

DESTINY MEDIA TECHNOLOGIES INC
Form 10-K
November 24, 2014

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

(Mark One)

FORM 10-K

Annual Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act Of 1934

For the fiscal year ended **August 31, 2014**

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.

(Name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or
organization)

84-1516745

(I.R.S. Employer Identification No.)

**Suite 750, PO Box 11527, 650 West Georgia Street,
Vancouver, British Columbia, Canada**

(Address of principal executive offices)

V6B 4N7

(Zip Code)

604-609-7736

Registrant's telephone number, including area code

Securities registered under Section 12(b) of the Exchange Act: **NOT APPLICABLE**

Securities registered under Section 12(g) of the Exchange Act: **COMMON STOCK, \$0.001 PAR VALUE PER SHARE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes No

Edgar Filing: DESTINY MEDIA TECHNOLOGIES INC - Form 10-K

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 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).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of the last business day of the registrant's most recently completed second fiscal quarter was \$45,410,589.

The number of shares outstanding of the registrant's common stock, par value \$0.001, as of November 24, 2014 was 52,993,874.

DOCUMENTS INCORPORATED BY REFERENCE

None

**DESTINY MEDIA TECHNOLOGIES INC.
FORM 10-K**

INDEX

| | PAGE |
|---|------|
| <u>PART I</u> | |
| <u>Item 1. Business</u> | 6 |
| <u>Item 1A. Risk Factors</u> | 14 |
| <u>Item 1B. Unresolved Staff Comments</u> | 17 |
| <u>Item 2. Properties</u> | 17 |
| <u>Item 3. Legal Proceedings</u> | 17 |
| <u>Item 4. Mine Safety Disclosures</u> | 17 |
| <u>PART II</u> | |
| <u>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> | 18 |
| <u>Item 6. Selected Financial Data</u> | 19 |
| <u>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 19 |
| <u>Item 7A. Quantitative and Qualitative Disclosures about Market Risk</u> | 26 |
| <u>Item 8. Financial Statements and Supplementary Data</u> | 27 |
| <u>Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure</u> | 29 |
| <u>Item 9A. Controls and Procedures</u> | 29 |
| <u>Item 9B. Other Information</u> | 29 |
| <u>PART III</u> | |
| <u>Item 10. Directors, Executive Officers and Corporate Governance</u> | 29 |
| <u>Item 11. Executive Compensation</u> | 33 |
| <u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u> | 35 |
| <u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u> | 38 |
| <u>Item 14. Principal Accounting Fees and Services</u> | 38 |
| <u>PART IV</u> | |
| <u>Item 15. Exhibits, Financial Statement Schedules</u> | 39 |
| <u>Signatures</u> | 41 |

PART I

FORWARD LOOKING STATEMENTS

The information in this Annual Report on Form 10-K 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 Destiny Media'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", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined below under Item 1A. Risk Factors , and, from time to time, in other reports Destiny Media files with the SEC. These factors may cause Destiny Media's actual results to differ materially from any forward-looking statements. Destiny Media 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.

CURRENCY

All dollar amounts in this Annual Report on Form 10-K are presented in United States dollars unless otherwise indicated.

ITEM 1. BUSINESS.
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 or we refers to consolidated activities of all four companies.

Our principal executive office is located at Suite 750, PO Box 11527, 650 West Georgia Street, Vancouver, British Columbia V6B 4N7. 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 OTCQX U.S. (OTCQX) 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.dсны.com>.

OUR PRODUCTS AND SERVICES

Destiny develops and markets services that enable the secure distribution of digital media content over the internet. Destiny services are based around proprietary security, watermarking and playerless streaming media technologies.

Currently, more than 97% of the Company's revenues come from the Play MPE® digital distribution service, which the recording industry uses to distribute new pre-release music and music videos to trusted recipients before that content is generally available for sale to the public.

The remaining 3% of revenue is generated from sales of video products branded as Clipstream®, a playerless streaming video solution. The majority of Clipstream® revenue is derived from a new technology, also branded as Clipstream®.

Clipstream®

Clipstream® products are based on a technology which provides streaming video through the Internet directly on to the variety of devices and browsers. Clipstream®'s encode once, play anywhere vision addresses the breadth and complexity in today's multi-format video environment, reducing the cost and complexity of delivering streaming video. This single format solution can be sold into any customer landscape and industry vertical requiring streaming video.

The Company is developing products under the Clipstream® brand that include the core engine technology, a cloud encoding and hosting service, an enhanced security plug-in and variants of these solutions for Market Research and a Advertising industry verticals. The Company has had some initial revenue from the market research video questionnaire service.

Competing solutions deliver video through a variety of formats: Flash, and HTML 5 <video> tag formats, predominately either H.264, H.265 or Web M. This variety of formats has created a number of problems for video publishers:

1.

To reach a wide audience, video providers have to transcode , or convert, the source video format into a number of third party formats. Transcoding is costly, time consuming, creates additional costs for storage and hosting, and can involve considerable human touch to keep everything in check.

2. New HTML 5 video formats do not offer native security. The content is in an unencrypted format that is easily copied.

3. For many industry verticals, such as advertising, video interactivity and tracking of activity are necessary features. New device formats reliant on HTML 5 do not offer native interactivity.
4. Source formats are often served by proprietary streaming video servers, where each viewer has a unique standalone connection to the server. Unlike standard HTTP web content, this inefficient delivery method can increase hosting and infrastructure costs by multiple times.

Clipstream® has a solution to these challenges by offering a secure, single-format, playerless, multi-platform video technology served from a robust content delivery network. Clipstream® video requires only one video format to reach mobile devices, Mac OS, PC, iOS and Android. Clipstream® video has native security advantages that enable content owners to lock content to servers and make copying difficult. Clipstream® video operates as a Javascript screen element that can be fully integrated into tracking and interactive elements by advertisers, designers and web applications developers. All of this can be served on a standard HTTP web server, allowing publishers to reap cost and labor savings.

The Company intends to focus on three to four primary business verticals in the coming twelve months, including Market Research & Survey, Advertising and Government & Education. Another key focus will be the opportunity to license the core Clipstream® engine. This will be approached through technology and commercial partnerships and based upon a royalty licensing model. The current offerings are all available as a software as a service although in the future the company may choose a variety of licensing options to suit industry verticals and or customer and competitive requirements.

Play MPE®

Play MPE® is a digital delivery service for securely moving broadcast quality audio, video, images, promotional information and other digital content securely through the internet. The system is currently used by the recording 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. The financial model is transaction based, where the price per delivery varies with the number of songs and videos in the package.

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

Each distribution is initiated by our customers, who encode the content and enter the appropriate data. Our software has a tiered permissions 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 will generate a localized distribution of the song with modified marketing information in the local language. Local staff will select pre-existing assets from the system and combine them together with 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, most rely on the proprietary Play MPE® network, which is quickly becoming a valuable asset to the industry. Destiny staff manage lists of recipients in various formats

and those lists are available in the encoder to be selected. 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 smaller competitors.

Staff who encode each release choose the access rights, whether the system should automatically generate a template driven marketing email alert, whether the song should be locked to the recipient computer and which partner sites should have access to the content.

On the impact date, the send appears in the available tracks section of the user's account. Recipients can access through proprietary iPhone, Mac and Windows based players, through a Direct to Web browser interface supporting playerless streaming and download or through partner sites, including integration into reporting systems such as Mediabase, radio automation systems such as Nexgen or Selector or through custom direct integration into the backend server systems at the radio chains. Destiny's proprietary applications offer popular features, such as the ability to drag and drop to build and burn playlists to CD's for music meetings, the ability to convert and export into a wide variety of formats from the iTunes AAC format to the popular MP3 format and to export metadata automatically into third party applications.

The system generates an unbranded Clipstream® format playerless streaming audio clip for previewing and two broadcast quality versions of the downloadable audio. The recipient can choose to receive a lossless compressed exact copy of the original file at up to four times regular download speed or a variable bitrate compressed version, indistinguishable to the human ear, at up to fifteen times regular download speed. Recipients receive a custom library of available tracks and are able to repeat the download if music is lost.

All exported songs are marked in real time with Destiny's patent pending watermark technology. 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. If a mark is found, Destiny's server and the originating label are automatically contacted so that recipient can be disabled from the system and appropriate action can be taken against the individual to hold that recipient accountable for the unauthorized distribution.

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 contrast directly with physical distribution where they are unsure whether the courier package went to the correct individual or whether it was opened. This information provides invaluable feedback in real time to marketing and promotions staff who can cater their programs appropriately.

Finally, details of the transaction are fed to the billing servers for generation of automated monthly billing summaries for invoicing.

Real time usage statistics for Play MPE® are available at: <http://dsny.com/mpe%20stats>

BUSINESS DEVELOPMENT

Play MPE®

In fiscal 2014, annual revenue was \$3,572,376 with 97% of our revenue from Play MPE®.

In fiscal 2014, the Company began developing a browser based encoder which will permit a greater number of customers to utilize the Play MPE® system. When ready, this new encoder will permit customers to access our distribution tool through internet from a Mac or PC, will provide access to a greater number of customers with a range of technical ability and will be more easily translated into various languages.

Also the Company developed apps for Android, Android Tablet, iPhone, iPad and Blackberry, and is currently increasing the system's infrastructure with a new watermarked streaming facility in the UK.

In February 2014, the Company announced an agreement that, effective March 1, 2014, Play MPE® would be the exclusive supplier of digital distribution services to Sony Music Entertainment Australia for promotional delivery of audio content in Australia.

In March 2014, the Company announced an agreement with Shazam Entertainment Limited, the world's leading media engagement company, whereby Destiny's Play MPE® system would automatically transmit digital fingerprints and metadata to Shazam servers. Shazam collects acoustic fingerprints of music and matches it against its database of more than 35 million songs, allowing its more than 85 million monthly active users in 200 countries to quickly identify the name and artist of a song they hear over the radio. By incorporating song fingerprints into the Play MPE® system, the Company is simplifying the process for our record label and independent artist customers to introduce new music.

Play MPE® staff regularly attend various industry conferences including:

| | |
|---------------------|--|
| September 4-7, 2013 | Christian Music Broadcasters Momentum 2013 in Lake Buena Vista, FL |
| January 30, 2014 | Midem 2014, Cannes, France |
| February 18, 2014 | Country Radio Seminars, Nashville TN |
| April 30, 2014 | AIM Presents: Music Connected, London, UK |
| August 5-8, 2014 | FMQB Triple A Convention, Boulder, CO |

Clipstream®

In the second quarter of fiscal 2014, Clipstream® beta-launched a self-service cloud encoding and hosting system to deliver the new Javascript video player technology. In limited client and partner testing, those who signed up to the Clipstream® Cloud could upload, manage and re-host videos encoded into the Clipstream® proprietary video format alongside existing service-based delivery methods. The cloud model included:

The Clipstream® Uploader: a slim drag-and-drop encoder that automatically converts raw video from a variety of formats into the Clipstream® proprietary format and automatically uploads it into the cloud hosting network

The Clipstream® Cloud host: (my.clipstream.com) a video management, customization and hosting network containing controls allowing the user to deliver video of any length to multiple platforms, on both mobiles, PCs, Mac OS and Linux computers.

Throughout fiscal 2014, development continued on building out a host of features for the Clipstream® Cloud including content management, security, player customization, user-interface and billing components. We integrated the Google CDN as a secondary hosting provider to the Amazon CDN.

Ongoing development through the year expanded the security offering embedded in the Clipstream® player, resulting in the Enhanced Security Plug-in, a browser-based application that enables content owners to block screen capture, copy-paste functions, screen-scraping and certain applications contained in a customizable blacklist. This component was a requirement of existing and new customers in market research and their clients in the motion picture, television, medical and advertising industries.

With this component, the market research and survey offering became available late summer this year. Marketing of this offering began after fiscal 2014 when Clipstream® staff attended the CASRO (<http://www.casro.org/>) annual conference, the major market research association convention. Typical applications include test marketing sensitive and pre-release television commercials, movie trailers, TV pilots, concepts and product demonstrations. The plug-in is integrated in the cloud delivery and can be implemented by select market research users in a self-service model. As well, work continued on already existing security features including dynamic watermarking and host-locking. Customer review and feedback was positive and we should see early evidence of completed evaluations and closed sales in the early weeks of calendar 2015.

Ongoing development advanced the reliability, functionality, cross-platform functionality and performance of the underlying core Clipstream® video engine with expanded testing to all major mobile platforms as well as continued compatibility work with the major PC and Mac browsers. Clipstream video has been tested on all major PC, Mac OS, Android, Blackberry and iOS browsers and on dozens of the most popular mobile devices. Major strides were made in the area of performance, image and audio quality for the player.

In February 2014, Clipstream® began prototyping a version of the player optimized for the advertising industry vertical, running a series of public ads promoting Clipstream® using the latest player on various websites. This campaign surpassed 750,000 impressions and provided valuable feedback for the project. The quality of experience and play rate was high and the Company is now in the process of developing a product roadmap and converting this raw prototype technology into an initial packaged offering for availability in the first quarter of calendar 2015.

Some events where Clipstream® was showcased in attendance this fiscal year include:

| | |
|---------------------|---|
| October 28-30, 2013 | Seattle Interactive Conference, Seattle, WA |
| October 30, 2013 | Best of ESOMAR Canada 2013, Vancouver, BC, Canada |
| January 7-9, 2014 | International CES, Las Vegas, NV |
| April 24, 2014 | BC Technology Impact Awards, Vancouver, BC, Canada |
| April 29, 2014 | 2014 Digital Strategy Conference, Vancouver, BC, Canada |

Significant Customers

During the year ended August 31, 2014, the Company generated 49% of total revenue from one customer and 8% of total revenue from another customer (2013 - one customer represented 51% and another customer represented 10%).

OUR BUSINESS OPERATIONS

We lease approximately 5,792 square feet of office space, with the lease expiring in December of 2014, and we currently have 27 total employees, including 25 full time employees and 2 part time employees. Our employees include our President and Chief Executive Officer, Chief Financial Officer and Vice President and Chief Operating Officer, Clipstream®, twelve sales and technical support personnel, and ten software developers. We also employ contractors as needed.

We manage our own server infrastructure and use the services of external hosting facilities. We also integrate with content delivery networks including Google and Amazon. We have racks of server and storage hardware at five physical locations (three in Vancouver, Canada, one in Australia and one in London, England). Servers are highly redundant with RAIDs, custom switches, redundant power supplies and multiple connections to the internet backbone. Access to the network is load balanced across the server locations, providing bandwidth of anywhere from 100 Mbps to 1 Gbps depending on the facility and continued access to users if a facility ever failed.

Proprietary server software at each location monitors programs running at the other locations. This software is able to remotely diagnose and reboot applications when that can resolve the problem and notify our staff by text message when it can't. Any one location can fail and the other locations will reliably continue to provide the service.

Clipstream® solutions rely on company servers for billing, management, reporting and logic and third party servers for raw hosting. This arrangement allows Clipstream® to scale rapidly as customer demand requires it.

Research and Development

Total research and development expenditures for the year ended August 31, 2014 were \$1,062,668 (2013: \$1,207,700).

COMPETITION

Play MPE®

Play MPE® has the largest market share of a relatively new market and a network effect entrenches the system as it is difficult for any one user to switch to an alternative without the entire industry switching. The nature of digital music

distribution favors a monopoly service where there is one location where recipients can access content from labels around the world.

Play MPE® has several advantages over physical distribution (mail, courier or hand delivery) of manufactured CDs. Digital distribution through Play MPE® is faster, less expensive, more reliable, more secure, provides additional real time and more accurate reporting of usage, provides a great deal of added functionality and provides the error free and automatic transmission of metadata. Metadata includes International Standard Recording Codes (ISRC) which is a standard code for uniquely identifying sound recordings and music video recordings - song and artist names, beats per minute, release and impact dates, etc. The automatic transmission of this metadata reduces the time required for manual data entry into radio automation software on the receiving side and eliminates inaccuracies in royalty reporting.

The Play MPE® system provides our clients with a sophisticated content management tool that includes privilege control, release sharing amongst global territories (saving our clients time and money when conducting global distributions), enhanced email notification and promotions tools, social media announcements, recipient player apps (iPhone, iPad, Android, Android Tablet and Blackberry), with a fully redundant high speed infrastructure that is more sophisticated and has higher functionality than quickly developed lower cost alternatives. The Company expects that competition will be strongest where audio quality, security, recipient network, and reporting are not as important as cost.

Play MPE® integrates with Wide Orbit Automation for Radio, Powergold Music Scheduling, various product offerings from OMT and supports Broadcast Electronic's Audio Vault.

Also, the Company exports directly into a wide variety of back end systems such as Clear Channel's Prophet system, the BBC's internal distribution system and Sirius XM's servers. Mediabase, the dominant supplier of reporting information to the recording industry exclusively links download links wherever a new song appears and these links direct their users to register into our system to access this content.

Direct competitors are often regional, with little global presence.

Clipstream®

Historically, the most common way to get streaming video was through player based solutions, such as Flash, Windows Media Player and Quicktime. Video would be typically hosted on one or more streaming servers, which would be referred to indirectly by the web page on the web server. When the web page loaded, the streaming server that matched the browser and device of the viewer would be used to embed the video into the page.

This had the notable disadvantage that users were required to maintain and update player plug-in software. This could be difficult for novice users and users that did not have administrative rights or situations where upgrading the plug-in was not possible without also upgrading the operating system. It was common for a significant portion of users were unable to see the video. For applications such as advertising, those lower play rates meant lower revenues for the site owner running the ads. The most dominant format in the last few years has been Flash from Adobe, but Adobe has discontinued support for Flash on devices.

Web pages are in the hypertext markup language format (HTML) and the latest standard, supported by browsers released in the last few years, is HTML 5. It supports a new <video> tag which enables browsers to natively play video without a player plug-in. The issue is that different browsers support different formats. Site owners have to encode video in multiple formats to reach all computers and devices (transcoding).

As an example, video uploaded to consumer video sharing sites would be transcoded into H.264, Web M and Flash and three versions of the video in these three separate formats would need to be stored. An HTML 5 compliant browser would choose one of those formats to play back.

By contrast, Clipstream® uses features only available in HTML 5 compliant browsers, but not the <video> tag. This allows the video to play without software on a wide range of platforms without a need for transcoding.

Flash and H.264 are the most widely supported formats, but H.264 is being replaced by H.265. Both H.264 and H.265 are protected by over one hundred patents and use of these formats requires payment of patent fees to the consortium (<http://www.mpegla.com>). Other formats, such as Web M and Ogg Theora are likely to become more popular over time.

All of these formats are likely to be used extensively and competitively, but they all have the disadvantage that they are not cross platform. We are not aware of another solution that does not require a streaming player plug-in, or that plays on all HTML 5 compliant browsers on e-book readers, computers, smart phones, tablets and Internet enabled TV's.

We believe that, if granted, our seven patents will protect the techniques that we are using, so that no other competitor could offer a similar solution.

The other major concern with HTML 5 video is that it does not support digital rights management. The streaming formats that browsers would natively access are unencrypted formats and there is no easy way to stop users from downloading the streaming files that the <video> tag points to. By contrast, Clipstream® content can be locked to only play from authorized URL's and it can be watermarked. Because it can be hosted on the corporate web server rather than third party content delivery networks, the authentication system and the streaming can lie on the same server. Streams can be provided that will only play on the specified, authorized viewer computer that had just been previously authenticated.

Clipstream® Advantages

A Clipstream® powered website does not require that its visitors download and install player software. Clipstream® just plays. Other solutions require intrusive codecs and new versions of their player in the background.

As Clipstream® is playerless, management estimates that at least 10% more visitors see the rich media content.

The Clipstream® solution is less intrusive and, as a result, safer for users. Alternative solutions control a user's device and can be used by malicious sites to install malware. Clipstream® content will never crash or compromise your machine.

Clipstream® content is uploaded to any brand of web server and just works. Alternative solutions require that you purchase, install and configure streaming server systems, running on dedicated hardware.

Clipstream® plays on any JavaScript and HTML 5 enabled device, so playback is not restricted to computers. This cross platform approach means the same object will work for any browser on any brand of computer or device at any bitrate. (An autodetect procedure automatically delivers the highest possible stream quality).

Because there is no player, Clipstream® encoded media never becomes obsolete and never has to be re-encoded. Other solutions launch new player software without backwards compatibility.

Clipstream® media will automatically cache because it is an ordinary web component, just like a graphic or a block of text. This means that Clipstream will save up to 90% on bandwidth cost (over 90% for ads), while providing much more reliable playback. This standards based approach means that there is no limit to simultaneous streams.

Clipstream® components can be uploaded to the cloud for third party hosting. Player solutions require complicated server farms to handle more than a few thousand simultaneous visitors.

Clipstream® objects can be embedded into databases for long term storage and easy context sensitive retrieval. Every aspect of the Clipstream® engine can be accessed by web authoring tools to create a customized look and feel.

Dozens of parameters provide functionality not available from any other streaming solution. For example, Clipstream® provides the only technology available to link every pixel or group of pixels in a banner to a different audio stream. This technology can be used for audio navigation of a website or to provide ads that do not require the visitor to leave the host site to listen to an ad.

GOVERNMENT REGULATION

We are not currently subject to direct regulation by any governmental agency other than laws and regulations generally applicable to businesses. It is possible that a number of laws and regulations may be adopted in both the United States and Canada with particular applicability to the Internet. Governments have and may continue to enact legislation applicable to us in areas such as content distribution, performance and copying, other copyright issues, network security, encryption, the use of key escrow data, privacy protection, caching of content by server products, electronic authentication or digital signatures, illegal or obscene content, access charges and retransmission activities. The applicability to the Internet of existing laws governing issues such as property ownership, content, taxation, defamation and personal privacy is also uncertain. Export or import restrictions, new legislation or regulation or governmental enforcement of existing regulations may limit the growth of the Internet, increase our costs of doing business or increase its legal exposure.

The Company owns proprietary algorithms, source code, web domain addresses, patents, trademarks and other intellectual property.

Patents

1. Digital Locking "Digital Media Distribution Method and System" (US Patent No. 7466823)

This patent provides a method of locking digital content which prevents play back on unauthorized machines and devices. Claims include separating security from the content, so that content files can be shared securely over peer to peer networks. This is one of the earliest patents for securing peer to peer distributed content.

One of the more important claims in this patent is the ability to uniquely recognize a particular computer. Uniquely identifying a person's computer is a common issue which is usually approached by saving cookies or beacons to the user's computer or by tracking IP addresses. These are not reliable solutions as cookies are easily deleted and IP addresses easily changed. Destiny's propriety hash code process creates a serial number that can be used to recognize the user on subsequent visits without ever saving anything to that user's computer.

2. Watermarking "Methods for Watermarking Media Data" Parent Patent

- a. US Patent No. 7983441, Japan Patent No. 5103479 and Europe Patent No. 2082527
- b. Pending Canada (Publication No. 2682926)

Destiny has developed a watermarking technology which can uniquely identify the individual who originally accessed a particular song. Our watermark is unique as it can be embedded and identified rapidly, it is inaudible, it survives on air broadcast, compression and conversion to other formats and is virtually impossible to remove. Our watermarking technology is used in the Play MPE® distribution system when songs are exported or when streaming a track. Other watermarking technologies are slow and provide a trade off between a destruction of audio quality and the ease that they can be filtered out.

When the original patent claims were granted in the US, the Company filed a set of new additional, broader claims in a continuation application in Canada and the US to further protect the technology.

3. Cross Platform Streaming Video Script Based Video Rendering

- a. Pending US Publication numbers:

US-2013-0047074,
US-2013-0044260,

- US-2013-0044822,
US-2013-0044823,
US-2013-0044802,
US-2013-0044826 and
US-2013-0044804)
- b. Pending China (Publication No. CN 103891303/Application No. 201280050754.7)
 - c. Pending Europe (Publication No. 2745526/Application No. 12824114.8)
 - d. Pending Japan (Application No. 2014-525268)
 - e. Pending Australia (Application No. 2012297524)
 - f. Pending India (Application No. 1961/DELNO/2014)
 - g. Pending Canada (Application No. 2843766)
 - h. Pending Israel (Publication No. 2013/023287/Application No. 230898)
 - i. Pending Singapore (Application No. 2014008775)
 - j. Pending New Zealand (Application No. 622065)
 - k. Pending South Africa (Application No. 2014/01618)
 - l. Pending Russian Federation (Application No. 2014110047)
 - m. Pending Hong Kong (Application No. <not assigned>)

This solution enables publishers to serve streaming video from their web site without the need for a separate streaming server. The solution will play instantly in all recent browsers, including mobile devices, without the need for a separate video player.

Registered Trademarks

Clipstream®

Granted: USA, Canada, Japan, Israel, European Community, China

Pending: Australia

Play MPE®

Granted: Japan, USA, Canada, European Community, China and Australia

MPE®

Granted: Japan, USA, Canada, European Community

Pending: Australia

Sonox Digital®

Granted: Japan, China, European Community, Canada

Pending: USA

Domain Names

Destiny owns a large number of domain names, including many valuable four letter (dice.net, dsny.com) and URL s featuring common words (radio-play.com, streamingaudio.com, pirateradio.com and many others.) **Trade Secrets** As an innovative software development company, the Company has a wide range of proprietary algorithms and software libraries which form the core of its offerings.

ITEM 1A. RISK FACTORS.

We face risks in executing our business plan and achieving revenues. The following risks are material risks that we face. We also face the risks identified elsewhere in this Annual Report, including those risks identified under Item 1. Business , including Competition and Government Regulation, and Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations . If any of these risks occur, our business and our operating results and

financial condition could be seriously harmed.

If revenues decline, then our financial condition and results of operations will be adversely affected.

97% of our revenue is generated from our Play MPE® distribution service. Competitors may arise and/or customers may not renew distribution contracts. This factor could cause our revenue to decrease with the result that our financial condition and operating results would be adversely affected. Competitors have been small, regionally based, have limited resources, and have yet to capture a material share of the market. If a competitor were to develop a comparable or superior product, our market share could be reduced.

If we are not able to control our operating expenses, then our financial condition may be adversely affected.

Operating expenses increased to \$3,941,159 for the year ended August 31, 2014 from \$3,443,150 for the year ended August 31, 2013 while our revenue decreased slightly to \$3,572,376 for the year ended August 31, 2014 from \$3,679,029 for the year ended August 31, 2013. Our ability to achieve profitability is conditional upon our ability to control our operating expenses. There is a risk that we will have to increase our operating expenses in the future. Factors that could cause our operating expenses to increase include our determination to spend more on sales and marketing in order to increase product sales or our determination that more research and development expenditures are required in order to keep our current software products competitive or in order to develop new products for the market. To the extent that our operating expenses increase without a corresponding increase in revenue, our financial condition would be adversely impacted.

If we are not successful in legal proceedings against us, then our business and financial condition could be adversely affected.

We are currently party to a claim against the Company, as described in Item 3. Legal Proceedings . If we are not successful in this legal proceeding and are forced to make payments of damages to the plaintiffs, then our business and our financial condition would be adversely affected.

Our success is dependent, to a large degree, upon the efforts of Mr. Steve Vestergaard, our current executive officer.

Mr. Vestergaard was the founder of Destiny Software and has been involved in our business operations since our inception. The loss or unavailability of Mr. Vestergaard could have an adverse effect on our business operations and financial condition. We do not maintain key man life insurance policies for Mr. Vestergaard or for any of our other employees. In addition, our continued success is dependent upon our ability to attract and retain qualified personnel in all areas of our business, especially management positions. In the event that we are unable to attract and retain qualified personnel, our business would be adversely affected.

Our financial results may be adversely impacted by currency fluctuations.

Our revenues are primarily in United States dollars and Euros while our operating expenses are primarily in Canadian dollars. An increase in the value of the Canadian dollar in relation to the United States dollar and/or Euro could have the effect of increasing our loss from operations. We do not currently hedge our foreign currency exposures.

If our products are defective or contain errors, we may become subject to product liability claims.

As a result of their complexity, our software products may contain undetected errors or failures when first introduced or as new versions are released. There can be no assurance that, despite testing we undertake and testing and use by current and potential customers, errors will not be found in new products after commencement of commercial shipments. The occurrence of such errors could result in loss of or delay in market acceptance of our products, which could have a material adverse effect on our business, financial condition and results of operations. Our products also may be vulnerable to break-ins and similar disruptive problems caused by Internet or other users.

Such computer break-ins and other disruptions would jeopardize the security of information stored in and transmitted through the computer systems of our customers, which may result in significant liability to us and deter potential customers. The sale and support of our products may entail the risk of liability claims. A product liability claim brought against us could have a material adverse effect on our business, financial condition and results of operations.

Our ability to manage growth.

Should we be successful in the sales and marketing efforts of our software products, we will experience significant growth in operations. If this occurs, management anticipates that additional expansion will be required in order to continue our product development. Any expansion of our business would place further demands on our management, operational capacity and financial resources. We anticipate that we may need to recruit qualified personnel in all areas of its operations, including management, sales, marketing, delivery, and software development. There can be no assurance that we will be effective in attracting and retaining additional qualified personnel, expanding its operational capacity or otherwise managing growth. In addition, there can be no assurance that our current systems, procedures or controls will be adequate to support any expansion of our operations. The failure to manage growth effectively could have a material adverse effect on our business, financial condition and results of operations.

Risk of system failure and/or security risks.

Despite the implementation of security measures, our network infrastructure could be vulnerable to unforeseen computer problems. Although we believe we have taken steps to mitigate much of the risk, we may in the future experience interruptions in service as a result of the accidental or intentional actions of Internet users, current and former employees or others. Unknown security risks may result in liability to us and also may deter new customers from purchasing our software and services, and individuals from utilizing it. Although we intend to continue to implement and establish security measures, there can be no assurance that measures implemented by us will not be circumvented in the future, which could have a material adverse effect on our business, financial condition or results of operations.

Lack of established market for products and services; dependence on internet and intranets as mediums of commerce and communications.

The market for our streaming media products and services is new and evolving rapidly. It depends on increased use of the Internet and intranets. If the Internet and intranets are not adopted as methods for commerce and communications, or if the adoption rate slows, the market for our products and services may not grow, or may develop more slowly than expected.

The electronic commerce market is relatively new and evolving. Sales of our products depend in large part on the development of the Internet as a viable commercial marketplace. There are now substantially more users and much more traffic over the Internet than ever before, use of the Internet is growing faster than anticipated, and the technological infrastructure of the Internet may be unable to support the demands placed on it by continued growth. Delays in development or adoption of new technological standards and protocols, or increased government regulation, could also affect Internet use. In addition, issues related to use of the Internet and intranets, such as security, reliability, cost, ease of use and quality of service, remain unresolved and may affect the amount of business that is conducted over the Internet and intranets.

Product delays and errors.

We have experienced development delays and cost overruns associated with its product development. We may encounter such problems in the future. Delays and cost overruns could affect our ability to respond to technological changes, evolving industry standards, competitive developments or customer requirements. Our products also may contain undetected errors that could cause adverse publicity, reduced market acceptance of the products, or lawsuits

by customers.

Online commerce security risks.

Online commerce and communications depend on the ability to transmit confidential information securely over public networks. Any compromise of our ability to transmit confidential information securely, and costs associated with the prevention or elimination of such problems, could have a material adverse effect on our business.

International operations.

We market and sell our products in the United States, Canada, Europe, Asia, South America, Africa and Australia. As such, we are subject to the normal risks of doing business abroad. Risks include unexpected changes in regulatory requirements, export and import restrictions, tariffs and trade barriers, difficulties in staffing and managing foreign operations, longer payment cycles, problems in collecting accounts receivable, potential adverse tax consequences, exchange rate fluctuations, increased risks of piracy, limits on our ability to enforce our intellectual property rights, discontinuity of our infrastructures, limitations on fund transfers and other legal and political risks. Such limitations and interruptions could have a material adverse effect on our business.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None

ITEM 2. PROPERTIES.

Our head office is located in leased premises at Suite 750, 650 Georgia Street, Vancouver, British Columbia, Canada V6B 4N7. Our principal business operations are carried out from our head office. Our leased premises consist of approximately 5,792 square feet. We pay rent of approximately \$25,270 Canadian (equal to approximately \$22,400 US) per month. The lease expires December 31, 2014. We consider our leased premises adequate for our current business purposes.

ITEM 3. LEGAL PROCEEDINGS.

On November 8, 2011, the Company was served with a Notice of Civil Claim in the Supreme Court of British Columbia from Noramco Capital Corporation for \$100,000. The claim asserts that the Company has repudiated a subscription agreement entered into in August 2000. Management believes the claim is without merit and that the likelihood that the outcome of this matter will have a material adverse impact on its result of operations, cash flows and financial condition of the Company is remote. The Company has filed a counterclaim against Noramco and the alleged major beneficial shareholder of Noramco, R. A. Bruce McDonald, for damages arising from a proposed private placement in 2000 which did not close.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable

PART II**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.****Market Information**

Our shares are currently trading on the OTCQX under the stock symbol DSNY. The first day on which the Company's shares were traded under the stock symbol DSNY on the OTC Bulletin Board was June 26, 2000. On August 18, 2011, Destiny Media began trading on OTCQX. The high and the low trading prices for our shares for each quarter of the last two fiscal years were:

| QUARTER | HIGH (\$) | LOW (\$) |
|------------------|------------------|-----------------|
| 1st Quarter 2013 | \$0.97 | \$0.70 |
| 2nd Quarter 2013 | \$0.82 | \$0.57 |
| 3rd Quarter 2013 | \$0.98 | \$0.60 |
| 4th Quarter 2013 | \$2.79 | \$0.92 |
| 1st Quarter 2014 | \$2.93 | \$1.60 |
| 2nd Quarter 2014 | \$2.82 | \$0.80 |
| 3rd Quarter 2014 | \$1.25 | \$0.78 |
| 4th Quarter 2014 | \$1.05 | \$0.65 |

The trades reflect inter-dealer prices, without retail mark-up, markdown or commission and may not represent actual transactions.

Our shares have traded on the TSX Venture Exchange under the symbol DSY since October 12, 2010.

Holder of Common Stock

As of November 24, 2014 our shareholders list for our common stock showed 58 registered shareholders and 52,993,874 shares of our common stock outstanding.

Dividends

We have neither declared nor paid any cash dividends on our capital stock and do not anticipate paying cash dividends in the foreseeable future. Our current policy is to retain any earnings in order to finance the expansion of our operations. Our Board of Directors will determine future declaration and payment of dividends, if any, in light of the then-current conditions they deem relevant and in accordance with applicable corporate law.

Recent Sales of Unregistered Securities

During the year ended August 31, 2014, 733,209 shares were issued pursuant to the cashless exercise of 875,000 share purchase options exercisable at \$0.50 and 150,000 share purchase options exercisable at \$0.25. 150,000 shares were issued pursuant to the cash exercise of 75,000 share purchase options exercisable at \$0.50 and 75,000 share purchase options exercisable at \$0.85.

On May 23, 2014, the Company announced director compensation for the period from June 1, 2014 to May 31, 2015 in the amount of \$48,000 for each Director (Lawrence Langs, Steve Vestergaard, Yoshitaro Kumagai and Edward Kolic) payable in a lump sum if the Director chose to take part in a private placement of the Company or as monthly

payments in the alternative. Immediately following the compensation announcement, three Directors took part in the private placement resulting in the Company issuing 128,701 shares at \$0.87 per share for gross proceeds of \$111,970.

Such shares were issued in reliance upon Section 3(a)(9) of the Securities Act, for a security exchanged by the issuer with its existing security holders exclusively where no commission or other remuneration is paid or given directly or indirectly for soliciting such exchange.

OTHER INFORMATION

None.

See Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters for a description of our securities authorized for issuance under equity compensation plans.

ITEM 6. SELECTED FINANCIAL DATA.

| | Fiscal Year | | | | |
|--|--|--------------|--------------|--------------|--------------|
| | 2014 | 2013 | 2012 | 2011 | 2010 |
| | (Expressed in US dollars, except per share amounts) | | | | |
| Continuing Operations: | | | | | |
| Service revenue | \$ 3,572,376 | \$ 3,679,029 | \$ 3,983,789 | \$ 4,007,230 | \$ 3,771,382 |
| Income from continuing operations | \$ (368,783) | \$ 235,879 | \$ 719,678 | \$ 797,600 | \$ 689,062 |
| Net income | \$ (324,399) | \$ 226,014 | \$ 563,003 | \$ 638,508 | \$ 1,686,073 |
| Net income per common share, basic and diluted | \$ (0.01) | \$ 0.00 | \$ 0.01 | \$ 0.01 | \$ 0.03 |
| Balance Sheet: | | | | | |
| Working capital | \$ 1,476,767 | \$ 1,842,538 | \$ 1,641,032 | \$ 1,354,115 | \$ 976,139 |
| Total assets | \$ 3,401,206 | \$ 3,657,656 | \$ 3,793,002 | \$ 3,058,137 | \$ 2,578,817 |
| Long-term liabilities | - | - | - | - | \$ 3,745 |
| Stockholders' equity | \$ 3,002,647 | \$ 3,283,007 | \$ 3,280,935 | \$ 2,405,865 | \$ 2,059,369 |

The selected financial data should be read in conjunction with the Consolidated Financial Statements and Notes thereto, and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-K.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion of our results of operations and financial condition should be read together with the consolidated financial statements and related notes that are included in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors.

RESULTS OF OPERATIONS FOR THE YEARS ENDED AUGUST 31, 2014 AND 2013**Revenue**

Total revenue for the year ended August 31, 2014 declined 3% over the same period in the prior year to \$3,572,376 (2013 - \$3,679,029), while fourth quarter revenue increased 4% to \$896,681 (fourth quarter fiscal 2013 - \$860,974).

Revenue from the Play MPE® system currently represents approximately 97% of our total revenues. The third quarter in fiscal 2014 represents the first quarter following the anniversary of a renewal with our largest customer. This agreement consolidated territorial agreements into one global distribution agreement and eliminated certain pricing

inefficiencies, which, while usage continues to grow, represented a decline in pricing for this customer and a decline in revenue. Accordingly our year ended results include two quarters where this agreement is consistent with the prior year and two quarters that include different pricing models. Total Play MPE® revenue grew in the latter half of fiscal 2014, when compared to the same period in fiscal 2013 by 7.6% . Additionally, Play MPE® continues to show positive revenue growth in various sources. In Scandinavia, Play MPE® has shown growth with Sony Music and Warner Music (17% growth over the year) and independent labels (6% growth over the prior year). In the United States, Play MPE® continues to see growth in independent label revenue (13%) which offsets a small decline in revenue associated with Sony Music and Warner Music. Australian Play MPE® revenue grew by 35% with the addition of Sony Music and the return of several independent label clients.

Excluding the decrease in pricing associated with the renewed agreement with UMG mentioned above, revenue from Play MPE® has grown in every major market where Play MPE® derives an appreciable amount of revenue; United States, Australia and Europe. The growth in Australia and Europe is shown in both major label and independent label usage.

Approximately 58% of our Play MPE® revenue is denominated in Euros for the year ended August 31, 2014. Play MPE® revenue from Europe for the year ended August 31, 2014 reached \$2,000,943 (2013 - \$1,745,890) representing an increase of 15%. Approximately 37% of Play MPE® revenue is denominated in US Dollars and 4% of Play MPE® revenue is denominated in Australia Dollars for the year ended August 31, 2014.

The value propositions of the Play MPE® system are both compelling and numerous and we have found we compete well against traditional and alternative methods of distribution in the market. Our product provides significant advantages such as reducing the costs and lead times, providing feedback on usage to the record labels, and enhanced global security, with the added appeal of reducing the impact on the environment. Play MPE® provides many significant advantages over competing solutions such superior sound quality, superior security, advantageous partner relationships, a network of regular users and countless added functions of the player software and total service offering.

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 (sends). A send is a song, bundle of songs, album, box set, or video, authorized to be sent to a particular recipient. The revenue associated with each send will be on a sliding scale depending on the size of the particular send (song length for example). The system provides each label under contract to manage their own lists of recipients and directly encode and distribute their songs. This added ability provided to our clients substantially eliminates the strain on our own internal resources that can be seen in competing solutions and allows for high growth potential. All such 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.

For customers where it is not appropriate to enter into a formal contract we provide access to the Play MPE® system through our quoting system. Revenue generated from this type of access was approximately \$365,801 for the year ended August 31, 2014 (2013 - \$292,196).

Real time usage statistics for Play MPE® are available at: <http://www.plaympe.com/v4/company/plaympestats.php>

Approximately 3% of our revenues are derived from sales of our Clipstream® software. The management is planning to focus on sales, marketing and support resources on our new Clipstream® generation to increase revenue.

Operating Expenses

Overview

As our technologies and products are developed and maintained in-house, the majority of our expenditures is on salaries and wages and associated expenses; office space, supplies and benefits. Our operations are primarily conducted in Canada. The majority of our costs are incurred in Canadian dollars while the majority of our revenue is in Euros and US 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.

Total operating costs for the year ended increased by 15% to \$3,941,159 (August 31, 2013 - \$3,443,150). The increase is attributable to one time costs of approximately \$335,000 associated with the repurchase of options charged to general and administration expense, increased rent, increased shareholders relations expenses and director's compensation adopted in the last quarter of fiscal year 2014. Excluding the one time costs related to the repurchase of options, our operating expenditures for the year ended August 31, 2014 grew by approximately 5% over the prior year.

| General and administrative | 31-Aug 2014 | 31-Aug 2013 | \$ Change | % Change |
|-----------------------------------|------------------------|------------------------|----------------------|---------------------|
| | (12 months) | (12 months) | | |
| | \$ | \$ | | |
| Wages and benefits | 730,039 | 325,323 | 404,716 | 124.4% |
| Rent | 42,696 | 28,861 | 13,835 | 47.9% |
| Telecommunications | 16,537 | 15,011 | 1,526 | 10.2% |
| Bad debt | (3,329) | 6,011 | (9,340) | (155.4%) |
| Office and miscellaneous | 354,173 | 326,980 | 27,193 | 8.3% |
| Professional fees | 211,875 | 188,229 | 23,646 | 12.6% |
| | 1,351,991 | 890,415 | 461,576 | 51.8% |

Our general and administrative expenses consist primarily of salaries and related personnel costs including overhead, professional fees, and other general office expenditures.

The increase in wages and benefits is due to the costs related to repurchase of options described above. The increase in professional fees is primarily related to non-recurring legal advice surrounding a NASDAQ listing application and addressing various associated United States securities issues. The increase in office and miscellaneous is due to the costs related to shareholder relations consulting services received in current period, which is partially offset by the foreign exchange gains during the current period as a result of fluctuations in the value of the Euro and Australia dollar impacting cash and accounts receivable balances denominated in those currencies.

| Sales and marketing | 31-Aug 2014 | 31-Aug 2013 | \$ Change | % Change |
|----------------------------|------------------------|------------------------|----------------------|---------------------|
| | (12 months) | (12 months) | | |
| | \$ | \$ | | |
| Wages and benefits | 1,000,376 | 910,146 | 90,230 | 9.9% |
| Rent | 117,599 | 80,742 | 36,857 | 45.6% |
| Telecommunications | 45,549 | 41,995 | 3,554 | 8.5% |
| Meals and entertainment | 14,003 | 11,441 | 2,562 | 22.4% |
| Travel | 80,207 | 56,612 | 23,595 | 41.7% |
| Advertising and marketing | 120,601 | 120,224 | 377 | 0.3% |
| | 1,378,335 | 1,221,160 | 157,175 | 12.9% |

Sales and marketing costs consist primarily of salaries and related personnel costs including overhead, sales commissions, advertising and promotional fees, and travel costs. The increase in wages and benefits is mainly due to the Company's allocation of Play MPE® staff on marketing and promotional activities. Rent expense has increased as a result of increased monthly rent in current period and rent abatement received during the comparative period. The increase in travel is the result of marketing our products internationally.

| Research and development | 31-Aug 2014 | 31-Aug 2013 | \$ Change | % Change |
|---------------------------------|------------------------|------------------------|----------------------|---------------------|
| | (12 months) | (12 months) | | |
| | \$ | \$ | | |
| Wages and benefits | 911,451 | 1,063,002 | (151,551) | (14.3%) |
| Rent | 108,372 | 94,302 | 14,070 | 14.9% |
| Telecommunications | 41,975 | 49,047 | (7,072) | (14.4%) |
| Research and development | 870 | 1,349 | (479) | (35.5%) |
| | 1,062,668 | 1,207,700 | (145,032) | (12.0%) |

Research and development costs consist primarily 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 primarily due to a shift of Company's Play MPE® staff from the development of a new version of the recipient software to business development related activities including customer visits and promotion.

Depreciation and Amortization

Depreciation and amortization expense arose from fixed assets and other assets. Depreciation and amortization increased to \$148,165 for the fiscal year ended August 31, 2014 from \$123,875 for the fiscal year ended August 31, 2013, an increase of \$24,290 or 20% as a result of additional servers purchased for our Play MPE® operations and various patents and trademarks applications.

Other earnings and expenses

Interest income decreased to \$61,366 for the year ended August 31, 2014 from \$78,135 for the year ended August 31, 2013, a decrease of \$16,769. The interest income is derived from the amount receivable pursuant to our previous litigation settlement. The decrease in interest income is the result of a lower settlement receivable balance from the settlement receivable being paid down during the year.

Income Taxes

Our provision for income tax expense for the year ended August 31, 2014 is \$17,000 compared to \$88,000 for the year ended August 31, 2013. The Company pays no current income tax as a result of various tax deductions available to the Company to reduce taxable income.

During the year ended August 31, 2014 the Company recorded income tax expense of \$17,000 to recognize the utilization of these various tax deductions during the year to reduce taxable income. The Company realized a net increase to tax assets of \$197,000 in 2014 mostly relating to the realization of input tax credits related to prior year's scientific research and development returns filed during 2014.

The Company is subject to United States federal and state income taxes at an approximate rate of 34% (2013 - 34%) and to Canadian federal and British Columbia provincial taxes in Canada at an approximate rate of 26% (2013 - 25.42%). The effective tax rate of (5.3%) in 2014 differs from the statutory expected blended tax rate of 27.2% due primarily to non-deductible permanent differences related to stock option compensation. Our effective tax rate could fluctuate due to the valuation of our deferred tax assets, or by changes in tax laws, regulations, and accounting principles.

As at August 31, 2014 the Company had deferred tax assets of \$842,000 (August 31, 2013 - \$859,000) which includes the value of benefits from deductions associated with non-capital losses, depreciable assets, and investment tax credits. The Company will continue to evaluate whether deferred tax assets are realizable on an annual basis.

Income

During the year ended August 31, 2014, operating income decreased to a loss of \$368,783 (August 31, 2013 - an income of \$235,879). Net income decreased to a loss of \$324,399 (August 31, 2013 - an income of \$226,014). The reduction in net income is primarily due to the costs related to repurchase of options and the result of a reduction in revenue associated with the elimination of contractual inefficiencies to our largest customer.

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:

| | 31-Aug 2014 | 31-Aug 2013 |
|-------------------------------|------------------------|------------------------|
| Net income | \$ (324,399) | \$ 226,014 |
| Interest income and expenses | (61,366) | (78,135) |
| Deferred income tax expense | 17,000 | 88,000 |
| Depreciation and amortization | 148,165 | 123,875 |
| Stock based compensation | 32,948 | 20,080 |
| Adjusted EBITDA | \$ (187,652) | \$ 379,834 |

LIQUIDITY AND FINANCIAL CONDITION

We had cash of \$990,007 as at August 31, 2014 compared to cash of \$1,521,552 as at August 31, 2013. We had a working capital surplus of \$1,476,767 as at August 31, 2014 compared to \$1,842,538 as at August 31, 2013. The decrease in our working capital was due to a decrease in our cash balance.

We have \$973,119 in cash held outside of the United States, and there is no intent to repatriate at this time. Should we decide to repatriate in the future, taxes would need to be accrued and paid.

Cash Flows

Net cash used in operating activities was \$336,823 for the year ended August 31, 2014, compared to net cash generated of \$517,567 for the year ended August 31, 2013. As of the date of this report, we have collected approximately 96% of the accounts receivable balance at August 31, 2014. The reduction in cash provided by operations was primarily due to a one time cash payout related to repurchase of outstanding options.

The cash used in investing activities was \$236,871 for the year ended August 31, 2014, compared to \$86,366 for the year ended August 31, 2013. The increase in net cash used in investing activities is largely attributable to bolstering our global server infrastructure and patent applications in current period.

Net cash provided in financing activities was \$100,005 for the year ended August 31, 2014 compared to net cash used of \$99,762 for the year ended August 31, 2013. The change is mainly the result of private placement and cash exercise of options in current period.

We expect our current cash balance as well as cash expected to be generated from operations during fiscal 2015 will provide sufficient funds during the fiscal year end of August 31, 2015.

CAPITAL RESOURCES

The Company does not have any material commitments for capital expenditures and the Company is able to meet current and expected growth and increase in growth in revenue with current capital investments.

MATERIAL OFF-BALANCE SHEET ARRANGEMENTS

None.

CRITICAL ACCOUNTING ESTIMATES

We prepare our 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 partially offset by a valuation allowance as disclosed in Note 6 of our consolidated financial statements.

If management's estimates of the cash flows or operating results do not materialize due to errors in estimates or unforeseen changes to the economic conditions affecting the Company, it could result in an impairment adjustment in future periods up to the carrying value of the deferred income tax balance of \$842,000.

Contingencies

As discussed under Item 3. Legal Proceedings and in Note 9 Contingencies in Notes to Consolidated Financial Statements, the Company is subject 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.

RECENT ACCOUNTING PRONOUNCEMENTS

Recently adopted accounting pronouncements

In March 2013, the FASB issued Accounting Standards Update 2013-05, Foreign Currency Matters (Topic 830) . The objective of this Update is to resolve the diversity in practice about whether Subtopic 810-10, Consolidation Overall, or Subtopic 830-30, Foreign Currency Matters Translation of Financial Statements, applies to the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business (other than a sale of in substance real estate or conveyance of oil and gas mineral rights) within a foreign entity. This accounting standard update is effective prospectively for annual and interim periods beginning after December 31, 2013. The adoption of this standard did not have a material effect on the Company's consolidated financial statements.

Accounting Standards Not Yet Effective

In July 2013, the FASB issued Accounting Standards Update 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists . The current practice Topic 740, Income Taxes does not include explicit guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The objective of this Update is to eliminate the diversity in practice in the presentation of unrecognized tax benefits. This accounting standard update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014, early adoption is permitted. The Company is currently evaluating the impact of this update on the consolidated financial statements.

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers," which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. ASU 2014-09 requires an entity to recognize revenue depicting the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 will also result in enhanced revenue related disclosures. ASU 2014-09 is effective for fiscal years, and interim reporting periods within those years, beginning after December 15, 2016. The Company has not yet evaluated the impact of the adoption of this new standard.

Item 7A. 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 year, as a result of fluctuations in the Euro, and the Australian, Canadian, and US dollars, the Company realized positive impacts on net income through favorable impacts on revenue and expenses.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Index to Audited Consolidated Financial Statements for the Years Ended August 31, 2014 and 2013:

1. Report of Independent Registered Public Accounting Firm BDO Canada LLP;
2. Consolidated Balance Sheets as at August 31, 2014 and 2013;
3. Consolidated Statement of Comprehensive Income for the Years Ended August 31, 2014 and 2013;
4. Consolidated Statement of Changes in Stockholders' Equity for the Years Ended August 31, 2014 and 2013;
5. Consolidated Statement of Cash Flows for the Years Ended August 31, 2014 and 2013;
6. Notes to Consolidated Financial Statements.

Consolidated Financial Statements

Destiny Media Technologies Inc.

August 31, 2014 and 2013

(Expressed in United States dollars)

Tel: 604 688 5421
Fax: 604 688 5132
www.bdo.ca

BDO Canada LLP
600 Cathedral Place
925 West Georgia Street
Vancouver BC V6C 3L2 Canada

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**To the Directors and Stockholders
Destiny Media Technologies Inc.
Vancouver, Canada**

We have audited the accompanying consolidated balance sheets of Destiny Media Technologies Inc. (the Company) as of August 31, 2014 and 2013, and the related consolidated statements of comprehensive income (loss), changes in stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Destiny Media Technologies Inc. at August 31, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ BDO CANADA LLP

Chartered Accountants

Vancouver, Canada
November 21, 2014

Destiny Media Technologies Inc.

CONSOLIDATED BALANCE SHEETS

As at August 31

(Expressed in United States dollars)

| | 2014 | 2013 |
|--|------------------|------------------|
| | \$ | \$ |
| ASSETS | | |
| Current | | |
| Cash and cash equivalents | 990,007 | 1,521,552 |
| Accounts receivable, net of allowance for doubtful accounts of \$5,513 [2013 \$11,392] | 544,609 | 419,697 |
| Other receivables | 78,040 | 16,636 |
| Current portion of long term receivable [note 3] | 115,464 | 99,649 |
| Prepaid expenses | 147,206 | 29,653 |
| Deferred tax assets - current portion [note 6] | | 130,000 |
| Total current assets | 1,875,326 | 2,217,187 |
| Deposits | 22,870 | 35,611 |
| Long term receivable [note 3] | 345,830 | 440,889 |
| Property and equipment, net [note 4] | 315,180 | 234,969 |
| Deferred tax assets - long term portion [note 6] | 842,000 | 729,000 |
| Total assets | 3,401,206 | 3,657,656 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current | | |
| Accounts payable | 172,617 | 79,622 |
| Accrued liabilities | 203,353 | 221,720 |
| Deferred leasehold inducement | | 2,892 |
| Deferred revenue | 22,589 | 70,415 |
| Total liabilities | 398,559 | 374,649 |
| Commitments and contingencies [notes 7 and 9] | | |
| Stockholders equity | | |
| Common stock, par value \$0.001 [note 5] | | |
| Authorized: 100,000,000 shares | | |
| Issued and outstanding: 52,993,874 shares [2013 issued and outstanding 51,981,964 shares] | 52,994 | 51,982 |
| Additional paid-in capital | 9,061,325 | 8,929,384 |
| Accumulated deficit | (6,111,415) | (5,787,016) |
| Accumulated other comprehensive income (loss) | (257) | 88,657 |
| Total stockholders equity | 3,002,647 | 3,283,007 |
| Total liabilities and stockholders equity | 3,401,206 | 3,657,656 |
| See accompanying notes | | |

Destiny Media Technologies Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Years ended August 31

(Expressed in United States dollars)

| | 2014 | 2013 |
|--|------------------|------------|
| | \$ | \$ |
| Service revenue <i>[note 10]</i> | 3,572,376 | 3,679,029 |
| Operating expenses | | |
| General and administrative | 1,351,991 | 890,415 |
| Sales and marketing | 1,378,335 | 1,221,160 |
| Research and development | 1,062,668 | 1,207,700 |
| Depreciation and amortization | 148,165 | 123,875 |
| | 3,941,159 | 3,443,150 |
| Income (loss) from operations | (368,783) | 235,879 |
| Other income (expenses) | | |
| Interest income | 61,366 | 78,135 |
| Other income | 18 | |
| Income (loss) before provision for income taxes | (307,399) | 314,014 |
| Income tax expense - deferred <i>[note 6]</i> | (17,000) | (88,000) |
| Net income (loss) | (324,399) | 226,014 |
| Foreign currency translation adjustments | (88,914) | (144,260) |
| Total comprehensive income (loss) | (413,313) | 81,754 |
| Net income (loss) per common share, basic and diluted | (0.01) | 0.00 |
| Weighted average common shares outstanding: | | |
| Basic | 52,486,401 | 52,006,459 |
| Diluted | 52,486,401 | 52,965,805 |

See accompanying notes

Destiny Media Technologies Inc.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY

Years ended
August 31

(Expressed in United States dollars)

| | Common stock | | Additional | Accumulated | Accumulated | Total |
|---|-------------------|---------------|------------------|--------------------|----------------|------------------|
| | Shares | Amount | paid-in | Deficit | other | stockholders |
| | # | \$ | capital | \$ | comprehensive | equity |
| | | | | | Income (loss) | |
| | | | | | \$ | \$ |
| Balance, August 31, 2012 | 52,091,004 | 52,091 | 9,008,957 | (6,013,030) | 232,917 | 3,280,935 |
| Total comprehensive income (loss) | | | | 226,014 | (144,260) | 81,754 |
| Common stock issued on options exercised | 47,610 | 48 | (48) | | | |
| Common stock cancelled | (156,650) | (157) | (99,605) | | | (99,762) |
| Stock compensation | | | 20,080 | | | 20,080 |
| Balance, August 31, 2013 | 51,981,964 | 51,982 | 8,929,384 | (5,787,016) | 88,657 | 3,283,007 |
| Total comprehensive income (loss) | | | | (324,399) | (88,914) | (413,313) |
| Common stock issued on private placement | 128,701 | 129 | 111,841 | | | 111,970 |
| Common stock issued on options exercised Note 5 | 883,209 | 883 | 100,367 | | | 101,250 |
| Repurchase of options Note 5 | | | (113,215) | | | (113,215) |
| Stock compensation Note 5 | | | 32,948 | | | 32,948 |
| Balance, August 31, 2014 | 52,993,874 | 52,994 | 9,061,325 | (6,111,415) | (257) | 3,002,647 |

See accompanying notes

F-3

Destiny Media Technologies Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended August 31

(Expressed in United States dollars)

| | 2014 | 2013 |
|---|------------------|------------------|
| | \$ | \$ |
| OPERATING ACTIVITIES | | |
| Net income (loss) | (324,399) | 226,014 |
| Items not involving cash: | | |
| Depreciation and amortization | 148,165 | 123,875 |
| Stock-based compensation | 32,948 | 20,080 |
| Deferred leasehold inducement | (2,829) | (2,717) |
| Deferred income taxes | 17,000 | 88,000 |
| Unrealized foreign exchange | (38,631) | 51,945 |
| Changes in non-cash working capital: | | |
| Accounts receivable | (139,888) | (5,880) |
| Other receivables | (62,607) | 30,242 |
| Prepaid expenses and deposits | (106,892) | (4,363) |
| Accounts payable | 96,580 | (113,442) |
| Accrued liabilities | (11,390) | (14,778) |
| Deferred revenue | (46,055) | 18,801 |
| Long term receivable | 101,175 | 99,790 |
| Net cash provided by (used in) operating activities | (336,823) | 517,567 |
| INVESTING ACTIVITIES | | |
| Purchase of property and equipment | (236,871) | (86,366) |
| Net cash used in investing activities | (236,871) | (86,366) |
| FINANCING ACTIVITIES | | |
| Proceeds from exercise of stock options and warrants | 101,250 | |
| Repurchase of stock and options | (113,215) | (99,762) |
| Common stock issued on private placement | 111,970 | |
| Net cash provided by (used in) financing activities | 100,005 | (99,762) |
| Effect of foreign exchange rate changes on cash | (57,856) | (85,310) |
| Net increase (decrease) in cash and cash equivalents during the year | (531,545) | 246,129 |
| Cash and cash equivalents, beginning of year | 1,521,552 | 1,275,423 |
| Cash and cash equivalents, end of year | 990,007 | 1,521,552 |
| Supplementary disclosure | | |
| Interest paid | | |
| Income taxes paid | | |
| <i>See accompanying notes</i> | | |

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

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 OTCQX 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. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policies used in the preparation of these consolidated financial statements:

Basis of presentation and fiscal year

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. The Company's fiscal year-end is August 31.

Principles of consolidation

The accompanying consolidated financial statements include the accounts of the Company, and its wholly-owned subsidiaries, Destiny Software Productions Inc., MPE Distribution Inc., and Sonox Digital Inc. All inter-company balances and transactions have been eliminated on consolidation.

Use of estimates

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the dates of the financial statements and the reported amounts of net revenue and expenses in the reporting periods. We regularly evaluate estimates and assumptions related to revenue recognition, estimated useful lives for property and equipment, allowances for doubtful accounts, sales returns and allowances, stock-based compensation expense, deferred income tax asset valuation allowances, uncertain tax positions, litigation and other loss contingencies. These estimates and assumptions are based on current facts, historical

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)

experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue, costs and expenses that are not readily apparent from other sources. The actual results we experience may differ materially and adversely from our original estimates. To the extent there are material differences between the estimates and actual results, our future results of operations will be affected.

Cash and cash equivalents

We consider all highly liquid investments that are readily convertible into cash and have an original maturity of three months or less at the time of purchase to be cash equivalents.

Revenue recognition

The Company recognizes 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 the Company's 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.

Cash received in advance of meeting the revenue recognition criteria is recorded as deferred revenue.

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)

Long-lived assets

Long-lived assets held for use are evaluated for impairment when events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. Impairment is measured by a two step process: Step 1) the carrying amount of the asset is compared with its estimated undiscounted future cash flows expected to result from the use of the assets and its eventual disposition. If the carrying amount is lower than the undiscounted future cash-flows, no impairment loss is recognized. Step 2) If the carrying amount is higher than the undiscounted future cash-flows then an impairment loss is measured as the difference between the carrying amount and fair value which may be based on internally developed discounted cash flow estimates, quoted market prices, when available, or independent appraisals. The determination of whether or not long-lived assets have become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the estimated future cash flows expected to result from the use of those assets. Changes in the Company's strategy, assumptions and/or market conditions could significantly impact these judgments and require adjustments to recorded amounts of long-lived assets. As of August 31, 2014, there were no impairment indicators present.

Litigation and settlement costs

We are involved in disputes, litigation and other legal actions. In accordance with ASC 450, Contingencies, we record a charge equal to at least the minimum estimated liability for a loss contingency when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that an asset has been impaired or a liability had been incurred at the date of the financial statements and (ii) the range of loss can be reasonably estimated.

During the year ended August 31, 2014, the Company incurred approximately \$36,000 (2013: \$44,900) in professional legal fees in connection with legal actions against the Company and legal actions initiated by the Company. These costs are expensed as incurred and are recorded as a component of general and administrative expenses.

Destiny Media Technologies Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2014 and 2013

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)**Allowance for doubtful accounts**

The Company establishes an allowance for doubtful accounts through review of open accounts, and historical collection and allowance amounts. The allowance for doubtful accounts is intended to reduce trade accounts receivable to the amount that reasonably approximates their fair value due to their short-term nature. The Company's exposure to credit risk has increased as a result of global market conditions and increased revenue. The amount ultimately realized from trade accounts receivable may differ from the amount estimated in the consolidated financial statements based on collection experience.

Research and development costs

Research costs are expensed as incurred. Development costs are subject to capitalization beginning when a product's technological feasibility has been established and ending when a product is available for general release to customers. The Company's products are generally released soon after technological feasibility has been established and therefore costs incurred subsequent to achievement of technological feasibility are not significant and have been expensed as incurred.

Property and equipment

Property and equipment are stated at cost. Depreciation and amortization is taken over the estimated useful lives of the assets and is calculated using the following rates, and methods, commencing upon utilization of the assets:

| | |
|------------------------|-------------------------------|
| Furniture and fixtures | 20% |
| Computer hardware | 30% |
| Computer software | 50% |
| Leasehold improvements | Straight-line over lease term |
| Patents and trademarks | Straight-line over 3 years |

F-8

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)

Translation of foreign currencies

The Company's functional currency is the U.S. dollar. Financial statements of foreign operations for which the functional currency is the local currency are translated into U.S. dollars with assets and liabilities translated at the rate of exchange in effect at the balance sheet date and revenue and expense items translated at the average rates for the period. Unrealized gains and losses resulting from the translation of the consolidated financial statements are deferred and accumulated in a separate component of stockholders' equity as a foreign currency translation gain (loss) in accumulated other comprehensive income (loss). Transactions denominated in foreign currencies are translated at the exchange rate in effect on the transaction date. Foreign currency gains and losses are included as a component of general and administrative expenses in the consolidated statements of operations.

The Company operates internationally, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. The Company has not entered into contracts for foreign exchange hedges.

Advertising

Advertising costs are expensed as incurred and totaled \$69,464 and \$38,474 during the years ended August 31, 2014 and 2013, respectively.

Income taxes

The Company utilizes the liability method of accounting for income taxes as set forth in ASC 740, *Income Taxes* (formerly SFAS No. 109, *Accounting for Income Taxes*). Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis that give rise to the differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In determining the need for valuation allowances we consider projected future taxable income and the availability of tax planning strategies. If in the future we determine that we would not be able to realize our recorded deferred tax assets, an increase in the valuation allowance would be recorded, decreasing earnings in the period in which such determination is made.

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, we have recorded the largest amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is 50% or less likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

The Company has not recorded a deferred tax liability related to its investment in foreign subsidiaries. The Company has determined that its investment in these subsidiaries is permanent in nature and it does not intend to dispose of these investments in the foreseeable future. The amount of the deferred tax liability related to the Company's investment in foreign subsidiaries is not reasonably determinable.

The Company has concluded that there are no significant uncertain tax positions requiring recognition in the Company's financial statements. The Company's evaluation was performed for the tax years ended August 31, 1999 through August 31, 2014, the tax years which remain subject to examination by major tax jurisdictions. The Company may from time to time be assessed interest or penalties by major tax jurisdictions, although any such assessments historically have been minimal and immaterial to the Company's financial results. In the event the Company has received an assessment for interest and/or penalties, it has been classified in the financial statements as selling, general and administrative expense.

Investment tax credits

The Company uses the flow through method to account for investment tax credits earned on eligible scientific research and development expenditures. Under this method, the investment tax credits are recognized as a reduction to income tax expense.

Stock based compensation

The Company accounts for stock-based compensation arrangements in accordance with ASC 718, Stock Compensation. Under the fair value recognition provisions of ASC 718 stock based compensation cost is estimated at the grant date based on the fair value of the awards expected to vest and recognized as expense ratably over the requisite service period of the award. The Company has used the Black-Scholes option pricing model to estimate fair value of its stock-based awards which requires various judgmental assumptions including estimating stock price volatility and expected life. Compensation expense for unvested options to non-employees is

Destiny Media Technologies Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2014 and 2013

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.) revalued at each balance sheet date and is being amortized over the vesting period of the options. The Company's computation of expected volatility is based on historical volatility. In addition, the Company considers many factors when estimating expected life, including types of awards and historical experience. If any of the assumptions used in the Black-Scholes valuation model change significantly, stock-based compensation expense may differ materially in the future from that recorded in the current period.

As required under ASC 718-50 Employee Share Purchase Plans, compensation expense is recorded for shares committed to be released to employees based on the fair market value of those shares in the period in which they are purchased by the Company and committed to be released to the employee.

Earnings per share

Net income (loss) per share basic is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Net income (loss) per share (diluted) is calculated by dividing net income for the period by the weighted average number of common shares outstanding during the period, plus the dilutive effect of outstanding common share equivalents. This method requires that the dilutive effect of outstanding options and warrants issued be calculated using the treasury stock method. Under the treasury stock method, all common share equivalents have been exercised at the beginning of the period (or at the time of issuance, if later), and that the funds obtained thereby were used to purchase common shares of the Company at the average trading price of common shares during the period, but only if dilutive.

| | Year Ended | |
|--|----------------------------|----------------------------|
| | August 31, 2014 | August 31, 2013 |
| | \$ | \$ |
| Net income (loss) | (324,399) | 226,014 |
| Weighted average common shares outstanding | 52,486,401 | 52,006,459 |
| Effect of dilutive securities - options | | 959,346 |
| Diluted weighted average common shares outstanding | 52,486,401 | 52,965,805 |

F-11

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)

At August 31, 2014, the Company had 545,000 outstanding options, which consisted of 225,000 share purchase options exercisable at \$0.50, 120,000 share purchase options exercisable at \$1.70 and 200,000 share purchase options exercisable at \$1.00. Those outstanding options were not included in the computation of diluted EPS because to do so would have been anti-dilutive due to a loss from operations. For the year ended August 31, 2013 all of outstanding options were dilutive and their effect was included in diluted weighted average common shares outstanding.

Shares repurchased for cancellation are excluded in the calculation of earnings per share from the date they are repurchased.

Comprehensive income (loss)

Comprehensive income (loss) includes all changes in equity except those resulting from investments by owners and distributions to owners. Accumulated other comprehensive income (deficit) consists only of accumulated foreign currency translation adjustments for all years presented.

Fair value measurement

The book value of cash and cash equivalents, accounts receivable, other receivables, accounts payable and accrued liabilities approximate their fair values due to the short term maturity of those instruments. The book value of the long term receivable approximates its fair value due as the interest rate is comparable to the market rate. The fair value hierarchy under GAAP is based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1 quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2 observable inputs other than Level 1, quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, and model-derived prices whose inputs are observable or whose significant value drivers are observable; and

Level 3 assets and liabilities whose significant value drivers are unobservable by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company's long term receivable is based on level 2 inputs in the ASC 820 fair value hierarchy.

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont d.)

Recently adopted accounting pronouncements

In March 2013, the FASB issued Accounting Standards Update 2013-05, Foreign Currency Matters (Topic 830). The objective of this Update is to resolve the diversity in practice about whether Subtopic 810-10, Consolidation Overall, or Subtopic 830-30, Foreign Currency Matters Translation of Financial Statements, applies to the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business (other than a sale of in substance real estate or conveyance of oil and gas mineral rights) within a foreign entity. This accounting standard update is effective prospectively for annual and interim periods beginning after December 31, 2013. The adoption of this standard did not have a material effect on the Company's consolidated financial statements.

Accounting Standards Not Yet Effective

In July 2013, the FASB issued Accounting Standards Update 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The current practice Topic 740, Income Taxes does not include explicit guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The objective of this Update is to eliminate the diversity in practice in the presentation of unrecognized tax benefits. This accounting standard update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014, early adoption is permitted. The Company is currently evaluating the impact of this update on the consolidated financial statements.

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers," which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. ASU 2014-09 requires an entity to recognize revenue depicting the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 will also result in enhanced revenue related disclosures. ASU 2014-09 is effective for fiscal years, and interim reporting periods within those years, beginning after December 15, 2016. The Company has not yet evaluated the impact of the adoption of this new standard.

Destiny Media Technologies Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2014 and 2013

3. LONG TERM RECEIVABLE

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 is due to be paid in equal monthly installments of \$14,050AUD until the end of the obligation. The unpaid balance accrues interest of 10.25% per annum compounded monthly. The receivable is secured by a registered charge against real estate located in Australia. As of August 31, 2014, installments of \$493,400AUD including interest of \$162,450AUD have been received.

Payments to be received over the next four fiscal years as follows:

| | Principal | Interest | Total |
|------|------------------|-----------------|--------------|
| | \$ | \$ | \$ |
| 2015 | 115,464 | 41,958 | 157,422 |
| 2016 | 127,871 | 29,551 | 157,422 |
| 2017 | 141,611 | 15,811 | 157,422 |
| 2018 | 76,348 | 2,297 | 78,645 |
| | 461,294 | 89,617 | 550,911 |

4. PROPERTY AND EQUIPMENT

| | Cost | Accumulated amortization | Net book value |
|------------------------|------------------|-------------------------------------|---------------------------|
| | \$ | \$ | \$ |
| 2014 | | | |
| Furniture and fixtures | 120,370 | 106,160 | 14,210 |
| Computer hardware | 528,912 | 409,017 | 119,895 |
| Computer software | 157,449 | 110,673 | 46,776 |
| Patents and trademarks | 235,375 | 101,076 | 134,299 |
| | 1,042,106 | 726,926 | 315,180 |
| 2013 | | | |
| Furniture and fixtures | 124,366 | 106,014 | 18,352 |
| Computer hardware | 467,226 | 374,057 | 93,169 |
| Computer software | 130,575 | 73,393 | 57,182 |
| Patents and trademarks | 112,408 | 46,142 | 66,266 |
| | 834,575 | 599,606 | 234,969 |

F-14

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

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.

2014

During the year ended August 31, 2014, 733,209 shares were issued pursuant to the cashless exercise of 875,000 share purchase options exercisable at \$0.50 and 150,000 share purchase options exercisable at \$0.25. 150,000 shares were issued pursuant to the cash exercise of 75,000 share purchase options exercisable at \$0.50 and 75,000 share purchase options exercisable at \$0.85.

On May 23, 2014, the Company announced director compensation for the period from June 1, 2014 to May 31, 2015 in the amount of \$48,000 for each Director (Lawrence Langs, Steve Vestergaard, Yoshitaro Kumagai and Edward Kolic) payable in a lump sum if the Director chose to take part in a private placement of the Company or as monthly payments in the alternative. Immediately following the compensation announcement, three Directors took part in the private placement resulting in the Company issuing 128,701 shares at \$0.87 per share for gross proceeds of \$111,970.

2013

During the year ended August 31, 2013, 47,610 shares were issued pursuant to the cashless exercise of 85,000 share purchase options exercisable at \$0.50. Of this total, 27,568 shares were issued pursuant to the cashless exercise of 60,000 share purchase options exercised at \$0.50 during the year ended August 31, 2012.

[b] Common stock cancelled

On December 6, 2012, the board of directors authorized for repurchase a new tranche of up to 1,000,000 shares of the Company's common stock at a maximum share purchase price of \$1.00 per share. Repurchases will be at times and in amounts as the Company deems appropriate and will be made through open market transactions. All repurchases will be made in compliance with the Securities and Exchange Commission's Rule 10b-18, subject to market conditions, applicable legal requirements and other factors. The board approved stock repurchase program runs through May 31, 2013. In addition to the applicable securities laws, the Company will not make any purchases during a time at which its insiders are subject to a blackout from trading in the Company's common shares.

During the year ended August 31, 2013, the Company repurchased and cancelled 156,650 shares.

Destiny Media Technologies Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2014 and 2013

5. STOCKHOLDERS EQUITY (cont d.)**[c] Stock option plans**

The Company has one existing stock option plan (the Plan), namely the 2006 Stock Option Plan, under which up to 5,100,000 shares of the common stock, has been reserved for issuance. A total of 8,181 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 August 31, 2014 and 2013, and changes during the years ended are presented below:

| Options | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Aggregate Intrinsic Value \$ |
|---|------------------|---------------------------------------|---|---------------------------------------|
| Outstanding at September 1, 2012 | 1,800,000 | 0.48 | 1.57 | 802,500 |
| Granted | 75,000 | 0.85 | | |
| Exercised | (25,000) | 0.50 | | 45,000 |
| Outstanding at August 31, 2013 | 1,850,000 | 0.49 | 0.56 | 3,119,250 |
| Granted | 320,000 | 1.26 | | |
| Exercised | (1,175,000) | 0.49 | | 1,110,500 |
| Repurchased and cancelled | (450,000) | 0.50 | | 447,750 |
| Outstanding at August 31, 2014 | 545,000 | 0.95 | 2.55 | 67,500 |
| Exercisable at August 31, 2014 | 225,000 | 0.50 | 0.43 | 67,500 |

During the year ended August 31, 2014, 450,000 options at an exercise price of \$0.50 were repurchased by the Company for consideration of \$447,750 based on the open market price on the date of repurchase. The difference between the fair value of options at the repurchase date and the fair market value at grant date was charged to expense resulting in additional compensation of \$334,535 recorded in general and administrative expenses.

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 August 31, 2014.

The following table summarizes information regarding the non-vested stock purchase options outstanding as of August 31, 2014:

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

5. STOCKHOLDERS EQUITY (cont d.)

| | Number of Options | Weighted Average Grant Date Fair Value |
|--|-------------------|---|
| Non-vested options at August 31, 2012 | | |
| Granted | 75,000 | 0.02 |
| Vested | (34,375) | 0.02 |
| Non-vested options at August 31, 2013 | | |
| Granted | 320,000 | 0.23 |
| Vested | (40,625) | 0.02 |
| Non-vested options at August 31, 2014 | | |
| | 320,000 | 0.23 |

As of August 31, 2014, there was \$57,588 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 1.97 years.

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 August 31, 2014.

During the year ended August 31, 2014, the total stock-based compensation expense of \$367,484 is reported in the statement of comprehensive loss as follows:

| | 2014 | 2013 |
|--------------------------------|---------|--------|
| | \$ | \$ |
| Stock-based compensation | | |
| General and administrative | 367,484 | 20,080 |
| Sales and marketing | | |
| Research and development | | |
| Total stock-based compensation | 367,484 | 20,080 |

Valuation Assumptions

The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model based on the following assumptions:

| | 2014 | 2013 |
|--|-------------|-------------|
| | \$ | \$ |
| Expected term of stock options (years) | 1.5-2.5 | 0.25-0.46 |
| Expected volatility | 69-74% | 49-72% |
| Risk-free interest rate | 0.24%-0.70% | 0.01%-0.09% |
| Dividend yields | | |
| Weighted average grant date fair value | \$ 0.23 | \$ 0.02 |

F-17

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

5. STOCKHOLDERS EQUITY (cont d.)

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.

During the year ended August 31, 2014, the Company entered into a consulting agreement with a non-employee to provide investor relations consulting services and maximize shareholder value. As part of the agreement, the Company has issued 120,000 options exercisable at \$1.70 per share. The options vest beginning on March 14, 2015 and ending on March 14, 2017, with a total of forty thousand (40,000) options vesting on the 14th day of March of each year. There was no compensation recognized related to the 120,000 options during the fiscal year of 2014.

[d] 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 year ended August 31, 2014, the Company recognized compensation expense of \$117,266 (2013: \$101,708) in salaries and wages on the statement of operations 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 \$1.46 (2013: \$0.81). 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 CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2014 and 2013

6. INCOME TAXES

The Company is subject to United States federal and state income taxes at an approximate rate of 34.0% and to Canadian federal and British Columbia provincial taxes in Canada at an approximate rate of 26%. The reconciliation of the provision (recovery) for income taxes at the United States federal statutory rate compared to the Company's income tax expense is as follows:

| | 2014 | 2013 |
|---|------------------|-----------|
| | \$ | \$ |
| Tax at U.S. statutory rates | (108,000) | 107,000 |
| Permanent differences | 1,000 | 7,000 |
| Stock option compensation | 125,000 | |
| Effect of lower foreign tax in Canada | (1,000) | (28,000) |
| Effect of research tax credits claims filed in respect of prior years | (338,000) | (303,000) |
| Other adjustments and change to valuation allowance | 338,000 | 305,000 |
| Provision for deferred income taxes | 17,000 | 88,000 |

Included in other adjustments and change in valuation allowance for the year ended August 31, 2014 is \$nil (2013: \$(20,000)) relating to the effect of changes in statutory tax rates, \$53,000 (2013: \$88,000) for the effect of changes in foreign exchange rates, \$71,000 (2013: \$66,000) in respect of a change in estimates and provisions and \$214,000 (2013: \$171,000) in respect of the change in valuation allowance, which includes the items noted below.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company has recognized a valuation allowance for those deferred tax assets for which realization is not more likely than not to occur.

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

6. INCOME TAXES (cont d.)

Significant components of the Company's deferred tax assets as of August 31 are as follows:

| | 2014 | 2013 |
|--------------------------------------|--------------------|-------------|
| | \$ | \$ |
| Deferred tax assets: | | |
| Net operating loss carryforwards | 1,064,000 | 1,117,000 |
| Excess of book over tax depreciation | 558,000 | 611,000 |
| Tax Credits carryforward | 1,387,000 | 1,084,000 |
| Total deferred tax asset | 3,009,000 | 2,812,000 |
| Valuation allowance | (2,167,000) | (1,953,000) |
| Net deferred tax asset | 842,000 | 859,000 |
| Less: current portion | | 130,000 |
| Non-current | 842,000 | 729,000 |

Net income (loss) before income tax by geographic region is as follows:

| | 2014 | 2013 |
|---------------|------------------|---------|
| | \$ | \$ |
| United States | (37,979) | (357) |
| Canada | (269,420) | 314,371 |
| | (307,399) | 314,014 |

If not utilized to reduce future taxable income, the Company's net operating loss carryforwards will expire as follows:

| | Canada | United States |
|---------------------|--------|------------------|
| | \$ | \$ |
| 2021 and thereafter | | 3,128,063 |
| | | 3,128,063 |

If not utilized to reduce future taxable payable, the Company's investment tax credit carryforwards will expire as follows:

| | Canada | United States |
|---------------------|------------------|---------------|
| | \$ | \$ |
| 2028 and thereafter | 1,387,000 | |
| | 1,387,000 | |

F-20

Destiny Media Technologies Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

August 31, 2014 and 2013

7. COMMITMENTS

On August 21, 2013 the Company entered into a lease agreement for its premises and it commenced on November 1, 2013 and will expire on December 31, 2014. The Company has fiscal year payments committed as follows:

| | | |
|------|----|--------|
| | \$ | |
| 2015 | | 91,443 |

During the year ended August 31, 2014 the Company incurred rent expense of \$268,667 (2013: \$203,905) which has been allocated between general and administrative expenses, research and development and sales and marketing on the consolidated statement of operations and comprehensive income (loss).

8. RELATED PARTY TRANSACTIONS

The Company entered into a consulting agreement with a Director effective October 1, 2010 which terminated on December 31, 2013. The Company paid \$2,000 per month, plus authorized expenses. During the year ended August 31, 2014, the Company paid consulting fees of \$8,000 (2013:\$24,000) under this agreement.

The Company entered into a consulting agreement with a family member of a Director to provide project management service effective March 1, 2014. During the year ended August 31, 2014, the Company paid consulting fees of \$30,647 (2013:\$Nil) under this agreement.

On May 23, 2014, the Company announced director compensation for the period from June 1, 2014 to May 31, 2015 in the amount of \$48,000 for each Director (Lawrence Langs, Steve Vestergaard, Yoshitaro Kumagai and Edward Kolic) payable in a lump sum if the Director chose to take part in a private placement of the Company or as monthly payments in the alternative. The Director Compensation is in addition to any existing compensation paid to the executive director of the Company. During the year ended August 31, 2014, the Company paid \$144,417 to its Directors and with \$36,417 charged to general and administrative in the consolidated statement of operations and comprehensive income (loss), and \$108,000 included in prepaid expenses.

9. CONTINGENCIES

On November 8, 2011, the Company was served with a Notice of Civil Claim in the Supreme Court of British Columbia from Noramco Capital Corporation for \$100,000. The claim asserts that the Company has repudiated a subscription agreement entered into in August 2000. Management believes the claim is without merit and that the likelihood that the outcome of this matter will have a material adverse impact on its result of operations, cash flows and financial condition of the Company is remote. The Company has filed a counterclaim against Noramco and the alleged major beneficial shareholder of Noramco, R. A. Bruce McDonald, for damages arising from a proposed private placement in 2000 which did not close.

Destiny Media Technologies Inc.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

August 31, 2014 and 2013

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:

| | 2014 | 2013 |
|-----------------------------------|------------------|-----------|
| | \$ | \$ |
| Play MPE® | | |
| United States | 1,296,078 | 1,643,526 |
| Europe | 2,000,944 | 1,745,890 |
| Australia | 167,826 | 130,171 |
| Total Play MPE® Revenue | 3,464,848 | 3,519,587 |
| Clipstream ® | | |
| United States | 107,528 | 159,442 |
| Total Clipstream ® Revenue | 107,528 | 159,442 |
| Total Revenue | 3,572,376 | 3,679,029 |

Revenue in the above table is based on location of the customer. Some of these customers have distribution centers located around the globe and distribute around the world. One customer, representing 49% of total revenue for the period ending August 31, 2014, consolidated affiliated members, effective March 1, 2013, under one global agreement located in Europe. As a result, global revenue associated with this customer for the period ending August 31, 2014 is included in European revenue. In the comparative period in the prior year, this customer represented 51% of revenue and that revenue was allocated to both North America (10%) and Europe (41%). As a result, there is a movement in the location of the source of the revenue which does not reflect underlying distribution activities.

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

As at August 31, 2014, one customer represented \$417,566 (79%) of the trade receivables balance [2013 one customer represented 67%].

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

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for evaluating the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, as of August 31, 2014.

Based on their evaluation, our management, with the participation of our principal executive officer and principal financial officer concluded that as of August 31, 2014, our disclosure controls and procedures were effective.

Internal Control Over Financial Reporting

The Chief Executive Officer and the Chief Financial Officer of the Company are responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act, 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.

Using the 1992 framework provided by the Committee of Sponsoring Organizations (COSO), the Company conducted an evaluation of the effectiveness of the internal control over financial reporting as at August 31, 2014 and concluded that our internal control over financial reporting is effective as of August 31, 2014.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to the rules of the SEC that permit the Company to provide only management's report in this annual report.

Changes in Internal Control Over Financial Reporting

During the period covered by this quarterly report, the audit committee has been adjusted so that it is independent, including three independent members and a financial expert. The weakness and risk described in our Form 10-K for the fiscal year ended August 31, 2013 has been mitigated.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The following table sets forth the names, positions and ages of our executive officers and directors. All our directors serve until the next annual meeting of shareholders or until their successors are elected and qualify. The Board of Directors elects officers and their terms of office are, except to the extent governed by employment contract, at the discretion of the Board of Directors.

| Name | Position Held with the Company | Age | Date First Elected or Appointed |
|----------------------|---|-----|---------------------------------|
| Steven Vestergaard | <i>Chief Executive Officer and Director</i> | 48 | <i>January 1999</i> |
| Frederick Vandenberg | <i>Chief Financial Officer and Treasurer</i> | 46 | <i>July 2007</i> |
| Dale Borland | <i>Vice President and Chief Operating Office, Clipstream®</i> | 52 | <i>August 2014</i> |
| Edward Kolic(1) | <i>Director</i> | 53 | <i>February 1999</i> |
| Lawrence J. Langs(1) | <i>Director</i> | 53 | <i>November 2000</i> |
| Yoshitaro Kumagai(1) | <i>Director</i> | 68 | <i>August 2001</i> |

(1) Members of our Audit Committee

Set forth below is a brief description of the background and business experience of each of our executive officers and directors for the past five years:

Steven Vestergaard. Mr. Vestergaard has been our President, Chief Executive Officer, Chairman and a Director since 1999. Mr. Vestergaard's responsibilities include strategic planning and coordinating strategic planning, marketing and product development. Mr. Vestergaard obtained a B.Sc. from the University of British Columbia in 1989. He founded Tronic Software in 1981 and Destiny Software in 1991, both as video game development companies. In 1995, Destiny changed its focus to internet technologies, going public in 1999 with streaming video and media security technology.

Fred Vandenberg, B. Comm. MBA, CA. Mr. Vandenberg has been our Chief Financial Officer and Treasurer since July 2007. Mr. Vandenberg's core responsibilities include leading the accounting, treasury, strategic planning, financial controls and financial reporting functions of the Company. Mr. Vandenberg has over 17 years of public accounting experience in tax advisory services, mergers and acquisitions, and financial reporting. Mr. Vandenberg completed the Canadian Institute of Chartered Accountant's "In-depth" taxation program while with Ernst & Young in 1998. Mr. Vandenberg obtained a Bachelor of Commerce from McMaster University in 1991 and a Master of Business Administration (Finance) from McMaster University in 1993. In 1996, Mr. Vandenberg was designated as a Chartered Accountant in Ontario.

Dale Borland. Mr. Borland has been our Vice President and Chief Operating Officer for Clipstream® since August 2014. Mr. Borland has overall responsibility for strategy and business operations for the Clipstream® business unit. Mr. Borland has extensive business and leadership experience within the software and technology industry and has held positions of CEO, COO, CRO and CMO in early stage entrepreneurial ventures, medium size enterprises and in large global corporations across a multitude of business disciplines and verticals. Mr. Borland worked at Microsoft Corp. for 16 years in Europe, Middle East and Africa managing Sales & Marketing, Business Development, Operations and Strategic Alliance/Partners. He has run his own consulting practice in the UK and North America focused on business operations and management optimization.

Edward Kolic. Mr. Kolic has been a director of the Company since February 1999. Previously, Mr. Kolic acted as our Chief Operating Officer from February 1999 to October 2001 during which time he was responsible for the Company's overall product strategy and development of its core technologies. Mr. Kolic was the president of WonderFall Productions Inc., a computer game development company founded by Mr. Kolic, which Destiny purchased in June 1999. Prior to founding Wonderfall Productions, he was as a principal partner and vice-president of marketing for Jacqueline Conoir Designs. From 1988 until 1995, Mr. Kolic was partner and president of Target Canada Production Ltd., a company engaged in the production of documentary television, educational and information programming for the Canadian Educational Television Networks, large screen interactive presentation media and a

range of communication programs for corporate, government and institutional clients. Mr. Kolic is currently the founder of Eighth Avenue Development group, which undertakes development projects in the luxury home market, multi-family residential and land development.

Lawrence J. Langs. Mr. Langs has been a director of the Company since August 2000. Currently, Mr. Langs is an attorney at Feldman LLP and practices in the areas of intellectual property, entertainment and corporate law. Since January 1991, Mr. Langs has also served as managing director of iBusiness Partners, a private company primarily engaged in providing venture capital advice for small to mid sized digital companies. Previously, Mr. Langs served EVP of Sale & Business Development at ACD Systems International Inc., a company formerly listed on the TSX, from July 2004 to April 2005. Mr. Langs has also served as an officer of a number of private entities, including as EVP at Musician.com for Guitar Center, SVP of business development at MP3.com, VP of business development for Sybase New Media, Investment Banker for JPMorgan/Chase/Chemical Bank in New York, and Senior Consultant for Arthur D. Little in Boston. Mr. Langs obtained a Master of Science from MIT in 1986 and a Juris Doctorate of Law from Boston University in 1986. Mr. Langs has been a member of the New York bar since 1989.

Yoshitaro Kumagai. Since 1981, Mr. Kumagai has held positions with Singer, the Imaging Division of Mead Corporation, and IDEC Corporation, where he was responsible for Japanese and US sales and operations. Subsequently, he served as President of DPA Technology and as Chairman and CEO of Vivitar Corporation, a major distributor of various camera and computer peripheral devices. Mr. Kumagai currently serves as SVP/Business Development for GestureTek, a company providing camera-enabled gesture-recognition software for presentation and entertainment systems. Mr. Kumagai holds a BS in Mechanical Engineering from Hosei University and a BS in Information Systems and Mathematics from Georgia State University.

ELECTION OF DIRECTORS AND OFFICERS

Our directors are elected by our shareholders at our annual general meetings. Each director holds office until our next annual general meeting or until the director resigns or is removed in accordance with our bylaws. We do not have a classified Board of Directors.

Our officers serve at the discretion of our Board of Directors.

AUDIT COMMITTEE

Our audit committee currently consists of Mr. Lawrence J. Langs, Mr. Edward Kolic and Mr. Yoshitaro Kumagai. Messrs. Langs, Kolic and Kumagai are non-employee directors of the Company and are considered independent directors. Our Board of Directors has currently designated Mr. Lawrence J. Langs who qualifies as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. We believe that the audit committee members are collectively capable of analyzing and evaluating our financial statements and understanding internal controls over financial reporting.

Our Board adopted a charter for the Audit Committee in November 2013, a copy of which is available on our corporate website www.dsny.com.

FAMILY RELATIONSHIPS

There are no family relationships among our officers and directors.

COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who beneficially own more than ten percent of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than ten percent shareholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file. Based on our review of the copies of such forms received by us, we believe that during the fiscal year ended August 31, 2014 all such filing requirements were complied with other than the following:

| Name | Number of Late Reports | Number of Transactions Not Reported on a Timely Basis | Failure to File Requested Forms |
|----------------------|------------------------|---|---------------------------------|
| Steven Vestergaard | 1 | 1 | Nil |
| Frederick Vandenberg | 1 | 1 | Nil |
| Dale Borland | 1 | 1 | Nil |

| Name | Number of Late Reports | Number of Transactions Not Reported on a Timely Basis | Failure to File Requested Forms |
|-------------------|------------------------|---|---------------------------------|
| Edward Kolic | 3 | 3 | Nil |
| Lawrence J. Langs | 2 | 2 | Nil |
| Yoshitaro Kumagai | 3 | 3 | Nil |

CODE OF ETHICS

The Company's code of ethics is available on our website at <http://www.dsnny.com/ethics/>

We have adopted a code of ethics that applies to our principal executive officer, principle financial and accounting officer, or persons performing similar functions.

POLICY ON NEW CANDIDATES FOR DIRECTOR

1. The Committee will accept for consideration submissions from shareholders of recommendations for the nomination of directors. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.
2. All shareholder nominating recommendations must be in writing, addressed to the Committee care of the Company's Corporate Secretary at the Company's principal headquarters, Suite 750 PO Box 11527 650 West Georgia, Vancouver, British Columbia, V6B 4N7. Submissions must be made by mail, courier or personal delivery. Submissions by e-mail will not be considered.
3. A nominating recommendation must be accompanied by the following information concerning each recommending shareholder:
 - a. The name and address, including telephone number, of the recommending shareholder;
 - b. The number of the Company's shares owned by the recommending shareholder and the time period for which such shares have been held;
 - c. If the recommending shareholder is not a shareholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the shareholder and a statement from the recommending shareholder of the length of time that the shares have been held. (Alternatively, the shareholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the Securities and Exchange Commission reflecting the holdings of the shareholder, together with a statement of the length of time that the shares have been held); and
 - d. A statement from the shareholder as to whether the shareholder has a good faith intention to continue to hold the reported shares through the date of the Company's next annual meeting of shareholders.

- e. a description of all relationships between the proposed nominee and any of the Company's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company.

ITEM 11. EXECUTIVE COMPENSATION.

The particulars of compensation paid to the following persons:

(a) our principal executive officer;

(b) each of our two most highly compensated executive officers other than the principle executive officer who were serving as executive officers at the end of the year ended August 31, 2014; and

(c) up to two additional individuals for whom disclosure would have been provided under (b) but for the fact that the individual was not serving as our executive officer at the end of the year ended August 31, 2014,

who we will collectively refer to as our named executive officers, of our company for the years ended August 31, 2014 and 2013, are set out in the following summary compensation table, except that no disclosure is provided for any named executive officer, other than our principal executive officer and the Chief Financial Officer, whose total compensation does not exceed \$100,000 for the respective fiscal year:

| Name and Principal Position | Year | Salary (\$) | Bonus (\$) | Stock Awards (\$) | Option Awards (\$) | Director Fees Earned in Cash \$(1) | Other Annual Compensation \$(2) | Total (\$) |
|-----------------------------|------|-------------|------------|-------------------|--------------------|------------------------------------|---------------------------------|------------|
|-----------------------------|------|-------------|------------|-------------------|--------------------|------------------------------------|---------------------------------|------------|

| | | | | | | | | |
|---|------|---------|-----|-----|-----|--------|--------|---------|
| Steven Vestergaard (3) President, Chief Executive Officer and Director | 2014 | 241,462 | Nil | Nil | Nil | 12,000 | 12,073 | 265,535 |
| | 2013 | 257,322 | Nil | Nil | Nil | Nil | 12,866 | 270,188 |

| | | | | | | | | |
|--|------|---------|-----|-----|-----|-----|--------|---------|
| Frederick Vandenberg (4) Chief Financial Officer, Treasurer and Secretary | 2014 | 195,027 | Nil | Nil | Nil | Nil | 9,751 | 204,778 |
| | 2013 | 207,837 | Nil | Nil | Nil | Nil | 10,392 | 218,229 |

- (1) On May 23, 2014, the Board of Directors set the annual compensation payable to each member of the Board of Directors at \$48,000 per annum for the period from June 1, 2014 to May 31, 2015. The fees earned or paid in cash of \$12,000 for Mr. Vestergaard as a Director was for the service period of June 1, 2014 to August 31, 2014 during this fiscal year.

- (2) The value of perquisites and other personal benefits, securities and property for the individuals included in the summary compensation table that does not exceed \$10,000 is not reported herein. Other compensation for Mr. Vestergaard and Mr. Vandenberg includes participation in the employee share purchase plan described below under long term incentive plans.
- (3) All salaries paid to Mr. Vestergaard are paid in Canadian dollars.
- (4) All salaries paid to Mr. Vandenberg are paid in Canadian dollars.
- (5) Compensation is stated in United States dollars. Where compensation was provided in Canadian dollars, compensation is based on an exchange rate of 0.9287 US dollars for each 1.00 Canadian dollar during the 2014 fiscal year. Compensation is stated in United States dollars and is based on an exchange rate of 0.9897 US dollars for each 1.00 Canadian dollar during the 2013 fiscal year.

EMPLOYMENT AGREEMENT WITH OUR NAMED EXECUTIVE OFFICERS

We are not party to any written employment agreement or change in control arrangements with Mr. Vestergaard. We do not have any agreements with Mr. Vestergaard regarding the payments of bonus or other performance incentives. Mr. Vestergaard is eligible to receive stock options as and when approved by our Board of Directors.

We are not party to any written employment agreement or change in control arrangements with Mr. Vandenberg. We do not have any agreements with Mr. Vandenberg regarding the payments of bonus or other performance incentives. Mr. Vandenberg is eligible to receive stock options as and when approved by our Board of Directors.

We are party to a written employment agreement with Mr. Borland. Under the terms of the employment agreement, Mr. Borland will be paid a salary of CAD\$180,000 per annum for providing his services as Vice President and Chief Operating Officer of the Clipstream® business. In addition, Mr. Borland will be eligible for quarterly bonuses in the event that certain targets are achieved. The employment agreement also provides for certain restrictive covenants by Mr. Borland, including a confidentiality covenant that will apply during his employment with our company and thereafter, a non-solicitation covenant for the duration of his employment and six months thereafter, and a non-competition covenant for the duration of his employment and six months thereafter. If we terminate Mr. Borland's employment agreement at any time without cause, we are required to pay Mr. Borland four months' notice or payment in lieu of notice set out in the employment agreement. Mr. Borland is eligible to receive stock options as and when approved by our Board of Directors.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following table summarizes equity awards granted to our named executive officers that were outstanding as of August 31, 2014.

| Option Awards | | | | | | Stock Awards | | | |
|----------------------|---|---|---|----------------------------|------------------------|---|--|---|--|
| Name | Number of Securities Underlying Unexercised Options Exercisable (#) | Number of Securities Underlying Unexercised Options Unexercisable (#) | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock that have not Vested (#) | Market Value of Shares or Units of Stock that have not Vested (\$) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights that have not Vested (#) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights that have not Vested (\$) |
| Frederick Vandenberg | 150,000 | Nil | N/A | 0.50 | Jan 31, 2015 | N/A | N/A | N/A | N/A |
| Dale Borland | Nil | 200,000 | N/A | 1.00 | Aug 10, 2019 | N/A | N/A | N/A | N/A |

LONG-TERM INCENTIVE PLANS

Employees of the Company 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. Money in the pool will be used to purchase shares out of the market on a semi-monthly basis. All purchases will be made through the Exchange by a third party plan agent and no purchases will be made on the OTC or German exchanges. The third party plan agent will also be responsible for the administration of the Plan on behalf of Destiny and the participants. Additionally, we have registered stock option plans.

COMPENSATION OF DIRECTORS

Our directors are reimbursed for reasonable out-of-pocket expenses in connection with attendance at Board of Director and committee meetings. In addition, our directors are eligible for grants of options to purchase shares of our common stock at the discretion of our Board of Directors.

The following table summarizes compensation paid to all of our directors:

| Name | Fees Earned or Paid in Cash (\$)(1) | Stock Awards (\$) | Option Awards (\$) | All Other Compensation (\$)(2) | Total (\$) |
|-------------------|-------------------------------------|-------------------|--------------------|--------------------------------|------------|
| Yoshitaro Kumagai | 12,000 | Nil | Nil | 20,500 | 32,500 |
| Lawrance J. Langs | 12,000 | Nil | Nil | 12,500 | 24,500 |
| Edward Kolic | 12,000 | Nil | Nil | 12,500 | 24,500 |

- (1) On May 23, 2014, the Board of Directors set the annual compensation payable to each member of the Board of Directors at \$48,000 per annum for the period from June 1, 2014 to May 31, 2015. The fees earned or paid in cash of \$12,000 for each Director was for the service period of June 1, 2014 to August 31, 2014 during this fiscal year.
- (2) All other compensation for Mr. Kumagai, Mr. Langs and Mr. Kolic includes participation in the employee share purchase plan described above under long term incentive plans and \$8,000 for consulting fees for Mr. Kumagai.
- (3) All other compensation is stated in United States dollars and compensation was provided in Canadian dollars.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of November 24, 2014 by: (i) each person (including any group) known to us to own more than five percent (5%) of any class of our voting securities, (ii) each of our directors and each of our named executive officers, and (iii) officers and directors as a group. Unless otherwise indicated, the shareholders listed possess sole voting and investment power with respect to the shares shown.

Edgar Filing: DESTINY MEDIA TECHNOLOGIES INC - Form 10-K

| Title of class | Name and address of beneficial owner | Number of Shares of Common Stock | Percentage of Common Stock(1) |
|--------------------------------|---|----------------------------------|-------------------------------|
| DIRECTORS AND OFFICERS: | | | |
| Common Stock | Steven Vestergaard President, Chief Executive Officer and Director c/o 800-570 Granville St. Vancouver, BC, V6C 3P1 | 11,193,881 | 21.06% |
| Common Stock | Frederick Vandenberg Chief Financial Officer and Corporate Secretary c/o 800-570 Granville St. Vancouver, BC, V6C 3P1 | 865,901(2) | 1.63% |
| Common Stock | Dale Borland Vice President and Chief Operating Officer, Clipstream® c/o 800-570 Granville St. Vancouver, BC, V6C 3P1 | Nil | Nil |
| Common Stock | Edward Kolic Director c/o 800-570 Granville St. Vancouver, BC, V6C 3P1 | 318,373 | * |
| Common Stock | Lawrence J. Langs Director c/o 800-570 Granville St. Vancouver, BC, V6C 3P1 | 418,790 | * |
| Common Stock | Yoshitaro Kumagai Director c/o 800-570 Granville St. Vancouver, BC, V6C 3P1 | 423,069 | * |
| Common Stock | All Officers and Directors as a Group (6 persons) | 13,220,014 | 24.88% |

* Less than one percent (1%)

- (1) Under Rule 13d-3 of the Exchange Act, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of such shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding on November 24, 2014. As of November 24, 2014, there were 52,993,874 shares of our common stock issued and outstanding.

- (2) Consists of 715,901 shares held by Mr. Vandenberg and 150,000 shares that may be acquired upon the exercise of stock options held by Mr. Vandenberg.

EQUITY COMPENSATION PLAN INFORMATION

We have one equity compensation plan, namely our Amended 2006 Stock Option Plan, under which up to 5,100,000 shares of our common stock, have been authorized for issuance to our officers, directors, employees and consultants. Our plan has not been approved by the Company's stockholders. The following summary information is presented for our plans on an aggregate basis as of August 31, 2014.

| Plan Category | Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) | Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b) | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in column (a)) (c) |
|--|--|--|--|
| Equity Compensation Plans Approved By Security Holders | Not Applicable | Not Applicable | Not Applicable |
| Equity Compensation Plans Not Approved By Security Holders | 545,000 Shares of Common Stock | \$0.95 per Share | 8,181 Shares of Common Stock |
| Total | 545,000 Shares of Common Stock | | 8,181 Shares of Common Stock |

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Except as described under Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters and under Item 11. Executive Compensation, and under note 8 of the financial statements, none of the following persons has any direct or indirect material interest in any transaction to which we were or are a party during the past two years, or in any proposed transaction to which the Company proposes to be a party:

- (A) any director or officer;
- (B) any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to our common stock; or
- (C) any immediate family member of any of the foregoing persons.

SHARE ISSUANCES

On May 23, 2014, the Company announced director compensation for the period from June 1, 2014 to May 31, 2015 in the amount of \$48,000 for each Director (Lawrence Langs, Steve Vestergaard, Yoshitaro Kumagai and Edward Kolic) payable in a lump sum if the Director chose to take part in a private placement of the Company or as monthly payments in the alternative. Immediately following the compensation announcement, three Directors took part in the private placement resulting in the Company issuing 28,701 shares to Edward Kolic, 50,000 shares to Steve Vestergaard, and 50,000 shares to Lawrence Langs at the same price of \$0.87 per share for gross proceeds of \$111,970.

Messrs Lang, Kolic and Kumagai are independent directors. Mr. Vestergaard is our Chief Executive Officer and is not viewed as an independent director of the Company.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Audit Fees

Our current sole principal independent registered public accountant, BDO Canada LLP, provided audit and other services during the year ended August 31, 2014 and the year ended August 31, 2013 as follows:

BDO Canada LLP

| | 2014 | 2013 |
|---------------------------|-------------|-------------|
| Audit Fees | \$ 98,173 | \$ 107,831 |
| Audit Related Fees | - | - |
| Tax Fees | 12,341 | 12,467 |
| All Other Fees | - | - |
| Total Fees | \$ 110,514 | \$ 120,298 |

Audit Fees. This category includes the fees for the audit of our annual consolidated financial statements and the quarterly reviews of interim financial statements. This category also includes advice on audit and accounting matters that arose during or as a result of the audit or the review of interim financial statements and services in connection with SEC filings.

Audit Related Fees. There were no other audit related fees paid to BDO Canada LLP.

Tax Fees. This category includes the fees for professional services rendered for tax compliance, tax advice and tax planning.

All Other Fees. There were no other fees paid to BDO Canada LLP.

Effective May 6, 2003, the Securities and Exchange Commission adopted rules that require that before BDO Canada LLP is engaged by the Company or its subsidiaries to render any auditing or permitted non-audit service, the engagement be:

- approved by the Company's audit committee; or
- entered into pursuant to pre-approval policies and procedures established by the audit committee, provided the policies and procedures are detailed as to the particular service, the audit committee is informed of each service, and such policies and procedures do not include delegation of the audit committee's responsibilities under the Exchange Act to management.

The audit committee requires advance approval of all audit, audit-related, tax, and non-audit and other services performed by the independent auditor. Unless the specific service has been previously pre-approved with respect to that year, the audit committee must approve the permitted service before the independent auditor is engaged to perform it. The audit committee has delegated to the chair of the audit committee authority to approve permitted services provided that the chair reports any decisions to the committee at its next scheduled meeting.

Of the total aggregate fees paid by us to our accountants during the fiscal years ended August 31, 2014 and 2013, 100% and 100% of the aggregate fees, respectively, were approved by the audit committee pursuant to the *de minimis* exception provided by Section (c)(7)(i)(C) of Rule 2-01 of Regulations S-X.

The audit committee has considered the nature and amount of the fees billed by BDO Canada LLP, and believes that the provision of the services for activities unrelated to the audit is compatible with maintaining BDO Canada LLP's independence.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES. LIST OF DOCUMENTS FILED AS PART OF THE REPORT

The following documents are filed as part of this report:

(a)(1) Financial Statements:

1. Report of Independent Registered Public Accounting Firm BDO Canada LLP;
2. Consolidated Balance Sheets;
3. Consolidated Statements of Comprehensive Income;
4. Consolidated Statements of Cash Flows;
5. Consolidated Statement of Changes in Stockholders Equity; and
6. Notes to the Consolidated Financial Statements.

(a)(2) Financial Statement Schedules:

(a)(3) Exhibits:

- 3.1 Amended Articles Of Incorporation (incorporated by reference to Exhibit 3(I) to our Amendment No. 5 to Registration Statement on Form 10SB12G filed on April 24, 2000).
- 3.2 Amended and Restated Bylaws.
- 4.1 2006 Amended And Restated Stock Option Plan (incorporated by reference to Exhibit 4.1 to our Post-effective Amendment No. 1 to Registration Statement on Form S-8 filed on May 18, 2007)
- 10.1 Share Purchase Agreement among Steve Vestergaard And Euro Industries Ltd. And Destiny Software Productions Inc. dated June 15, 1999 (incorporated by reference to Exhibit 4 to our Registration Statement on Form 10SB12G filed on November 23, 1999).
- 10.2 Rule 506 Subscription Agreement dated February 24, 2006 between Destiny Media Technologies Inc. and Global Equity Trading & Finance Ltd. (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on March 3, 2006).
- 10.3 Rule 506 Subscription Agreement dated February 3, 2006 between Destiny Media Technologies Inc. and Global Equity Trading & Finance Ltd. (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on March 3, 2006).
- 10.4 Securities Purchase Agreement dated February 26, 2007 (incorporated by reference to Exhibit 99.2 to our Current Report on Form 8-K filed on March 1, 2007).
- 10.5 Employee Stock Purchase Plan (incorporated by reference to our Other Definitive Proxy Statements on Form DEF 14A filed on February 04, 2011).
- 21.1* Subsidiaries of the Registrant.
- 23.1* Consent of Independent Registered Public Accounting Firm BDO CANADA LLP
- 24* Power of Attorney (included in Signature pages)
- 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
- 32.2* Section 906 Certification of Chief Financial Officer
- 100* XBRL-Related Documents
- 101* Interactive Data File

* Filed herewith
Management contract or compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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/Steven Vestergaard
Steven Vestergaard, President
Chief Executive Officer and Director
Date: November 24, 2014

/s/Frederick Vandenberg
Frederick Vandenberg, Chief Financial Officer
Date: November 24, 2014

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Steven Vestergaard and Frederick Vandenberg, his true and lawful attorney-in-fact and agent with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/Steven Vestergaard
Steven Vestergaard, President
Chief Executive Officer, President and Director
(Principal Executive Officer)
Date: November 24, 2014

By: /s/Frederick Vandenberg
Frederick Vandenberg, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
Date: November 24, 2014

By: /s/Edward Kolic
Edward Kolic
Director
Date: November 24, 2014

By: /s/Yoshitaro Kumagai
Yoshitaro Kumagai
Director
Date: November 24, 2014

By: /s/Lawrence J. Langs
Lawrence J. Langs
Director
Date: November 24, 2014