DESTINY MEDIA TECHNOLOGIES INC
Form 10-Q
April 16, 2018

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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **February 28, 2018**

[ ] 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 **0-28259**

DESTINY MEDIA TECHNOLOGIES INC.
(Exact name of registrant as specified in its charter)

NEVADA	**84-1516745**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1110 885 West Georgia Street, **Vancouver, British Columbia, Canada**	**V6C 3E8**
(Address of principal executive offices)	(Zip Code)

604-609-7736
(Registrant's telephone number, including area code)

____
(Former name, former address and former fiscal year, if changes since last report)

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.
[X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted 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 and post such files)
[X] Yes [ ] No

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

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ] (Do not check if a smaller reporting company)	Smaller reporting company	[X]
Emerging growth 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
[ ] Yes [ ] No

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

APPLICABLE ONLY TO CORPORATE ISSUERS: Indicate the number of shares outstanding of each of the issuer s class of common stock, as of the latest practicable date:

The number of shares outstanding of the registrant s common stock, par value $0.001, as of April 16, 2018 was 55,013,874.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Condensed Consolidated Financial Statements

Destiny Media Technologies Inc.

(Unaudited)
February 28, 2018
(Expressed in United States dollars)

Destiny Media Technologies Inc.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Expressed in United States Dollars)
Unaudited

As at,

	February 28, 2018 $	August 31, 2017 $
ASSETS		
Current		
Cash and cash equivalents	**1,623,131**	1,342,956
Accounts receivable, net of allowance for doubtful accounts of $5,324 [August 31, 2017 $3,383] *[note 10]*	**525,603**	529,666
Other receivables	**81,671**	21,216
Short term receivable *[note 3]*		64,811
Prepaid expenses	**52,625**	54,507
Deposit	**580**	592
Total current assets	**2,283,610**	2,013,748
Deposits	**27,360**	27,923
Property and equipment, net *[note 4]*	**191,532**	116,208
Intangible assets, net *[note 4]*	**57,149**	86,824
Total assets	**2,559,651**	2,244,703
LIABILITIES AND STOCKHOLDERS EQUITY		
Current		
Accounts payable	**142,648**	127,444
Accrued liabilities	**173,602**	192,433
Deferred leasehold inducement	**52,149**	2,090
Deferred revenue	**7,329**	23,685
Obligation under capital lease current portion	**2,992**	6,246
Total liabilities	**378,720**	351,898
Commitments and contingencies *[notes 6 and 8]*		
Stockholders equity		
Common stock, par value $0.001 *[note 5]*		
Authorized: 100,000,000 shares		
Issued and outstanding: 55,013,874 shares [August 31, 2017 issued and outstanding 55,013,874 shares]	**55,014**	55,014
Additional paid-in capital *[note 5]*	**9,740,482**	9,712,213
Accumulated deficit	**(7,306,665)**	(7,607,531)
Accumulated other comprehensive loss	**(307,900)**	(266,891)
Total stockholders equity	**2,180,931**	1,892,805
Total liabilities and stockholders equity	**2,559,651**	2,244,703

See accompanying notes

Destiny Media Technologies Inc.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Expressed in United States dollars)
Unaudited

	Three Months Ended February 28, 2018 $	Three Months Ended February 28, 2017 $	**Six Months Ended February 28, 2018 $**	Six Months Ended February 28, 2017 $
Revenue *[note 10]*	**815,055**	781,878	**1,788,853**	1,674,107
Operating expenses				
General and administrative	**160,218**	203,922	**304,052**	375,424
Sales and marketing	**259,408**	269,144	**531,494**	533,205
Research and development	**304,274**	339,276	**601,488**	654,699
Depreciation and Amortization	**25,490**	41,612	**51,187**	83,490
	749,390	853,954	**1,488,221**	1,646,818
Income (loss) from operations	**65,665**	(72,076)	**300,632**	27,289
Other income				
Interest income	**1,704**	3,871	**4,029**	8,634
Other income (expense)	**7**		**(3,795)**	
Net income (loss)	**67,376**	(68,205)	**300,866**	35,923
Other comprehensive income (loss)				
Foreign currency translation adjustments	**11,107**	19,238	**(41,009)**	(14,131)
Total comprehensive income (loss)	**78,483**	(48,967)	**259,857**	21,792
Net income (loss) per common share, basic and diluted	**0.00**	(0.00)	**0.01**	0.00
Weighted average common shares outstanding:				
Basic and diluted	**55,013,874**	55,013,874	**55,013,874**	55,013,874

See accompanying notes

Destiny Media Technologies Inc.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY

(Expressed in United States dollars)
Unaudited

	Common stock Shares	Amount	Additional paid-in capital	Accumulated Deficit	Accumulated other comprehensive loss	Total stockholders equity
	#	$	$	$	$	$
Balance, August 31, 2017	**55,013,874**	**55,014**	**9,712,213**	**(7,607,531)**	**(266,891)**	**1,892,805**
Total comprehensive income				300,866	(41,009)	259,857
Stock based compensation *Note 5*			28,269			28,269
Balance, February 28, 2018	**55,013,874**	**55,014**	**9,740,482**	**(7,306,665)**	**(307,900)**	**2,180,931**

See accompanying notes

Destiny Media Technologies Inc.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in United States dollars)
Unaudited

Six months ended February 28,

	2018 **$**	2017 $
OPERATING ACTIVITIES		
Net income	**300,866**	35,923
Items not involving cash:		
Depreciation and amortization	**51,187**	83,490
Stock-based compensation	**28,269**	24,804
Deferred leasehold inducement	**51,002**	(17,192)
Unrealized foreign exchange	**(423)**	1,530
Loss on disposal of property and equipment	**3,795**	
Changes in non-cash working capital:		
Accounts receivable	**(2,520)**	104,658
Other receivables	**(66,119)**	(16,872)
Prepaid expenses and deposits	**839**	30,711
Accounts payable	**13,631**	28,730
Accrued liabilities	**(13,949)**	2,522
Deferred revenue	**(16,164)**	(13,251)
Short term receivable	**65,070**	49,376
Net cash provided by operating activities	**415,484**	314,429
INVESTING ACTIVITY		
Purchase of property, equipment and intangibles	**(105,620)**	(32,466)
Net cash used in investing activity	**(105,620)**	(32,466)
Effect of foreign exchange rate changes on cash	**(29,689)**	(5,316)
Net increase in cash and cash equivalents during the period	**280,175**	276,647
Cash and cash equivalents, beginning of period	**1,342,956**	662,743
Cash and cash equivalents, end of period	**1,623,131**	939,390
Supplementary disclosure		
Interest paid		
Income taxes paid		

See accompanying notes

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

1. ORGANIZATION

Destiny Media Technologies Inc. (the Company) was incorporated in August 1998 under the laws of the State of Colorado and the corporate jurisdiction was changed to Nevada effective October 8, 2014. The Company develops technologies that allow for the distribution over the internet of digital media files in either a streaming or digital download format. The technologies are proprietary. The Company operates out of Vancouver, BC, Canada and serves customers predominantly located in the United States, Europe and Australia.

The Company s stock is listed for trading under the symbol DSNY on the OTCQB U.S. in the United States, under the symbol DSY on the TSX Venture Exchange and under the symbol DME on the Berlin, Frankfurt, Xetra and Stuttgart exchanges in Germany.

2. BASIS OF PRESENTATION

The accompanying unaudited interim condensed consolidated financial statements have been prepared by management in accordance with accounting principles generally accepted in the United States for interim financial information pursuant to the rules and regulations of the United States Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by United States generally accepted accounting principles for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended February 28, 2018 are not necessarily indicative of the results that may be expected for the year ended August 31, 2018.

The balance sheet at August 31, 2017 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by United States generally accepted accounting principles for annual financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended August 31, 2017.

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

3. SHORT TERM RECEIVABLE

In a prior year, the Company agreed to settle litigation with an unrelated party. Pursuant to a Settlement Deed dated March 5, 2012, the Company became entitled to a settlement sum of $825,000 Australian dollars (AUD) (US $858,194), receivable in monthly installments over the course of 72 months, beginning on March 31, 2012 and ending on February 28, 2018. The balance was due to be paid in equal monthly installments of AUD$14,050 until the end of the obligation and was accruing interest at a rate of 10.25% per annum compounded monthly. The receivable was secured by a registered charge against real estate located in Australia.

As of February 28, 2018, all installments due under the terms of the settlement had been received.

The following table summarizes the changes in the carrying value of the receivable balance during the year ended August 31, 2017 and during the six months ended February 28, 2018:

	February 28, 2017 $	August 31, 2017 **$**
Beginning balance	**64,811**	175,206
Gross installments received	**(65,766)**	(127,845)
Interest	**1,921**	12,840
Foreign exchange impact	**(966)**	4,610
Ending balance		64,811

The foreign exchange impact in the above table is partially allocated into other comprehensive income (loss) and partially allocated into exchange gain (loss) on the income statement.

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

4. PROPERTY AND EQUIPMENT AND INTANGIBLES

	Cost $	Accumulated amortization $	Net book value $
February 28, 2018			
Property and equipment			
Furniture and fixtures	**151,379**	**113,119**	**38,260**
Computer hardware	**239,558**	**196,302**	**43,256**
Computer software	**218,067**	**202,356**	**15,711**
Leasehold improvement	**166,093**	**71,788**	**94,305**
	775,097	**583,565**	**191,532**
Intangibles			
Patents, trademarks and lists	**410,520**	**353,371**	**57,149**
	410,520	**353,371**	**57,149**
August 31, 2017			
Property and equipment			
Furniture and fixtures	171,724	126,005	45,719
Computer hardware	241,705	192,596	49,109
Computer software	222,554	201,174	21,380
Leasehold improvement	71,415	71,415	
	707,398	591,190	116,208
Intangibles			
Patents, trademarks and lists	415,752	328,928	86,824
	415,752	328,928	86,824

Depreciation and amortization for the three and six months ended February 28, 2018 was $25,490 and $51,187, respectively (2017: $41,612 and $83,490, respectively)

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

5. STOCKHOLDERS EQUITY

[a] Common stock issued and authorized

The Company is authorized to issue up to 100,000,000 shares of common stock, par value $0.001 per share.

During the six months ended February 28, 2018, no shares were issued.

[b] Stock option plans

The Company has two existing stock option plans (the Plans), namely the 2006 Stock Option Plan and the 2015 Stock Option Plan, under which up to 7,750,000 shares of the common stock, has been reserved for issuance. A total of 1,234,431 common shares remain eligible for issuance under the plan. The options generally vest over a range of periods from the date of grant, some are immediate, and others are 12 or 24 months. Any options that do not vest as the result of a grantee leaving the Company are forfeited and the common shares underlying them are returned to the reserve. The options generally have a contractual term of five years.

Stock-Based Payment Award Activity

A summary of option activity under the Plans as of February 28, 2018, and changes during the period then ended is presented below:

Options	Shares	Weighted Average Exercise Price $	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value $
Outstanding at August 31, 2017	**1,806,250**	**0.39**	**4.07**	
Granted	150,000	0.40	4.79	
Forfeited	(100,000)	0.40	4.35	
Expired	(87,500)	0.40		
Outstanding at February 28, 2018	**1,768,750**	**0.39**	**3.82**	
Exercisable at February 28, 2018	**770,832**	**0.39**	**3.14**	

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company s common stock for the options that were in-the-money at February 28, 2018.

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

5. STOCKHOLDERS EQUITY (cont d.)

The following table summarizes information regarding the non-vested stock purchase options outstanding as of February 28, 2018 and changes during the period then ended:

	Number of Options	Weighted Average Grant Date Fair Value $
Non-vested options at August 31, 2017	**1,366,667**	**0.07**
Granted	150,000	0.08
Forfeited	(100,000)	0.07
Vested	(418,749)	0.07
Non-vested options at February 28, 2018	**997,918**	**0.07**

As of February 28, 2018, there was $68,841 of total unrecognized compensation cost related to non-vested share-based compensation awards. The unrecognized compensation cost is expected to be recognized over a weighted average period of 1.61 years.

During the three and six months ended February 28, 2018, stock-based compensation expense has been reported in the statement of comprehensive income as follows:

	Three Months Ended		**Six Months Ended**	
	February 28 2018 $	February 28 2017 $	**February 28 2018 $**	February 28 2017 $
Stock-based compensation:				
General and administrative	**9,512**	8,764	**17,534**	17,528
Sales and marketing	**1,787**	1,240	**3,575**	2,563
Research and development	**3,580**	2,398	**7,160**	4,713
Total stock-based compensation	**14,879**	12,402	**28,269**	24,804

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

5. STOCKHOLDERS EQUITY (cont d.)

Valuation Assumptions

The fair value of each option award granted during the six months ended February 28, 2018 and 2017 was estimated on the date of grant using the Black-Scholes option-pricing model based on the following assumptions:

		2018	2017
		$	$
Expected term of stock options (years)		**3.02**	
Expected volatility		**93.3%**	
Risk-free interest rate		**1.9%**	
Dividend yields			
Weighted average grant date fair value	**$**	**0.08**	

Expected volatilities are based on historical volatility of the Company s stock. The Company uses historical data to estimate option exercise and employee termination within the valuation model. The expected term of options granted represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the options is based on US Treasury bill rates in effect at the time of grant.

[c] Employee Stock Purchase Plan

The Company s 2011 Employee Stock Purchase Plan (the Plan) became effective on February 22, 2011. Under the Plan, employees of Destiny are able to contribute up to 5% of their annual salary into a pool which is matched equally by Destiny. Independent directors are able to contribute a maximum of $12,500 each for a combined maximum annual purchase of $25,000. The maximum annual combined contributions will be $400,000. All purchases are made through the Toronto Stock Exchange by a third-party plan agent. The third-party plan agent will also be responsible for the administration of the Plan on behalf of Destiny and the participants.

During the three and six months ended February 28, 2018, the Company recognized compensation expense of $19,355 and $26,481, respectively (2017: $22,537 and $30,002, respectively) in salaries and wages on the consolidated statement of comprehensive income in respect of the Plan, representing the Company s employee matching of cash contributions to the plan. The shares were purchased on the open market at an average price of $0.24 (2017: $0.21) . The shares are held in trust by the Company for a period of one year from the date of purchase.

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

5. STOCKHOLDERS EQUITY (cont d.)

[d] Warrants

A summary of common stock warrants outstanding as of February 28, 2018, and changes during the period then ended is presented below:

	Number of Common Shares Issuable	Exercise Price $	Date of Expiry	Aggregate Intrinsic Value $
Outstanding at August 31, 2017	1,010,000	0.30	October 20, 2017	
Expired	(1,010,000)	0.30		
Outstanding at February 28, 2018				

6. COMMITMENTS

The Company entered into a new lease agreement commencing July 1, 2017 and expiring June 30, 2022 for the same premise consisting of approximately 6,550 square feet. The Company has fiscal year payments committed as follows:

	$
2018	123,929
2019	252,552
2020	259,806
2021	265,353
2022	226,461

During the three and six months ended February 28, 2018 the Company incurred rent expense of $74,154 and $139,928, respectively (2017 - $58,018 and $115,848, respectively) which has been allocated between general and administrative expenses, research and development and sales and marketing on the consolidated statement of comprehensive income. The rent expense during the six months ended February 28, 2018 has included the allocation of rental payments on a straight-line basis over the term of the lease.

7. RELATED PARTY TRANSACTIONS

There were no related party transactions during the six months ended February 28, 2018 and comparative period ended February 28, 2017.

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

8. CONTINGENCIES

The Company is subject to claims and legal proceedings that arise in the ordinary course of business. Such matters are inherently uncertain, and there can be no guarantee that the outcome of any such matter will be decided favorably to the Company or that the resolution of any such matter will not have a material adverse effect upon the Company s financial statements. The Company does not believe that any of such pending claims and legal proceedings will have a material adverse effect on its consolidated financial statements.

On September 5, 2017, the Company s former President and Chief Executive Officer filed a Notice of Civil Claim in the Supreme Court of British Columbia against the Company, its subsidiaries, independent directors and current Chief Executive Officer, claiming damages for conspiracy, breach of contract, wrongful dismissal, defamation and aggravated and punitive damages. The Company believes the claims are without merit and will defend itself against the claims. The quantum of loss, if any, is not determinable at this time and management believes it is unlikely that the outcome of this matter will have an adverse impact on its results of operations, cash flows and financial condition.

9. NEW ACCOUNTING PRONOUNCEMENTS

Recently Adopted Accounting Standards

In November 2015, the FASB issued ASU No. 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes (ASU 2015-17). ASU 2015-17 requires deferred tax assets and liabilities to be classified as non-current in the consolidated balance sheet. Previously, accounting principles required an entity to separate deferred income tax assets and liabilities between current and noncurrent amounts in a classified statement of financial position. The Company adopted this standard on September 1, 2017. The adoption of ASU 2015-17 did not have any impact on the Company s consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, Compensation Stock Compensation (Topic 718): Scope of Modification Accounting (ASU 2017-09), which provides guidance on determining which changes to the terms and conditions of share-based payment awards require an entity to apply modification accounting under Topic 718. The amendments in this ASU should be applied prospectively to an award modified on or after the adoption date. The Company adopted this standard on September 1, 2017. The adoption of ASU 2015-17 did not have any impact on the Company s consolidated financial statements.

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

9. NEW ACCOUNTING PRONOUNCEMENTS (cont d.)

Accounting Standards Not Yet Effective

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) (ASU 2014-09). This new accounting guidance on revenue recognition provides for a single five-step model to be applied to all revenue contracts with customers. The new standard also requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. ASU 2014-09 will be effective for the Company beginning on September 1, 2018. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements and has not yet selected a transition approach to implement the standard.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) (ASU 2016-02). The amendments in this Update increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU 2016-02 will be effective for the Company beginning on September 1, 2019. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (ASU 2016-13). Financial Instruments Credit Losses (Topic 326) amends guideline on reporting credit losses for assets held at amortized cost basis and available-for-sale debt securities. For assets held at amortized cost basis, Topic 326 eliminates the probable initial recognition threshold in current GAAP and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net amount expected to be collected. For available-for-sale debt securities, credit losses should be measured in a manner similar to current GAAP, however Topic 326 will require that credit losses be presented as an allowance rather than as a write-down. ASU 2016-13 affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments in this ASU will be effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is in the process of determining the effect the adoption of this standard will have on its consolidated financial statements.

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

9. NEW ACCOUNTING PRONOUNCEMENTS (cont d.)

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash (ASU 2016-18). The purpose of Update No. 2016-18 is to clarify guidance and presentation related to restricted cash in the statements of cash flows as well as increased disclosure requirements. It requires beginning-of-period and end-of-period total amounts shown on the statements of cash flows to include cash and cash equivalents as well as restricted cash and restricted cash equivalents. Update No. 2016-18 will be effective for the Company beginning on September 1, 2018. Early adoption is permitted. The Company is in the process of determining the effect the adoption of this standard will have on its consolidated statements of cash flows.

10. CONCENTRATIONS AND ECONOMIC DEPENDENCE

The Company operates solely in the digital media software segment and all revenue from its products and services are made in this segment.

Revenue from external customers, by product and location of customer, is as follows:

	Three Months Ended		**Six Months Ended**	
	February 28 2018 $	February 28 2017 $	**February 28 2018 $**	February 28 2017 $
Play MPE®				
North America	**306,222**	307,868	**744,361**	671,127
Europe	**421,689**	397,098	**857,832**	837,260
Australasia	**68,329**	65,874	**141,662**	143,584
Total Play MPE®	**796,240**	770,840	**1,743,855**	1,651,971
Clipstream ®				
North America	**18,815**	11,038	**44,998**	22,136
Outside of North America				
Total Clipstream ®	**18,815**	11,038	**44,998**	22,136
Total revenue	**815,055**	781,878	**1,788,853**	1,674,107

Destiny Media Technologies Inc.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

February 28, 2018

10. CONCENTRATIONS AND ECONOMIC DEPENDENCE (cont d.)

Revenue in the above table is based on location of the customer s billing address. Some of these customers have distribution centers located around the globe and distribute around the world. During the six months ended February 28, 2018, the Company generated 43% of total revenue from one customer [2017 - one customer represented 41%].

It is in management s opinion that the Company is not exposed to significant credit risk.

As at February 28, 2018, one customer represented $331,288 (63%) of the trade receivables balance [August 31, 2017 one customer represented $377,672 (71%)].

The Company has substantially all its assets in Canada and its current and planned future operations are, and will be, located in Canada.

11. SUBSEQUENT EVENTS

In accordance with ASC 855 Subsequent Events , which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued, we have evaluated all events or transactions that occurred after February 28, 2018 up through the date we issued the condensed consolidated financial statements and has determined that there was no other material event that occurred after the date of the balance sheets included in this report that has not already been disclosed.

12. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation. These reclassifications did not affect prior periods' net earnings.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

FORWARD LOOKING STATEMENTS

The following discussion should be read in conjunction with the accompanying financial statements and notes thereto included within this Quarterly Report on Form 10-Q. In addition to historical information, the information in this discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements involve risks and uncertainties, including statements regarding the Company s capital needs, business strategy and expectations. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements.

In some cases, you can identify forward-looking statements by terminology such as may , will , should , expect , intend , anticipate , believe , estimate , predict , potential or continue , the negative of such terms or other c terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors described in this Quarterly Report, including the risk factors under Item 1A. Risk Factors. of part II, and, from time to time, in other reports the Company files with the Securities and Exchange Commission. These factors may cause the Company s actual results to differ materially from any forward-looking statement. The Company disclaims any obligation to publicly update these statements, or disclose any difference between its actual results and those reflected in these statements. Such information constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

OVERVIEW AND CORPORATE BACKGROUND

Destiny Media Technologies, Inc. was incorporated in August 1998 under the laws of the State of Colorado and the corporate jurisdiction was changed to Nevada effective October 8, 2014. We carry out our business operations through our wholly owned subsidiary, Destiny Software Productions Inc., a British Columbia company that was incorporated in 1992, MPE Distribution, Inc. a Nevada company that was incorporated in 2007 and Sonox Digital Inc. incorporated under the Canada Business Corporations Act in 2012. The Company , Destiny Media , Destiny , we or us refers consolidated activities of all four companies.

Our principal executive office is located at Suite 1110, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8. Our telephone number is (604) 609-7736 and our facsimile number is (604) 609-0611.

Our common stock trades on TSX Venture Exchange in Canada under the symbol DSY , on the OTCQB U.S. (OTCQB) under the symbol DSNY , and on various German exchanges (Frankfurt, Berlin, Stuttgart and Xetra) under the symbol DME, WKN 935 410.

Our corporate website is located at http://www.dsny.com.

OUR PRODUCTS AND SERVICES

Destiny develops and markets software as a service (SaaS) solutions that solve critical problems in distribution and promotion for businesses in the music industry of digital media content over the Internet. Destiny services are based around proprietary security, watermarking and instant play streaming media technologies.

The core of our business is Play MPE®, a promotional music marketing and digital distribution service. Play MPE® is a service for promoting and securely distributing broadcast quality audio, video, images, promotional information and other digital content securely through the internet. The system is currently used by the record industry for transferring pre-release broadcast quality music, radio shows, and music videos to trusted recipients such as radio stations, media reviewers, VIP s, DJ s, film and TV personnel, sports stadiums and retailers. The system replaces the physical distribution (mail, courier or hand delivery) of CD s.

Record labels around the world, including all three major labels (Universal Music Group, Warner Music Group and Sony Music Entertainment), are regularly using Play MPE® to deliver their content to radio.

Play MPE®

Play MPE® is a service used by the recording industry for promoting and distributing broadcast quality audio, video, images, promotional information and other digital content securely through the internet. Play MPE® is a cloud-based enterprise SaaS service providing tiered, permission-based access, allowing our clients to assign varying rights, capabilities and responsibilities to different members of their staff. For example, some customer staff may manage assets (album cover imagery, music videos, the raw music, promotional information and other metadata), while others manage hierarchical permission based lists of recipients. Larger labels are normally structured into label groups, each with their own labels with varying access (permissions) to various subsets of the master recipient lists.

The release dates for music can be dependent on the territory and, where administrative settings permit, local promotions staff may generate a localized distribution of the song with modified marketing information in the local language. Local staff may select pre-existing assets from the system and combine them together with a local recipient lists to form a send . Our customers also choose the level of access for the recipients assigned to the release by designating whether the release can be streamed, downloaded, exported into an unlocked digital format or burned to a CD.

While many clients are set up to manage and upload recipient lists, many rely on our proprietary lists provided within the service. Our staff manages lists of recipients in various formats and geographies and those lists are made available to our customers using the Play MPE® system. The Play MPE® system provides Play MPE® staff with the feedback and resources necessary to manage and maintain this network of recipients, which is not available with physical distribution or by smaller competitors. Customers select lists of recipients within the proprietary network based on music format and geography.

When the release is sent, the send appears in the available tracks section of a recipient s account. Recipients can access these tracks through proprietary iPhone, Mac and Windows based players, or through partner sites. In addition, we have made it even easier for decision makers in radio, press, TV, and film to use the Play MPE® service with a secure streaming audio preview feature. The enhancement allows Play MPE® recipients to quickly hear a short preview of a song directly from the notification email without having to login.

Destiny's servers also generate a marketing website (http://daily.plaympe.com) which promotes new music. The system automatically generates charts of the most popular music on the system. These charts can be syndicated to third parties.

All exported songs are marked in real time with Destiny s watermark technology, which has received three US patents and a number of analogous patents globally. Songs that appear on the internet are scanned by the International Federation of the Phonographic Industry s (IFPI) for our watermark. Headquartered in London, UK, the IFPI is the organization that represents the interests of the recording industry worldwide and one of its missions is to safeguard the rights of record producers. IFPI web crawlers visit torrents, peer to peer networks and websites searching for unauthorized content. When problem files are identified, the IFPI software looks for Destiny s watermark in the content to identify the originating source.

After the content is released, all activity by the recipient is logged in real time, providing record labels and promotions staff real time detail on which songs are accessed, streamed, downloaded and exported. This contrasts with physical distribution, where record labels may be unsure whether the courier package went to the correct individual or whether it was ever opened. This activity information provides invaluable feedback in real time to marketing and promotions staff who can cater their programs appropriately. Recipients receive a custom library of available tracks and are able to repeat the download if music is lost.

Real time usage statistics for Play MPE® are available at: http://www.dsny.com/play-mpe-stats

On February 21, 2018, Destiny announced the Beta release of Play MPE Version 8. This new browser-based encoder will be accessible on any computer without installation and will completely replace many of the current Windows based desktop tools currently used by our customers. It is expected that this new solution will increase usage of Play MPE® by providing an easier to use, more intuitive and streamlined experience, access to both Mac and PC users, new release creation workflows, and more configuration options. It also allows for easy translation into multiple languages to accelerate international expansion.

Clipstream®

The Company also has a legacy business, Clipstream®, in the online video industry for which it is pursuing strategic alternatives. The Clipstream® Online Video Platform (OVP) is a self-service system, for encoding, hosting and reporting on video playback which can be embedded in third party websites or emails. Playback is currently through the Company's proprietary JavaScript codec engine, which is only available on the internet through the Company. The unique software based approach to rendering video, is protected by over two dozen patents claiming initial priority to 2011.

The Company has stopped development of new major features for this product. The product is marketed in a limited way and has incidental revenues. Business development is focused on identifying strategic alternatives for the product, business, and intellectual property outside the Company.

RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED FEBRUARY 28, 2018 AND FEBRUARY 28, 2017

Revenue

Total revenue for the six months ended February 28, 2018 increased by 7% to $1,788,853 (2017 - $1,674,107). Play MPE® revenue accounted for 97% of the Company's revenue (2017 - 99%) and increased by 6% over the comparable period in fiscal 2017. The increase in Play MPE® revenue is attributable to an increase in North American revenues, mostly as a result of growth in US independent customers, which increased by 14% over the comparable period in fiscal 2017. The growth in North America was accompanied by an increase in European revenue of approximately 3%. The growth in European revenue was driven by favorable exchange rates as the Company saw declines in revenue expressed in Euros from our Scandinavian customers. The Company believes the decline in Scandinavian revenue is the result of seasonal fluctuations and known product issues that will be addressed by the upcoming release of version 8 of the Play MPE release publishing tools.

During the six months ended February 28, 2018, 49% of our Play MPE® revenues were denominated in Euros and 8% were denominated in Australian Dollars (2017: 50% and 9%, respectively). During the six months ended February 28, 2018, the effect of foreign exchange fluctuations in these currencies had a favorable impact on our reported revenues from these currencies, most significantly from fluctuations in the Euro, which resulted in an 11% increase in reported revenue from that currency.

Operating Expenses

Overview

As our technologies and products are developed and maintained in-house, the majority of our expenditures are on salaries and wages and associated personnel expenses; including office space, supplies and benefits. Our operations are primarily conducted in Canada. Therefore, the majority of our costs are incurred in Canadian dollars while the majority of our revenues are denominated in US dollars and Euros. Thus, operating expenses and the results of operations are impacted, to the extent they are not hedged, by the rise and fall of the relative values of the US dollar to these currencies. The Company maintains the majority of its financial reserves in Canadian dollars to mitigate the downside risk of adverse exchange rates on its operating expenditures.

Overall operating costs fell by 10% to $1,488,221 (2017 – $1,646,818) during the six months ended February 28, 2018, largely driven by a reduction in staffing costs and certain Clipstream® related expenditures, and a decrease in depreciation charges. These declines were partially offset by an increase in rent, an increase in non-recurring professional fees, and an increase in marketing activities.

Salaries and wages declined by 14% over the comparative period as a result of staffing reductions experienced near the end of the 2017 fiscal year. We expect to continue to see a reduction in total staffing costs throughout the remainders of fiscal 2018.

General and administrative	**28-Feb 2018** (6 months) **$**	**28-Feb 2017** (6 months) **$**	**Change $**	**Change %**
Wages and benefits	137,266	184,489	(47,223)	-25.6%
Rent	18,681	18,305	376	2.1%
Telecommunications	1,924	4,798	(2,874)	-59.9%
Bad debt	2,084	(2,115)	4,199	-198.5%
Office and miscellaneous	58,261	106,063	(47,802)	-45.1%
Professional fees	85,835	63,884	21,951	34.4%
	304,051	375,424	(71,373)	-19.0%

Our general and administrative expenses consist of salaries and related personnel costs including overhead, professional fees, and other general office expenditures. The decrease in wages and benefits is as a result of staffing reductions experienced in the fourth quarter of fiscal 2017, as discussed above. The decrease in office and miscellaneous is mostly due to a favorable foreign exchange impact, as well as a reduction in shareholder relations expenditures. The increase in professional fees has been incurred in connection with legal advice related to employment matters.

Sales and marketing	**28-Feb 2018** (6 months) $	**28-Feb 2017** (6 months) $	**Change $**	**Change %**
Wages and benefits	347,465	374,913	(27,448)	-7.3%
Rent	53,654	40,823	12,831	31.4%
Telecommunications	72,266	70,273	1,993	2.8%
Travel	9,772	4,524	5,248	116.0%
Advertising and marketing	48,337	42,672	5,665	13.3%
	531,494	533,205	(1,711)	-0.3%

Sales and marketing expenses consist of salaries and related personnel costs including overhead, advertising and promotional fees, and marketing-related travel costs. The decrease in wages and benefits is attributable to overall reduced staffing costs. This decrease was offset by an increase in rent in connection with the renewal of our office lease, and an increase in advertising and marketing costs due to marketing related travel and seasonal expenditures.

Research and development	**28-Feb 2018** (6 months) $	**28-Feb 2017** (6 months) $	**Change $**	**Change %**
Wages and benefits	446,835	522,064	(75,229)	-14.4%
Rent	68,599	56,720	11,879	20.9%
Telecommunications	46,855	39,803	7,052	17.7%
Research and development	39,199	36,112	3,087	8.5%
	601,488	654,699	(53,211)	-8.1%

Research and development costs consist of salaries and related personnel costs including overhead and consulting fees with respect to product development and deployment. The decrease in wages and benefits is attributable to overall reduced staffing costs, as well as Clipstream® related staffing costs. The increase in telecommunications costs is due to increased cloud-based data hosting costs associated with Play MPE® development projects, which has been partially offset by a decrease in other telecommunications operational costs associated with a change in service providers.

Depreciation and Amortization

Depreciation and amortization expense arises from property and equipment, and from patents and trademarks. Amortization decreased to $51,187 for the six months ended February 28, 2018 from $83,490 for the six months ended February 28, 2017, a decrease of $32,303 or 39% from an overall reduction in the capital asset balance subject to amortization.

Other earnings and expenses

Interest income decreased to $4,029 for the six months ended February 28, 2018 from $8,634 for the six months ended February 28, 2017, a decrease of $4,605. The interest income was being derived from the amount receivable pursuant to our previous litigation settlement. The decrease in interest income is the result of the repayment of the remaining settlement receivable balance during the period.

Net income

During the six months ended February 28, 2018 we reported net income of $300,866 (2017 $35,923). The increase in net income is primarily attributable to a reduction in operating expenses in overall spending on salaries and wages, depreciation and amortization, as well as favorable foreign exchange fluctuations.

For the three months period ended February 28, 2018, adjusted EBITDA increased to $109,168 (2017 $(26,672)). Adjusted EBITDA is not defined under generally accepted accounting principles (GAAP) and it may not be comparable to similarly titled measures reported by other companies. We used Adjusted EBITDA, along with other GAAP measures, as a measure of profitability because Adjusted EBITDA helps us to compare our performance on a consistent basis by removing from our operating results the impact of our capital structure, the effect of operating in different tax jurisdictions, the impact of our asset base, which can differ depending on the book value of assets, the accounting methods used to compute depreciation and amortization, the existence or timing of asset impairments and the effect of non-cash stock-based compensation expense. We believe Adjusted EBITDA is useful to investors as it is a widely used measure of performance and the adjustments we make to Adjusted EBITDA provide further clarity on our profitability. We remove the effect of non-cash stock-based compensation from our earnings which can vary based on share price, share price volatility and expected life of the equity instruments we grant. In addition, this stock-based compensation expense does not result in cash payments by us. Adjusted EBITDA has limitations as a profitability measure in that it does not include the interest expense on our debts, our provisions for income taxes, the effect of our expenditures for capital assets, the effect of non-cash stock-based compensation expense and the effect of asset impairments. The following is a reconciliation of net income from operations to Adjusted EBITDA over the eight most recently completed fiscal quarters:

	2018 Q2	**2018 Q1**	**2017 Q4**	**2017 Q3**	**2017 Q2**	**2017 Q1**	**2016 Q4**	**2016 Q3**
	$	**$**	$	$	$	**$**	$	**$**
Net Income (Loss)	67,376	233,490	86,635	166,223	(68,205)	104,128	(9,048)	(2,813)
Amortization, stock based compensation and deferred leasehold inducements	43,496	42,220	40,664	40,998	45,404	45,698	22,169	64,408
Interest income	(1,704)	(2,325)	(2,243)	(3,437)	(3,871)	(4,763)	(4,075)	(4,902)
Adjusted EBITDA	109,168	273,385	125,056	203,784	(26,672)	145,063	9,046	56,693

LIQUIDITY AND FINANCIAL CONDITION

At February 28, 2018, we had cash of $1,623,131 (August 31, 2017 $1,342,956). We had working capital of $1,904,890 as at February 28, 2018 compared to working capital of $1,661,850 as at August 31, 2017.

CASH FLOWS

Net cash provided by operating activities was $415,484 for the six months ended February 28, 2018, compared to net cash provided of $314,429 for the six months ended February 28, 2017. The increase in net cash flows provided in the operating activities was most notably due to an increase in net income as a result of a reduction in expenditures and growth in revenues over the comparative period.

Net cash used in investing activities was $105,620 for the six months ended February 28, 2018, compared to net cash used of $32,466 for the six months ended February 28, 2017. The increase in net cash used in investing activities is largely attributable to expenditures on leasehold improvements related to office renovations associated with a renewal in our office premises lease.

There were no cash flows from financing activities during the six months ended February 28, 2018 and 2017.

RECENT ACCOUNTING PRONOUNCEMENTS

Please refer to Note 9 “Recent Accounting Pronouncements” in Notes to Interim Condensed Consolidated Financial Statements for the six months ended February 28, 2018.

CRITICAL ACCOUNTING POLICIES

We prepare our interim condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and make estimates and assumptions that affect our reported amounts of assets, liabilities, revenue and expenses, and the related disclosures of contingent liabilities. We base our estimates on historical experience and other assumptions that we believe are reasonable in the circumstances. Actual results may differ from these estimates.

The following critical accounting policies affect our more significant estimates and assumptions used in preparing our consolidated financial statements.

Revenue Recognition

We recognize revenue in accordance with Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification (“ASC”) 985-605, *Revenue Recognition*. Accordingly, revenue is recognized when there is persuasive evidence of an arrangement, delivery to the customer has occurred, the fee is fixed and determinable, and collectability is considered probable.

The majority of our revenue is generated from digital media distribution service. The service is billed on usage which is based on the volume and size of distributions provided on a monthly basis. All revenues are recognized on a monthly basis as the services are delivered to customers, except where extended payment terms exist. Such revenues are only recognized when the extended payment term expires.

At present, the Company does not have a standard business practice for contracts that contain extended payment terms, and therefore recognizes revenue from such contracts when the payment terms lapse and all other revenue criteria have been met.

Significant management judgments and estimates must be made in connection with determination of the revenue to be recognized in any accounting period. If we made different judgments or utilized different estimates for any period material differences in the amount and timing of revenue recognized could result.

Stock-Based Compensation

We recognize the costs of employee services received in share-based payment transactions according to the fair value provisions of the current share-based payment guidance. The fair value of employee services received in stock-based payment transactions is estimated at the grant date and recognized over the requisite service period. Determining the appropriate fair value model and calculating the fair value of stock-based awards requires judgment, including estimating stock price volatility, forfeiture rates and expected life.

We selected the Black-Scholes option pricing model as the most appropriate method for determining the estimated fair value of our share-based awards. The Black-Scholes model requires the use of highly subjective and complex assumptions which determine the fair value of share-based awards, including the option's expected term and the price volatility of the underlying stock. Our current estimate of volatility is based on historical and market-based implied volatilities of our stock price. To the extent volatility of our stock price increases in the future, our estimates of the fair value of options granted in the future could increase, thereby increasing stock-based compensation cost recognized in future periods. We derive the expected term assumption primarily based on our historical settlement experience, while giving consideration to options that have not yet completed a full life cycle. Stock-based compensation cost is recognized only for awards ultimately expected to vest. Our estimate of the forfeiture rate is based primarily on our historical experience. To the extent we revise this estimate in the future, our share-based compensation cost could be materially impacted in the quarter of revision, as well as in the following quarters. In the future, as empirical evidence regarding these input estimates is available to provide more directionally predictive results, we may change or refine our approach of deriving these input estimates.

Research and Development Expense for Software Products

Research and development expense includes costs incurred to develop intellectual property. The costs for the development of new software and substantial enhancements to existing software are expensed as incurred until technological feasibility has been established, at which time any additional costs would be capitalized. We have determined that technological feasibility is established at the time a working model of software is completed. Because we believe our current process for developing software will be essentially completed concurrently with the establishment of technological feasibility, no costs have been capitalized to date.

Significant management judgments and estimates must be made in connection with determination of any amounts identified for capitalization as software development costs in any accounting period. If we made different judgments or utilized different estimates for any period material differences in the amount and timing of capitalized development costs could occur.

Accounts Receivable and Allowance for Doubtful Accounts

We extend credit to our customers based on evaluation of an individual customer's financial condition and collateral is generally not required. Accounts outstanding beyond the contractual payment terms are considered past due. We determine our allowance for doubtful accounts by considering a number of factors, including the length of time accounts receivable are beyond the contractual payment terms, our previous loss history, and a customer's current ability to pay its obligation to us. We write-off accounts receivable when they are identified as uncollectible. All outstanding accounts receivable accounts are periodically reviewed for collectability on an individual basis.

Income Taxes

Deferred income tax assets and liabilities are computed based on differences between the carrying amount of assets and liabilities on the balance sheet and their corresponding tax values using the enacted income tax rates by tax jurisdiction at each balance sheet date. Deferred income tax assets also result from unused loss carry-forwards and other deductions. The valuation of deferred income tax assets is reviewed annually and adjusted, if necessary, by use of a valuation allowance to reflect the estimated realizable amount. Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. We evaluate all available evidence, such as recent and expected future operating results by tax jurisdiction, and current and enacted tax legislation and other temporary differences between book and tax accounting to determine whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. There is a risk that management estimates for operating results could vary significantly from actual results, which could materially affect the valuation of the future income tax asset. Although the Company has tax loss carry-forwards and other deferred income tax assets, management has determined certain of these deferred tax assets do not meet the more likely than not criteria, and accordingly, these deferred income tax asset amounts have been completely offset by a valuation allowance.

Contingencies

As discussed under “Item 1. Legal Proceedings” in Part II and in Note 8 “Contingencies” in Notes to Interim Condensed Consolidated Financial Statements, the Company is subject from time to time to various legal proceedings and claims that arise in the ordinary course of business. In accordance with US GAAP, the Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable. There is significant judgment required in both the probability determination and as to whether an exposure can be reasonably estimated. In management’s opinion, the Company does not have a potential liability related to any current legal proceedings and claims that would individually or in the aggregate materially adversely affect its financial condition or operating results. However, the outcomes of legal proceedings and claims brought against the Company are subject to significant uncertainty. Should the Company fail to prevail in any of these legal matters or should several of these legal matters be resolved against the Company in the same reporting period, the operating results of a particular reporting period could be materially adversely affected.

Impairment of Long-Lived Assets

We evaluate the recoverability of our long-lived assets including tangible assets in accordance with authoritative guidance. When events or changes in circumstances indicate that the carrying amount of long-lived assets may not be recoverable, we recognize such impairment in the event the carrying amount of such assets exceeds the future undiscounted cash flows attributable to such assets. We have not recorded any impairment losses to date.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Foreign Exchange Risk

Our revenues are primarily in United States dollars and Euros while our operating expenses are primarily in Canadian dollars. Thus, operating expenses and the results of operations are impacted to the extent they are not hedged by the rise and fall of the relative values of Canadian dollar to these currencies. During the six months ended February 28, 2018, as a result of fluctuations in the Euro, and the Australian, Canadian, and US dollars, the Company recognized positive impacts on reported net income.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

Disclosure controls and procedures and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 is accumulated and communicated to management including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In connection with this quarterly report, as required by Rule 13a-15 under the Securities Exchange Act of 1934, we have carried out an evaluation of the effectiveness of the design and operation of our company's disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of our company's management, including our company's Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our company's Chief Executive Officer and Chief Financial Officer concluded that as of February 28, 2018, our disclosure controls and procedures were effective as at the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

On December 13, 2017, the Board of Directors appointed Sandra Boenisch as the Company s Chief Financial Officer. The appointment was effective December 15, 2017. Mr. Vandenberg stepped down as Chief Financial Officer and remains the Company s Chief Executive Officer and President. This change had a material effect on our internal controls over financial reporting.

Other than as described above, there were no changes in our internal controls over financial reporting during the three months ended February 28, 2018.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

On September 5, 2017, the Company s former President and Chief Executive Officer, Mr. Steve Vestergaard, filed a Notice of Civil Claim in the Supreme Court of British Columbia against the Company, its subsidiaries, independent directors and current Chief Executive Officer, claiming damages for conspiracy, breach of contract, wrongful dismissal, defamation and aggravated and punitive damages. The Company believes the claims are without merit and will defend itself against the claims.

Item 1A. Risk Factors.

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed in Item 1 Risk Factors in our Form 10-K for the fiscal year ended August 31, 2017 filed with the SEC on November 29, 2017. These risks could materially and adversely affect our business, financial condition and results of operations. The risks described in our Form 10-K have not changed materially, however, they are not the only risks we face. Our operations could also be affected by additional factors that are not presently known to us or by factors that we currently consider immaterial to our business.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

31.1*	Section 302 Certification of Chief Executive Officer
31.2*	Section 302 Certification of Chief Financial Officer
32.1*	Section 906 Certification of Chief Executive Officer and Chief Financial Officer
101*	Interactive Data File

* Filed herewith

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.

DESTINY MEDIA TECHNOLOGIES, INC.

By: /s/ Frederick Vandenberg
Frederick Vandenberg
Chief Executive Officer, President
(Principal Executive Officer)
Date: April 16, 2018

By: /s/ Sandra Boenisch
Sandra Boenisch, CPA, CGA
Chief Financial Officer, Treasurer
(Principal Financing and Accounting Officer)
Date: April 16, 2018