

Condensed interim consolidated financial statements

Converge Technology Solutions Corp.

For the three and nine months ended September 30, 2020 and 2019
(Unaudited)

Converge Technology Solutions Corp.

Condensed Interim Consolidated Statements of Financial Position

(expressed in thousands of Canadian dollars, except share amounts)
(unaudited)

	Note	September 30, 2020	December 31, 2019
Assets			
Current assets			
Cash		\$ 59,051	\$ 20,590
Restricted cash	5	8,053	7,848
Trade and other receivables		186,349	220,138
Inventories		25,201	23,376
Prepaid expenses and other assets		12,042	15,232
		290,696	287,184
Long-term assets			
Property, equipment, and right-of-use assets, net		22,012	27,428
Intangible assets, net		89,692	92,047
Goodwill		89,858	80,271
Other non-current assets		796	1,954
		\$ 493,054	\$ 488,884
Liabilities			
Current liabilities			
Trade and other payables	14	\$ 254,185	\$ 248,218
Borrowings	5	91,402	142,123
Other financial liabilities	9	26,706	35,734
Convertible debenture	7	5,090	5,114
Debentures	6	4,013	3,629
Deferred revenue and other liabilities		15,081	9,737
Income taxes payable		-	660
		396,477	445,215
Long-term liabilities			
Other financial liabilities	9	27,614	33,111
Borrowings	5	15,158	14,573
Deferred tax liability		5,495	5,862
		\$ 444,744	\$ 498,761
Shareholders' equity (deficiency)			
Common shares	8	83,711	20,612
Warrants	8	-	243
Contributed surplus		307	307
Exchange rights		4,853	6,773
Foreign exchange translation reserve		(334)	69
Deficit		(40,227)	(37,881)
		48,310	(9,877)
		\$ 493,054	\$ 488,884

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

On behalf of the Board:

"Signed"
Director - Shaun Maine

"Signed"
Director - Brian Phillips

Converge Technology Solutions Corp.

Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

(expressed in thousands of Canadian dollars, except share amounts)

(unaudited)

	Notes	For the three months ended September 30,		For the nine months ended September 30,	
		2020	2019	2020	2019
Revenues					
Product		\$ 143,450	\$ 113,797	\$ 509,141	\$ 374,316
Service		46,425	30,707	150,101	98,774
Total revenue		189,875	144,504	659,242	473,090
Cost of sales		137,480	109,615	497,163	364,856
Gross profit		52,395	34,889	162,079	108,234
Selling, general and administrative expenses		38,942	29,814	128,518	91,078
Income before the following		13,453	5,075	33,561	17,156
Depreciation and amortization		5,180	3,225	16,204	8,409
Finance expense, net	5-7,9	5,138	3,880	15,953	10,527
Special charges	13	1,865	4,511	7,914	8,190
Other expense		506	466	(114)	919
Income (loss) before income taxes		764	(7,007)	(6,396)	(10,889)
Income tax expense (recovery)		70	70	(1,271)	1,544
Net income (loss)		\$ 694	\$ (7,077)	\$ (5,125)	\$ (12,433)
Other comprehensive income (loss)					
Item that may be reclassified subsequently to income:					
Exchange loss (gain) on translation of foreign operations		(345)	155	403	(43)
		(345)	155	403	(43)
Comprehensive income (loss)		\$ 1,039	\$ (7,232)	\$ (5,528)	\$ (12,390)
Net income (loss) per share - basic		\$ 0.01	\$ (0.09)	\$ (0.05)	\$ (0.16)
Net income (loss) per share - diluted		\$ 0.01	\$ (0.09)	\$ (0.05)	\$ (0.16)
Weighted average number of shares outstanding – basic (000's)		100,707	77,823	93,346	76,521
Weighted average number of shares outstanding – diluted (000's)		107,079	77,823	93,346	76,521

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Converge Technology Solutions Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency)

(expressed in thousands of Canadian dollars, except share amounts)

(unaudited)

	Notes	Common shares		Warrants		Contributed surplus	Exchange rights	Foreign exchange transaction reserve	Deficit	Total
		#	\$	#	\$	\$	\$	\$	\$	\$
Balance, December 31, 2018		75,683,159	17,826	7,908,365	493	319	-	(715)	(22,427)	(4,504)
Broker warrants exercised		1,687,375	1,611	(1,687,375)	(188)	-	-	-	-	1,423
Shares issued from treasury		160,000	102	-	-	-	-	-	-	102
Qualifying transaction options exercised		46,875	56	-	-	(12)	-	-	-	44
Expiry of the right to repurchase shares		-	244	-	-	-	-	-	-	244
Issuance of exchange rights	4	-	-	-	-	-	5,120	-	-	5,120
Exercise of exchange rights	4	1,500,000	960	-	-	-	(960)	-	-	-
Net loss and comprehensive loss		-	-	-	-	-	-	43	(12,433)	(12,390)
Balance, September 30, 2019		79,077,409	20,799	6,220,990	305	307	4,160	(672)	(34,860)	(9,961)
Balance, December 31, 2019		81,257,474	20,612	4,040,925	243	307	6,773	69	(37,881)	(9,877)
Warrants exercised	8	4,071,149	2,569	(4,040,925)	(243)	-	-	-	-	2,326
Exercise of exchange rights		3,000,000	1,920	-	-	-	(1,920)	-	-	-
Shares issued from treasury for public offering	8	35,628,815	58,045	-	-	-	-	-	-	58,045
Share repurchase commitment under normal course issuer bid	8	(1,793,400)	565	-	-	-	-	-	2,779	3,344
Net loss and comprehensive loss		-	-	-	-	-	-	(403)	(5,125)	(5,528)
Balance, September 30, 2020		122,164,038	83,711	-	-	307	4,853	(334)	(40,227)	48,310

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Converge Technology Solutions Corp.

Condensed Interim Consolidated Statements of Cash Flows

(expressed in thousands of Canadian dollars, except share amounts)
(unaudited)

	Notes	For the three months ended September 30,		For the nine months ended September 30,	
		2020	2019	2020	2019
Cash flows from operating activities					
Net income (loss)		\$ 694	\$ (7,077)	\$ (5,125)	\$ (12,433)
Adjustments to reconcile net income (loss) to net cash from operating activities					
Depreciation and amortization		6,479	4,663	20,277	11,321
Finance expense, net	5,9	5,138	3,880	15,953	10,527
Change in fair value of contingent consideration	9	-	2,140	-	2,140
Income tax expense (recovery)		70	70	(1,271)	1,544
		12,381	3,676	29,834	13,099
Changes in non-cash working capital items					
Trade and other receivables		15,887	7,100	45,947	24,857
Inventories		2,501	1,933	(1,159)	(2,141)
Prepaid expenses and other assets		(313)	(1,555)	4,927	(5,784)
Trade and other payables		(5,906)	(7,519)	(5,273)	(12,850)
Other financial liabilities		3	1,322	(405)	1,322
Deferred revenue and customer deposits		1,114	(3,686)	4,767	(2,096)
Cash from operating activities		25,667	1,271	78,638	16,407
Cash flows from investing activities					
Purchase of property and equipment		(458)	(780)	(1,331)	(2,573)
Proceeds on disposal of property and equipment		(2)	336	252	71
Repayment of contingent consideration	9	-	(7)	(3,830)	(10,059)
Repayment of deferred consideration	9	(4,306)	-	(9,077)	-
Business combinations, net of cash acquired	4	-	(1,775)	(6,699)	(16,257)
Cash used in investing activities		(4,766)	(2,226)	(20,685)	(28,818)
Cash flows from financing activities					
Transfers to restricted cash	5	-	-	(250)	(1,297)
Interest paid		(3,790)	(5,299)	(12,420)	(11,232)
Income tax installments paid		(195)	(165)	(845)	(1,463)
Payments of lease liabilities		(2,246)	(2,185)	(7,501)	(4,702)
Proceeds from issuance of common shares and warrants	8	50,730	1,309	60,387	1,569
Repurchase of common shares	8	-	-	(2,125)	-
Repayment of notes payable	9	(83)	(596)	(257)	(3,829)
Repayment of borrowings		(286,423)	(183,347)	(882,170)	(570,008)
Proceeds from borrowings		243,729	194,752	826,154	609,019
Cash from (used in) financing activities		1,722	4,469	(19,027)	18,057
Net change in cash during the period		22,623	3,514	38,926	5,646
Effect of foreign exchange on cash		56	(590)	(465)	(396)
Cash, beginning of period		36,372	12,808	20,590	10,482
Cash, end of period		\$ 59,051	\$ 15,732	\$ 59,051	\$ 15,732

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

Converge Technology Solutions Corp.

Notes to the condensed interim consolidated financial statements

(expressed in thousands of Canadian dollars, except share amounts)

(Unaudited)

For the three months and nine months ended September 30, 2020 and 2019

1. Nature of business

Converge Technology Solutions Corp. (the “Company” or “Converge”) is a North American platform of hybrid IT infrastructure firms in the United States of America (“US”) and Canada, connecting services and solutions to clients.

The Company was incorporated on November 29, 2016. The Company’s registered head office is located at 161 Bay Street, Suite 2325, Toronto, Ontario, M5J 2S1.

The Company has the following wholly owned subsidiaries as at September 30, 2020:

Corus Commercial Finance, LLC, Corus Group, LLC Corus Managed Services, LLC, Corus Careers, LLC OHC International, LLC, Corus 360 Limited (“Corus”)	Lighthouse Computer Services, Inc., Acumetrics Business Intelligence Inc. (“Lighthouse”)
Northern Micro Inc. (“Northern Micro”)	10084182 Canada Inc. o/a Becker-Carroll
Key Information Systems, Inc. (“KeyInfo”)	BlueChip Tek, Inc. (“BlueChip Tek”)
Converge Acquisition, LLC	SIS Holding Company, LLC, Software Information Systems, LLC (“SIS”)
Converge Canada Finance Corp.	Converge Technology Partners Inc.
Converge NE Commercial Finance, LLC	Converge West Commercial Finance, LLC
Nordisk Systems, Inc. (“Nordisk”)	Essextec Acquisition, LLC, Essex Technology Group, Inc., Essex Commercial Finance LLC (“Essex”)
Datatrend Technologies, Inc. (“Datatrend”)	VSS Holdings, LLC, VSS, LLC, Information Insights, LLC (“VSS”)
Solutions P.C.D. Inc, P.C.D. Consultation Inc. (“PCD”)	

2. Basis of preparation

The unaudited condensed interim consolidated financial statements (the “financial statements”) were prepared using the same accounting policies and methods as those used in the Company’s audited consolidated financial statements for the year ended December 31, 2019, except as disclosed below. These condensed interim consolidated financial statements have been prepared in compliance with IAS 34 – *Interim Financial Reporting*. Accordingly, certain disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) have been omitted or condensed. These condensed interim consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2019. The comparative condensed interim consolidated financial statements have been reclassified from the statements previously presented to conform to the presentation of the current condensed interim consolidated financial statements.

The timely preparation of the condensed interim consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies, if any, as at the date of the financial statements, and the reported amounts of revenue and expenses during the period. By their nature, estimates are subject to measurement uncertainty and changes in such estimates in future years could require a material change in the condensed interim consolidated financial statements.

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COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19,” has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally, resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The extent to which COVID-19 and any other pandemic or public health crisis impacts the Company’s business, affairs, operations, financial condition, liquidity, availability of credit and results of operations will depend on future developments that are highly uncertain and cannot be predicted with any meaningful precision, including new information that may emerge concerning the severity of the COVID-19 virus and the actions required to contain the COVID-19 virus or remedy its impact, among others. The duration and impact of the COVID-19 outbreak are unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

These condensed interim consolidated financial statements were approved and authorized for issuance by the Board of Directors of the Company on November 9, 2020.

3. New standards, amendments and interpretations

Amendments to IFRS 3, Business Combinations (“IFRS 3”) – Definition of a Business

In October 2018, the IASB issued amendments to the definition of a business in IFRS 3 to help entities determine whether an acquired set of activities and assets is a business or not. The amendments clarify the minimum requirements for a business, removed the assessment of whether market participants are capable of replacing any missing elements, added guidance to help entities assess whether an acquired process is substantive, narrowed the definitions of a business and of outputs, and introduced an optional fair value concentration test. Effective January 1, 2020, the Company adopted the amendments to IFRS 3, with no material impact on its condensed interim consolidated financial statements.

4. Business combinations

Essextec Acquisition, LLC, Datatrend Technologies, Inc. and VSS Holdings, LLC

As at September 30, 2020, the acquisition accounting for Essextec and Datatrend transactions have been finalized with no changes to the fair value to the identifiable assets acquired and liabilities assumed as at the date of acquisition, as disclosed in the audited consolidated financial statements for the year ended December 31, 2019.

As at September 30, 2020, the acquisition accounting for VSS has been finalized with no material changes to the fair value to the identifiable assets acquired and liabilities assumed as at the date of acquisition, as disclosed in the interim consolidated financial statements for the three months ended March 31, 2020.

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PCD

On February 1, 2020, the Company acquired all of the issued and outstanding shares of Solutions PCD & Consultation PCD (collectively "PCD"), a Montreal, Canada-based partner focused on solutions in enterprise system architecture, storage and information management, virtualization and cloud, and business continuity and disaster recovery. The transaction will be accounted for as a business combination. Consideration for the purchase consisted of (i) \$7,000 in cash; (ii) promissory notes in the total amount of \$4,062 net of working capital adjustments, in favour of the sellers due over the three years following closing of the acquisition; and (iii) up to an aggregate of \$4,500 in earn-out payments for the three years following closing of the acquisition based on the achievement of certain milestones.

PCD is a provider of consulting and integration services for hybrid IT infrastructure environments in Quebec and the rest of Canada. PCD specializes in system architecture, infrastructure virtualization and protection mechanisms related to critical applications. PCD expands the Company's presence in Quebec and strengthens the Company's consulting and integrations services.

The acquisition of PCD qualified as a business combination and was accounted for using the acquisition method of accounting. Accordingly, the results of PCD have been included in the condensed interim consolidated financial statements of the Company from the date of the acquisition. The acquisition accounting for this transaction has not yet been finalized and the Company expects to complete its determination of the fair values of identifiable intangible assets and contingent consideration in the current fiscal year.

The preliminary allocation of the fair value to the identifiable assets acquired and liabilities assumed as at the date of acquisition was as follows:

	Fair value recognized on acquisition
	\$
Cash	301
Trade and other receivables	6,074
Inventories	42
Prepaid expenses and other assets	71
Property and equipment, net	139
Right-of-use asset, net	371
Intangible assets	6,008
Goodwill	7,938
Trade and other payables	(5,245)
Deferred revenue	(374)
Deferred tax liability	(1,592)
Lease liability	(371)
Purchase consideration transferred	13,362

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Goodwill arising on the acquisition reflects the benefits attributable to synergies, revenue growth, future market development and the estimated fair value of an assembled workforce. These benefits were not recognized separately from goodwill because they did not meet the recognition criteria for identifiable intangible assets. This goodwill is not deductible for income tax purposes.

Total transaction costs for the acquisition of PCD were \$437. All transaction costs were expensed as incurred.

Pro forma results of operations

The following pro forma results of operations assume PCD was acquired by the Company on January 1, 2020:

	For the nine months ended September 30, 2020
	\$
Revenue	7,048
Net loss	(378)

The pro forma results of operations are not intended to reflect the results that would have actually occurred had the acquisition closed on January 1, 2020. Further, the pro forma results of operations are not necessarily indicative of the results that may be generated by the Company in the future or reflect future events that may occur following the acquisition in a subsequent period or periods.

The net cash outflow related to the acquisition of PCD was as follows:

	\$
Consideration paid in cash	7,000
Less: cash balance acquired	301
	6,699

5. Borrowings

The borrowings outstanding as at September 30, 2020 and December 31, 2019 were as follows:

Facility	Notes	September 30, 2020	December 31, 2019
Canadian lender – ABL facilities	5a	\$ 75,870	\$ 125,083
Other third party facilities	5b	30,690	31,613
Total		106,560	156,696
Current liabilities		91,402	142,123
Non-current liabilities		15,158	14,573
Total		\$ 106,560	\$ 156,696

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- a) The Company has entered into revolving credit agreements with a Canadian lender. These agreements, which are asset-based lending (“ABL”) facilities, provide lines of credit secured by the assets of the Company. The ABL facilities can be drawn to a certain percentage of the eligible trade receivables and inventory balances, to a maximum of \$160,000. Interest is payable monthly at rates that vary from the higher of 8.75% to 9.25% or the published TD Bank prime rate plus 5.3% to 5.8%, with an expansion rate of an additional 3% based on the advance rate of the trade receivables.

From time to time, the maximum amount of the ABL facilities may be increased to \$170,000 at the discretion of the lender. As at September 30, 2020, the total balance owing to the lender under these facilities was \$75,870 (December 31, 2019 – \$125,083).

For all the revolving credit facilities with a Canadian lender, in addition to general security over all assets of the Company, the Company is required to deposit 5% of the facilities’ limit, into a cash reserve account controlled by the lender. The \$8,053 (December 31, 2019 – \$7,848) deposited into the cash reserve account has been classified as restricted cash in the condensed interim consolidated statements of financial position and was in excess of the minimum deposit requirement.

- b) The Company has entered into various credit agreements with a third party, the details of which are disclosed below:

On May 18, 2018, the Company entered into a three-year credit agreement with a third party. Under the agreement, monthly repayments of blended principal and interest of \$194 USD are required. The lender advanced cash of \$8,164 (\$6,200 USD) with an interest rate of 7% per annum. As at September 30, 2020, the balance owing to the lender under the facility is \$2,454 (December 31, 2019 – \$4,385).

On March 1, 2019, the Company entered into a three-year credit agreement with a third party, which was secured by certain customer contracts. Under the agreement, monthly repayments of blended principal and interest of \$124 USD are required. The lender advanced cash of \$5,457 (\$4,000 USD) with an interest rate of 7% per annum. As at September 30, 2020, the balance owing to the lender under the facility is \$2,910 (December 31, 2019 – \$4,096).

On June 11, 2019, the Company entered into a two-year credit agreement with a third party, which is secured by certain customer contracts. Under the agreement, monthly repayments of blended principal and interest of \$453 USD are required. The lender advanced cash of \$13,287 (\$10,000 USD) with an interest rate of 8% per annum. As at September 30, 2020, the balance owing to the lender under the facility is \$5,406 (December 31, 2019 – \$10,142).

On October 1, 2019, the Company entered into a two-year credit agreement with a third party, which is secured by certain customer contracts. Under the agreement, monthly repayments of blended principal and interest of \$228 USD are required. The lender advanced cash of \$6,622 (\$5,000 USD) with an interest rate of 8.5% per annum. As at September 30, 2020, the balance owing to the lender under the facility is \$3,560 (December 31, 2019 – \$5,783).

On November 1, 2019, the Company acquired VSS. VSS had existing credit agreements with a third party, which are secured by certain customer contracts. The lender advanced cash of \$4,245 USD with interest rates ranging from 4.5% to 5.5% per annum. The balance owing to the lender under the facility

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as at the acquisition date was \$847. As at September 30, 2020, the balance owing to the lender under the facility is nil (December 31, 2019 – \$836).

On November 15, 2019, the Company entered into a three-year credit agreement with a third party, which is secured by certain customer contracts. Under the agreement, monthly repayments of blended principal and interest of \$158 USD are required. The lender advanced cash of \$6,616 (\$5,000 USD) with an interest rate of 8.5% per annum. As at September 30, 2020, the balance owing to the lender under the facility is \$5,063 (December 31, 2019 – \$6,371).

On February 1, 2020, the Company entered into a 46-month credit agreement with a third party, which is secured by certain customer contracts. Under the agreement, quarterly repayments of blended principal and interest of \$138 USD are required. The lender advanced cash of \$2,635 (\$1,992 USD) with an interest rate of 8.5% per annum. As at September 30, 2020, the balance owing to the lender under the facility is \$2,300 (December 31, 2019 – nil).

On March 18, 2020, the Company entered into a credit agreement with a third party, which was secured by certain customer contracts. Under the agreement, the first tranche with a three-year term requires monthly repayments of blended principal and interest of \$190 USD. The lender advanced cash of \$8,505 (\$6,000 USD) with an interest rate of 8.5% per annum. The second tranche with a one-year term requires monthly repayments of blended principal and interest of \$350 USD. The lender advanced cash of \$5,670 (\$4,000 USD) with an interest rate of 8.5% per annum. As at September 30, 2020, the balance owing to the lender under the facility is \$8,997 (December 31, 2019 – nil).

The consolidated interest expense for all borrowings for the three and nine months ended September 30, 2020 was \$4,697 and \$13,102, respectively (for three and nine months ended September 30, 2019 – \$2,873 and \$8,245).

6. Debentures

On September 30, 2017, the Company issued 3,896,450 unsecured debentures with face value of \$3,896 and 3,896,450 common shares for total cash proceeds of \$3,896 cash and the issuance of 60,323 common share warrants to the brokers. On November 7, 2018, 3,896,450 additional common shares were issued to holders who elected not to exercise their redemption rights upon a liquidity event not completed at a stipulated valuation. Debentures bear an interest rate of 12% per annum and interest is payable quarterly in arrears within 10 days of each quarter end. The debentures have a maturity date of September 2020 and can be extended to September 2021 at the option of the Company. If the maturity date is extended to September 2021, the interest rate for the extension term will be increased to 18% per annum. Subsequent to the end of the quarter, in October 2020, the Company paid out the balance of the debenture liability to debenture holders.

The Company recognized an interest and accretion expense of \$340 and \$735 during the three and nine months ended September 30, 2020 (for the three and nine months ended September 30, 2019 – \$276 and \$706) with a corresponding increase in the carrying value of the debentures using the effective interest rate method.

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7. Convertible debenture

On October 30, 2018, the Company issued a \$5,250 principal amount secured convertible debenture due October 30, 2020 and bearing interest at 8% per annum to a third party. The principal amount of the debenture is convertible into common shares at a conversion price of \$1.00 per common share. Subsequent to the end of the quarter, on October 30, 2020, the debenture holder exercised its conversion right and the Company issued 5,250,000 common shares and extinguished the debt.

The Company calculated the fair value of the liability portion of the convertible debenture, using a discount rate of 11.75% with the difference between the fair value and the proceeds being ascribed to the conversion feature. The fair value of the liability portion was calculated to be \$4,943, resulting in \$307 being allocated to the conversion feature, which was recognized in contributed surplus. Interest and accretion expense of \$106 and \$369 was recognized during the three and nine months ended September 30, 2020 (three and nine months ended September 30, 2019 – \$142 and \$423) with a corresponding increase in convertible debenture using the effective interest rate method.

8. Share capital

a) Authorized

The authorized share capital of the Company consists of an unlimited number of Class A common shares ("common shares"), Class B common shares and preference shares. No Class B common shares and preference shares have been issued as at September 30, 2020 and December 31, 2019.

b) Share repurchase

On December 10, 2019, the TSX Venture Exchange ("TSXV") accepted the Company's notice of intention to commence a Normal Course Issuer Bid ("NCIB"). Pursuant to the NCIB, the Company may purchase for cancellation through the facilities of the TSXV and/or permitted alternative trading systems, from time to time, up to an aggregate of 4,025,120 of its issued and outstanding common shares, being 5% of the issued and outstanding common shares as at December 3, 2019. The program commenced on December 16, 2019 and will remain in effect until the earlier of (i) December 16, 2020, (ii) the date upon which the Company acquires the maximum number of common shares permitted under the NCIB, or (iii) the date upon which the Company provides written notice of the termination of the NCIB to the TSXV. On December 16, 2019, the Company entered into an Automatic Share Purchase Plan ("ASPP") with a broker that allows the purchase of common shares for cancellation under the NCIB at any time during predetermined trading blackout periods. During the three months ended June 30, 2020, the Company reversed an accrual of \$3,844 that was set up in the prior year when the term of the instructions provided to the broker expired.

During the three months ended September 30, 2020, 2,900 common shares repurchased in prior periods were cancelled (three months ended September 30, 2019 – nil). For the nine months ended September 30, 2020, 1,793,400 common shares have been repurchased and cancelled under the NCIB (nine months ended September 30, 2019 – nil), for an aggregate purchase price of \$2,125.

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c) Warrants

During the three months ended September 30, 2020, broker warrants of 76,594 have been exercised. For the nine months ended September 30, 2020, purchase warrants of 3,923,680 and 147,469 broker warrants have been exercised for total proceeds of \$2,569. As at September 30, 2020, no purchase warrants remain outstanding.

d) Public offering

On February 20, 2020, the Company closed an underwritten public offering (the "Offering") of 5,769,231 common shares of the Company (the "Offered Shares") at a price to the public of \$1.30 per share for gross proceeds to the Company of \$7,500, before deducting the underwriters' fees and estimated offering expenses. The Company also granted the underwriters an option, exercisable at any time, in whole or in part, until the date that is 30 days following closing to purchase, at the offering price, 865,384 additional common shares to cover over-allotments and for market stabilization purposes. On March 3, 2020, the underwriters exercised their over-allotment option to purchase an additional 592,084 common shares of the Company at a price of \$1.30 per share, for additional gross proceeds to the Company of \$770. As a result, the total gross proceeds of the Offering were \$8,270 before transaction related costs of \$976, which were recorded in the condensed interim consolidated statements of changes in shareholders' equity (deficiency).

On July 31, 2020, the Company closed an underwritten public offering (the "Offering") of 10,800,000 common shares of the Company (the "Offered Shares") at a price to the public of \$1.62 per share for gross proceeds to the Company of \$17,496, before deducting the underwriters' fees and estimated offering expenses. The Company also granted the underwriters an option, exercisable at any time, in whole or in part, until the date that is 30 days following closing to purchase, at the offering price, 1,620,000 additional common shares to cover over-allotments and for market stabilization purposes. On August 7, 2020, the over-allotment option was exercised in full, for additional gross proceeds to the Company of \$2,624. As a result, the total gross proceeds of the Offering were \$20,120 before transaction related costs of \$1,635, which were recorded in the condensed interim consolidated statements of changes in shareholders' equity (deficiency).

On September 30, 2020, the Company closed an underwritten public offering (the "Offering") of 16,847,500 common shares of the Company ("Offered Shares") at a price of \$2.05 per Offered Share for gross proceeds to the Company of \$34,537 (the "Offering"). The gross proceeds included the full exercise of an over-allotment option by the underwriters, before transaction related costs of \$2,512, which were recorded in the condensed interim consolidated statements of changes in shareholders' equity (deficiency).

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9. Other financial liabilities

Other financial liabilities as at September 30, 2020 and December 31, 2019 are comprised of the following:

	September 30, 2020	December 31, 2019
	\$	\$
Notes payable	8,021	8,595
Deferred consideration	17,635	21,189
Contingent consideration	12,486	13,826
NCIB liability (note 8)	199	5,635
Lease liability	15,979	19,600
	54,320	68,845
Current liabilities	26,706	35,734
Non-current liabilities	27,614	33,111
	54,320	68,845

Notes payable

As part of the consideration to acquire Northern Micro, the Company issued \$6,000 of notes. The notes bear interest at a rate of 8% per annum and are payable quarterly. The Company was required to make partial repayments of \$1,500 on or before May 9, 2018, and \$1,500 on or before November 9, 2018. The remaining \$3,000 is due on November 9, 2020. As general and continuing security for the notes and contingent consideration, the Company has pledged all the equity instruments of Northern Micro to the sellers.

During the three and nine months ended September 30, 2020, the Company recognized interest expense of \$62 and \$182, respectively (three and nine months ended September 30, 2019 – \$60 and \$241).

As at September 30, 2020, SIS had three notes payable to third party for the purchase of equipment in aggregate of \$959 (December 31, 2019 – \$1,177). Interest on the notes payable range from 1.58% to 5.57% per annum and maturity dates are May 21, 2021, November 1, 2021, and March 16, 2024.

As at September 30, 2020, Essectec had a line of credit of \$1,560 bearing a variable interest rate of 3.25% and \$2,502 in notes payable to a third party due September 30, 2022 with an interest rate of 10% per annum payable quarterly, which existed prior to the acquisition by the Company (December 31, 2019 – line of credit of \$2,047 and notes payable of \$2,371).

Deferred consideration – Northern Micro

Deferred consideration comprises earn-out payments due to sellers of Northern Micro for meeting certain EBITDA conditions over the three years following the date of acquisition. The fair value of the contingent consideration was \$4,446 as at the date of acquisition.

On November 22, 2019, Northern Micro had attained the three-year maximum EBITDA conditions and the Company amended the share purchase agreement to guarantee the second-year payment of \$3,750 by January 10, 2020 and third-year payment of \$1,500 by January 8, 2021. The payments can be further extended for a period of up to six months with interest payable monthly at an annual rate of 8%. On July 9, 2020, the

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Company paid the second-year earn-out payment of \$3,750. As at September 30, 2020, the remaining deferred consideration was \$1,768 (December 31, 2019 – \$5,518). Interest expense recognized for the three and nine months ended September 30, 2020 was \$25 and \$125, respectively (three and nine months ended September 30, 2019 – nil).

Deferred consideration – Nordisk

As part of the consideration to acquire Nordisk, deferred consideration of \$2,837 (\$2,000 USD) is payable to the selling shareholders of Nordisk. The promissory note bears interest at a rate of 8% per annum payable quarterly. The Company is required to make partial repayments of \$1,000 USD on December 31, 2021 and \$1,000 USD on September 30, 2022. The promissory note payable balance as at September 30, 2020 was \$2,667 (December 31, 2019 – \$2,598). Interest expense recognized for the three and nine months ended September 30, 2020 was \$53 and \$163, respectively (three and nine months ended September 30, 2019 - nil).

Deferred consideration – Datatrend

As part of the consideration for the acquisition, Datatrend issued a \$3,310 (\$2,500 USD) promissory note. The promissory note bears interest at a rate of 7% per annum and is payable quarterly. The Company is required to fully repay the promissory note on September 30, 2022. The promissory note payable balance as at September 30, 2020 was \$3,335 (December 31, 2019 – \$3,049). Interest expense recognized for the three and nine months ended September 30, 2020 was \$59 and \$109, respectively (three and nine months ended September 30, 2019 – nil).

As part of the consideration for the acquisition, Datatrend issued a \$4,790 (\$3,618 USD) working capital promissory note. The promissory note bears interest at a rate of 5.25% per annum and is payable quarterly. The Company is required to fully repay the promissory note on October 1, 2020. The promissory note payable balance as at September 30, 2020 was \$4,534 (December 31, 2019 – \$4,699). Interest expense recognized for the three and nine months ended September 30, 2020 was \$59 and \$183, respectively (three and nine months ended September 30, 2019 – nil).

Deferred consideration – VSS

As part of the consideration for the acquisition, VSS issued a \$3,422 (\$2,600 USD) promissory note. The promissory note bears interest at a rate of 7% per annum and is payable quarterly. The Company was required to repay the promissory note on January 31, 2020, which was fully repaid (December 31, 2019 – \$3,377) (note 4). Interest expense for the three and nine months ended September 30, 2020 was nil and \$20, respectively (three and nine months ended September 30, 2019 – nil).

As part of the consideration for the acquisition, VSS issued three promissory notes of \$500 USD each. The promissory notes bear interest at a rate of 7% per annum and are payable quarterly. The Company was required to repay each promissory note on January 30, 2020, April 29, 2020, and May 1, 2021. The first promissory note was fully repaid on January 31, 2020; the second was fully repaid on April 30, 2020. The promissory note payable balance of \$667 has been included in deferred consideration as of September 30, 2020 (December 31, 2019 – \$1,948). Interest expense recognized for the three and nine months ended September 30, 2020 was \$3 and \$127, respectively (three and nine months ended September 30, 2019 – nil).

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Deferred consideration – PCD

As part of the consideration for the acquisition, PCD issued a \$4,860 promissory note. The promissory note bears interest at a rate of 3.7% per annum and is payable quarterly. The Company is required to repay \$1,620 of the promissory note on February 6, 2021, February 6, 2022, and February 6, 2023. The promissory note payable balance as at September 30, 2020 was \$4,664 (December 31, 2019 – nil) (note 4). Interest expense recognized for the three and nine months ended September 30, 2020 was \$102 and \$271, respectively (three and nine months ended September 30, 2019 – nil).

Contingent consideration – KeyInfo

Contingent consideration is comprised of earn-out payments due to sellers of KeyInfo for meeting certain EBITDA conditions over the three years following the date of acquisition. The fair value of the contingent consideration was \$1,848 as at the date of acquisition. The fair value of contingent consideration is classified as Level 3 in the fair value hierarchy and was determined based on Monte Carlo simulation using various assumptions including EBITDA forecast, a discount rate of 27.5% and a volatility factor of 45%.

As at September 30, 2020, the fair value of contingent consideration was nil (December 31, 2019 – nil) with expense of nil recognized in the condensed interim consolidated statements of income (loss) and comprehensive income (loss) for the three and nine months ended September 30, 2020 (for the three and nine months ended September 30, 2019 – nil).

Contingent consideration – BlueChip Tek

Contingent consideration comprises earn-out payments due to key employees of BCT for meeting certain EBITDA conditions over the three years following the date of acquisition. The fair value of contingent consideration is classified as Level 3 in the fair value hierarchy and was determined based on Monte Carlo simulation using various assumptions including EBITDA forecast, a discount rate of 25.1% and a volatility factor of 45.0%.

Contingent consideration of nil was recognized in the condensed interim consolidated statements of income (loss) and comprehensive income (loss) for the three months ended September 30, 2020 (three months ended September 30, 2019 – nil). An employee retention bonus of \$194 and \$408 was expensed for the three and nine months ended September 30, 2020, respectively (three and nine months ended September 30, 2019 – \$77). As at September 30, 2020, the employee retention bonus was fully repaid (December 31, 2019 – \$401).

Contingent consideration – Lighthouse

Contingent consideration comprises earn-out payments due to key employees of Lighthouse for meeting certain EBITDA conditions over the three years following the date of acquisition. The fair value of contingent consideration is classified as Level 3 in the fair value hierarchy and was determined based on a Monte Carlo simulation using various assumptions including EBITDA forecast, a discount rate of 18.0% and a volatility factor of 30.0%. On April 1, 2020, the Company paid the year one earn-out in the amount of \$3,830 (\$2,700 USD). As at September 30, 2020, the fair value of contingent consideration was \$5,137 (December 31, 2019 – \$8,509).

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Contingent consideration – VSS

Contingent consideration comprises earn-out payments due to sellers of VSS for meeting certain EBITDA conditions over the three years following the date of acquisition (see note 4). The fair value of contingent consideration is classified as Level 3 in the fair value hierarchy and was determined based on a Monte Carlo simulation using various assumptions including EBITDA forecast, a discount rate of 12.2% and a volatility factor of 25.0%. As at September 30, 2020, the fair value of contingent consideration was \$5,049 (December 31, 2019 – \$4,916).

Contingent consideration – PCD

Contingent consideration comprises earn-out payments due to sellers of PCD for meeting certain EBITDA conditions over the three years following the date of acquisition (see note 4). The fair value of contingent consideration is classified as Level 3 in the fair value hierarchy and was determined based on a Monte Carlo simulation using various assumptions including EBITDA forecast, a discount rate of 15.5% and a volatility factor of 40.0%. As at September 30, 2020, the fair value of contingent consideration was \$2,300 (December 31, 2019 – nil).

10. Financial instruments and risk management

Financial instruments recorded at fair value on the condensed interim consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. When the fair value of financial assets and financial liabilities, including contingent consideration, recorded in the condensed interim consolidated statements of financial position cannot be derived from active markets, the fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible. Where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

There have been no transfers between any levels of the fair value hierarchy during the three and nine months ended September 30, 2020 or during fiscal 2019. There were also no changes in the purpose of any financial liability that subsequently resulted in a different classification of that liability.

Liquidity risk and going concern

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's exposure to liquidity risk is dependent on the Company's ability to raise additional financing to meet its commitments and sustain operations. The Company mitigates liquidity risk by management of working capital, cash flows and the issuance of share capital.

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In the preparation of interim financial statements, management is required to identify when events or conditions indicate that significant doubt may exist about the Company's ability to continue as a going concern. Significant doubt about the Company's ability to continue as a going concern would exist when relevant conditions and events, considered in the aggregate, indicate that the Company will not be able to meet its obligations as they become due for a period of at least, but not limited to, 12 months from the balance sheet date. When the Company identifies conditions or events that raise potential for significant doubt about its ability to continue as a going concern, the Company considers whether its plans that are intended to mitigate those relevant conditions or events will alleviate the potential significant doubt.

The Company's objective in managing liquidity risk is to ensure that there are sufficient committed borrowings in order to meet its liquidity requirements. The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis, taking into account its anticipated cash flows from operations and its borrowing capacity. The Company's ability to continue as a going concern for the next 12 months involves significant judgment and is dependent on the availability under the Company's borrowings, the Company's ability to renew its borrowings and its ability to generate positive cash flows from operating activities. Based on current funds available and expected cash flow from operating activities, management believes that the Company has sufficient funds available to meet its liquidity requirements for the foreseeable future. However, if cash from operating activities is significantly lower than expected, if the Company incurs major unanticipated expenses, if the Company experiences a significant decrease in revenue or if the Company's borrowings are called, it may be required to seek additional capital in the form of debt or equity or a combination of both. Management's current expectations with respect to future events are based on currently available information and the actual outcomes may differ materially from those current expectations.

11. Segmented information

The Company's Chief Executive Office ("CEO") has been identified as the chief operation decision maker ("CODM"). The CEO evaluates the performance of the Company and allocates resources primarily based on revenue and gross profit as provided by the Company's internal management system at a consolidated level. The CEO may also consider industry trends and other externally available financial information when evaluating the performance of the Company. As a result of significant operational integration activities undertaken by the Company in the first half of 2020, the Company has determined that it is only one operating segment: hybrid IT solutions. This segment engages in business activities from which it earns product and service revenues and incurs expenses.

Revenue from US operations for the three months ended September 30, 2020 was \$158,042 (three months ended September 30, 2019 – \$123,773). Revenue from Canadian operations for the three months ended September 30, 2020 was \$31,833 (three months ended September 30, 2019 – \$20,731).

Revenue from US operations for the nine months ended September 30, 2020 was \$535,390 (nine months ended September 30, 2019 – \$371,296). Revenue from Canadian operations for the nine months ended September 30, 2020 was \$123,852 (nine months ended September 30, 2019 – \$101,795).

The following sets forth long-lived assets attributable to Canada (the Company's country of domicile), and the United States. The two regions hold all of the Company's long-lived assets.

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September 30, 2020	Property and equipment	Intangible assets	Goodwill	Total
	\$	\$	\$	\$
United States	19,853	74,210	75,781	169,844
Canada	2,159	15,482	14,077	31,718
	22,012	89,692	89,858	201,562

December 31, 2019	Property and equipment	Intangible assets	Goodwill	Total
	\$	\$	\$	\$
United States	25,651	80,810	74,132	180,593
Canada	1,777	11,237	6,139	19,153
	27,428	92,047	80,271	199,746

12. Contingencies

On December 4, 2019, Key Information Systems, Inc. ("Key") was served with a letter from the Los Angeles City Attorney's Office regarding an investigation into certain transactions relating to goods and services provided by or through Key to the City's Department of Building and Safety from the time period January 2012 to November 2017, prior to its indirect acquisition by the Company.

The parties reached a tentative settlement agreement, subject to certain approvals, and the Company has provided for the estimated settlement in the condensed interim consolidated statement of financial position, as at September 30, 2020.

13. Special charges

The Company has presented certain costs by nature under *Special charges*, to present separately expenses of the Company that are generally non-recurring and highly variable and may differ in amount and frequency from the Company's ongoing operating costs. Special charges consist primarily of restructuring-related expenses for employee terminations, lease terminations, and restructuring of acquired companies, as well as certain legal fees or provisions related to acquired companies. From time to time, it may also include adjustments in the fair value of contingent consideration, and other such non-recurring costs related to restructuring, financing, and acquisitions. As a result, expenses previously presented as *Transaction costs - acquisitions, including retention bonuses* in the comparative periods have been reclassified to conform to current presentation of the Condensed interim consolidated statements of income (loss) and comprehensive income (loss).

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Special charges for the three and nine months ended September 30, 2020 are detailed in the following table:

	For the three months ended September 30,		For the nine months ended September 30,	
	2020	2019	2020	2019
Restructuring related costs	\$ 88	\$ -	\$ 3,455	\$ -
Change in fair value of contingent consideration	-	2,140	-	2,140
Legal and advisory costs	1,728	-	3,537	-
Transaction costs	49	2,371	922	6,050
Special charges	\$ 1,865	\$ 4,511	\$ 7,914	\$ 8,190

14. Provisions

Provisions include accruals for legal claims, restructuring and special charges, and are measured based on the Company's best estimate of the expenditure required to settle the obligation at the end of the reporting period. The following table details the Company's provisions, which is included in trade and other payables on the condensed interim consolidated statement of financial position, as at September 30, 2020:

	Total
At December 31, 2019	\$ -
Provisions expensed	3,559
Utilized during the period	(411)
At June 30, 2020	\$ 3,148
Provisions expensed	1,085
Utilized during the period	(487)
At September 30, 2020	\$ 3,746

15. Subsequent event

Acquisition of Unique Digital

On October 1, 2020, the Company acquired all of the issued and outstanding shares of Unique Digital Technology, Inc. ("Unique Digital"), a Texas-based IT solutions provider focused on architecting and implementing solutions in big data, cloud, data protection networking, security, and virtualization. The transaction will be accounted for as a business combination. Consideration for the purchase consisted of (i) \$7,136 in cash; (ii) a promissory note in the amount of \$3,200 in favour of the sellers due over the three years following closing of the acquisition; and (iii) up to an aggregate of \$2,000 in earn-out payments for the three years following closing of the acquisition based on the achievement of certain milestones.

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Refinancing of ABL credit facility

On November 6, 2020, the Company announced that it has entered into new, \$140,000 revolving credit agreements with a syndicate of Canadian lenders. The agreements, which are ABL facilities, provide lines of credit secured by the assets of the Company, at an interest between the Canadian bank's prime rate, currently 2.45%, and the prime rate plus 0.5%.