



Dear Shareholders,

Kinaxis achieved a number of key milestones in 2016 including surpassing \$100 million in annual revenue, ending the year at \$116 million which represents a 27% growth over 2015. Our consistent growth performance is driven by our core subscription revenues which grew 26% to \$81.8 million. Our long-term subscription revenue contracts provide us with great forward visibility to the stability of our business through 2017 and beyond.

To support and sustain the level of high growth that we achieve, we continue to invest in scaling the business. I am pleased to report that in spite of these important investments that we have again maintained strong Adjusted EBITDA margin of 25% of total revenue and grew cash by 29% to \$128 million at year end. At Kinaxis we take great pride in being one of only a few companies who consistently provide investors with this unique combination of high top line revenue growth and strong bottom line performance.

We have continued to grow our global customer base and were delighted to welcome Samsung Electronics in 2016. In support of this emerging area of customer interest we have launched the development of our South Korean operations. Two new South Korean data centers went live during the year and we established a local support team to service our important clients in the region. We will continue to expand our South Korean operations in 2017, complementing our existing operations in Japan and Hong Kong. We believe investment in these three key markets positions Kinaxis to target opportunities in this exciting and expanding region.

Another important milestone that we achieved was the addition of Deloitte into our Global Partner Alliance program, joining Accenture. Subsequent to year end, we also formalized a relationship with BAIN & Company to assist them in delivering Supply Chain assessments for their customers. Approximately 20% of our revenue is now influenced by our extensive partner network, which includes the Global Alliance program. We continue to believe and invest in our partner alliances as a means to accelerate our long-term growth.

The ability to manage our business growth through the success of our partners is closely tied to the investments we have made in establishing our Knowledge Services organization. In 2016, we implemented accelerated investments to modernize and formalize our education services to further support our customers, partners and growing employee base. Knowledge Services coordinates a comprehensive certification program designed to recognize the capabilities of this expanding community. Today, we have achieved another important milestone, having delivered over 500 RapidResponse certifications, a number that continues grows with each passing quarter. I remain confident Knowledge Services will play a critical role in supporting our growth for many years to come.

Through RapidResponse we are providing global enterprises with the tools to unite disparate business units and realize the power of supply chain collaboration. Our view on collaborative supply chain planning is one of our strongest competitive differentiators, and has helped to define what RapidResponse is today. Concurrent planning brings together the many people who form your supply chain to simultaneously scenario plan various functions across multiple time horizons on one integrated system.

Our success is fueled by an exceptionally differentiated product positioned during a time when supply chain excellence has become a strategic need for the world's largest and most complex manufacturers. We are well positioned to continue our drive to revolutionize planning. On behalf of the entire Kinaxis team, I want to thank you for your ongoing support. I look forward to updating you on our progress next year.

Sincerely,

A handwritten signature in black ink, appearing to read "John Sicard", written over a horizontal line.

John Sicard
President, Chief Executive Officer



KINAXIS INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2016**

DATED: February 28, 2017

Unless the context requires otherwise, all references in this management's discussion and analysis (the "MD&A") to "Kinaxis", "we", "us", "our" and the "Company" refer to Kinaxis Inc. and its subsidiaries as constituted on December 31, 2016. This MD&A has been prepared with an effective date of February 28, 2017.

This MD&A for the years ended December 31, 2016 and 2015 should be read in conjunction with our annual consolidated financial statements and the related notes thereto as at and for the year ended December 31, 2016. The financial information presented in this MD&A is derived from our consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A contains forward-looking statements that involve risks, uncertainties and assumptions, including statements regarding anticipated developments in future financial periods and our future plans and objectives. There can be no assurance that such information will prove to be accurate, and readers are cautioned not to place undue reliance on such forward-looking statements. See "Forward-Looking Statements".

This MD&A includes trade-marks, such as "Kinaxis", and "RapidResponse", which are protected under applicable intellectual property laws and are the property of Kinaxis. Solely for convenience, our trade-marks and trade names referred to in this MD&A may appear without the ® or ™ symbol, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trade-marks and trade names. All other trade-marks used in this MD&A are the property of their respective owners.

All references to \$ or dollar amounts in this MD&A are to U.S. currency unless otherwise indicated.

Additional information relating to Kinaxis Inc., including the Company's most recently completed Annual Information Form, can be found on SEDAR at www.sedar.com.

Non-IFRS Measures

This MD&A makes reference to certain non-IFRS measures such as "Adjusted profit", "Adjusted EBITDA" and "Adjusted diluted earnings per share". These non-IFRS measures are not recognized, defined or standardized measures under IFRS. Our definition of Adjusted profit, Adjusted EBITDA and Adjusted diluted earnings per share will likely differ from that used by other companies and therefore comparability may be limited.

Adjusted profit, Adjusted EBITDA and Adjusted diluted earnings per share should not be considered a substitute for or in isolation from measures prepared in accordance with IFRS. These non-IFRS measures should be read in conjunction with our annual consolidated financial statements and the related notes thereto as at and for the year ended December 31, 2016. Readers should not place undue reliance on non-IFRS measures and should instead view them in conjunction with the most comparable IFRS financial measures. See the reconciliations to these IFRS measures in the "Reconciliation of Non-IFRS Measures" section of this MD&A.

Forward-Looking Statements

This MD&A contains forward-looking statements that relate to our current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. Forward-looking statements are intended to assist readers in understanding management's expectations as of the date of this MD&A and may not be suitable for other purposes. We have based these forward-looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- our expectations regarding our revenue, expenses and operations;
- our anticipated cash needs;
- our ability to protect, maintain and enforce our intellectual property rights;
- third-party claims of infringement or violation of, or other conflicts with, intellectual property rights by us;
- our plans for and timing of expansion of our solutions and services;
- our future growth plans;

- the acceptance by our customers and the marketplace of new technologies and solutions;
- our ability to attract new customers and develop and maintain existing customers;
- our ability to attract and retain personnel;
- our expectations with respect to advancement in our technologies;
- our competitive position and our expectations regarding competition;
- regulatory developments and the regulatory environments in which we operate; and
- anticipated trends and challenges in our business and the markets in which we operate.

Forward-looking statements are based on certain assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments and other factors we believe are appropriate. Expected future developments include growth in our target market, an increase in our subscription revenue and decrease in maintenance & support revenue based on trends in customer behaviour, increasing sales and marketing expenses, research and development expenses and general and administrative expenses based on our business plans and our continued ability to realize on the benefits of tax credits in the near term. Although we believe that the assumptions underlying the forward-looking statements are reasonable, they may prove to be incorrect.

Whether actual results, performance or achievements will conform to our expectations and predictions is subject to a number of known and unknown risks and uncertainties, including those set forth below under the heading "Risks and Uncertainties". These risks and uncertainties could cause our actual results, performance, achievements and experience to differ materially from the future expectations expressed or implied by the forward-looking statements. In light of these risks and uncertainties, readers should not place undue reliance on forward-looking statements.

The forward-looking statements made in this MD&A relate only to events or information as of the date on which the statements are made in this MD&A and are expressly qualified in their entirety by this cautionary statement. Except as required by law, we do not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

Readers should read this MD&A with the understanding that our actual future results may be materially different from what we expect.

Risks and Uncertainties

We are exposed to risks and uncertainties in our business, including the risk factors set forth below:

- If we are unable to attract new customers or sell additional products to our existing customers, our revenue growth and profitability will be affected.
- We derive a significant portion of our revenue from a relatively small number of customers, and our growth depends on our ability to retain existing customers and add new customers.
- We encounter long sales cycles, particularly with our larger customers, which could have an adverse effect on the amount, timing and predictability of our revenue.
- We rely significantly on recurring revenue, and if recurring revenue declines or contracts are not renewed our future results of operations could be harmed.
- Downturns or upturns in new sales will not be immediately reflected in operating results and may be difficult to discern.
- Our quarterly results of operations may fluctuate. As a result, we may fail to meet or exceed the expectations of investors or securities analysts which could cause our share price to decline.
- We are subject to risks associated with fluctuations in currency exchange rates.

- If we are unable to develop new products and services, sell our solutions into new markets or further penetrate our existing markets, our revenue will not grow as expected.
- If we do not maintain the compatibility of our solutions with third-party applications that our customers use in their business processes, demand for our solutions could decline.
- If we fail to adapt to rapid technological change our ability to remain competitive could be impaired.
- We enter into service level agreements with all of our customers. If we fail to meet these contractual commitments, we could be obligated to provide credits or refunds for prepaid amounts related to unused subscription services or face contract terminations, which could adversely affect our revenues.
- Downturns in general economic and market conditions and reductions in IT spending may reduce demand for our solutions, which could negatively affect our revenue, results of operations and cash flows.
- Our ability to retain customers and attract new customers could be adversely affected by an actual or perceived breach of security relating to customer information.
- If we fail to protect our intellectual property and proprietary rights adequately, our business could be adversely affected.
- Our solutions are complex and customers may experience difficulty in implementing or upgrading our products successfully or otherwise achieving the benefits attributable to our products.
- The markets in which we participate are highly competitive, and our failure to compete successfully would make it difficult for us to add and retain customers and would reduce or impede the growth of our business.
- If we fail to retain our key employees, our business would be harmed and we might not be able to implement our business plan successfully.
- Our growth is dependent upon the continued development of our direct sales force.
- If we experience significant fluctuations in our rate of anticipated growth and fail to balance our expenses with our revenue forecasts, our results could be harmed.
- Interruptions, delays or security breaches in the services provided by third-party data centers and/or internet service providers could impair the delivery of our solutions and our business could suffer.
- We may experience service failures or interruptions due to defects in the software, infrastructure, third-party components or processes that comprise our existing or new solutions, any of which could adversely affect our business.
- An assertion by a third party that we are infringing its intellectual property could subject us to costly and time consuming litigation or expensive licenses which could harm our business.
- Mergers or other strategic transactions involving our competitors or customers could weaken our competitive position, which could harm our results of operations.
- We are subject to taxation in various jurisdictions and the taxing authorities may disagree with our tax positions.
- Because our long-term success depends, in part, on our ability to continue to expand the sales of our solutions to customers located outside of North America, our business will be susceptible to risks associated with international operations.

A comprehensive discussion of risks, including risks not specifically listed above, can be found in our most recently filed Annual Information Form. Additional risks and uncertainties not presently known to us or that we currently consider immaterial also may impair our business and operations and cause the price of our shares to decline. If any of the noted risks actually occur, our business may be harmed and our financial condition and results of operations may suffer significantly.

Overview

We are a leading provider of cloud-based subscription software that enables our customers to improve and accelerate analysis and decision-making across their supply chain operations. Our RapidResponse product provides supply chain planning and analytics capabilities that create the foundation for managing multiple, interconnected supply chain management processes, including demand planning, supply planning, inventory management, order fulfillment and capacity planning. Our professional services team supports deployment of RapidResponse in new customers and assists existing customers in fully leveraging the benefits of the product.

Our target market is large global enterprises that have significant unresolved supply chain challenges. We believe this market is growing as a result of a number of factors, including increased complexity and globalization of supply chains, outsourcing, a diversity of data sources and systems, and competitive pressures on our customers.

We have established a consistent financial track record of strong revenue growth, solid earnings performance and cash generation. Our subscription and total annual revenues have grown at a compound annual growth rate (CAGR) of 27% and 24% respectively for the three years ended December 31, 2016. This growth is driven both by contracts with new customers and expansion of our solution and service engagements within our existing customer base. For the three months and year ended December 31, 2016 our Adjusted EBITDA was 21% and 25% of revenue respectively and ending cash balances stand at \$127.9 million.

Our customers are generally large national or multinational enterprises with complex supply chain requirements. We target multiple industry verticals including high technology and electronics manufacturing, aerospace and defense, industrial products, life sciences and pharmaceuticals, consumer packaged goods, financial services and the automotive sector.

We sell our product using a subscription-based model. Our agreements with customers are typically two to five years in length. Our subscription fee generally depends on the size of our customer, the number of applications deployed, the number of users and the number of manufacturing, distribution and inventory sites our product is required to model. Average annual contract value fluctuates from period to period depending on the size of new customers and the extent to which we are successful in expanding adoption of our products by existing customers.

For the year ended December 31, 2016, our ten largest customers accounted for approximately 47% of our total revenues with one customer accounting for 12.3% of total revenues.

Increasing revenues through new customer wins is one of our highest organizational priorities. Our sales cycle can be lengthy, as we generally target very large organizations with significant internal processes for adoption of new systems. We currently pursue a revenue growth model that includes both direct sales through our internal sales force, as well as indirect sales through channels including resellers and other partners.

Due to the growth in the market and increasing need for solutions, competition in the industry from new entrants and larger incumbent vendors will increase. In addition to this increased competitive pressure, changes in the global economy may have an impact on the timing and ability of these enterprises to make buying decisions which may have an impact on our performance.

We continue to drive growth in our business through new customer acquisition and expansion of existing customers through our land and expand strategy. Over the last several years, approximately 65% of subscription growth has been derived from new customers. Our net revenue retention is greater than 100%, reflecting our longer term contract structure and renewal history. We continue to invest in developing our partner capabilities and in our technology. In July 2016, we released version 2016.2 of RapidResponse, reflecting our ongoing investment in our product's scale and capabilities, and our commitment to supporting the needs of our expanding customer base. In October 2015, we announced an engagement with Accenture where Accenture will provide product development and product training services and together we will develop differentiated supply chain solutions designed to meet enterprise end-customer supply chain solutions. In May 2016, we announced an alliance with Deloitte Consulting LLP in the U.S. to develop supply chain solutions designed to improve the end-to-end supply chain for large enterprises.

We are headquartered in Ottawa, Ontario. We have subsidiaries located in the United States, the Netherlands, South Korea and Hong Kong and a subsidiary and office in Tokyo, Japan. We continue to expand our operations internationally. In the year ended December 31, 2016, 89% of our revenues were derived from North American

based customer contracts and our remaining revenues were derived principally from Asian and European based contracts.

Key Performance Indicators

The key performance indicators that we use to manage our business and evaluate our financial results and operating performance are: total revenue, total new customers, incremental subscription revenue and bookings, net revenue retention, secured subscription backlog, operating expenses, Adjusted profit (as discussed below), Adjusted EBITDA (as discussed below), Adjusted diluted earnings per share (as discussed below), and cash flow from operations. Some of these measures are non-IFRS measures. See “Non-IFRS Measures” above. Management reconciles non-IFRS measures to IFRS measures where a comparable IFRS measure exists. See “Reconciliation of Non-IFRS Measures” below. We evaluate our performance by comparing our actual results to budgets, forecasts and prior period results.

Net revenue retention

Our subscription customers generally enter into two to five year agreements, paid annually in advance, for use of our solution. In certain circumstances, customers will prepay subscription fees for the term of the agreement for various reasons. Subscription agreements are generally subject to price increases upon renewal reflecting both inflationary increases and the additional value provided by our solutions. In addition to the expected increase in subscription revenue from price increases over time, existing customers may subscribe for additional applications, users or sites during the terms of their agreements.

Our subscription model results in a high proportion of recurring revenue, which we define as subscription revenue plus maintenance & support revenue (see “Significant Factors Affecting Results of Operations – Revenue”). We believe the power of the subscription model is only fully realized when a vendor has high retention rates. High customer retention rates generate a long customer lifetime and a very high lifetime value of the customer. Our net revenue retention rates remain over 100%, which includes sales of additional applications, users and sites to existing customers.

The recurring nature of our revenue provides high visibility into future performance, and upfront payments result in cash flow generation in advance of revenue recognition. Typically, approximately 80% of our annual subscription revenue is recognized from customers that are in place at the beginning of the year (excluding the effect of renewals) and this continues to be our target model going forward. However, this also means that agreements with new customers or agreements with existing customers purchasing additional applications, users or sites in a quarter may not contribute significantly to revenue in the current quarter. For example, a new customer who enters into an agreement on the last day of a quarter will typically have no impact on the revenue recognized in that quarter.

Significant Factors Affecting Results of Operations

Our results of operations are influenced by a variety of factors, including:

Revenue

Our revenue consists of subscription fees, professional service fees and maintenance and support fees. Subscription revenue is comprised of fixed term fees for licensed on-premise use of RapidResponse or fees for provision as software as a service (“SaaS”) in a hosted/cloud environment.

Subscription revenue includes maintenance and support for the solution for the term of the contract as well as hosting services when provided under a SaaS arrangement.

Professional services revenue is comprised of fees charged to assist organizations to implement and integrate our solution and train their staff to use and deploy our solution. Professional service engagements are contracted on a time and materials basis including billable travel expenses and are billed and recognized as revenue as the service is delivered. In certain circumstances, we enter into arrangements for professional services on a fixed price basis; in these cases, revenue is recognized by reference to the stage of completion of the contract.

Maintenance & support revenue relates to fees for maintenance and support for certain legacy customers who licensed our software on a perpetual basis prior to our conversion to a SaaS model in 2005. Over time, this revenue stream is expected to decline as more customers eventually convert to our more comprehensive, subscription based service or customers choose to let their support contracts lapse.

Cost of revenue

Cost of revenue consists of personnel, travel and other overhead costs related to implementation teams supporting initial deployments, training services and subsequent stand-alone engagements for additional services. Cost of revenue also includes personnel and overhead costs associated with our customer support team, the cost of our data centre facilities where we physically host our on-demand solution, and network connectivity costs for the provisioning of hosting services under SaaS arrangements.

Sales and marketing expenses

Sales and marketing expenses consist primarily of personnel and related costs for our sales and marketing teams, including salaries and benefits, commissions earned by sales personnel, partner programs support and training, and trade show and promotional marketing costs.

We plan to continue to invest in sales and marketing by expanding our domestic and international selling and marketing activities, building brand awareness, developing partners, and sponsoring additional marketing events. We expect that in the future, sales and marketing expenses will continue to increase.

Research and development expenses

Research and development expenses consist primarily of personnel and related costs for the teams responsible for the ongoing research, development and product management of RapidResponse. These expenses are recorded net of any applicable scientific research and experimental development investment tax credits ("**investment tax credits**") earned for expenses incurred in Canada against eligible projects. We only record non-refundable tax credits to the extent there is reasonable assurance we will be able to use the investment tax credits to reduce current or future tax liabilities. As the Company has an established history of profits, we do expect to realize the benefit of these tax credits in the near term. Further, we anticipate that spending on R&D will also be higher in absolute dollars as we expand our research and development and product management teams.

General and administrative expenses

General and administrative expenses consist primarily of personnel and related costs associated with administrative functions of the business including finance, human resources and internal information system support, as well as legal, accounting and other professional fees. We expect that, in the future, general and administrative expenses will increase in absolute dollars as we invest in our infrastructure and we incur additional employee-related costs and professional fees related to the growth of our business and international expansion.

Foreign exchange

Our presentation and functional currency is U.S. dollars with the exception of our subsidiaries in, South Korea (South Korean Won), Japan (Japanese Yen) and the Netherlands (Euro). We derive most of our revenue in U.S. dollars. Our head office and a significant portion of our employees are located in Ottawa, Canada, and as such approximately a third of our expenses are incurred in Canadian dollars.

Results of Operations

The following table sets forth a summary of our results of operations for the three and nine months ended December 31, 2016 and 2015:

	Three months ended December 31		Years ended December 31		
	2016	2015	2016	2015	2014
	(In thousands of U.S. dollars, except earnings (loss) per share)				
Statement of Operations					
Revenue.....	\$ 30,264	\$ 24,191	\$ 115,951	\$ 91,271	\$ 70,054
Cost of revenue.....	9,493	6,789	35,777	25,743	20,745
Gross profit.....	20,771	17,402	80,174	65,528	49,309
Operating expenses.....	17,031	11,984	62,280	41,721	37,039
	3,740	5,418	17,894	23,807	12,270
Loss due to change in fair value of redeemable preferred shares	-	-	-	-	(6,760)
Foreign exchange loss	(223)	(18)	(198)	(1,041)	(599)
Net finance income (expense)	78	32	307	128	(490)
Profit before income taxes.....	3,595	5,432	18,003	22,894	4,421
Income tax expense	1,884	4,146	7,258	10,216	4,642
Profit (Loss).....	\$ 1,711	\$ 1,286	\$ 10,745	\$ 12,678	\$ (221)
Adjusted profit ⁽¹⁾	\$ 3,661	\$ 2,515	\$ 18,885	\$ 17,130	\$ 9,197
Adjusted EBITDA ⁽¹⁾	\$ 6,438	\$ 7,146	\$ 28,528	\$ 29,985	\$ 16,079
Basic earnings (loss) per share	\$ 0.07	\$ 0.05	\$ 0.44	\$ 0.53	\$ (0.01)
Diluted earnings (loss) per share	\$ 0.07	\$ 0.05	\$ 0.41	\$ 0.50	\$ (0.01)
Adjusted diluted earnings per share ⁽¹⁾	\$ 0.14	\$ 0.10	\$ 0.73	\$ 0.67	\$ 0.41

	As at		
	December 31, 2016	December 31, 2015	December 31, 2014
	(In thousands of U.S. dollars)		
Total assets	\$ 168,292	\$ 128,096	\$ 91,209
Deferred revenue	68,656	54,633	37,518
Other non-current liabilities.....	1,430	1,065	109

Note:

- (1) Adjusted profit, Adjusted EBITDA and Adjusted diluted earnings per share are non-IFRS measures. See "Non-IFRS Measures". For a reconciliation of these measures to the closest IFRS measure, where a comparable IFRS measure exists, see "Reconciliation of Non-IFRS Measures" below.

Reconciliation of Non-IFRS Measures
Adjusted profit and Adjusted diluted earnings per share

Adjusted profit represents profit adjusted to exclude our equity compensation plans. Adjusted diluted earnings per share represents diluted earnings per share using Adjusted profit. We use Adjusted profit and Adjusted diluted earnings per share to measure our performance as these measures better align with our results and improve comparability against our peers.

Adjusted EBITDA

Adjusted EBITDA represents profit adjusted to exclude our equity compensation plans, income tax expense, depreciation, foreign exchange loss (gain) and net financing (income) expense. We use Adjusted EBITDA to provide readers with a supplemental measure of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures.

We believe that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of issuers. Management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess our ability to meet our capital expenditure and working capital requirements.

We have reconciled Adjusted profit and Adjusted EBITDA to the most comparable IFRS financial measure as follows:

	Three months ended December 31,		Years ended December 31		
	2016	2015	2016	2015	2014
	(In thousands of U.S. dollars)				
Profit (Loss)	\$ 1,711	\$ 1,286	\$ 10,745	\$ 12,678	\$ (221)
Loss due to change in fair value of redeemable preferred shares	–	–	–	–	6,760
Share-based compensation	1,950	1,229	8,140	4,452	2,658
	<u>1,950</u>	<u>1,229</u>	<u>8,140</u>	<u>4,452</u>	<u>9,418</u>
Adjusted profit	\$ 3,661	\$ 2,515	\$ 18,885	\$ 17,130	\$ 9,197
Income tax expense	1,884	4,146	7,258	10,216	4,642
Depreciation	748	499	2,494	1,726	1,151
Foreign exchange loss	223	18	198	1,041	599
Net finance (income) expense	(78)	(32)	(307)	(128)	490
	<u>2,777</u>	<u>4,631</u>	<u>9,643</u>	<u>12,855</u>	<u>6,882</u>
Adjusted EBITDA	\$ 6,438	\$ 7,146	\$ 28,528	\$ 29,985	\$ 16,079
Adjusted EBITDA as a percentage of revenue	21%	30%	25%	33%	23%

Revenue

The following table displays the breakdown of our revenue according to revenue type:

	Three months ended December 31,		2015 to 2016	Years ended December 31,		2015 to 2016
	2016	2015	%	2016	2015	%
(In thousands of U.S. dollars, except percentages)						
Revenue						
Subscription.....	\$ 22,660	\$ 16,963	34%	\$ 81,838	\$ 65,199	26%
Professional services	7,355	6,977	5%	33,115	25,002	32%
Maintenance & Support	249	251	(1%)	998	1,070	(7%)
Total revenue	30,264	24,191	25%	115,951	91,271	27%

Total revenue for the fourth quarter of 2016 was \$30.3 million or an increase of 25% compared to the same period in 2015. For fiscal 2016, total revenue was \$116.0 million compared to \$91.3 million for the same period in 2015, representing an increase of 27%.

Subscription Revenue

Subscription revenue for the three months ended December 31, 2016 was \$22.7 million, up from \$17.0 million for the same period in 2015, for an increase of 34% or \$5.7 million. For fiscal 2016, subscription revenue was \$81.8 million or 26% higher than the same period in 2015. The increase was driven by contracts secured with new customers in the last twelve months, as well as expansion of existing customer subscriptions.

Professional services revenue

Professional services revenue varies quarter to quarter due to the size, timing and scheduling of customer engagements and the level of partner engagement. Professional services revenue for the fourth quarter of 2016 increased \$0.4 million or 5% to \$7.4 million from \$7.0 million for the same period in 2015. For the year ended December 31 2016, professional services revenue was \$33.1 million compared to \$25.0 million for the same period in 2015, representing an increase of 32%. Professional services revenue growth was driven primarily by deployment projects for new customers acquired in fiscal 2015 and 2016 as well as supporting the expansion of existing customer configurations.

Maintenance & support revenue

Maintenance & support revenue for the three months ended December 31, 2016 was \$0.2 million, down from \$0.3 million for the same period in 2015. For fiscal 2016, maintenance & support revenue was \$1.0 million compared to \$1.1 million for the same period in 2015, representing a decrease of 7%. We expect to see a decrease over time in support revenue from contracts with legacy customers with perpetual licenses as customers convert to subscription contracts or choose to let their support contracts lapse.

Cost of Revenue

	Three months ended December 31,		2015 to 2016	Years ended December 31		2015 to 2016
	2016	2015	%	2016	2015	%
(In thousands of U.S. dollars, except percentages)						
Cost of revenue	\$ 9,493	\$ 6,789	40%	\$ 35,777	\$ 25,743	39%
Gross profit	20,771	17,402	19%	80,174	65,528	22%
As a percentage of revenue	69%	72%		69%	72%	

Cost of revenue for the fourth quarter of 2016 increased \$2.7 million, or 40%, to \$9.5 million from \$6.8 million for the same period in 2015. For fiscal 2016, cost of revenue increased 39% to \$35.8 million from \$25.7 million for the same period in 2015. The increase in costs was due to an increase in headcount related compensation costs which was driven by our customer growth. An increase in professional services activities also drove an increase in costs associated with the use of third party providers to support these engagements as well as an increase in travel costs and billable expenses compared to the same periods in 2015. Higher depreciation and operating costs associated with the expansion of data center capacity to support new and ongoing customer engagements were also incurred for the fourth quarter and fiscal 2016 compared to the same periods in 2015. Cost of revenue also reflects costs associated with the commencement of the Korea datacenters and operations.

Gross profit for the three months and year ended December 31, 2016 was \$20.8 million and \$80.2 million respectively compared to \$17.4 million and \$65.5 million for the same periods in 2015. Gross profit as a percentage of revenue for both the three months and the year ended December 31, 2016 decreased to 69% from 72% for the same periods of 2015. The percentage decrease was due to the increase in cost of revenue during the period from investments in additional headcount, the use of third party providers and the expansion of datacenter capability compared to the same periods in 2015.

Selling and Marketing Expenses

	Three months ended December 31,		2015 to 2016	Years ended December 31		2015 to 2016
	2016	2015	%	2016	2015	%
(In thousands of U.S. dollars, except percentages)						
Selling and marketing	\$ 8,503	\$ 6,175	38%	\$ 30,350	\$ 18,264	66%
As a percentage of revenue	28%	26%		26%	20%	

Selling and marketing expenses for the fourth quarter of 2016 increased \$2.3 million, or 38%, to \$8.5 million from \$6.2 million for the fourth quarter of 2015. For the year ended December 31, 2016 selling and marketing expenses increased \$12.1 million or 66%, to \$30.4 million from \$18.3 million for the same period in 2015. A significant component of selling and marketing expenses is variable compensation related to the closure of new customer arrangements and expansion of existing customer accounts. Our policy is to fully expense sales costs related to this business growth upon commencement of the related revenue. The increase in selling and marketing costs, for the current quarter and year-to-date, are primarily due to increased sales compensation and commission expenses relating to contracts secured with new customers closed in the second half of 2016. Selling and marketing expenses also increased due to our strategic partner investments as well as higher headcount-related compensation to support our investment in our knowledge services and customer success organizations. Higher marketing program costs were also incurred in the fourth quarter of 2016 compared to the same period in 2015 due to the continued success and growing attendance at our annual user conference. As a percentage of revenue, selling and marketing expenses increased by 2% to 28% in the fourth quarter of 2016 and increased by 6% to 26% for the year ended December 31, 2016, reflecting the higher growth in costs in the period. Selling and marketing expenses will vary from quarter to quarter due to the timing of marketing programs and events and the timing of closing customer contracts and related variable compensation.

Research and Development Expenses

	Three months ended December 31,		2015 to 2016	Years ended December 31		2015 to 2016
	2016	2015	%	2016	2015	%
(In thousands of U.S. dollars, except percentages)						
Research and development - gross.....	\$ 5,866	\$ 4,280	37%	\$ 22,116	\$ 16,786	32%
Less: Investment tax credits.....	(371)	(585)	(37%)	(1,464)	(1,589)	(8%)
Research and development	5,495	3,695	49%	20,652	15,197	36%
As a percentage of revenue						
Gross.....	19%	18%		19%	18%	
Net	18%	15%		18%	17%	

Gross research and development expenses for the fourth quarter of 2016 increased \$1.6 million to \$5.9 million or 37%, and for the year ended December 31, 2016 increased \$5.3 million to \$22.1 million, or 32%, compared to the same periods in 2015. The increase in research and development expenses was due to an increase in headcount and related compensation costs. The investment in headcount was made to support ongoing programs to develop the RapidResponse product and solution offering for new and existing customers. For the fourth quarter of 2016, investment tax credits earned on research and development activity in Canada decreased \$0.2 million, or 37%, to \$0.4 million from \$0.6 million for the same period in 2015. For the year ended December 31, 2016, investment tax credits earned decreased \$0.1 million, or 8%, to \$1.5 million from \$1.6 million for the fourth quarter of 2015. The investment tax credits earned reflect the foreign exchange impact of credits denominated in Canadian dollars and a decrease in the tax credit rate. As a percentage of revenues, gross research and development expenses were 19% for both the fourth quarter and the year to date of 2016 compared to 18% for the same periods in 2015, reflecting the lower growth in revenue in the current period. Net research and development as a percentage of revenue for both the fourth quarter and fiscal 2016 were 18% compared to 15% and 17% for the same periods in 2015. This was due to higher product development expenses compared to the same period in the previous year.

General and Administrative Expenses

	Three months ended December 31,		2015 to 2016	Years ended December 31		2015 to 2016
	2016	2015	%	2016	2015	%
(In thousands of U.S. dollars, except percentages)						
General and administrative	\$ 3,033	\$ 2,114	43%	\$ 11,278	\$ 8,260	37%
As a percentage of revenue	10%	9%		10%	9%	

For the fourth quarter of 2016, general and administrative expenses increased \$0.9 million, or 43%, to \$3.0 million from \$2.1 million for the same period in 2015. For the year ended December 31, 2016, general and administrative expenses increased \$3.0 million, or 37%, to \$11.3 million from \$8.3 million for the same period in 2015. The increase was primarily due to an increase in share-based payments. As a percentage of revenue, general and administrative expenses were 10% for both the fourth quarter and the year to date of 2016 compared to 9% for the same periods in 2015, reflecting the growth in share-based payments.

Other Income and Expense

The following table provides a breakdown of other income and expense by type:

	Three months ended December 31,		2015 to 2016	Years ended December 31		2015 to 2016
	2016	2015	%	2016	2015	%
(In thousands of U.S. dollars, except percentages)						
Other income (expense)						
Foreign exchange loss	\$ (223)	\$ (18)	— ⁽¹⁾	\$ (198)	\$ (1,041)	(81%)
Finance income	78	32	144%	307	128	140%
Total other income (expense).....	(145)	14	— ⁽¹⁾	109	(913)	— ⁽¹⁾

Note:

- (1) The percentage change has been excluded as it is not meaningful.

For the three months ended December 31, 2016, total other expense was \$0.1 million compared to a nominal amount for the fourth quarter of 2015. This is due to foreign exchange losses incurred in 2016 from the revaluation of Canadian dollar denominated assets against a strengthening U.S. dollar. This was partially offset by interest income earned on an increased cash position during the year. For the year ended December 31, 2016 total other income was \$0.1 million compared to a total other expense of \$0.9 million for the same period in 2015. The decrease is due to foreign exchange losses incurred in fiscal year 2015 due to the revaluation of Canadian dollar denominated assets against a weakening U.S. dollar net of an increase in interest income due to the increased cash position.

Income Taxes

	Three months ended December 31,		2015 to 2016	Years ended December 31		2015 to 2016
	2016	2015	%	2016	2015	%
(In thousands of U.S. dollars, except percentages)						
Income tax expense						
Current	\$ 1,573	\$ 3,143	(50%)	\$ 7,088	\$ 3,487	103%
Deferred	311	1,003	(69%)	170	6,729	(97%)
Total income tax expense	1,884	4,146	(55%)	7,258	10,216	(29%)

For the three months and year ended December 31, 2016, income tax expense of \$1.9 million and \$7.3 million was recognized compared to \$4.1 million and \$10.2 million for the same periods in 2015. The decrease in income tax expense for fiscal 2016 compared to 2015 was due to lower profit before income taxes as well as the inclusion in 2015 of taxable foreign exchange gains that were included in Canadian taxable income realized upon the revaluation of U.S. dollar denominated monetary assets to the Canadian dollar. As a percentage of profit before income taxes, income tax expense for the year ended December 31, 2016 was 41% compared to 45% for the year ended December 31, 2015. The decrease was due to the taxable foreign exchange gains in 2015. The percentage of profit before income taxes is higher than the statutory income tax rates in Canada due primarily to share-based payments expense incurred which is not deductible for income tax purposes in Canada.

Profit

	Three months ended December 31,		2015 to 2016	Years ended December 31		2015 to 2016
	2016	2015	%	2016	2015	%
	(In thousands of U.S. dollars, except percentages)					
Profit	\$ 1,711	\$ 1,286	33%	\$ 10,745	\$ 12,678	(15%)
Adjusted profit ⁽¹⁾	3,661	2,515	46%	18,885	17,130	10%
Adjusted EBITDA ⁽¹⁾	6,438	7,146	(10%)	28,528	29,985	(5%)
Basic earnings per share	0.07	0.05		0.44	0.53	
Diluted earnings per share	0.07	0.05		0.41	0.50	
Adjusted diluted earnings per share ⁽¹⁾	0.14	0.10		0.73	0.67	

Note:

- (1) Adjusted profit, Adjusted EBITDA and Adjusted diluted earnings per share are non-IFRS measures. See “*Non-IFRS Measures*”. For a reconciliation of these measures to the closest IFRS measure, where a comparable IFRS measure exists, see “*Reconciliation of Non-IFRS Measures*” above.

Profit for the three months ended December 31, 2016 increased \$0.4 million to \$1.7 million or \$0.07 per basic and diluted share, from \$1.3 million or \$0.05 per basic and diluted share for the same period in 2015. For the year ended December 31, 2016, profit decreased \$2.0 million to \$10.7 million or \$0.44 per basic share and \$0.41 per diluted share from \$12.7 million or \$0.53 per basic and \$0.50 per diluted share in the same period in 2015. The decrease in profit was driven primarily by our increased sales and marketing costs, our investment in research and development and an increase in share-based payments. For the three months and year ended December 31, 2016, Adjusted EBITDA decreased \$0.7 million and \$1.5 million to \$6.4 million and \$28.5 million respectively from \$7.1 million and \$30.0 million for the same periods in 2015 due to a decrease in profit driven by an increase in sales and marketing and product development costs.

Key Balance Sheet Items

	As at December 31, 2016	As at December 31, 2015
	(In thousands of U.S. dollars)	
Total assets	\$ 168,292	\$ 128,096
Total liabilities	80,581	62,492

An analysis of the key balance sheet items driving the change in total assets and liabilities is as follows:

Trade and other receivables

	As at December 31, 2016	As at December 31, 2015
	(In thousands of U.S. dollars)	
Trade and other receivables	\$ 23,820	\$ 15,833

Trade and other receivables were \$23.8 million at December 31, 2016, an increase of \$8.0 million compared to \$15.8 million at December 31, 2015. The change in trade and other receivables was due to contracts secured with new customers and expansion of existing customer subscriptions. The change is also due to timing of billings and collections on receivables, which can have a significant impact on the balance at any point in time due to the timing of the annual subscription billing cycle for each customer and when new customer contracts are secured. The aging of trade receivables is generally current. We recorded an allowance for doubtful account of \$0.2 million as at December 31, 2016.

Investment tax credits

	As at December 31, 2016	As at December 31, 2015
	(In thousands of U.S. dollars)	
Investment tax credits receivable	\$ 1,583	\$ 1,532
Investment tax credits recoverable	755	2,083

Investment tax credits receivable of \$1.6 million at December 31, 2016 were \$0.1 million higher compared to \$1.5 million at December 31, 2015. The increase is due to foreign exchange gains on the refundable investment tax credits denominated in Canadian dollars revalued against a weakening U.S. dollar. The investment tax credits receivable relate to refundable tax credits filed for the 2013 tax year and the 2014 tax period prior to our initial public offering that remain outstanding. Investment tax credits recoverable are the non-refundable portion of investment tax credits earned. The balance decreased \$1.3 million to \$0.8 million at December 31, 2016 from \$2.1 million at December 31, 2015 due to utilization of investment tax credits against current income taxes payable. This decrease was partially offset by estimated non-refundable credits earned in fiscal 2016.

Deferred revenue

	As at December 31, 2016	As at December 31, 2015
	(In thousands of U.S. dollars)	
Current	\$ 55,458	\$ 40,442
Non-current	13,198	14,191
	<u>68,656</u>	<u>54,633</u>

Deferred revenue at December 31, 2016 was \$68.7 million, an increase of \$14.1 million compared to \$54.6 million at December 31, 2015. We generally bill our customers annually in advance for subscriptions resulting in the amount billed being initially recorded as deferred revenue and drawn down to revenue over the term. Deferred revenue increased due to contracts secured with new customers and expansion of existing customer subscriptions. Deferred revenue also varies depending upon the timing of billings for existing and new customer contracts. Deferred revenue relating to subscription term periods beyond one year totaled \$13.2 million at December 31, 2016 compared to \$14.2 million at December 31, 2015.

Summary of Quarterly Results

The following table summarizes selected results for the eight most recent completed quarters to December 31, 2016.

	Three months ended							
	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
Revenue:								
Subscription.....	\$ 22,660	\$ 20,753	\$ 19,935	\$ 18,490	\$ 16,963	\$ 16,544	\$ 16,284	\$ 15,408
Professional services.....	7,355	8,918	8,538	8,304	6,977	6,870	7,137	4,018
Maintenance & support	249	250	261	238	251	251	283	285
	30,264	29,921	28,734	27,032	24,191	23,665	23,704	19,711
Cost of revenue	9,493	9,466	8,713	8,105	6,789	6,862	6,287	5,805
Gross profit	20,771	20,455	20,021	18,927	17,402	16,803	17,417	13,906
Operating expenses	17,031	16,386	15,142	13,721	11,984	10,402	9,677	9,658
	3,740	4,069	4,879	5,206	5,418	6,401	7,740	4,248
Foreign exchange gain (loss).....	(223)	(53)	(188)	266	(18)	(497)	(47)	(479)
Net finance income (expense).....	78	96	59	74	32	30	42	24
Profit before income taxes.....	3,595	4,112	4,750	5,546	5,432	5,934	7,735	3,793
Income tax expense.....	1,884	1,687	1,510	2,177	4,146	2,128	2,537	1,405
Profit	\$ 1,711	\$ 2,425	\$ 3,240	\$ 3,369	\$ 1,286	\$ 3,806	\$ 5,198	\$ 2,388
Share-based compensation	1,950	2,060	1,850	2,280	1,229	1,176	1,083	964
Adjusted profit ⁽¹⁾	\$ 3,661	\$ 4,485	\$ 5,090	\$ 5,649	\$ 2,515	\$ 4,982	\$ 6,281	\$ 3,352
Income tax expense.....	1,884	1,687	1,510	2,177	4,146	2,128	2,537	1,405
Depreciation.....	748	683	543	520	499	461	412	354
Foreign exchange (gain) loss.....	223	53	188	(266)	18	497	47	479
Net finance (income) expense	(78)	(96)	(59)	(74)	(32)	(30)	(42)	(24)
	2,777	2,327	2,182	2,357	4,631	3,056	2,954	2,214
Adjusted EBITDA ⁽¹⁾	\$ 6,438	\$ 6,812	\$ 7,272	\$ 8,006	\$ 7,146	\$ 8,038	\$ 9,235	\$ 5,566
Basic earnings per share.....	\$ 0.07	\$ 0.13	\$ 0.14	\$ 0.05	\$ 0.16	\$ 0.22	\$ 0.10	\$ 0.02
Diluted earnings per share.....	\$ 0.07	\$ 0.13	\$ 0.13	\$ 0.05	\$ 0.15	\$ 0.20	\$ 0.10	\$ 0.02
Adjusted diluted earnings per share ⁽¹⁾	\$ 0.14	\$ 0.20	\$ 0.22	\$ 0.10	\$ 0.20	\$ 0.25	\$ 0.13	\$ 0.06

Note:

- (1) Adjusted profit, Adjusted EBITDA and Adjusted diluted earnings per share are non-IFRS measures. See “Non-IFRS Measures”. For a reconciliation of these measures to the closest IFRS measure, where a comparable IFRS measure exists, see “Reconciliation of Non-IFRS Measures” above.

Subscription revenue has increased steadily over the last eight quarters due to acquisition of new customers and expansion of existing customers. Professional services revenue varies quarter to quarter due to the size, timing and scheduling of customer engagements. Maintenance & support revenue has declined over the quarters due to support contracts with legacy customers with perpetual licenses that have lapsed and the migration of customers to a subscription model. Cost of revenue has increased as we continue to invest in the capacity to support the growth in our business with gross margin ranging from 68% to 73% of revenue. Operating expenses have increased as we invest in sales, marketing, and product development. In addition to increased investment, our quarterly operating expenses are impacted by timing of sales commissions and marketing events. As a significant component of our operating expenses are denominated in Canadian dollars, fluctuations in the foreign exchange rate with the U.S. dollar have had a positive impact on operating expenses and quarterly profit since fiscal 2015.

Liquidity and Capital Resources

Our primary source of cash flow is sales of subscriptions for our software and sales of services. Our approach to managing liquidity is to ensure, to the extent possible, that we always have sufficient liquidity to meet our liabilities as they come due. We do so by continuously monitoring cash flow and actual operating expenses compared to budget.

	As at December 31, 2016	As at December 31, 2015
	(In thousands of U.S. dollars)	
Cash and cash equivalents.....	\$ 127,910	\$ 99,390

Cash and cash equivalents increased \$28.5 million to \$127.9 million at December 31, 2016, from \$99.4 million at December 31, 2015.

In addition to the cash balances, we have a Cdn. \$20.0 million revolving demand facility available to be drawn to meet ongoing working capital requirements. Our principal cash requirements are for working capital and capital expenditures. Excluding deferred revenue, working capital at December 31, 2016 was \$146.9 million. Given the ongoing cash generated from operations and our existing cash and credit facilities, we believe there is sufficient liquidity to meet our planned growth and current financial obligations of \$19.0 million.

The following table provides a summary of cash inflows and outflows by activity:

	Three months ended December 31,		Years ended December 31	
	2016	2015	2016	2015
	(In thousands of U.S. dollars)		(In thousands of U.S. dollars)	
Cash Inflow (Outflows) by activity				
Operating activities.....	\$ 17,089	\$ 8,522	\$ 31,126	\$ 45,248
Investing activities.....	(669)	(573)	(5,794)	(4,334)
Financing activities.....	300	868	3,267	1,858
Effects of exchange rates	(471)	(53)	(79)	(107)
Net cash inflows (outflows).....	16,249	8,764	28,520	42,665

Cash provided by operating activities

Cash provided by operating activities for the three months ended December 31, 2016 was \$17.1 million, up from \$8.5 million generated for the same period in 2015. The increase was due to a decrease in accounts receivable coupled with an increase in deferred revenue. These were partially offset by an increase in share-based payments, depreciation and income tax expense. For fiscal 2016, cash generated by operating activities was \$31.1 million compared to \$45.2 million for the same period in 2015. The decrease in cash provided by operating activities of \$13.8 million was due primarily to the receipt of a prepayment of an approximately \$20.0 million multi-year subscription arrangement in the first quarter of 2015, lower profit and higher income taxes paid for the year ended December 31, 2016 compared to the same period in 2015. This was partially offset by an increase in depreciation and share-based payments.

Cash used in investing activities

Cash used in investing activities is driven by purchases of property and equipment primarily related to computer equipment for use in our hosting facilities and to support research and development requirements and leasehold improvements. Cash used in the purchase of property and equipment for the three months ended December 31, 2016 was \$0.7 million, an increase of \$0.1 million from \$0.6 million in 2015. For the year ended December 31, 2016, cash used in the purchase of property and equipment was \$5.8 million, an increase of \$1.5 million from \$4.3 million in 2015. Purchases will fluctuate from period over period due to timing but we expect to continue to invest in

additional property and equipment to support the growth in our customer base and to take advantage of new and advanced technology.

Cash provided by financing activities

Cash provided by financing activities was \$0.3 million and \$3.3 million for the three months and year ended December 31, 2016, respectively, compared to \$0.9 million and \$1.9 million for the same periods in 2015. These amounts represent proceeds received upon exercise of stock options.

Revolving Credit Facility and Term Loan

We have a Cdn. \$20.0 million revolving demand credit facility (the “**Revolving Facility**”). As of December 31, 2016, and as of the date of this MD&A, no amounts had been drawn against the Revolving Facility.

The interest rate on the Revolving Facility is RBC U.S. prime plus 0.50% per annum for U.S. dollar denominated amounts and RBC U.S. base rate plus 0.50% per annum for Canadian dollar denominated amounts. In the event our aggregate borrowings under the Revolving Facility exceed Cdn. \$2.5 million a borrowing limit applies that is based principally on our accounts receivable.

Contractual Obligations

Our operating lease commitments are primarily for office premises and secure data center facilities with expiry dates that range from March 2017 to May 2023. The majority of the lease commitments relate to our head office in Ottawa, Canada, the lease of which expires in May 2023. Given the ongoing cash generated from operations and our existing cash and credit facilities, we believe there is sufficient liquidity to meet our contractual obligations.

The following table summarizes our contractual obligations as at December 31, 2016, including commitments relating to leasing contracts:

	Less than 1 year	1 to 3 years	4 to 5 years	More than 5 years	Total amount
	(In thousands of U.S. dollars)				
Commitments					
Operating lease agreements	\$ 1,902	\$ 3,637	\$ 2,424	\$ 501	\$ 8,464
Financial Obligations					
Trade payables and accrued liabilities	10,496		–	–	10,496
Total Contractual Obligations	<u>\$ 12,398</u>	<u>\$ 3,637</u>	<u>\$ 2,424</u>	<u>\$ 501</u>	<u>\$ 18,960</u>

The following table summarizes our contractual obligations as at December 31, 2015, including commitments relating to leasing contracts:

	Less than 1 year	1 to 3 years	4 to 5 years	More than 5 years	Total amount
	(In thousands of U.S. dollars)				
Commitments					
Operating lease agreements	\$ 1,462	\$ 3,157	\$ 1,940	\$ 1,374	\$ 7,933
Financial Obligations					
Trade payables and accrued liabilities	6,794		–	–	6,794
Total Contractual Obligations	<u>\$ 8,256</u>	<u>\$ 3,157</u>	<u>\$ 1,940</u>	<u>\$ 1,374</u>	<u>\$ 14,727</u>

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements, other than operating leases (which have been disclosed under “*Liquidity and Capital Resources - Contractual Obligations*”), that have, or are likely to have, a current or future material effect on our consolidated financial position, financial performance, liquidity, capital expenditures or capital resources.

Transactions with Related Parties

We did not have any transactions during the three months and years ended December 31, 2016 and 2015 that would be considered to be between the Company and a related party.

Financial Instruments and Other Instruments

We recognize financial assets and liabilities when we become party to the contractual provisions of the instrument. On initial recognition, financial assets and liabilities are measured at fair value plus transaction costs directly attributable to the financial assets and liabilities, except for financial assets or liabilities at fair value through profit and loss, whereby the transactions costs are expensed as incurred.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Our credit risk is primarily attributable to trade and other receivables.

The nature of our subscription based business results in payments being received in advance of the majority of the services being delivered; as a result, our credit risk exposure is low. As the majority of our revenues are earned over a period of time, the potential impact on our operating results is low as any uncollectible amounts would affect trade and other receivables and deferred revenue.

Currency risk

A portion of our revenues and operating costs are realized in currencies other than our functional currency, such as the Canadian dollar, Euros, the Hong Kong dollar, South Korean Won and Japanese Yen. As a result, we are exposed to currency risk on these transactions. Also, additional earnings volatility arises from the translation of monetary assets and liabilities, investment tax credits recoverable and deferred tax assets and liabilities denominated in foreign currencies at the rate of exchange on each date of our consolidated statements of financial position; the impact of which is reported as a foreign exchange gain or loss or as income tax expense for deferred tax assets and liabilities.

Our objective in managing our currency risk is to minimize exposure to currencies other than our functional currency. We do not engage in hedging activities. We manage currency risk by matching foreign denominated assets with foreign denominated liabilities.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. We believe that interest rate risk is low for our financial assets as the majority of investments are made in fixed rate instruments. We do have interest rate risk related to our credit facilities. The rates on our Revolving Facility are variable to bank prime rate.

Capital management

Our capital is composed of shareholders' equity which includes our common shares. Our objective in managing our capital is financial stability and sufficient liquidity to increase shareholder value through organic growth and investment in sales, marketing and product development. Our senior management team is responsible for managing the capital through regular review of financial information to ensure sufficient resources are available to meet operating requirements and investments to support our growth strategy. The Board of Directors is responsible for overseeing this process. In order to maintain or adjust our capital structure, we could issue new shares, repurchase shares, approve special dividends or issue debt.

Critical Accounting Policies and Estimates*Revenue*

We derive revenue from subscriptions for our product comprised of our hosted SaaS application and fixed term subscription licenses of our software products ("**On-premise licenses**"). In addition, we derive revenue from the provision of professional services including implementation services, technical services and training and, to a lesser

degree, from maintenance and support services provided to customers with legacy perpetual licenses to our software products. Professional services do not include significant customization to, or development of, the software.

We commence revenue recognition when all of the following conditions are met:

- it is probable that the economic benefits of the transaction will flow to the entity;
- the amount of revenue can be measured reliably; and
- the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

We provide our SaaS, On-premise licenses and professional services on a stand-alone basis or as part of a multiple element arrangement. Stand-alone sales occur through renewals of the SaaS or On-premise license and stand-alone purchases of the same or similar professional services on an ongoing basis by customers. When sold in a multiple element arrangement, the SaaS or On-premise license and the professional services elements are considered separate units of accounting as they have stand-alone value to the customer. The total consideration for the arrangement is allocated to the separate units of accounting based on their relative fair value and the revenue is recognized for each unit when the requirements for revenue recognition have been met. We determine the fair value of each unit of accounting based on the selling price when they are sold separately. When the fair value cannot be determined based on when it was sold, we determine a value that most reasonably reflects the selling price that might be achieved in a stand-alone transaction. Inputs considered in making this determination include the specific parameters and model used in determining the contract price, contracted renewal rates, the history of pricing, renewals and stand-alone sales activity of similar customers.

Subscription revenue related to the provision of SaaS or On-premise term licenses is recognized ratably over the contract term as the service or access to the software is delivered. The contract term begins when the service is made available or the license is delivered to the customer.

We enter into arrangements for professional services primarily on a time and materials basis. Revenue for professional services entered into on a time and material basis is recognized as the services are performed. In certain circumstances, the Company enters into arrangements for professional services on a fixed price basis. Revenue for fixed price arrangements is recognized by reference to the stage of completion of the contract, taking into consideration the cost incurred to date in relation to the total expected cost to complete the deliverable. If the estimated cost to complete a contract results in a loss on the contract, the loss is recognized immediately in profit or loss.

Maintenance and support services provided to customers with legacy perpetual licenses are sold as a single element arrangement with one unit of accounting. Revenue for these arrangements is recognized ratably over the term of the maintenance contract.

Judgment is applied in determining the components of a multiple element revenue arrangement. In allocating the consideration received among the multiple elements of a revenue arrangement, we must make estimates as to the fair value of each individual element. The selling price of the element on a stand-alone basis is used to determine the fair value. Where stand-alone sales do not exist, various inputs are used to determine the fair value. Changes to these inputs may result in different estimates of fair value for an element and impact the allocation of consideration and timing of revenue recognition.

Income taxes

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date, in the countries where we operate and generate taxable income.

Deferred income tax assets and liabilities are recorded for the temporary differences between transactions that have been included in the financial statements or income tax returns. Deferred income taxes are provided for using the liability method. Under the liability method, deferred income taxes are recognized for all significant temporary differences between the tax and financial statement bases of assets and liabilities and for certain carry-forward items. Deferred income tax assets are recognized only to the extent that, in the opinion of management, it is probable that the deferred income tax assets will be realized.

The recognition of deferred tax assets requires that we assess future taxable income available to utilize deferred tax assets related to deductible or taxable temporary differences. We consider the nature and carry-forward period of deferred tax assets, our recent earnings history and forecast of future earnings in performing this assessment. The actual deferred tax assets realized may differ from the amount recorded due to factors having a negative impact on our operating results and lower future taxable income.

Investment tax credits recoverable

The recognition of investment tax credits recoverable requires that we assess future tax payable available to utilize the investment tax credits. We consider the carry-forward period of the investment tax credits, our recent earnings history and forecast of future earnings in performing this assessment. We determine the value of effort expended towards research and development projects that qualify for investment tax credits and calculate the estimated recoverable to be recognized. The allocation of direct salaries to qualifying projects is derived from time records and assessment by management. The actual investment tax credits claimed and realized may differ from the estimate based on the final tax returns and review by tax authorities.

Fair value of share-based payments

We use the Black-Scholes valuation model to determine the fair value of equity settled stock options. Estimates are required for inputs to this model including the fair value of the underlying shares, the expected life of the option, volatility, expected dividend yield and the risk-free interest rate. Variation in actual results for any of these inputs will result in a different value of the stock option realized from the original estimate.

Adoption of New Accounting Standards

Amendments to IAS 16 and IAS 38

In May 2014, the International Accounting Standards Board issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. These amendments prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. They also introduce a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset. The amendments explain that an expected future reduction in selling prices could be indicative of a reduction of the future economic benefits embodied in an asset. These amendments became effective for annual periods beginning on or after January 1, 2016. The adoption of these amendments did not have a material impact on the consolidated financial statements.

Other Amendments to IFRS standards

The following new or amended standards had no material impact on the Company's consolidated financial statements.

- IFRS 14 Regulatory Deferral Accounts
- Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)
- Agriculture: Bearer Plants (Amendments to IAS 16 and IAS 41)
- Equity Method in Separate Financial Statements (Amendments to IAS 27)
- Investments entities: Applying the Consolidation Exception (Amendment to IFRS 10, IFRS 12 and IAS 28)

Changes to standards and interpretations

IFRS 15: Revenue from Contracts with Customers ("IFRS 15")

In May 2014, the IASB issued IFRS 15, which provides a single, principles-based five-step model for revenue recognition to be applied to all customer contracts, and requires enhanced disclosures. The standard also provides guidance relating to recognition of customer acquisition costs. In April 2016, the IASB issued Clarifications to IFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as

licensing application guidance. This standard will be effective January 1, 2018 and allows early adoption. We do not intend to adopt this standard early. We are currently evaluating the impact of adopting this standard and accordingly cannot yet reasonably estimate its effect on the consolidated financial statements.

Amendments to IFRS 2: Share-based Payments (“IFRS 2”)

In June 2016, the IASB issued amendments to IFRS 2. The amendments, which were developed through the IFRS Interpretations Committee, provide requirements for accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments. They also provide guidance on the accounting for share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. These amendments are to be applied prospectively for annual periods beginning on or after January 1, 2018. Early adoption is allowed and specific transitional provisions apply. We do not intend to adopt these amendments early. We are currently evaluating the impact of adopting these amendments and accordingly cannot yet reasonably estimate their effect on the consolidated financial statements.

Amendments to IAS 12 Income Taxes (“IAS 12”)

In January 2016, the IASB issued amendments to IAS 12. The amendments clarify the accounting for deferred tax assets for unrealised losses on debt instruments measured at fair value. These amendments are to be applied retrospectively for annual periods beginning on or after January 1, 2017. Early adoption is allowed. We do not intend to adopt these amendments early. We are currently evaluating the impact of adopting these amendments and accordingly cannot yet reasonably estimate their effect on the consolidated financial statements.

Amendments to IAS 7 Statement of Cash Flows (“IAS 7”)

In January 2016, the IASB issued amendments to IAS 7. These amendments require entities to provide disclosures that help users of the financial statements to better understand changes in liabilities that arise from financing activities, including both changes arising from cash flow and non-cash changes. These amendments are to be applied prospectively for annual periods beginning on or after January 1, 2017. Early adoption is allowed. We do not intend to adopt these amendments early. We are currently evaluating the impact of adopting these amendments and accordingly cannot yet reasonably estimate their effect on the consolidated financial statements.

IFRS 16: Leases (“IFRS 16”)

In January 2016, the IASB issued IFRS 16, which specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset have a low value. Consistent with its predecessor, IAS 17, the new lease standard continues to require lessors to classify leases as operating or finance. IFRS 16 is to be applied retrospectively for annual periods beginning on or after January 1, 2019. Earlier application is permitted if IFRS 15 has also been applied. We do not intend to adopt this standard early. We are currently evaluating the impact of adopting this standard and accordingly cannot yet reasonably estimate its effect on the consolidated financial statements.

IFRS 9: Financial Instruments (“IFRS 9”)

In July 2014, the IASB issued the final version of IFRS 9, bringing together the classification and measurement, impairment and hedge accounting phases of the project to replace IAS 39, Financial Instruments: Recognition and Measurement. This standard simplifies the classification of a financial asset as either at amortized cost or at fair value as opposed to the multiple classifications, which were permitted under IAS 39. This standard also requires the use of a single impairment method as opposed to the multiple methods in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The standard also adds guidance on the classification and measurement of financial liabilities. IFRS 9 is to be applied retrospectively for annual periods beginning on or after January 1, 2018. Early application is permitted. We do not intend to adopt this standard early. We are currently evaluating the impact of adopting this standard and accordingly cannot yet reasonably estimate its effect on the consolidated financial statements.

Controls and Procedures

Disclosure Controls and Procedures

The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining our disclosure controls and procedures. We maintain a set of disclosure controls and procedures designed to provide reasonable assurance that information required to be publicly disclosed is recorded, processed, summarized and reported on a timely basis. Our CEO and CFO have evaluated the design and effectiveness of the Company's disclosure controls and procedures at the financial year end and based on the evaluation, our CEO and CFO have concluded that the disclosure controls and procedures are effective.

Internal Controls over Financial Reporting

Our internal controls over financial reporting ("ICFR") are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Our management is responsible for establishing and maintaining adequate ICFR. Management, including our CEO and CFO, does not expect that our ICFR will prevent or detect all errors and all fraud or will be effective under all future conditions. A control system is subject to inherent limitations and even those systems determined to be effective can provide only reasonable, but not absolute, assurance that the control objectives will be met with respect to financial statement preparation and presentation.

National Instrument 52-109 of the Canadian Securities Administrators requires our CEO and CFO to certify that they are responsible for establishing and maintaining ICFR and that those internal controls have been designed and are effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. Our CEO and CFO are also responsible for disclosing any changes to our internal controls during the most recent period that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Our management under the supervision of our CEO and CFO has evaluated the design of our ICFR based on the Internal Control – Integrated Framework issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission. As at December 31, 2016, management assessed the effectiveness of the Company's ICFR and concluded that such ICFR is effective and that there are no material weaknesses in the Company's ICFR that have been identified by management. Effective January 1, 2016, we changed our accounting system, and in order to accommodate the new system, certain of our internal controls and processes were updated. The changes did not have a material effect on, and are not reasonably likely to materially affect, our internal control over financial reporting.

Outstanding Share Information

As of December 31, 2016, our authorized capital consists of an unlimited number of common shares with no stated par value. Changes in the number of common shares, options, restricted share units and deferred share units outstanding for the year ended December 31, 2016 and as of February 28, 2017 are summarized as follows:

Class of Security	Number outstanding at December 31, 2015	Net issued	Number outstanding at December 31, 2016	Net issued	Number outstanding at February 28, 2017
	Common shares	24,420,004	520,110	24,940,114	109,650
Stock Options	2,571,206	(111,334)	2,459,872	(245,150)	2,214,722
Restricted Share Units	89,999	(19,271)	70,728	(16,197)	54,531
Deferred Share Units	9,000	12,668	21,668	-	21,668

Our outstanding common shares increased by 520,110 shares in 2016 due to 435,334 options exercised, the vesting of 77,859 restricted share units and 6,917 deferred share units.

Our outstanding stock options decreased by 111,334 options in 2016 due to the grant of 336,000 options less 435,334 options exercised and 12,000 options forfeited. Each option is exercisable for one common share.



Our outstanding restricted share units decreased by 19,271 in 2016 due to the grant of 58,588 restricted share units and the vesting of 77,859 such restricted share units which were settled by the issuance of common shares. Our outstanding deferred share units increased by 12,668 during fiscal 2016 due to the grant of 19,585 deferred share units less 6,917 deferred share units vested. Upon vesting, each restricted share unit and deferred share unit can be paid out or settled in cash, an equivalent number of common shares, or a combination thereof, as elected by the Compensation Committee of the Board of Directors.

Consolidated Financial Statements of

Kinaxis Inc.

Years ended December 31, 2016 and 2015



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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Kinaxis Inc.

We have audited the accompanying consolidated financial statements of Kinaxis Inc., which comprise the consolidated statements of financial position as at December 31, 2016 and December 31, 2015, the consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the years ended December 31, 2016, and December 2015, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

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

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

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



Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Kinaxis Inc. as at December 31, 2016 and December 31, 2015, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2016 and December 31, 2015 in accordance with International Financial Reporting Standards.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants
February 28, 2017
Ottawa, Canada

Kinaxis Inc.

Consolidated Statements of Financial Position

As at December 31

(Expressed in thousands of U.S. dollars)

	2016	2015
Assets		
Current assets:		
Cash and cash equivalents	\$ 127,910	\$ 99,390
Trade and other receivables (note 5)	23,820	15,833
Investment tax credits receivable (note 13)	1,583	1,532
Investment tax credits recoverable (note 13)	755	2,083
Prepaid expenses	3,333	1,906
	<u>157,401</u>	<u>120,744</u>
Non-current assets:		
Property and equipment (note 4)	10,652	7,352
Deferred tax assets (note 13)	239	–
	<u>\$ 168,292</u>	<u>\$ 128,096</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Trade payables and accrued liabilities (note 6)	\$ 10,495	\$ 6,794
Deferred revenue	55,458	40,442
	<u>65,953</u>	<u>47,236</u>
Non-current liabilities:		
Lease inducement	18	62
Deferred revenue	13,198	14,191
Deferred tax liability (note 13)	1,412	1,003
	<u>14,628</u>	<u>15,256</u>
Shareholders' equity		
Share capital (note 8)	97,164	90,808
Contributed surplus	13,924	8,873
Accumulated other comprehensive loss	(519)	(474)
Deficit	(22,858)	(33,603)
	<u>87,711</u>	<u>65,604</u>
Commitments (note 17)		
Contingencies (note 20)		
	<u>\$ 168,292</u>	<u>\$ 128,096</u>

See accompanying notes to consolidated financial statements.

On behalf of the Board of Directors:

(signed) Douglas Colbeth Director (signed) John (Ian) Giffen Director

Kinaxis Inc.

Consolidated Statements of Comprehensive Income

Years ended December 31

(Expressed in thousands of U.S. dollars, except share and per share data)

	2016	2015
Revenue (note 10)	\$ 115,951	\$ 91,271
Cost of revenue	35,777	25,743
Gross profit	80,174	65,528
Operating expenses:		
Selling and marketing	30,350	18,264
Research and development (note 11)	20,652	15,197
General and administrative	11,278	8,260
	62,280	41,721
	17,894	23,807
Other income (expense):		
Foreign exchange loss	(198)	(1,041)
Finance income	307	128
	109	(913)
Profit before income taxes	18,003	22,894
Income tax expense (note 13):		
Current	7,088	3,487
Deferred	170	6,729
	7,258	10,216
Profit	10,745	12,678
Other comprehensive loss:		
Items that are or may be reclassified subsequently to profit or loss:		
Foreign currency translation differences - foreign operations	(45)	(21)
Total comprehensive income	\$ 10,700	\$ 12,657
Basic earnings per share	\$ 0.44	\$ 0.53
Weighted average number of basic common shares (note 9)	24,654,369	23,953,609
Diluted earnings per share	0.41	0.50
Weighted average number of diluted common shares (note 9)	25,977,615	25,465,632

See accompanying notes to consolidated financial statements

Kinaxis Inc.

Consolidated Statements of Changes in Shareholders' Equity

Years ended December 31
(Expressed in thousands of U.S. dollars)

	Share capital	Contributed surplus	Accumulated other comprehensive loss	Deficit	Total equity
Balance, December 31, 2014	\$ 87,219	\$ 6,152	\$ (453)	\$ (46,281)	\$ 46,637
Profit	–	–	–	12,678	12,678
Other comprehensive loss	–	–	(21)	–	(21)
Total comprehensive income	–	–	(21)	12,678	12,657
Share options exercised	2,721	(863)	–	–	1,858
Restricted share units vested	868	(868)	–	–	–
Share-based payments	–	4,452	–	–	4,452
Total shareholder transactions	3,589	2,721	–	–	6,310
Balance, December 31, 2015	\$ 90,808	\$ 8,873	\$ (474)	\$ (33,603)	\$ 65,604
Profit	–	–	–	10,745	10,745
Other comprehensive loss	–	–	(45)	–	(45)
Total comprehensive income	–	–	(45)	10,745	10,700
Share options exercised	4,845	(1,578)	–	–	3,267
Restricted share units vested	1,360	(1,360)	–	–	–
Deferred share units vested	151	(151)	–	–	–
Share-based payments	–	8,140	–	–	8,140
Total shareholder transactions	6,356	5,051	–	–	11,407
Balance, December 31, 2016	\$ 97,164	\$ 13,924	\$ (519)	\$ (22,858)	\$ 87,711

See accompanying notes to consolidated financial statements

Kinaxis Inc.

Consolidated Statements of Cash Flows

Years ended December 31

(Expressed in thousands of U.S. dollars)

	2016	2015
Cash flows from operating activities:		
Profit	\$ 10,745	\$ 12,678
Items not affecting cash:		
Depreciation of property and equipment (note 4)	2,494	1,726
Share-based payments (note 8)	8,140	4,452
Amortization of lease inducement	(44)	(47)
Investment tax credits recoverable	1,328	1,008
Income tax expense (note 13)	7,258	10,216
Changes in operating assets and liabilities (note 14)	3,408	16,100
Income taxes paid	(2,203)	(885)
	31,126	45,248
Cash flows used in investing activities:		
Purchase of property and equipment (note 4)	(5,794)	(4,334)
Cash flows from financing activities:		
Common shares issued	3,267	1,858
Increase in cash and cash equivalents	28,599	42,772
Cash and cash equivalents, beginning of year	99,390	56,725
Effects of exchange rates on cash and cash equivalents	(79)	(107)
Cash and cash equivalents, end of the year	\$ 127,910	\$ 99,390

See accompanying notes to consolidated financial statements.

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

(Expressed in thousands of U.S. dollars, except share and per share amounts)

1. Corporate information:

Kinaxis Inc. ("Kinaxis" or the "Company") is incorporated under the Canada Business Corporations Act and domiciled in Ontario, Canada. The address of the Company's registered office is 700 Silver Seven Road, Ottawa, Ontario. The consolidated financial statements of the Company as at and for the years ended December 31, 2016 and 2015 comprise the Company and its subsidiaries.

Kinaxis is a leading provider of cloud-based subscription software that enables its customers to improve and accelerate analysis and decision-making across their supply chain operations. Kinaxis is a global enterprise with offices in Chicago, United States; Tokyo, Japan; Hong Kong, China; Eindhoven, The Netherlands; Seoul, South Korea; and Ottawa, Canada.

2. Basis of preparation:

(a) Statement of compliance:

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and include the accounts of Kinaxis Inc. and its five wholly-owned subsidiaries, Kinaxis Corp., Kinaxis Asia Limited, Kinaxis Japan K.K., Kinaxis Korea Limited and Kinaxis Europe B.V.

The consolidated financial statements were authorized for issue by the Board of Directors on February 28, 2017.

(b) Measurement basis:

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

(c) Presentation currency:

These consolidated financial statements are presented in United States dollars ("USD") which is the functional currency of the Company and its subsidiaries unless otherwise stated. Tabular amounts are presented in thousands of USD.

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

(Expressed in thousands of U.S. dollars, except share and per share amounts)

2. Basis of preparation (continued):

(d) Foreign currency:

Foreign currency transactions

The financial statements of the Company and its wholly-owned subsidiaries (excluding Kinaxis Japan K.K., Kinaxis Korea Limited and Kinaxis Europe B.V.), are measured using the United States dollar as the functional currency. Transactions in currencies other than the U.S. dollar are translated at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated to the functional currency at the rates prevailing at that date. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise. Non-monetary items carried at fair value that are denominated in foreign currencies are translated to the functional currency at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the rates at the date of the transaction.

Foreign operations

The consolidated financial statements also include the accounts of its wholly-owned subsidiaries Kinaxis Japan K.K., Kinaxis Korea Limited and Kinaxis Europe B.V., translated into U.S. dollars. The financial statements of Kinaxis Japan K.K. are measured using the Japanese Yen as its functional currency; the financial statements of Kinaxis Korea Limited are measured using the Korean Won as its functional currency and the financial statements of Kinaxis Europe B.V. are measured using the European Euro as its functional currency. Assets and liabilities have been translated into U.S. dollars using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in shareholders' equity.

(e) Use of estimates and judgments:

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue, expenses and disclosure of contingent assets and liabilities. Actual results may differ from these estimates.

Estimates and judgments included, but are not limited to, the allocation of consideration for a multiple element revenue arrangement, recognition of deferred tax assets, valuation of investment tax credits recoverable and valuation of share-based payments. Estimates and assumptions are reviewed periodically and the effects of revisions are recorded in the consolidated financial statements in the period in which the estimates are revised and in any future periods affected.

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

(Expressed in thousands of U.S. dollars, except share and per share amounts)

2. Basis of preparation (continued):

(e) Use of estimates and judgments (continued):

Allocation of consideration to multiple elements of a revenue arrangement

Judgment is applied in determining the components of a multiple element revenue arrangement. In allocating the consideration received among the multiple elements of a revenue arrangement, management must make estimates as to the fair value of each individual element. The selling price of the element on a stand-alone basis is used to determine the fair value. Where stand-alone sales do not exist, various inputs as detailed in note 3(b) are used to determine the fair value. Changes to these inputs may result in different estimates of fair value for an element and impact the allocation of consideration and timing of revenue recognition.

Income taxes

The recognition of deferred tax assets requires the Company to assess future taxable income available to utilize deferred tax assets related to deductible or taxable temporary differences. The Company considers the nature and carry-forward period of deferred tax assets, the Company's recent earnings history and forecast of future earnings in performing this assessment. The actual deferred tax assets realized may differ from the amount recorded due to factors having a negative impact on operating results of the Company and lower future taxable income.

Investment tax credits recoverable

The recognition of investment tax credits recoverable requires the Company to assess future tax payable available to utilize the investment tax credits. The Company considers the carry-forward period of the investment tax credits, the Company's recent earnings history and forecast of future earnings in performing this assessment.

The Company determines the value of effort expended towards research and development projects that qualify for investment tax credits and calculates the estimated recoverable to be recognized. The allocation of direct salaries to qualifying projects is derived from time records and assessment by management. The actual investment tax credits claimed and realized may differ from the estimate based on the final tax returns and review by tax authorities.

Fair value of share-based payments

The Company uses the Black-Scholes valuation model to determine the fair value of equity settled stock options. Estimates are required for inputs to this model including the fair value of the underlying shares, the expected life of the option, volatility, expected dividend yield and the risk-free interest rate. Variation in actual results for any of these inputs will result in a different value of the stock option realized from the original estimate. The assumptions and estimates used are further outlined in note 8.

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

(Expressed in thousands of U.S. dollars, except share and per share amounts)

3. Significant accounting policies:

(a) Basis of consolidation:

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Company. All intercompany transactions, balances, revenues and expenses between the Company and its subsidiaries have been eliminated.

(b) Revenue recognition:

The Company derives revenue from subscription of its product (“subscription revenue”) comprised of its hosted software-as-a-service application (“SaaS”) and fixed term subscription license of its software products (“On-premise license”). In addition, the Company derives revenue from the provision of professional services including implementation services, technical services and training and, to a lesser degree, from maintenance and support services provided to customers with legacy perpetual licenses to its software products. Professional services do not include significant customization to, or development of, the software.

The Company commences revenue recognition when all of the following conditions are met:

- it is probable that the economic benefits of the transaction will flow to the entity;
- the amount of revenue can be measured reliably; and
- the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

The Company provides its SaaS, On-premise licenses and professional services on a stand-alone basis or as part of a multiple element arrangement. Stand-alone sales occur through renewals of the SaaS or On-premise term license and stand-alone purchases of the same or similar professional services on an ongoing basis by customers. When sold in a multiple element arrangement, the SaaS or On-premise license and the professional services elements are considered separate units of accounting as they have stand-alone value to the customer. The total consideration for the arrangement is allocated to the separate units of accounting based on their relative fair value and the revenue is recognized for each unit when the requirements for revenue recognition have been met. The Company determines the fair value of each unit of accounting based on the selling price when they are sold separately. When the fair value cannot be determined based on when it was sold separately, the Company determines a value that most reasonably reflects the selling price that might be achieved in a stand-alone transaction. Inputs considered in making this determination include the specific parameters and model used in determining the contract price, contracted renewal rates, the history of pricing, renewals and stand-alone sales activity of similar customers.

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

(Expressed in thousands of U.S. dollars, except share and per share amounts)

3. Significant accounting policies (continued):

(b) Revenue recognition (continued):

Subscription revenue related to the provision of SaaS or On-premise term licenses is recognized ratably over the contract term as the service or access to the software is delivered. The contract term begins when the service is made available or the license is delivered to the customer.

The Company enters into arrangements for professional services primarily on a time and materials basis. Revenue for professional services entered into on a time and material basis is recognized as the services are performed. In certain circumstances, the Company enters into arrangements for professional services on a fixed price basis. Revenue for fixed price arrangements is recognized by reference to the stage of completion of the contract, taking into consideration the cost incurred to date in relation to the total expected cost to complete the deliverable. If the estimated cost to complete a contract results in a loss on the contract, the loss is recognized immediately in profit or loss.

Maintenance and support services provided to customers with legacy perpetual licenses are sold as a single element arrangement with one unit of accounting. Revenue for these arrangements is recognized ratably over the term of the maintenance contract.

(c) Financial instruments:

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets

All financial assets are recognized and de-recognized on trade date and are initially recorded at fair value plus transaction costs, except for those financial assets classified FVTPL whose transaction costs are expensed as incurred.

The Company determines the classification of its financial assets at initial recognition. Financial instruments are classified as follows:

<u>Financial Asset</u>	<u>Classification under IAS 39</u>
Cash and cash equivalents	Loans and receivables – amortized cost
Trade and other receivables	Loans and receivables – amortized cost
Investment tax credits receivable	Loans and receivables – amortized cost

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

(Expressed in thousands of U.S. dollars, except share and per share amounts)

3. Significant accounting policies (continued):

(c) Financial instruments (continued):

Loans and receivables

Financial assets classified as loans and receivables have fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables are measured at amortized cost by using the effective interest method, less any impairment. Interest income is recognized by applying the effective interest rate except for short-term receivables where the interest revenue would be immaterial.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt or asset instrument and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those categorized as FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been negatively affected.

Certain categories of financial assets, such as trade and other receivables, are assessed for impairment individually and on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For all other financial assets, objective evidence of impairment could include significant financial difficulty of the issuer or counterparty, default or delinquency in interest or principal payments or it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

(Expressed in thousands of U.S. dollars, except share and per share amounts)

3. Significant accounting policies (continued):

(c) Financial instruments (continued):

Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities.

The Company determines the classification of its financial liabilities at initial recognition. Financial instruments are classified as follows:

<u>Financial liability</u>	<u>Classification under IAS 39</u>
Trade payables and accrued liabilities	Other financial liabilities – amortized cost

Other financial liabilities

The Company classifies non-derivative financial liabilities as other financial liabilities. Other financial liabilities are accounted for at amortized cost by using the effective interest method.

Financial liabilities - FVTPL

Financial liabilities that contain one or more embedded derivatives may be designated as other financial liabilities at FVTPL and accounted for as one hybrid instrument rather than separating the embedded derivatives from the host contract.

De-recognition of financial liabilities

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

(d) Cash and cash equivalents:

Cash and cash equivalents include cash investments in interest-bearing accounts which can readily be redeemed for cash without penalty or are issued for terms of ninety days or less from the date of acquisition.

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

(Expressed in thousands of U.S. dollars, except share and per share amounts)

3. Significant accounting policies (continued):

(e) Property and equipment:

Property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Property and equipment under finance leases are stated at the present value of minimum lease payments. Cost includes expenditures that are directly attributable to the acquisition of the asset. The assets are depreciated over their estimated useful lives using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits.

Property and equipment	Rate
Computer equipment	3 - 5 years
Computer software	1 - 5 years
Office furniture and equipment	3 - 5 years
Leasehold improvements	Shorter of useful life or term of lease

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively if appropriate.

At the end of each reporting period, the Company reviews the carrying amounts of its property and equipment to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit, or CGU"). If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Kinaxis Inc.

Notes to Consolidated Financial Statements

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3. Significant accounting policies (continued):

(f) Leases:

Leases are classified as either finance or operating in nature. Finance leases are those which substantially transfer the benefits and risks of ownership to the Company. Assets acquired under finance leases are depreciated at the same rates as those described in note 3(e). Obligations recorded under finance leases are reduced by the principal portion of lease payments. The imputed interest portion of lease payments is charged to finance costs.

Payments made under operating leases are recognized in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognized as an integral part of the total lease expense, over the term of the lease.

(g) Employee benefits:

The Company offers a defined contribution plan to its employees which is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

(h) Provisions:

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

(i) Research and development expense:

Research and development costs are expensed as incurred unless the criteria for capitalization are met. No research or development costs have been capitalized to date.

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

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3. Significant accounting policies (continued):

(j) Income taxes:

Current and deferred income taxes are recognized as an expense or recovery in profit or loss, except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case the tax is also recognized outside of profit or loss.

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date, in the countries where the Company operates and generates taxable income.

Deferred income tax

Deferred income tax assets and liabilities are recorded for the temporary differences between transactions that have been included in the consolidated financial statements or income tax returns. Deferred income taxes are provided for using the liability method. Under the liability method, deferred income taxes are recognized for all significant temporary differences between the tax and financial statement bases of assets and liabilities and for certain carry-forward items. Deferred income tax assets are recognized only to the extent that, in the opinion of management, it is probable that the deferred income tax assets will be realized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of the enactment or substantive enactment. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Investment tax credits

Investment tax credits relating to scientific research and experimental development expenditures are recorded in the fiscal period the qualifying expenditures are incurred based on management's interpretation of applicable legislation in the Income Tax Act of Canada. Credits are recorded provided there is reasonable assurance that the tax credit will be realized. Credits claimed are subject to review by the Canada Revenue Agency.

Credits claimed in connection with research and development activities are accounted for using the cost reduction method. Under this method, assistance and credits relating to the acquisition of equipment is deducted from the cost of the related assets, and those relating to current expenditures, which are primarily salaries and related benefits, are included in the determination of profit or loss as a reduction of the research and development expenses.

Kinaxis Inc.

Notes to Consolidated Financial Statements

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3. Significant accounting policies (continued):

(k) Share-based payments:

The Company uses the fair value based method to measure share-based compensation for all share-based awards made to employees and directors. The grant date fair value of equity-settled share-based payment awards granted to employees is generally recognized as an expense, with a corresponding increase in equity, over the vesting period of the awards. The grant date fair value is determined using the Black-Scholes model for option grants. The market value of the Company's shares on the date of the grant is used to determine the fair value of share units issued. Each tranche of an award is considered a separate award with its own vesting period and grant date fair value. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting (i.e. performance) conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified and if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

(l) Earnings per share:

Basic earnings per share are calculated by dividing profit or loss by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share are calculated similar to basic earnings per share except the weighted average number of common shares outstanding is adjusted for the effects of all dilutive potential common shares, which are comprised of additional shares from the assumed exercise or conversion of share options. Options that have a dilutive impact are assumed to have been exercised or converted on the later of the beginning of the period or the date granted.

(m) Lease inducement:

The lease inducement represents rent-free periods and a tenant allowance provided to the Company by a lessor in connection with a leased property. These amounts have been deferred as a lease inducement and are being amortized as a reduction in rent expense over the expected term of the lease.

Kinaxis Inc.

Notes to Consolidated Financial Statements

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3. Significant accounting policies (continued):

(n) Standards and interpretations in issue:

Amendments to IAS 16 and IAS 38

In May 2014, the International Accounting Standards Board issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. These amendments prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. They also introduce a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset. The amendments explain that an expected future reduction in selling prices could be indicative of a reduction of the future economic benefits embodied in an asset. These amendments became effective for annual periods beginning on or after January 1, 2016. The adoption of these amendments did not have a material impact on the consolidated financial statements.

Other Amendments to IFRS standards

The following new or amended standards had no material impact on the Company's consolidated financial statements.

- IFRS 14 Regulatory Deferral Accounts
- Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)
- Agriculture: Bearer Plants (Amendments to IAS 16 and IAS 41)
- Equity Method in Separate Financial Statements (Amendments to IAS 27)
- Investments entities: Applying the Consolidation Exception (Amendment to IFRS 10, IFRS 12 and IAS 28)

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

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3. Significant accounting policies (continued):

(o) Standards and interpretations in issue not yet adopted:

The following is a list of standards and amendments that have been issued but not yet adopted by the Company.

IFRS 9: Financial Instruments (“IFRS 9”)

In July 2014, the IASB issued the final version of IFRS 9, bringing together the classification and measurement, impairment and hedge accounting phases of the project to replace IAS 39, Financial Instruments: Recognition and Measurement. This standard simplifies the classification of a financial asset as either at amortized cost or at fair value as opposed to the multiple classifications which were permitted under IAS 39. This standard also requires the use of a single impairment method as opposed to the multiple methods in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The standard also adds guidance on the classification and measurement of financial liabilities. IFRS 9 is to be applied retrospectively for annual periods beginning on or after January 1, 2018. Early application is permitted. The Company does not intend to adopt this standard early and is currently evaluating the impact of adopting this standard and accordingly cannot yet reasonably estimate its effect on the consolidated financial statements.

IFRS 15: Revenue from Contracts with Customers (“IFRS 15”)

In May 2014, the IASB issued IFRS 15, which provides a single, principles-based five-step model for revenue recognition to be applied to all customer contracts, and requires enhanced disclosures. The standard also provides guidance relating to recognition of customer acquisition costs. In April 2016, the IASB issued Clarifications to IFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance. This standard will be effective January 1, 2018 and allows early adoption. The Company does not intend to adopt this standard early and is currently evaluating the impact of adopting this standard and accordingly cannot yet reasonably estimate its effect on the consolidated financial statements.

IFRS 16: Leases (“IFRS 16”)

In January 2016, the IASB issued IFRS 16, which specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Consistent with its predecessor, IAS 17, the new lease standard continues to require lessors to classify leases as operating or finance. IFRS 16 is to be applied retrospectively for annual periods beginning on or after January 1, 2019. Earlier application is permitted if IFRS 15 has also been applied. The Company does not intend to adopt this standard early and is currently evaluating the impact of adopting this standard and accordingly cannot yet reasonably estimate its effect on the consolidated financial statements.

Kinaxis Inc.

Notes to Consolidated Financial Statements

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(Expressed in thousands of U.S. dollars, except share and per share amounts)

3. Significant accounting policies (continued):

(o) Standards and interpretations in issue not yet adopted (continued):

Amendments to IAS 7: Statement of Cash Flows ("IAS 7")

In January 2016, the IASB issued amendments to IAS 7. These amendments require entities to provide disclosures that help users of the financial statements to better understand changes in liabilities that arise from financing activities, including both changes arising from cash flow and non-cash changes. These amendments are to be applied prospectively for annual periods beginning on or after January 1, 2017. Early adoption is allowed. The Company does not intend to adopt these amendments early and is currently evaluating the impact of adopting these amendments and accordingly cannot yet reasonably estimate their effect on the consolidated financial statements.

Amendments to IAS 12: Income Taxes ("IAS 12")

In January 2016, the IASB issued amendments to IAS 12. The amendments clarify the accounting for deferred tax assets for unrealized losses on debt instruments measured at fair value. These amendments are to be applied retrospectively for annual periods beginning on or after January 1, 2017. Early adoption is allowed. The Company does not intend to adopt these amendments early and is currently evaluating the impact of adopting these amendments and accordingly cannot yet reasonably estimate their effect on the consolidated financial statements.

Amendments to IFRS 2: Share Based Payments ("IFRS 2")

In June 2016, the IASB issued amendments to IFRS 2. The amendments, which were developed through the IFRS Interpretations Committee, provide requirements for accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments. They also provide guidance on the accounting for share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. These amendments are to be applied prospectively for annual periods beginning on or after January 1, 2018. Early adoption is allowed and specific transitional provisions apply. The Company does not intend to adopt these amendments early and is currently evaluating the impact of adopting these amendments and accordingly cannot yet reasonably estimate their effect on the consolidated financial statements.

Kinaxis Inc.

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4. Property and equipment:

Cost	Computer equipment	Computer software	Office furniture and equipment	Leasehold improvements	Total property and equipment
Balance, December 31, 2014	\$ 7,052	\$ 959	\$ 894	\$ 2,196	\$ 11,101
Additions	4,062	39	12	221	4,334
Dispositions	(1,757)	(298)	(782)	(6)	(2,843)
Balance, December 31, 2015	\$ 9,357	\$ 700	\$ 124	\$ 2,411	\$ 12,592
Additions	5,148	103	5	538	5,794
Balance, December 31, 2016	\$ 14,505	\$ 803	\$ 129	\$ 2,949	\$ 18,386

Accumulated depreciation	Computer equipment	Computer software	Office furniture and equipment	Leasehold improvements	Total property and equipment
Balance, December 31, 2014	\$ 2,915	\$ 509	\$ 846	\$ 2,087	\$ 6,357
Depreciation	1,519	139	17	51	1,726
Dispositions	(1,757)	(298)	(782)	(6)	(2,843)
Balance, December 31, 2015	\$ 2,677	\$ 350	\$ 81	\$ 2,132	\$ 5,240
Depreciation	2,216	153	16	109	2,494
Balance, December 31, 2016	\$ 4,893	\$ 503	\$ 97	\$ 2,241	\$ 7,734

Carrying value	Computer equipment	Computer software	Office furniture and equipment	Leasehold improvements	Total property and equipment
December 31, 2015	\$ 6,680	\$ 350	\$ 43	\$ 279	\$ 7,352
December 31, 2016	9,612	300	32	708	10,652

There were no asset dispositions in 2016 and there were no proceeds associated with the asset dispositions in 2015.

Kinaxis Inc.

Notes to Consolidated Financial Statements

Years ended December 31, 2016 and 2015

(Expressed in thousands of U.S. dollars, except share and per share amounts)

4. Property and equipment (continued):

The following table presents the depreciation expense by function for the years ended December 31:

	2016	2015
Cost of revenue	\$ 1,864	\$ 1,139
Selling and marketing	2	2
Research and development	414	324
General and administrative	214	261
	\$ 2,494	\$ 1,726

5. Trade and other receivables:

The following table presents the trade and other receivables for the Company as at December 31:

	2016	2015
Trade accounts receivable	\$ 20,362	\$ 14,912
Other	3,696	921
	24,058	15,833
Allowance for doubtful accounts	(238)	-
	\$ 23,820	\$ 15,833

There have been no balances written off for the years ended December 31, 2016 and December 31, 2015.

6. Trade payables and accrued liabilities:

The following table presents the trade payables and accrued liabilities for the Company as at December 31:

	2016	2015
Trade accounts payable	\$ 2,201	\$ 721
Accrued liabilities	5,832	5,569
Taxes payable	2,462	504
	\$ 10,495	\$ 6,794

Kinaxis Inc.

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7. Credit facility:

On October 30, 2015, the Company's revolving demand facility was increased to CAD\$20.0 million. The revolving demand facility bears interest at bank prime plus 0.50% per annum and has not been drawn at December 31, 2016.

In addition to providing a general security agreement representing a first charge over the Company's assets, the Company must meet certain financial covenants as specified in the facility agreement. The Company was in compliance with these financial covenants as at December 31, 2016 and continues to be at the time of approval of these consolidated financial statements. In the event our aggregate borrowings under the Revolving Facility exceed CAD\$2.5 million a borrowing limit applies that is based principally on our accounts receivable.

8. Share capital:

Issued:

Authorized

The Company is authorized to issue an unlimited number of Common Shares.

Issued:

	Common shares	
	Shares	Amount
Shares outstanding at December 31, 2014	23,739,342	\$ 87,219
Shares issued from exercised options	622,328	2,721
Shares issued from vested restricted share units	58,334	868
Shares outstanding at December 31, 2015	24,420,004	\$ 90,808
Shares issued from exercised options	435,334	4,845
Shares issued from vested restricted share units	77,859	1,360
Shares issued from exercised deferred share units	6,917	151
Shares outstanding at December 31, 2016	24,940,114	\$ 97,164

Stock option plans

The Company has outstanding stock options issued under its 2010 and 2012 stock option plans. No further options may be granted under the 2010 stock option plan. In June 2015, the option pool was increased by 715,698 to 2,215,698. In June 2016, the option pool was increased by 739,566 to 2,955,264. Stock options are granted with an exercise price equal to or greater than the stock's TSX price at the date of grant as determined by the Board of Directors and the maximum term of an option is typically ten years. Options are granted periodically and typically vest over four years.

Kinaxis Inc.

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8. Share capital (continued):

Stock option plans (continued):

A summary of the status of the plan is as follows:

	December 31, 2016		December 31, 2015	
	Shares	Weighted average exercise price	Shares	Weighted average exercise price
Options outstanding, beginning of year	2,571,206	\$ 15.62	2,170,802	\$ 5.74
Granted	336,000	44.64	1,048,000	29.71
Exercised	(435,334)	7.53	(622,328)	2.99
Forfeited	(12,000)	13.20	(24,818)	9.26
Expired	–	–	(450)	0.87
Options outstanding, end of year	2,459,872	\$ 21.42	2,571,206	\$ 15.62
Options exercisable, end of year	926,372	\$ 11.16	787,393	\$ 3.97

The following table summarizes information about stock options outstanding at December 31, 2016:

Options outstanding				Options exercisable	
Range of exercise prices	Number outstanding at 12/31/16	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable at 12/31/16	Weighted average exercise price
\$ 1.60 to 3.20	481,941	4.94	\$ 2.25	466,941	\$ 2.22
6.60 to 9.95	538,000	7.09	9.64	203,000	9.62
10.00 to 14.50	121,900	7.87	13.08	46,900	13.13
18.00 to 24.50	201,250	8.29	20.38	17,500	19.62
28.00 to 30.50	116,031	8.84	28.69	16,781	28.34
33.00 to 35.50	704,750	9.00	33.75	175,250	33.75
37.00 to 47.50	296,000	9.70	45.98	–	–
	2,459,872	7.75	\$ 21.42	926,372	\$ 11.16

Kinaxis Inc.

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8. Share capital (continued):

Stock option plans (continued):

At December 31, 2016, there were 488,264 (2015 – 566,000) stock options available for grant under the Plan. In 2016, the Company granted 336,000 (2015 – 1,048,000) options and recorded share-based compensation expense of \$6,329 (2015 - \$2,997) related to the vesting of options granted in 2016 and previous years. The per share weighted-average fair value of stock options granted in 2016 was \$14.14 (2015 - \$9.84) on the date of grant using the Black Scholes option-pricing model with the following weighted-average assumptions: exercise price is equal to the price of the underlying share, expected dividend yield 0%, risk-free interest rate of 1.16% (2015 - 1.64%), an expected life of 3 to 6 years (2015 – 3 to 8 years), and estimated volatility of 41% (2015 - 40%). Volatility is estimated by benchmarking to comparable publicly traded companies operating in a similar market segment. The forfeiture rate was estimated at 10% (2015 - 10%). The forfeiture rate is estimated based upon an analysis of actual forfeitures. In 2015, optionholders that had options with U.S. dollar strike prices were given the option to convert them to Canadian dollar strike prices based on the exchange rate that would be in effect on the date of the election, being May 7, 2015. The conversion was accounted for as a modification. As the fair value of the options was the same immediately prior to and after the conversion there was no accounting impact resulting from the modification.

Share Unit Plan

At December 31, 2016, there were 516,412 share units available for grant under the Plan. In 2016, the Company granted 58,588 (2015 – 95,000) restricted share units (“RSU”). There were 70,728 (2015 – 89,999) RSUs outstanding at December 31, 2016. Each RSU entitles the participant to receive one Common Share. The RSUs vest based over time in three equal annual tranches. The grant date fair value of the RSUs granted in 2016 was \$25.27 (2015 - \$17.35) per unit using the fair value of a Common Share at time of grant. The Company recorded share-based compensation expense for the year ended December 31, 2016 of \$1,316 (2015 - \$1,299) related to the RSUs.

In 2016, the Company granted 19,585 (2015 – 9,000) deferred share units (“DSU”). There were 21,668 (2015 – 9,000) DSUs outstanding at December 31, 2016. Each DSU entitles the participant to receive one Common Share. The DSUs vest immediately as the participants are entitled to the shares upon termination of their service. The fair value of the DSUs granted in 2016 was \$25.27 (2015 – \$17.35) per unit using the fair value of a Common Share at time of grant. The Company recorded share-based compensation expense for the year ended December 31, 2016 of \$495 (2015 - \$156) related to the DSUs.

Kinaxis Inc.

Notes to Consolidated Financial Statements

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8. Share capital (continued):

Stock option plans (continued):

The following table presents the share-based payments expense by function:

	2016	2015
Cost of revenue	\$ 1,251	\$ 854
Selling and marketing	1,471	863
Research and development	1,254	995
General and administrative	4,164	1,740
	\$ 8,140	\$ 4,452

9. Earnings (loss) per share:

The following table summarizes the calculation of the weighted average number of basic and diluted common shares.

	2016	2015
Issued common shares at beginning of period	24,420,004	23,739,342
Effect of shares issued from exercise of options	227,639	210,911
Effect of shares issued from vesting of restricted share units	4,042	3,356
Effect of shares issued from vesting of deferred share units	2,684	–
Weighted average number of basic common shares at December 31	24,654,369	23,953,609
Effect of share options on issue	1,172,787	1,401,382
Effect of share units on issue	150,459	110,641
Weighted average number of diluted common shares at December 31	25,977,615	25,465,632

For the year ended December 31, 2016, 1,000,750 (2015 – 841,000) options were excluded from the weighted average number of diluted common shares as their effect would have been anti-dilutive.

Kinaxis Inc.

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10. Revenue:

The following table presents the revenue of the Company for the years ended December 31:

	2016	2015
Subscription	\$ 81,838	\$ 65,199
Professional services	33,115	25,002
Maintenance and support	998	1,070
	\$ 115,951	\$ 91,271

11. Research and development:

The following table presents the research and development expenses of the Company for the years ended December 31:

	2016	2015
Research and development expenses	\$ 22,116	\$ 16,786
Investment tax credits	(1,464)	(1,589)
	\$ 20,652	\$ 15,197

12. Personnel expenses:

The following table presents the personnel expenses incurred by the Company for the years ended December 31:

	2016	2015
Salaries including bonuses	\$ 43,849	\$ 33,099
Benefits	6,639	5,334
Commissions	8,866	5,718
Share-based payments	8,140	4,452
	\$ 67,494	\$ 48,603

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13. Income taxes:

The income tax amounts recognized in profit and loss are as follows:

	2016	2015
Current tax expense		
Current income tax	\$ 7,088	\$ 3,487
	7,088	3,487
Deferred tax expense:		
Origination and reversal of temporary differences	170	6,729
	170	6,729
	\$ 7,258	\$ 10,216

A reconciliation of the income tax expense to the expected amount using the Company's Canadian tax rate is as follows:

	2016	2015
Canadian tax rate	26.50%	26.50%
Expected Canadian income tax expense	\$ 4,771	\$ 6,067
Increase (reduction) in income taxes resulting from:		
Difference between current and future tax rates and other	512	(149)
Foreign tax rate differences	260	214
Permanent difference of share-based payments	2,157	1,180
Foreign exchange differences	(442)	2,904
	\$ 7,258	\$ 10,216

Foreign exchange differences arise upon conversion of the financial statements of Kinaxis Inc. from U.S. dollars, its functional currency, to Canadian dollars, the currency used for tax filing purposes.

The deferred tax assets and liabilities are as follows:

	2016	2015
Deferred tax assets	239	–
Deferred tax liabilities	(1,412)	(1,003)
	\$ (1,173)	\$ (1,003)

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13. Income taxes (continued):

The tax effects of temporary differences and carry-forwards are as follows:

	2016	2015
Deferred tax assets (liabilities):		
Tax effect of investment tax credits	\$ (937)	\$ (948)
Share issuance costs	540	732
Property and equipment	(1,056)	(827)
Other	280	40
	\$ (1,173)	\$ (1,003)

The movements in the deferred tax balances were as follows:

	Balance at January 1, 2016	Recognized in profit and loss	Balance at December 31 2016
Tax effect of investment tax credits	\$ (948)	\$ 11	\$ (937)
Share issuance costs	732	(192)	540
Property and equipment	(827)	(229)	(1,056)
Other	40	240	280
	\$ (1,003)	\$ (170)	\$ (1,173)

	Balance at January 1, 2015	Recognized in profit and loss	Balance at December 31 2015
Non-capital loss carry-forwards	\$ 2,509	\$ (2,509)	\$ –
Unclaimed scientific research and experimental development	2,013	(2,013)	–
Tax effect of investment tax credits	(867)	(81)	(948)
Share issuance costs	1,138	(406)	732
Property and equipment	863	(1,690)	(827)
Other	70	(30)	40
	\$ 5,726	\$ (6,729)	\$ (1,003)

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13. Income taxes (continued):

The Company has investment tax credits available to reduce federal income taxes payable in Canada of \$755 as at December 31, 2016 (2015 - \$2,083) which begin to expire in 2029. The Company has investment tax credits receivable of \$1,583 as at December 31, 2016 (2015 - \$1,532) relating to refundable investment tax credits filed.

The Company recognizes deferred tax assets pursuant to an assessment of the likelihood that the Company will generate sufficient future taxable income against which the benefit of the deferred tax assets may or may not be realized. This assessment requires management to exercise significant judgment and make estimates with respect to the Company's ability to generate taxable income in future periods and utilize deferred tax assets. The Company considered all existing evidence in performing this assessment including the history of profitability, secured backlog, forecasted earnings potential for new business growth, and the ability to realize the assets prior to expiry.

Deferred tax liabilities have not been recognized for temporary differences associated with investments in subsidiaries as the Company is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. The aggregate amount of these temporary differences at December 31, 2016 was \$7,271 (2015 - \$4,660).

14. Statement of cash flows:

Changes in operating assets and liabilities:

	2016	2015
Trade and other receivables	\$ (7,968)	\$ 1,141
Investment tax credits receivable	(51)	442
Prepaid expenses	(1,429)	18
Trade payables and accrued liabilities	(1,183)	(2,737)
Deferred revenue	14,039	17,236
	\$ 3,408	\$ 16,100

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15. Financial instruments:

Fair value of financial instruments

The fair value of financial assets and liabilities, together with their carrying amounts are as follows:

	2016		2015	
Financial assets	Carrying value	Fair value	Carrying value	Fair value
Loans and receivables, measured at amortized cost:				
Cash and cash equivalents	\$ 127,910	\$ 127,910	\$ 99,390	\$ 99,390
Trade and other receivables	23,820	23,820	15,833	15,833
Investment tax credits receivable	1,583	1,583	1,532	1,532
	\$ 153,313	\$ 153,313	\$ 116,755	\$ 116,755

	2016		2015	
Financial liabilities	Carrying value	Fair value	Carrying value	Fair value
Other financial liabilities, measured at amortized cost:				
Trade payables and accrued liabilities	\$ 10,495	10,495	6,794	6,794
	\$ 10,495	\$ 10,495	\$ 6,794	\$ 6,794

Measurement of fair value

The Company's fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy are:

Level 1 values are based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3 values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

When the inputs used to measure fair value fall within more than one level of the hierarchy, the level within which the fair value measurement is categorized is based on the Company's assessment of the lowest level input that is the most significant to the fair value measurement.

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15. Financial instruments (continued):

Measurement of fair value (continued)

The fair value of financial assets and liabilities are determined as follows:

- The carrying amounts of trade and other receivables, investment tax credits receivable and trade payables and accrued liabilities approximate fair market value due to the short-term maturity of these instruments.

During the year ended December 31, 2016, there were no transfers between level 1, level 2 and level 3 classified assets and liabilities. The fair values of the Company's financial instruments are considered to approximate the carrying amounts.

The following tables provide the disclosures of the fair value and the level in the hierarchy:

As at December 31, 2016	Level 1	Level 2	Level 3
Financial assets classified as loans and receivables:			
Cash and cash equivalents	\$ 127,910	\$ -	\$ -
Trade and other receivables	-	23,820	-
Investment tax credits receivable	-	1,583	-
Financial liabilities at amortized cost:			
Trade payables and accrued liabilities	\$ -	\$ 10,495	\$ -

As at December 31, 2015	Level 1	Level 2	Level 3
Financial assets classified as loans and receivables:			
Cash and cash equivalents	\$ 99,390	\$ -	\$ -
Trade and other receivables	-	15,833	-
Investment tax credits receivable	-	1,532	-
Financial liabilities at amortized cost:			
Trade payables and accrued liabilities	\$ -	\$ 6,794	\$ -

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15. Financial instruments (continued):

Financial risk management:

(a) Credit risk:

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its trade and other receivables.

The nature of the Company's subscription based business results in payments being received in advance of the majority of the services being delivered; as a result, the Company's credit risk exposure is low. At December 31, 2016, two customers accounted for greater than 10% of total trade receivables (2015 - two customers - 10%). For the year ended December 31, 2016, one customer individually accounted for 12.3% of revenue (2015 - one customer accounted for 10.6%). As the majority of the Company's revenues are earned over a period of time, the potential impact on the Company's operating results is low as any uncollectible amounts would affect trade and other receivables and deferred revenue.

The maximum exposure to credit risk for trade receivables by geographic region was as follows:

	2016	2015
Canada	\$ 1,164	\$ 265
United States	17,969	14,056
Other foreign	991	591
	<u>\$ 20,124</u>	<u>\$ 14,912</u>

The aging of the trade receivables that were not impaired at the reporting date was as follows:

	2016	2015
Current	\$ 11,806	\$ 10,096
Past due:		
0 – 30 days	\$ 5,746	\$ 4,440
31 – 60 days	1,603	235
Greater than 60 days	969	141
	<u>\$ 20,124</u>	<u>\$ 14,912</u>

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15. Financial instruments (continued):

Financial risk management (continued):

(a) Credit risk (continued):

The Company establishes an allowance for doubtful accounts based on amounts which are past due, historical trends, and any available information indicating that a customer could be experiencing liquidity or going concern problems. Amounts considered uncollectible are written off. During the year ended December 31, 2016, the Company did not write off any trade receivables that were deemed not collectible. The Company recorded an allowance for doubtful accounts of \$238 as at December 31, 2016 (2015 - \$Nil).

The Company invests its excess cash in short-term investments with the objective of maintaining safety of principal and providing adequate liquidity to meet all current payment obligations and future planned capital expenditures with the secondary objective of maximizing the overall yield of the investment. The Company manages its credit risk on investments by dealing only with major Canadian banks and investing only in instruments that management believes have high credit ratings. Given these high credit ratings, the Company does not expect any counterparties to these investments to fail to meet their obligations.

The Company's exposure to credit risk is limited to the carrying amount of financial assets recognized at the date of Consolidated Statement of Financial Position, as summarized below:

	2016	2015
Cash and cash equivalents	\$ 127,910	\$ 99,390
Trade and other receivables	23,820	15,833
Investment tax credits receivable	1,583	1,532
	<u>\$ 153,313</u>	<u>\$ 116,755</u>

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet liabilities when due. The Company also manages liquidity risk by continuously monitoring actual and budgeted expenses. Furthermore, the Board of Directors reviews and approves the Company's operating and capital budgets, as well as any material transactions out of the ordinary course of business, including acquisitions or other major investments or divestitures.

At December 31, 2016, the Company had cash and cash equivalents totaling \$127,910 (2015 - \$99,390). Further, the Company has a credit facility as disclosed in note 7.

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15. Financial instruments (continued):

(b) Liquidity risk (continued):

The following are the remaining contractual maturities of financial liabilities at December 31, 2016 and 2015:

December 31, 2016	Carrying amount	Contractual cash flows				
		Total	3 months or less	3 to 12 months	1 to 5 years	More than 5 years
Trade payables and accrued liabilities	\$ 10,495	\$ 10,495	\$ 10,495	\$ —	\$ —	\$ —
	\$ 10,495	\$ 10,495	\$ 10,495	\$ —	\$ —	\$ —

December 31, 2015	Carrying amount	Contractual cash flows				
		Total	3 months or less	3 to 12 months	1 to 5 years	More than 5 years
Trade payables and accrued liabilities	\$ 6,794	\$ 6,794	\$ 6,794	\$ —	\$ —	\$ —
	\$ 6,794	\$ 6,794	\$ 6,794	\$ —	\$ —	\$ —

(c) Market risk:

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments.

Currency risk

A portion of the Company's revenues and operating costs are realized in currencies other than its functional currency, such as the Canadian dollar, Euro, Hong Kong dollar, Japanese Yen and Korean Won. As a result, the Company is exposed to currency risk on these transactions. Additional earnings volatility arises from the translation of monetary assets and liabilities denominated in foreign currencies at the rate of exchange on each date of the Consolidated Statements of Financial Position; the impact of which is reported as a foreign exchange gain or loss. The Company is also subject to currency risk on its income tax expense due to foreign exchange impacts resulting from translating financial results to local currency for Canadian tax reporting purposes.

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15. Financial instruments (continued):

(c) Market risk (continued):

The Company's objective in managing its currency risk is to minimize its exposure to currencies other than its functional currency. The Company does so by matching foreign denominated assets with foreign denominated liabilities.

The Company is mainly exposed to fluctuations between the U.S. dollar and the Canadian dollar. For the year ending December 31, 2016, if the Canadian dollar had strengthened 5% against the U.S. dollar with all other variables held constant, pre-tax income for the year would have been \$1,652 lower (2014 - \$1,099 lower). Conversely, if the Canadian dollar had weakened 5% against the U.S. dollar with all other variables held constant, there would be an equal, and opposite impact, on pre-tax income.

The summary quantitative data about the Company's exposure to currency risk is as follows:

December 31, 2016						
In thousands of (local currency)	USD	CAD	JPY	EUR	HKD	KRW
Trade receivables	20,035	–	–	84	–	–
Other receivables	2,547	1,348	7,591	1	–	62,897
Trade payables	(1,413)	(214)	(42,164)	(40)	(146)	(252,648)
Accrued liabilities	(4,594)	(4,313)	(14,426)	(186)	(265)	(62,800)
	16,575	(3,179)	(48,999)	(141)	(411)	(252,551)

December 31, 2015						
In thousands of (local currency)	USD	CAD	JPY	EUR	HKD	KRW
Trade receivables	14,321	–	27,986	329	–	–
Other receivables	587	253	3,891	152	–	–
Trade payables	(86)	(301)	(46,872)	22	(43)	–
Accrued liabilities	(3,198)	(3,337)	(33,092)	(105)	(278)	–
	11,624	(3,385)	(48,087)	(398)	(321)	–

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company believes that interest rate risk is low as the majority of investments are made in fixed rate instruments. At December 31, 2016, the Company has not drawn on the revolving demand facility.

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16. Segmented information:

The Company's Chief Executive Officer ("CEO") has been identified as the chief operating decision maker. The CEO evaluates the performance of the Company and allocates resources based on the information provided by the Company's internal management system at a consolidated level. The Company has determined that it has only one operating segment.

Geographic information

Revenue from external customers is attributed to geographic areas based on the location of the contracting customers. External revenue on a geographic basis is as follows:

	2016	2015
United States	\$ 99,167	\$ 75,864
Canada	4,593	7,923
Asia	9,549	4,529
Europe	2,642	2,955
	\$ 115,951	\$ 91,271

Total property and equipment on a geographic basis are as follows:

	2016	2015
Canada	\$ 7,410	\$ 5,263
United States	1,741	2,084
Asia	1,501	5
	\$ 10,652	\$ 7,352

17. Commitments:

The Company's minimum payments required under operating leases are as follows:

Less than one year	\$ 1,902
Between one and three years	3,637
Between four and five years	2,424
More than five years	501
	\$ 8,464

The Company's operating leases are primarily for office space. These leases generally contain no renewal options and require the Company to pay operating costs such as utilities and maintenance. Gross rental expense for operating leases for the year ending December 31, 2016 was \$1,138 (2015 - \$961).

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18. Related party transactions:

Details of the Company's subsidiaries at December 31, 2016 and 2015 are as follows:

Name of subsidiary	Principle activity	Place of incorporation and operation	Proportion of ownership interest and voting power held	
			2016	2015
Kinaxis Corp.	Sales	State of Delaware, USA	100%	100%
Kinaxis Japan K.K.	Sales	Japan	100%	100%
Kinaxis Europe B.V.	Sales	The Netherlands	100%	100%
Kinaxis Asia Limited	Sales	Hong Kong	100%	100%
Kinaxis Korea Limited	Sales	South Korea	100%	100%

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

During the year, the Company did not enter into any related party transactions.

Compensation of key management personnel

The Company defines key management personnel as being the Board of Directors, the CEO and his direct reports. The remuneration of directors and other members of key management personnel during the year were as follows:

	2016	2015
Salary and other short-term benefits	\$ 4,260	\$ 3,206
Share-based payments	5,646	2,456
	\$ 9,906	\$ 5,662

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19. Capital management:

The Company's capital is composed of its shareholders' equity. The Company's objective in managing its capital is to ensure financial stability and sufficient liquidity to increase shareholder value through organic growth and investment in sales, marketing and product development. The Company's senior management is responsible for managing the capital through regular review of financial information to ensure sufficient resources are available to meet operating requirements and investments to support its growth strategy. The Board of Directors is responsible for overseeing this process. In order to maintain or adjust its capital structure, the Company could issue new shares, repurchase shares, approve special dividends or issue debt.

The Company has access to a revolving demand facility bears interest at bank prime plus 0.50% per annum which has not been drawn as at December 31, 2016. The terms of the facility require the Company to meet certain financial covenants which are monitored by senior management to ensure compliance.

20. Contingencies:

In the normal course of business, the Company and its subsidiaries enter into lease agreements for facilities or equipment. It is common in such commercial lease transactions for the Company or its subsidiaries as the lessee to agree to indemnify the lessor and other related third parties for liabilities that may arise from the use of the leased assets. The maximum amount potentially payable under the foregoing indemnities cannot be reasonably estimated. The Company has liability insurance that relates to the indemnifications described above.

The Company includes standard intellectual property indemnification clauses in its software license and service agreements. Pursuant to these clauses, and subject to certain limitations, the Company holds harmless and agrees to defend the indemnified party, generally the Company's business partners and customers, in connection with certain patent, copyright or trade secret infringement claims by third parties with respect to the Company's products. The term of the indemnification clauses is generally for the subscription term and applicable statutory period after execution of the software license and service agreement. In the event an infringement claim against the Company or an indemnified party is successful, the Company, at its sole option, agrees to do one of the following: (i) procure for the indemnified party the right to continue use of the software; (ii) provide a modification to the software so that its use becomes non-infringing; (iii) replace the software with software which is substantially similar in functionality and performance; or (iv) refund the residual value of the software license fees paid by the indemnified party for the infringing software. The Company believes the estimated fair value of these intellectual property indemnification clauses is minimal.

Historically, the Company has not made any significant payments related to the above-noted guarantees and indemnities and accordingly, no liabilities have been accrued in the consolidated financial statements.