Interim Condensed Consolidated Financial Statements

Pivot Technology Solutions, Inc.

(formerly Acme Capital Corporation)

For the Three Months Ended
March 31, 2014 and 2013

(Unaudited)

(Expressed in Thousands of US Dollars)

Pivot Technology Solutions, Inc.

(formerly Acme Capital Corporation)

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

[unaudited]

[in thousands of U.S. dollars]

	March 31, 2014	December 31, 2013
ASSETS		
Current		
Cash and cash equivalents	**9,556**	22,020
Accounts receivable	**220,096**	196,724
Income taxes recoverable	**2,294**	2,652
Inventories	**39,467**	61,754
Other current assets	**17,236**	17,240
Total current assets	**288,649**	**300,390**
Property, plant and equipment, net	**6,287**	6,394
Goodwill	**29,733**	29,733
Intangible assets	**59,286**	61,417
Deferred income taxes (note 8)	**14,619**	13,008
Other non-current assets	**2,938**	3,107
Total assets	**401,512**	**414,049**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Bank overdraft	**10,318**	10,842
Accounts payable and accrued liabilities	**183,130**	222,355
Deferred revenue and customer deposits	**25,826**	21,870
Other financial liabilities (note 4)	**144,406**	112,666
Total current liabilities	**363,680**	**367,733**
Other financial liabilities (note 4)	**3,067**	9,852
Other non-current liabilities	**721**	755
Total liabilities	**367,468**	**378,340**
Shareholders' equity		
Share capital (note 6)	**86,125**	86,125
Warrants and options (note 6)	**3,103**	3,103
Accumulated deficit	**(55,184)**	(53,519)
Total shareholders' equity	**34,044**	**35,709**
Total liabilities and shareholders’ equity	**401,512**	**414,049**

See accompanying notes

On behalf of the Board:

"John Anderson"	*"John Sculley"*
John Anderson	**John Sculley**
Director	Director

Pivot Technology Solutions, Inc.

(formerly Acme Capital Corporation)

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

[unaudited]

[in thousands of U.S. dollars]

For the three months ended March 31,	**2014**	2013
Revenues		
Product sales	**283,694**	232,625
Service revenues	**33,534**	18,836
Other revenues	**2,099**	2,823
	319,327	**254,284**
Cost of sales	**283,864**	224,403
Gross profit	**35,463**	**29,881**
Operating expenses (income)		
Selling and administrative	**29,257**	26,472
Depreciation and amortization	**2,865**	2,816
Interest expense (note 9)	**1,327**	2,561
Change in fair value of liabilities (note 10)	**3,759**	(384)
Transaction costs (note 11)	**-**	1,754
Other income	**(156)**	(287)
	37,052	**32,932**
Loss before income taxes	**(1,589)**	(3,051)
Provision for (recovery of) income taxes (note 8)	**(620)**	1,764
Net and comprehensive loss for the period	**(969)**	**(4,815)**
Net loss per share (note 6)**:**		
Net loss available to common shareholders:		
Net and comprehensive loss for the period	**(969)**	(4,815)
Deduct preferred dividends declared	**(696)**	-
Net loss available to common shareholders	**(1,665)**	(4,815)
Basic	**$ (0.02)**	$ (0.08)
Diluted	**$ (0.02)**	$ (0.08)

See accompanying notes

Pivot Technology Solutions, Inc.

(formerly Acme Capital Corporation)

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

[unaudited]

[in thousands of U.S. dollars]

	Share Capital Preferred	Share Capital Common	Share Capital Total	Warrants /Options	Accumulated Deficit	Total
Balance, December 31, 2012	**-**	**60**	**60**	**3,000**	**(48,700)**	**(45,640)**
Common shares issued on subscription receipts (note 5)	-	1,875	**1,875**	-	-	**1,875**
Capital movement pursuant to reverse acquisition (note 5)	-	783	**783**	21	-	**804**
Shares issued on debenture conversion (note 4 and 6)	80,216	3,169	**83,385**	-	-	**83,385**
Warrants issued pursuant to private placement (notes 5 and 6)	-	-	**-**	82	-	**82**
Net and comprehensive loss for the period	-	-	**-**	-	(4,815)	**(4,815)**
Balance, March 31, 2013	**80,216**	**5,887**	**86,103**	**3,103**	**(53,515)**	**35,691**
Balance, December 31, 2013	**51,791**	**34,334**	**86,125**	**3,103**	**(53,519)**	**35,709**
Preferred share conversion to common shares	(96)	96	**-**	-	-	**-**
Preferred share dividends declared (note 6)	-	-	-	-	(696)	**(696)**
Net and comprehensive loss for the period	-	-	**-**	-	(969)	**(969)**
Balance, March 31, 2014	**51,695**	**34,430**	**86,125**	**3,103**	**(55,184)**	**34,044**

See accompanying notes

Pivot Technology Solutions, Inc.

(formerly Acme Capital Corporation)

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

[unaudited]

[in thousands of U.S. dollars]

For the three months ended March 31,	**2014**	**2013**
OPERATING ACTIVITIES		
Net and comprehensive loss for the period	**(969)**	(4,815)
Add (deduct) items not involving cash		
Depreciation and amortization	**2,865**	2,816
Bad debt expense	**-**	87
Deferred income taxes (note 8)	**(1,611)**	1,597
Amortization of loan fees	**163**	-
Non cash transaction costs (note 11)	**-**	736
Change in fair value of liabilities (note 10)	**3,759**	(384)
Changes in non-cash working capital balances (note 12)	**(36,261)**	23,584
Cash provided by (used in) operating activities	**(32,054)**	**23,621**
INVESTING ACTIVITIES		
Change in restricted cash	**-**	2,000
Payments made on contingent consideration	**-**	(5,665)
Net cash acquired from reverse acquisition	**-**	126
Capital expenditures	**(378)**	(881)
Intangible assets	**(249)**	(254)
Cash used in investing activities	**(627)**	**(4,674)**
FINANCING ACTIVITIES		
Net change in debt facilities	**21,196**	(26,546)
Change in bank overdraft	**(524)**	-
Preferred share dividends paid	**(455)**	-
Issuance of common shares, net of costs	**-**	1,957
Cash provided by (used in) financing activities	**20,217**	**(24,589)**
Net decrease in cash and cash equivalents during the period	**(12,464)**	(5,642)
Cash and cash equivalents, beginning of period	**22,020**	5,623
Cash and cash equivalents, end of period	**9,556**	**(19)**

See accompanying notes

1. CORPORATE INFORMATION

Pivot Acquisition Corp. ("Pivot Acquisition") completed a reverse takeover ("RTO") of Pivot Technology Solutions, Inc. ("Pivot" or the "Company"), formerly known as Acme Capital Corporation ("Acme"), on March 25, 2013. The Company is publicly listed on the TSX Venture Exchange and trades under the symbol "PTG". Acme was incorporated under the Business Corporations Act (Alberta) on January 25, 2011. It was classified as a Capital Pool Company, as defined in Policy 2.4 of the TSX Venture Exchange Inc. and, accordingly, had no significant assets other than cash and no commercial operations. Acme changed its fiscal year end to December 31 on March 25, 2013.

Pivot Acquisition was incorporated under the Business Corporations Act (Ontario) on September 8, 2010, and domiciled in Ontario, Canada. The registered office is located at 40 King Street, Suite 4400, Toronto, Ontario.

The Company has the following wholly owned subsidiaries: ACS Holdings (Canada) Inc., Pivot Technology Solutions, Ltd. (formerly known as ACS Acquisition Holdings Inc.), Pivot Research Ltd., Pivot Shared Services Ltd., ACS (US) Inc. ("ACS"), New ProSys Corp. ("ProSys"), Sigma Technology Solutions, Inc. ("Sigma") and ARC Acquisition (US), Inc. ("ARC").

The unaudited interim condensed consolidated financial statements of the Company for the three month periods ended March 31, 2014 and 2013 were authorized for issue in accordance with a resolution of the Company's Board of Directors on May 28, 2014.

The Company's strategy is to acquire and integrate technology solution providers, primarily in North America. The businesses acquired to date design, sell and support integrated computer hardware, software and networking products for business database, network and network security systems. The Company serves customers throughout the United States of America ("U.S.").

2. BASIS OF PREPARATION

Except for recent accounting pronouncements described in Note 3, the unaudited interim condensed consolidated financial statements have been 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, 2013.

The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").

The unaudited interim condensed consolidated financial statements are presented in U.S. dollars and all dollar values are rounded to the nearest thousand ($000), except where otherwise noted.

The unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2013.

Certain amounts have been reclassified from the unaudited interim condensed consolidated financial statements previously presented to conform to the presentation of these unaudited interim condensed consolidated financial statements in accordance with IFRS.

Management has determined that the Company operates as a single operating segment, and the Company undertakes its operations in the U.S. Therefore, no segment reporting is included in these unaudited interim condensed consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The same accounting policies and methods of computation are followed in the unaudited interim condensed consolidated financial statements as compared with the Company's most recent audited consolidated financial statements including the notes, for the year ended December 31, 2013.

Standards effective January 1, 2014

The Company has adopted the following new standards, effective January 1, 2014. These changes were made in accordance with the applicable transitional provisions.

Amendments to IAS 32 Financial Instruments: Presentation

Amendments to IAS 32 were issued to clarify the existing requirements for offsetting financial assets and financial liabilities. The adoption of this amendment did not have an effect on the unaudited interim condensed consolidated financial statements of the Company.

International Financial Reporting Standards Interpretations Committee Interpretation ("IFRIC") 21, *Levies*

IFRIC 21 addresses various accounting issues relating to levies imposed by a government. The adoption of this amendment did not have an effect on the unaudited interim condensed consolidated financial statements of the Company.

Amendments to IAS 39, Financial Instruments Recognition and Measurement

In June 2013, Novation of Derivatives and Continuation of Hedge Accounting was issued, which amends IAS 39, Financial Instruments Recognition and Measurement. Under these narrow scope amendments there would be no need to discontinue hedge accounting if a hedging derivative was novated, provided certain criteria are met. The adoption of this amendment did not have an effect on the unaudited interim condensed consolidated financial statements of the Company.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

Standards issued but not yet effective

Standards issued but not yet effective up to the date of the issuance of the Company's consolidated financial statements are listed below. This listing is of standards issued which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

IFRS 9 Financial Instruments: Classification and Measurement

In October 2010, the IASB published amendments to IFRS 9 which provides added guidance on the classification and measurement of financial liabilities. IFRS 9 will replace IAS 39 and will be completed in three phases: classification and measurement of financial assets and liabilities, impairment of financial assets, and general hedge accounting. This was the first phase of the project on classification and measurement of financial assets and liabilities. The IASB is discussing proposed limited amendments related to this phase of the project. The standard on general hedge accounting was issued and included as part of IFRS 9 in November 2013. The accounting for macro hedging is expected to be issued as a separate standard outside of IFRS 9. The impairment of financial assets phase of the project is currently in development. In November 2013, the mandatory effective date of IFRS 9 of January 1, 2015 was removed and the effective date will be determined when the remaining phases of IFRS 9 are finalized. The Company is currently monitoring the developments of this standard and assessing the impact that the adoption of this standard may have on its unaudited interim condensed consolidated financial statements.

4. OTHER FINANCIAL LIABILITIES

	March 31, 2014	December 31, 2013
Current		
Secured borrowings	**132,821**	103,624
Contingent consideration	**11,585**	9,042
	144,406	112,666
Non-current		
Secured borrowings	-	8,000
Contingent consideration	**3,067**	1,852
	3,067	9,852
	147,473	122,518

Secured borrowings

On November 13, 2013 ("Closing Date"), Pivot Technology Solutions Ltd, a wholly owned subsidiary of the Company, along with certain of its subsidiaries, ACS, ProSys and Sigma (collectively the " PNC Borrowing Group"), entered into an agreement with PNC Bank ("PNC") for the provision of $185,000 of senior secured asset based credit facilities ("ABL Credit Facility"). The ABL Credit Facility replaces the separate facilities held by ACS, ProSys and Sigma with PNC and Wells Fargo ("Wells"). The ABL Credit Facility consists of a $10,000 term loan ("ABL Term Loan") and a senior secured revolving credit facility ("ABL Revolving Credit Facility") that allows the PNC Borrowing Group to draw up to $175,000, subject to borrowing base limitations, a portion of which may be used for letters of credit or swing line loans. Simultaneously, as part of the agreement with PNC, the Wells agreement held by ACS was formally terminated, and paid off. Financing fees of $3,261 were incurred during the year ended December 31, 2013, which are being amortized over the term of the ABL Revolving Credit Facility.

The ABL Term Loan principal is due in four consecutive quarterly installments of $500 commencing January 1, 2014, ten consecutive quarterly installments of $750 commencing on January 1, 2015, followed by a final payment of $500 plus all unpaid principal, accrued and unpaid interest and all unpaid fees and expenses on August 13, 2017. Unless a new credit facility is arranged by PNC, a 2% premium applies to any portion of the ABL Term Loan that is prepaid on or before the one year anniversary of the Closing Date and a 1% premium applies to any prepayment after the first anniversary of the Closing Date and on or before the third anniversary of the Closing Date. The ABL Term Loan may be prepaid without premium or penalty after the third anniversary of the Closing Date.

The ABL Revolving Credit Facility provides for a borrowing rate of Prime plus 1.25% or LIBOR plus 2.25% per annum, at the Company's election. The ABL Term Loan bears interest at Prime plus 9% or LIBOR plus 10% per annum at the Company's election and contains an unused commitment fee of 0.75% per annum. The ABL Revolving Credit Facility also contains an unused commitment fee of 0.375% per annum.

As at March 31, 2014 and December 31, 2013, $123,321 and $101,624 was outstanding under the ABL Revolving Credit Facility. The ABL Term Loan had an outstanding balance of $9,500 and $10,000 as at March 31, 2014 and December 31, 2013, respectively.

The PNC Borrowing Group had available borrowings under the ABL Credit Facility of $26,414 and $34,888, as at March 31, 2014 and December 31, 2013, respectively, after giving effect to the borrowing base limitations, swing loans and letters of credit issued. The PNC Borrowing Group can use up to $10,000 of its available borrowing under the ABL Credit Facility for Letters of Credit which are charged a fronting fee of 0.25% and bear interest at LIBOR plus 2.25%. The PNC Borrowing Group can also use up to $17,500 of its available borrowing under the ABL Credit Facility for Swing

Loans which are charged a fee of Prime plus 1.25% per annum. As at March 31, 2014 and December 31, 2013, no Letters of Credit were outstanding under the ABL Credit Facility. As at March 31, 2014 and December 31, 2013, $6,369 and $21 of swing loans were outstanding under the ABL Credit Facility, respectively.

Under the terms of the ABL Credit Facility, the PNC Borrowing Group is subject to certain restrictive covenants. The covenants require that the PNC Borrowing Group maintain a fixed charge ratio of at least 1.15 to 1 and a senior leverage ratio of 4.25 to 1 as at March 31, 2014. In addition, distributions from the PNC Borrowing Group to the Company are restricted to the payment of dividends in respect of the Series A Preferred Shares, and to operating expenses incurred by the Company in the ordinary course of business. The covenants also place restrictions on investments, additional indebtedness, distributions, capital expenditures and leases. As at March 31, 2014, the PNC Borrowing Group's senior leverage ratio exceeded the maximum senior leverage ratio allowed per the terms of the credit agreement. Management obtained a waiver from PNC on May 23, 2014, subsequent to the balance sheet date. As such, the entire outstanding senior credit facility balance is reflected as payable upon demand, as a current liability, in the statement of financial position at March 31, 2014. The Company was in compliance with these covenants at December 31, 2013.

Contingent consideration

On December 30, 2010, the Company acquired substantially all of the net assets of Applied Computer Solutions ("Old ACS"). As part of the asset purchase agreement with Old ACS, contingent consideration has been agreed. This consideration is dependent on the profit before tax of the acquired business during the three consecutive 12-month periods ending December 31, 2013. At the date of acquisition, the fair value of the contingent liability was determined to be $33,291. As at March 31, 2014 and December 31, 2013, the fair value of the contingent liability was determined to be $3,788 and $3,800, respectively. The Company recorded a (charge) recovery of $(80) and $5,298 related to the change in fair value of the contingent consideration for the three month periods ended March 31, 2014 and 2013, respectively. The consideration is paid over three years and is due for final measurement and payment to the shareholders of Old ACS on May 1, 2014. Payments of nil and $4,665 were made during the three-month periods ended March 31, 2014 and 2013, respectively. On August 19, 2013, the Company reached an agreement with the shareholders of Old ACS to allow up to $4,000 of the contingent consideration liability to be deferred into 2014. All amounts unpaid after December 31, 2013 will bear interest at 8% per annum. The amounts deferred plus any accumulated interest must be repaid in full no later than June 30, 2014. The undiscounted value of the remaining consideration to be paid is $4,000.

On January 4, 2011, the Company acquired all of the issued and outstanding share capital of ProSys Information Systems, Inc. ("Old ProSys"), a wholly owned subsidiary of Avnet, Inc. As part of the purchase agreement with the shareholders of Old ProSys, contingent consideration has been agreed. This consideration is dependent on a measure of operating profit before tax of the acquired business during the three consecutive 12-month periods ending December 31, 2013. The fair value at the acquisition date was $4,707 and was determined to be $2,306 and $2,213 as at March 31, 2014 and December 31, 2013, respectively. The Company recorded a charge of $93 and $162 related to the change in fair value of the contingent consideration for the three months ended March 31, 2014 and 2013, respectively. No payments were made during the three months ended March 31, 2014 and 2013. The undiscounted value of the remaining consideration to be paid is $2,338.

On August 12, 2011, the Company acquired substantially all of the assets and liabilities of Austin Ribbon & Computer Supplies, Inc. ("Old ARC"). As part of the asset purchase agreement with the shareholders of Old ARC, contingent consideration has been agreed. This consideration is dependent on a measure of operating profit before tax of the acquired business during the three consecutive 12-month periods ending August 12, 2014. The fair value at the acquisition date was $3,060 and was determined to be $2,232 and nil as at March 31, 2014 and December 31, 2013, respectively. The Company recorded a charge of $2,232 and $157 related to the change in fair value of the contingent consideration for the three months ended March 31, 2014 and 2013, respectively. No payments were made during the three months ended March 31, 2014 and 2013. The possible range of undiscounted values of the remaining consideration to be paid is between nil and $2,500.

On July 1, 2012, the Company acquired substantially all of the net operating assets of Sigma Solutions, LP ("Old Sigma"). As part of the asset purchase agreement with the partners of Old Sigma, contingent consideration has been agreed. This consideration is dependent on a measure of operating profit before tax of the business acquired from Old Sigma during the three consecutive 12-month periods ending July 1, 2015. The fair value at the acquisition date was estimated to be $5,719 and was determined to be $6,234 and $4,880 as at March 31, 2014 and December 31, 2013, respectively. The Company recorded a charge of $1,354 and nil related to the change in fair value of the contingent consideration for the three months ended March 31, 2014 and 2013, respectively. Payments of nil and $1,000 were made during the three months ended March 31, 2014 and 2013, respectively. Based on an amendment to the asset purchase agreement, signed May 7, 2014 (note 13), the undiscounted value of the remaining consideration to be paid is $7,500.

Convertible debentures and Series A Preferred Shares

On April 14, 2011, the Company issued unsecured subordinated convertible debentures ("Debentures") pursuant to a debenture indenture in the aggregate amount of C$43,600. The Debentures bore interest at 12% per annum and matured on the earlier of the date that the Company completed a liquidity event or April 14, 2013. Interest was payable quarterly in July, October, January and April.

On November 21, 2012, Debentures totalling C$1,000 were cancelled to settle amounts due from members of management, representing foreign withholding tax paid by the Company on behalf of those members of management, reducing the outstanding principal amount of the Debentures from C$43,600 to C$42,600.

The fair value of the Debentures was calculated using discounted cash flows.

On January 25, 2013, Pivot Acquisition amended the terms of its outstanding Debentures to provide an additional conversion right, such that a Debenture holder has the right, exercisable within 10 business days of the receipt of notice of a proposed reverse takeover or a merger or amalgamation with a publicly listed company, to convert all or a portion of such holder's outstanding Debentures into a new class of Pivot Series A Preferred Shares ("Series A Preferred Shares") at a price per share that is equal to 50% of the offering price in any concurrent public or private financing with a proposed reverse takeover, merger or amalgamation with a publicly listed company.

On March 25, 2013, immediately prior to the completion of the RTO, Debentures in the amount of C$40,981 were converted into 102,452,501 Series A Preferred Shares (note 5) and Debentures in the amount of C$1,619 were converted into 4,047,500 common shares (note 5) of the Company in accordance with the terms of the Debentures.

5. PRIVATE PLACEMENT AND REVERSE ACQUISITION

The private placement and reverse acquisition ("Qualifying Transaction") was completed on the following basis:

- The Company changed its name from Acme Capital Corporation to Pivot Technology Solutions, Inc., effective March 21, 2013, and now trades under the symbol "PTG" on the TSX Venture Exchange.
- 8,000,000 outstanding shares of Pivot were consolidated on the basis of one post-consolidation share for each previously outstanding 8 common shares of the Company effective March 21, 2013.
- 800,000 outstanding employee options issued by Pivot were consolidated on the basis of one post-consolidation option for each previously outstanding 8 issued options. The options were exercisable for C$0.80 per share. The options expired on March 25, 2014.
- 200,000 agent compensation options of Pivot granted to the IPO Agent were consolidated on the basis of one post-consolidation option for each previously outstanding 8 issued options. The options were exercisable for C$0.80 per share. The options expired on September 29, 2013.
- 56,000,000 common shares owned by the former shareholders of Pivot Acquisition were issued common shares of Pivot on a one for one basis.

- The subscription receipts issued by Pivot Acquisition (the "Subscription Receipts") at a price of C$0.80 per Subscription Receipt in connection with its brokered private placement was completed on March 11, 2013, resulting in the issue of 4,421,625 Subscription Receipts and raising gross proceeds of C$3,537. The Subscription Receipts were subsequently converted into common shares of Pivot on a one for one basis. 309,514 agent compensation options issued by Pivot Acquisition in connection with the private placement were replaced with 309,514 agent compensation options under Pivot, entitling the holder to purchase one Pivot share at C$0.80 per share until March 11, 2015.
- Following the Qualifying Transaction, Pivot Acquisition converted Debentures in the amounts of C$40,981 and C$1,619 into 102,452,501 Series A Preferred Shares and 4,047,500 common shares, respectively. These shares were exchanged on a one for one basis into 102,452,501 preferred shares and 4,047,500 common shares of Pivot. Broker compensation options of 7,455,000 issued in relation to this transaction were exchanged on a one for one basis into Pivot options. The options can be exercised for C$0.40 per share, and expire March 25, 2015.
- The Company changed its financial year end to December 31, beginning with the financial year ended December 31, 2013.
- On March 25, 2013, the Company issued 166,921,626 of common and preferred shares to the former shareholders of Pivot Acquisition in exchange for 100% interest in Pivot Acquisition.

As a result of the transaction, the former shareholders of Pivot Acquisition owned 99.40% of the outstanding shares of the Company.

In accordance with IFRS 3, Business Combinations, the substance of the transaction is a reverse acquisition of a non-operating company. The transaction does not constitute a business combination as the Company prior to the RTO did not meet the definition of a business under the standard. As a result, the transaction is accounted for as a capital transaction with Pivot Acquisition being identified as the accounting acquirer and the equity consideration being measured at fair value. The resulting consolidated statement of financial position is presented as a continuance of Pivot Acquisition and comparative figures presented in the consolidated financial statements after the reverse acquisition are those of Pivot Acquisition.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

IFRS 2, *Share-based Payment*, applies to transactions where an entity grants equity instruments and cannot identify specifically some or all of the goods or services received in return. Because the Company has issued shares with a value in excess of the assets received, IFRS 2 would indicate that the difference be recognized in comprehensive loss as a reverse acquisition transaction cost. The amount assigned to reverse acquisition transaction cost of $851 is the difference between the fair value of the consideration and the net identifiable liabilities of the Company acquired by Pivot Acquisition, and is included in the consolidated statements of comprehensive loss.

The fair value of the consideration is determined based on the percentage of ownership the legal parent's shareholders have in the combined entity after the RTO transaction. This represents the fair value of the shares that Pivot Acquisition would have had to issue for the ratio of ownership interest in the combined entity to be the same, if the transaction had taken the legal form of Pivot Acquisition acquiring 100% of the shares in the Company.

The percentage of ownership the legal parent's shareholders had in the combined entity is 0.60% after the issue of 166,921,626 common and preferred shares of the Company to Pivot Acquisition shareholders. The warrants granted prior to the RTO remain exercisable after the completion of the amalgamation, and as such, the fair value of the warrants at the date of amalgamation is also included as part of the consideration transferred (note 6).

Based on the statement of financial position of the Company at the time of the reverse acquisition, the net liabilities at estimated fair value that were acquired by Pivot Acquisition were $47 and the resulting reverse acquisition transaction cost charged to the consolidated statements of comprehensive loss is as follows:

Consideration:	
Deemed issue of shares by Pivot Acquisition	783
Deemed replacement of options	21
	804
Identifiable net liabilities acquired:	
Cash	126
Taxes recoverable	16
Accounts payable and accrued liabilities	(189)
	(47)
Unidentifiable assets acquired:	
Reverse acquisition transaction cost	851
Total net identifiable liabilities and reverse acquisition transaction cost	804

(unless otherwise noted all amounts are in thousands of U.S. dollars)

6. SHARE CAPITAL

As at March 31, 2014, the issued share capital amounted to $86,125. An unlimited number of both common and Series A Preferred Shares, with no par value, are authorized for issuance. The changes in issued share capital for the three month period ended March 31, 2014 were as follows:

	Series A Preferred #	Class A Preference #	Class A Common #	Class B Common #	Class C Common #	Common Shares #
As at January 1, 2014	65,262,480	-	-	-	-	102,659,146
Preferred shares converted to common shares	(132,500)	-	-	-	-	132,500
As at March 31, 2014	**65,129,980**	-	-	-	-	**102,791,646**

Note: Share amounts are not rounded

As at March 31, 2013, the issued share capital amounted to $86,103. An unlimited number of both common and Series A preferred shares, with no par value, are authorized for issuance. The changes in issued share capital for the three month period ended March 31, 2013 were as follows:

	Series A Preferred #	Class A Preference #	Class A Common #	Class B Common #	Class C Common #	Common Shares #
As at January 1, 2013	-	-	3,000,000	2,000,000	51,000,000	-
Common shares issued on subscription receipts	-	4,421,625	-	-	-	-
Shares issued on debenture conversion	102,452,501	-	-	-	4,047,500	-
Issuance pursuant to RTO (note 5)	-	-	-	-	1,000,000	-
Capital movement pursuant to reverse acquisition	-	(4,421,625)	(3,000,000)	(2,000,000)	(56,047,500)	65,469,125
As at March 31, 2013	**102,452,501**	-	-	-	-	**65,469,125**

Note: Share amounts are not rounded

Series A Preferred Shares

The holders of Series A Preferred Shares are entitled to receive on a monthly basis in cash, out of any funds legally available therefor, a fixed cumulative preferential dividend at the rate of 6% per annum, when declared by the Board of Directors. The holders of the Series A Preferred Shares will be permitted to require the Company to redeem the Series A Preferred Shares for cash at a price per share that is equal to C$0.48 following the completion of any transaction where the Company has raised C$75,000 in capital. The Series A Preferred Shares carry an optional conversion right where each Series A Preferred Share can, at the option of the holders, be converted into one common share of the Company. The Series A Preferred Shares also carry a conversion right, whereby at any time after June 30, 2013, the Company is permitted to require the holders to convert the Series A Preferred Shares into common shares of the Company.

Loss per share

The basic loss per share calculated amount is the same as the fully diluted loss per share amount as the effect of any outstanding options or warrants would be anti-dilutive, as the Company was in a loss position. The weighted average number of common shares issued and outstanding for the three month periods ended March 31, 2014 and 2013, was 102,719,840 and 57,424,926, respectively.

Warrants and options

Broker warrants

The Company's broker warrant instruments are classified as equity and measured at fair value on the date of issue. Broker warrants are compensation warrants issued to the brokers involved in the Company's financing efforts. Fair value is calculated at the grant date using the Black-Scholes option pricing model and management's assumptions.

Subsequent to issue, broker warrants are not revalued. Warrants and broker warrants are re-classified to share capital when they are exercised.

On March 11, 2013, Pivot Acquisition granted to its agents non-transferable warrants to purchase up to an aggregate of 309,514 common shares at a price of C$0.80 per share exercisable for a period of two years. The relative fair value of the warrants included in the private placement units (note 5) was valued using the Black-Scholes option pricing model using the following fair value assumptions: dividend yield of 0%, volatility rate of 60%, expected life of two years and risk-free interest rate of 0.98%. The fair value allocated to the warrants was C$83.

During 2011, Pivot Acquisition issued 7,455,000 broker compensation options in relation to the Company's Debenture issue. The options can be exercised for C$0.40 per share and expire on March 25, 2015. The fair value allocated to the warrants was $3,000, which was recognized as an expense in fiscal 2011.

Options issued to directors and officers

On June 29, 2011, the Company granted share options to its directors and officers to acquire an aggregate of 100,000 common shares (after consolidation of 8 to 1) at a price of C$0.80 per share exercisable until June 29, 2021. Upon the completion of the RTO on March 25, 2013 which qualified as a qualifying transaction, the expiry date of the options has been changed to March 25, 2014. As the options remain exercisable after the completion of the RTO, the fair value of the options at the date of the RTO was included as part of the consideration transferred by Pivot Acquisition in the RTO. On March 25, 2013, the fair value of the options was estimated at C$19 using the Black-Scholes option pricing model. The assumptions used were as follows: risk-free interest rate of 1.03%, dividend yield of 0%, volatility rate of 60% and expected life of one year. On March 25, 2014, the options had not been exercised, and have expired accordingly.

Options issued to agents

On June 29, 2011, the Company granted share options to agents (non-employees) to acquire an aggregate of 25,000 common shares (after consolidation of 8 to 1) at a price of C$0.80 per share exercisable until June 29, 2013. As the options remain exercisable after the completion of the RTO, the fair value of the options at the date of the RTO was included as part of the consideration transferred by Pivot Acquisition in the RTO. On March 25, 2013, the fair value of the options was estimated at C$3 using the Black-Scholes option pricing model. The assumptions used were as follows: risk-free interest rate of 0.96%, dividend yield of 0%, volatility rate of 60% and expected life of 0.29 year.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

Dividends declared and paid

Dividends declared and paid were as follows:

Declaration Date	Record Date	Distribution Date	Per share amount	Total dividend
April 25, 2013	April 30, 2013	May 1, 2013	C$0.00486575	C$452
April 25, 2013	May 27, 2013	June 3, 2013	C$0.00407671	C$364
June 13, 2013	June 25, 2013	July 2, 2013	C$0.00394521	C$351
July 12, 2013	July 25, 2013	August 1, 2013	C$0.00407671	C$363
August 8, 2013	August 27, 2013	September 3, 2013	C$0.00407671	C$363
September 13, 2013	September 24, 2013	October 1, 2013	C$0.00394521	C$351
October 9, 2013	October 25, 2013	November 1, 2013	C$0.00407671	C$363
November 18, 2013	November 29, 2013	December 3, 2013	C$0.00394521	C$346
December 10, 2013	December 24, 2013	January 3, 2014	C$0.00407671	C$266
January 13, 2014	January 27, 2014	February 3, 2014	C$0.00407671	C$266
February 11, 2014	February 24, 2014	March 3, 2014	C$0.00368219	C$240
March 10, 2014	March 25, 2014	April 3, 2014	C$0.00407671	C$266

Note: Per share amounts are not rounded

7. FINANCIAL INSTRUMENTS

The following tables set out the classification of financial and non-financial assets and liabilities:

As at March 31, 2014	Fair value through profit or loss	Loans and receivables	Other financial liabilities	Non-financial	Total carrying amount
Cash and cash equivalents	9,556	-	-	-	9,556
Accounts receivable	-	220,096	-	-	220,096
Other non-financial assets	-	-	-	171,860	171,860
Total assets	9,556	220,096	-	171,860	401,512
Bank overdraft	10,318	-	-	-	10,318
Accounts payable and accrued liabilities	-	-	183,130	-	183,130
Other financial liabilities	14,652	-	132,821	-	147,473
Other non-financial liabilities	-	-	-	26,547	26,547
Total liabilities	24,970	-	315,951	26,547	367,468

(unless otherwise noted all amounts are in thousands of U.S. dollars)

As at December 31, 2013	**Fair value through profit or loss**	**Loans and receivables**	**Other financial liabilities**	**Non-financial**	**Total carrying amount**
Cash and cash equivalents	22,020	-	-	-	22,020
Accounts receivable	-	196,724	-	-	196,724
Other non-financial assets	-	-	-	195,305	195,305
Total assets	22,020	196,724	-	195,305	414,049
Bank overdraft	10,842	-	-	-	10,842
Accounts payable and accrued liabilities	-	-	222,355	-	222,355
Other financial liabilities	10,894	-	111,624	-	122,518
Other non-financial liabilities	-	-	-	22,625	22,625
Total liabilities	21,736	-	333,979	22,625	378,340

Fair values

The fair value of all other financial instruments carried within the Company's consolidated financial statements is not materially different from their carrying amount.

The following table presents information related to the Company's financial assets and liabilities measured at fair value on a recurring basis and the level within the guidance hierarchy in which the fair value measurements fall as at March 31, 2014 and December 31, 2013:

	Fair value as at March 31, 2014			
Description	Level 1	Level 2	Level 3	Total
Contingent consideration	-	-	14,652	14,652
	-	-	14,652	14,652

	Fair value as at December 31, 2013			
Description	Level 1	Level 2	Level 3	Total
Contingent consideration	-	-	10,894	10,894
	-	-	10,894	10,894

As highlighted in the table above, the fair value methodology for the Company's contingent consideration is considered level 3 as significant unobservable inputs are required to determine fair value.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

Management estimates the fair value of contingent consideration internally based on a discounted cash flow methodology. The fair value is determined by applying an 18% discount rate. The discount rate is a key unobservable input. There is an inverse relationship between the discount rate and the fair value, the higher the discount rate, the lower the estimated fair value. If the discount rate used in the fair value determination of the contingent consideration was 1% higher or lower, this would result in a recovery (charge) of $15 and $(15), respectively.

Significant increases (decreases) in estimated annual revenue or changes in product margin in isolation would result in a significantly higher (lower) fair value of contingent consideration. If the net sales revenue forecast used in the fair value determination of the contingent consideration was 5% higher or lower, this would result in a charge (recovery) of nil and $(94), respectively.

The fair value of the contingent consideration was calculated using forecasts based on financial plans prepared by management covering the periods under agreement, using a discount rate of 18%. The Company recorded a charge (recovery) of $3,759 and $(384) related to the change in fair value of the contingent consideration for the three month periods ended March 31, 2014 and 2013, respectively.

There have been no transfers among any levels during the period.

8. INCOME TAXES

Significant components of the provision for (recovery of) income taxes are as follows:

Three month periods ended March 31,	**2014**	2013
Current tax expense	**991**	167
Deferred tax (benefit) expense	**(1,611)**	1,597
	(620)	`1,764

9. INTEREST EXPENSE

Three month periods ended March 31,	**2014**	2013
Debentures	**-**	1,151
Secured borrowings	**1,327**	1,410
	1,327	2,561

(unless otherwise noted all amounts are in thousands of U.S. dollars)

10. CHANGE IN FAIR VALUE OF LIABILITIES

Three month periods ended March 31,	2014	2013
Convertible debentures	-	4,555
Contingent consideration	3,759	(4,939)
	3,759	(384)

11. TRANSACTION COSTS

Three month periods ended March 31,	2014	2013
Reverse takeover costs	-	1,018
Reverse acquisition transaction costs	-	736
	-	1,754

12. CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CASH FLOWS

Changes in non-cash working capital balances consist of the following:

Three month periods ended March 31,	2014	2013
Accounts receivable	(23,372)	58,434
Income taxes recoverable	358	138
Inventories	22,287	1,202
Other assets	10	(7,209)
Accounts payable and accrued liabilities	(35,510)	(35,575)
Other liabilities	(34)	6,594
	(36,261)	23,584

Interest paid and income taxes paid and classified as operating activities are as follows:

Three month periods ended March 31,	2014	2013
Interest paid	803	1,668
Income taxes paid	1,315	15

13. RELATED PARTY DISCLOSURES

In addition to the asset purchase agreement with Old ACS, a subsidiary of the Company has entered into an administrative services agreement, a license agreement and a distribution agreement with Old ACS commencing with the date of the asset purchase. The administrative services agreement commits the Company to performing certain administrative functions on behalf of Old ACS. The total amount collected from Old ACS for these shared administrative services was $395 for each of the three month periods ended March 31, 2014 and 2013. The license agreement permits Old ACS to license from the Company certain of the intellectual property obtained by the Company in the asset purchase. A member of key management of the Company has significant influence over Old ACS, resulting in a related party relationship.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

The Company is deemed to have the primary exposure to the significant risks and rewards associated with sales by Old ACS to its third-party customers, and thus the Company is the principal and Old ACS is the agent of the Company with respect to such sales. The Company recognizes these revenues on a gross basis. Total gross sales through the agent are approximately $33,435 and $6,982 for the three month periods ended March 31, 2014 and 2013, respectively. The Company's effective cost to the agent in respect of these revenues was approximately $474 and $109 for the three month periods ended March 31, 2014 and 2013, respectively, which is included in the Company's cost of sales.

The Company has a similar contractual arrangement with Old ARC, whereby Old ARC is an agent of the Company. Total gross sales through the agent are approximately $10,211 and $8,896 for the three month periods ended March 31, 2014 and 2013, respectively.

Certain subsidiaries lease offices from related entities. One subsidiary of the Company leases two of its offices from a related entity controlled by that subsidiary's chief executive officer. The Company is obligated for repairs, maintenance, insurance and property tax on this lease. Rent paid on this lease was $361 and $208 for the three month periods ended March 31, 2014 and 2013, respectively. Another subsidiary of the Company leases an office from an entity in which that subsidiary's president and another key management member have an ownership interest. The Company is obligated for repairs, maintenance, insurance and property tax on this lease. Rent paid on this lease was $28 for each of the three month periods ended March 31, 2014 and 2013.

A subsidiary of the Company incurred $190 and $176 for the three month periods ended March 31, 2014 and 2013, respectively, for marketing services provided by related entities controlled by that subsidiary's chief executive officer and $7 and $3 in expenses for the use of aircraft owned by a related entity controlled by that subsidiary's chief executive officer for the three month periods ended March 31, 2014 and 2013, respectively.

The following table sets out the compensation of key management personnel of the Company:

	2014	2013
Compensation	**409**	1,397
Short-term employee benefits	**9**	-
	418	1,397

14. SUBSEQUENT EVENT

On May 7, 2014, the Company reached an agreement with the shareholders of Old Sigma which amended the asset purchase agreement contingent consideration payments. Under the terms of the amended agreement, the Company will pay the former partners of Old Sigma a fixed amount of $7,500. The amount is due and payable in two installments. $3,500 is payable on October 31, 2014 and the remaining $4,000 is payable on October 31, 2015.