

TECSYS®

3rd Quarter

Fiscal 2014

Report



TECSYS Inc.

Management's Discussion and Analysis of Financial Condition and Results of Operations dated February 27, 2014

The following discussion and analysis should be read in conjunction with the Condensed Interim Consolidated Financial Statements of TECSYS Inc. (the "Company") and Notes thereto, which are included in this document, and the annual report for the year ended April 30, 2013. The Company's third quarter for fiscal year 2014 ended on January 31, 2014. Additional information about the Company, including copies of the continuous disclosure materials such as the annual information form and the management proxy circular are available through the SEDAR Website at <http://www.sedar.com>.

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

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

Quarterly Selected Financial Data

(Quarterly data are unaudited)

In thousands of Canadian dollars, except per share data

	2014			2013			2012
	Q3	Q2	Q1	Q4	Q3	Q2	Q4
Total Revenue	11,849	11,656	10,602	11,117	10,384	10,748	11,510
Profit (Loss) and Comprehensive Income (Loss)	467	605	83	181	(543)	122	1,125
Basic and Diluted Earnings (Loss) per Common Share	0.04	0.05	0.01	0.02	(0.05)	0.01	0.10

Results of Operations

Three months ended January 31, 2014 compared to three months ended January 31, 2013

Revenue

Total revenue for the third quarter ended January 31, 2014 increased to \$11.8 million, \$1.5 million or 14% higher, compared to \$10.4 million for the same period of fiscal 2013. The U.S. dollar averaged CA\$1.0691 in the third quarter of fiscal 2014 in comparison to CA\$0.9929 in the third quarter of fiscal 2013. Approximately 63% of the Company's revenues were generated in the United States during the third quarter of fiscal 2014, hence the stronger U.S. dollar impacted revenues favorably by an estimated \$528,000 and expenses unfavorably by approximately \$150,000.

Proprietary software products decreased to \$1.4 million, \$610,000 or 31% lower, in the third quarter of fiscal 2014 in comparison to \$2.0 million for the same period last year as a result of signing a lower number of new accounts. Overall total contract value bookings amounted to \$4.1 million in the third quarter of fiscal 2014 in comparison to \$5.7 million for the same period of the previous fiscal year. Pipeline activity grew through the course of the quarter however, deal activity slowed due to transient timing issues that management does not believe is indicative of a trend.

Third party products revenue increased to \$2.1 million, \$394,000 or 23% higher, in the third quarter of fiscal 2014 in comparison to \$1.7 million for the same period last year. The increase is characterized mainly by higher radio-frequency equipment and other hardware of \$322,000. This was largely attributable to a number of orders from our base accounts.

Services revenue increased to \$7.9 million, higher by \$1.5 million or 24%, in third quarter of fiscal 2014 compared to \$6.4 million for the same period in the previous fiscal year. The increase is attributable to higher implementation consulting services due to increased activity derived mainly from a higher professional services backlog at the beginning of the quarter as well as increased productivity from the professional services organization.

As a percentage of total revenue, products accounted for 30% and services for 67% in the third quarter of fiscal 2014 in comparison to 36% and 62%, respectively for the third quarter of fiscal 2013.

Cost of Revenue

Total cost of revenue increased to \$6.8 million, higher by \$271,000 or 4%, in the third quarter of fiscal 2014 in comparison to \$6.6 million for the same three-month period in fiscal 2013. The increase is attributable to higher third-party products costs of \$276,000 related to higher third-party products revenue, while lower services costs of \$178,000 were offset by higher reimbursable expenses of \$173,000.

The cost of services decreased to \$4.9 million, lower by \$178,000 in the third quarter of fiscal 2014 in comparison to the same period last year as lower employee-related expenses of \$382,000, as well as lower recruiting expenses, consulting and third-party contract costs and depreciation which were offset by higher incentives of \$168,000 and lower e-business tax credits of \$157,000 as well as higher travel costs and hosting infrastructure expenses. The average services headcount in the third quarter of fiscal 2014 decreased by twenty-eight compared to the same period of fiscal 2013. The Company adjusted its workforce at the beginning of the fourth quarter of fiscal 2013 to right size the organization based on the revenue expectation at that time. The cost of services includes tax credits of \$344,000 for the third quarter of fiscal 2014 compared to \$501,000 for the same period in the previous fiscal year, largely due to the reduced headcount. The tax credits relate to the e-business tax credit introduced by the Quebec government in March 2008. On July 11, 2013, the Quebec government announced that the e-business tax credit would be extended for a period of ten years from January 1, 2016 until December 31, 2025. In addition, the e-business tax credit will be indexed such that the threshold of \$20,000 per eligible job per year will be increased to \$22,500 starting on January 1, 2016.

Gross Profit

Gross profit increased to \$5.0 million, higher by \$1.2 million or 31%, for the third quarter of fiscal 2014 in comparison to \$3.8 million for the same period last year. This is mainly attributable to higher services margin of \$1.7 million and higher third-party products margin of \$118,000 partially offset by lower proprietary software revenue mentioned previously. Total gross profit percentage in the third quarter of fiscal 2014 was 42% compared to 37% in the same period of fiscal 2013.

The third-party products margin increased to \$674,000, \$118,000 higher than the same three-month period last year. The third-party products margin was 31% of revenue in the third quarter of fiscal 2014 in comparison to 32% for the same period last year.

Services gross profit during the third quarter of fiscal 2014 increased to \$3.0 million, higher by \$1.7 million, in comparison to \$1.3 million in the same period of fiscal 2013. Services gross profit was 38% of services revenue in the third quarter of fiscal 2014 in comparison to 20% for the comparable period last year. The improvement in the services gross profit margin and percentage is a reflection that a significant number of employees hired from the fourth quarter of fiscal 2012 to the third quarter of fiscal 2013 to address the growing backlog, have become proficient in contributing to the revenue stream. As mentioned earlier, since the fourth quarter of fiscal 2013, the Company has rationalized and optimized its services organization.

Operating Expenses

Total operating expenses for the third quarter of fiscal 2014 increased to \$4.4 million, higher by \$141,000 or 3%, compared to \$4.3 million for the same three-month period last year. The most notable differences between the third quarter of fiscal 2014 in comparison with the same period in fiscal 2013 are as follows.

- Sales and marketing expenses amounted to \$2.1 million, \$27,000 higher than the comparable quarter last year. Expenses were higher due to higher employee related expenses offset by lower commissions and marketing programs costs. The average headcount was virtually the same in the third quarter of fiscal 2014 and for the comparable period last year.
- General and administrative expenses increased to \$1.0 million, \$136,000 higher than the comparable quarter last year primarily as a result of higher management incentives and higher bad debt expense offset by lower travel costs.
- Net R&D expenses decreased slightly to \$1.3 million, \$22,000 lower than the comparable quarter last year. Gross R&D expenses decreased by \$95,000 comprising primarily of lower employee related costs and travel expenses. The average headcount during the third quarter of fiscal 2014 was four lower compared with the same period of a year earlier. The Company also recorded \$316,000 of R&D refundable and non-refundable tax credits and e-business tax credits in the third quarter of fiscal 2014 compared to \$356,000 for the same period of the last fiscal year. In addition, the Company capitalized deferred development costs of \$413,000 in the third quarter of fiscal 2014 compared to \$416,000 for the same period of the last fiscal year while amortizing deferred development costs of \$266,000 in the third quarter of fiscal 2014 in comparison to \$236,000 for the same quarter a year earlier.

Profit from Operations

The Company recorded profit from operations of \$589,000 representing 5% of revenue in the third quarter of fiscal 2014 in comparison to a loss from operations of \$464,000 representing 4% of revenue for the comparable quarter of the previous year primarily as a result of higher services margin and third-party products margin and offset by lower proprietary software revenue and slightly higher operating expenses.

Net Finance Costs

In the third quarter of fiscal 2014, the Company recorded net finance costs of \$47,000 in comparison to \$92,000 for the comparable quarter last year. Finance costs in the third quarter of fiscal 2014 include \$38,000 of expense related to the revaluation of the fair value of the share options liability in comparison to \$40,000 for the same period last year. The Company revalues the share option liability at each reporting date and any change in the liability is reflected as finance income or finance costs in the consolidated statement of comprehensive income, as appropriate. Please see note 5 to the consolidated financial statements for a more elaborate discussion on share options. Additionally, net finance costs include net foreign exchange gains of \$25,000 in the third quarter of fiscal 2014 in comparison to net foreign exchange losses of \$22,000 for the same period in fiscal 2013 and net interest expense of \$34,000 versus \$30,000, respectively.

Net Profit

The Company recorded a profit of \$467,000 or \$0.04 per share in the third quarter of fiscal 2014 compared to a net loss of \$543,000 or \$0.05 loss per share for the same period last year.

Results of Operations

Nine months ended January 31, 2014 compared to nine months ended January 31, 2013

Revenue

Total revenue for the first nine months ended January 31, 2014 increased to \$34.1 million, \$1.5 million or 4% higher, compared to \$32.6 million for the same period of fiscal 2013. The U.S. dollar averaged CA\$1.0456 in the first nine months of fiscal 2014 in comparison to CA\$0.9987 in the first nine months of fiscal 2013. Approximately 58% of the Company's revenues were generated in the United States during the first nine months of fiscal 2014, hence the stronger U.S. dollar impacted revenues favorably by an estimated \$924,000 and expenses unfavorably by approximately \$260,000.

Proprietary software products decreased to \$5.3 million, \$2.0 million or 27% lower, in the first nine months of fiscal 2014 in comparison to \$7.3 million for the same period last year. In the first quarter of fiscal 2013, proprietary software products included a very significant sale to an existing customer. Overall total contract value bookings amounted to \$14.9 million in the first nine months of fiscal 2014 in comparison to \$15.9 million for the same period of the previous fiscal year.

Third party products revenue increased to \$5.3 million, \$895,000 or 20% higher, in the first nine months of fiscal 2014 in comparison to \$4.4 million for the same period last year. The increase is characterized by approximately \$460,000 in higher software related products and \$435,000 higher in radio-frequency equipment and other hardware.

Services revenue increased to \$22.4 million, higher by \$2.3 million or 11%, in first nine months of fiscal 2014 compared to \$20.1 million for the same period in the previous fiscal year. The increase is attributable primarily to higher implementation consulting revenue due to increased activity derived mainly from a higher backlog at the beginning of the year as well as increased productivity from the professional services organization.

As a percentage of total revenue, products accounted for 31% and services for 66% in the first nine months of fiscal 2014 in comparison to 36% and 62%, respectively for the first nine months of fiscal 2013.

Cost of Revenue

Total cost of revenue increased to \$19.4 million, higher by \$549,000 or 3%, in the first nine months of fiscal 2014 in comparison to \$18.9 million for the same nine-month period in fiscal 2013. The increase is primarily attributable to higher third-party products costs of \$544,000 related to the increased third-party products revenue discussed earlier, while lower services costs of \$267,000 were offset by higher reimbursable expenses of \$272,000.

The cost of services decreased to \$14.6 million, lower by \$267,000 or 2% in the first nine months of fiscal 2014 in comparison to the same period last year. The decrease was primarily attributable to lower costs from employee-related expenses of \$212,000, and lower consulting and third-party contract costs of \$366,000 as well as lower depreciation and recruiting costs. The impact of these items was partially offset by higher incentives of \$306,000 as well as higher travel expenses, hosting and infrastructure costs and lower tax credits. The average services headcount in the first nine months of fiscal 2014 decreased by eleven compared to the same period of fiscal 2013. The cost of services includes tax credits of \$1.1 million for the first nine months of fiscal 2014 compared to \$1.2 million for the same period in the previous fiscal year.

Gross Profit

Gross profit increased to \$14.7 million, higher by \$916,000 or 7%, for the first nine months of fiscal 2014 in comparison to \$13.8 million for the same period last year. This is mainly attributable to higher services margin of \$2.6 million and higher third-party products margin of \$351,000 offset by lower proprietary software revenue of \$2.0 million. Total gross profit percentage in the first nine months of fiscal 2014 was 43% compared to 42% in the same period of fiscal 2013 mainly due to higher service margins.

The third-party products margin increased to \$1.6 million, \$351,000 higher than the same nine-month period last year. The third-party products margin was 29% of revenue in the first nine months of fiscal 2014 in comparison to 27% for the same period last year.

Services gross profit during the first nine months of fiscal 2014 increased to \$7.8 million, higher by \$2.6 million, in comparison to \$5.2 million for the same period of fiscal 2013. Services gross profit was 35% of services revenue in the first nine months of fiscal 2014 in comparison to 26% for the comparable period last year. The improvement in the services gross profit margin and percentage is a reflection that employees hired in fiscal 2012 and 2013 to address the growing backlog, are fully integrated and proficient in contributing to the revenue stream. Additionally, since the fourth quarter of fiscal 2013, the Company has rationalized and optimized its services organization.

Operating Expenses

Total operating expenses for the first nine months of fiscal 2014 increased to \$13.2 million, higher by \$420,000 or 3%, compared to \$12.8 million for the same nine-month period last year.

The most notable differences between the first nine months of fiscal 2014 in comparison with the same period in fiscal 2013 are as follows.

- Sales and marketing expenses amounted to \$6.3 million, \$640,000 higher than the comparable first nine months of last year. Expenses were higher due to higher employee related expenses of \$383,000, as well as higher commissions of \$172,000, and traveling of \$93,000.
- General and administrative expenses were unchanged at \$3.0 million, compared to nine-month period last year.
- Net R&D expenses decreased to \$3.9 million, \$218,000 lower than the comparable first nine months last year. Gross R&D expenses amounting to \$5.4 million decreased by \$148,000 comprising primarily of lower employee related expenses, incentives, travel, and depreciation. The average headcount during the first nine months of fiscal 2014 was relatively stable relative to the comparable period of a year earlier. The Company also recorded \$956,000 of R&D

refundable and non-refundable tax credits and e-business tax credits in the first nine months of fiscal 2014 compared to \$984,000 for the same period of the last fiscal year. In addition, the Company capitalized deferred development costs of \$1.3 million in the first nine months of fiscal 2014 compared to \$1.1 million for the same period of the last fiscal year while amortizing deferred development costs of \$741,000 in the first nine months of fiscal 2014 in comparison to \$646,000 for the same period a year earlier.

Profit from Operations

The Company recorded profit from operations of \$1.5 million representing 4% of revenue in the first nine months of fiscal 2014 in comparison to \$1.0 million representing 3% of revenue for the comparable nine-month period of the previous year primarily as a result of better services margin and third-party products margin offset by lower proprietary software revenue and higher operating expenses.

Net Finance Costs

In the first nine months of fiscal 2014, the Company recorded net finance costs of \$203,000 in comparison to \$303,000 for the comparable period last year. Finance costs in the first nine months of fiscal 2014 include \$132,000 of expense related to the revaluation of the fair value of the share options liability in comparison to \$273,000 for the same period last year. The Company revalues the share option liability at each reporting date and any change in the liability is reflected as finance income or finance costs in the consolidated statement of comprehensive income, as appropriate. Additionally, net finance costs include net foreign exchange gains of \$25,000 in the first nine months of fiscal 2014 in comparison to net foreign exchange losses of \$7,000 for the same period last year and net interest expense of \$96,000 versus \$23,000, respectively. The increase of net interest expense over the same period last year is largely due to the new term loan executed by the Company at the end of the second quarter of fiscal 2013.

Net Profit

The Company recorded a profit of \$1.2 million or \$0.10 per share in the first nine months of fiscal 2014 compared to \$704,000 or \$0.06 per share for the same period last year.

Liquidity and Capital Resources

On January 31, 2014, current assets totaled \$22.0 million compared to \$21.1 million at the end of fiscal 2013. Cash and cash equivalents increased to \$5.9 million compared to \$5.3 million as at April 30, 2013. This increase is primarily due to \$3.5 million of cash flow generated from operations offset by the partial repayment of the term loan, distribution of dividends, and the investment in property, equipment and other intangible assets, as well as investment in the Company's flagship product, EliteSeries. Accounts receivable and work in progress totaled \$9.6 million on January 31, 2014 compared to \$9.3 million as at April 30, 2013. The Company's DSO (days sales outstanding) stood at 73 days at the end of the third quarter of fiscal 2014 compared to 75 days at the end of fiscal 2013 and 64 days at the end of the third quarter of fiscal 2013.

Current liabilities on January 31, 2014 totaled \$14.3 million compared to \$13.2 million at the end of fiscal 2013. The increase in current liabilities is mainly due to the increase in accounts payable and deferred revenue. Working capital decreased to \$7.6 million at the end of January 31, 2014 in comparison to \$7.9 million at the end of fiscal year 2013.

The Company's banking and credit facilities require adherence to financial covenants. The Company is in compliance with these covenants as at January 31, 2014 and April 30, 2013.

Operating activities generated funds of \$3.5 million in the first nine months of fiscal 2014 in comparison to \$525,000 in the same period of fiscal 2013. Operating activities excluding changes in non-cash working capital items generated \$3.1 million in the first nine months of fiscal 2014 in comparison to \$2.4 million in the same period in fiscal 2013 mainly due to increase in net profit. Non-cash working capital items generated funds of \$379,000 in the first nine months of fiscal 2014 primarily due to increases in accounts payable and deferred revenue, reductions in work in progress, and offset partially by increases in accounts receivable. Non-cash working capital items used funds of \$1.9 million in the first nine months of fiscal 2013 primarily due to increases in tax credits receivable and reductions of accounts payable offset by decreases to accounts receivable.

The Company believes that funds on hand at January 31, 2014 combined with cash flow from operations and its accessibility to its banking facilities will be sufficient to meet its needs for working capital, R&D, capital expenditures and debt repayment for at least the next twelve months.

Financing activities used funds of \$1.3 million in the first nine months of fiscal 2014 and generated \$3.6 million in the same nine-month period in fiscal 2013. At the end of the second quarter of fiscal 2013, the Company received proceeds of \$5.0 million from the newly initiated term loan. During the first nine months of fiscal 2014, the Company repaid \$750,000 of the term loan in comparison to \$250,000 repaid in the third quarter of fiscal 2013. Additionally the Company repaid \$12,000 during the first nine months of another loan in comparison to \$11,000 in the same period a year earlier. During the second quarter of fiscal 2014, the Company declared and distributed a dividend of \$0.035 per share or \$402,000 in aggregate in comparison to \$0.035 per share or \$400,000 in aggregate during the same quarter of the previous fiscal year. Additionally, during the first nine months of fiscal 2014, 25,000 share options were exercised at an average exercise price of \$1.59 to purchase common shares generating cash of \$40,000 in comparison to 31,450 share options that were exercised in the same period a year earlier at an average exercise price of \$1.80 generating cash of \$57,000. Additionally, during the first nine months of fiscal 2014, 6,000 share options were exercised by employees at an average exercise price of \$1.78 and cash-settled for a total disbursement of \$15,000, whereas during the first nine months of fiscal 2013, 145,938 share options were exercised by employees at an average exercise price of \$1.59 and cash-settled for a total disbursement of \$243,000. During the first nine months of fiscal 2013, the Company purchased 187,300 of its outstanding common shares for cancellation at an average price of \$2.41 per share under a Normal Course Issuer Bid (NCIB). The total cost related to the purchasing of these shares including other related costs, was \$462,000. No purchases of common shares for cancellation were made in the first nine months of the current year however the Company did disburse \$11,000 in fees related to the renewal of the NCIB. Lastly, the Company paid interest of \$127,000 and \$55,000 during the first nine months of fiscal 2014 and fiscal 2013, respectively. The increase in the interest payment is largely due to the term loan undertaken since the end of the second quarter of fiscal 2013.

During the first nine months of fiscal 2014, investing activities used funds of \$1.7 million in comparison to \$2.2 million in the comparable period last year. The Company used funds of \$485,000 and \$815,000 for the acquisition of property and equipment, and intangible assets in the first nine months of fiscal 2014 and fiscal 2013 respectively. Additionally, the Company invested in its proprietary software products with the capitalization of \$1.3 million and \$1.1 million reflected as deferred development costs in the first nine months of fiscal 2014 and fiscal 2013, respectively. The Company collected monies from TECSYS Latin America, a former related party, on previously advanced loans and the scheduled payment relating to the divestiture of the equity interest in TLA of \$55,000 and \$46,000 in the first nine months of fiscal 2014 and 2013, respectively. The Company received interest of \$31,000 and \$32,000 in the first nine months of fiscal 2014 and fiscal 2013, respectively. Lastly, the Company generated funds of \$40,000 during the first nine months of fiscal 2014 by reductions in restricted cash equivalents and other investments related to a landlord guarantee. For the first nine months of fiscal 2013, the Company used cash with the increase of short-term investments and restricted cash equivalents and other investments of \$302,000.

Related Party Transactions

The company has a subordinated loan of \$58,000 as of January 31, 2014 from a person related to certain shareholders, bearing interest at 12.67%. The loan is payable on the earlier of demand or on the death of the lender. During the nine-month period ended January 31, 2014, the Company repaid \$12,000. The amount outstanding at January 31, 2013 and at April 30, 2013 was \$74,000 and \$70,000, respectively.

Under the provisions of the current share purchase plan for key management, the Company extended interest-free loans of \$206,000 to key management to facilitate their purchase of Company shares during the first quarter ended July 31, 2013. These loans will be fully repaid before the end of the fiscal year, April 30, 2014. The outstanding loans as at January 31, 2014 amounted to \$51,000.

Subsequent Event

On February 27, 2014, the Company declared a dividend of \$0.04 per share, to be paid on March 28, 2014 to shareholders of record at the close of business on March 14, 2014.

Current and Anticipated Impacts of Current Economic Conditions

The current overall economic uncertainty and volatility may have an adverse impact on the demand for the Company's products and services as industry may adjust quickly to exercise caution on capital spending. During the third quarter of fiscal 2014, the Company generated \$4.1 million in new total contract value bookings compared to \$3.7 million and \$7.1 million, respectively, in the first and second quarter of fiscal 2014. The Company observed generally positive signs over the six previous quarters to the end of fiscal 2013 of prospects and customers ramping up investment in supply chain management software. During the last six quarters ending April 30, 2013, the Company booked significant increases in business volume with total contract values averaging \$6.7 million per quarter, whereas for the previous fourteen quarters since the beginning of fiscal 2009, bookings averaged approximately \$4.8 million per quarter. The Company's pipeline reflecting potential new deals remains strong. The magnitude of the growth trend will depend on the strength and sustainability of the economic recovery and the demand for supply chain management software.

Given the current backlog of \$27.4 million, comprised primarily of services, the Company's management believes that the services revenue level ranging between \$7.5 million and \$8.0 million per quarter can be sustained in the short term if no significant new agreements are completed.

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

The exchange rate of the U.S. dollar in comparison to the Canadian dollar continues to be an important factor affecting revenues and profitability as the Company generally derives approximately 58% of its business from U.S. customers while the majority of its cost base is in Canadian dollars.

The Company will continue to adjust its business model to ensure that costs are aligned to its revenue expectations and the economic reality. The Company has increased its headcount significantly during fiscal 2012 and 2013 to meet the higher demand for its services and to capture pipeline opportunities. The Company will focus its attention on rendering this investment profitable while addressing the services backlog contributing to revenue generation. Other cost areas under continuous scrutiny are traveling, consulting and communications.

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

Outstanding Share Data

On February 27, 2014, the Company has 11,474,421 common shares as there has been no activity since the end of the Company's third quarter.

Similarly, on February 27, 2014, outstanding share options to purchase common shares numbered 57,900 as there has been no activity since the end of the third quarter.

Change in Accounting Policies

New accounting standards adopted in 2014

A number of new standards, interpretations and amendments to existing standards were issued by the International Accounting Standards Board ("IASB") or International Financial Reporting Standards Interpretations Committee ("IFRS IC") that are mandatory and effective for annual periods starting on or after January 1, 2013. The following standards have been adopted in the first quarter of 2014 commencing May 1, 2013.

IFRS 10, *Consolidated Financial Statements* ("IFRS 10"), establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. It provides a single model to be applied in the control analysis for all investees. IFRS 10 replaces the consolidation requirements in SIC-12, *Consolidation - Special Purpose Entities* and IAS 27, *Consolidated and Separate Financial Statements*. The Company has determined that the consolidation procedures are carried forward substantially unmodified from IAS 27 (2008), and as such IFRS 10 did not have a material impact on the Company's condensed interim consolidated financial statements.

IFRS 12, *Disclosure of Interests in Other Entities* ("IFRS 12"), is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. The Company has determined that IFRS 12 did not have a material impact on the Company's condensed interim consolidated financial statements.

IFRS 13, *Fair Value Measurement* ("IFRS 13"), provides new guidance on fair value measurement and disclosure requirements. IFRS 13 replaces the fair value measurement guidance contained in individual IFRSs with a single source fair value measurement guidance. It defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, i.e. an exit price. The standard also establishes a framework for measuring fair value and sets out disclosure requirements to provide information that enables financial statement users to assess the methods and inputs used to develop the fair value measurement. The adoption of IFRS 13 did not require any adjustments to the valuation techniques used by the Company to measure fair value in comparison to previous periods, and the effect of the standard is primarily disclosure. The Company has determined that IFRS 13 did not have a material impact on the Company's condensed interim consolidated financial statements.

New accounting standards and interpretations issued but not yet adopted

A number of new standards, interpretations and amendments to existing standards were issued by the IASB or IFRS IC that are mandatory but not yet effective for the period ended January 31, 2014, and have not been applied in preparing these condensed interim consolidated financial statements. None are expected to have an impact on the consolidated financial statements of the Company except for IFRS 9, *Financial Instruments* ("IFRS 9"), which will be effective for annual periods starting on or after January 1, 2017.

IFRS 9 will ultimately replace IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"). The replacement of IAS 39 is a three-phase project with the objective of improving and simplifying the reporting for financial instruments. The issuance of IFRS 9 in November 2009 was the first phase of the project, which provides guidance on the classification and measurement of financial assets and financial liabilities. The Company intends to adopt IFRS 9 in its consolidated financial statements for the annual period beginning May 1, 2017.

The Company is in the process of determining the extent of the impact of this standard on the Company's consolidated financial statements.

Critical Accounting Policies

The Company's critical accounting policies are those that it believes are the most important in determining its financial condition and results. A summary of the Company's significant accounting policies, including the critical accounting policies discussed below, is set out in the notes to these financial statements and the financial statements for the year ended April 30, 2013.

Use of estimates, assumptions and judgments

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

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

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

(i) Revenue recognition:

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

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

(ii) Government assistance:

Management uses judgment in estimating amounts receivable for various tax credits and in assessing the eligibility of research and development expenses.

(iii) Income taxes:

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

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

(iv) Impairment of assets:

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

(v) Fair value of derivative instruments:

The fair value of a derivative instrument is estimated using inputs, including forward prices, foreign exchange rates, interest rates and volatilities. These inputs are subject to change on a regular basis based on the interplay of various market forces.

Consequently, the fair value of each of the Company's derivative instruments is subject to assumptions and estimation uncertainties and can vary significantly in each reporting period.

Revenue Recognition

The Company derives its revenues under non-cancellable license agreements from the sale of proprietary software licenses, third-party software, support, and hardware and provides software-related services including training, installation, consulting and maintenance, which include product support services and periodic updates. Software licenses sold by the Company are generally perpetual in nature and the arrangements generally comprise various services.

Revenues generated by the Company include the following:

(i) License fees and hardware products:

Revenues from perpetual licenses sold separately are recognized when a non-cancellable agreement has been signed, the product has been delivered, there are no uncertainties surrounding product acceptance, the fees are fixed or determinable and the amount of revenue and costs can be measured reliably, and collection is considered probable such that economic benefits associated with the transaction will flow to the Company. Delivery generally occurs at the point where title and risk of loss have passed to the customer and the Company no longer retains continuing managerial involvement or effective control over the products sold. However, some arrangements require evidence of customer acceptance of the hardware and software products that have been sold. In such cases, delivery of the hardware, software and services is not considered to have occurred until evidence of acceptance is received from the customer or the Company has completed its contractual obligations.

Certain of the Company's license agreements require the customer to renew their annual support agreement in order to maintain its right to continue to use the software. In such cases, the perpetual license is effectively transformed into a renewable annual license. Where an upfront fee is not considered to represent a significant and incremental premium over subsequent year renewal fees, the license fee is recognized ratably over the initial contractual support period, which is generally one year. An upfront license fee representing a significant and incremental premium over subsequent year renewal fees is deferred and recognized as revenue over the period in which support is expected to be provided, which is generally considered to be the estimated useful life of the software license. For long-term contracts where services are considered to be essential to the functionality of the software, fees from licenses and services are aggregated and recognized as revenue as the related services are performed using the percentage-of-completion method.

The percentage of completion is generally determined based on the number of hours incurred to date in relation to the total expected hours of services. The cumulative impact of any revision in estimates of the percentage completed is reflected in the period in which the changes become known. Losses on contracts in progress are recognized when known. Work in progress is established for revenue based on the percentage completed in excess of progress billings as of the reporting date. Any excess of progress billings over revenue based on the percentage completed is deferred and included in deferred revenue. Generally, the terms of long-term contracts provide for progress billings based on completion of certain phases of work. Where

acceptance criteria are tied to specific milestones, and the delivery performance of any undelivered product or service is uncertain and not substantially within the Company's control, then the percentage of completion up to those milestones is recognized upon acceptance.

(ii) Support agreements:

Support agreements for proprietary software licenses generally call for the Company to provide technical support and unspecified software updates to customers. Proprietary licenses support revenues for technical support and unspecified software update rights are recognized ratably over the term of the support agreement.

Third-party support revenues related to third-party software and the related cost are generally recognized upon the delivery of the third-party products as the support fee is included with the initial licensing fee, the support included with the initial license is for one year or less, and the estimated cost of providing support during the arrangement is insignificant. In addition, unspecified upgrades for third party support agreements historically have been and are expected to continue to be minimal and infrequent.

(iii) Consulting and training services:

The Company provides consulting and training services to its customers. Revenues from such services are recognized as the services are performed.

(iv) Reimbursable expenses:

The Company records revenue and the associated cost of revenue on a gross basis in its statements of comprehensive income for reimbursable expenses such as airfare, hotel lodging, meals, automobile rental and other charges related to providing services to its customers.

(v) Multiple-element arrangements:

Some of the Company's sales involve multiple-element arrangements that include product (software and/or hardware), maintenance and various professional services. The Company evaluates each deliverable in an arrangement to determine whether such deliverable would represent a separate component. Most of the Company's products and services qualify as separate components and revenue is recognized when the applicable revenue recognition criteria, as described above, are met.

In multiple-element arrangements, the Company separately accounts for each product or service according to the methods described when the following conditions are met:

- the delivered product or service has value to the customer on a stand-alone basis;
- there is objective and reliable evidence of fair value of any undelivered product or service;
- if the sale includes a general right of return relating to a delivered product or service, the delivery performance of any undelivered product or service is probable and substantially in the Company's control.

If there is objective and reliable evidence of fair value for all products and services in a sale, the total price of the arrangements is allocated to each product and service based on relative fair value. Otherwise, the Company first allocates a portion of the total price to any undelivered products and services based on their fair value and the remainder to the products and services that have been delivered.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure. The Company's Chief Executive Officer (CEO) and its Chief Financial Officer (CFO) are responsible for establishing and maintaining disclosure controls and procedures regarding the communication of information. They are assisted in this responsibility by the Company's Executive Committee, which is composed of members of senior management. Based on the evaluation of the Company's disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective as of January 31, 2014.

Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of the Company's financial reporting and its compliance with IFRS in its consolidated financial statements. The control framework that was designed by the Company's ICFR is in accordance with the framework criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992)(COSO).

No changes to internal controls over financial reporting have come to management's attention during the three and nine-month periods ending on January 31, 2014 that have materially affected, or are reasonably likely to materially affect internal controls over financial reporting.

Forward-Looking Information

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

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

Condensed Interim Consolidated Financial Statements of
(Unaudited)

TECSYS INC.

For the three and nine-month periods ended January 31, 2014 and 2013

MANAGEMENT'S COMMENTS ON THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE-MONTH PERIODS ENDED JANUARY 31, 2014 and 2013

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

Dated this 27th day of February, 2014.

TECSYS INC.

Condensed Interim Consolidated Financial Statements
(Unaudited)

For the three and nine-month periods ended January 31, 2014 and 2013

Financial Statements

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TECSYS Inc.Condensed Interim Consolidated Statements of Financial Position
(Unaudited)As at January 31, 2014 and April 30, 2013
(in thousands of Canadian dollars)

	Note	January 31, 2014	April 30, 2013
Assets			
Current assets			
Cash and cash equivalents	\$	5,896	\$ 5,348
Accounts receivable		9,306	7,959
Work in progress		338	1,291
Other accounts receivable		145	132
Tax credits		4,684	4,675
Inventory		452	545
Prepaid expenses		1,154	1,153
Total current assets		21,975	21,103
Non-current assets			
Restricted cash equivalents and other investments		80	120
Non-current receivables		-	39
Tax credits		1,444	1,219
Property and equipment		2,736	2,928
Deferred development costs		3,894	3,317
Other intangible assets		545	544
Goodwill		2,239	2,239
Deferred tax assets		569	710
Total non-current assets		11,507	11,116
Total assets	\$	33,482	\$ 32,219
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	\$	5,710	\$ 4,997
Loans payable		58	70
Term loan		1,000	1,000
Deferred revenue		7,581	7,161
Total current liabilities		14,349	13,228
Non-current liabilities			
Term loan		2,750	3,500
Other non-current liabilities		271	225
Total non-current liabilities		3,021	3,725
Total liabilities		17,370	16,953
Equity			
Share capital	5	1,852	1,748
Contributed surplus	5	9,577	9,588
Retained earnings		4,683	3,930
Total equity attributable to the owners of the Company		16,112	15,266
Subsequent event	13		
Total liabilities and equity	\$	33,482	\$ 32,219

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

TECSYS Inc.

Condensed Interim Consolidated Statements of Comprehensive Income
(Unaudited)

Three and nine-month periods ended January 31, 2014 and 2013
(in thousands of Canadian dollars, except per share data)

	Note	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Revenue:					
Software products		\$ 1,359	\$ 1,969	\$ 5,332	\$ 7,321
Third-party hardware and software products		2,140	1,746	5,327	4,432
Services	6	7,921	6,413	22,369	20,082
Reimbursable expenses		429	256	1,079	807
Total revenue		11,849	10,384	34,107	32,642
Cost of revenue:					
Products		1,466	1,190	3,761	3,217
Services	7	4,943	5,121	14,573	14,840
Reimbursable expenses		429	256	1,079	807
Total cost of revenue		6,838	6,567	19,413	18,864
Gross profit		5,011	3,817	14,694	13,778
Operating expenses:					
Sales and marketing		2,100	2,073	6,349	5,709
General and administration		1,006	870	2,970	2,972
Research and development, net of tax credits		1,316	1,338	3,867	4,085
Total operating expenses		4,422	4,281	13,186	12,766
Profit (loss) from operations		589	(464)	1,508	1,012
Net finance costs	8	47	92	203	303
Profit (loss) before income taxes		542	(556)	1,305	709
Income taxes		75	(13)	150	5
Profit (loss) attributable to the owners of the Company and comprehensive income (loss) for the period		\$ 467	\$ (543)	\$ 1,155	\$ 704
Basic and diluted earnings (loss) per common share	5	\$ 0.04	\$ (0.05)	\$ 0.10	\$ 0.06

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

TECSYS Inc.Condensed Interim Consolidated Statements of Cash Flows
(Unaudited)Nine-month periods ended January 31, 2014 and 2013
(in thousands of Canadian dollars)

	Note	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Cash flows from (used in) operating activities:			
Profit for the period	\$	1,155	\$ 704
Adjustments for:			
Depreciation of property and equipment		552	723
Depreciation of deferred development costs		741	646
Depreciation of other intangible assets		124	117
Net finance costs		203	303
Realized foreign exchange gains, unrealized foreign exchange losses, and other		423	148
Federal non-refundable research and development tax credits		(225)	(225)
Income taxes		150	4
Operating activities excluding changes in non-cash working capital items related to operations		3,123	2,420
Accounts receivable		(1,347)	1,705
Work in progress		953	(202)
Other accounts receivable		(29)	(57)
Tax credits		(9)	(2,015)
Inventory		93	127
Prepaid expenses		(1)	(111)
Accounts payable and accrued liabilities		299	(1,237)
Deferred revenue		420	(105)
Changes in non-cash working capital items related to operations		379	(1,895)
Net cash from operating activities		3,502	525
Cash flows (used in) from financing activities:			
Repayment of loans		(12)	(11)
Term loan		-	5,000
Repayment of term loan		(750)	(250)
Issuance of common shares	5	40	57
Purchase of common shares for cancellation and related fees	5	(11)	(462)
Purchase of share options for cancellation	5	(15)	(243)
Payment of dividends		(402)	(400)
Interest paid		(127)	(55)
Net cash (used in) from financing activities		(1,277)	3,636
Cash flows (used in) from investing activities:			
Short-term and other investments and restricted cash equivalents and other investments		40	(302)
Interest received		31	32
Acquisitions of property and equipment		(360)	(649)
Acquisitions of other intangible assets		(125)	(166)
Deferred development costs		(1,318)	(1,125)
Current and non-current receivables from TECSYS Latin America Inc.		55	46
Net cash used in investing activities		(1,677)	(2,164)
Net increase in cash and cash equivalents during the period		548	1,997
Cash and cash equivalents - beginning of period		5,348	5,217
Cash and cash equivalents - end of period	\$	5,896	\$ 7,214

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

TECSYS Inc.

Condensed Interim Consolidated Statements of Changes in Equity
(Unaudited)

Nine-month periods ended January 31, 2014 and 2013
(in thousands of Canadian dollars, except number of shares)

	Note	Share capital Number	Share capital Amount	Contributed surplus	Retained earnings	Total
Balance, April 30, 2013		11,449,421	\$ 1,748	\$ 9,588	\$ 3,930	\$ 15,266
Profit and comprehensive income for the period		-	-	-	1,155	1,155
Total comprehensive income for the period		-	-	-	1,155	1,155
Normal course issuer bid fees for repurchase of common shares		-	-	(11)	-	(11)
Share options exercised	5	25,000	40	-	-	40
Fair value associated with options exercised		-	64	-	-	64
Dividends to equity owners		-	-	-	(402)	(402)
Total transactions with owners of the Company		25,000	104	(11)	(402)	(309)
Balance, January 31, 2014		11,474,421	\$ 1,852	\$ 9,577	\$ 4,683	\$ 16,112
Balance, April 30, 2012		11,603,271	\$ 1,688	\$ 10,023	\$ 3,845	\$ 15,556
Profit and comprehensive income for the period		-	-	-	704	704
Total comprehensive income for the period		-	-	-	704	704
Repurchase of common shares	5	(187,300)	(27)	(435)	-	(462)
Share options exercised	5	31,450	57	-	-	57
Fair value associated with options exercised		-	25	-	-	25
Dividends to equity owners		-	-	-	(400)	(400)
Total transactions with owners of the Company		(155,850)	55	(435)	(400)	(780)
Balance, January 31, 2013		11,447,421	\$ 1,743	\$ 9,588	\$ 4,149	\$ 15,480

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

TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited)

Three and nine-month periods ended January 31, 2014 and 2013
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

1. Description of business:

TECSYS Inc. (the “Company”) develops, markets and sells enterprise-wide supply chain management software for distribution, warehousing, and transportation logistics. The Company also provides related consulting, education and support services. The Company is headquartered at 1, Place Alexis Nihon, Montréal, Canada, and derives substantially all of its revenue from customers located in the United States and Canada. The Company’s customers consist primarily of high-volume distributors of discrete goods.

2. Statement of compliance:

These condensed interim consolidated financial statements and the notes thereto have been prepared in accordance with International Accounting Standards (“IAS”) 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board (“IASB”). They do not include all of the information required in the full annual financial statements. Certain information and footnote disclosures normally included in annual financial statements were omitted or condensed where such information is not considered material to the understanding of the Company’s interim financial information. As such, they should be read in conjunction with the consolidated financial statements of the Company as at and for the year ended April 30, 2013.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on February 27, 2014.

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited annual financial statements as at April 30, 2013.

Other new or amended accounting standards had no significant impact on the Company’s accounting methods.

TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited)

Three and nine-month periods ended January 31, 2014 and 2013
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

3. New accounting standards adopted in fiscal 2014:

A number of new standards, interpretations and amendments to existing standards were issued by the IASB or International Financial Reporting Standards Interpretations Committee ("IFRS IC") that are mandatory and effective for annual periods starting on or after January 1, 2013. The following standards have been adopted in the first quarter of 2014 commencing May 1, 2013.

IFRS 10, *Consolidated Financial Statements* ("IFRS 10"), establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. It provides a single model to be applied in the control analysis for all investees. IFRS 10 replaces the consolidation requirements in SIC-12, *Consolidation - Special Purpose Entities* and IAS 27, *Consolidated and Separate Financial Statements*. The Company has determined that the consolidation procedures are carried forward substantially unmodified from IAS 27 (2008), and as such IFRS 10 did not have a material impact on the Company's condensed interim consolidated financial statements.

IFRS 12, *Disclosure of Interests in Other Entities* ("IFRS 12"), is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. The Company has determined that IFRS 12 did not have a material impact on the Company's condensed interim consolidated financial statements.

IFRS 13, *Fair Value Measurement* ("IFRS 13"), provides new guidance on fair value measurement and disclosure requirements. IFRS 13 replaces the fair value measurement guidance contained in individual IFRSs with a single source fair value measurement guidance. It defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, i.e. an exit price. The standard also establishes a framework for measuring fair value and sets out disclosure requirements to provide information that enables financial statement users to assess the methods and inputs used to develop the fair value measurement. The adoption of IFRS 13 did not require any adjustments to the valuation techniques used by the Company to measure fair value in comparison to previous periods, and the effect of the standard is primarily disclosure. The Company has determined that IFRS 13 did not have a material impact on the Company's condensed interim consolidated financial statements.

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

A number of new standards, interpretations and amendments to existing standards were issued by the IASB or IFRS IC that are mandatory but not yet effective for the period ended January 31, 2014, and have not been applied in preparing these condensed interim consolidated financial statements. None are expected to have an impact on the consolidated financial statements of the

TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited)

Three and nine-month periods ended January 31, 2014 and 2013
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

Company except for IFRS 9, *Financial Instruments* ("IFRS 9"), which will be effective for annual periods starting on or after January 1, 2017.

IFRS 9 will ultimately replace IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"). The replacement of IAS 39 is a three-phase project with the objective of improving and simplifying the reporting for financial instruments. The issuance of IFRS 9 in November 2009 was the first phase of the project, which provides guidance on the classification and measurement of financial assets and financial liabilities. The Company intends to adopt IFRS 9 in its consolidated financial statements for the annual period beginning May 1, 2017.

The Company is in the process of determining the extent of the impact of this standard on the Company's consolidated financial statements.

5. Share capital:

(a) On July 19, 2013, the Company renewed its Notice of Intention to Make a Normal Course Issuer Bid (the "Notice") with the Toronto Stock Exchange (TSX). The Notice stated the Company's intention to purchase on the open market at prevailing market prices, through the facilities of the TSX, the greater of 25% of the average daily trading volume of the common shares on the TSX for the six complete months prior to the date of acceptance by the TSX of the Notice (the "ADTV") or 1,956 common shares on any trading day. The ADTV over the last six completed months was 7,825 shares. Once a week, the Company may make a block purchase from a person who is not an insider exceeding the daily repurchase limit of (i) common shares having a price of at least \$200,000 (ii) at least 5,000 common shares for at least \$50,000 or (iii) at least 20 board lots of the common shares which total at least 150% of the ADTV. The maximum number of common shares, which may be purchased under the bid, is 572,471 or 5% of the 11,449,421 issued and outstanding common shares on July 10, 2013. The Company may purchase common shares under the bid, if it considers it advisable, at any time, and from time to time during the period of July 23, 2013 to July 22, 2014. The common shares are purchased for cancellation.

During the nine-month period ended January 31, 2014, the Company did not purchase any of its outstanding common shares for cancellation. During the nine-month period ended January 31, 2013, the Company purchased 187,300 of its outstanding common shares for cancellation at an average price of \$2.41 per share. The total cost related to purchasing these shares, including other related costs, was \$462,000. The excess of the purchase price over the net book value of these shares of \$435,000 was charged to contributed surplus.

(b) Share-based payments:

On July 7, 2011, the Board of Directors closed the share option plan. No share options have been issued under the share option plan since March 3, 2011 and no additional options will be issued under the plan.

TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited)

Three and nine-month periods ended January 31, 2014 and 2013
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

Share option holders may exercise their share options to purchase the Company's shares or to cash settle their share options. As such, the share options are accounted for as liabilities. The outstanding options are fully vested and will continue to be governed by the share option plan.

The following table summarizes the share option activity under this plan:

	Number of options	Weighted average exercise price
Balance, April 30, 2012	327,570	\$ 1.64
Exercised	(231,670)	1.60
Forfeited	(6,500)	1.53
Balance, April 30, 2013	89,400	\$ 1.74
Exercised	(31,000)	1.63
Forfeited	(500)	2.03
Balance, January 31, 2014	57,900	\$ 1.80

During the nine months ended January 31, 2014, 6,000 share options (January 31, 2013 – 145,938) were exercised at a weighted average exercise price of \$1.78 (January 31, 2013 – \$1.59) and cash settled for a total cash disbursement of \$15,000 (January 31, 2013 – \$243,000).

Additionally, during this period, 25,000 share options (January 31, 2013 – 31,450) were exercised at a weighted average exercise price of \$1.59 (January 31, 2013 – \$1.80) to purchase common shares generating cash and increasing share capital by \$40,000 (January 31, 2013 – \$57,000).

The weighted average share price at the date of exercise for all share options exercised in the nine-month period ended January 31, 2014 was \$4.18 (January 31, 2013 – \$3.14).

The Company revalues the share option liability at each reporting date and any change in the liability is reflected as finance income or finance costs in the consolidated statement of comprehensive income, as appropriate.

On January 31, 2014, the Company reassessed the fair value of 57,900 (April 30, 2013 – 89,400) outstanding share options at \$205,000 (April 30, 2013 – \$153,000), and recorded as a liability included in accounts payable and accrued liabilities in the consolidated statement of financial position. The fair value was determined based on the Company's closing share price

TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited)

Three and nine-month periods ended January 31, 2014 and 2013
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

on January 31, 2014, which was \$5.35 (April 30, 2013 – \$3.45). For the nine-month period ended January 31, 2014, the Company has recorded a loss of \$132,000 representing the increase in the fair value of the share options since April 30, 2013. The valuation technique used to determine the fair value is based on the excess of the Company's share price over the exercise price of the share options extrapolated by the number of outstanding share options. The fair value hierarchy related to the share options is categorized as level 2.

The following table summarizes information about share options outstanding as at January 31, 2014:

Options outstanding			
Exercise price	Number outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price
\$ 1.30 - 1.32	1,500	0.11	\$ 1.31
1.80 - 1.80	52,000	0.93	1.80
1.89 - 1.90	1,000	1.95	1.90
2.01 - 2.06	3,400	1.09	2.03
	57,900	0.94	\$ 1.80

TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited)

Three and nine-month periods ended January 31, 2014 and 2013
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

(c) Earnings per share:

Reconciliation between basic and diluted earnings per share is as follows:

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Profit (loss) attributable to common shareholders	\$ 467	\$ (543)	\$ 1,155	\$ 704
Basic earnings per share:				
Weighted average number of common shares outstanding (basic)	11,474,421	11,442,954	11,467,990	11,483,382
Basic earnings (loss) per common share	\$ 0.04	(\$ 0.05)	\$ 0.10	\$ 0.06

Diluted earnings per share:

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Profit (loss) attributable to common shareholders	\$ 467	\$ (543)	\$ 1,155	\$ 704
Weighted average number of common shares outstanding (basic)	11,474,421	11,442,954	11,467,990	11,483,382
Effect of dilutive share options	38,212	105,273	39,847	116,237
Weighted average number of common shares outstanding (diluted)	11,512,633	11,548,227	11,507,837	11,599,619
Diluted earnings (loss) per common share	\$ 0.04	(\$ 0.05)	\$ 0.10	\$ 0.06

TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited)

Three and nine-month periods ended January 31, 2014 and 2013
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

For the three and nine-month periods ended January 31, 2014 and 2013, all options that could have an effect on the calculation of diluted earnings per share in the future were included in the above calculations since these options had exercise prices less than the average price of common shares during the period. For the three-month period ended January 31, 2013 the dilutive effect of outstanding share options on the calculation of diluted earnings per share has been excluded since the Company recorded a loss for this period. Its inclusion would therefore have an anti-dilutive effect on the calculation of earnings per share.

6. Revenue:

Services revenue is broken down as follows:

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Professional services	\$ 4,951	\$ 3,584	\$ 13,625	\$ 11,582
Maintenance	2,682	2,555	7,925	7,728
Others	288	274	819	772
	<u>\$ 7,921</u>	<u>\$ 6,413</u>	<u>\$ 22,369</u>	<u>\$ 20,082</u>

7. Cost of revenue:

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

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Gross expenses	\$ 5,287	\$ 5,622	\$ 15,661	\$ 16,067
E-business tax credits	(344)	(501)	(1,088)	(1,227)
	<u>\$ 4,943</u>	<u>\$ 5,121</u>	<u>\$ 14,573</u>	<u>\$ 14,840</u>

TECSYS INC.

Notes to the Condensed Interim Consolidated Financial Statements
(Unaudited)

Three and nine-month periods ended January 31, 2014 and 2013
(in Canadian dollars, tabular amounts in thousands, except as otherwise noted)

8. Net finance costs:

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Interest expense on financial liabilities measured at amortized cost	\$ (40)	\$ (48)	\$ (127)	\$ (55)
Increase in fair value of share options liability	(38)	(40)	(132)	(273)
Foreign exchange gain (loss)	25	(22)	25	(7)
Interest income on bank deposits	6	18	31	32
Net finance costs recognized in profit	\$ (47)	\$ (92)	\$ (203)	\$ (303)

9. Fair value of derivative instruments:

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

On January 31, 2014, the Company held outstanding foreign exchange contracts with various maturities to July 31, 2014 to sell US\$6,700,000 (April 30, 2013 – US\$5,550,000) into Canadian dollars at rates averaging CA\$1.0497 (April 30, 2013 – CA\$1.0055) to yield CA\$7,033,000 (April 30, 2013 – CA\$5,580,000). The Company recorded cumulative unrealized exchange losses of \$417,000 representing the change in fair value of these contracts (April 30, 2013 – \$9,000) since inception and their initial measurement. The fair value is recorded as a liability in the amount of \$417,000 (April 30, 2013 - \$9,000) and is included in accounts payable and accrued liabilities in the consolidated statement of financial position. The valuation technique used to assess the fair

TECSYS INC.

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value is based on the difference of the foreign exchange contract rate with the closing rate at the reporting date applied to the outstanding foreign exchange contracts and adjusted for the differential in the effective interest rate of the two currencies. The fair value hierarchy related to the outstanding foreign exchange contracts is categorized as level 2.

10. Related party transactions:

Transactions with key management personnel:

Key management includes the Board of Directors (executive and non-executive) and members of the Executive Committee.

Key management of the Company participated in the share option plan until it was closed. Key management and their spouses control 49.7% of the issued common shares of the Company. Additionally, key management holds 50,000 outstanding share options, and with the conversion of the fully vested share options they control 50.1%, and as such are the ultimate controlling party.

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

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Salaries	\$ 870	\$ 696	\$ 2,391	\$ 2,251
Other short-term benefits	58	58	170	172
Payments to defined contribution plans	26	22	54	50
	<u>\$ 954</u>	<u>\$ 776</u>	<u>\$ 2,615</u>	<u>\$ 2,473</u>

Under the provisions of the share purchase plan for key management, the Company provided interest-free loans of \$206,000 to key management to facilitate their purchase of Company shares during the three months ended July 31, 2013. These loans will be fully repaid before the end of the fiscal year, April 30, 2014. The outstanding loans as at January 31, 2014 amounted to \$51,000.

11. Operating segments:

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

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

	Three Months Ended January 31, 2014	Three Months Ended January 31, 2013	Nine Months Ended January 31, 2014	Nine Months Ended January 31, 2013
Canada	\$ 4,218	\$ 3,734	\$ 13,346	\$ 12,913
United States	7,408	6,300	19,913	19,047
Other	223	350	848	682
	\$ 11,849	\$ 10,384	\$ 34,107	\$ 32,642

12. Comparative figures

Certain comparative figures have been reclassified to conform with the basis of presentation used in the current year.

13. Subsequent event:

On February 27, 2014, the Company declared a dividend of \$0.04 per share, to be paid on March 28, 2014 to shareholders of record at the close of business on March 14, 2014.

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

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