

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

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 31, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 001-38154

CODA OCTOPUS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

3300 S Hiawassee Rd, Suite 104-105,
Orlando, Florida
(Address of principal executive offices)

Registrant's telephone number, including area code:

34-2008348
(I.R.S. Employer
Identification Number)

32835
(Zip Code)

(407) 735 2406

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CODA	Nasdaq

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer ☐
Non-accelerated filer ☒
Emerging growth company ☐

Accelerated filer ☐
Smaller reporting company ☒

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

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

The number of shares outstanding of the issuer's common stock, \$0.001 par value as of September 16, 2024 is 11,195,487.

INDEX

	Page
<u>PART I – Financial Information</u>	<u>3</u>
<u>Item 1: Financial Statements</u>	<u>3</u>
<u>Consolidated Balance Sheets as of July 31, 2024 (Unaudited) and October 31, 2023</u>	<u>3</u>
<u>Consolidated Statements of Income and Comprehensive Income for the Three and Nine Months Ended July 31, 2024 and 2023 (Unaudited)</u>	<u>5</u>
<u>Consolidated Statements of Changes in Stockholders' Equity for the Three and Nine Months Ended July 31, 2024 and 2023 (Unaudited)</u>	<u>6</u>
<u>Consolidated Statements of Cash Flows for the Nine Months Ended July 31, 2024 and 2023 (Unaudited)</u>	<u>7</u>
<u>Notes to Unaudited Consolidated Financial Statements</u>	<u>8</u>
<u>Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>23</u>
<u>Item 3: Quantitative and Qualitative Disclosures about Market Risks</u>	<u>34</u>
<u>Item 4: Controls and Procedures</u>	<u>34</u>
<u>PART II – Other Information</u>	<u>35</u>
<u>Item 1: Legal Proceedings</u>	<u>35</u>
<u>Item 1A: Risk Factors</u>	<u>35</u>
<u>Item 2: Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>35</u>
<u>Item 3: Default Upon Senior Securities</u>	<u>35</u>
<u>Item 4: Mine Safety Disclosures</u>	<u>35</u>
<u>Item 5: Other Information</u>	<u>35</u>
<u>Item 6: Exhibits</u>	<u>35</u>
<u>Signatures</u>	<u>36</u>

PART I. FINANCIAL INFORMATION

CODA OCTOPUS GROUP, INC.
Consolidated Balance Sheets
July 31, 2024 and October 31, 2023

	<u>2024</u>	<u>2023</u>
	<u>Unaudited</u>	
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 25,217,965	\$ 24,448,841
Accounts Receivable	3,407,996	2,643,461
Inventory	13,023,993	11,685,525
Unbilled Receivables	2,611,520	894,251
Prepaid Expenses	821,072	181,383
Other Current Assets	<u>618,199</u>	<u>1,034,626</u>
Total Current Assets	45,700,745	40,888,087
FIXED ASSETS		
Property and Equipment, net	6,337,808	6,873,320
OTHER ASSETS		
Goodwill	3,382,108	3,382,108
Intangible Assets, net	524,453	486,615
Deferred Tax Asset	<u>-</u>	<u>211,386</u>
Total Other Assets	<u>3,906,561</u>	<u>4,080,109</u>
Total Assets	<u>\$ 55,945,114</u>	<u>\$ 51,841,516</u>

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

CODA OCTOPUS GROUP, INC.
Consolidated Balance Sheets (Continued)
July 31, 2024 and October 31, 2023

	<u>2024</u>	<u>2023</u>
	<u>Unaudited</u>	
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Accounts Payable	\$ 1,074,118	\$ 1,308,201
Accrued Expenses and Other Current Liabilities	1,189,834	995,630
Deferred Revenue	754,747	975,537
	<u>3,018,699</u>	<u>3,279,368</u>
LONG TERM LIABILITIES		
Deferred Tax Liability, net	41,552	-
Deferred Revenue, less current portion	79,826	133,382
Total Long Term Liabilities	121,378	133,382
Total Liabilities	<u>3,140,077</u>	<u>3,412,750</u>
Commitments and contingencies		
STOCKHOLDERS' EQUITY		
Common Stock, \$.001 par value; 150,000,000 shares authorized, 11,178,933 issued and outstanding as of July 31, 2024 and 11,117,695 shares issued and outstanding as of October 31, 2023	11,179	11,118
Treasury Stock	(61,933)	(46,300)
Additional Paid-in Capital	63,045,766	62,958,984
Accumulated Other Comprehensive Loss	(2,457,272)	(3,442,549)
Accumulated Deficit	(7,732,703)	(11,052,487)
	<u>52,805,037</u>	<u>48,428,766</u>
Total Stockholders' Equity	<u>52,805,037</u>	<u>48,428,766</u>
Total Liabilities and Stockholders' Equity	<u>\$ 55,945,114</u>	<u>\$ 51,841,516</u>

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

CODA OCTOPUS GROUP, INC.
Consolidated Statements of Income and Comprehensive Income
(Unaudited)

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2024	2023	2024	2023
Net Revenues	\$ 5,476,544	\$ 4,890,532	\$ 15,260,913	\$ 15,788,325
Cost of Revenues	1,428,006	1,525,308	4,387,205	5,046,855
Gross Profit	4,048,538	3,365,224	10,873,708	10,741,470
OPERATING EXPENSES				
Research & Development	496,359	568,287	1,524,817	1,538,684
Selling, General & Administrative	2,161,405	1,934,323	6,052,350	6,138,968
Total Operating Expenses	2,657,764	2,502,610	7,577,167	7,677,652
INCOME FROM OPERATIONS	1,390,774	862,614	3,296,541	3,063,818
OTHER INCOME				
Other Income	10,463	2,848	42,847	8,532
Interest Income	230,009	211,704	716,017	395,161
Total Other Income	240,472	214,552	758,864	403,693
INCOME BEFORE INCOME TAX EXPENSE	1,631,246	1,077,166	4,055,405	3,467,511
INCOME TAX (EXPENSE) BENEFIT				
Current Tax (Expense)	(325,625)	(68,771)	(482,683)	(137,555)
Deferred Tax (Expense) Benefit	(30,963)	30,385	(252,938)	115,158
Total Income Tax (Expense)	(356,588)	(38,386)	(735,621)	(22,397)
NET INCOME	\$ 1,274,658	\$ 1,038,780	\$ 3,319,784	\$ 3,445,114
NET INCOME PER SHARE:				
Basic	\$ 0.11	\$ 0.09	\$ 0.30	\$ 0.31
Diluted	\$ 0.11	\$ 0.09	\$ 0.29	\$ 0.31
WEIGHTED AVERAGE SHARES:				
Basic	11,173,819	11,092,420	11,157,799	11,044,624
Diluted	11,311,236	11,284,137	11,295,216	11,236,341
NET INCOME	\$ 1,274,658	\$ 1,038,780	\$ 3,319,784	\$ 3,445,114
Foreign Currency Translation Adjustment	393,380	392,483	985,277	2,538,506
Total Other Comprehensive Income	\$ 393,380	\$ 392,483	\$ 985,277	\$ 2,538,506
COMPREHENSIVE INCOME	\$ 1,668,038	\$ 1,431,263	\$ 4,305,061	\$ 5,983,620

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

CODA OCTOPUS GROUP, INC.
Consolidated Statements of Changes in Stockholders' Equity
For the Three Months and Nine Months Ended July 31, 2024 and 2023
(Unaudited)

	Common Stock		Additional	Other	Accumulated	Treasury	
	Shares	Amount	Paid-in	Comprehensive	Deficit	Stock	Total
			Capital	Income (Loss)			
Balance, October 31, 2022	10,916,853	\$ 10,918	\$ 62,313,988	\$ (4,737,124)	\$ (14,176,636)	\$ (28,337)	\$ 43,382,809
Stock-based compensation	-	-	182,153	-	-	-	182,153
Stock issued for options exercised and stock grants	25,500	25	(25)	-	-	-	-
Foreign currency translation adjustment	-	-	-	1,607,650	-	-	1,607,650
Net Income	-	-	-	-	1,397,857	-	1,397,857
Balance, January 31, 2023	<u>10,942,353</u>	<u>\$ 10,943</u>	<u>\$ 62,496,116</u>	<u>\$ (3,129,474)</u>	<u>\$ (12,778,779)</u>	<u>\$ (28,337)</u>	<u>\$ 46,570,469</u>
Stock-based compensation	-	-	196,261	-	-	-	196,261
Stock issued for options exercised and stock grants	100,544	100	(101)	-	-	(2,838)	(2,839)
Foreign currency translation adjustment	-	-	-	538,373	-	-	538,373
Net Income	-	-	-	-	1,008,477	-	1,008,477
Balance, April 30, 2023	<u>11,042,897</u>	<u>\$ 11,043</u>	<u>\$ 62,692,276</u>	<u>\$ (2,591,101)</u>	<u>\$ (11,770,302)</u>	<u>\$ (31,175)</u>	<u>\$ 48,310,741</u>
Stock-based compensation	-	-	110,350	-	-	-	110,350
Stock issued for options exercised and stock grants	74,798	75	(75)	-	-	(15,125)	(15,125)
Foreign currency translation adjustment	-	-	-	392,483	-	-	392,483
Net Income	-	-	-	-	1,038,780	-	1,038,780
Balance, July 31, 2023	<u>11,117,695</u>	<u>\$ 11,118</u>	<u>\$ 62,802,551</u>	<u>\$ (2,198,618)</u>	<u>\$ (10,731,522)</u>	<u>\$ (46,300)</u>	<u>\$ 49,837,229</u>
Balance, October 31, 2023	11,117,695	\$ 11,118	\$ 62,958,984	\$ (3,442,549)	\$ (11,052,487)	\$ (46,300)	\$ 48,428,766
Stock-based compensation	-	-	77,076	-	-	-	77,076
Stock issued for options exercised and stock grants	46,788	47	(47)	-	-	-	-
Foreign currency translation adjustment	-	-	-	1,029,580	-	-	1,029,580
Treasury Stock	-	-	-	-	-	(15,633)	(15,633)
Net Income	-	-	-	-	629,888	-	629,888
Balance, January 31, 2024	<u>11,164,483</u>	<u>\$ 11,165</u>	<u>\$ 63,036,013</u>	<u>\$ (2,412,969)</u>	<u>\$ (10,422,599)</u>	<u>\$ (61,933)</u>	<u>\$ 50,149,677</u>
Stock-based compensation	-	-	(60,862)	-	-	-	(60,862)
Stock issued for options exercised and stock grants	8,200	8	(8)	-	-	-	-
Foreign currency translation adjustment	-	-	-	(437,683)	-	-	(437,683)
Net Income	-	-	-	-	1,415,238	-	1,415,238
Balance, April 30, 2024	<u>11,172,683</u>	<u>\$ 11,173</u>	<u>\$ 62,975,143</u>	<u>\$ (2,850,652)</u>	<u>\$ (9,007,361)</u>	<u>\$ (61,933)</u>	<u>\$ 51,066,370</u>
Stock-based compensation	-	-	70,629	-	-	-	70,629
Stock issued for options exercised and stock grants	6,250	6	(6)	-	-	-	-
Foreign currency translation adjustment	-	-	-	393,380	-	-	393,380
Net Income	-	-	-	-	1,274,658	-	1,274,658
Balance, July 31, 2024	<u>11,178,933</u>	<u>\$ 11,179</u>	<u>\$ 63,045,766</u>	<u>\$ (2,457,272)</u>	<u>\$ (7,732,703)</u>	<u>\$ (61,933)</u>	<u>\$ 52,805,037</u>

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

CODA OCTOPUS GROUP, INC.
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended July 31,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 3,319,784	\$ 3,445,114
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property and equipment	533,968	473,988
Amortization of intangible assets	46,887	47,527
Stock-based compensation	86,843	488,764
Deferred income taxes	252,938	127,034
Gain on sale of assets	(33,907)	-
(Increase) decrease in operating assets:		
Accounts receivable	(696,645)	496,565
Inventory	(745,470)	(684,573)
Unbilled receivables	(1,711,209)	(1,120,414)
Prepaid expenses	(628,347)	(302,780)
Other current assets	142,013	(24,965)
Increase (decrease) in operating liabilities:		
Accounts payable and other current liabilities	189,845	(1,263,526)
Deferred revenue	(298,687)	(297,837)
Net Cash provided by Operating Activities	458,013	1,384,897
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(455,115)	(432,932)
Purchases of other intangible assets	(84,725)	(76,677)
Proceeds from the sale of property and equipment	775,821	-
Net Cash provided by (used in) Investing Activities	235,981	(509,609)
CASH FLOWS FROM FINANCING ACTIVITIES		
Purchase of treasury stock	(15,633)	(17,963)
Net Cash Used in Financing Activities	(15,633)	(17,963)
EFFECT OF CURRENCY TRANSLATION ON CHANGES IN CASH AND CASH EQUIVALENTS	90,763	1,105,872
NET INCREASE IN CASH AND CASH EQUIVALENTS	769,124	1,963,197
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	24,448,841	22,927,371
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	\$ 25,217,965	\$ 24,890,568
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid for taxes	\$ 215,251	\$ 1,270,100

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

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Coda Octopus Group, Inc. (“Coda,” “the Company,” or “we”) operates two discrete operating business units. These are the Marine Technology Business (“Products Business,” or “Products Segment”) and the Marine Engineering Business (“Services Business,” “Engineering Business” or “Services Segment”).

The Marine Technology Business is an established supplier of underwater technologies and solutions to the underwater and diving markets. Its products and solutions include both hardware and software for which it is the patent holder, innovator, developer, manufacturer and distributor. It has key proprietary 4D/5D/6D imaging sonar technology marketed under the name of Echoscope® and Echoscope PIPE® and diving technology marketed under the name of CodaOctopus® DAVD (Diver Augmented Vision Display). We believe that the Echoscope® sonar series is the only sonar that can generate multiple real time 3D images of moving objects underwater in zero visibility conditions. In 2021, the Marine Technology Business started marketing the DAVD tethered system. The requirements for the DAVD solution emanated from the Office of Naval Research as part of its Future Naval Requirements Program. The DAVD embeds inside of the diver’s head-up display (HUD) a pair of transparent glasses which is used as the data hub for displaying real time data used for the diving mission to the diver. Amongst other things, it allows both the diver underwater and the dive supervisor on the surface to share the same data or visualize the underwater scene. In addition, by combining the DAVD solution with the Echoscope®, dive operations can be performed in zero visibility conditions. These conditions are a common barrier which impinges on the ability to perform these activities and therefore the DAVD solution combined with the Echoscope® is a real requirement for these operations. In addition, in fiscal year 2023 we were contracted by the US Navy and an allied foreign navy to develop the untethered version of the DAVD technology, for the target market of special forces (referred to as “DAVD Hardening Program”). Under the DAVD Hardening Program, we supplied in fiscal year 2023 eight untethered systems to these customers for their ongoing evaluation and have since been working on and supplying further hardening features for the DAVD untethered system which arise from the ongoing field evaluation by our customers under the DAVD Hardening Program.

The Engineering Business is an established sub-contractor to the prime defense contractors and generally supplies proprietary sub-assemblies for incorporation into broader mission critical defense systems. These sub-assemblies are typically supplied for the life of the program. The Marine Engineering Business’ scope of services for these defense programs typically covers: “concept, design, prototype, manufacture, and post-sale support”. The manufacturing contracts for these sub-assemblies can run over many years.

The consolidated financial statements include the accounts of Coda Octopus Group, Inc. and its wholly owned domestic and foreign subsidiaries. All of its subsidiaries are wholly owned by the Company. All significant intercompany transactions and balances have been eliminated in the consolidated financial statements.

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues including unbilled and deferred revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include estimates related to the percentage of completion method used to account for contracts including costs and earnings in excess of billings, billings in excess of costs and estimated earnings and the valuation of goodwill.

NOTE 2 – REVENUE RECOGNITION

The Company recognizes revenue in accordance with the Financial Accounting Standards Board’s Topic 606, *Revenue from Contracts with Customers* (“Topic 606”).

Topic 606 has established a five-step process to determine the amount of revenue to record from contracts with customers. The five steps are:

- Identify the contract with the customer;
- Identify the performance obligations in the contract with customer;
- Determine the transaction price;
- Allocate the transaction price to performance obligations; and
- Recognize revenue when (or as) a performance obligation is satisfied.

Our revenues are earned under written contracts with our customers. The Marine Technology Business model includes both rentals with associated services and outright sales of underwater technologies which are utilized for a wide range of subsea applications along with technical support services. The Engineering Business supplies engineering services to mainly the prime defense contractors which may include concept, design, prototyping, and contract manufacturing. Our contracts do not include the possibility for additional consideration as the determination for the contract price does not involve having to consider potential additional variable consideration. Our sales do not include a right of return by the customer. Where there are contractual failures giving rise to post-sale obligations these are addressed under our warranty or through life support provisions.

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 2 – REVENUE RECOGNITION (Continued)

Regarding our Marine Technology Business, all our products are sold on a stand-alone basis and those market prices are evidence of the value of the products. To the extent that we also provide services (e.g., installation, training, post-sales technical support, customization of our technology for bespoke application, etc.), those services are either included as part of the product or are subject to written contracts based on the stand-alone value of those services. Revenue from the sale of services is recognized when those services have been performed.

Revenue derived by the Marine Technology Business from subscription package offerings or equipment rental is recognized when performance obligations are met, in particular, on a daily basis during the subscription or rental period.

For arrangements with multiple performance obligations, we recognize product revenue by allocating the transaction revenue to each performance obligation based on a relative standalone selling price basis and recognize revenue when performance obligations are met including when equipment is delivered, and for rental of equipment, when installation, training and other services prescribed by the contract are performed.

Our contracts sometimes require customer payments in advance of revenue recognition. These are recognized as revenue when the Company has fulfilled its obligations under the respective contracts. Until such time, we recognize these prepayments as deferred revenue.

For software license sales for which any services rendered are not considered distinct to the functionality of the software, we recognize revenue upon delivery of the software by the provision of the software installers and activation codes to the software.

With respect to revenues related to our Services Business, there are contracts in place that specify the fixed hourly rate and other reimbursable costs to be billed based on material and direct labor hours incurred and revenue is recognized on these contracts based on material and the direct labor hours incurred. Revenues from fixed-price contracts are recognized on the percentage of completion method, measured by the percentage of costs incurred (materials and direct labor hours) to date to estimated total cost (materials and direct labor hours) for each contract. This method is used as we consider expenditures for direct materials and labor hours to be the best available measure of progress on these contracts.

On a quarterly basis, we examine all our fixed-price contracts to determine if there are any losses to be recognized during the period. Any such loss is recorded in the quarter in which the loss first becomes apparent based upon costs incurred to date and the estimated costs to complete as determined by experience from similar contracts. Variations from estimated contract performance could result in adjustments to operating results.

Recoverability of Deferred Costs

In accordance with Topic 606, we defer certain costs on projects for service revenue. Deferred costs consist primarily of incremental direct costs to customize and install systems, as defined in individual customer contracts, including costs to acquire hardware and software from third parties and payroll costs for our employees and other third parties. The pricing of these service contracts is intended to provide for the recovery of these types of deferred costs over the life of the contract.

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 2 – REVENUE RECOGNITION (Continued)

We recognize such costs in accordance with our revenue recognition policy by contract. For revenue recognized under the percentage of completion method, costs are recognized as contract deliverables are provided in accordance with the percentage of completion calculation. For revenue recognized over time, costs are recognized ratably over the term of the contract, commencing on the date of revenue recognition. At each quarterly balance sheet date, we review deferred costs, to ensure they are ultimately recoverable.

Any anticipated losses on uncompleted contracts are recognized when evidence indicates the estimated total cost of a contract exceeds its estimated total revenue.

Other Revenue Disclosures

See Notes 12 and 13 – Segment Analysis and Disaggregation of Revenue. These Notes provide disclosure of our revenue by segment (Products Business versus Services Business); revenues from external customers and cost of those revenues; and split of revenue by geography including in and outside the USA.

NOTE 3 – COST OF GOODS SOLD

Our cost of goods sold includes the cost of materials and related direct costs. With respect to sales made through the operating segments' sales agents distribution network, we include in our costs of goods sold commissions paid to agents for the specific sales they make. Without using agents, we would not be eligible to participate in the Request for Proposals ("RFP") for these sales on which we incur commission costs. All other sales-related expenses, including those related to unsuccessful bids, are included in selling, general and administrative (SG&A) costs. As a component of cost of goods sold, sales commission costs in the three month period ended July 31, 2024, and 2023 were \$100,290 and \$120,724, respectively. Commission costs in the nine month period ended July 31, 2024, and 2023 were \$525,696 and \$728,552 respectively.

NOTE 4 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, cash equivalents, accounts receivable, accounts payable, and accrued expenses. The carrying amounts of cash, cash equivalents, accounts receivable, accounts payable and accrued expenses approximate their fair values because of the short-term nature of these instruments.

NOTE 5 – FOREIGN CURRENCY TRANSLATION

Assets and liabilities are translated at the prevailing exchange rates at the balance sheet dates. Related revenues and expenses are translated at average exchange rates in effect during the reporting period. Stockholders' equity is recorded at historical exchange rates. Resulting translation adjustments are recorded as a separate component in stockholders' equity as part of accumulated other comprehensive income or (loss) as may be appropriate. Foreign currency transaction gains and losses are included in the consolidated statements of income and comprehensive income.

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 6 – COMPOSITION OF CERTAIN FINANCIAL STATEMENT CAPTIONS

Certified Deposit Interest Bearing Accounts as of July 31, 2024 and October 31, 2023.

The Company has certified deposit interest-bearing accounts with its current bankers HSBC NA and HSBC UK. These interest-bearing accounts are for rolling fixed short-term periods not exceeding three (3) months and are classified in our financial statements as “cash equivalent”. In addition, we have an interest-bearing deposit account with HSBC UK that tracks the Bank of England base rate, and which has no access restrictions and has a current rate of 4.75%.

Currency Denomination	Bank	July 31, 2024		October 31, 2023	
		Amount	Rate	Amount	Rate
USD	HSBC	\$ 17,768,418	4.71%	\$ 15,201,579	5.28%
GBP	HSBC	£ 1,400,000	4.58%	£ 750,000	4.80%
GBP (Unrestricted access)	HSBC	£ 83,313	5.00%	£ 500,000	5.00%
GBP (Unrestricted access)	HSBC	£ 434,007	2.00%		
USD	Jyske Bank (Denmark)			\$ 2,400,000	4.00%

Inventory consisted of the following as of:

	July 31, 2024	October 31, 2023
Raw materials and parts	\$ 9,635,985	\$ 8,994,482
Work in progress	338,635	483,227
Finished goods	3,049,373	2,207,816
Total Inventory	<u>\$ 13,023,993</u>	<u>\$ 11,685,525</u>

Other current assets consisted of the following as of:

	July 31, 2024	October 31, 2023
Deposits	\$ 13,438	\$ 23,081
Other Corporation Tax Receivables and Prepaid	248,190	450,625
Employee Retention Credit Receivables	212,300	212,300
Other Receivables	144,271	348,620
Total Other Current Assets	<u>\$ 618,199</u>	<u>\$ 1,034,626</u>

Property and equipment consisted of the following as of:

	July 31, 2024	October 31, 2023
Buildings	\$ 5,875,834	\$ 6,386,705
Land	200,000	200,000
Office machinery and equipment	1,725,786	1,596,026
Rental assets	2,762,543	2,323,446
Furniture, fixtures and improvements	1,253,735	1,172,169
Totals	11,817,898	11,678,346
Less: accumulated depreciation	<u>(5,480,090)</u>	<u>(4,805,026)</u>
Total Property and Equipment, net	<u>\$ 6,337,808</u>	<u>\$ 6,873,320</u>

Depreciation expense for the three months ended July 31, 2024, and 2023 was \$187,982 and \$165,211, respectively and for the nine months ended July 31, 2024, and 2023 was \$533,968 and \$473,988, respectively.

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 6 – COMPOSITION OF CERTAIN FINANCIAL STATEMENT CAPTIONS (Continued)

Property and equipment, net, by geographic areas were as follows:

	July 31, 2024	October 31, 2023
USA	\$ 1,708,496	\$ 1,751,260
Europe	4,629,312	5,122,060
Total Property and Equipment, net	\$ 6,337,808	\$ 6,873,320

Accrued Expenses and Other Current Liabilities consisted of the following as of:

	July 31, 2024	October 31, 2023
Accruals	\$ 315,882	\$ 384,880
Other Tax Payables	798,827	525,565
Employee Payroll and Pensions	75,125	85,185
Total Other Current Liabilities	\$ 1,189,834	\$ 995,630

Total Other Income, net consisted of the following:

	Three Months Ended July 31, 2024	Three Months Ended July 31, 2023	Nine Months Ended July 31, 2024	Nine Months Ended July 31, 2023
Grant Income	\$ -	\$ -	\$ 26,761	\$ -
Other	10,463	2,848	16,086	8,532
	10,463	2,848	42,847	8,532
Interest	230,009	211,704	\$ 716,017	395,161
Total Other Income, net	\$ 240,472	\$ 214,552	\$ 758,864	\$ 403,693

NOTE 7 – CONTRACTS IN PROGRESS

Costs and estimated earnings in excess of billings on uncompleted contracts represent accumulated project expenses and fees which have not been invoiced to customers as of the balance sheet date. These amounts are stated on the consolidated balance sheets as Unbilled Receivables and as of July 31, 2024, and October 31, 2023, these were of \$2,611,520 and \$894,251 respectively.

Deferred Revenue as of July 31, 2024, and October 31, 2023, was respectively \$834,573 and \$1,108,919 and, consist of billings in excess of costs and revenues received as part of our warranty or Through Life Support (TLS) obligations upon completing a sale.

Sales of equipment include a separate performance obligation for warranty or TLS, the latter may be optionally purchased by the customer. This is treated as deferred revenue which is amortized over the relevant obligation period (12 months is our standard warranty or 36 or 60-months from the date of delivery for our TLS product). These amounts are stated on the consolidated balance sheets as a component of Deferred Revenue and were \$388,044 and \$457,600 as of July 31, 2024, and October 31, 2023, respectively.

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 8 – CONCENTRATIONS

Significant Customers

During the three months ended July 31, 2024, the Company had one customer from whom it generated sales greater than 10% of net revenues. Revenue from this customer was \$1,474,403, or 26.9% of net revenues during the three months ended July 31, 2024. Receivables from this customer was \$18,784, or 0.6% of net receivables as of July 31, 2024.

During the three months ended July 31, 2023, the Company had three customers from whom it generated sales greater than 10% of net revenues. Revenue from these customers was \$1,764,011, or 36.1% of net revenues during the three months ended July 31, 2023. Receivables from these customers were \$1,034,570, or 41.2% of net receivables as of July 31, 2023.

During the nine months ended July 31, 2024, the Company had one customer from whom it generated sales greater than 10% of net revenues. Revenue from this customer was \$2,099,031, or 13.8% of net revenues during the nine months ended July 31, 2024. Receivables from this customer was \$18,784, or 0.6% of net receivables as of July 31, 2024.

During the nine months ended July 31, 2023, the Company had one customer from whom it generated sales greater than 10% of net revenues. Revenue from this customer was \$1,846,536, or 11.7% of net revenues during the nine months ended July 31, 2023. Receivables from this customer were \$536,999, or 21.4% of net receivables as of July 31, 2023.

NOTE 9 – RECENT ACCOUNTING PRONOUNCEMENTS

On October 27, 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. ASU 2023-07 will affect how we report segment information, starting with our Form 10-K for the year ended October 31, 2025, and our quarterly reports on Form 10-Q starting with our quarterly report for the quarter ended January 31, 2026. The ASU requires that we provide disclosures of significant segment expenses and other segment items that are regularly provided to our Chief Operating Decision Maker (“the CODM”) and included in each reported measure of segment profit or loss. We will also have to disclose other segment items by reportable segment (i.e., the difference between reported segment revenues less the significant segment expenses (which are disclosed) less reported segment profit or loss). The information needed for these disclosures is available, but we are determining the best way to provide that information for these required segment disclosures.

On December 14, 2023, the FASB issued Accounting Standards Update 2023-09 entitled Improvements to Income Tax Disclosures (ASU 2023-09), which is primarily applicable to public companies and requires a significant expansion of the granularity of the income tax rate reconciliation as well as an expansion of other income tax disclosures. The majority of the disclosures will only be made on an annual basis, although there is a modest expansion of required quarterly income tax disclosures. The amendments in ASU 2023-09 require disclosure of specific income tax categories in the rate and reconciliation and provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5 percent of the amount computed by multiplying pretax income (or loss) by the applicable statutory income tax rate. There are also additional disclosures related to taxes paid to local jurisdictions, and to income taxes paid. This information is currently available to the Company but was not a required disclosure. The Company expects to adopt ASU 2023-09 on November 1, 2025.

NOTE 10 – EARNINGS PER SHARE

Fiscal Period	Three Months Ended July 31, 2024	Three Months Ended July 31, 2023	Nine Months Ended July 31, 2024	Nine Months Ended July 31, 2023
Numerator:				
Net Income	\$ 1,274,658	\$ 1,038,780	\$ 3,319,784	\$ 3,445,114
Denominator:				
Basic weighted average common shares outstanding	11,173,819	11,092,420	11,157,799	11,044,624
Unexercised portion of options and restricted stock awards	137,417	191,717	137,417	191,717
Diluted outstanding shares	11,311,236	11,284,137	11,295,216	11,236,341
Net income per share				
Basic	\$ 0.11	\$ 0.09	\$ 0.30	\$ 0.31
Diluted	\$ 0.11	\$ 0.09	\$ 0.29	\$ 0.31

NOTE 11 – 2017 STOCK INCENTIVE PLAN

2017 Stock Incentive Plan

On December 6, 2017, the Board of Directors adopted the 2017 Stock Incentive Plan (the “2017 Plan”). The purpose of the Plan is to advance the interests of the Company and its stockholders by enabling the Company and its subsidiaries to attract and retain qualified individuals through opportunities for equity participation in the Company, and to reward those individuals who contribute to the Company’s achievement of its economic objectives. The Plan was adopted subject to stockholders’ approval and was approved by Stockholders at the Company’s Annual General Meeting held on July 24, 2018.

The maximum number of shares of Common Stock allocated for issuance under the 2017 Plan is 913,612. The shares allocated for issuance under the 2017 Plan may, at the election of the Compensation Committee, be either treasury shares or shares authorized but unissued, and, if treasury shares are used, all references in the 2017 Plan to the issuance of shares will, for corporate law purposes, be deemed to mean the transfer of shares from treasury.

During the three month period ended July 31, 2024, the Company granted 18,700 restricted stock awards pursuant to the terms of the 2017 Plan, 12,546 restricted stock awards matured but were not issued as of July 31, 2024 and 2,500 stock awards which had previously matured were issued. No restricted stock awards were forfeited. The total stock compensation expense relating to issuances under the 2017 Plan during the three month period ended July 31, 2024 and 2023 was \$37,081 and \$110,350, respectively. During the nine month period ended July 31, 2024 and 2023, stock compensation expense was \$86,843 (including \$33,548 relating to shares of common stock issued outside of the 2017 Plan) and \$488,764, respectively.

As of July 31, 2024, there were 368,994 shares available for future issuance under the 2017 Plan.

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 11 – 2017 STOCK INCENTIVE PLAN (Continued)

2021 Stock Incentive Plan

On July 12, 2021, the Board of Directors adopted the 2021 Stock Incentive Plan (the “2021 Plan”). The 2021 Plan was approved by the Company’s stockholders at its Annual General Meeting held on September 14, 2021. The 2021 Plan is identical to the 2017 Plan in all material respects, except that the number of shares allocated for issuance thereunder is 1,000,000.

The total number of shares available for issuance under the 2017 and 2021 Plans is 1,368,994.

NOTE 12 – SEGMENT ANALYSIS

We operate in two reportable segments, “Products Business” and “Service Business” which are managed separately based upon fundamental differences in their operations. Segment operating income is total segment revenue reduced by cost of revenues and operating expenses, Research and Development (“R&D”), and Selling, General & Administrative (“SG&A”) identifiable with the reporting business segment. Overheads include general corporate administrative costs.

The Company evaluates performance and resources based upon operating income.

The Net Revenues shown in this Note 12 in the tables below comprise sales which have been made externally and exclude intercompany sales (sales between companies in our Group). For segment reporting purposes we have, nevertheless, included in the Supplemental Disclosures in the tables below, information on intercompany sales in the reporting period. Intercompany sales are not included in Net Revenues.

Coda Octopus Products (with entities operating in the UK, USA and Denmark) constitute the Marine Technology Business (“Products Segment”) is a supplier to the underwater/subsea market and selling both hardware and software solutions which include imaging sonar technology solutions, diving and diving communications technology, geophysical products, rental equipment, customization, and field operations services. Coda Octopus Colmek, Inc. (a Utah corporation) and Coda Octopus Martech Ltd (a UK corporation) constitute the Marine Engineering Business (“Services Segment”) and are subcontractors mainly to prime defense contractors where they provide engineering services.

The following tables summarize segment asset and operating balances by reportable segment for the three months and nine months ended July 31, 2024 and 2023, respectively.

The Company’s reportable business segments sell their goods and services in four geographic locations:

- Americas
- Europe
- Australia/Asia
- Middle East/Africa

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 12 – SEGMENT ANALYSIS (Continued)

	Marine Technology Business (Products)	Marine Engineering Business (Services)	Overhead	Total
Three Months Ended July 31, 2024				
Net Revenues	\$ 3,048,544	\$ 2,428,000	\$ -	\$ 5,476,544
Cost of Revenues	<u>521,141</u>	<u>906,865</u>	<u>-</u>	<u>1,428,006</u>
Gross Profit	2,527,403	1,521,135	-	4,048,538
Research & Development	459,879	36,480	-	496,359
Selling, General & Administrative	<u>1,085,495</u>	<u>498,941</u>	<u>576,969</u>	<u>2,161,405</u>
Total Operating Expenses	1,545,374	535,421	576,969	2,657,764
Income (Loss) from Operations	982,029	985,714	(576,969)	1,390,774
Other Income				
Other Income	10,396	67	-	10,463
Interest Income	<u>161,875</u>	<u>44,707</u>	<u>23,427</u>	<u>230,009</u>
Total Other Income	<u>172,271</u>	<u>44,774</u>	<u>23,427</u>	<u>240,472</u>
Income (Loss) before Income Taxes	1,154,300	1,030,488	(553,542)	1,631,246
Income Tax (Expense)				
Current Tax (Expense)	(101,172)	-	(224,453)	(325,625)
Deferred Tax (Expense)	<u>(27,309)</u>	<u>-</u>	<u>(3,654)</u>	<u>(30,963)</u>
Total Income Tax (Expense)	<u>(128,481)</u>	<u>-</u>	<u>(228,107)</u>	<u>(356,588)</u>
Net Income (Loss)	<u>\$ 1,025,819</u>	<u>\$ 1,030,488</u>	<u>\$ (781,649)</u>	<u>\$ 1,274,658</u>
Supplemental Disclosures				
Total Assets	\$ 37,464,861	\$ 14,827,016	\$ 3,653,237	\$ 55,945,114
Total Liabilities	\$ 1,952,347	\$ 747,484	\$ 440,246	\$ 3,140,077
Intercompany sales that are not included in Net Revenues shown above	\$ 1,088,573	\$ 70,284	\$ 318,000	\$ 1,476,857
Depreciation and Amortization	\$ 167,914	\$ 21,029	\$ 12,058	\$ 201,001
Purchases of Long-lived Assets	\$ 151,526	\$ 13,414	\$ 15,082	\$ 180,022

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 12 – SEGMENT ANALYSIS (Continued)

	Marine Technology Business (Products)	Marine Engineering Business (Services)	Overhead	Total
Three Months Ended July 31, 2023				
Net Revenues	\$ 2,863,251	\$ 2,027,281	\$ -	\$ 4,890,532
Cost of Revenues	<u>512,091</u>	<u>1,013,217</u>	<u>-</u>	<u>1,525,308</u>
Gross Profit	2,351,160	1,014,064	-	3,365,224
Research & Development	557,260	11,027	-	568,287
Selling, General & Administrative	<u>882,663</u>	<u>547,712</u>	<u>503,948</u>	<u>1,934,323</u>
Total Operating Expenses	1,439,923	558,739	503,948	2,502,610
Income (Loss) from Operations	911,237	455,325	(503,948)	862,614
Other Income				
Other Income	2,848	-	-	2,848
Interest Income	177,615	34,089	-	211,704
Total Other Income	<u>180,463</u>	<u>34,089</u>	<u>-</u>	<u>214,552</u>
Income (Loss) before Income Taxes	1,091,700	489,414	(503,948)	1,077,166
Income Tax (Expense) Benefit				
Current Tax (Expense) Benefit	(39,064)	(55,476)	25,769	(68,771)
Deferred Tax Benefit	<u>-</u>	<u>-</u>	<u>30,385</u>	<u>30,385</u>
Total Income Tax (Expense) Benefit	<u>(39,064)</u>	<u>(55,476)</u>	<u>56,154</u>	<u>(38,386)</u>
Net Income (Loss)	<u>\$ 1,052,636</u>	<u>\$ 433,938</u>	<u>\$ (447,794)</u>	<u>\$ 1,038,780</u>
Supplemental Disclosures				
Total Assets	\$ 37,173,921	\$ 13,962,350	\$ 833,524	\$ 51,969,795
Total Liabilities	\$ 1,619,997	\$ 679,522	\$ (166,953)	\$ 2,132,566
Intercompany sales that are not included in Net Revenues shown above	\$ 1,174,823	\$ 106,328	\$ 300,000	\$ 1,581,151
Depreciation and Amortization	\$ 141,764	\$ 25,716	\$ 11,446	\$ 178,927
Purchases of Long-lived Assets	\$ 263,493	\$ 2,814	\$ 28,946	\$ 295,253

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 12 – SEGMENT ANALYSIS (Continued)

	Marine Technology Business (Products)	Marine Engineering Business (Services)	Overhead	Total
Nine Months Ended July 31, 2024				
Net Revenues	\$ 10,116,024	\$ 5,144,889	\$ -	\$ 15,260,913
Cost of Revenues	<u>2,192,486</u>	<u>2,194,719</u>	<u>-</u>	<u>4,387,205</u>
Gross Profit	7,923,538	2,950,170	-	10,873,708
Research & Development	1,406,315	118,502	-	1,524,817
Selling, General & Administrative	<u>2,713,704</u>	<u>1,695,875</u>	<u>1,642,771</u>	<u>6,052,350</u>
Total Operating Expenses	4,120,019	1,814,377	1,642,771	7,577,167
Income (Loss) from Operations	3,803,519	1,135,793	(1,642,771)	3,296,541
Other Income				
Other Income	16,086	26,761	-	42,847
Interest Income	<u>499,763</u>	<u>153,583</u>	<u>62,671</u>	<u>716,017</u>
Total Other Income	<u>515,849</u>	<u>180,344</u>	<u>62,671</u>	<u>758,864</u>
Income (Loss) before Income Taxes	4,319,368	1,316,137	(1,580,100)	4,055,405
Income Tax (Expense)				
Current Tax (Expense)	(180,612)	-	(302,071)	(482,683)
Deferred Tax (Expense)	<u>(10,956)</u>	<u>-</u>	<u>(241,982)</u>	<u>(252,938)</u>
Total Income Tax (Expense)	<u>(191,568)</u>	<u>-</u>	<u>(544,053)</u>	<u>(735,621)</u>
Net Income (Loss)	<u>\$ 4,127,800</u>	<u>\$ 1,316,137</u>	<u>\$ (2,124,153)</u>	<u>\$ 3,319,784</u>
Supplemental Disclosures				
Total Assets	\$ 37,464,861	\$ 14,827,016	\$ 3,653,237	\$ 55,945,114
Total Liabilities	\$ 1,952,347	\$ 747,484	\$ 440,246	\$ 3,140,077
Intercompany sales that are not included in Net Revenues shown above	\$ 2,512,249	\$ 185,337	\$ 948,000	\$ 3,645,586
Depreciation and Amortization	\$ 474,248	\$ 70,730	\$ 35,877	\$ 580,855
Purchases of Long-lived Assets	\$ 437,288	\$ 16,807	\$ 85,745	\$ 539,840

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 12 – SEGMENT ANALYSIS (Continued)

	Marine Technology Business (Products)	Marine Engineering Business (Services)	Overhead	Total
Nine Months Ended July 31, 2023				
Net Revenues	\$ 10,270,839	\$ 5,517,486	\$ -	\$ 15,788,325
Cost of Revenues	<u>2,461,717</u>	<u>2,585,138</u>	<u>-</u>	<u>5,046,855</u>
Gross Profit	7,809,122	2,932,348	-	10,741,470
Research & Development	1,513,973	24,711	-	1,538,684
Selling, General & Administrative	<u>2,422,383</u>	<u>1,849,761</u>	<u>1,866,824</u>	<u>6,138,968</u>
Total Operating Expenses	3,936,356	1,874,472	1,866,824	7,677,652
Income (Loss) from Operations	3,872,766	1,057,876	(1,866,824)	3,063,818
Other Income				
Other Income	8,532	-	-	8,532
Interest Income	<u>336,858</u>	<u>58,303</u>	<u>-</u>	<u>395,161</u>
Total Other Income	<u>345,390</u>	<u>58,303</u>	<u>-</u>	<u>403,693</u>
Income (Loss) before Income Taxes	4,218,156	1,116,179	(1,866,824)	3,467,511
Income Tax (Expense) Benefit				
Current Tax (Expense) Benefit	(166,649)	(77,517)	106,611	(137,555)
Deferred Tax Benefit	<u>-</u>	<u>-</u>	<u>115,158</u>	<u>115,158</u>
Total Income Tax (Expense) Benefit	<u>(166,649)</u>	<u>(77,517)</u>	<u>221,769</u>	<u>(22,397)</u>
Net Income (Loss)	<u>\$ 4,051,507</u>	<u>\$ 1,038,662</u>	<u>\$ (1,645,055)</u>	<u>\$ 3,445,114</u>
Supplemental Disclosures				
Total Assets	\$ 37,173,921	\$ 13,962,350	\$ 833,524	\$ 51,969,795
Total Liabilities	\$ 1,619,997	\$ 679,522	\$ (166,953)	\$ 2,132,566
Intercompany sales that are not included in Net Revenues shown above	\$ 4,088,818	\$ 321,846	\$ 900,000	\$ 5,310,664
Depreciation and Amortization	\$ 414,167	\$ 75,201	\$ 32,146	\$ 521,515
Purchases of Long-lived Assets	\$ 407,326	\$ 25,606	\$ 76,677	\$ 509,609

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 13 – DISAGGREGATION OF REVENUE

	For the Three Months Ended July 31, 2024		
	Marine Technology Business	Marine Engineering Business	Grand Total
Disaggregation of Total Net Sales			
Primary Geographical Markets			
Americas	\$ 682,477	\$ 1,773,621	\$ 2,456,098
Europe	662,700	654,379	1,317,079
Australia/Asia	1,497,495	-	1,497,495
Middle East/Africa	205,872	-	205,872
Total Revenues	<u>\$ 3,048,544</u>	<u>\$ 2,428,000</u>	<u>\$ 5,476,544</u>
Major Goods/Service Lines			
Equipment Sales	\$ 1,349,011	\$ 329,492	\$ 1,678,503
Equipment Rentals	805,259	-	805,259
Software Sales	251,488	-	251,488
Engineering Parts	-	1,922,563	1,922,563
Services	642,786	175,945	818,731
Total Revenues	<u>\$ 3,048,544</u>	<u>\$ 2,428,000</u>	<u>\$ 5,476,544</u>
Goods transferred at a point in time	\$ 1,600,499	\$ 329,492	\$ 1,929,991
Services transferred over time	1,448,045	2,098,508	3,546,553
Total Revenues	<u>\$ 3,048,544</u>	<u>\$ 2,428,000</u>	<u>\$ 5,476,544</u>

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 13 –DISAGGREGATION OF REVENUE (Continued)

	For the Three Months Ended July 31, 2023		
	Marine Technology Business	Marine Engineering Business	Grand Total
Disaggregation of Total Net Sales			
Primary Geographical Markets			
Americas	\$ 1,321,495	\$ 1,285,133	\$ 2,606,628
Europe	503,186	742,148	1,245,334
Australia/Asia	442,670	-	442,670
Middle East/Africa	595,900	-	595,900
Total Revenues	<u>\$ 2,863,251</u>	<u>\$ 2,027,281</u>	<u>\$ 4,890,532</u>
Major Goods/Service Lines			
Equipment Sales	\$ 2,143,203	\$ 81,671	\$ 2,224,874
Equipment Rentals	303,525	-	303,525
Software Sales	147,453	-	147,453
Engineering Parts	-	1,377,562	1,377,562
Services	269,070	568,048	837,118
Total Revenues	<u>\$ 2,863,251</u>	<u>\$ 2,027,281</u>	<u>\$ 4,890,532</u>
Goods transferred at a point in time	\$ 2,290,656	\$ 81,671	\$ 2,372,327
Services transferred over time	572,595	1,945,610	2,518,205
Total Revenues	<u>\$ 2,863,251</u>	<u>\$ 2,027,281</u>	<u>\$ 4,890,532</u>

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 13 –DISAGGREGATION OF REVENUE (Continued)

	For the Nine Months Ended July 31, 2024		
	Marine Technology Business	Marine Engineering Business	Grand Total
Disaggregation of Total Net Sales			
Primary Geographical Markets			
Americas	\$ 1,660,492	\$ 3,028,249	\$ 4,688,741
Europe	3,070,710	2,116,640	5,187,350
Australia/Asia	4,368,330	-	4,368,330
Middle East/Africa	1,016,492	-	1,016,492
Total Revenues	<u>\$ 10,116,024</u>	<u>\$ 5,144,889</u>	<u>\$ 15,260,913</u>
Major Goods/Service Lines			
Equipment Sales	\$ 5,730,411	\$ 676,691	\$ 6,407,102
Equipment Rentals	1,885,732	-	1,885,732
Software Sales	653,759	-	653,759
Engineering Parts	-	3,844,691	3,844,691
Services	1,846,122	623,507	2,469,629
Total Revenues	<u>\$ 10,116,024</u>	<u>\$ 5,144,889</u>	<u>\$ 15,260,913</u>
Goods transferred at a point in time	\$ 6,384,170	\$ 676,691	\$ 7,060,861
Services transferred over time	3,731,854	4,468,198	8,200,052
Total Revenues	<u>\$ 10,116,024</u>	<u>\$ 5,144,889</u>	<u>\$ 15,260,913</u>

CODA OCTOPUS GROUP, INC.
Notes to the Consolidated Financial Statements
July 31, 2024 and October 31, 2023

NOTE 13 –DISAGGREGATION OF REVENUE (Continued)

	For the Nine Months Ended July 31, 2023		
	Marine Technology Business	Marine Engineering Business	Grand Total
Disaggregation of Total Net Sales			
Primary Geographical Markets			
Americas	\$ 3,562,038	\$ 3,753,001	\$ 7,315,039
Europe	2,011,784	1,764,485	3,776,269
Australia/Asia	3,799,349	-	3,799,349
Middle East/Africa	897,668	-	897,668
Total Revenues	\$ 10,270,839	\$ 5,517,486	\$ 15,788,325
Major Goods/Service Lines			
Equipment Sales	\$ 7,215,919	\$ 89,624	\$ 7,305,543
Equipment Rentals	1,088,855	-	1,088,855
Software Sales	784,046	-	784,046
Engineering Parts	-	3,598,547	3,598,547
Services	1,182,019	1,829,315	3,011,334
Total Revenues	\$ 10,270,839	\$ 5,517,486	\$ 15,788,325
Goods transferred at a point in time	\$ 7,999,965	\$ 89,624	\$ 8,089,589
Services transferred over time	2,270,874	5,427,862	7,698,736
Total Revenues	\$ 10,270,839	\$ 5,517,486	\$ 15,788,325

NOTE 14 – INCOME TAXES

The Company's tax rate may vary depending on the composition of its revenue in the reporting period (percentage of consolidated revenue attributable to the Company and its US subsidiaries and percentage attributable to the Company's foreign subsidiaries). Our effective consolidated tax rate for the three-months ended July 31, 2024, is higher than the U.S. statutory Federal tax rate of 21.0% resulting from the composition of our taxable income from each jurisdiction. We pay Danish tax at a tax rate of 22% in respect of our Danish subsidiary. We also pay Global Intangible Low Taxed Income (GILTI) tax in the United States based upon our foreign operations, which tax is over and above the statutory tax rate. We get to offset a portion of the Danish tax we pay against the U.S. GILTI tax. Regarding our U.K. subsidiaries, we have R&D tax credits that currently completely offset our income tax liabilities in the U.K. We accrue both Federal and state income taxes in the U.S., as well as our liability for the GILTI tax. The composition of our taxable income in the various jurisdictions affects the calculation of our global tax liabilities. In addition, the timing of recognizing revenues and expenses for income tax purposes affects our effective tax rates.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

The information herein contains forward-looking statements. All statements other than statements of historical fact made herein are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as “believes,” “estimates,” “could,” “possibly,” “probably,” anticipates,” “projects,” “expects,” “may,” “will,” or “should” or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management’s current expectations and are inherently uncertain. Our actual results may differ significantly from management’s expectations.

The following discussion and analysis should be read in conjunction with our financial statements, included herewith and the audited financial statements included in our annual report on Form 10-K filed with the Securities and Exchange Commission on January 29, 2024. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

General Overview

Throughout these discussions, the following terms shall have the meanings set forth below:

“Current Quarter”	Three month period ended July 31, 2024
“Previous Quarter”	Three month period ended July 31, 2023
“Current Nine Month Period”	Nine month period ended July 31, 2024
“Previous Nine Month Period”	Nine month period ended July 31, 2023

The Company operates two distinct businesses:

- the Marine Technology Business (also referred to in this Form 10-Q as “Products Business”, or “Products Segment”); and
- the Marine Engineering Business (also referred to in this Form 10-Q as “Engineering Business”, or “Services Business” or “Services Segment”).

Our Marine Technology Business is an established technology solution provider to the subsea and underwater imaging, surveying, diving market and underwater communications market. It has been operating as a supplier of underwater solutions which include both hardware and software products for over 30 years. It owns key proprietary patented technology including real time volumetric 4D/5D and 6D imaging sonar technology and cutting-edge diving technology, that are used in both the underwater defense and commercial markets. It recently launched its new AI based underwater digital communications system which advances the offering in the market from analog voice communications underwater to digital voice communications underwater. All design, development and manufacturing of our technology and solutions are performed within the Company.

Our imaging sonar technology products and solutions marketed under the name of Echoscope® and Echoscope PIPE® are used primarily in the underwater construction market, offshore renewables, offshore oil and gas, forward looking obstacle avoidance, complex underwater mapping, salvage operations, dredging, bridge inspection, underwater hazard detection, port & harbor security, mining, fisheries, real time 3D monitoring and inspection, commercial and defense diving, and marine sciences sectors. Uniquely our Echoscope® technology is a single sensor for multiple underwater applications and therefore serves a number of discrete market verticals such as breakwater construction, dredging, salvage, landing operations, complex survey and mapping, commissioning and decommissioning of underwater assets.

Our novel diving technology is distributed under the name “CodaOctopus® DAVD” (Diver Augmented Vision Display) to the global defense and commercial diving markets. The DAVD embeds inside of the diver’s head up display (HUD) a pair of transparent glasses which is used as the data hub for displaying real time diving mission data to the diver. We believe that the DAVD system has the potential to radically transform how diving operations are performed globally because it provides a fully integrated singular system for topside control and a fully connected HUD system for the diver allowing both the topside and diver to share a range of critical information including depth (pressure and temperature), compass and head tracking, real time dive timers and alerts, diver position and navigation, ultra-low light enhanced video system and enhanced digital voice communications. Current diving operations are limited in that the diver only shares analog voice communications with the topside without real time information including real time navigation, tracking and mapping of the dive area. The topside must also manage several independent systems for video, communications, and positioning. The Company’s solution addresses these deficiencies. Also, using our sonar technology, diving can be performed in zero visibility conditions, a common problem which besets these operations thereby impacting the ability to perform diving operations when these conditions prevail, safety and the costs of these operations.

Our digital audio communications system, (marketed under the name “Voice-HUB 4”), offers a digital audio communications system which advances the market from analog underwater communications to digital and provides much clearer underwater communications, thereby removing the risk of miscommunication.

Although we generate most of our revenues from our real time 3D sonar which includes proprietary hardware and software, we have several other products such as our inertial navigation systems (F280 Series®) and our geophysical hardware (DA4G) and software solutions (GeoSurvey and Survey Engine®, which include artificial intelligence based automatic detection systems), DAVD and our digital audio communications system (Voice-HUB- 4).

Our customers include offshore service providers, major oil and gas companies, renewable energy companies, underwater construction companies, law enforcement agencies, ports, mining companies, defense bodies (such as navies), prime defense contractors, research institutes and universities and diving companies.

The Services Business has operations in the USA and UK. Its central business model is working with the prime defense contractors to design and manufacture sub-assemblies for utilization into larger defense mission critical integrated systems (“MCIS”). Examples of such MCIS are the US Close-In-Weapons Support (CIWS) Program for the Phalanx radar-guided cannon used on combat ships and the AN/AQS24 Mine Hunting System Program, both of these being programs of record. These proprietary sub-assemblies, once approved within the MCIS program, afford the Services Business the status of preferred supplier. Such status permits it to supply these sub-assemblies and upgrades in the event of obsolescence or advancement of technology for the life of the MCIS program. Clients include prime defense contractors such as Raytheon, Northrop Grumman, Thales Underwater and BAE Systems. The scope of services provided by the Services Business for the subassemblies they supply extends to concept, design, prototype, contract manufacturing and post-sale support.

Key Pillars for our Growth Plans

Our volumetric real time imaging sonar technology, Echoscope PIPE®, and DAVD are the most promising products for the Company’s near-term growth. We are widely regarded as the leading solution providers for underwater real time 3D visualization.

Our real time 4D/5D/6D Imaging sonars are the only underwater imaging sonars which are capable of providing complex seabed mapping, real time inspection and monitoring and providing 4D/5D/6D data of moving underwater objects irrespective of water conditions including in zero visibility (which is a common and costly problem in underwater operations). Competing products such as the multibeam sonar can perform mapping (but not complex mapping) without the ability to perform real time inspection and monitoring of moving objects underwater. We also believe our Echoscope PIPE® is the only technology that can generate multiple real time 4D/5D/6D acoustic images using different acoustic parameters such as frequency, field of view, pulse length, filters and different beamforming modes allowing users to increase the efficiency of their operations.

We also believe that the DAVD system is poised to radically change the way diving operations are performed globally by providing a fully integrated suite of sensor data shared in real time by the dive supervisor on the surface and the diver. Current diving is done largely by voice command missions from the topside using disparate suite of systems for video data, communications, and positioning. The DAVD technology changes this and offers the market an integrated suite of sensors providing real time mission critical information to both the diver and the dive supervisor on the surface and also allow both of them to visualize the same underwater scene.

The DAVD tethered variant is now in early-stage adoption by different teams within the US Navy. The DAVD which is included on the Approved Navy Use (“ANU”) list is a standard item available for purchase within the Navy community and some of these commands are now requesting this solution for their operations. We have also started realizing sales of the DAVD in the offshore commercial market and have sold our first DAVD tethered system to a significant offshore service provider in Asia.

The DAVD untethered variant (“DUS”) is going through evaluation, and we are contracted under a program designed to “harden” the technology for fast adoption by special forces (“DAVD Hardening Program”). Under the DAVD Hardening Program, since fiscal year 2023, we have received \$1.25 million in funding and, have supplied eight DUS systems which are currently used by the Program Sponsor for ongoing field evaluation. We have also continued to provide feature upgrades under this DAVD Hardening Program. We are expecting to receive another \$700,000 in funding under the ongoing Hardening Program. Funding is currently delayed due to the upcoming Presidential Elections which have impacted funding under many defense programs. This is not unusual during a Presidential election year. The DUS system represents our most significant market opportunity for the DAVD technology, and we continue to advance the technology based on customer feedback. We continue to receive positive feedback on the DUS from the ongoing field trials by this user community and will reach a significant milestone in the DAVD Hardening Program later this year when we deliver the newly designed optical engines and HUD designed for face masks used by the special forces.

The concept of utilizing a pair of transparent glasses in the HUD underwater, is protected by patent. All component parts of the DAVD system are proprietary to the Company and include overall systems designs, software (4G USE® DAVD Edition), Diver Processing Pack – telemetry system (DPP), Top Side Controller and real time 3D Sonar. The Company benefits from the exclusive license from the United States Department of the Navy at Naval Surface Warfare Center Panama City Division to exploit the utility patent covering the concept of using the pair of transparent glasses as a data hub underwater. The DAVD is an “Approved Navy Use” item and benefits from CE Marking required under UK and European Union safety regulations.

Both the Marine Technology Business and Engineering Business have established synergies in terms of customers and specialized engineering skill sets (hardware, firmware and software) encompassing capturing, computing, processing and displaying data in harsh environments. Both businesses jointly bid for projects for which their common joint skills provide competitive advantage and make them eligible for such projects.

Factors Affecting our Business in the Current Quarter

The following is a brief summary of the most critical factors that affect our business. For a more detailed discussion of these and additional factors, refer to our Form 10-K for the fiscal year ended October 31, 2023.

Inflation

Inflation measured as the Consumer Price Index has been significant and volatile in the countries in which we operate. Recent trends indicate that inflation is falling. For the 12-month period preceding July 2024, this was:

- Denmark 1.1% - source: Statistics Denmark,
- UK 3.1% - source: Office of National Statistics; and
- USA 2.9% - source: U.S. Bureau of Labor Statistics.

Although inflation is falling, prices which have increased due to inflation over the last year including cost of material and wages have remained at their inflationary-inspired level and have become the base price.

Inflation affects our business in a number of areas including increasing our cost of operations and materials and therefore our overall financial results. See “Inflation and Foreign Currency” section of this Form 10-Q.

Interest Rates

The change in monetary policy vis-à-vis interest rates has in general affected some of our key sectors such as offshore renewables and underwater construction. The increase in interest rates has impacted on the viability of a number of underwater projects resulting in increased operational costs, which in turn has reduced the demand for our underwater solutions.

Geopolitical tensions

The ongoing war in Ukraine impacts our Services Business as most defense spending is now directed toward land-based applications rather than naval based applications. In addition, the ongoing political tension with China reduces demand for our product in that country where we understand from our agent network that there is a “Buy-China” policy in place. Furthermore, the ongoing addition of Chinese Suppliers on the US Bureau of Industry and Security (“BIS”) list may affect supply of components which are relevant for our products, making these obsolete and subject to significant re-engineering costs.

Currency Fluctuations

The Company has operations in the UK, USA and Denmark. Our consolidated results include the Company’s foreign subsidiaries’ results which are transacted in their native functional currency and translated into USD for reporting purposes. Unfavorable currency fluctuations may adversely affect our financial results. Revenue and expenses are translated using the average exchange rates in effect during the reporting period. In the Current Quarter, for the purpose of reporting revenue and expenses, the value of the British Pound when compared to the Previous Quarter increased against the USD by 0.7% and the Danish Kroner decreased by 0.8%, respectively. For the purpose of reporting assets and liabilities, the British Pound and the Danish Kroner both increased by 5.8% and 2.4% respectively. The impact of currency fluctuations is discussed more fully below under Item 2 - “Inflation and Foreign Currency”. See also Note 5 (Foreign Currency Translation) to the unaudited consolidated financial statements.

Skills/Resource Shortages and Pressure on Salaries and Wages

We are experiencing skill shortages in areas that are critical to our growth strategy including experienced sales and marketing personnel, software developers, skilled electronic engineers and production technicians and various management positions.

Concentration of Business Opportunities Where the Sales Cycle is Long and Unpredictable

The Services Business revenues are highly concentrated and are mainly generated from sub-contracts with prime defense contractors. The sales cycle is generally protracted, and this may affect quarterly revenues. It is also dependent on the federal government approving and appropriating budget for defense projects and where the federal government is unable to find consensus in the US Congress, this affects the timely award of sub-contract from the prime defense contractors to our Services Business, which is reliant on these awards. Furthermore, the Products Business key opportunities which are critical to its growth strategy are in the Defense Market for both its imaging sonars and the DAVD, both of which are key pillars of the Company’s growth strategy. Due to the protracted nature of the government procurement process and cycle for defense spending under federal and/or state budgets, the sales cycle can be long and unpredictable, thus affecting timing of orders and thus quarterly revenues.

Limitations caused by the use of Continuing Resolutions to authorize ongoing spending under Defense Programs

Year to date, we have been affected by funding delays under Defense Programs in the USA including the DAVD Hardening Program. The upcoming Presidential election has resulted in funding gaps and slow down in procurement under Defense Programs. This is not unusual and generally the convention is to postpone new acquisitions until the outcome of the election is decided. This has adversely impacted on order intake and sales emanating from the Americas. As a result, we believe that this has impacted on our year to date sales in the Americas which was \$4,688,741 compared to \$7,315,039 in the previous year to date period. See Note 13 (Disaggregation of Revenue) for more information on this impact on our Business.

Impact on Revenues and Earnings

We are uncertain as to the extent of the impact the factors disclosed above and in our Form 10-K covering fiscal year ended October 31, 2023 and those disclosed in our Form 10-Qs for the first and second quarters of this fiscal year, are likely to have on our future financial results.

Impact on Liquidity, Balance Sheet and Assets

These factors may adversely impact on our availability of free cash flow, working capital and business prospects. As of July 31, 2024, we had cash and cash equivalents of \$25,217,965 and cash provided by operating activities was \$458,013 in the nine months to July 31, 2024. Based on our outstanding obligations and our cash balances, we believe we have sufficient working capital to effectively continue our business operations for the foreseeable future.

Critical Accounting Policies

This discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements that have been prepared under accounting principles generally accepted in the United States of America (“GAAP”). The preparation of financial statements in conformity with GAAP requires our management to make estimates and assumptions that affect the reported values of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported levels of revenue and expenses during the reporting period. Actual results could materially differ from those estimates.

Below is a discussion of accounting policies that we consider critical to an understanding of our financial condition and operating results and that may require complex judgment in their application or require estimates about matters which are inherently uncertain. A discussion of our significant accounting policies, including further discussion of the accounting policies described below, can be found in Note 2, “Summary of Accounting Policies” of our Annual Report on Form 10-K for the fiscal year ended October 31, 2023.

Revenue Recognition

Our revenues are earned under formal contracts with our customers and are derived from both sales and rental of underwater solutions for imaging, mapping, defense, survey and diving applications and from the engineering services that we provide. Our contracts do not include the possibility for additional contingent consideration so that our determination of the contract price does not involve having to consider potential variable additional consideration. Our product sales do not include a right of return by the customer.

Regarding our Products Business, all our products are sold on a stand-alone basis and those market prices are evidence of the value of the products. To the extent that we also provide services (e.g., installation, training, etc.), those services are either included as part of the product or are subject to written contracts based on the stand-alone value of those services. Revenue from the sale of services is recognized when those services have been provided to the customer and evidence of the delivery of those services exists.

For further discussion of our revenue recognition accounting policies, refer to Note 2 – “Revenue Recognition” in these unaudited consolidated financial statements and Note 2 “Summary of Accounting Policies” in our Annual Report on Form 10-K for the fiscal year ended October 31, 2023.

Recoverability of Deferred Costs

In respect of our Services Segment, we defer costs on projects for service revenue. Deferred costs consist primarily of direct and incremental costs to customize and install systems, as defined in individual customer contracts, including costs to acquire hardware and software from third parties and payroll costs for our employees and other third parties.

We recognize such costs on a contract by contract basis in accordance with our revenue recognition policy. For revenue recognized under the completed contract method, costs are deferred until the products are delivered, or upon completion of services or, where applicable, customer acceptance. For revenue recognized under the percentage of completion method, costs are recognized as products are delivered or services are provided in accordance with the percentage of completion calculation. For revenue recognized ratably over the term of the contract, costs are also recognized ratably over the term of the contract, commencing on the date of revenue recognition. At each balance sheet date, we review deferred costs, to ensure they are ultimately recoverable. Any anticipated losses on uncompleted contracts are recognized when evidence indicates the estimated total cost of a contract exceeds its estimated total revenue.

Income Taxes

The Company accounts for income taxes in accordance with Accounting Standards Codification 740, Income Taxes (ASC 740). Under ASC 740, deferred income tax assets and liabilities are recorded for the income tax effects of differences between the bases of assets and liabilities for financial reporting purposes and their bases for income tax reporting. The Company's differences arise principally from the use of various accelerated and modified accelerated cost recovery systems for income tax purposes versus straight line depreciation used for book purposes; the restricted stock awards differences between stock award price at the date of award and the fair value price at the date of issuance and from the utilization of net operating loss carry-forwards.

Deferred tax assets and liabilities are the amounts by which the Company's future income taxes are expected to be impacted by these differences as they reverse. Deferred tax assets are based on differences that are expected to decrease future income taxes as they reverse. Correspondingly, deferred tax liabilities are based on differences that are expected to increase future income taxes as they reverse.

For income tax purposes, the Company uses the percentage of completion method of recognizing revenues on long-term contracts which is consistent with the Company's financial reporting under GAAP.

Intangible Assets

Intangible assets consist principally of the excess of cost over the fair value of net assets acquired (or goodwill) and customer relationships. Goodwill was allocated to our reporting units based on the original purchase price allocation. Goodwill is not amortized and is evaluated for impairment annually or more often if circumstances indicate impairment may exist. Customer relationships are being amortized on a straight-line basis over periods of 2 to 15 years. The Company amortizes its limited lived intangible assets using the straight-line method over their estimated period of benefit. Annually, or sooner if there is indication of a loss in value, we evaluate the recoverability of intangible assets and consider events or circumstances that warrant revised estimates of useful lives or that indicate that impairment exists. There were no impairment charges during the periods presented.

The first step of the goodwill impairment test, used to identify potential impairment, compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value, which is based on future cash flows, exceeds the carrying amount, goodwill is not considered impaired. If the carrying amount exceeds the fair value, goodwill is reduced by the excess of the carrying amount of the reporting unit over that reporting unit's fair value. Goodwill can never be reduced below zero. At the end of each year, we evaluate goodwill on a separate reporting unit basis to assess recoverability, and impairments, if any, are recognized in earnings.

Consolidated Results of Operations

Our consolidated financial results include the results of the Company's foreign subsidiaries (UK and Danish operations). Foreign subsidiaries' results are translated from their functional currencies into USD for reporting purposes. Fluctuations in currency can therefore impact our translated results, including revenue and income. Revenue and expenses are translated using the average exchange rates in effect during the reporting period. During the Current Quarter, the British Pound strengthened against the USD when compared to the Previous Quarter exchange rate ("the Constant Rate"); whereas the Danish Kroner slightly weakened against the USD. During the Current Quarter our total consolidated revenue was \$5,476,544 compared to \$4,890,532, in the Previous Quarter. The impact of foreign exchange rate fluctuation between the Previous Quarter and our Current Quarter was negligible. During the Current Quarter total operating expense increased by \$155,154 or 6.2%. Income from operations increased by 61.2%. Income before taxes increased by 51.4% and was \$1,631,246 compared to \$1,077,166 in the Previous Quarter. Further details concerning our financial results in the Current Quarter and the Current Nine Month Period are discussed immediately below.

Segment Summary

Products Business

In the Current Quarter, the Products Business generated \$3,048,544 or 55.7% of our consolidated revenues compared to \$2,863,251 or 58.5% in the Previous Quarter, representing an increase of 6.5%. Gross profit margin increased from 82.1% in the Previous Quarter to 82.9% in the Current Quarter. In the Current Quarter we recorded sales commissions for this segment of \$99,278 compared to \$120,724 in the Previous Quarter, representing a decrease of 17.8%. In the Current Quarter total operating expenses increased by 7.3% in the Products Business and were \$1,545,374 compared to \$1,439,923 in the Previous Quarter. Income before tax was \$1,154,300 in the Current Quarter compared to \$1,091,700 in the Previous Quarter. Notable in the Current Quarter, sales generated by the Products Business from the USA decreased from \$1,321,495 in the Previous Quarter to \$682,477. We believe this is a result of the upcoming Presidential Election which has seen funding gaps and slowdown in procurement under Defense Programs (and which has affected programs such as DAVD). This is not unusual and generally the convention is to postpone new acquisitions until the outcome of the election is decided.

Services Business

In the Current Quarter, the Services Business generated \$2,428,000 or 44.3% of our consolidated revenues compared to \$2,027,281 or 41.5% in the Previous Quarter, representing an increase in sales of 19.8%. Gross profit margin increased from 50.0% in the Previous Quarter to 62.6% in the Current Quarter. This level of gross profit margin for the Services Business is atypical and has arisen because we utilized, against one of our engineering projects, inventory items which were in our stock at a much lower cost than market value. In the Current Quarter total operating expenses decreased by 4.2% in the Services Business and were \$535,421 compared to \$558,739 in the Previous Quarter and income before tax was \$1,030,488 compared to \$489,414 in the Previous Quarter. This Business is reliant on funding from Defense Programs.

Results of Operations for the Current Quarter compared to the Previous Quarter

Revenue: Total consolidated revenues for the Current Quarter and the Previous Quarter were \$5,476,544 and \$4,890,532 respectively, representing an increase of 12.0%. In the Current Quarter, both the Products Business and the Services Business revenues increased over the Previous Quarter.

Gross Profit Margins: Consolidated margin percentage was stronger in the Current Quarter at 73.9% (gross profit of \$4,048,538) compared to 68.8% (gross profit of \$3,365,224) in the Previous Quarter.

Gross profit margins reported in our financial results may vary according to several factors. These include:

- The percentage of consolidated sales attributed to the Marine Technology Business versus the Services Business. The gross profit margin yielded by the Marine Technology Business is generally higher than that of the Services Business.
- The percentage of consolidated sales attributed to the Services Business. The Services Business yields a lower gross profit margin on generated sales which are largely based on time and materials for our Department of Defense contracts (DoD subcontracts).
- The mix of sales within the Marine Technology Business during the reporting period:
 - Outright Sale versus Rentals.
 - Hardware Sale versus Software, software is generally higher margin.
 - Mix of Services rendered in the period – offshore engineering services versus paid customer research and development projects.
- Level of commissions on products which may vary according to volume. Both the Services and Marine Technology Businesses work with sales/distribution agents. Most of the Marine Technology Business sales in Asia are completed via agents or distributors. See Note 3 “Cost of Goods Sold” for more discussion on this.
- Level of Rental Assets in the Marine Technology Business’ Rental Pool and therefore the depreciation expenses may vary accordingly.
- The mix of engineering projects performed by our Services Business (Design and prototyping versus manufacturing), may also affect gross profit margins.

In the Current Quarter, gross profit margins for the Marine Technology Business were 82.9% compared to 82.1% in the Previous Quarter. For the Services Business these were 62.6% in the Current Quarter compared to 50.0% in the Previous Quarter. This level of gross profit margin for the Services Business is atypical and has arisen because we utilized, against one of our engineering projects, inventory items which were in our stock at a much lower cost than market value.

Notable factors contributing to the higher gross profit margins include the significant increase in our rental and associated services revenue by the Products Business and the Service Business realizing higher gross margins for the reasons earlier discussed.

Since there are more variable factors affecting gross profit margins in the Marine Technology Business (Products Business), a table showing a summary of break-out of sales generated by this business in the Current Quarter compared to the Previous Quarter is set out below:

Description	July 31, 2024	July 31, 2023	Percentage Change
	Products	Products	
Equipment Sales	\$ 1,349,011	\$ 2,143,203	(37.1)%
Equipment Rental	805,259	303,525	165.3%
Software Sales	251,488	147,453	70.6%
Services	642,786	269,070	138.9%
Total Net Sales	\$ 3,048,544	\$ 2,863,251	6.5%

The decrease in Equipment Sales in the Current Quarter reflects the reduction in orders and sales emanating from the Americas caused by the funding gaps on Defense Programs described earlier. This has affected programs like the DAVD, resulting in reduced orders and sales for this segment in the Americas, which in the Current Quarter was \$682,477 compared to \$1,321,495 in the Previous Quarter.

In the Current Quarter the Marine Technology Business incurred commission costs of \$99,278 compared to \$120,724 in the Previous Quarter, representing a decrease of 17.8%.

In the Current Quarter depreciation expenses relating to our rental assets increased by 17.0% and were \$105,337 compared to \$90,003 in the Previous Quarter.

The main factors impacting the Gross Profit Margin of the Marine Technology Business in the Current Quarter are the reduction in equipment sale in conjunction with a significant increase in rental revenue and associated services (engineering support for rental projects), services and software sales.

Further information on the performance of each business segment including revenues by type and geography can be found in Notes 12 and Note 13 to the unaudited consolidated financial statements for the Current and Previous Quarter.

Research and Development (R&D): R&D expenditures in the Current Quarter were \$496,359 compared to \$568,287 in the Previous Quarter, representing a decrease of 12.7%.

• Products Segment

During the Current Quarter the Products Business R&D expenditure decreased by 17.5% and was \$459,879 as compared to \$557,260 in the Previous Quarter. R&D expenditure is incurred by this business in connection with investments it makes in developing its products and solutions. This expenditure is an essential part of our business, as our market competitiveness is predicated on continued innovation.

• Services Segment.

During the Current Quarter the Services Business R&D expenditure increased by 230.8% and was \$36,480 compared to \$11,027 in the Previous Quarter. The Services Business incurs research and development expenses primarily on advancing its Thermite® Octal range of mission computer products with the strategic goals of increasing and diversifying its revenues and improving gross profit margins. As we understand our customer base requirements for these mission computers, we may incur more R&D expenditure on developing this range of products.

Segment	July 31, 2024	July 31, 2023	Percentage Change
---------	---------------	---------------	-------------------

Products Segment R&D Expenditures	\$	459,879	\$	557,260	(17.5)%
Services Segment R&D Expenditures	\$	36,480	\$	11,027	230.8%

Selling, General and Administrative Expenses (SG&A): SG&A expenses for the Current Quarter increased by 11.7% to \$2,161,405 from \$1,934,323 in the Previous Quarter.

SG&A includes transactions which are cash charges and non-cash charges. The non-cash charges transactions comprise depreciation, amortization, stock-based compensation, and exchange rate variance charges. In the Current Quarter non-cash transactions as a percentage of SG&A expenses were 15.0 % compared to 17.2% in the Previous Quarter.

The main reason for the increase in our SG&A expenses in the Current Quarter when compared to the Previous Quarter is the increase in Wages and Salaries (by 5.5%), Marketing Costs (by 180.2%) and General Office Costs which increased by 47.8%.

Key Areas of SG&A Expenditure across the Company for the Current Quarter compared to the Previous Quarter are:

Expenditure	July 31, 2024	July 31, 2023	Percentage Change
Wages and Salaries	\$ 909,504	\$ 862,493	5.5%
Legal and Professional Fees (including accounting and audit)	\$ 352,671	\$ 359,285	(1.8)%
Marketing	\$ 131,690	\$ 47,002	180.2%

Wages and Salaries – In the Current Quarter this category of expense increased by 5.5%. We anticipate that on a full year basis in the fiscal year 2024 this category will increase materially over the fiscal year 2023. We are currently operating on a reduced headcount and have several vacancies and are also expanding our management team.

Legal and Professional fees decreased and reflect the timing of services performed. On a full year basis, we anticipate this category of expenditures will largely be in line with the Previous Year.

Marketing – In the Current Quarter this category of expense increased by 180.2%. The increase is anticipated within our plans. We anticipate this area of expenditure will increase materially in this fiscal year and subsequent years. As we shift our focus from R&D to business development and marketing, including undertaking efforts to build our brands, we anticipate a significant increase in this area of expenditure. In the Current Quarter, the increased costs are largely a reflection of the fees associated with hiring our Business Development Focus Group Consultants in the USA to assist the Company with developing its Defense Market strategy and identifying opportunities for the Company’s technology within US Defense Programs. On a full fiscal year basis, the cost of this service will be \$222,000 excluding travel expenses.

Overhead related costs as a percentage of revenue for Current Quarter, compared to the Previous Quarter

General corporate administrative expenses in the Current Quarter were \$576,969 or 10.5% of revenue and \$503,948 or 10.3% of revenue in the Previous Quarter, respectively. For more information on general corporate administrative expenses, please see Note 12 (Segment Analysis).

Operating Income: In the Current Quarter operating income increased by 61.2% and was \$1,390,774 as compared to \$862,614 in the Previous Quarter. The increase in operating income is attributed to the increase in revenue and gross profit. Gross Profit was exceptionally higher in the Services Segment because we utilized against one of our engineering projects inventory items which were in stock at a much lower cost than the market value.

Other Income: In the Current Quarter, we had “total other income” of \$240,472 compared to \$214,552 in the Previous Quarter, representing an increase of 12.1%. In the Current Quarter we had \$230,009 interest income earned on our certified deposit accounts. These accounts are for fixed 3-month rolling periods and constitute “cash equivalents” in our current unaudited Consolidated Financial Statements for the period ended July 31, 2024 (see Note 6 Composition of Certain Financial Statement Captions) for more detailed analysis of this. We anticipate that the interest earned on these certified deposit accounts will remain to be material in the future if we continue to hold this level of cash and interest rates remain at this level.

Income before income taxes: In the Current Quarter, we had income before income taxes of \$1,631,246 as compared to \$1,077,166 in the Previous Quarter, representing an increase of 51.4%. Income before income taxes largely increased due to an increase in revenue and gross profit in the Current Quarter.

Net Income: In the Current Quarter we had Net Income of \$1,274,658 compared to \$1,038,780 in the Previous Quarter, representing an increase of 22.7%. Net Income increased in the Current Quarter over the Previous Quarter as a result of the increase in “Income before taxes” for the reasons explained above. However, in the Current Quarter our provision for tax liability was higher than in the Previous Quarter. In general, our tax liability included in our consolidated financial results will depend on the composition of our consolidated income or loss. In particular, the percentage of income or loss attributed to the Company and its US entities, and the percentage of income or loss attributed to its foreign subsidiaries. In the Current and Previous Quarter, we recorded Current Tax Expense of \$325,625 (which include an amount of \$26,668 relating to adjustments for fiscal year 2023) and \$68,771, respectively, representing an increase of 373.5%. We also recorded a Deferred Tax Expense of \$30,963 in the Current Quarter compared to a Deferred Tax Benefit of \$30,385 in the Previous Quarter. In the Current Quarter the Company’s UK subsidiaries generated a taxable income but have carryforward losses and R&D tax credits which will be used to defray tax liability for these subsidiaries and therefore no provision for tax liability has been made in our consolidated results for the UK subsidiaries in the Current Quarter. The Company’s Danish subsidiary generated a taxable income in the Current Quarter, resulting in a tax provision of 22.0% in our consolidated results. We also made a further provision for Global Intangible Low-Taxed Income of \$74,000.

Comprehensive Income. In the Current Quarter comprehensive income was \$1,668,038 compared to \$1,431,263 for the Previous Quarter reflecting adjustments resulting from foreign currency translations. This category is affected by fluctuations in foreign currency exchange transactions both relating to our profit and loss expenses and valuation of our assets and liabilities on our balance sheet. A significant part of the Company’s operations is based in the UK and Denmark, and therefore a major part of the Company’s assets and liabilities recorded in its consolidated balance sheet and financial transactions are translated from the functional currencies of these subsidiaries into USD for reporting purposes. In the Current Quarter, for the purpose of reporting revenue and expenses, the value of the British Pound when compared to the Previous Quarter increased against the USD by 0.7% and the Danish Kroner decreased by 0.8%, respectively. For the purpose of reporting asset and liabilities, the value of British Pound and the Danish Kroner both increased against the USD by 5.8% and 2.4% respectively. Therefore, in the Current Quarter there was a gain of \$393,380 on foreign currency translation adjustment transactions compared to \$392,483 in the Previous Quarter. See the section below which concerns “Inflation & Foreign Currency” which shows the impact of the currency adjustments on our Income Statement and Balance Sheet in the Current Quarter compared to the Previous Quarter.

Results of Operations for the Current Nine Month Period compared to the Previous Nine Month Period

Revenue: Total consolidated revenues for the Current Nine Month Period and the Previous Nine Month Period were \$15,260,913 and \$15,788,325 respectively, representing a decrease of 3.3%. In the Current Nine Month Period, the Marine Technology Business revenues were \$10,116,024 or 66.3% of our total consolidated revenue compared to \$10,270,839 or 65.1% of our total consolidated revenue, representing a reduction of 1.5% when compared to the Previous Nine Month Period. The Services Business revenues in the Current Nine Month Period and the Previous Nine Month Period were \$5,144,889 or 33.7% of our total consolidated revenue and \$5,517,486 or 34.9% of our total consolidated revenue, representing a decrease of 6.8%. The decrease in our consolidated revenue in the Current Nine Month Period is largely due to the sharp fall in revenue from the Americas which was \$4,688,741 in the Current Nine Month Period compared to \$7,315,039 in the Previous Nine Month Period, representing a decrease of 35.9%. We believe this is a result of the upcoming Presidential Election which has seen funding gaps and slowdown in procurement under Defense Programs. This is not unusual in a Presidential Election year and generally the convention is to postpone new acquisitions until the outcome of the election is decided.

Gross Profit Margins: Consolidated margin percentage was higher in the Current Nine Month Period at 71.3% (gross profit of \$10,873,708) compared to 68.0% (gross profit of \$10,741,470). The main factors which have resulted in the higher margins in the Current Nine Month Period are attributable to our Marine Technology Business which realized an increase in rental revenue and associated engineering support services and incurred lower commission costs. In the Current Nine Month Period gross profit margins for the Marine Technology Business were 78.3% compared to 76.0% in the Previous Nine Month Period. In addition, the Services Business had stronger margin on sales due to a combination of factors including a sale of approximately \$100,000 which utilized inventory items which were in our stock at a much lower cost than market value.

Gross profit margins reported in our financial results may vary according to several factors. These include:

- The percentage of consolidated sales attributable to the Marine Technology Business versus the Services Business. The gross profit margin yielded by the Marine Technology Business is generally higher than that of the Services Business.
- The percentage of consolidated sales attributed to the Services Business. The Services Business yields a lower gross profit margin on generated sales which are largely based on time and materials for our Department of Defense contracts (DoD subcontracts).
- The mix of engineering projects contracted and performed by our Services Business: Design prototyping versus Contract Manufacturing services during the reporting period, may also affect Gross Profit Margins.
- The mix of sales within the Marine Technology Business during the reporting period:
 - Outright Sales versus Rentals.
 - Hardware Sales versus Software (software is generally higher margin).
 - Mix of Services rendered in the period – offshore services (such as mobilization and training support versus paid customer research and development projects relating to customization of our technology for their application).
- Level of commissions on products which may vary according to volume. Both the Services and Marine Technology Businesses work with sales/distribution agents. Most of the Marine Technology Business sales in Asia is conducted via agents or distributors. See Note 3 to the unaudited consolidated financial statements “Cost of Revenue” for more discussion on this.
- Level of Rental Assets in the Marine Technology Business’ Rental Pool and therefore the depreciation expenses may vary accordingly.

Services Business

Gross Profit Margins for the Services Business were higher at 57.3% in the Current Nine Month Period compared to 53.1% in the Previous Nine Month Period. This is largely due to the types of engineering projects that are ongoing in the reporting period (contract manufacturing versus design and development work scopes), the former yielding a higher margin profile and exceptionally year to date our revenue includes \$100,000 of sales which utilized inventory items which were in our stock at a much lower cost than market value.

Marine Technology Business

In the Current Nine Month Period gross profit margins for the Marine Technology Business were 78.3% compared to 76.0% in the Previous Nine Month Period. The strengthening is largely because of the composition of our sales in conjunction with a reduction in commission costs incurred. In the Current Nine Month Period there were more units of rental and associated engineering support sale (field engineers supporting ongoing customer projects) combined with a significant reduction in commission costs incurred and which were \$523,670 in the Current Nine Month Period compared to \$696,260 in the Previous Nine Month Period, representing a decrease of 24.8%. A significant percentage of our sales in foreign territories such as South Korea, Japan, China and South Africa are conducted through our sales agents and distributors. In general, gross profit margins are lower on our units of hardware sale than on software, rentals with associated services and technology customization services.

Since there are more variable factors affecting gross profit margins in the Marine Technology Business, a breakdown of sales for this business in the Current Nine Month Period is set out below:

Description	July 31, 2024 Products	July 31, 2023 Products	Percentage Change
Equipment Sales	\$ 5,730,411	\$ 7,215,919	(20.6)%
Equipment Rental	1,885,732	1,088,855	73.2%
Software Sales	653,759	784,046	(16.6)%
Services	1,846,122	1,182,019	56.2%
Total Net Sales	\$ 10,116,024	\$ 10,270,839	(1.5)%

The decrease in Equipment Sales in the Current Nine Month Period is largely due to the sharp fall in revenue from the Americas which was \$1,660,492 in the Current Nine Month Period compared to \$3,562,038 in the Previous Nine Month Period, representing a decrease of 53.4%. We believe this is a result of the upcoming Presidential Election which has seen funding gaps and slowdown in procurement under Defense Programs (which has affected acquisition programs like the DAVD). This is not unusual and generally the convention is to postpone new acquisitions until the outcome of the election is decided.

In the Current Nine Month Period Depreciation expense relating to our rental assets increased by 11.0% and was \$292,590 compared to \$263,705 in the Previous Nine Month Period.

Further information on the performance of each Segment including revenues by product and geography can be found in Notes 12 and 13 (Segment Analysis and Disaggregation of Revenue) to the unaudited consolidated financial statements.

Research and Development (R&D): R&D expenditures in the Current Nine Month Period were \$1,524,817 compared to the \$1,538,684 in the Previous Nine Month Period, representing a decrease of 0.9%.

- Services Business**

During the Current Nine Month Period, the Services Business R&D expenditure increased by \$93,791 or 379.6% from \$24,711 in the Previous Nine Month Period to \$118,502 in the Current Nine Month Period. R&D expenditure is primarily incurred by the Services Business on its Thermite® range of mission computers and other developments which the business deem will advance its business strategy. The Thermite® product line remains important to the Services Business for growth and diversification of revenue. As we understand our customer base requirements for the Thermite® mission computers, we may incur more R&D expenditure on developing this range of products.

- Marine Technology Business**

During the Current Nine Month Period R&D expenditure in the Marine Technology Business decreased by \$107,658 or 7.1% from \$1,513,973 in the Previous Nine Month Period to \$1,406,315. R&D expenditure is incurred by this business in connection with investments in developing its products and solutions. This expenditure is an essential part of our business, as our market competitiveness is predicated on continued innovation.

Segment	July 31, 2024	July 31, 2023	Percentage Change
Products Segment R&D Expenditures	\$ 1,406,315	\$ 1,513,973	(7.1)%
Services Segment R&D Expenditures	\$ 118,502	\$ 24,711	379.6%

Selling, General and Administrative Expenses (SG&A): SG&A expenses for the Current Nine Month Period decreased by 1.4% and were \$6,052,350 compared to \$6,138,968 in the Previous Nine Month Period.

The modest decrease in SG&A in the Current Nine Month Period is largely attributed to the significant fall in stock compensation expense; most of the other areas of expenditure within this category have increased when compared to the Previous Nine Months including general office costs which have increased by 49.0%.

SG&A includes transactions which are cash charges and non-cash charges. The non-cash charges transactions comprise depreciation, amortization, stock-based compensation charges and exchange rate variance. In the Current Nine Month Period non-cash transactions as a percentage of SG&A were 10.5% compared to 19.0% in the Previous Nine Month Period. In the Current Nine Month Period there was notably a significant reduction in stock based compensation charges which were \$86,843 in the Current Nine Month Period compared to \$488,764 in the Previous Nine Month Period. Exchange rate variance on transactions in the Current Nine Month Period was \$182,626 compared to \$341,317 in the Previous Nine Month Period.

Key Areas of SG&A Expenditure across the Group for the Current Nine Month Period compared to the Previous Nine Month Period are:

Expenditure	July 31, 2024	July 31, 2023	Percentage Change
Wages and Salaries	\$ 2,748,812	\$ 2,617,304	5.0%
Legal and Professional Fees (including accounting and audit)	\$ 1,190,181	\$ 1,232,157	(3.4)%
Marketing	\$ 317,778	\$ 149,262	112.9%

Wages and salaries in the Current Nine Month Period increased by 5.0% over the Previous Nine Month Period which largely reflects inflationary conditions. We anticipate that on a full fiscal year basis this category will increase materially over the fiscal year 2023 expense. We are currently operating on a reduced headcount and have several vacancies and are also expanding our management team.

The decrease in the “Legal and Professional” category of expenditures in the Current Nine Month Period reflects the timing of services performed. On a full year basis, we anticipate this category of expenditures will be in line with the Previous Year.

Our marketing comprises a range of activities which include trade shows in different parts of the world, particularly in Europe, North America, Asia and the Middle East. As we increase our efforts around sales & marketing, we anticipate this area of expenditure will increase. In the Current Nine Month Period, our marketing costs include fees associated with hiring our Business Development Focus Group Consultants in the USA which have been hired to assist with developing our Defense Market strategy and identifying opportunities for our technology within Defense Programs in the US. On a full fiscal year basis, the cost of this service will be \$222,000 excluding expenses.

Overhead related costs as a percentage of revenue for Current Nine Month Period, compared to the Previous Nine Month Period

General corporate administrative expenses in the Current Nine Month Period were \$1,642,771 or 10.8% of revenue and \$1,866,824 or 11.8% of revenue in the Previous Nine Month Period, respectively. For more information on general corporate administrative expenses, please see Note 12 (Segment Analysis).

Operating Income: Our income from our operating activities in the Current Nine Month Period was \$3,296,541 as compared to \$3,063,818 in the Previous Nine Month Period, which represents an increase of 7.6%. This is due to the increase in our gross profit in conjunction with a modest decrease in our total operating expense in the Current Nine Month Period.

Other Income: In the Current Nine Month Period, this increased by 88.0% and was \$758,864 as compared to \$403,693 in the Previous Nine Month Period. In the Current Nine Month Period \$716,017 of our Other Income is attributed to interest earned on our 3-month rolling certified deposit accounts. See Note 6 (Composition of Certain Financial Statement Captions) for a more detailed analysis of this. We anticipate that the interest earned on these certified deposit accounts will be material in the future if we continue to hold this level of cash in these accounts and interest rates remain broadly the same or continue to rise.

Net Income before income taxes: In the Current Nine Month Period, we had income before income taxes of \$4,055,405 as compared to \$3,467,511 in the Previous Nine Month Period, representing an increase of 17.0%. This is largely due to an increase in interest earned on our certified deposit account, which was \$716,017 compared to \$395,161 in the Previous Nine Month Period. For more information on this, please refer to Note 6 (Composition of Certain Financial Statement Captions) for more information on our certified deposits.

Net Income: In the Current Nine Month Period we had Net Income of \$3,319,784 compared to \$3,445,114 in the Previous Nine Month Period, representing a decrease of 3.6%. The decrease in Net Income is largely due to an increase in our tax liability. In the Current Nine Month Period we have provided for total tax expense of \$735,621 compared to \$22,397 in the Previous Nine Month Period. In general, our tax liability included in our consolidated financial results will depend on the composition of our consolidated income or loss. In particular, the percentage of income or loss attributed to the Company and its US entities, and the percentage of income or loss attributed to its foreign subsidiaries. In the Current Nine Month Period we recorded Current Tax Expense of \$482,683 compared to \$137,555, representing an increase of 250.9% when compared to the Previous Nine Month Period, and Deferred Tax Expense of \$252,938 compared to a Tax Benefit of \$115,158 in the Previous Nine Month Period. In the Current Nine Month Period the Company's UK subsidiaries generated a taxable income but have carryforward losses and R&D tax credits which will be used to defray tax liability for these subsidiaries and therefore no provision for tax liability has been made in our consolidated results for the UK subsidiaries. The Company's Danish subsidiary generated taxable income in the Current Nine Month Period resulting in a tax provision of 22.0% in our consolidated results. We also made provision for Global Intangible Low-Taxed Income of \$247,000 for the Current Nine Month Period.

Comprehensive Income (loss). In the Current Nine Month Period Comprehensive Income was \$4,305,061 compared to \$5,983,620 for the Previous Nine Month Period reflecting significant adjustments resulting from foreign currency translations. This category is affected by fluctuations in foreign currency exchange transactions both relating to our profit and loss expenses and our assets and liabilities on our balance sheet and are largely paper losses or gains, as may be applicable in the reporting period. A significant part of the Company's operations is based in the UK and Denmark, and therefore a significant part of our financial transactions is performed in British Pounds and Danish Kroner which are translated into USD for reporting purposes. In the Previous Nine Month Period we had a significant gain of \$2,538,506 on foreign currency translation adjustment transactions compared to a lower gain on these transactions in the Current Nine Month Period of \$985,277. In the Current Nine Month Period, for the purpose of reporting revenue and expenses, the value of the British Pound when compared to the Previous Nine Month Period increased by 2.4% against the USD and the Danish Kroner increased by 0.4%, respectively. For the purpose of reporting asset and liabilities, the British Pound and the Danish Kroner both increased by 5.8% and 2.4% respectively.

See Table 2 under the MD&A section which concerns "Inflation & Foreign Currency", and which shows the impact of the currency adjustments on our Income Statement and Balance Sheet in the Current Nine Month Period compared to the Previous Nine Month Period.

Liquidity and Capital Resources

As of July 31, 2024, the Company had an accumulated deficit of \$7,732,703, working capital of \$42,682,046, cash and cash equivalent of \$25,217,965 and stockholders' equity of \$52,805,037. For the nine months ended July 31, 2024, the Company's operating activities provided cash of \$458,013.

The Company entered into a \$4,000,000 revolving line of credit with HSBC NA on November 27, 2019, at prime. The outstanding balance on the line of credit was \$0 as of July 31, 2024. This revolving credit line will expire on November 26, 2024, unless renewed.

Inflation and Foreign Currency

The Company and its subsidiaries maintain their accounts in the native currencies of their operations, and which are:

US Dollars	For US Operations
British Pound	For United Kingdom Operations
Danish Kroner	For Danish Operations
Australian Dollars	For Australian Operations (operations are currently dormant)
Indian Rupees	For Indian Operations (operations are currently dormant)

The Company's consolidated financial results therefore include the translation of its subsidiaries functional currencies into U.S Dollar. See "Note 5 - Foreign Currency Translation" of our unaudited consolidated financial statements, for more information on the applicable rates used for our Balance Sheet transactions and Statement of Income and Comprehensive Income.

The Company's consolidated results are a combination of its US and foreign operations and these companies maintain their accounts in the functional currencies of their jurisdictions, which are noted above. Fluctuations in currency exchange rates can directly impact on the Company's sales, profitability and financial position when the transactions of the foreign subsidiaries are translated from their functional currencies into USD for financial reporting purposes. In addition, the Company is also subject to currency fluctuation risk with respect to certain foreign currency denominated receivables and payables incurred in the ordinary course of its business operations (cross-border transactions such as inventory purchasing). In general, the Company's subsidiaries perform financial transactions in their native currencies. Occasionally a subsidiary may perform financial transactions in currencies other than its native or functional currency (purchasing inventory from a foreign supplier, for example, in foreign currency). Furthermore, the Company holds significant cash balances in foreign currencies, such as British Pound, Euro and Danish Kroner. The Company cannot predict the extent to which currency fluctuations may affect its business and financial position, and there is a risk that such fluctuations may have an adverse impact on the Company's sales, profits and financial position.

Through applying the Constant Rate to the Income Statement Transactions and the Balance Sheet Transactions, the impact of foreign exchange fluctuations can be evaluated. “Constant Rate” is defined as follows:

“Revenue and Expenses (Income Statement Transactions) for the three months ended July 31, 2024” the Constant Rate is defined as the prevailing average exchange rate which was applied in the Previous Quarter.

“Revenue and Expenses (Income Statement Transactions) for the nine months ended July 31, 2024” the Constant Rate is defined as the prevailing average exchange rate which was applied in the Previous Nine Month Period.

“Balance Sheet Transaction” the Constant Rate is defined as this is the prevailing exchange rate as of October 31, 2023.

Information is not specified for INR as there is a limited scope of operations in this jurisdiction and therefore contributions are immaterial. However, the information for INR is included in the totals.

Table 1: Three Months ended July 31, 2024 (Current Quarter)

	Based British Pounds		Based Australian Dollar		Based Danish Kroner		TOTAL USD		
	Actual Results	Constant Rates	Actual Results	Constant Rates	Actual Results	Constant Rates	Actual Results	Constant Rates	*Total Effect
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Revenues	1,627,093	1,615,868	-	-	1,385,323	1,396,140	3,012,416	3,012,008	408
Costs	1,946,764	1,933,334	1,426	1,428	182,633	184,059	2,139,253	2,127,369	11,884
Net profit (losses) from operations	(319,671)	(317,466)	(1,426)	(1,428)	1,202,690	1,212,081	873,163	884,639	(11,476)
Assets	25,127,280	23,744,486	20,015	19,395	1,673,230	1,633,638	26,833,031	25,410,084	1,422,947
Liabilities	(1,556,565)	(1,470,905)	(1,866)	(1,808)	(455,602)	(444,822)	(2,023,951)	(1,927,499)	(96,452)
Net assets	23,570,715	22,273,581	18,149	17,587	1,217,628	1,188,816	24,809,080	23,482,585	1,326,495

This table shows that net income from operations increased in the Current Quarter by \$11,476 and net assets decreased by \$1,326,495, when applying the Constant Rate applied in the Previous Quarter (versus the Current Quarter’s exchange rate).

* Total Effect summary column data is the difference between the Actual Results in the reporting period and the results when the Constant Rate is applied.

Table 2: Nine Months ended July 31, 2024 (Current Nine Month Period)

	Based British Pounds		Based Australian Dollar		Based Danish Kroner		TOTAL USD		
	Actual Results	Constant Rates	Actual Results	Constant Rates	Actual Results	Constant Rates	Actual Results	Constant Rates	*Total Effect
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Revenues	7,425,667	7,248,603	-	-	3,056,883	3,045,800	10,482,550	10,294,403	188,147
Costs	6,404,678	6,251,959	5,308	5,408	550,356	548,361	6,980,782	6,828,458	152,324
Net profit (losses) from operations	1,020,989	996,644	(5,308)	(5,408)	2,506,527	2,497,439	3,501,768	3,465,945	35,823
Assets	25,127,280	23,744,486	20,015	19,395	1,673,230	1,633,638	26,833,031	25,410,084	1,422,947
Liabilities	(1,556,565)	(1,470,905)	(1,866)	(1,808)	(455,602)	(444,822)	(2,023,951)	(1,927,499)	(96,452)
Net assets	23,570,715	22,273,581	18,149	17,587	1,217,628	1,188,816	24,809,080	23,482,585	1,326,495

This table shows that net income from operations decreased in the Current Nine Month Period by \$35,823 and net assets by \$1,326,495, when applying the Constant Rate applied in the Previous Nine Month Period (versus the Current Nine Month Period exchange rate).

* Total Effect summary column data is the difference between the Actual Results in the reporting period and the results when the Constant Rate is applied.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required for smaller reporting companies.

Item 4. Controls and Procedures

a) Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive and financial officers, as appropriate to allow timely decisions regarding required disclosure.

The Company’s management, under the supervision and with the participation of the Company’s Chief Executive Officer and Interim Chief Financial (and Principal Accounting) Officer, carried out an evaluation of the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Exchange Act) as of July 31, 2024. Based upon that evaluation the Chief Executive Officer and Interim Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) Changes in Internal Controls.

There was no change in our internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting during the reporting period covered by this report.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

Item 1A. Risks Factors

Not required for smaller reporting companies

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the three month period ended July 31, 2024, we issued 3,750 shares of common stock to a consultant for consulting services. Another 1,500 shares of common stock were due to be issued to this consultant in the said three month period but have not yet been issued. Total stock compensation expense related to these issuances was \$33,548.

The offer, sale and issuance of the above-mentioned securities was exempt from registration under the Securities Act in reliance on Section 4(2) of the Securities Act, including Regulation D and Rule 506 promulgated thereunder, relative to transactions by an issuer not involving a public offering. All purchasers of securities in transactions exempt from registration pursuant to Regulation D represented to us that he is a accredited investor and acquired the shares for investment purposes only and not with a view to, or for sale in connection with, any distribution thereof and he could bear the risks of the investment and could hold the securities for an indefinite period of time. The consultant received written disclosures that the securities had not been registered under the Securities Act and that any resale must be made pursuant to a registration statement or an available exemption from such registration.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

Item 6. Exhibits

31	Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a).
32	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Coda Octopus Group, Inc. (Registrant)

Date: September 16, 2024

/s/ Annmarie Gayle

Annmarie Gayle

Chief Executive Officer

Date: September 16, 2024

/s/ Gayle Jardine

Gayle Jardine

Interim Chief Financial Officer

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
Pursuant to Rule 13a-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Annmarie Gayle, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Coda Octopus Group, Inc. for the quarter ended July 31, 2024;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 16, 2024

By: /s/ Annmarie Gayle

Annmarie Gayle
Chairman and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
Pursuant to Rule 13a-14(a) adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Gayle Jardine, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Coda Octopus Group, Inc. for the quarter ended July 31, 2024;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 16, 2024

/s/ Gayle Jardine

Gayle Jardine
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Coda Octopus Group, Inc., a Delaware corporation (the “Company”), for the period ended July 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Annmarie Gayle, Chief Executive Officer of the Company, and Gayle Jardine, Interim Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 16, 2024

/s/ Annmarie Gayle

Annmarie Gayle
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ Gayle Jardine

Gayle Jardine
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)
