
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **May 31, 2026**

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

For the transition period from _____ to _____

Commission File Number **0-28259**

DESTINY MEDIA TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or organization)

84-1516745

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

400 - 22 E5th Avenue

Vancouver, British Columbia, Canada

(Address of principal executive offices)

V5T 1G8

(Zip Code)

604-609-7736

(Registrant's telephone number, including area code)

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

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

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

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

Accelerated filer ☐
Smaller reporting company ☒

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

☐ Yes ☐ No

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's class of common stock, as of the latest practicable date:

The number of shares outstanding of the registrant's common stock, par value \$0.001, as of July 14, 2026 was 9,637,410.

DESTINY MEDIA TECHNOLOGIES, INC.
FORM 10-Q
TABLE OF CONTENTS

	Page
<u>PART I - FINANCIAL INFORMATION</u>	<u>1</u>
ITEM 1. <u>Condensed Consolidated Financial Statements</u>	<u>1</u>
ITEM 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>10</u>
ITEM 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>21</u>
ITEM 4. <u>Controls and Procedures</u>	<u>21</u>
<u>PART II - OTHER INFORMATION</u>	<u>22</u>
ITEM 1. <u>Legal Proceedings</u>	<u>22</u>
ITEM 1A. <u>Risk Factors</u>	<u>22</u>
ITEM 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>22</u>
ITEM 3. <u>Defaults Upon Senior Securities</u>	<u>22</u>
ITEM 4. <u>Mine Safety Disclosures</u>	<u>22</u>
ITEM 5. <u>Other Information</u>	<u>22</u>
ITEM 6. <u>Exhibits</u>	<u>22</u>
<u>Signatures</u>	<u>23</u>

PART I - FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

DESTINY MEDIA TECHNOLOGIES, INC.
Condensed Consolidated Balance Sheets
(Unaudited)

	Notes	May 31, 2026	August 31, 2025
ASSETS			
Cash and cash equivalents	3	\$ 1,397,098	\$ 1,117,889
Accounts receivable, net of allowance for doubtful accounts of \$108,199 (August 31, 2025 - \$82,184)		588,245	863,422
Other receivables		39,653	127,698
Prepaid expenses		41,359	38,252
Deposits		43,802	31,581
Total current assets		2,110,157	2,178,842
Property and equipment, net	4	323,959	752,719
Intangible assets, net	5	14,412	35,282
Total assets		\$ 2,448,528	\$ 2,966,843
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current			
Accounts payable		\$ 147,318	\$ 70,255
Accrued liabilities		574,694	432,959
Deferred revenue		19,027	41,041
Total current liabilities		741,039	544,255
Total liabilities		741,039	544,255
Stockholders' equity			
Common stock, par value \$0.001, authorized 20,000,000 shares. Issued and outstanding - 9,637,410 shares (August 31, 2025 - 9,637,410 shares)	6	9,637	9,637
Additional paid-in capital		8,853,904	8,851,513
Accumulated deficit		(6,526,471)	(5,830,486)
Accumulated other comprehensive loss		(629,581)	(608,076)
Total stockholders' equity		1,707,489	2,422,588
Total liabilities and stockholders' equity		\$ 2,448,528	\$ 2,966,843

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

DESTINY MEDIA TECHNOLOGIES, INC.
Condensed Consolidated Statements of Comprehensive Income (Loss)
(Unaudited)

	Notes	Three months ended May 31		Nine months ended May 31	
		2026	2025	2026	2025
Service revenue	8	\$ 1,039,118	\$ 1,133,963	\$ 3,285,366	\$ 3,379,692
Cost of revenue					
Hosting costs		42,024	41,374	176,580	129,702
Internal engineering support		17,166	15,897	44,735	43,030
Customer support		97,275	90,083	253,501	243,836
Third-party and transactions costs		9,773	14,518	40,618	50,706
		166,238	161,872	515,434	467,274
Gross margin		872,880	972,091	2,769,932	2,912,418
		84.0%	85.7%	84.3%	86.2%
Operating expenses					
General and administrative		342,849	206,193	1,099,513	752,412
Sales and marketing		173,524	228,760	587,097	631,241
Product development		416,341	423,970	1,295,291	1,263,749
Depreciation and amortization	4,5	164,499	190,425	504,001	541,128
		1,097,213	1,049,348	3,485,902	3,188,530
Loss from operations		(224,333)	(77,257)	(715,970)	(276,112)
Other income					
Interest and other income		11,006	4,969	19,985	19,870
Net loss before income tax		(213,327)	(72,288)	(695,985)	(256,242)
Current income tax expense		-	-	-	-
Net loss		\$ (213,327)	\$ (72,288)	\$ (695,985)	\$ (256,242)
Foreign currency translation adjustments		(22,647)	119,306	(21,505)	(79,330)
Total comprehensive income (loss)		\$ (235,974)	\$ 47,018	\$ (717,490)	\$ (335,572)
Net loss per common share					
Basic and diluted	6(d)	\$ (0.02)	\$ (0.01)	\$ (0.07)	\$ (0.03)
Weighted average common shares outstanding:					
Basic	6(d)	9,637,410	9,637,410	9,637,410	9,637,410
Diluted	6(d)	9,637,410	9,637,410	9,637,410	9,637,410

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

DESTINY MEDIA TECHNOLOGIES, INC.
Condensed Consolidated Statements of Stockholders' Equity
Three and Nine Months Ended May 31, 2026 and 2025
(Unaudited)

Common stock							
	Notes	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance, August 31, 2024		9,637,410	\$ 9,637	\$ 8,819,785	\$ (5,192,609)	\$ (471,395)	\$ 3,165,418
Total comprehensive income (loss)		-	-	-	118,140	(112,669)	5,471
Stock-based compensation	6(b)	-	-	10,759	-	-	10,759
Balance, November 30, 2024		9,637,410	9,637	8,830,544	(5,074,469)	(584,064)	3,181,648
Total comprehensive income (loss)		-	-	-	(302,094)	(85,967)	(388,061)
Stock-based compensation	6(b)	-	-	8,144	-	-	8,144
Balance, February 28, 2025		9,637,410	9,637	8,838,688	(5,376,563)	(670,031)	2,801,731
Total comprehensive income (loss)		-	-	-	(72,288)	119,306	47,018
Stock-based compensation	6(b)	-	-	8,929	-	-	8,929
Balance, May 31, 2025		9,637,410	\$ 9,637	\$ 8,847,617	\$ (5,448,851)	\$ (550,725)	\$ 2,857,678

Common stock							
	Notes	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance, August 31, 2025		9,637,410	\$ 9,637	\$ 8,851,513	\$ (5,830,486)	\$ (608,076)	\$ 2,422,588
Total comprehensive income (loss)		-	-	-	83,652	(39,193)	44,459
Stock-based compensation	6(b)	-	-	1,333	-	-	1,333
Balance, November 30, 2025		9,637,410	9,637	8,852,846	(5,746,834)	(647,269)	2,468,380
Total comprehensive income (loss)		-	-	-	(566,310)	40,335	(525,975)
Stock-based compensation	6(b)	-	-	705	-	-	705
Balance, February 28, 2026		9,637,410	9,637	8,853,551	(6,313,144)	(606,934)	1,943,110
Total comprehensive loss		-	-	-	(213,327)	(22,647)	(235,974)
Stock-based compensation	6(b)	-	-	353	-	-	353
Balance, May 31, 2026		9,637,410	\$ 9,637	\$ 8,853,904	\$ (6,526,471)	\$ (629,581)	\$ 1,707,489

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

DESTINY MEDIA TECHNOLOGIES, INC.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine months ended	
	May 31, 2026	May 31, 2025
Operating Activities		
Net loss	\$ (695,985)	\$ (256,242)
Adjustments to reconcile net income (loss) to net cash provided by operations:		
Depreciation and amortization	504,001	541,128
Stock-based compensation	2,391	27,832
Bad debts	29,124	(2)
Unrealized foreign exchange (gain) loss	(187)	10,575
Changes in non-cash working capital:		
Accounts receivable	237,675	(90,757)
Other receivables	88,131	(39,150)
Prepaid expenses and deposits	(15,241)	46,834
Accounts payable	86,499	(56,684)
Accrued liabilities	141,081	(40,724)
Deferred revenue	(22,056)	(3,899)
Net cash provided by operating activities	355,433	138,911
Investing Activities		
Development of software	(40,136)	(285,297)
Purchase of property, equipment, and intangibles	(13,526)	(28,928)
Net cash used in investing activities	(53,662)	(314,225)
Financing Activity		
Net cash used in financing activity	-	-
Effect of foreign exchange rate changes on cash and cash equivalents	(22,562)	(44,562)
Net increase (decrease) in cash and cash equivalents	279,209	(219,876)
Cash and cash equivalents, beginning of period	1,117,889	1,481,582
Cash and cash equivalents, end of period	\$ 1,397,098	\$ 1,261,706
Supplementary disclosure:		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

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

DESTINY MEDIA TECHNOLOGIES, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
May 31, 2026

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 North America, Europe, and Australia.

The Company's stock is listed for trading under the symbol "DSNY" on the OTCQB U.S. in the United States, under the symbol "DSY.V" on the TSX Venture Exchange (the "TSXV") and under the symbol "DME1.F" on the Berlin, Frankfurt, Xetra and Stuttgart exchanges in Germany.

2. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements include the consolidated accounts of the Company and its wholly owned subsidiaries: Destiny Software Productions, Inc. ("DSPI"), MPE Distributions, Inc. ("MPE"), Tonality, Inc. ("Tonality"), and Sonox Digital Inc. ("Sonox"). All intercompany transactions have been eliminated on consolidation. All figures are in United States dollars unless otherwise stated.

The accompanying unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q have been prepared in conformity with generally accepted accounting principles in the U.S. ("U.S. GAAP"). The unaudited condensed consolidated financial statements presented in this Quarterly Report should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K filed with the SEC on November 24, 2025 (the "2025 Form 10-K"). The condensed consolidated balance sheet as of August 31, 2025 was derived from audited consolidated financial statements included in the 2025 Form 10-K but does not include all disclosures required by U.S. GAAP for complete financial statements. The Company's significant accounting policies are described in Note 2 to those consolidated financial statements.

Interim results may not be indicative of the results that may be expected for the full year. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted from these interim financial statements. The unaudited condensed consolidated financial statements reflect all adjustments which in the opinion of management are necessary for a fair presentation of results of operations, financial condition, cash flows and stockholders' equity for the periods presented. Except as otherwise disclosed, all such adjustments are of a normal recurring nature.

Use of Estimates

The preparation of the consolidated financial statements in accordance with U.S. GAAP requires management to make use of certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the unaudited condensed consolidated financial statements and the reported amounts of revenue and expenses during the reported periods. The Company bases its estimates on historical experience and on various other assumptions that management believes are reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. Significant estimates are related to the labour capitalized to software under development and computer software, the recoverability of long-term assets including property, equipment, and intangible assets, amortization expense, and valuation of stock-based compensation.

3. CASH AND CASH EQUIVALENTS

The Company's cash includes cash in readily available checking accounts. The Company's cash equivalents consist of investments in mutual funds with a major Canadian financial institution that earn an average interest of 1.65%.

4. PROPERTY AND EQUIPMENT, NET

	May 31, 2026		
	Cost	Accumulated Amortization	Net Book Value
Property and Equipment			
Furniture and fixtures	\$ 24,605	\$ (18,782)	\$ 5,823
Computer hardware	347,414	(306,105)	41,309
Computer software	2,227,754	(1,950,927)	276,827
Total property and equipment	\$ 2,599,773	\$ (2,275,814)	\$ 323,959

	August 31, 2025		
	Cost	Accumulated Amortization	Net Book Value
Property and Equipment			
Furniture and fixtures	\$ 129,302	\$ (122,461)	\$ 6,841
Computer hardware	337,838	(295,198)	42,640
Computer software	2,168,156	(1,464,918)	703,238
Total property and equipment	\$ 2,635,296	\$ (1,882,577)	\$ 752,719

During the three and nine months ended May 31, 2026, the Company reclassified a total of \$16,926 and \$56,651 in salaries and wages from software under development to computer software, respectively (May 31, 2025 - \$124,500 and \$310,633, respectively).

Depreciation on property and equipment for the three and nine months ended May 31, 2026 was \$161,912 and \$494,911, respectively (May 31, 2025 - \$186,754 and \$530,854, respectively).

5. INTANGIBLE ASSETS, NET

	May 31, 2026		
	Cost	Accumulated Amortization	Net Book Value
Intangible Assets			
Software under development	\$ 661	\$ -	\$ 661
Patents, trademarks, and lists	490,008	(476,257)	13,751
Total intangible assets	\$ 490,669	\$ (476,257)	\$ 14,412

	August 31, 2025		
	Cost	Accumulated Amortization	Net Book Value
Intangible Assets			
Software under development	\$ 16,717	\$ -	\$ 16,717
Patents, trademarks, and lists	484,764	(466,199)	18,565
Total intangible assets	\$ 501,481	\$ (466,199)	\$ 35,282

During the three and nine months ended May 31, 2026, the Company capitalized a total of \$1,585 and \$40,136 in salaries and wages related to software under development, respectively (May 31, 2025 - \$82,592 and \$285,297, respectively). During the three and nine months ended May 31, 2026, \$16,926 and \$56,651, respectively, was subsequently reclassified to computer software assets as the projects were completed (Note 4) (May 31, 2025 - \$124,500 and \$310,633, respectively).

Amortization of intangible assets for the three and nine months ended May 31, 2026 was \$2,587 and \$9,090, respectively (May 31, 2025 - \$3,671 and \$10,274, respectively).

6. STOCKHOLDERS' EQUITY

[a] Common stock issued and authorized

The Company is authorized to issue up to 20,000,000 shares of common stock, par value \$0.001 per share.

During the three and nine months ended May 31, 2026, the Company did not issue any common stock (May 31, 2025 - Nil). During the three and nine months ended May 31, 2026, the Company did not repurchase and cancel any common shares (May 31, 2025 - Nil).

[b] Stock option plans

Pursuant to the Company's 2015 Stock Option Plan (the "2015 Plan"), 530,000 shares of common stock have been reserved for issuance. As of May 31, 2026, 481,870 common shares remain eligible for issuance under the 2015 Plan. On February 18, 2022 the Company received shareholder approval for the 2022 Stock Option Plan (the "2022 Plan") (together with the 2015 Plan, the "Plans"), whereby 1,000,000 common shares are reserved for issuance. As of May 31, 2026, 416,500 common shares remain eligible for issuance under the 2022 Plan.

The options generally vest over a range of periods from the date of grant, some are immediate, and others vest over 24 months. Any options that do not vest as the result of a grantee leaving the Company are forfeited and the underlying common shares are returned to the reserve. The options generally have a contractual term of five years.

Stock-Based Payment Award Activity

A summary of stock option activity under the Plans as of May 31, 2026, and changes during the period were the following:

	Number of Options	Weighted Average Exercise Price	Weighted Average Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at August 31, 2024	715,710	\$ 1.31	2.37	\$ -
Forfeited	(15,207)	\$ 0.85	3.15	\$ -
Expired	(154,503)	\$ 1.33	0.77	\$ -
Outstanding at August 31, 2025	546,000	\$ 1.32	1.71	\$ -
Forfeited	(45,000)	\$ 1.06	1.93	\$ -
Outstanding at May 31, 2026	501,000	\$ 1.35	0.87	\$ -
Exercisable at May 31, 2026	501,000	\$ 1.35	0.87	\$ -

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 as of May 31, 2026. As of May 31, 2026, the aggregate intrinsic value of outstanding and exercisable options were both \$nil, respectively (May 31, 2025 - \$nil).

As of May 31, 2026, there was \$nil (May 31, 2025 - \$7,423) of total unrecognized compensation cost related to non-vested stock-based compensation awards. As of May 31, 2026, there is no unrecognized compensation cost (May 31, 2025 - expected to be recognized over the weighted average of 0.46 years).

During the three and nine months ended May 31, 2026, the Company recorded \$353 and \$2,391 in non-cash stock-based compensation, respectively (May 31, 2025 - \$8,929 and \$27,832, respectively).

[c] Employee Stock Purchase Plan

The Company's 2011 Employee Stock Purchase Plan (the "ESPP") became effective on February 22, 2011. Under the ESPP, employees of the Company can contribute up to 5% of their annual salary into a pool which is matched equally by the Company in order to purchase the Company's common shares under certain terms. Directors can 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 TSX-V by a third-party plan agent. The third-party plan agent is also responsible for the administration of the ESPP on behalf of the Company and the participants.

During the three and nine months ended May 31, 2026, the Company recognized compensation expense of \$15,788 and \$37,766, respectively (May 31, 2025 - \$19,960 and \$52,170, respectively) in salaries and wages on the condensed consolidated statement of comprehensive income (loss) in respect of the ESPP, representing the Company's employee matching of cash contributions to the ESPP. The shares were purchased on the open market at an average price of \$0.74 over a nine-month period (May 31, 2025 - \$0.67). The shares are held in trust by the Company for a period of one year from the date of purchase. As of May 31, 2026, 157,810 shares were held in trust by the Company (May 31, 2025 - 680,610 shares).

[d] Earnings Per Share

Net income (loss) per common 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 common share (diluted) is calculated by dividing net income (loss) 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. The following table shows the computation of basic and diluted earnings per share for the three and nine months ended May 31, 2026, and 2025:

	Three Months Ended		Nine Months Ended	
	May 31, 2026	May 31, 2025	May 31, 2026	May 31, 2025
Numerator:				
Net loss	\$ (213,327)	\$ (72,288)	\$ (695,985)	\$ (256,242)
Denominator:				
Weighted-average basic shares outstanding	9,637,410	9,637,410	9,637,410	9,637,410
Effect of dilutive stock-based awards	-	-	-	-
Weighted-average diluted shares	9,637,410	9,637,410	9,637,410	9,637,410
Basic and diluted loss per share	\$ (0.02)	\$ (0.01)	\$ (0.07)	\$ (0.03)

501,000 stock options were excluded from the computation of diluted earnings per share for the three and nine months ended May 31, 2026, because their effect would have been antidilutive.

7. COMMITMENTS AND CONTINGENCIES

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

8. CONCENTRATIONS, ECONOMIC DEPENDENCE AND SEGMENTS

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 earned during the three and nine months ended May 31, 2026 and 2025, by location of customers, was as follows:

	Three Months Ended		Nine Months Ended	
	May 31, 2026	May 31, 2025	May 31, 2026	May 31, 2025
North America	\$ 975,473	\$ 537,783	\$ 3,103,765	\$ 1,593,139
Europe	21,904	554,674	60,316	1,661,656
Australasia	41,166	36,439	115,960	110,580
Africa	575	5,067	5,325	14,317
Total revenue	\$ 1,039,118	\$ 1,133,963	\$ 3,285,366	\$ 3,379,692

Revenue presented above is based on the location of the customer's billing address. Some of these customers have distribution centers located around the globe and distribute around the world. During the three and nine months ended May 31, 2026, the Company generated 41.9% and 43.4% of total revenue from one customer (May 31, 2025 - 47.0% and 47.1%, respectively).

As at May 31, 2026, one customer represented \$266,666 (or 45.3%) of the trade receivables balance (August 31, 2025, one customer represented \$571,642 (or 66.2%)).

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

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

FORWARD LOOKING STATEMENTS

This report on Form 10-Q contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 under Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions, and future performance, and involve known and unknown risks, uncertainties, and other factors, which may be beyond our control, and which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as "may," "can," "anticipate," "assume," "should," "indicate," "would," "believe," "contemplate," "expect," "seek," "estimate," "continue," "plan," "point to," "project," "predict," "could," "intend," "target," "potential" and other similar words and expressions of the future.

There are a number of important factors that could cause the actual results to differ materially from those expressed in any forward-looking statement made by us. These factors include, but are not limited to:

- our goals and strategies;
- our future business development, financial condition and results of operations;
- expected changes in our revenue, costs or expenditures;
- growth of and competition trends in our industry;
- our expectations regarding demand for, and market acceptance of, our products;
- our expectations regarding our relationships with investors, institutional funding partners and other parties with whom we collaborate;
- fluctuations in general economic and business conditions in the markets in which we operate; and
- relevant government policies and regulations relating to our industry.

These forward-looking statements reflect our management's beliefs and views with respect to future events and are based on estimates and assumptions and are subject to risks and uncertainties, including those described in the Part II, Item 1A under the heading "*Risk Factors*." Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Given these uncertainties, you should not place undue reliance on these forward-looking statements. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

In this report, "we," "us," "our," "our company", "Destiny" and similar references refer to Destiny Media Technologies, Inc., a Nevada corporation, and its wholly-owned subsidiaries: Destiny Software Productions, Inc. ("DSPI"), MPE Distributions, Inc. ("MPE"), Tonality, Inc. ("Tonality"), and Sonox Digital Inc. ("Sonox"), and (ii) the term "common stock" refers to the common stock, par value \$0.001 per share, of Destiny Media Technologies, Inc., a Nevada corporation. The financial information included herein is presented in United States dollars unless otherwise indicated.

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 subsidiaries: Destiny Software Productions Inc., a British Columbia company incorporated in 1992, MPE Distributions, Inc., a Nevada company that was incorporated in 2007, Tonality Inc., a Nevada company that was incorporated in 2021, and Sonox Digital Inc. incorporated under the Canada Business Corporations Act in 2012.

Our principal executive office is located at Suite 400, 22 E5th Avenue, Vancouver, British Columbia V5T 1G8. 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.V", on the OTCQB U.S. ("OTCQB") under the symbol "DSNY", and on various German exchanges (Frankfurt, Berlin, Stuttgart and Xetra) under the symbol "DME1.F".

Our corporate website is located at <http://www.dsnny.com>.

OUR PRODUCTS AND SERVICES

Destiny develops and markets software as a service (SaaS) solutions that solve critical digital distribution and promotion problems for businesses in the music industry.

Play MPE®

The Company's core business is the Play MPE® online platform. Play MPE® distributes music for promotional purposes (broadcast quality audio, video, images, promotional information, metadata and other digital content) from record labels and artists to broadcasting professionals, music curators and music reviewers to discover, download, review and broadcast. Curators include radio programmers, digital streaming broadcasters, media reviewers (newspapers, magazines etc.), industry VIP's, DJ's, film and TV personnel, sports stadiums, retailers etc. In providing the distribution, Play MPE® provides several capabilities developed and designed to address the unique needs of both music promoters and broadcasters. Play MPE® was first to market and is the largest provider of this service and provides the most feature rich platform in the world.

Record labels and artists are Play MPE®'s customers. When adding music to the Play MPE® system, clients are targeting specific industry recipients who review and broadcast their music. Play MPE®'s primary value proposition in this marketing effort is a direct increase to record label and artist revenue through on-air broadcast royalties and indirect increases in revenue through growing song and artists' popularity.

Play MPE® provides numerous capabilities that improve record label efficiencies and the effectiveness of their promotional campaigns. The platform also provides administrative controls to enhance security for record label content. In doing so, Play MPE® satisfies a broad range of stakeholders representing diverse interests at record labels. Music is protected by Play MPE®'s patented proprietary watermarking system which provides watermarks unique to each recipient.

Customers range from small independent artists to the world's largest record labels (the "Major Record Labels"). The Major Record Labels are Universal Music Group ("Universal"), Warner Music Group ("Warner") and Sony Music Entertainment ("Sony"). These record labels directly own numerous sub-labels that include Capitol Music Group, Def Jam Recordings, Interscope Records, Island Records, Republic Records, Polydor, Deutsche Grammophon, Motown, Verve Label Group, Virgin Music Group, EMI, RCA Records, Epic Records, Columbia Records, Arista Records, Legacy Recordings, Provident Entertainment, Warner Records, Hollywood Records, Atlantic Records Group, 300 Elektra Entertainment, to name only a few. Play MPE® welcomes all of these labels into its customer base.

Play MPE® CASTER / CASTER +

Play MPE®'s cloud-based Caster software includes local distribution functions that provide capabilities for a client to create and schedule release announcements and select its targeted audience. Caster is a fully self-serve platform where users can manage every step of their releases, from account setup through payment. This functionality was added in fiscal 2025. Caster+ is a release preparation service provided by staff of Play MPE®.

Caster is designed uniquely to suit music marketing plans and its significant components include:

- Release Creator includes drag and drop functionality to quickly embed images, social media links, insert video, add promotional files etc. to quickly create effective announcements.
- Release Scheduling allows numerous scheduling functions for initial announcements, repeated and updated announcements, changes in DRM (a recipient's ability to download or only stream the content) etc. These schedules can be uniquely edited by recipient or recipient list. Several administrative features here are also available to facilitate and manage release scheduling at scale.
- Templates facilitate consistent label branding and presentation while reducing release preparation time. Each release announcement can be saved as a template and reused or edited for future announcements. Clients can design and save unlimited templates to provide unique design and branding for individual artists or record labels.
- Contacts Management provides features that allow record labels to upload and manage their own targeted distribution lists. There are many features within this platform that provide efficiencies in destination management for all customers of Play MPE®. However, this section of the platform provides numerous functions that are critical for efficient contacts management at scale and is described in Caster's global distribution functionality. Within Contacts Management, users can easily select curated lists of engaged recipients provided by Play MPE® (see description below) or select their own managed recipient lists.

- Assets Management allows users to maintain and manage a repository of assets (single or multitrack releases) outside of the release creation process. This functionality saves users time when creating new releases and allows them to plan for future releases more efficiently. Assets Management also supports Quickshare, a secure one-to-one file sharing function.
- Reporting of release results shows recipient interactions including downloads, streams, clicks and opens.

Intuitive designs and functionality across all areas of this portion of the platform simplify the distribution process, reduce customer time required to distribute, and facilitate the inclusion of information to improve engagement which ultimately increases record label and artist revenue.

Caster is currently available in English, Spanish, German, Japanese and French.

When competing with an established service within a local market, it is these features balanced against changing consumer behaviors that determine Play MPE®'s ability to increase and acquire market share. Competing services offer the basic distribution requirements inherent in the service but do so while missing many features that provide efficient delivery, engaged recipients and accurate and complete distribution lists.

Public reviews can be found at <https://www.plaympe.com/testimonials/>.

Play MPE® Quickshare

Play MPE®'s Quickshare is a simplified distribution tool for Play MPE® customers to promote music directly to anyone inside or outside the Play MPE® platform. With this feature, customers can send a link to a dedicated webpage to allow streaming or downloading of content outside of Play MPE® Player. The distribution does not include numerous features included within Caster's full version and distribution is intended only to replace other file sharing services while attracting greater use within the Play MPE® platform. The initial version will provide limited access and sharing capabilities free of charge and is a value-added feature within Play MPE® local distribution suite of features.

Play MPE® CASTER (global architecture)

Play MPE®'s global distribution architecture was developed in close collaboration with our largest client to address the needs of its global approach to release distribution. This architecture provides functionality required for our largest client to conduct their unique approach to music distribution and provides numerous significant competitive advantages for this client. These features improve marketing coordination and revenue generation while reducing overall label staff time and costs.

Significant components include:

- Staff role management: Customers can grant varying capabilities or permissions for different staff positions. For example, one staff member can create a release while another can approve the release of this content. In a larger organization, this control ensures accurate and professional distributions are conducted, but allows for segregation of duties to maximize efficiency.
- Label management: With label management, administrative staff can determine which users have access to which labels and which content. Each label has a unique account environment allowing for its own unique setup, list curation, favorites, staff roles, templates etc. These unique environments also improve release security for a record label with a large global footprint.
- Global release sharing (replication): With global release sharing, distribution centers can share a release to a territory. That territory then can reuse the release while localizing it to suit the particular needs of that jurisdiction (editing language, artist information, local concert dates, local contacts etc). This eliminates duplication of upload and data entry while reducing errors. In the context of global distribution, across multiple territories, multiple labels, and thousands of unique releases, savings of staff time is significant. Metadata completeness and accuracy are also increased. When complete metadata is conveyed, recipient engagement is higher. Higher recipient engagement, increases record label revenue. Within the included metadata are ISRC codes which are unique codes used to remit track royalties globally. When ISRC codes are communicated, royalty remittances are complete and timely. These aspects provide significant competitive advantages.
- Release embargos: When marketing and promotion departments create global campaigns for highly anticipated music releases, staff restrict access to this content until the public release time. Here, record labels can permit early access to the relevant content so local offices can edit, localize and schedule releases but controls are added to restrict certain permissions and prevent premature release. Our largest client enjoys competitive advantages with these capabilities derived through cost savings and improved marketing campaigns. Absent these functions, global release coordination is more costly, less coordinated and often delayed.
- Asset repository integration: With this integration, Play MPE® automatically captures music, art, and associated metadata from an archival repository of our largest client, vastly reducing errors in release creation and data entry while making the process quicker. This further expands the competitive advantages enjoyed in global release sharing.

- Release management: There are numerous capabilities within release management that are necessary for efficient global release management. Content owners can change DRM for specific recipient groups within a release and quickly remove content globally if necessary etc.
- Asset management: Assets include music tracks, album art, metadata etc. Within the assets management portion, several features allow assets to be used, recomposed, combined, recombined etc. Features here allow efficient and quick delivery of new releases. Various aspects of assets management are used in global distribution situations.
- Release scheduling: While release scheduling is available for local distribution, many additional administrative features are designed to facilitate actions that reduce staff time in a global environment.
- Contacts management: Critically important to all promotions is the distribution of content to an interested and engaged audience. As introduced in the local distribution discussion, Caster provides a contacts management system with numerous features that facilitate efficient updates and maintenance actions that are critically important where users maintain a large recipient database, across multiple users, and multiple recipient lists. Absent these features, list maintenance becomes overly cumbersome, inefficient and ultimately inaccurate.

Collectively, functionality in global release management provides numerous competitive advantages that reduce overall costs, and improve marketing collaboration while increasing record label revenue and cash flow. We are unaware of any other service that provides these global distribution functions.

Play MPE® CASTER (targeted list management services)

Recipient lists are bundles of active and engaged recipients with an interest in specific music types or genres. Lists are sold as a fixed price per list (or package). As recipient lists are adjusted in real time, changes in gross recipient numbers or active recipients does not directly or immediately impact revenue.

Fundamental to our customers' success in music marketing is reaching music curators capable of, and actively engaged in, remarketing the promoted content to a wider consumer audience. To limit unwanted access to new music and to increase recipient engagement, targeted and limited distribution is a vital component in music promotion. Thus, Play MPE® is a permissions-only access system and only recipients designated or targeted to receive content obtain access to that content. Current and correct identification of engaged recipients is therefore critical to our customers' success. While targeted distribution limits access to new content, this aspect also improves recipient side engagement by eliminating unwanted content.

Play MPE® actively manages curated and targeted distribution lists or "packages". List creation and list maintenance involve several proprietary processes that are designed to create complete, active, accurate, and targeted lists to facilitate efficient marketing campaigns. Play MPE® provides more than 400 unique targeted lists comprising of more than 17,000 unique and active recipients over 60 countries. To facilitate targeted music marketing campaigns, these lists are grouped by territory (typically by country), by genre of music, and by recipient type (see recipient player discussion). Relying on proprietary technical innovations and processes, these recipient lists are updated in real time. With an annual churn averaging between 27-34%, these recipient lists would quickly become inaccurate absent Play MPE®'s active curation. Play MPE® regularly monitors activity levels and recipients through proprietary analytics. Play MPE® provides the widest and most accurate distribution channels available in the industry.

For smaller record labels and independent artists, the provision of a list of destinations is a requirement for sale as these customers do not know who to contact. For larger record labels, promotions staff can upload their own contact lists. However, proprietary processes ensure Play MPE® lists are more accurate, complete and engaged. The majority of releases distributed through Play MPE®, include at least one targeted distribution list, curated by Play MPE®.

Play MPE® Player

Music curators review and download content through a cloud-based player and mobile apps (iOS and Android). Web players are currently available in 15 different languages: English, Spanish, Swedish, Finnish, Italian, Dutch, Portuguese, French, Japanese, German, Norwegian, Latvian, Lithuanian, Estonian, and Danish.

Recipients on the Play MPE® platform have a wide variety of personas and include programming directors for internet streaming, satellite or terrestrial radio, retail store curators, sports stadium DJs, clubs, events, music reviews in newspapers or magazines, on-air personalities, music supervisors who program TV, movies, commercials or video games, or "A&R" representatives at larger record labels. Each recipient within the Play MPE® platform has a unique library of music catered to, and appropriate for, that recipient.

Recipients enjoy many features that make it easy to access, collaborate, review, and search for content. Play MPE®'s mobile apps offer off-line listening capabilities, the ability to utilize Google Chromecast and Apple Airplay streaming capabilities, creation of playlists, sorting, flagging and archiving features, and easier access to release metadata. Recipient side satisfaction directly increases activity which directly improves the effectiveness of promotional efforts of record label customers.

MTR™

The Company launched MTRTM in the fourth quarter of fiscal 2024 to address an unmet need identified among smaller Play MPE® customers. Current MTRTM revenue is primarily derived from this customer segment.

MTRTM is an early-stage technology operating within the large and expanding radio tracking industry. The Company continues to develop additional functionality to enable broader commercial adoption, including features designed for users with greater data requirements and larger music repertoires.

Products under development

Destiny is currently developing additional functionality and complimentary services that are expected to expand the Company's addressable market, or act as catalysts to the Company's sales activities for Play MPE®. These are described more fully in business development section of our Annual Report on Form 10-K for the fiscal year ended August 31, 2025, filed on November 24, 2025.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MAY 31, 2026 AND 2025

	Three Months Ended		Change
	May 31, 2026	May 31, 2025	
Service revenue	\$ 1,039,118	\$ 1,133,963	\$ (94,845)
Cost of revenue	166,238	161,872	4,366
Gross margin	872,880	972,091	(99,211)
Operating expenses	1,097,213	1,049,348	47,865
Loss from operations	(224,333)	(77,257)	(147,076)
Other income	11,006	4,969	6,037
Net loss	\$ (213,327)	\$ (72,288)	\$ (141,039)

Revenue

Total revenue for the three months ended May 31, 2026 was \$1,039,118 compared to the revenue of \$1,133,963 for the three months ended May 31, 2025, a decrease of 8.4% period over period. Total revenue for the nine months ended May 31, 2026 was \$3,285,366 compared to the revenue of \$3,379,692 for the nine months ended May 31, 2025, a decrease of 2.8% period over period. Revenue decreased during the quarter primarily due to the execution of a longer-term agreement with a major label customer, which resulted in the elimination of certain short-term pricing that had previously contributed to revenue. Revenue from certain major label customers was also lower compared to the prior year period. These decreases were partially offset by continued strength in the Company's independent customer segment, supported by growth in customer acquisition, improved sales conversion rates and pricing adjustments implemented during the year. While the total number of releases distributed during the quarter decreased compared to the prior year period, revenue generated per release increased. MTR™ revenue decreased by 11.8% during the quarter; however, it remains an immaterial component of the Company's overall revenue.

Gross Margin

Gross margin for the three months ended May 31, 2026 was 84.0% of revenue, compared to 85.7% for the three months ended May 31, 2025. The Company's cost of revenue consists of data hosting and processing charges, third party transaction related costs, and engineering, technical and customer support costs. These costs are driven by the size and volume of customer transactions processed, as well as the relative proportion of "full-service" versus "self-service" revenue. Our self-service sales are derived from customers who have been provided with a customer account to access our encoder to independently upload and publish releases. Our full-service revenue is derived from customers who are fully serviced by our internal staff, who prepare and publish releases on their behalf. During the three months ended May 31, 2026, our gross margin decreased compared to the same period last year. The decrease was primarily due to higher salaries and wages included in cost of revenue, resulting from temporary changes in team responsibilities and organizational adjustments implemented during the period.

Operating Expenses

Operating costs during the three months ended May 31, 2026 increased by 4.6% to \$1,097,213 (May 31, 2025 - \$1,049,348). The increase in operating costs was primarily the result of the following:

- An increase in wages and benefits resulting from a one-time employee-related charge of \$110,467 and lower capitalization of development costs.
- Increase in professional fees of \$13,842 reflecting the timing of legal, tax and audit services compared to the prior year.
- Increase in travel expenses of \$4,762 associated with strategic planning sessions, customer meetings and sales activities.
- Lower amortization expense of \$25,926 and foreign exchange gain of \$46,651 partially offset the above listed increases.

For ease of reference the following table has been prepared to present operating results had the Company not capitalized software development salaries for the three months ended May 31, 2026 and 2025.

	Three Months Ended	
	May 31, 2026	May 31, 2025
Net loss for the period	\$ (213,327)	\$ (72,288)
Capitalized software under development	(1,585)	(82,592)
Adjustment to depreciation of capitalized computer software	159,027	185,137
Adjusted net income (loss) for the period	\$ (55,885)	\$ 30,257

General and administrative expenses	Three Months Ended			
	May 31, 2026	May 31, 2025	\$ Change	% Change
Wages and benefits	\$ 256,443	\$ 94,878	161,565	170.3%
Professional fees	30,644	16,802	13,842	82.4%
Office and miscellaneous	33,435	29,600	3,835	13.0%
Shareholder relations	4,329	14,998	(10,669)	(71.1%)
Rent	12,641	14,177	(1,536)	(10.8%)
Foreign exchange loss	(18,036)	28,615	(46,651)	(163.0%)
Telecommunications	4,821	4,744	77	1.6%
Bad debt	7,143	(2,960)	10,103	(341.3%)
Other	11,429	5,339	6,090	114.1%
Total general and administrative expenses	\$ 342,849	\$ 206,193	136,656	66.3%

General and administrative expenses increased by 66.3% during the period, primarily due to higher wages and benefits, including a one-time employee-related charge and increased consulting costs, as well as higher professional fees. The increase was partially offset by favorable foreign exchange movements compared to the prior year period.

Sales and marketing expenses	Three Months Ended			
	May 31, 2026	May 31, 2025	\$ Change	% Change
Wages and benefits	\$ 136,844	\$ 186,033	(49,189)	(26.4%)
Advertising and marketing	28,794	38,491	(9,697)	(25.2%)
Rent	7,706	3,938	3,768	95.7%
Telecommunications	180	298	(118)	(39.6%)
Total sales and marketing expenses	\$ 173,524	\$ 228,760	(55,236)	(24.1%)

Sales and marketing expenses decreased by 24.1% during the period, primarily due to lower wages and benefits and reduced marketing expenditures. The decrease in wages and benefits reflects changes in the allocation of personnel costs among operating functions during the quarter.

Product development expenses	Three Months Ended			
	May 31, 2026	May 31, 2025	\$ Change	% Change
Wages and benefits	\$ 324,830	\$ 326,638	(1,808)	(0.6%)
Software services	27,122	28,046	(924)	(3.3%)
Rent	9,732	18,456	(8,724)	(47.3%)
Telecommunications	54,657	50,830	3,827	7.5%
Product development expenses	\$ 416,341	\$ 423,970	(7,629)	(1.8%)

Product development expenses decreased by 1.8% during the period and remained relatively consistent with the prior year period. The decrease was primarily due to lower rent expense, reflecting office cost reduction initiatives and changes in the allocation of rent expense among operating departments.

Depreciation and Amortization

Depreciation and amortization expense decreased to \$164,499 for the three months ended May 31, 2026, from \$190,425 for the three months ended May 31, 2025, a decrease of 13.6% primarily due to a lower level of capitalized software development costs in recent quarters, resulting in a reduced amortization base.

Other Income

Interest income earned on the Company's mutual funds was \$7,025 for the three months ended May 31, 2026 (May 31, 2025 - \$4,969). One time gain on sale of property and equipment was \$3,981 for the three months ended May 31, 2026 (May 31, 2025- \$nil), resulting from the sale of certain assets during the period.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED MAY 31, 2026 AND 2025

	Nine Months Ended		
	May 31, 2026	May 31, 2025	Change
Service revenue	\$ 3,285,366	\$ 3,379,692	\$ (94,326)
Cost of revenue	515,434	467,274	48,160
Gross margin	2,769,932	2,912,418	(142,486)
Operating expenses	3,485,902	3,188,530	297,372
Loss from operations	(715,970)	(276,112)	(439,858)
Other income	19,985	19,870	115
Net loss	\$ (695,985)	\$ (256,242)	\$ (439,743)

Revenue

Total revenue for the nine months ended May 31, 2026 was \$3,285,366 compared to the revenue of \$3,379,692 for the nine months ended May 31, 2025, a decrease of 2.8% period over period.

The decrease in revenue during the nine-month period was primarily attributable to lower revenue generated from major label customers, including the impact of a longer-term agreement with a major label customer that reduced certain short-term pricing available in prior periods. The decline was partially offset by continued growth in the Company's independent customer segment, which experienced increases in customer acquisition and customer engagement during the period. After adjusting for the impact of foreign exchange rate fluctuations, revenue for the nine months ended May 31, 2026 decreased by 2.9% compared to the prior year period.

Gross Margin

Gross margin for the nine months ended May 31, 2026 was 84.3% of revenue, compared to 86.2% for the same period in 2025. The decrease was primarily due to higher infrastructure costs associated with additional hosting capacity deployed to support the Company's platform, as well as higher salaries and wages included in cost of revenue resulting from organizational changes and temporary increases in employee responsibilities during the period.

Operating Expenses

Operating costs during the nine months ended May 31, 2026 increased by 9.3% to \$3,485,902 (May 31, 2025 - \$3,188,530). This rise can be primarily attributed to the following factors:

- An increase in wages and benefits of \$438,524, primarily due to a one-time employee-related charge of \$354,592, lower capitalization of development costs resulting in a higher portion of payroll costs being expensed during the period, and increased consulting costs. This increase was partially offset by lower stock-based compensation expense.
- Advertising and marketing expenses increased by \$28,489, reflecting higher marketing activities during the first half of the fiscal year.
- Professional fees decreased by \$168,393, primarily due to legal costs associated with litigation in the prior year that did not recur in the current period.

For ease of reference the following table has been prepared to present operating results had the Company not capitalized software development salaries for the nine months ended May 31, 2026 and 2025.

	Nine Months Ended		
	May 31, 2026	May 31, 2025	
Net loss for the period	\$ (695,985)	\$ (256,242)	
Capitalized software under development	(40,136)	(285,297)	
Adjustment to depreciation of capitalized computer software	483,228	521,531	
Adjusted net loss for the period	\$ (252,893)	\$ (20,008)	

General and administrative expenses	Nine Months Ended		\$ Change	% Change
	May 31, 2026	May 31, 2025		
Wages and benefits	\$ 733,171	\$ 258,148	475,023	184.0%
Professional fees	109,247	277,640	(168,393)	(60.7%)
Office and miscellaneous	86,339	83,132	3,207	3.9%
Shareholder relations	50,589	57,032	(6,443)	(11.3%)
Rent	40,688	37,309	3,379	9.1%
Foreign exchange loss (gain)	5,852	(4,061)	9,913	(244.1%)
Telecommunications	7,309	7,338	(29)	(0.4%)
Bad debt	29,124	2	29,122	100%
Other	37,194	35,872	1,322	3.7%
Total general and administrative expenses	\$ 1,099,513	\$ 752,412	347,101	46.1%

General and administrative expenses increased by 46.1% during the period, primarily due to higher wages and benefits, including a one-time employee-related charge, lower capitalization of development costs and increased consulting costs. These increases were partially offset by lower professional fees compared to the prior year period, primarily due to litigation-related legal costs incurred in the prior year that did not recur in the current period.

Sales and marketing expenses	Nine Months Ended		\$ Change	% Change
	May 31, 2026	May 31, 2025		
Wages and benefits	\$ 465,132	\$ 541,162	(76,030)	(14.0%)
Advertising and marketing	100,096	71,607	28,489	39.8%
Rent	21,124	17,474	3,650	20.9%
Telecommunications	745	998	(253)	(25.4%)
Total sales and marketing expenses	\$ 587,097	\$ 631,241	(44,144)	(7.0%)

Sales and marketing expenses decreased by 7.0% during the period, primarily due to lower wages and benefits resulting from changes in personnel responsibilities and cost allocations. This decrease was partially offset by higher advertising and marketing expenditures to support ongoing marketing initiatives.

Product development expenses	Nine Months Ended		\$ Change	% Change
	May 31, 2026	May 31, 2025		
Wages and benefits	\$ 1,004,843	\$ 965,312	39,531	4.1%
Software services	86,639	80,561	6,078	7.5%
Rent	42,833	54,911	(12,078)	(22.0%)
Telecommunications	160,976	162,965	(1,989)	(1.2%)
Product development expenses	\$ 1,295,291	\$ 1,263,749	31,542	2.5%

Product development expenses increased by 2.5% during the period, primarily due to lower capitalization of software development costs, resulting in a higher portion of development payroll being recognized as expense.

Depreciation and Amortization

Depreciation and amortization expense decreased to \$504,001 for the nine months ended May 31, 2026 from \$541,128 for the nine months ended May 31, 2025, a decrease of 6.9% primarily due to a lower level of capitalized software development costs in recent quarters, resulting in a reduced amortization base.

Other Income

Interest income earned on the Company's mutual funds was \$16,004 for the nine months ended May 31, 2026 (May 31, 2025 - \$19,870). One time gain on sale of property and equipment was \$3,981 for the nine months ended May 31, 2026 (May 31, 2025- \$nil).

Net Income (Loss)

During the three and nine months ended May 31, 2026 the Company reported a net loss of \$213,327 and \$695,985, respectively (May 31, 2025 - a net loss of \$72,288 and \$256,242, respectively).

For the three and nine months ended May 31, 2026, adjusted EBITDA loss was \$(55,500) and \$(205,597), respectively (May 31, 2025 - adjusted EBITDA was \$122,097 and \$292,848, respectively). Adjusted EBITDA is not defined under U.S. 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 our 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 the Company. Adjusted EBITDA has limitations as a profitability measure in that it does not include provisions for income taxes, the effect of our expenditures on 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 (loss) from operations to Adjusted EBITDA:

	Q3 2026	Q2 2026	Q1 2026	Q4 2025	Q3 2025	Q2 2025	Q1 2025	Q4 2024
Net income (loss)	\$ (213,327)	(566,310)	83,652	(381,635)	(72,288)	(302,094)	118,140	(142,222)
Stock-based compensation	353	705	1,333	3,896	8,929	8,144	10,759	11,107
Depreciation and amortization	164,499	167,017	172,485	292,486	190,425	183,724	166,979	213,917
Interest income	(7,025)	(4,053)	(4,926)	(5,319)	(4,969)	(6,493)	(8,408)	(10,529)
Adjusted EBITDA	\$ (55,500)	(402,641)	252,544	(90,572)	122,097	(116,719)	287,470	72,273

LIQUIDITY AND FINANCIAL CONDITION

As at May 31, 2026, we held \$1,397,098 (August 31, 2025 - \$1,117,889) in cash and cash equivalents. The Company's cash equivalents consist of investments in mutual funds with a major Canadian financial institution that earn interest at variable interest rates.

At May 31, 2026, we had working capital of \$1,369,118 compared to \$1,634,587 as at August 31, 2025. The decrease in our working capital was primarily due to operating results.

Cash Flows

The following table sets forth a summary of the net cash flow activity for the periods indicated:

Net cash and cash equivalents provided by (used in)	Nine Months Ended		\$ Change	% Change
	May 31, 2026	May 31, 2025		
Operating activities	\$ 355,433	\$ 138,911	216,522	155.9%
Investing activities	(53,662)	(314,225)	260,563	(82.9%)
Financing activity	-	-	-	-
Effect of foreign exchange rate changes on cash and cash equivalents	(22,562)	(44,562)	22,000	(49.4%)
Net increase (decrease) in cash and cash equivalents	\$ 279,209	\$ (219,876)	499,085	(227.0%)

Operating Activities

Net cash provided by operating activities during the nine months ended May 31, 2026 was \$355,433 (May 31, 2025 - \$138,911). The increase in cash provided by operating activities was primarily due to favorable changes in working capital, including improved collections of accounts receivable.

Investing Activities

Net cash used in investing activities for the nine months ended May 31, 2026 was \$53,662, compared to cash used in investing activities of \$314,225 for the nine months ended May 31, 2025. The decrease in cash used in investing activities was primarily due to lower capitalized software development costs during the current period.

Financing Activity

Net cash used in financing activity during the nine months ended May 31, 2026 was \$nil (May 31, 2025 - \$nil).

CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT JUDGEMENTS AND ESTIMATES

Our management's discussion and analysis of our financial condition and results of operations is based on our financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States, or GAAP. The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and the disclosure of contingent assets and liabilities in our financial statements and accompanying notes. We evaluate these estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

For a description of our critical accounting policies, see the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies and Significant Judgements and Estimates" and "Financial Statements and Supplementary Data - Note 2, Summary of Significant Accounting Policies" contained in our 2025 Form 10-K. There have not been any material changes to the critical accounting policies discussed therein during the three and nine months ended May 31, 2026.

OFF-BALANCE SHEET ARRANGEMENTS

As of May 31, 2026, the Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Exchange Risk

Our revenues are denominated primarily in United States dollars and Euros while our operating expenses are incurred 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 the Canadian dollar to these currencies. We do not believe aggregated foreign exchange fluctuations in the Euro, and the Australian, Canadian, and US dollars have had a material effect on our results of operations during the periods presented.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

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

In connection with this quarterly report, as required by Rule 13a-15 under the Securities Exchange Act of 1934, we have carried out an evaluation of the effectiveness of the design and operation of our Company's disclosure controls and procedures. This evaluation was carried out under supervision and with the participation of our Company's management, including our company's Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Company's Chief Executive Officer and Chief Financial Officer concluded that as of May 31, 2026, our disclosure controls and procedures were effective as at the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

There were no changes that would impact our internal controls for the period from March 1, 2026, to May 31, 2026.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Company is not a party to any material legal proceedings.

ITEM 1A. RISK FACTORS.

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed in "Item 1.A - Risk Factors" in our Form 10-K for the fiscal year ended August 31, 2025, filed with the SEC. These risks could materially and adversely affect our business, financial condition and results of operations. The risks described in our Form 10-K have not changed materially, however, they are not the only risks we face. Our operations could also be affected by additional factors that are not presently known to us or by factors that we currently consider immaterial to our business.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

[31.1*](#) [Section 302 Certification of Chief Executive Officer](#)

[31.2*](#) [Section 302 Certification of Chief Financial Officer](#)

[32.1*](#) [Section 906 Certification of Chief Executive Officer and Chief Financial Officer](#)

101.INS* Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document

[101.SCH*](#) [Inline XBRL Taxonomy Extension Schema Document](#)

[101.CAL*](#) [Inline XBRL Taxonomy Extension Calculation Linkbase Document](#)

[101.DEF*](#) [Inline XBRL Taxonomy Extension Definition Linkbase Document](#)

[101.LAB*](#) [Inline XBRL Taxonomy Extension Label Linkbase Document](#)

[101.PRE*](#) [Inline XBRL Taxonomy Extension Presentation Linkbase Document](#)

104* Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith

SIGNATURES

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

DESTINY MEDIA TECHNOLOGIES, INC.

By: /s/Hyonmyong Cho
Hyonmyong Cho
Chairman, Interim Chief Executive Officer
(Principal Executive Officer)
Date: July 14, 2026

By: /s/Assel Mendesh
Assel Mendesh
Chief Financial Officer
(Principal Financial and Accounting Officer)
Date: July 14, 2026

CERTIFICATIONS

I, Hyonmyong Cho, certify that:

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

Date: July 14, 2026

/s/Hyonmyong Cho

Hyonmyong Cho
Chairman, Interim Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Assel Mendesh, certify that:

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

Date: July 14, 2026

/s/Assel Mendesh

Assel Mendesh
Chief Financial Officer
(Principal Financial and Accounting Officer)

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

In connection with the Quarterly Report of Destiny Media Technologies Inc. (the "Company") on Form 10-Q for the nine months ended May 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the date indicated below, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of our knowledge, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Hyonmyong Cho

Name: Hyonmyong Cho

Title: Chairman, Interim Chief Executive Officer
(Principal Executive Officer)

Date: July 14, 2026

By: /s/ Assel Mendesh

Name: Assel Mendesh

Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: July 14, 2026