations in these currencies had a favorable impact on our reported revenues from both of these currencies, most significantly from fluctuations in the Euro, which resulted in an 8.5% increase in reported revenue from that currency.

## Operating Expenses

### Overview

As our technologies and products are developed and maintained in-house, the majority of our expenditures are on salaries and wages and other associated expenses such as office space, supplies and benefits. Our operations are primarily conducted in Canada. Our costs are primarily incurred in Canadian dollars while our revenues are primarily denominated in Euros and US dollars. Thus, operating expenses and the results of operations are impacted, to the extent they are not hedged, by the rise and fall of the relative values of the Canadian dollar to these currencies. The Company maintains a large portion of its financial reserves in Canadian dollars to mitigate the downside risk of adverse exchange rates.

Overall operating costs fell by 6.7% to \$2,957,065 (2017 \$3,170,580) during the year ended August 31, 2018, largely driven by a reduction in staffing costs, a reduction in certain Clipstream® related expenditures, and a decrease in depreciation charges. These cost reductions were partially offset by an increase in rent, an increase in non-recurring professional fees, and an increase in marketing activities, as further discussed below.

Wages and benefits declined by 11.0% over the comparative year, as a result of staffing reductions experienced near the end of the 2017 fiscal year. The majority of these reductions were related to general and administrative salaries and are expected to be permanent in nature with no adverse impact on our on-going operations or our ability to accelerate growth. Going forward, a portion of these reductions will be utilized for additions to our marketing and business development groups.

| General and administrative | 31-Aug  | 31-Aug  | Change   | Change |
|----------------------------|---------|---------|----------|--------|
|                            | 2018    | 2017    |          |        |
|                            | (12     | (12     |          |        |
|                            | months) | months) |          |        |
|                            | \$      | \$      | \$       | %      |
| Wages and benefits         | 449,463 | 524,058 | (74,595) | (0.14) |
| Rent                       | 36,271  | 35,681  | 590      | 0.02   |
| Telecommunications         | 3,457   | 8,382   | (4,925)  | (0.59) |
| Bad debt                   | 2,206   | (806)   | 3,012    | 3.74   |
| Office and miscellaneous   | 132,672 | 159,628 | (26,956) | (0.17) |
| Professional fees          | 205,733 | 161,579 | 44,154   | 0.27   |
| Travel                     | 10,600  | 15,313  | (4,713)  | (0.31) |
|                            | 840,402 | 903,835 | (63,433) | (0.07) |

Our general and administrative expenses consist of salaries and related personnel costs including overhead, office rent, and general office supplies. General and administrative costs also include professional fees and general travel expenditures. The decrease in wages and benefits is a result of a staffing reduction experienced in the fourth quarter of fiscal 2017, as discussed above. The decrease in office and miscellaneous costs is primarily due to reductions in discretionary spending in that area. The increase in professional fees has been incurred in connection with employment litigation matters.

| Sales and marketing | 31-Aug  | 31-Aug  | Change   | Change |
|---------------------|---------|---------|----------|--------|
|                     | 2018    | 2017    |          |        |
|                     | (12     | (12     |          |        |
|                     | months) | months) |          |        |
|                     | \$      | \$      | \$       | %      |
| Wages and benefits  | 558,809 | 592,729 | (33,920) | (0.06) |
| Rent                | 98,775  | 84,082  | 14,693   | 0.17   |
| Telecommunications  | 137,038 | 135,009 | 2,029    | 0.02   |



Edgar Filing: DESTINY MEDIA TECHNOLOGIES INC - Form 10-K

|                           |         |         |        |      |
|---------------------------|---------|---------|--------|------|
| Advertising and marketing | 93,582  | 70,170  | 23,412 | 0.33 |
|                           | 888,204 | 881,990 | 6,214  | 0.01 |

Sales and marketing expenses consist of salaries and related personnel costs including overhead, office rent, and telecommunications costs. Sales and marketing also includes advertising and marketing expenses, which consists of promotional materials, online or print advertising, business development tools, and marketing or business development related travel costs including attendance at conferences and trade shows, and label visits. The decrease in wages and benefits is attributable to reduced staff in Clipstream®. This decrease was offset by an increase in rent in connection with the renewal of our office lease, and an increase in Play MPE® business development related travel, which is included in advertising and marketing.

| <b>Research and development</b> | <b>31-Aug<br/>2018</b> | <b>31-Aug<br/>2017</b> | <b>Change</b> | <b>Change</b> |
|---------------------------------|------------------------|------------------------|---------------|---------------|
|                                 | (12<br>months)         | (12<br>months)         |               |               |
|                                 | \$                     | \$                     | \$            | %             |
| Wages and benefits              | 834,279                | 953,693                | (119,414)     | (0.13)        |
| Rent                            | 122,001                | 114,770                | 7,231         | 0.06          |
| Telecommunications              | 88,260                 | 85,302                 | 2,958         | 0.03          |
| Research and development        | 78,050                 | 77,605                 | 445           | 0.01          |
|                                 | 1,122,590              | 1,231,370              | (108,780)     | (0.09)        |

Research and development costs consist of product development related salaries and personnel costs including overhead, office rent and telecommunications. Research and development also includes consulting fees with respect to product development and deployment. The decrease in wages and benefits is attributable to overall reduced staffing with respect to Clipstream® related development during the year ended August 31, 2018. An increase in telecommunications costs associated with Play MPE® development projects was largely offset by a decrease in other telecommunications operational costs associated with a change in service providers.

### Depreciation and amortization

Depreciation and amortization expense arises from property and equipment, and from patents and trademarks. Amortization decreased to \$105,869 for the year ended August 31, 2018 from \$153,385 for the year ended August 31, 2017, a decrease of \$47,516 or 31.0% from a combination of an overall reduction in the capital asset balances subject to amortization, and a change in amortization periods for leasehold improvements, in connection with a renewed lease.

### Other earnings and expenses

Interest income decreased to \$10,597 for the year ended August 31, 2018 from \$14,314 for the year ended August 31, 2017, a decrease of \$3,717. A portion of the interest income was being derived from an amount receivable pursuant to a previous litigation settlement. The decrease in interest income is the result of the repayment of the remaining settlement receivable balance during the period.

### Net income

During the year ended August 31, 2018 we reported net income of \$656,270 (2017 \$288,781). The increase in net income is attributable to a combination of increased revenues and a reduction in certain operating expenses and overall spending on salaries and wages and depreciation and amortization.

Adjusted EBITDA is not defined under generally accepted accounting principles ( GAAP ) and it may not be comparable to similarly titled measures reported by other companies. We used Adjusted EBITDA, along with other GAAP measures, as a measure of profitability because Adjusted EBITDA helps us to compare our performance on a consistent basis by removing from our operating results the impact of our capital structure, the effect of operating in different tax jurisdictions, the impact of our asset base, which can differ depending on the book value of assets, the accounting methods used to compute depreciation and amortization, the existence or timing of asset impairments and the effect of non-cash stock-based compensation expense. We believe Adjusted EBITDA is useful to investors as it is a widely used measure of performance and the adjustments we make to Adjusted EBITDA provide further clarity on our profitability. We remove the effect of non-cash stock-based compensation from our earnings, which can vary based on share price, share price volatility and expected life of the equity instruments we grant. In addition, these stock-based compensation expenses do not result in cash payments by the Company. Adjusted EBITDA has limitations as a profitability measure in that it does not include interest expense on our debt, our provisions for income taxes and amortization, the effect of deferred leasehold inducement, the effect of non-cash stock-based compensation expense and the effect of asset impairment.



The following is a reconciliation of net income from operations to Adjusted EBITDA:

|                               | <b>2018</b> | <b>2017</b> | <b>2016</b>  |
|-------------------------------|-------------|-------------|--------------|
| Net income (loss)             | \$ 656,270  | \$ 288,781  | \$ (188,251) |
| Interest income (net)         | (10,597)    | (14,314)    | (21,132)     |
| Depreciation and amortization | 105,869     | 153,385     | 191,383      |
| Stock based compensation      | 54,452      | 46,133      | 49,608       |
| Deferred leasehold inducement | 5,606       | (26,754)    | (34,255)     |
| Adjusted EBITDA               | \$ 811,600  | \$ 447,231  | \$ (2,647)   |

## **LIQUIDITY AND FINANCIAL CONDITION**

Our cash and cash equivalents and short-term investments balance increased by \$906,430 during the year ended August 31, 2018 to \$2,249,386 (2017 - \$1,342,956). At August 31, 2018, we held \$1,097,434 (August 31, 2017 - \$1,342,956) in cash and cash equivalents and \$1,151,952 (2017 - \$Nil) in short term investments consisting of one-year Guaranteed Investment Certificates held through a major Canadian financial institution.

At August 31, 2018, we had working capital of \$2,280,695, compared to \$1,661,850 as at August 31, 2017. The increase in our working capital was primarily due to an increase in net income.

At August 31, 2018, \$2,065,718 in cash was held outside of the United States. At this time, we have no intention to repatriate this cash, however should we decide to repatriate in the future, taxes may need to be accrued and paid.

### **Cash Flows**

Net cash provided in operating activities was \$1,094,248 for the year ended August 31, 2018, compared to \$695,603 for the year ended August 31, 2017. The increase was mainly the result of an increase in our net income and a decrease in accounts receivable.

The cash used in investing activities was \$1,294,058 for the year ended August 31, 2018, compared to \$63,340 for the year ended August 31, 2017. The increase in cash used in investing activities is a result of the investment of excess cash in short-term investments, consisting of one-year Guaranteed Investment Certificates, as well as an investment in leasehold improvements associated with the Company's office lease.

There was no cash used in or provided by financing activities during each of the fiscal years ended August 31, 2018 and August 31, 2017.

### **CAPITAL RESOURCES**

The Company does not have any material commitments for capital expenditures and the Company is able to meet current and expected growth and increase in growth in revenue with current capital investments.

### **MATERIAL OFF-BALANCE SHEET ARRANGEMENTS**

None.

### **CRITICAL ACCOUNTING ESTIMATES**

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and make estimates and assumptions that affect our reported amounts of assets, liabilities, revenue and expenses, and the related disclosures of contingent liabilities. We base our estimates on historical experience and other assumptions that we believe are reasonable in the circumstances. Actual results may differ from

these estimates.

The following critical accounting policies affect our more significant estimates and assumptions used in preparing our consolidated financial statements.

### ***Revenue Recognition***

We recognize revenue in accordance with Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) 985-605, *Revenue Recognition*. Accordingly, revenue is recognized when there is persuasive evidence of an arrangement, delivery to the customer has occurred, the fee is fixed and determinable, and collectability is considered probable.

The majority of our revenue is generated from digital media distribution service. The service is billed either based on usage or on a fixed fee which is based on the volume and size of distributions provided. All revenues are recognized on a monthly basis as the services are delivered to customers, except where extended payment terms exist. Such revenues are only recognized when the extended payment term expires.

At present, the Company does not have a standard business practice for contracts that contain extended payment terms, and therefore recognizes revenue from such contracts when the payment terms lapse and all other revenue criteria have been met.

Significant management judgments and estimates must be made in connection with determination of the revenue to be recognized in any accounting period. If we made different judgments or utilized different estimates for any period material differences in the amount and timing of revenue recognized could result.

### ***Stock-Based Compensation***

We recognize the costs of employee services received in share-based payment transactions according to the fair value provisions of the current share-based payment guidance. The fair value of employee services received in stock-based payment transactions is estimated at the grant date and recognized over the requisite service period. Determining the appropriate fair value model and calculating the fair value of stock-based awards requires judgment, including estimating stock price volatility, forfeiture rates and expected life.

We selected the Black-Scholes option pricing model as the most appropriate method for determining the estimated fair value of our share-based awards. The Black-Scholes model requires the use of highly subjective and complex assumptions which determine the fair value of share-based awards, including the option's expected term and the price volatility of the underlying stock. Our current estimate of volatility is based on historical and market-based implied volatilities of our stock price. To the extent volatility of our stock price increases in the future, our estimates of the fair value of options granted in the future could increase, thereby increasing stock-based compensation cost recognized in future periods. We derive the expected term assumption primarily based on our historical settlement experience, while giving consideration to options that have not yet completed a full life cycle. Stock-based compensation cost is recognized only for awards ultimately expected to vest. Our estimate of the forfeiture rate is based primarily on our historical experience. To the extent we revise this estimate in the future, our share-based compensation cost could be materially impacted in the quarter of revision, as well as in the following quarters. In the future, as empirical evidence regarding these input estimates is available to provide more directionally predictive results, we may change or refine our approach of deriving these input estimates.

### ***Research and Development Expense for Software Products***

Research and development expense includes costs incurred to develop intellectual property. The costs for the development of new software and substantial enhancements to existing software within the scope of ASC 985-20 *Software - Costs of Software to be Sold, Leased or Marketed* are expensed as incurred until technological feasibility has been established, at which time any additional costs would be capitalized. We have determined that technological

feasibility is established at the time a working model of software is completed. Because we believe our current process for developing software will be essentially completed concurrently with the establishment of technological feasibility, no costs have been capitalized to date.

Significant management judgments and estimates must be made in connection with determination of any amounts identified for capitalization as software development costs in any accounting period. If we made different judgments or utilized different estimates for any period material differences in the amount and timing of capitalized development costs could occur.

### ***Accounts Receivable and Allowance for Doubtful Accounts***

We extend credit to our customers based on evaluation of an individual customer's financial condition and collateral is generally not required. Accounts outstanding beyond the contractual payment terms are considered past due. We determine our allowance for doubtful accounts by considering a number of factors, including the length of time accounts receivable are beyond the contractual payment terms, our previous loss history, and a customer's current ability to pay its obligation to us. We write-off accounts receivable when they are identified as uncollectible. All outstanding accounts receivable accounts are periodically reviewed for collectability on an individual basis.

### ***Income Taxes***

Deferred income tax assets and liabilities are computed based on differences between the carrying amount of assets and liabilities on the balance sheet and their corresponding tax values using the enacted income tax rates by tax jurisdiction at each balance sheet date. Deferred income tax assets also result from unused loss carry-forwards and other deductions. The valuation of deferred income tax assets is reviewed annually and adjusted, if necessary, by use of a valuation allowance to reflect the estimated realizable amount. Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. We evaluate all available evidence, such as recent and expected future operating results by tax jurisdiction, and current and enacted tax legislation and other temporary differences between book and tax accounting to determine whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. There is a risk that management estimates for operating results could vary significantly from actual results, which could materially affect the valuation of the future income tax asset. Although the Company has tax loss carry-forwards and other deferred income tax assets, management has determined certain of these deferred tax assets do not meet the more likely than not criteria, and accordingly, these deferred income tax asset amounts have been completely offset by a valuation allowance as disclosed in Note 6 of our consolidated financial statements.

If management's estimates of the cash flows or operating results do not materialize due to errors in estimates or unforeseen changes to the economic conditions affecting the Company, it could result in an impairment adjustment in future periods.

### ***Contingencies***

As discussed under "Item 3. Legal Proceedings" and in Note 9 "Contingencies" in Notes to Consolidated Financial Statements, the Company is subject to various legal proceedings and claims that arise in the ordinary course of business. In accordance with US GAAP, the Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable. There is significant judgment required in both the probability determination and as to whether an exposure can be reasonably estimated. In management's opinion, the Company does not have a potential liability related to any current legal proceedings and claims that would individually or in the aggregate materially adversely affect its financial condition or operating results. However, the outcomes of legal proceedings and claims brought against the Company are subject to significant uncertainty. Should the Company fail to prevail in any of these legal matters or should several of these legal matters be resolved against the Company in the same reporting period, the operating results of a particular reporting period could be materially adversely affected.

### ***Impairment of Long-Lived Assets***

We evaluate the recoverability of our long-lived assets including tangible assets in accordance with authoritative guidance. When events or changes in circumstances indicate that the carrying amount of long-lived assets may not be recoverable, we recognize such impairment in the event the carrying amount of such assets exceeds the future undiscounted cash flows attributable to such assets. We have not recorded any impairment losses to date.





## RECENT ACCOUNTING PRONOUNCEMENTS

### *Recently Adopted Accounting Standards*

In November 2015, the FASB issued ASU No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes” (“ASU 2015-17”). ASU 2015-17 requires deferred tax assets and liabilities to be classified as non-current in the consolidated balance sheet. Previously, accounting principles required an entity to separate deferred income tax assets and liabilities between current and noncurrent amounts in a classified statement of financial position. The Company adopted this standard on September 1, 2017. The adoption of ASU 2015-17 did not have any impact on the Company’s consolidated financial statements.

The SEC staff issued Staff Accounting Bulletin (“SAB”) 118, which provides guidance on accounting for the tax effects of the U.S. tax reform announced on December 22, 2017 by the U.S. Government commonly referred to as the Tax Cuts and Jobs Act. SAB 118 provides a measurement period that should not extend beyond one year from the U.S. tax reform enactment date for companies to complete the accounting under Accounting Standards Codification (“ASC”) 740. In accordance with SAB 118, a company must reflect the income tax effects of those aspects of the U.S. tax reform for which the accounting under ASC 740 is complete.

Specifically, the Company was required to revalue its U.S. deferred tax assets and liabilities due to the federal income tax rate reduction from 35 percent to 21 percent. Since the Company has provided a full valuation allowance against its deferred tax assets, the revaluation of the deferred tax assets did not have a material impact on any period presented.

In May 2017, the FASB issued ASU No. 2017-09, “Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting” (“ASU 2017-09”), which provides guidance on determining which changes to the terms and conditions of share-based payment awards require an entity to apply modification accounting under Topic 718. The amendments in this ASU should be applied prospectively to an award modified on or after the adoption date. The Company adopted this standard on September 1, 2017. The adoption of ASU 2015-17 did not have any impact on the Company’s consolidated financial statements.

### *Accounting Standards Not Yet Effective*

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”). This new accounting guidance on revenue recognition provides for a single five-step model to be applied to all revenue contracts with customers. The new standard also requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. ASU 2014-09 is effective for the Company beginning on September 1, 2018.

The new guidance permits two methods of adoption, full retrospective or modified retrospective, and the Company has elected to use the modified retrospective method of adoption in which the cumulative effect of applying the ASU will be recognized at September 1, 2018, the date of initial application. Management has implemented a plan of adoption and is continuing to evaluate the impact that adoption of this guidance will have on the Company’s financial statements.

The Company’s implementation plan includes the following:

- Analyzing the Company’s different revenue contracts and arrangements;
- Selecting representative contracts within each group for evaluation under ASU 2014-09;
- Identifying the impact from the standard on current business processes;
- Evaluating additional disclosure requirements and monitoring changes to the Company’s internal controls and accounting practices.

Management has commenced its plan for adoption of ASU 2014-09 by reviewing various types of revenue contracts and disaggregated the revenue into contract groups. Thus far, from its contract reviews, the Company does not anticipate a material impact to its results of operations as the pattern of revenue recognition is expected to be consistent under the new standard. However, the Company's initial assessment of the impact could change as the adoption plan is implemented. The Company expects that there will be an impact to financial reporting due to the enhanced revenue disclosures of ASC 606. The Company will adopt the requirements of the new standard effective September 1, 2018, in the Company's Form 10-Q for the three months ended November 30, 2018.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842)” (“ASU 2016-02”). The amendments in this Update increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU 2016-02 will be effective for the Company beginning on September 1, 2019. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” (“ASU 2016-13”). Financial Instruments—Credit Losses (Topic 326) amends guideline on reporting credit losses for assets held at amortized cost basis and available-for-sale debt securities. For assets held at amortized cost basis, Topic 326 eliminates the probable initial recognition threshold in current GAAP and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net amount expected to be collected. For available-for-sale debt securities, credit losses should be measured in a manner similar to current GAAP, however Topic 326 will require that credit losses be presented as an allowance rather than as a write-down. ASU 2016-13 affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments in this ASU will be effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is in the process of determining the effect the adoption of this standard will have on its consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments (“ASU 2016-15”). ASU 2016-15 reduces the existing diversity in practice in financial reporting across all industries by clarifying certain existing principles in ASC 230, Statement of Cash Flows, (“ASC 230”) including providing additional guidance on how and what an entity should consider in determining the classification of certain cash flows. In addition, in November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230), Restricted Cash (“ASU 2016-18”). ASU 2016-18 clarifies certain existing principles in ASC 230, including providing additional guidance related to transfers between cash and restricted cash and how entities present, in their statement of cash flows, the cash receipts and cash payments that directly affect the restricted cash accounts. This amendment is effective for the Company beginning on September 1, 2018. Early adoption is permitted. The adoption of ASU 2016-15 and ASU 2016-18 will modify the Company’s current disclosures and reclassifications within the consolidated statement of cash flows, but they are not expected to have a material effect on the Company’s consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, Compensation-Stock Compensation (Topic 718), Improvements to Nonemployee Share-based Payments (“ASU 2018-07”). This ASU expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The effective date for the standard is for interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted, but no earlier than the Company’s adoption date of Topic 606. The new guidance is required to be applied retrospectively with the cumulative effect recognized at the date of initial application. The Company is currently evaluating the effect ASU 2018-07 will have on the consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement - Disclosure Framework (Topic 820). The updated guidance improves the disclosure requirements on fair value measurements. The updated guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted for any removed or modified disclosures. The Company is currently assessing the timing and impact of adopting the updated provisions to its consolidated financial statements.

In February 2018, the FASB issued ASU No. 2018-02, “Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income” (“ASU 2018-02”), which

provides financial statement preparers with an option to reclassify stranded tax effects within accumulated other comprehensive income to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act (or portion thereof) is recorded. The amendments in this ASU are effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption of ASU 2018-02 is permitted, including adoption in any interim period for the public business entities for reporting periods for which financial statements have not yet been issued. The amendments in this ASU should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. The Company does not expect that the adoption of this guidance will have a material impact on its consolidated financial statements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

**Foreign Exchange Risk**

Our revenues are primarily in United States dollars and Euros while our operating expenses are primarily in Canadian dollars. Thus, operating expenses and the results of operations are impacted, to the extent they are not hedged, by the rise and fall of the relative values of the Canadian dollar to these currencies. During the year, as a result of fluctuations in the Euro, and the Australian, Canadian, and US dollars, the Company realized an overall negligible negative impact on net income.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

Index to Audited Consolidated Financial Statements for the Years Ended August 31, 2018 and 2017:

1. Report of Independent Registered Public Accounting Firm BDO Canada LLP;
2. Consolidated Balance Sheets as at August 31, 2018 and 2017;
3. Consolidated Statement of Comprehensive Income for the Years Ended August 31, 2018 and 2017;
4. Consolidated Statement of Changes in Stockholders' Equity for the Years Ended August 31, 2018 and 2017;
5. Consolidated Statement of Cash Flows for the Years Ended August 31, 2018 and 2017;
6. Notes to Consolidated Financial Statements.

Consolidated Financial Statements

**Destiny Media Technologies Inc.**

August 31, 2018 and 2017

(Expressed in United States dollars)

---

|                   |                             |
|-------------------|-----------------------------|
| Tel: 604 688 5421 | BDO Canada LLP              |
| Fax: 604 688 5132 | 600 Cathedral Place         |
| www.bdo.ca        | 925 West Georgia Street     |
|                   | Vancouver BC V6C 3L2 Canada |

## **Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders  
Destiny Media Technologies Inc.  
Vancouver, Canada

### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of Destiny Media Technologies Inc. (the Company) and subsidiaries as of August 31, 2018 and 2017, the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the two years in the period ended August 31, 2018, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company and subsidiaries at August 31, 2018 and 2017, and the results of their operations and their cash flows for each of the two years in the period ended August 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

(Signed) BDO CANADA LLP

Chartered Professional Accountants



We have served as the Company's auditor since 2010.

Vancouver, Canada

November 27, 2018

BDO Canada LLP, a Canadian limited liability partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

---

## Destiny Media Technologies Inc.

## CONSOLIDATED BALANCE SHEETS

As at August 31,

(Expressed in United States dollars)

|  | 2018             | 2017             |
|--|------------------|------------------|
|  | \$               | \$               |
| <b>ASSETS</b>  |                  |                  |
| <b>Current</b>   |                  |                  |
| Cash and cash equivalents  | 1,097,434        | 1,342,956        |
| Short-term investments <i>[note 3]</i>   | 1,151,952        |                  |
| Accounts receivable, net of allowance for doubtful accounts of \$6,031 [2017 \$3,383] <i>[note 10]</i> | 403,801          | 529,666          |
| Other receivables  | 15,902           | 21,216           |
| Short term receivable <i>[note 4]</i>  |                  | 64,811           |
| Prepaid expenses   | 57,252           | 54,507           |
| Deposit  |                  | 592              |
| <b>Total current assets</b>  | <b>2,726,341</b> | <b>2,013,748</b> |
| Deposits   | 34,336           | 27,923           |
| Property and equipment, net <i>[note 5]</i>  | 160,273          | 116,208          |
| Intangible assets, net <i>[note 5]</i>   | 41,472           | 86,824           |
| <b>Total assets</b>  | <b>2,962,422</b> | <b>2,244,703</b> |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                  |                  |
| <b>Current</b>   |                  |                  |
| Accounts payable   | 141,273          | 127,444          |
| Accrued liabilities  | 226,876          | 192,433          |
| Deferred leasehold inducement <i>[note 8]</i>  | 51,848           | 2,090            |
| Deferred revenue   | 23,286           | 23,685           |
| Obligation under capital lease   | 2,363            | 6,246            |
| <b>Total liabilities</b>   | <b>445,646</b>   | <b>351,898</b>   |
| Commitments and contingencies <i>[notes 8 and 9]</i>   |                  |                  |
| <b>Stockholders equity</b>   |                  |                  |
| Common stock, par value \$0.001 <i>[note 6]</i>  |                  |                  |
| Authorized: 100,000,000 shares   |                  |                  |
| Issued and outstanding: 55,013,874 shares  |                  |                  |
| [2017 issued and outstanding 55,013,874 shares]  | 55,014           | 55,014           |
| Additional paid-in capital <i>[note 6]</i>   | 9,766,665        | 9,712,213        |
| Accumulated deficit  | (6,951,261)      | (7,607,531)      |
| Accumulated other comprehensive loss   | (353,642)        | (266,891)        |
| <b>Total stockholders equity</b>   | <b>2,516,776</b> | <b>1,892,805</b> |
| <b>Total liabilities and stockholders equity</b>   | <b>2,962,422</b> | <b>2,244,703</b> |
| <i>See accompanying notes</i>  |                  |                  |

## Destiny Media Technologies Inc.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Years ended August 31,

(Expressed in United States dollars)

|   | 2018             | 2017       |
|---|------------------|------------|
|   | \$               | \$         |
| <b>Service revenue</b> <i>[note 10]</i>               | <b>3,606,471</b> | 3,445,014  |
| <b>Operating expenses</b>                             |                  |            |
| General and administrative                            | 840,402          | 903,835    |
| Sales and marketing                                   | 888,204          | 881,990    |
| Research and development                              | 1,122,590        | 1,231,370  |
| Depreciation and amortization <i>[note 5]</i>         | 105,869          | 153,385    |
|   | <b>2,957,065</b> | 3,170,580  |
| Income from operations                                | <b>649,406</b>   | 274,434    |
| <b>Other income</b>                                   |                  |            |
| Interest income                                       | 10,597           | 14,314     |
| Other income (expense)                                | (3,733)          | 33         |
| <b>Income before provision for income taxes</b>       | <b>656,270</b>   | 288,781    |
| Income tax expense - deferred <i>[note 7]</i>         |                  |            |
| <b>Net income</b>                                     | <b>656,270</b>   | 288,781    |
| Foreign currency translation adjustments              | (86,751)         | 69,486     |
| <b>Total comprehensive income</b>                     | <b>569,519</b>   | 358,267    |
| <b>Net income per common share, basic and diluted</b> | <b>0.01</b>      | 0.01       |
| <b>Weighted average common shares outstanding:</b>    |                  |            |
| Basic   | 55,013,874       | 55,013,874 |
| Diluted   | 55,013,874       | 55,013,874 |

*See accompanying notes*

## Destiny Media Technologies Inc.

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY

Years ended  
August 31,

(Expressed in United States dollars)

|                                   | Common stock      |               | Additional       | Accumulated        | Accumulated      | Total            |
|-----------------------------------|-------------------|---------------|------------------|--------------------|------------------|------------------|
|                                   | Shares            | Amount        | paid-in          | Deficit            | other            | stockholders     |
|                                   | #                 | \$            | capital          | \$                 | loss             | equity           |
|                                   |                   |               | \$               | \$                 | \$               | \$               |
| <b>Balance, September 1, 2016</b> | <b>55,013,874</b> | <b>55,014</b> | <b>9,666,080</b> | <b>(7,896,312)</b> | <b>(336,377)</b> | <b>1,488,405</b> |
| Total comprehensive income        |                   |               |                  | 288,781            | 69,486           | 358,267          |
| Stock based compensation          |                   |               | 46,133           |                    |                  | 46,133           |
| <i>Note 6</i>                     |                   |               |                  |                    |                  |                  |
| <b>Balance, August 31, 2017</b>   | <b>55,013,874</b> | <b>55,014</b> | <b>9,712,213</b> | <b>(7,607,531)</b> | <b>(266,891)</b> | <b>1,892,805</b> |
| Total comprehensive income        |                   |               |                  | 656,270            | (86,751)         | 569,519          |
| Stock based compensation          |                   |               | 54,452           |                    |                  | 54,452           |
| <i>Note 6</i>                     |                   |               |                  |                    |                  |                  |
| <b>Balance, August 31, 2018</b>   | <b>55,013,874</b> | <b>55,014</b> | <b>9,766,665</b> | <b>(6,951,261)</b> | <b>(353,642)</b> | <b>2,516,776</b> |

*See accompanying notes*

**Destiny Media Technologies Inc.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

Years ended August 31,

(Expressed in United States dollars)

|   | 2018               | 2017             |
|---|--------------------|------------------|
|   | \$                 | \$               |
| <b>OPERATING ACTIVITIES</b>   |                    |                  |
| Net income  | 656,270            | 288,781          |
| Items not involving cash:   |                    |                  |
| Depreciation and amortization   | 105,869            | 153,385          |
| Stock-based compensation  | 54,452             | 46,133           |
| Deferred leasehold inducement   | 5,606              | (26,754)         |
| Unrealized foreign exchange   | (417)              | 3,342            |
| Loss on disposal of property and equipment                                  | 3,734              |                  |
| Changes in non-cash working capital:  |                    |                  |
| Accounts receivable   | 108,367            | 120,514          |
| Other receivables   | 3,308              | (5,204)          |
| Prepaid expenses and deposits   | (11,499)           | 4,967            |
| Accounts payable  | 14,165             | 8,962            |
| Accrued liabilities   | 44,469             | (6,882)          |
| Deferred revenue  | 557                | (899)            |
| Deferred leasehold inducement   | 45,341             |                  |
| Short term receivable   | 64,026             | 109,258          |
| <b>Net cash provided by operating activities</b>                            | <b>1,094,248</b>   | <b>695,603</b>   |
| <b>INVESTING ACTIVITY</b>   |                    |                  |
| Purchase of property, equipment and intangibles                             | (116,540)          | (63,340)         |
| Purchase of short-term investments  | (1,177,518)        |                  |
| <b>Net cash used in investing activity</b>                                  | <b>(1,294,058)</b> | <b>(63,340)</b>  |
| <b>Effect of foreign exchange rate changes on cash</b>                      | <b>(45,712)</b>    | <b>47,950</b>    |
| <b>Net increase (decrease) in cash and cash equivalents during the year</b> | <b>(245,522)</b>   | <b>680,213</b>   |
| Cash and cash equivalents, beginning of year                                | 1,342,956          | 662,743          |
| <b>Cash and cash equivalents, end of year</b>                               | <b>1,097,434</b>   | <b>1,342,956</b> |
| <b>Supplementary disclosure</b>   |                    |                  |
| Interest paid   |                    |                  |
| Income taxes paid   |                    |                  |
| <i>See accompanying notes</i>   |                    |                  |

**Destiny Media Technologies Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**1. ORGANIZATION**

Destiny Media Technologies Inc. (the Company) was incorporated in August 1998 under the laws of the State of Colorado and the corporate jurisdiction was changed to Nevada effective October 8, 2014. The Company develops technologies that allow for the distribution over the internet of digital media files in either a streaming or digital download format. The technologies are proprietary. The Company operates out of Vancouver, BC, Canada and serves customers predominantly located in the United States, Europe and Australia.

The Company's stock is listed for trading under the symbol DSNY on the OTCQB U.S. in the United States, under the symbol DSY on the TSX Venture Exchange and under the symbol DME on the Berlin, Frankfurt, Xetra and Stuttgart exchanges in Germany.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The following is a summary of the significant accounting policies used in the preparation of these consolidated financial statements:

**Basis of presentation and fiscal year**

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. The Company's fiscal year-end is August 31.

**Principles of consolidation**

The accompanying consolidated financial statements include the accounts of the Company, and its wholly-owned subsidiaries, Destiny Software Productions Inc., MPE Distribution Inc., and Sonox Digital Inc. All inter-company balances and transactions have been eliminated on consolidation.

**Use of estimates**

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the dates of the financial statements and the reported amounts of net revenue and expenses in the reporting periods. We regularly evaluate estimates and assumptions related to revenue recognition, estimated useful lives for property and equipment, allowances for doubtful accounts, stock-based compensation expense, deferred income tax asset valuation allowances, uncertain tax positions, litigation and other loss contingencies. These estimates and assumptions are based on current facts, historical experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue, costs and expenses that are not readily apparent from other sources. The actual results we experience may differ materially and adversely from our original estimates. To the extent there are material differences between the estimates and actual results, our future results of operations will be affected.

**Destiny Media Technologies Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)**

**Cash and cash equivalents**

We consider all highly liquid investments that are readily convertible into cash and have an original maturity of three months or less at the time of purchase to be cash equivalents.

**Short-term investments**

We classify our short-term investments as available-for-sale. Our investments classified as available-for-sale are recorded at fair value based upon third party pricing at period end. Unrealized gains and losses that are deemed temporary in nature are recorded in accumulated other comprehensive income a separate component of stockholders equity.

A decline in the fair value of any security below cost that is deemed other than temporary results in a charge to earnings and the corresponding establishment of a new cost basis for the security. Premiums and discounts are amortized (accreted) over the life of the related security as an adjustment to its yield. Dividend and interest income are recognized when earned. Realized gains and losses are included in earnings and are derived using the specific identification method for determining the cost of investments sold.

**Revenue recognition**

The Company recognizes revenue in accordance with Financial Accounting Standards Board's ( FASB ) Accounting Standards Codification ( ASC ) 985-605, *Revenue Recognition*. Accordingly, revenue is recognized when there is persuasive evidence of an arrangement, delivery to the customer has occurred, the fee is fixed and determinable, and collectability is considered probable.

The majority of the Company's revenue is generated from digital media distribution service. The service is billed on usage which is based on the volume and size of distributions provided on a monthly basis. All revenues are recognized on a monthly basis as the services are delivered to customers, except where extended payment terms exist. Such revenues are only recognized when the payments from customers become due.

Cash received in advance of meeting the revenue recognition criteria is recorded as deferred revenue.

**Destiny Media Technologies Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)**

**Long-lived assets**

Long-lived assets held for use are evaluated for impairment when events or changes in business circumstances indicate that the carrying amount of property, equipment and intangible assets may not be fully recoverable. Impairment is measured by a two-step process: Step 1) the carrying amount of the asset is compared with its estimated undiscounted future cash flows expected to result from the use of the assets and its eventual disposition. If the carrying amount is lower than the undiscounted future cash-flows, no impairment loss is recognized. Step 2) if the carrying amount is higher than the undiscounted future cash-flows then an impairment loss is measured as the difference between the carrying amount and fair value which may be based on internally developed discounted cash flow estimates, quoted market prices, when available, or independent appraisals. The determination of whether or not long-lived assets have become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the estimated future cash flows expected to result from the use of those assets. Changes in the Company's strategy, assumptions and/or market conditions could significantly impact these judgments and require adjustments to recorded amounts of long-lived assets. As of August 31, 2018, there were no impairment indicators present.

**Litigation and settlement costs**

From time to time, we may be involved in disputes, litigation and other legal actions. In accordance with ASC 450, Contingencies, we record a charge equal to at least the minimum estimated liability for a loss contingency when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that an asset has been impaired or a liability had been incurred at the date of the financial statements and (ii) the range of loss can be reasonably estimated.

During the year ended August 31, 2018, the Company incurred approximately \$82,354 (2017: \$2,655) in professional legal fees in connection with legal actions against the Company and legal actions initiated by the Company. These costs are expensed as incurred and are recorded as a component of general and administrative expenses.



**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)****Allowance for doubtful accounts**

The Company establishes an allowance for doubtful accounts through review of open accounts, and historical collection and allowance amounts. The allowance for doubtful accounts is intended to reduce trade accounts receivable to the amount that reasonably approximates their fair value due to their short-term nature. The amount ultimately realized from trade accounts receivable may differ from the amount estimated in the consolidated financial statements based on collection experience.

**Research and development costs**

Research costs are expensed as incurred. Development costs are expensed as incurred, unless such costs are within the scope of ASC 985-20 Software Costs of Software to be Sold, Leased or Marketed (ASC 985-20), in which case such costs are subject to capitalization beginning when a product's technological feasibility has been established and ending when a product is available for general release to customers. The Company's products are generally released soon after technological feasibility has been established and therefore costs incurred subsequent to achievement of technological feasibility are not significant and have been expensed as incurred.

**Property and equipment and intangibles**

Property and equipment are stated at cost. Depreciation and amortization is taken over the estimated useful lives of the assets and is calculated using the following rates, and methods, commencing upon utilization of the assets:

|                               |                               |
|-------------------------------|-------------------------------|
| Furniture and fixtures        | 20%                           |
| Computer hardware             | 30%                           |
| Computer software             | 50%                           |
| Leasehold improvements        | Straight-line over lease term |
| Patents, trademarks and lists | Straight-line over 3 years    |

4

**Destiny Media Technologies Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)**

**Translation of foreign currencies**

The Company's functional currency is the U.S. dollar. Financial statements of foreign operations for which the functional currency is the local currency are translated into U.S. dollars with assets and liabilities translated at the rate of exchange in effect at the balance sheet date and revenue and expense items translated at the average rates for the period. Unrealized gains and losses resulting from the translation of the consolidated financial statements are deferred and accumulated in a separate component of stockholders' equity as a foreign currency translation gain (loss) in accumulated other comprehensive income (loss).

Transactions denominated in foreign currencies are translated at the exchange rate in effect on the transaction date. These foreign currency gains and losses are included as a component of general and administrative expenses in the consolidated statements of operations.

The Company operates internationally, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. The Company has not entered into contracts for foreign exchange hedges.

**Advertising**

Advertising costs are expensed as incurred and totaled \$3,333 and \$9,593 during the years ended August 31, 2018 and 2017, respectively.

**Income taxes**

The Company utilizes the liability method of accounting for income taxes as set forth in ASC 740, *Income Taxes*. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis that give rise to the differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In determining the need for valuation allowances we consider projected future taxable income and the availability of tax planning strategies. If in the future we determine that we would not be able to realize our recorded deferred tax assets, an increase in the valuation allowance would be recorded, decreasing earnings in the period in which such determination is made.

**Destiny Media Technologies Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)**

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, we have recorded the largest amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is 50% or less likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

The Company has concluded that there are no significant uncertain tax positions requiring recognition in the Company's financial statements. The Company's evaluation was performed for the tax years which remain subject to examination by major tax jurisdictions. The Company may from time to time be assessed interest or penalties by major tax jurisdictions, although any such assessments historically have been minimal and immaterial to the Company's financial results. In the event the Company has received an assessment for interest and/or penalties, it has been classified in the financial statements as selling, general and administrative expense.

**Investment tax credits**

The Company uses the flow through method to account for investment tax credits earned on eligible scientific research and development expenditures. Under this method, the investment tax credits are recognized as a reduction to income tax expense.

**Stock based compensation**

The Company accounts for stock-based compensation arrangements in accordance with ASC 718, Stock Compensation. Under the fair value recognition provisions of ASC 718 stock based compensation cost is estimated at the grant date based on the fair value of the awards expected to vest and recognized as expense ratably over the requisite service period of the award. The Company has used the Black-Scholes option pricing model to estimate fair value of its stock-based awards which requires various judgmental assumptions including estimating stock price volatility and expected life. Compensation expense for unvested options to non-employees is revalued at each balance sheet date and is being amortized over the vesting period of the options. The Company's computation of expected volatility is based on historical volatility. In addition, the Company considers many factors when estimating expected life, including types of awards and historical experience. If any of the assumptions used in the Black-Scholes valuation model change significantly, stock-based compensation expense may differ materially in the future from that recorded in the current period.

As required under ASC 718-50 Employee Share Purchase Plans, compensation expense is recorded for shares committed to be released to employees based on the fair market value of those shares in the period in which they are purchased by the Company and committed to be released to the employee.

**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)****Earnings per share**

Net income per common share (basic) is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Net income per common share (diluted) is calculated by dividing net income for the period by the weighted average number of common shares outstanding during the period, plus the dilutive effect of outstanding common share equivalents. This method requires that the dilutive effect of outstanding options and warrants issued be calculated using the treasury stock method. Under the treasury stock method, all common share equivalents have been exercised at the beginning of the period (or at the time of issuance, if later), and that the funds obtained thereby were used to purchase common shares of the Company at the average trading price of common shares during the period, but only if dilutive.

|  | <b>Year Ended</b>          |                            |
|--|----------------------------|----------------------------|
|  | <b>August 31,<br/>2018</b> | <b>August 31,<br/>2017</b> |
| Net income   | \$ <b>656,270</b>          | \$ 288,781                 |
| Weighted average common shares outstanding         | <b>55,013,874</b>          | 55,013,874                 |
| Diluted weighted average common shares outstanding | <b>55,013,874</b>          | 55,013,874                 |

At August 31, 2018, the Company had 1,531,250 outstanding options exercisable at \$0.40, 100,000 outstanding options exercisable at \$0.26. Those outstanding options were not included in the computation of diluted EPS because the effect would have been anti-dilutive.

**Comprehensive income (loss)**

Comprehensive income (loss) includes all changes in equity except those resulting from investments by owners and distributions to owners. Accumulated other comprehensive income (deficit) consists only of accumulated foreign currency translation adjustments for all years presented.

**Destiny Media Technologies Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.) Fair value measurement**

The book value of cash and cash equivalents, short-term investments, accounts receivable, other receivables, accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of those instruments. The fair value hierarchy under GAAP is based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1 quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2 observable inputs other than Level 1, quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, and model-derived prices whose inputs are observable or whose significant value drivers are observable; and

Level 3 assets and liabilities whose significant value drivers are unobservable by little or no market activity and that are significant to the fair value of the assets or liabilities.

***Recently Adopted Accounting Standards***

In November 2015, the FASB issued ASU No. 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes (ASU 2015-17). ASU 2015-17 requires deferred tax assets and liabilities to be classified as non-current in the consolidated balance sheet. Previously, accounting principles required an entity to separate deferred income tax assets and liabilities between current and noncurrent amounts in a classified statement of financial position. The Company adopted this standard on September 1, 2017. The adoption of ASU 2015-17 did not have any impact on the Company's consolidated financial statements.

The SEC staff issued Staff Accounting Bulletin (SAB) 118, which provides guidance on accounting for the tax effects of the U.S. tax reform announced on December 22, 2017 by the U.S. Government commonly referred to as the Tax Cuts and Jobs Act. SAB 118 provides a measurement period that should not extend beyond one year from the U.S. tax reform enactment date for companies to complete the accounting under Accounting Standards Codification (ASC) 740. In accordance with SAB 118, a company must reflect the income tax effects of those aspects of the U.S. tax reform for which the accounting under ASC 740 is complete.

Specifically, the Company was required to revalue its U.S. deferred tax assets and liabilities due to the federal income tax rate reduction from 35 percent to 21 percent. Since the Company has provided a full valuation allowance against its deferred tax assets, the revaluation of the deferred tax assets did not have a material impact on any period presented.

**Destiny Media Technologies Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)**

In May 2017, the FASB issued ASU No. 2017-09, Compensation Stock Compensation (Topic 718): Scope of Modification Accounting (ASU 2017-09), which provides guidance on determining which changes to the terms and conditions of share-based payment awards require an entity to apply modification accounting under Topic 718. The amendments in this ASU should be applied prospectively to an award modified on or after the adoption date. The Company adopted this standard on September 1, 2017. The adoption of ASU 2015-17 did not have any impact on the Company's consolidated financial statements.

*Accounting Standards Not Yet Effective*

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) (ASU 2014-09). This new accounting guidance on revenue recognition provides for a single five-step model to be applied to all revenue contracts with customers. The new standard also requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. ASU 2014-09 is effective for the Company beginning on September 1, 2018.

The new guidance permits two methods of adoption, full retrospective or modified retrospective, and the Company has elected to use the modified retrospective method of adoption in which the cumulative effect of applying the ASU will be recognized at September 1, 2018, the date of initial application. Management has implemented a plan of adoption and is continuing to evaluate the impact that adoption of this guidance will have on the Company's financial statements.

The Company's implementation plan includes the following:

- Analyzing the Company's different revenue contracts and arrangements;
- Selecting representative contracts within each group for evaluation under ASU 2014-09;
- Identifying the impact from the standard on current business processes;
- Evaluating additional disclosure requirements and monitoring changes to the Company's internal controls and accounting practices.

Management has commenced its plan for adoption of ASU 2014-09 by reviewing various types of revenue contracts and disaggregated the revenue into contract groups. Thus far, from its contract reviews, the Company does not anticipate a material impact to its results of operations as the pattern of revenue recognition is expected to be consistent under the new standard. However, the Company's initial assessment of the impact could change as the adoption plan is implemented. The Company expects that there will be an impact to financial reporting due to the enhanced revenue disclosures of ASC 606. The Company will adopt the requirements of the new standard effective September 1, 2018, in the Company's Form 10-Q for the three months ended November 30, 2018.

**Destiny Media Technologies Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)**

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ( ASU 2016-02 ). The amendments in this Update increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU 2016-02 will be effective for the Company beginning on September 1, 2019. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ( ASU 2016-13 ). Financial Instruments Credit Losses (Topic 326) amends guideline on reporting credit losses for assets held at amortized cost basis and available-for-sale debt securities. For assets held at amortized cost basis, Topic 326 eliminates the probable initial recognition threshold in current GAAP and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net amount expected to be collected. For available-for-sale debt securities, credit losses should be measured in a manner similar to current GAAP, however Topic 326 will require that credit losses be presented as an allowance rather than as a write-down. ASU 2016-13 affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments in this ASU will be effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is in the process of determining the effect the adoption of this standard will have on its consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15"). ASU 2016-15 reduces the existing diversity in practice in financial reporting across all industries by clarifying certain existing principles in ASC 230, Statement of Cash Flows, ("ASC 230") including providing additional guidance on how and what an entity should consider in determining the classification of certain cash flows. In addition, in November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230), Restricted Cash ("ASU 2016-18"). ASU 2016-18 clarifies certain existing principles in ASC 230, including providing additional guidance related to transfers between cash and restricted cash and how entities present, in their statement of cash flows, the cash receipts and cash payments that directly affect the restricted cash accounts. This amendment is effective for the Company beginning on September 1, 2018. Early adoption is permitted. The adoption of ASU 2016-15 and ASU 2016-18 will modify the Company's current disclosures and reclassifications within the consolidated statement of cash flows, but they are not expected to have a material effect on the Company's consolidated financial statements.

**Destiny Media Technologies Inc.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)**

In February 2018, the FASB issued ASU No. 2018-02, Income Statement-Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (ASU 2018-02), which provides financial statement preparers with an option to reclassify stranded tax effects within accumulated other comprehensive income to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act (or portion thereof) is recorded. The amendments in this ASU are effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption of ASU 2018-02 is permitted, including adoption in any interim period for the public business entities for reporting periods for which financial statements have not yet been issued. The amendments in this ASU should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. The Company does not expect that the adoption of this guidance will have a material impact on its consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, Compensation-Stock Compensation (Topic 718), Improvements to Nonemployee Share-based Payments (ASU 2018-07). This ASU expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The effective date for the standard is for interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted, but no earlier than the Company's adoption date of Topic 606. The new guidance is required to be applied retrospectively with the cumulative effect recognized at the date of initial application. The Company is currently evaluating the effect ASU 2018-07 will have on the consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement - Disclosure Framework (Topic 820). The updated guidance improves the disclosure requirements on fair value measurements. The updated guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted for any removed or modified disclosures. The Company is currently assessing the timing and impact of adopting the updated provisions to its consolidated financial statements.



**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**3. SHORT TERM INVESTMENTS**

The Company's short-term investments consists of one-year Guaranteed Investment Certificates with a major Canadian financial institution that earn interest at variable interest rates ranging from 2.15% to 2.50%.

**4. SHORT TERM RECEIVABLE**

In a prior year, the Company agreed to settle litigation with an unrelated party. Pursuant to a Settlement Deed dated March 5, 2012, the Company became entitled to a settlement sum of \$825,000 Australian dollars ( AUD ) (US \$858,194), receivable in monthly installments over the course of 72 months, beginning on March 31, 2012 and ending on February 28, 2018. The balance was due to be paid in equal monthly installments of AUD\$14,050 until the end of the obligation and was accruing interest at a rate of 10.25% per annum compounded monthly. The receivable was secured by a registered charge against real estate located in Australia.

As of August 31, 2018, all installments due under the terms of the settlement had been received.

The following table summarizes the changes in the carrying value of the receivable balance during the years ended August 31, 2018 and 2017:

|                             | <b>August 31,<br/>2018</b> | August 31,<br>2017 |
|-----------------------------|----------------------------|--------------------|
|                             | \$                         | \$                 |
| <b>Beginning balance</b>    | <b>64,811</b>              | 175,206            |
| Gross installments received | <b>(65,766)</b>            | (127,845)          |
| Interest                    | <b>1,921</b>               | 12,840             |
| Foreign exchange impact     | <b>(966)</b>               | 4,610              |
| <b>Ending balance</b>       |                            | 64,811             |

The foreign exchange impact in the above table is partially allocated into other comprehensive income (loss) and partially allocated into exchange gain (loss) on the income statement.

**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**5. PROPERTY AND EQUIPMENT AND INTANGIBLES**

|                               | Cost           | Accumulated<br>amortization | Net book<br>value |
|-------------------------------|----------------|-----------------------------|-------------------|
|                               | \$             | \$                          | \$                |
| <b>August 31, 2018</b>        |                |                             |                   |
| <b>Property and equipment</b> |                |                             |                   |
| Furniture and fixtures        | 134,130        | 102,822                     | 31,308            |
| Computer hardware             | 226,679        | 189,724                     | 36,955            |
| Computer software             | 213,684        | 203,420                     | 10,264            |
| Leasehold improvements        | 162,754        | 81,008                      | 81,746            |
|                               | <b>737,247</b> | <b>576,974</b>              | <b>160,273</b>    |
| <b>Intangibles</b>            |                |                             |                   |
| Patents, trademarks and lists | 412,072        | 370,600                     | 41,472            |
| <b>August 31, 2017</b>        |                |                             |                   |
| <b>Property and equipment</b> |                |                             |                   |
| Furniture and fixtures        | 171,724        | 126,005                     | 45,719            |
| Computer hardware             | 241,705        | 192,596                     | 49,109            |
| Computer software             | 222,554        | 201,174                     | 21,380            |
| Leasehold improvements        | 71,415         | 71,415                      |                   |
|                               | <b>707,398</b> | <b>591,190</b>              | <b>116,208</b>    |
| <b>Intangibles</b>            |                |                             |                   |
| Patents, trademarks and lists | 415,752        | 328,928                     | 86,824            |

Depreciation and amortization for the year ended August 31, 2018 was \$105,869 (2017: \$153,385)

**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**6. STOCKHOLDERS EQUITY****[a] Common stock issued and authorized**

The Company is authorized to issue up to 100,000,000 shares of common stock, par value \$0.001 per share.

**[b] Stock option plans**

The Company has two existing stock option plans (the Plan ), namely the 2006 Stock Option Plan and the 2015 Stock Option Plan, under which up to 7,750,000 shares of the common stock, has been reserved for issuance. A total of 1,371,931 common shares remain eligible for issuance under the plan. The options generally vest over a range of periods from the date of grant, some are immediate, and others are 12 or 24 months. Any options that do not vest as the result of a grantee leaving the Company are forfeited and the common shares underlying them are returned to the reserve. The options generally have a contractual term of five years.

*Stock-Based Payment Award Activity*

A summary of option activity under the Plans as of August 31, 2018 and 2017, and changes during the years ended are presented below:

| Options                                 | Shares           | Weighted<br>Average<br>Exercise<br>Price<br>\$ | Weighted<br>Average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Intrinsic<br>Value<br>\$ |
|---|------------------|--|---|---------------------------------------|
| <b>Outstanding at September 1, 2016</b> | <b>950,000</b>   | <b>0.40</b>                                    | <b>1.58</b>   |                                       |
| Granted                                 | 1,500,000        | 0.39   |   |                                       |
| Forfeited                               | (600,000)        | 0.40   |   |                                       |
| Expired                                 | (43,750)         | 0.40   |   |                                       |
| <b>Outstanding at August 31, 2017</b>   | <b>1,806,250</b> | <b>0.39</b>                                    | <b>4.07</b>   |                                       |
| Granted                                 | 150,000          | 0.40   | 4.28  |                                       |
| Forfeited                               | (150,000)        | 0.40   | 4.27  |                                       |
| Expired                                 | (175,000)        | 0.40   |   |                                       |
| <b>Outstanding at August 31, 2018</b>   | <b>1,631,250</b> | <b>0.39</b>                                    | <b>3.49</b>   |                                       |
| <b>Exercisable at August 31, 2018</b>   | <b>1,016,666</b> | <b>0.39</b>                                    | <b>3.23</b>   |                                       |

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company's common stock for the options that were in-the-money at August 31, 2018.

**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**6. STOCKHOLDERS EQUITY (cont d.)**

The following table summarizes information regarding the non-vested stock purchase options outstanding as of August 31, 2018:

|  | Number of<br>Options | Weighted<br>Average<br>Grant Date<br>Fair Value<br>\$ |
|--|----------------------|---|
| <b>Non-vested options at September 1, 2016</b> | <b>281,250</b>       | <b>0.08</b>   |
| Granted  | 1,500,000            | 0.07  |
| Vested   | (414,583)            | 0.11  |
| <b>Non-vested options at August 31, 2017</b>   | <b>1,366,667</b>     | <b>0.07</b>   |
| Granted  | 150,000              | 0.08  |
| Forfeited                                      | (100,000)            | 0.07  |
| Vested   | (802,083)            | 0.07  |
| <b>Non-vested options at August 31, 2018</b>   | <b>614,584</b>       | <b>0.07</b>   |

As of August 31, 2018, there was \$42,658 of total unrecognized compensation cost related to non-vested share-based compensation awards. The unrecognized compensation cost is expected to be recognized over a weighted average period of 1.1 years.

During the year ended August 31, 2018, the total stock-based compensation expense of \$54,452 is reported in the statement of comprehensive income as follows:

|                                | 2018<br>\$ | 2017<br>\$ |
|--------------------------------|------------|------------|
| Stock-based compensation       |            |            |
| General and administrative     | 32,954     | 31,641     |
| Sales and marketing            | 7,930      | 4,665      |
| Research and development       | 13,568     | 9,827      |
| Total stock-based compensation | 54,452     | 46,133     |

*Valuation Assumptions*

The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model based on the following assumptions:

|  | 2018<br>\$ | 2017<br>\$  |
|--|------------|-------------|
| Expected term of stock options (years) | 3.02       | 1.8-3.0     |
| Expected volatility                    | 93.3%      | 86.4%-87.7% |
| Risk-free interest rate                | 1.9%       | 1.4-1.6%    |
| Dividend yields                        |            |             |
| Weighted average grant date fair value | \$ 0.08    | \$ 0.07     |



**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**6. STOCKHOLDERS EQUITY (cont d.)**

Expected volatilities are based on historical volatility of the Company's stock. The Company uses historical data to estimate option exercise and employee termination within the valuation model. The expected term of options granted represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the options is based on US Treasury bill rates in effect at the time of grant.

**[c] Employee Stock Purchase Plan**

The Company's 2011 Employee Stock Purchase Plan (the Plan) became effective on February 22, 2011. Under the Plan, employees of Destiny are able to contribute up to 5% of their annual salary into a pool which is matched equally by Destiny. Independent directors are able to contribute a maximum of \$12,500 each for a combined maximum annual purchase of \$25,000. The maximum annual combined contributions will be \$400,000. All purchases are made through the Toronto Stock Exchange by a third-party plan agent. The third-party plan agent will also be responsible for the administration of the Plan on behalf of Destiny and the participants.

During the year ended August 31, 2018, the Company recognized compensation expense of \$58,102 (2017: \$45,212) in salaries and wages on the consolidated statement of comprehensive income in respect of the Plan, representing the Company's employee matching of cash contributions to the plan. The shares were purchased on the open market at an average price of \$0.23 (2017: \$0.21). The shares are held in trust by the Company for a period of one year from the date of purchase.

**[d] Warrants**

A summary of common stock warrants outstanding as of August 31, 2018, and changes during the year then ended is presented below:

|   | <b>Number of<br/>Common<br/>Shares<br/>Issuable</b> | <b>Exercise<br/>Price<br/>\$</b> | <b>Date<br/>of<br/>Expiry</b> | <b>Aggregate<br/>Intrinsic<br/>Value<br/>\$</b> |
|---|---|----------------------------------|-------------------------------|---|
| <b>Outstanding at August 31, 2016 and August 31, 2017</b> | 1,010,000   | 0.30                             | October 20,<br>2017           |   |
| Expired   | (1,010,000)   | 0.30                             |                               |   |
| <b>Outstanding at August 31, 2018</b>                     |   |                                  |                               |   |

16

**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**7. INCOME TAXES**

The Company is subject to United States federal and state income taxes at an approximate rate of 21.0% and to Canadian federal and British Columbia provincial taxes in Canada at an approximate rate of 27.0%. The reconciliation of the provision (recovery) for income taxes at the United States federal statutory rate compared to the Company's income tax expense is as follows:

|   | <b>2018</b> | 2017      |
|---|-------------|-----------|
|   | \$          | \$        |
| Tax at U.S. statutory rates   | 138,000     | 98,000    |
| Permanent differences   | 1,000       | 2,000     |
| Stock option compensation   | 11,000      | 16,000    |
| Effect of lower foreign tax in Canada                                 | 52,000      | (21,000)  |
| Effect of research tax credits claims filed in respect of prior years | 29,000      | (128,000) |
| Effect of a change in statutory tax rates                             | 443,000     |           |
| Foreign exchange and other adjustments                                | 190,000     | (89,000)  |
| Recovery of previously unrecognized tax assets                        | (233,000)   |           |
| Change in valuation allowance   | (631,000)   | 122,000   |

**Provision for deferred income taxes**

Included in other adjustments and change in valuation allowance for the year ended August 31, 2018 is \$(74,000) (2017: \$87,000) for the effect of changes in foreign exchange rates and \$115,000 (2017: \$2,000) in respect of a change in estimates and provisions.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company has recognized a valuation allowance for those deferred tax assets for which realization is not more likely than not to occur.

**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**7. INCOME TAXES (cont d.)**

Significant components of the Company's deferred tax assets as of August 31 are as follows:

|                                      | <b>2018</b> | <b>2017</b> |
|--------------------------------------|-------------|-------------|
|                                      | \$          | \$          |
| <b>Deferred tax assets:</b>          |             |             |
| Net operating loss carryforwards     | 789,000     | 1,196,000   |
| Excess of book over tax depreciation | 729,000     | 561,000     |
| Tax Credit Carryforwards             | 1,019,000   | 1,411,000   |
| Total deferred tax asset             | 2,537,000   | 3,168,000   |
| Valuation allowance                  | (2,537,000) | (3,168,000) |

**Net deferred tax asset**

Net income (loss) before income tax by geographic region is as follows:

|               | <b>2018</b> | <b>2017</b> |
|---------------|-------------|-------------|
|               | \$          | \$          |
| United States | (166,037)   | 64,866      |
| Canada        | 822,307     | 223,915     |
|               | 656,270     | 288,781     |

If not utilized to reduce future taxable income, the Company's net operating loss carryforwards will expire as follows:

|                     | <b>Canada</b> | <b>United States</b> |
|---------------------|---------------|----------------------|
|                     | \$            | \$                   |
| 2021 and thereafter |               | 3,755,000            |
|                     |               | <b>3,755,000</b>     |

If not utilized to reduce future taxable payable, the Company's investment tax credit carryforwards will expire as follows:

|                     | <b>Canada</b>    | <b>United States</b> |
|---------------------|------------------|----------------------|
|                     | \$               | \$                   |
| 2028 and thereafter | 1,238,000        |                      |
|                     | <b>1,238,000</b> |                      |



**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**8. COMMITMENTS**

The Company entered into a new lease agreement commencing July 1, 2017 and expiring June 30, 2022 for the same premise consisting of approximately 6,600 square feet. The Company has fiscal year payments committed as follows:

|      | \$      |
|------|---------|
| 2019 | 250,174 |
| 2020 | 257,356 |
| 2021 | 262,848 |
| 2022 | 224,320 |

During the year ended August 31, 2018, the Company became entitled to a leasehold improvement allowance from its landlord in the amount of \$45,341, in connection with certain office leasehold improvements completed. This amount was recorded as a deferred leasehold inducement and is being amortized against rent expense over the remaining term of the lease.

During the year ended August 31, 2018 the Company recorded rent expense of \$256,058 (2017 - \$234,533) which has been allocated between general and administrative expenses, research and development and sales and marketing on the consolidated statement of comprehensive income. The total rent commitment, net of the leasehold improvement allowance, is being amortized to rent expense on a straight-line basis over the term of the lease.

**9. CONTINGENCIES**

The Company is subject to claims and legal proceedings that arise in the ordinary course of business. Such matters are inherently uncertain, and there can be no guarantee that the outcome of any such matter will be decided favorably to the Company or that the resolution of any such matter will not have a material adverse effect upon the Company's financial statements. The Company does not believe that any of such pending claims and legal proceedings will have a material adverse effect on its consolidated financial statements.

On September 5, 2017, the Company's former President and Chief Executive Officer filed a Notice of Civil Claim in the Supreme Court of British Columbia against the Company, its subsidiaries, independent directors and current Chief Executive Officer, claiming damages for conspiracy, breach of contract, wrongful dismissal, defamation and aggravated and punitive damages. The Company believes the claims are without merit and will defend itself against the claims. The quantum of loss, if any, is not determinable at this time and management believes it is unlikely that the outcome of this matter will have an adverse impact on its results of operations, cash flows and financial condition.

**Destiny Media Technologies Inc.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2018 and 2017

**10. CONCENTRATIONS AND ECONOMIC DEPENDENCE**

The Company operates solely in the digital media software segment and all revenue from its products and services are made in this segment.

Revenue from external customers, by product and location of customer, is as follows:

|                                   | 2018             | 2017      |
|-----------------------------------|------------------|-----------|
|                                   | \$               | \$        |
| <b>Play MPE®</b>                  |                  |           |
| United States                     | <b>1,527,868</b> | 1,428,802 |
| Europe                            | <b>1,721,654</b> | 1,687,724 |
| Australia                         | <b>289,042</b>   | 289,910   |
| <b>Total Play MPE® Revenue</b>    | <b>3,538,564</b> | 3,406,436 |
| <b>Clipstream ®</b>               |                  |           |
| United States                     | <b>67,907</b>    | 38,578    |
| <b>Total Clipstream ® Revenue</b> | <b>67,907</b>    | 38,578    |
| <b>Total Revenue</b>              | <b>3,606,471</b> | 3,445,014 |

Revenue in the above table is based on location of the customer's billing address. Some of these customers have distribution centers located around the globe and distribute around the world. During the year ended August 31, 2018, the Company generated 42% of total revenue from one customer [2017 - 41%].

It is in management's opinion that the Company is not exposed to significant credit risk.

As at August 31, 2018, one customer represented \$102,313 (25%) of the trade receivables balance [2017 - one customer represented \$377,672 (71%)].

The Company has substantially all its assets in Canada and its current and planned future operations are, and will be, located in Canada.

**11. COMPARATIVE FIGURES**

Certain comparative figures have been reclassified to conform to the current period's presentation. These reclassifications did not affect prior periods' net earnings.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

**ITEM 9A. CONTROLS AND PROCEDURES.**

**Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that material information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, our chief executive officer and our chief financial officer, to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13(a)-15(e) under the Exchange Act. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective, as of August 31, 2018.

**Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting, as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act, is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles ( GAAP ). Internal control over financial reporting includes policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are transacted in accordance with authorizations of management and directors of the Company, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with existing policies or procedures may deteriorate. A material weakness is defined as a deficiency, or a combination of deficiencies in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

Our management, under the supervision of our Chief Executive Officer and Chief Financial Officer, conducted an assessment of the effectiveness of our internal control over financial reporting as of August 31, 2018 based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ). Based on this assessment, management concluded that our internal controls over financial reporting were effective as of August 31, 2018.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to the rules of the SEC that permit the Company to provide only management's report in this annual report.

#### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the quarter ended August 31, 2018 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **ITEM 9B. OTHER INFORMATION.**

None.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

The following table sets forth the names, positions and ages of our executive officers and directors. All our directors serve until the next annual meeting of shareholders or until their successors are elected and qualify. The Board of Directors elects officers and their terms of office are, except to the extent governed by employment contract, at the discretion of the Board of Directors.

| <b>Name</b>                      | <b>Position Held with the Company</b>                                    | <b>Age</b> | <b>Date First Elected or Appointed</b>             |
|----------------------------------|--|------------|--|
| Frederick Vandenberg             | <i>Director, President, Corporate Secretary, Chief Executive Officer</i> | 50         | <i>CEO since June 2017<br/>CFO since July 2007</i> |
| Hyonmyong Cho <sup>(1)</sup>     | <i>Chairman of the Board, Director</i>                                   | 46         | <i>February 2017</i>                               |
| Samuel Jay Graber <sup>(1)</sup> | <i>Director</i>  | 57         | <i>February 2017</i>                               |
| Sandra Boenisch                  | <i>Chief Financial Officer and Treasurer</i>                             | 37         | <i>December 15, 2017</i>                           |

(1) Member of our Audit Committee

Set forth below is a brief description of the background and business experience of each of our executive officers and directors for the past five years:

**Fred Vandenberg, B. Comm. MBA, CPA, CA** Mr. Vandenberg has been our Chief Executive Officer since June 2017 and was our Chief Financial Officer from July 2007 to December 2017. Mr. Vandenberg's core responsibilities include strategic planning and coordinating strategic planning, marketing and product development, leading the accounting, treasury, financial controls and financial reporting functions of the Company. Mr. Vandenberg has been with the company for 12 years, heading up the finance group and managing the majority of Play MPE operations, including the initial transition of our customers to commercial agreements in 2008. Mr. Vandenberg oversees the business development and operational functions of Play MPE, expanding into new markets while ensuring we continue to lead the industry in customer service. Mr. Vandenberg obtained a Bachelor of Commerce from McMaster University in 1991 and a Master of Business Administration (Finance) from McMaster University in 1993. In 1996, Mr. Vandenberg was designated as a Chartered Professional Accountant in Ontario.

**Hyonmyong Cho.** Mr. Cho has been a director of the Company since February 2017. Hyonmyong Cho is currently a managing member of Greenlaw International Management Company LLC which manages Greenlaw International LP, a fund which invests in microcap stocks. From 2002 to 2008, Mr. Cho was a Managing Director of Forum Partners which managed several real estate private equity funds in Europe and Asia. At Forum Partners, Mr. Cho managed a worldwide team tasked with private equity deal structuring, analysis and negotiation. Prior to Forum Partners, Mr. Cho was a senior associate at Nassau Capital, whose only limited partner was Princeton University, and he was responsible for the due diligence, negotiation, documentation and monitoring of private equity transactions. Prior to that, Mr. Cho was a partner in Novalis Ventures, a venture capital fund focused on early stage investments in the real estate industry. Before that, Mr. Cho was a Vice President at Cahill, Warnock & Company, a private equity firm focused on making direct investments in micro-cap public companies. Mr. Cho began his career as a financial analyst for Alex Brown & Sons, Inc. in the mergers and acquisitions, real estate and health care groups. Mr. Cho was a Morehead Scholar at the University of North Carolina, graduating with a B.A. in English Literature.

**Samuel Jay Graber.** Mr. Graber has been a director of the Company since February 2017. Mr. Graber recently retired

as VP of Business Development from Apex Software LLC., a privately-owned developer of building drawing and area calculation software for jurisdictional mass appraisal at the municipal, county, province and statewide level as well as for the real estate mortgage appraisal industry. Mr. Graber continues to serve on various committees for the International Association of Assessing Officers (IAAO) as he remains a business partner in Apex. Prior to 20 years in the software/technology arena, Mr. Graber worked in direct sales / sales management for various manufacturing entities including automotive and decorative lighting, plastic extrusion, art glass and architectural flooring. Mr. Graber earned a BS degree in both Business Management and in Psychology from Eastern Mennonite College (now EMU).

**Sandra Boenisch, CPA, CGA.** Ms. Boenisch has been our Chief Financial Officer since December 2017. Ms. Boenisch is a Chartered Professional Accountant (CPA, CGA) with over 14 years of accounting, audit, and financial reporting experience in a variety of industries, both in the United States and Canada.

Ms. Boenisch was an independent consultant, providing financial reporting services to a range of public companies in the United States and Canada from January 2012 to December 2017. From 2008 until 2012, Ms. Boenisch was employed at BDO Canada LLP (Vancouver, BC) where she was hired as a Senior Accountant and was later promoted to Manager, Audit Assurance. Ms. Boenisch specialized in managing assurance engagements for public companies in the United States and Canada. Prior to that, Ms. Boenisch worked for another public accounting firm from 2001 to 2008. As an independent consultant, Ms. Boenisch acquired considerable experience in finance, governance, and regulatory compliance. She holds a B.Comm. from Laurentian University.

## **ELECTION OF DIRECTORS AND OFFICERS**

Our directors are elected by our shareholders at our annual general meetings. Each director holds office until our next annual general meeting or until the director resigns or is removed in accordance with our bylaws. We do not have a classified Board of Directors.

Our officers serve at the discretion of our Board of Directors.

## **AUDIT COMMITTEE**

Our audit committee currently consists of Mr. Hyonmyong Cho and Mr. Samuel Jay Graber. Both Mr. Cho and Mr. Graber are non-employee directors of the Company and are considered independent. Our Board of Directors has currently designated Mr. Cho as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. We believe that the audit committee members are capable of analyzing and evaluating our financial statements and understanding internal controls over financial reporting.

Our Board adopted a charter for the Audit Committee in November 2013, a copy of which is available on our corporate website [www.dsny.com](http://www.dsny.com).

## **FAMILY RELATIONSHIPS**

There are no family relationships among our officers and directors.

## **COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT**

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who beneficially own more than ten percent of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than ten percent shareholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of the copies of such forms received by us, or written representations that no filings were required, we believe that during the fiscal year ended August 31, 2018 all such filing requirements were complied with, with the exception of the following:

Mr. Steve Vestergaard did not timely file two (2) Form 4 reports in which eight (8) transactions were reported.

## **CODE OF ETHICS**

The Company's code of ethics is available on our website at <http://www.dsny.com/code-of-ethics>

We have adopted a code of ethics that applies to our principal executive officer, principle financial and accounting officer, or persons performing similar functions.



## **POLICY ON NEW CANDIDATES FOR DIRECTOR**

1. The Committee will accept for consideration submissions from shareholders of recommendations for the nomination of directors. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.
2. All shareholder nominating recommendations must be in writing, addressed to the Committee care of the Company's Corporate Secretary at the Company's principal headquarters, Suite 1110 885 West Georgia St., Vancouver, British Columbia, V6C 3E8. Submissions must be made by mail, courier or personal delivery. Submissions by e-mail will not be considered.
3. A nominating recommendation must be accompanied by the following information concerning each recommending shareholder:
  - a. The name and address, including telephone number, of the recommending shareholder;
  - b. The number of the Company's shares owned by the recommending shareholder and the time period for which such shares have been held;
  - c. If the recommending shareholder is not a shareholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the shareholder and a statement from the recommending shareholder of the length of time that the shares have been held. (Alternatively, the shareholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission reflecting the holdings of the shareholder, together with a statement of the length of time that the shares have been held); and
  - d. A statement from the shareholder as to whether the shareholder has a good faith intention to continue to hold the reported shares through the date of the Company's next annual meeting of shareholders.
4. If a recommendation is submitted by a group of two or more shareholders, the information regarding recommending shareholders must be submitted with respect to each shareholder in the group.
5. A nominating recommendation must be accompanied by the following information concerning the proposed nominee:
  - a. the information required by Item 401 of SEC Regulation S-K (providing for disclosure of the name, address, any arrangements or understanding regarding nomination and five year business experience of the proposed nominee, as well as information regarding certain types of legal proceedings within the past five years involving the nominee);
  - b. the information required by Item 403 of SEC Regulation S-K (providing for disclosure regarding the proposed nominee's ownership of securities of the Company); and
  - c. the information required by Item 404 of SEC Regulation S-K (providing for disclosure of transactions between the Company and the proposed nominee valued in excess of \$120,000 and certain other types of business relationships with the Company).
  - d. a description of all relationships between the proposed nominee and the recommending shareholder and any agreements or understandings between the recommending shareholder and the nominee regarding the nomination.
  - e. a description of all relationships between the proposed nominee and any of the Company's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company.
6. The recommending shareholder must furnish a statement supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the Committee for nominees, and briefly describing the contributions that the nominee would be expected to make to the board and to the governance of the Company.
7. The recommending shareholder must state whether, in the shareholder's view, the nominee, if elected, would represent all shareholders and not serve for the purpose of advancing or favoring any particular shareholder or other constituency of the Company.
8. The nominating recommendation must be accompanied by the consent of the proposed nominee to be interviewed by the Committee, if the Committee chooses to do so in its discretion (and the recommending shareholder must furnish the proposed nominee's contact information for this purpose), and, if nominated and elected, to serve as a director of the Company.
- 9.

A shareholder (or group of shareholders) wishing to submit a nominating recommendation for an annual meeting of shareholders must ensure that it is received by the Secretary of the Company, as provided above, not later than the 60th day nor earlier than the 90th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the shareholder must be so received not earlier than the 90th day prior to the annual meeting and not later than the later of the 60th day prior to the annual meeting or the 15th day following the day on which public announcement of the date of the meeting is first made by the Company.

**ITEM 11. EXECUTIVE COMPENSATION.**

The particulars of compensation paid to the following persons:

(a) our principal executive officer;

(b) each of our two most highly compensated executive officers other than the principle executive officer who were serving as executive officers at the end of the year ended August 31, 2018; and

(c) up to two additional individuals for whom disclosure would have been provided under (b) but for the fact that the individual was not serving as our executive officer at the end of the year ended August 31, 2018,

who we will collectively refer to as our named executive officers, of our company for the years ended August 31, 2018 and 2017, are set out in the following summary compensation table, except that no disclosure is provided for any named executive officer, other than our principal executive officer and the Chief Financial Officer, whose total compensation does not exceed \$100,000 for the respective fiscal year:

| Name and Principal Position   | Year | Salary (\$) | Bonus (\$) | Stock Awards (\$) | Option Awards (\$) <sup>(1)</sup> | Other Annual Compensation (\$) <sup>(2)</sup> | Total (\$) |
|---|------|-------------|------------|-------------------|-----------------------------------|---|------------|
| Frederick Vandenberg <sup>(3)</sup><br>Director, President, Chief Executive Officer, and former Chief Financial Officer | 2018 | 164,430     | 24,665     | Nil               | Nil                               | 18,666  | 207,761    |
|   | 2017 | 159,033     | Nil        | Nil               | 27,047                            | 7,952   | 194,032    |
| Sandra Boenisch <sup>(3)</sup><br>Chief Financial Officer   | 2018 | 97,875      | Nil        | Nil               | 11,905                            | 5,873   | 115,653    |
|   | 2017 | Nil         | Nil        | Nil               | Nil                               | Nil   | Nil        |
| Steven Vestergaard <sup>(3)</sup><br>Former Director and Chief Executive Officer  | 2018 | Nil         | Nil        | Nil               | Nil                               | Nil   | Nil        |
|   | 2017 | 162,590     | Nil        | Nil               | 10,143                            | Nil   | 172,733    |

(1) Option awards shown here represent the aggregate grant date fair value of all options granted.

(2) The value of prerequisites and other personal benefits, securities and property for the individuals included in the summary compensation table that does not exceed \$10,000 is not reported herein. Other compensation includes participation in the employee share purchase plan described below under long term incentive plans.

(3) Compensation is stated in United States dollars. Where compensation was provided in Canadian dollars, compensation is based on an exchange rate of 0.783 US dollars for each 1.00 Canadian dollar during the 2018 fiscal year and 0.7573 US dollars for each 1.00 Canadian dollar during the 2017 fiscal year.

**EMPLOYMENT AGREEMENT WITH OUR NAMED EXECUTIVE OFFICERS**

We are not party to any written employment agreement or change in control arrangements with Mr. Vandenberg and Ms. Boenisch. We do not have any agreements with Mr. Vandenberg and Ms. Boenisch regarding the payments of bonus or other performance incentives. Mr. Vandenberg and Ms. Boenisch are eligible to receive stock options as and when approved by our Board of Directors.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END**

The following table summarizes equity awards granted to our named executive officers that were outstanding as of August 31, 2018.

| Option Awards        |   |   |  |                            |                        | Stock Awards  |  |   |  |
|----------------------|---|---|--|----------------------------|------------------------|---|--|---|--|
| Name                 | Number of Securities Underlying Unexercised Options Exercisable (#) | Number of Securities Underlying Unexercised Options Unexercisable (#) | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock that have not Vested (#) | Market Value of Shares or Units of Stock that have not Vested (\$) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that have not Vested (#) | Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Other Rights that have not Vested (\$) |
| Frederick Vandenberg | 56,250<br>233,334   | Nil<br>166,666  | N/A<br>N/A   | 0.40<br>0.40               | (1)<br>July 6, 2022    | N/A<br>N/A  | N/A<br>N/A   | N/A<br>N/A  | N/A<br>N/A   |
| Sandra Boenisch      | 56,250  | 93,750  | N/A  | 0.40                       | December 13, 2022      | N/A   | N/A  | N/A   | N/A  |

(1) The options are expiring as to 6,250 every month until June 30, 2019.

**LONG-TERM INCENTIVE PLANS**

The Company has an Employee Stock Purchase Program whereby all employees of the Company are eligible to contribute up to 5% of their annual salary into a pool which is matched equally by the Company. Independent directors are able to contribute a maximum of \$12,500 each annually, for a combined maximum annual purchase of \$25,000. The aggregate maximum annual contributions is limited to \$400,000. Money in the pool is used to purchase shares out of the market on a semi-monthly basis. All purchases are made through the Exchange by a third-party plan agent and no purchases are made on the OTC or German exchanges. The third-party plan agent is also be responsible for the administration of the Plan on behalf of the Company and the participants.

Additionally, the Company has two existing stock option plans, namely the 2006 Stock Option Plan and the 2015 Stock Option Plan, under which up to 7,750,000 shares of the common stock, have been reserved for issuance. An

aggregate of 1,371,931 common shares remain eligible for issuance under the two plans. The options generally vest over a range of periods from the date of grant, some are immediate, and others are 12 or 24 months. Any options that do not vest as the result of a grantee leaving the Company are forfeited and the common shares underlying them are returned to the reserve. The options generally have a contractual term of five years.

#### **COMPENSATION OF DIRECTORS**

Our directors are reimbursed for reasonable out-of-pocket expenses in connection with attendance at Board of Director and committee meetings. In addition, our directors are eligible for grants of options to purchase shares of our common stock at the discretion of our Board of Directors.

The following table summarizes compensation paid to all of our directors who were not our named executive officers during the fiscal year ended August 31, 2018:

| Name              | Fees Earned or Paid in Cash (\$) | Stock Awards (\$) | Option Awards (\$) | All Other Compensation (\$) <sup>(1)</sup> | Total (\$) |
|-------------------|----------------------------------|-------------------|--------------------|--|------------|
| Hyonmyong Cho     | Nil                              | Nil               | Nil                | Nil  | Nil        |
| Samuel Jay Graber | Nil                              | Nil               | Nil                | \$10,937                                   | \$10,937   |

(1) Other compensation includes participation in the employee share purchase plan described below under long term incentive plans.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of November 27, 2018 by: (i) each person (including any group) known to us to own more than five percent (5%) of any class of our voting securities, (ii) each of our directors and each of our named executive officers, and (iii) officers and directors as a group. Unless otherwise indicated, the shareholders listed possess sole voting and investment power with respect to the shares shown.

| Title of class                 | Name and address of beneficial owner   | Number of Shares of Common Stock | Percentage of Common Stock <sup>(1)</sup> |
|--------------------------------|--|----------------------------------|---|
| <b>DIRECTORS AND OFFICERS:</b> |  |                                  |   |
| Common Stock                   | Hyonmyong Cho<br>Director, Chairman of the Board<br>c/o 1110-885 W Georgia St.<br>Vancouver, BC, V6C 3E8                                       | 2,613,689 <sup>(2)</sup>         | 4.7%                                      |
| Common Stock                   | Samuel Jay Graber<br>Director<br>c/o 1110-885 W Georgia St.<br>Vancouver, BC, V6C 3E8  | 644,755 <sup>(3)</sup>           | 1.2%                                      |
| Common Stock                   | Frederick Vandenberg<br>President, Chief Executive Officer,<br>and Corporate Secretary<br>c/o 1110-885 W Georgia St.<br>Vancouver, BC, V6C 3E8 | 1,397,616 <sup>(4)</sup>         | 2.5%                                      |
| Common Stock                   | Sandra Boenisch<br>Chief Financial Officer<br>c/o 1110-885 W Georgia St.<br>Vancouver, BC, V6C 3E8   | 139,207 <sup>(5)</sup>           | *   |
| <b>Common Stock</b>            | <b>All Officers and Directors as a Group (4 persons)</b>   | <b>4,795,267</b>                 | <b>8.6%</b>                               |

Edgar Filing: DESTINY MEDIA TECHNOLOGIES INC - Form 10-K

|              |   |                           |       |
|--------------|---|---------------------------|-------|
| Common Stock | Steven Vestergaard<br>Suite 695 350 Centre Road<br>Lions Bay, BC, V0N 2E0 | 11,006,111 <sup>(6)</sup> | 20.0% |
|--------------|---|---------------------------|-------|

\* Less than one percent (1%)

- (1) Under Rule 13d-3 of the Exchange Act, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of such shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding on November 27, 2018. As of November 27, 2018, there were 55,013,874 shares of our common stock issued and outstanding.
- (2) Consists of 713,674 shares held by Mr. Cho and 168,750 shares that may be acquired upon the exercise of stock options held by Mr. Cho within 60 days of November 27, 2018 and includes 1,731,265 shares held through Mr. Cho's indirect pecuniary ownership held through Greenlaw International LP, a Delaware limited partnership (the "Fund"), and Greenlaw International GP LLC, a Delaware limited liability company and the general partner of the Fund which has the right to receive an allocation of a portion of the profits of the Fund.
- (3) Consists of 461,105 shares held by Mr. Graber, 14,900 shares held by Mr. Graber's spouse, and 168,750 shares that may be acquired upon the exercise of stock options held by Mr. Graber within 60 days of November 27, 2018.
- (4) Consists of 1,066,365 shares held by Mr. Vandenberg and 331,251 shares that are acquirable upon the exercise of stock options held by Mr. Vandenberg within 60 days of November 27, 2018.
- (5) Consists of 51,707 shares held by Ms. Boenisch and 87,500 shares that are acquirable upon the exercise of stock options held by Ms. Boenisch within 60 days of November 27, 2018.
- (6) The share ownership disclosed herein has been calculated based on the latest filings by Mr. Vestergaard under Section 16(a) of the Securities Exchange Act of 1934. The Company has not been able to confirm the amount with Mr. Vestergaard including any ownership under Rule 13d-3 of the Securities Exchange Act of 1934.

#### EQUITY COMPENSATION PLAN INFORMATION

We have two equity compensation plans, namely our Amended 2006 Stock Option Plan and the 2015 Stock Option Plan, under which up to 7,750,000 shares of our common stock, have been authorized for issuance to our officers, directors, employees and consultants. Our plans have not been approved by the Company's stockholders. The following summary information is presented for our plans on an aggregate basis as of August 31, 2018.

|  | Number of Securities to be Issued Upon Exercise of Outstanding Options, | Weighted-Average Exercise Price of Outstanding Options, Warrants and | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in column (a)) |
|--|---|--|---|
|  |   |  |   |



|  | Warrants and Rights | Rights         |                |
|--|---------------------|----------------|----------------|
| Plan Category  | (a)                 | (b)            | (c)            |
| Equity Compensation Plans Approved By Security Holders | Not Applicable      | Not Applicable | Not Applicable |

|  |                                  |                  |                                  |
|--|----------------------------------|------------------|----------------------------------|
| Equity Compensation Plans Not Approved By Security Holders | 1,631,250 Shares of Common Stock | \$0.39 per Share | 1,371,931 Shares of Common Stock |
| Total  | 1,631,250 Shares of Common Stock |                  | 1,371,931 Shares of Common Stock |

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Except as described under Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters and under Item 11. Executive Compensation, and under note 8 of the financial statements, none of the following persons has any direct or indirect material interest in any transaction to which we were or are a party during the past two years, or in any proposed transaction to which the Company proposes to be a party:

- (A) any director or officer;
- (B) any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to our common stock; or
- (C) any immediate family member of any of the foregoing persons.

**SHARE ISSUANCES** None.

All of directors are our independent directors.

### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

#### *Audit Fees*

Our current sole principal independent registered public accountant, BDO Canada LLP, provided audit and other services during the year ended August 31, 2018 and the year ended August 31, 2017 as follows:

#### **BDO Canada LLP**

|                           | <b>2018</b>      | 2017      |
|---------------------------|------------------|-----------|
| <b>Audit Fees</b>         | <b>\$ 89,248</b> | \$ 79,790 |
| <b>Audit Related Fees</b> | -                | -         |
| <b>Tax Fees</b>           | <b>7,477</b>     | 11,058    |
| <b>All Other Fees</b>     | -                | -         |
| <b>Total Fees</b>         | <b>\$ 96,725</b> | \$ 90,848 |

*Audit Fees.* This category includes the fees for the audit of our annual consolidated financial statements and the quarterly reviews of interim financial statements. This category also includes advice on audit and accounting matters that arose during or as a result of the audit or the review of interim financial statements and services in connection with SEC filings.

*Tax Fees.* This category includes the fees for professional services rendered for tax compliance, tax advice and tax planning.

The audit committee requires advance approval of all audit, audit-related, tax, and non-audit and other services performed by the independent auditor. Unless the specific service has been previously pre-approved with respect to that year, the audit committee must approve the permitted service before the independent auditor is engaged to perform it. The audit committee has delegated to the chair of the audit committee authority to approve permitted services provided that the chair reports any decisions to the committee at its next scheduled meeting.

Of the total aggregate fees paid by us to our accountants during the fiscal years ended August 31, 2018 and 2017, 100% and 100% of the aggregate fees, respectively, were approved by the audit committee pursuant to the *de minimis* exception provided by Section (c)(7)(i)(C) of Rule 2-01 of Regulations S-X.

The audit committee has considered the nature and amount of the fees billed by BDO Canada LLP, and believes that the provision of the services for activities unrelated to the audit is compatible with maintaining BDO Canada LLP's independence.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES. LIST OF DOCUMENTS FILED AS PART OF THE REPORT

The following documents are filed as part of this report:

#### (a)(1) Financial Statements:

1. Report of Independent Registered Public Accounting Firm BDO Canada LLP;
2. Consolidated Balance Sheets;
3. Consolidated Statements of Comprehensive Income (loss);
4. Consolidated Statements of Cash Flows;
5. Consolidated Statement of Changes in Stockholders' Equity; and
6. Notes to the Consolidated Financial Statements.

#### (a)(2) Financial Statement Schedules:

#### (a)(3) Exhibits:

- 3.1 Amended Articles of Incorporation (incorporated by reference to Exhibit 3(I) to our Amendment No. 5 to Registration Statement on Form 10SB12G filed on April 24, 2000).
- 3.2 Amended and Restated Bylaws (incorporated by reference to Exhibit B to the Plan of Conversion as filed in our Definitive Proxy Statement on Form DEF14A on August 18, 2014)
- 4.1 2006 Amended And Restated Stock Option Plan (incorporated by reference to Exhibit 4.1 to our Post-effective Amendment No. 1 to Registration Statement on Form S-8 filed on May 18, 2007)

- 10.1 Share Purchase Agreement among Steve Vestergaard and Euro Industries Ltd. And Destiny Software Productions Inc. dated June 15, 1999 (incorporated by reference to Exhibit 4 to our Registration Statement on Form 10SB12G filed on November 23, 1999).
- 10.2 Rule 506 Subscription Agreement dated February 24, 2006 between Destiny Media Technologies Inc. and Global Equity Trading & Finance Ltd. (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on March 3, 2006).
- 10.3 Rule 506 Subscription Agreement dated February 3, 2006 between Destiny Media Technologies Inc. and Global Equity Trading & Finance Ltd. (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on March 3, 2006).
- 10.4 Securities Purchase Agreement dated February 26, 2007 (incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed on March 1, 2007).
- 10.5 Employee Stock Purchase Plan (incorporated by reference to our Other Definitive Proxy Statements on Form DEF 14A filed on February 04, 2011).
- 21.1\* Subsidiaries of the Registrant.
- 23.1\* Consent of Independent Registered Public Accounting Firm BDO CANADA LLP
- 24\* Power of Attorney (included in Signature pages)
- 31.1\* Section 302 Certification of Chief Executive Officer
- 31.2\* Section 302 Certification of Chief Financial Officer
- 32.1\* Section 906 Certification of Chief Executive Officer and Chief Financial Officer
- 100\* XBRL-Related Documents
- 101\* Interactive Data File

\* Filed herewith

Management contract or compensatory plan or arrangement

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**DESTINY MEDIA TECHNOLOGIES, INC.**

By: /s/Frederick Vandenberg  
Frederick Vandenberg  
Chief Executive Officer, President  
(Principal Executive Officer)  
Date: November 27, 2018

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Frederick Vandenberg, his true and lawful attorney-in-fact and agent with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/Frederick Vandenberg  
Frederick Vandenberg, President  
Chief Executive Officer (Principal Executive Officer)  
Date: November 27, 2018

By: /s/Sandra Boenisch  
Sandra Boenisch, CPA, CGA  
Chief Financial Officer, Treasurer  
(Principal Financing and Accounting Officer)  
Date: November 27, 2018

By: /s/ Hyonmyong Cho  
Hyonmyong Cho  
Director  
Date: November 27, 2018

By: /s/ Samuel Jay Graber  
Samuel Jay Graber  
Director  
Date: November 27, 2018