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

FORM 10-K

☒ Annual Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934
For the fiscal year ended: September 30, 2020

or

☐ Transition Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Commission File Number: 000-55613

VoIP-PAL.COM INC.

(Exact name of Registrant as specified in its charter)

Nevada	**980184110**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

10900 NE 4th Street, Suite 2300
Bellevue, WA, 98004
(Address of principal executive offices)

1-954-495-4600
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
N/A	**N/A**	**N/A**

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

Common Stock, $0.001 par value
(Title of class)

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 Section 15(d) of the Act. Yes ☐ No ☒

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

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit 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. ☐

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 ☒ Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Yes ☐ No ☒

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

The market value of the voting stock held by non-affiliates was $14,621,863 based on 1,218,488,555 shares held by non-affiliates. These computations are based upon the closing sales price of $0.012 per share of the Company on OTC Markets, Inc. on March 31, 2020.

Indicate the number of shares outstanding of each of the Registrant's classes of common equity, as of the latest practicable date:

Class	Outstanding as of December 14, 2020
Common Stock, $0.001 par value per share	2,049,483,092

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PART I

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

In this Annual Report, references to "VoIP-Pal," "VPLM," the "Company," "we," "us," and "our" refer to VoIP-Pal.Com Inc., the Registrant.

This Annual Report on Form 10-K (this "Annual Report" or this "Report") contains certain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act of 1934, as amended (the "Exchange Act"). All statements, other than statements of historical facts, included in this Annual report are forward looking statements, including, without limitation, statements regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management. These forward-looking statements may be, but are not always, identified by their use of terms and phrases such as "anticipate," "believe," "estimate," "expect," "intend," "may," "project," "plan," "will," "shall," "should," "could" and "potential," and similar terms and phrases, including when used in the negative. Although we believe that the expectations reflected in these forward-looking statements are reasonable, they do involve certain assumptions, risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements. You should consider carefully the risks described under the "Risk Factors" section of this Annual Report and other sections of this report, which describe factors that could cause our actual results to differ from those anticipated in the forward-looking statements. All forward-looking statements are expressly qualified in their entirety by the cautionary statements in this paragraph and elsewhere in this Annual Report. Other than as required under the securities laws, we do not assume a duty to update these forward-looking statements, whether because of new information, subsequent events or circumstances, changes in expectations or otherwise**.**

Item 1. Business.

The Company was incorporated in the state of Nevada in September 1997 as All American Casting International, Inc. and changed its name to VOIP MDU.com in 2004 and subsequently to VoIP-Pal.Com Inc. in 2006. Since March 2004, the Company has been in the development stage of becoming a Voice-over-Internet Protocol ("VoIP") re-seller, a provider of a proprietary transactional billing platform tailored to the points and air mile business, and a provider of anti-virus applications for smartphones.

In 2013, Voip-Pal acquired Digifonica International (DIL) Limited ("Digifonica"), to fund and co-develop Digifonica's patent suite. Digifonica had been founded in 2003 with the vision that the internet would be the future of all forms of telecommunications - a team of twenty top engineers with expertise in Linux and Internet telephony developed and wrote a software suite with applications that provided solutions for several core areas of internet connectivity. In order to properly test the applications, Digifonica built and operated three production nodes in Vancouver, Canada (Peer 1), London, UK (Teliasonera), and Denmark. Upon successfully developing the technology, Digifonica filed for patents with the United States Patent and Trademark Office ("USPTO").

The Digifonica patents formed the basis for Voip-Pal's current intellectual property, now a worldwide portfolio of issued and pending patents primarily designed for the broadband VoIP market.

The Issuer's primary and secondary SIC Codes are 4813 and 4899.

The Issuer's fiscal year end date is September 30.

<u>Principal Products or Services</u>

VoIP-PAL owns a worldwide portfolio of issued patents covering numerous inventions, including, but not limited to the following technology areas:

1. classification and routing of communications over different networks and over geographically distributed nodes;
2. lawful intercept of such communications;
3. enhanced emergency calling support (e.g., E911);
4. mobile gateways;
5. uninterrupted transmission during endpoint changes; and
6. metering and billing, including the reselling of "white label" telecommunication services.

VoIP-PAL has one or more continuation patent applications pending in each of its U.S. patent families.

VoIP-PAL is currently pursuing patent infringement lawsuits against several Fortune 500 companies that the Company believes are practicing its patented inventions. Two of VoIP-Pal's patents (U.S. Patent Nos. 8,542,815 and 9,179,005) have undergone extensive review by the USPTO's Patent Trial and Appeal Board (PTAB).

VoIP-Pal's Patent Portfolio

A brief summary of the Company's patents is provided below, focusing primarily on patents which have been issued in the U.S. (only limited discussion is provided regarding the Company's related pending U.S. patent applications and foreign patent assets). The brief summaries below are provided for convenience only and without prejudice to the Company's rights; it will be appreciated that the scope of the Company's patents can only be discerned by conducting a full legal analysis under the applicable legal standards and is subject to Court decisions.

VoIP-PAL's patent portfolio covers the following technologies:

1. Classification/routing of communications

- U.S. Patent Nos. 8,542,815; 9,179,005; 9,537,762; 9,813,330; 9,826,002; 9,935,872; 9,948,549; European Patent No. 2,084,868; and Indian Patent No. 287,412, all generally relate to classification/routing of communications.
- VoIP-PAL has asserted U.S. Patent Nos. 8,542,815 and 9,179,005 against Apple, AT&T, Verizon and Twitter (initially filed in U.S. District Court, Nevada; later transferred to U.S. District Court for the Northern District of California). These patents were subject to eight (8) *Inter Partes* Review (IPR) proceedings before the USPTO, which were decided in VoIP-Pal's favor. Some of the asserted claims have been invalidated under §101 during the court proceedings, however, certain non-overlapping claims that had been reviewed in the IPR proceedings were left intact. The defendants may choose to challenge the remaining claims in district court proceedings.
- VoIP-Pal has asserted U.S. Patent Nos. 9,537,762, 9,813,330, 9,826,002 and 9,948,549 against both Apple and Amazon (initially filed in U.S. District Court, Nevada; later transferred to U.S. District Court for the Northern District of California). While the asserted claims were invalidated under §101 by the District Court, as affirmed by the Federal Circuit, VoIP-Pal believes it has grounds to file a petition for rehearing *en banc*.
- VoIP-Pal has asserted U.S. Patent No. 10,218,606 against Apple, Amazon, AT&T, Verizon, Google, Facebook and Whatsapp in U.S. District Court in the Western District of Texas.
- Brief descriptions of each of these patents are provided below.

1.1 U.S. Patent No. 8,542,815, issued September 24, 2013, generally relates to, among other things, classifying a call as pertaining to a public network or a private network based on a match of one or more attributes associated with a caller and an identifier associated with a callee and network classification criteria.

The '815 Patent was the subject of four IPR challenges by Apple, Unified Patents, and AT&T Services, one of which was instituted and resulted in a final written decision confirming the patentability of all challenged claims. The '815 has been asserted against Apple, AT&T, Verizon and Twitter. Some, but not all, of the asserted claims have been found patent-ineligible in court proceedings under §101.

1.2 U.S. Patent No. 9,179,005, issued November 3, 2015, generally relates to, among other things, routing communications by producing a public or private routing message based on a classification criteria of one or more attributes associated with a caller and an identifier associated with a callee.

The '005 Patent was the subject of four IPR challenges by Apple and AT&T Services, one of which was instituted and resulted in a final written decision confirming the patentability of all challenged claims. The '005 has been asserted against Apple, AT&T, Verizon and Twitter. Some, but not all, of the asserted claims have been found patent-ineligible in court proceedings under §101.

1.3 U.S. Patent No. 9,537,762, issued January 3, 2017, generally relates to, among other things, classifying a communication as pertaining to a first or second network based on attributes associated with a first participant to the communication and classification criteria which may include whether a second participant to the communication is registered with the system.

1.4 U.S. Patent No. 9,813,330, issued November 7, 2017, generally relates to, among other things, classifying a communication as a system communication or external network communication based at least in part on comparing attributes associated with a first participant in a communication with an identifier associated with a second participant.

1.5 U.S. Patent No. 9,826,002, issued November 21, 2017, generally relates to, among other things, classifying a communication as a system communication or external network communication based at least in part on a new second participant identifier produced by processing a second participant identifier based on a first participant's attributes.

1.6 U.S. Patent No. 9,948,549, issued on April 17, 2018, generally relates to, among other things, classifying a communication as a system communication or external network communication and producing a routing message based at least in part on a new second participant identifier produced by processing a second participant identifier based on a first participant's attributes.

1.7 U.S. Patent No. 9,935,872, issued April 3, 2018, generally relates to, among other things, using at least one first participant attribute to determine whether a communication initiated from a first participant device to a second participant device is allowed to proceed, and if it is allowed to proceed, whether it should be routed to its destination via a first network element or a second network element.

1.8 U.S. Patent No. 10,218,606, issued February 26, 2019, relates to, among other things, processing at least one first participant attribute and a second participant identifier to determine whether a communication initiated from a first participant device to a second participant device in a packet switched or Internet Protocol (IP) based communication system can be routed using either a local cluster/node or a remote cluster/node.

1.9 European Patent No. 2,084,868, granted May 30, 2018, relates to, among other things, the classification/routing of communications and is similar to the counterpart U.S. patents directed to this subject matter (*see* descriptions of U.S. patents above).

1.10 Indian Patent No. 287,412, granted September 15, 2017, relates to, among other things, the classification/routing of communications and is similar to the counterpart U.S. patents directed to this subject matter (*see* descriptions of U.S. patents above).

1.11 Canadian Patent No. 2,668,025, issued February 25, 2020, relates to classification/routing, similarly to the counterpart U.S. patents described above.

1.12 Indonesian Patent No. IDP000040412 similarly relates to classification/routing (see above patent descriptions).

1.13 Brazil Patent No. PI 0718312-7, granted May 19, 2020, similarly relates to classification/routing (see above).

2. Lawful intercept

- U.S. Patent Nos. 8,422,507; 9,143,608; 9,549,071; and 10,038,779 generally relate to, for example, lawfully intercepting Voice Over IP (VoIP) and other data communications (e.g., when required by law enforcement agencies).
- None of these patents are currently asserted in litigation.

2.1 U.S. Patent No. 8,422,507, issued April 16, 2013, applies, for example, to lawful intercept scenarios in which communications originating in an Internet Protocol (IP) network system from a subscriber to another party occur through a media relay, where information associated with the subscriber profile meets intercept criteria, such that a routing message is produced to cause the media relay to send a copy of the communications to a mediation device.

2.2 U.S. Patent No. 9,143,608, issued September 22, 2015, applies, for example, to lawful intercept scenarios in which communications originating in an Internet Protocol (IP) network system from a subscriber to another party occur through a media relay, and where a profile associated with the subscriber includes intercept determination information and destination information indicating where to send monitored communications. For example, when intercept criteria are met, at least some of the intercept determination information and the destination information are included in a routing message.

2.3 U.S. Patent No. 9,549,071, issued January 17, 2017, generally relates to, among other things, lawfully intercepting Internet Protocol (IP) communications between a first party and a second party, where a profile associated with the first or second party includes intercept determination information and destination information for one of the first or second party that is to be monitored, the destination information indicating where to send the monitored communications. For example, when an intercept criterion is met, at least some of the intercept determination information and the destination information is included in a routing message.

2.4 U.S. Patent No. 10,038,779, issued July 31, 2018, generally relates to lawfully intercepting VoIP or other data communications between a first party and a second party, based on an intercept request message that contains (a) an identification of at least one party whose communications are to be monitored, (b) intercept determination information, and (c) destination information indicating where copies of intercepted communications are to be sent. For example, when an intercept criterion is met, at least some intercept determination information and destination information is included in a routing message.

2.5 U.S. Application no. 15/861,572 also relates to lawfully intercepting VoIP or other data communications between parties.

2.6 Canadian Patent No. 2,916,220, granted November 26, 2019, also relates to lawful intercept of communication.

2.7 European Patent No. 2,090,024, granted March 4, 2020, similarly relates to lawful intercept of communications.

3. Mobile gateway

- U.S. Patent No. 8,630,234 and Canadian Patent No. 2,732,148 generally relate to, among other things, methods for channeling communications into distributed VoIP gateways (e.g., to allow mobile phones to avoid or minimize long-distance charges while roaming in a geographical area serviced by another cellular provider).
- Neither of these patents are currently asserted in litigation.

3.1 U.S. Patent No. 8,630,234, issued January 14, 2014, generally relates to, among other things, a method of roaming with a mobile phone. For example, the mobile phone could receive an access code reply message from the access server that includes a temporary access code allowing the mobile phone to initiate a call to the callee using the access code. In this example, because the call is "local", the mobile phone can avoid incurring long-distance roaming charges.

3.2 Canadian Patent No. 2,732,148, issued April 25, 2018, is directed to, among other things, subject-matter similar to the counterpart U.S. patent (*see* description above).

4. Emergency assistance calling

- U.S. Pat. Nos. 8,537,805 and 9,565,307 generally relate to emergency assistance calling and are applicable, for example, to certain E911 scenarios.
- None of these patents are currently asserted in litigation.

4.1 U.S. Patent No. 8,537,805, issued September 17, 2013, relates to, among other things, handling emergency calls from a caller in a voice over IP (VoIP) system. The '805 Patent could apply, for example, when a routing request message is received and the contents of an emergency call identifier field of a profile match the callee identifier. In this example, if the caller identifier is not associated with a pre-associated identifier, a temporary identifier is associated with the caller. When the emergency call flag is active, for example, a routing message establishes a route between the caller and an emergency response center, the routing message including an emergency response center identifier from a profile associated with the caller and the DID identifier associated with the caller.

4.2 U.S. Patent No. 9,565,307, issued February 7, 2017, relates to, among other things, routing emergency communications. The '307 Patent could apply, for example, when a routing request includes the caller identifier and the callee identifier, and where the caller identifier identifies a profile associated with the caller that includes an emergency call identifier (e.g., "911") and an emergency response center identifier. In this example, when the callee identifier matches the emergency call identifier, a routing message establishes the call, the routing message having a first portion including the emergency response center identifier and a second portion, which portion may include either a temporary or pre-assigned identifier associated with the caller, for example.

5. Allocating charges

- U.S. Patent Nos. 8,774,378 and 9,998,363 both generally relate to allocating charges for communication services.
- None of these patents are currently asserted in litigation.

5.1 U.S. Patent No. 8,774,378, issued July 8, 2014, could apply, for example, to scenarios where a communication system operator and a reseller of communication services allocate charges incurred by a user. In this example, the process for attributing charges may involve determining a user cost based on a chargeable time and free time associated with the user, where the chargeable time is based on communication session time and a pre-defined billing pattern—then account balances for the user, reseller and system operator are updated accordingly.

5.2 U.S. Patent No. 9,998,363, issued June 12, 2018, relates to, among other things, attributing charges for communications services provided in a communications system for a communication session between a user's device and a destination device.

6. Determining a time for permitting a communication session

6.1 U.S. Patent No. 9,137,385, issued September 15, 2015, generally relates to, among other things, determining a time for permitting a communication session to be conducted (e.g., a time-to-live or TTL). This patent has not been asserted in litigation.

6.2 Canadian App. No. 2,916,217, which also relates to determining a time for permitting a communication session to be conducted (e.g., a time-to-live or TTL), received an indication of allowance August 27, 2018.

7. Uninterrupted transmission during endpoint changes

- U.S. Patent Nos. 8,675,566; 9,154,417; 10,021,729; European Patent No. 2478678; and Canadian Patent No. 2812174 all generally relate to, among other things, uninterrupted transmission during endpoint changes (e.g., station handoffs).
- None of these patents are currently asserted in litigation.

7.1 U.S. Patent No. 8,675,566, issued March 18, 2014, generally relates to, among other things, uninterrupted transmission of internet protocol (IP) transmissions during endpoint changes.

7.2 U.S. Patent No. 9,154,417, issued October 6, 2015, generally relates to, among other things, uninterrupted transmission, where in response to an IP transmission at a media relay, a session information record is processed in a certain manner.

7.3 U.S. Patent No. 10,021,729, issued July 10, 2018, generally relates to, among other things, facilitating an uninterrupted internet protocol (IP) communication session, involving internet protocol transmissions between a first entity and a second entity, during endpoint changes.

7.4 *European Patent No. 2478678* and *Canadian Patent No. 2812174* relate to subject matter similar to the aforesaid U.S. patents (*see* above descriptions).

NOTE BENE: While the above generalized descriptions of the Company's patents have been provided for convenience, they are provided merely as a rough guide and are not intended to fully characterize the scope of the Company's legal rights. Reviewers are therefore advised to conduct their own legal analysis of the Company's patents and not merely to rely on the above cursory descriptions.

Amount Spent on Research and Development

For the two years ended September 30, 2020, the Company has incurred no research and development expenses.

Employees

We have two full time employees. The Company utilizes various consultants and contractors for other services.

Emerging Growth Company Status

We are an "emerging growth company" as that term is used in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") and, as such, have elected to comply with certain reduced public company reporting requirements for future filings.

In April 2012, the Jumpstart Our Business Startups Act ("JOBS Act") was enacted into law. The JOBS Act provides, among other things:

- Exemptions for "emerging growth companies" from certain financial disclosure and governance requirements for up to five years and provides a new form of financing to small companies;
- Amendments to certain provisions of the federal securities laws to simplify the sale of securities and increase the threshold number of record holders required to trigger the reporting requirements of the Securities Exchange Act of 1934, as amended;
- Relaxation of the general solicitation and general advertising prohibition for Rule 506 offerings;
- Adoption of a new exemption for public offerings of securities in amounts not exceeding $50 million; and
- Exemption from registration by a non-reporting company of offers and sales of securities of up to $1,000,000 that comply with rules to be adopted by the SEC pursuant to Section 4(6) of the Securities Act and exemption of such sales from state law registration, documentation or offering requirements.

In general, under the JOBS Act a company is an "emerging growth company" if its initial public offering ("IPO") of common equity securities was effected after December 8, 2011 and the company had less than $1 billion of total annual gross revenues during its last completed fiscal year. We will retain "emerging growth company" status until the earliest of:

(i) the completion of the fiscal year in which the company has total annual gross revenues of $1 billion or more,

(ii) the completion of the fiscal year of the fifth anniversary of the company's IPO;

(iii) the company's issuance of more than $1 billion in nonconvertible debt in the prior three-year period, or

(iv) the company becoming a "larger accelerated filer" as defined under the Securities Exchange Act of 1934, as amended.

The JOBS Act provides additional new guidelines and exemptions for non-reporting companies and for non-public offerings. Those exemptions that impact the Company are discussed below.

Financial Disclosure. The financial disclosure in a registration statement filed by an "emerging growth company" pursuant to the Securities Act of 1933, as amended, will differ from registration statements filed by other companies as follows:

(i) audited financial statements required for only two fiscal years (provided that "smaller reporting companies" such as the Company are only required to provide two years of financial statements);

(ii) selected financial data required for only the fiscal years that were audited (provided that "smaller reporting companies" such as the Company are not required to provide selected financial data as required by Item 301 of Regulation S-K); and

(iii) executive compensation only needs to be presented in the limited format now required for "smaller reporting companies"

However, the requirements for financial disclosure provided by Regulation S-K promulgated by the Rules and Regulations of the SEC already provide certain of these exemptions for smaller reporting companies. The Company is a smaller reporting company. Currently a smaller reporting company is not required to file as part of its registration statement selected financial data and only needs to include audited financial statements for its two most current fiscal years with no required tabular disclosure of contractual obligations.

The JOBS Act also exempts the Company's independent registered public accounting firm from having to comply with any rules adopted by the Public Company Accounting Oversight Board ("PCAOB") after the date of the JOBS Act's enactment, except as otherwise required by SEC rule.

The JOBS Act further exempts an “emerging growth company” from any requirement adopted by the PCAOB for mandatory rotation of the Company's accounting firm or for a supplemental auditor report about the audit.

Internal Control Attestation. The JOBS Act also provides an exemption from the requirement of the Company's independent registered public accounting firm to file a report on the Company's internal control over financial reporting, although management of the Company is still required to file its report on the adequacy of the Company's internal control over financial reporting. Section 102(a) of the JOBS Act exempts “emerging growth companies” from the requirements in §14A(e) of the Securities Exchange Act of 1934 for companies with a class of securities registered under the Securities Exchange Act of 1934, as amended, to hold shareholder votes for executive compensation and golden parachutes.

Other Items of the JOBS Act. The JOBS Act also provides that an “emerging growth company” can communicate with potential investors that are qualified institutional buyers or institutions that are accredited to determine interest in a contemplated offering either prior to or after the date of filing the respective registration statement. The JOBS Act also permits research reports by a broker or dealer about an “emerging growth company” regardless of whether such report provides sufficient information for an investment decision. In addition, the JOBS Act precludes the SEC and FINRA from adopting certain restrictive rules or regulations regarding brokers, dealers and potential investors, communications with management and distribution of research reports on the “emerging growth company’s” IPOs.

Section 106 of the JOBS Act permits “emerging growth companies” to submit registration statements under the Securities Act of 1933, as amended, on a confidential basis provided that the registration statement and all amendments thereto are publicly filed at least 21 days before the issuer conducts any road show. This is intended to allow “emerging growth companies” to explore the IPO option without disclosing to the market the fact that it is seeking to go public or disclosing the information contained in its registration statement until the company is ready to conduct a roadshow.

Election to Opt Out of Transition Period. Section 102(b)(1) of the JOBS Act exempts “emerging growth companies” from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act of 1933, as amended, registration statement declared effective or do not have a class of securities registered under the Securities Exchange Act of 1934, as amended) are required to comply with the new or revised financial accounting standard.

The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of the transition period. This may make comparison of the Company's financial statements with any other public company which is not either an “emerging growth company” nor an “emerging growth company” which has opted out of using the extended transition period difficult or impossible as possible different or revised standards may be used.

For so long as we remain an "emerging growth company" as defined in the JOBS Act, we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies" as described above. We cannot predict if investors will find our common stock less attractive because we will rely on some or all of these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. If we avail ourselves of certain exemptions from various reporting requirements, as is currently our plan, our reduced disclosure may make it more difficult for investors and securities analysts to evaluate us and may result in less investor confidence.

Item 1A. Risk Factors.

The company qualifies as a smaller reporting company and is not required to provide the information required by this Item.

Item 2. Properties.

The Company does not own any properties or facilities. The Company leases office space for operations and administrative purposes.

Item 3. Legal Proceedings.

The Company is party to the following legal proceedings:

Patent Litigation

The Company is party to patent and patent-related litigation as follows:

i) VoIP-Pal.com Inc. v. Apple, Inc. (Case No. 2:16-CV-00260) & Verizon Wireless Services, LLC, Verizon Communications Inc., AT&T Corp. (Case No. 2:16-CV-00271) in the United States District Court, District of Nevada

In February 2016 the Company filed patent infringement lawsuits in the United States District Court, District of Nevada against Apple, Inc, (Case No. 2:16-CV-00260), Verizon Wireless Services, LLC, Verizon Communications Inc., and AT&T Corp. (Case No. 2:16-CV-00271). These cases are seeking a combined $7,024,377,876 in damages. On May 9, 2016, the lawsuits were officially served to these companies (collectively, the "Defendants").

In August, 2018, the cases were consolidated under one lawsuit, and transferred to the U.S. District Court for the Northern District of California, where they were renamed as Case Nos. 5:18-cv-06217-LHK, 5:18-cv-06054-LHK and 5:18-cv-06177-LHK. The Defendants filed a Motion to Dismiss the cases, asserting that Voip-Pal's '005 and '815 patents do not claim patentable subject matter.

On March 25, 2019, the U.S. District Court for the Northern District of California granted the Defendants' Motion to Dismiss in all of the cases. The Company appealed the district court decision to the US Court of Appeals for the Federal Circuit. The Federal Circuit affirmed the district court's decision.

During the year ended September 30, 2020, on April 15, 2020, the Company filed a combined petition for rehearing and rehearing *en banc*, which was denied by the Court.

ii) VoIP-Pal.com Inc. v. Twitter, Inc. (Case No. 2:16-CV-02338) in the United States District Court, District of Nevada

On October 6, 2016, the Company filed a lawsuit in the United States District Court, District of Nevada against Twitter, Inc, (Case No. 2:16- CV-02338) in which Voip-Pal.com alleges infringement of U.S. Patent No. 8,542,815 and its continuation patent, U.S. Patent No. 9,179,005, This case is seeking $3,200,000,000 in damages. On December 28, 2016, the lawsuit was officially served to Twitter, Inc. On February 28, 2018, Twitter filed a motion to transfer its case based on improper venue and the case was subsequently transferred to the U.S. District Court for the Northern District of California, where it was renamed as Case No. 5:18-cv-4523 and consolidated with Case Nos. 5:18-cv-06217-LHK and 5:18-cv-066054-LHK. The Defendants filed a Motion to Dismiss the cases, asserting that Voip-Pal's '005 and '815 patents do not claim patentable subject matter. On March 25, 2019, the U.S. District Court for the Northern District of California granted the Defendants' Motion to Dismiss. The Company appealed the district court decision to the U.S. Court of Appeals for the Federal Circuit. The Federal Circuit affirmed the district court's decision.

During the year ended September 30, 2020, on April 15, 2020, the Company filed a combined petition for rehearing and rehearing *en banc*, which was denied by the Court.

iii) VoIP-Pal.com Inc. v. Amazon.com, Inc. et al. (Case No. 2:18-CV-01076) in the United States District Court, District of Nevada

In June 2018, the Company filed a lawsuit in the United States District Court, District of Nevada, against Amazon.com, Inc. and certain related entities, alleging infringement of U.S. Patent Nos. 9,537,762, 9,813,330, 9,826,002 and 9,948,549. In November 2018, the case was transferred to the U.S. District Court for the Northern District of California, where it was renamed Case No. 5:18-cv-07020-LHK and consolidated with Case No. 5:18-cv-06216-LHK. The Defendants filed a Motion to Dismiss the cases, asserting that Voip-Pal's '762, '330, '002, and '549 patents do not claim patentable subject matter. On November 1, 2019, the U.S. District Court for the Northern District of California granted the Defendants' Motion to Dismiss in all of the cases. The Company appealed the district court decision to the U.S. Court of Appeals for the Federal Circuit, who affirmed the district court's decision. The Company's deadline for filing a petition for rehearing is December 17, 2020.

iv) VoIP-Pal.com Inc. v. Apple, Inc. et al. (Case No. 2:18-CV-00953) in the United States District Court, District of Nevada

In May 2018, the Company filed a lawsuit in the United States District Court, District of Nevada, against Apple, Inc., alleging infringement of U.S. Patent Nos. 9,537,762, 9,813,330, 9,826,002 and 9,948,549. In November 2018, the case was transferred to the U.S. District Court for the Northern District of California, where it was renamed Case No. 5:18-cv-06216-LHK and consolidated with Case No. 5:18-cv-07020. The Defendants filed a Motion to Dismiss the cases, asserting that Voip-Pal's '762, '330, '002, and '549 patents do not claim patentable subject matter. On November 1, 2019, the U.S. District Court for the Northern District of California granted the Defendants' Motion to Dismiss in all of the cases. The Company appealed the district court decision to the U.S. Court of Appeals for the Federal Circuit, who affirmed the district court's decision. The Company's deadline for filing a petition for rehearing is December 17, 2020.

v) VoIP-Pal.com Inc. v. Facebook, Inc. et al. Case No. 6-20-cv-00267 in the United States District Court, Western District of Texas

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Facebook, Inc. and certain related entities, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

vi) VoIP-Pal.com Inc. v. Google, LLC fka Google, Inc. Case No. 6-20-cv-00269 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Google, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

vii) VoIP-Pal.com Inc. v. Amazon.com, Inc. et al. Case No. 6-20-cv-00272 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Amazon.com, Inc. and certain related entities, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

viii) VoIP-Pal.com Inc. v. Apple, Inc. Case No. 6-20-cv-00275 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Apple, Inc. alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

ix) VoIP-Pal.com Inc. v. AT&T, Inc. et al. Case No. 6-20-cv-00325 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against AT&T, Inc. and certain related entities, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

x) VoIP-Pal.com Inc. v. Verizon Communications, Inc. et al. Case No. 6-20-cv-00327 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Verizon Communications, Inc. and certain related entities, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

xi) Twitter, Inc. VoIP-Pal.com Inc. Case No. 5-20-cv-02397 in the United States District Court, Northern District of California.

In April 2020, Twitter filed a declaratory judgment lawsuit against the Company in the United States District Court, Northern District of California, alleging non-infringement and invalidity of U.S. Patent No. 10,218,606. The case is pending.

xii) Apple, Inc. v. VoIP-Pal.com Inc. Case No. 5:20-cv-02460 in the United States District Court, Northern District of California.

In April 2020, Apple filed a declaratory judgment lawsuit against the Company in the United States District Court, Northern District of California, alleging non-infringement and invalidity of U.S. Patent Nos. 9,935,872 and 10,218,606. The case is pending.

xiii) AT&T Corp., et al. v. VoIP-Pal.com Inc. Case No. 5:20-cv-02995 in the United States District Court, Northern District of California.

In April 2020, AT&T filed a declaratory judgment lawsuit against the Company in the United States District Court, Northern District of California, alleging non-infringement and invalidity of U.S. Patent No. 10,218,606. The case is pending.

xiv) Cellco Partnership dba Verizon Wireless, v. VoIP-Pal.com Inc. Case No. 5:20-cv-03092 in the United States District Court, Northern District of California.

In April 2020, Verizon filed a declaratory judgment lawsuit against the Company in the United States District Court, Northern District of California, alleging non-infringement and invalidity of U.S. Patent No. 10,218,606. The case is pending.

Inter Partes Reviews

In additional legal actions related to the above cases, several of the Company's patents have been subject to challenge in *Inter Partes* Review ("IPR") petitions filed before the Patent Trial and Appeal Board ("PTAB") of the United States Patent and Trademark Office ("USPTO"). An IPR is a post-grant patent review process allowing the PTAB to consider the validity of issued patents. There are no damages awarded, but a portion or all of a patent's claims instituted for IPR may be invalidated as a result of the review.

Through 2016 and 2017, eight IPRs filed against Patents No. 8,542,815 and No. 9,179,005 by either Apple Inc., AT&T Inc. or Unified Patents Inc. as Petitioner(s) were resolved by the PTAB by denial of their institution. Subsequent to those rulings, in December 2017, Apple filed a post-judgment motion in IPR2016-01198 and IPR2016-01201, seeking invalidation of the challenged claims as sanctions against the Company for its having participated in *ex parte* communications during the PTAB proceedings.

During the year ended September 30, 2019, on December 21, 2018, the PTAB ruled on Apple's sanctions motion, declining to grant Apple's request to invalidate the challenged claims and declining to grant Apple's request for entirely new proceedings to replace the existing panel of judges with a new panel or with judges that would consider any request for rehearing by Apple as a sanction against VoIP-Pal. On January 23, 2019, Apple appealed the PTAB's final written decision upholding the validity of the '815 and '005 patents to the U.S. Court of Appeals for the Federal Circuit. During the year ended September 30, 2020, on September 25, 2020, the Federal Circuit affirmed the PTAB's decision.

During the year ended September 30, 2019, Apple Inc. petitioned the PTAB to have an additional four IPRs instituted against the Company's patents numbered 9,537,762, 9,813,330 B2, 9,826,002 B2, and 9,948,549 B2. During the year ended September 30, 2020, all four Apple petitions were denied institution by the PTAB.

Non-Patent Litigation

The Company is party to the following non-patent litigation cases:

i) Locksmith Financial Corporation, Inc. et al. (Plaintiff) v VoIP-Pal.com Inc. et al. (Defendant(s)) (Case No A-15-717491-C) filed in Clark County District Court

On March 24, 2014, the Company resolved to freeze 95,832,000 common shares that were issued to a company controlled by a former director in fiscal 2013 and accounted for at a cost of $1,443,000. The Company resolved to freeze said common shares as the Company believes that the shares were issued as settlement of a line of credit that the Company believes to have been legally unsupported. The Plaintiff alleged that the freeze and the Company's actions constituted fraud and a breach of securities laws. The Defendant denied any wrongdoing.

In August, 2019, the case was heard in Nevada District Court in a jury trial. In a judgment rendered August 26, 2019, the jury ruled that certain of the Defendants (namely the directors of the Company in 2014) had breached their fiduciary duty to the shareholder and awarded monetary relief to the Plaintiff in the amount of $355,000, plus pre-judgment interest in the amount of $91,306. On a concurrent counter-claim, the jury found a claim of Unjust Enrichment against Third-Party Plaintiff TK Investment, Ltd. to be unsubstantiated and awarded monetary relief to the Third-Party Plaintiff of $84,000 plus pre-judgment interest of $3,459.

During the year ended September 30, 2020, the Plaintiff and the Defendant waived their rights to appeal in this case. Following such waiver, both of the above-noted judgments and accrued interest were paid in full.

ii) Locksmith Financial Corporation, Inc. et al. (Plaintiff(s)) v VoIP-Pal.com Inc. et al. (Defendant(s)) (Case No A-20-807745-C) filed in Clark County District Court

During the year period ended September 30, 2020, the Plaintiff filed suit in Nevada District Court claiming that the Defendants had prevented the Plaintiffs from re-registering and/or transferring certain share certificates. The Defendants filed a Motion to Dismiss the claims, which Motion was granted on June 1, 2020. It is unclear whether Plaintiffs will appeal the ruling. The case is pending.

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

Our common stock is quoted on the OTCQB with the OTC Markets Group, Inc. under the symbol "VPLM". The OTCQB is an inter-dealer quotation and trading system where market makers apply to quote securities. Accordingly, the OTCQB is not considered a market, and there is, therefore, no public market for our Common Stock.

Holders

We had approximately 451 holders of record of our common stock as of September 30, 2020 according to the books of our transfer agent. The number of our stockholders of record excludes any estimate by us of the number of beneficial owners of shares held in street name, the accuracy of which cannot be guaranteed.

Dividends

We have not declared a dividend on our common stock, and we do not anticipate the payment of dividends in the near future as we intend to reinvest our profits to grow our business. There are no restrictions in our articles of incorporation or bylaws that restrict us from declaring dividends. The Nevada Revised Statutes, however, does prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

- we would not be able to pay our debts as they become due in the usual course of business; or
- our total assets would be less than the sum of our total liabilities, plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution

Securities Authorized for Issuance Under Equity Compensation Plans

In order to provide incentive to its directors, officers, management, employees, consultants and others who provide services to the Company or any subsidiary (the "Service Providers") to act in the best interests of the Company, and to retain such Service Providers, the Company has in place an incentive Stock Option Plan (the "Plan"). Under the Plan, the Company is authorized to issue up to 10% of its issued and outstanding share capital in options to purchase common shares of the Company. The maximum term of options granted under the Plan cannot exceed ten years, with vesting terms determined at the discretion of the Board of Directors.

As at September 30, 2020, the Company has 34,850,000 stock options outstanding at an average exercise price of $0.037 per share, with a remaining contractual life of an average of 2.81 years, of which 34,850,000 are vested and exercisable.

Recent Sales of Unregistered Securities

The transactions described in this section were exempt from securities registration as provided by Section 4(a)(2) of the Securities Act for transactions not involving a public offering.

Securities Issued for Services Rendered

During the year ended September 30, 2016, the Company issued 16,357,500 shares of common stock at prices between $0.03 and $0.05 per share to various individuals or entities for services rendered.

During the year ended September 30, 2017, the Company issued 12,084,167 shares of common stock at prices between $0.025 and $0.05 per common share to various individuals or entities for services valued at $331,901. 900,000 shares of this common stock priced at $0.05 per share were cancelled during the year.

During the year ended September 30, 2018, the Company issued 104,313,833 shares of common stock at prices between $0.02 and $0.06 per share to various individuals or entities for services valued at $4,461,789.

During the year ended September 30, 2019, the Company issued 17,410,000 shares of common stock at prices between $0.02 and $0.04 per share to various individuals or entities for services valued at $540,200 and 127,000,000 common shares as bonus compensation, recorded as an expense to the Company of $5,080,000.

During the year ended September 30, 2020, the Company issued 33,250,000 shares of common stock at prices between $0.005 and $0.03 per share to various individuals or entities for services with an aggregate value of $534,500.

Securities Issued for Convertible Debt or in Settlement of Debt

During the year ended September 30, 2016, the Company issued 8,873,333 shares of common stock priced between $0.03 and $0.05 per share to various individuals or entities to settle $326,000 of convertible debt.

During the year ended September 30, 2016, the Company issued 10,000,000 shares of common stock at $0.05 per share to a director of the Company in settlement of $500,000 of an account payable.

During the year ended September 30, 2017, the Company issued 1,400,000 shares of common stock at prices between $0.025 and $0.03 per common share to convert $32,500 of convertible debt.

During the year ended September 30, 2018, the Company issued 174,983,685 shares of common stock at a price of $0.038 per share pursuant to the anti-dilution clause of the Digifonica share purchase agreement dated June 25, 2013 for an aggregate value of $6,684,377.

During the year ended September 30, 2019, the Company issued 225,184,791 shares of common stock priced between $0.003 and $0.04 per share pursuant to the anti-dilution clause of the Digifonica share purchase agreement dated June 25, 2013 for an aggregate value of $5,124,641.

Securities Issued for Cash Proceeds

During the year ended September 30, 2016, the Company issued 10,458,333 shares of common stock at $0.04 per share to various individuals or entities for cash proceeds of $381,000 from private placements.

During the year ended September 30, 2017, the Company issued:

- 11,566,666 shares of common stock at prices between $0.02 and $0.03 per common share to various individuals or entities for cash proceeds of $340,000 from private placements; and
- 61,500,500 units of common stock at between $0.02 and $0.025 per unit to various individuals or entities for cash proceeds of $1,250,010. Each unit consists of one common share and one common share purchase warrant. Each common share purchase warrant allows the holder to purchase one common share for $0.04 or $0.05 for a period of twelve months from the date of issuance.

During the year ended September 30, 2018, the Company issued:

- 108,147,749 shares of common stock at prices between $0.015 and $0.06 per common share to various individuals or entities for cash proceeds of $3,343,940 from the private placement of common shares;
- 6,306,000 units at prices between $0.0125 and $0.02 per unit to various individuals or entities for cash proceeds of $98,120 from the private placement of units of the Company's common stock. Each unit consists of one common share and one common share purchase warrant. Each common share purchase warrant allows the holder to purchase one common share for $0.04 for a period of twelve months from the date of issuance; and
- 50,125,000 common shares at $0.04 per common share to various individuals or entities for cash proceeds of $2,005,000 on the exercise of 50,125,000 common share purchase warrants.

During the year ended September 30, 2019, the Company issued:

- 5,475,000 shares of common stock at $0.04 per common share to various individuals or entities for cash proceeds of $219,000 from the private placement of common shares;
- 6,306,000 common shares at $0.04 per common share to various individuals or entities for cash proceeds of $252,240 on the exercise of 6,306,000 common share purchase warrants.

During the year ended September 30, 2020, the Company issued 44,354,000 common shares priced between $0.005 and $0.015 per common share to various individuals or entities for cash proceeds of $299,310 from private placements of common shares.

Item 6. Selected Financial Data.

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following management's discussion and analysis (MD&A) should be read in conjunction with our audited consolidated financial statements for the years ended September 30, 2020 and 2019 and notes thereto.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This MD&A for the year ending September 30, 2020 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amending, and Section 21E of the Securities Exchange Act of 1934, as amending. Forward-looking statements may be identified by the use of forward-looking terminology, such as "may", "shall", "could", "expect", "estimate", "anticipate", "predict", "probable", "possible", "should", "continue", or similar terms, variations of those terms or the negative of those terms. The forward-looking statements specified in the following information have been compiled by our management based on assumptions made by management and are considered by management to be reasonable. Our future operating results, however, are impossible to predict and no representation, guaranty, or warranty is to be inferred from those forward-looking statements.

The assumptions used for purposes of the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. No assurance can be given that any of the assumptions relating to the forward-looking statements specified in the following information are accurate, and we assume no obligation to update any such forward-looking statements.

CORPORATE HISTORY, OVERVIEW AND PRINCIPAL BUSINESS

VoIP-PAL.com Inc. (the "Company") was incorporated in the state of Nevada in September 1997 as All American Casting International, Inc. and changed its name to VOIP MDI.com in 2004 and subsequently to Voip-Pal.Com Inc. in 2006. Since March 2004, the Company has been in the development stage of becoming a Voice-over-Internet Protocol ("VoIP") re-seller, a provider of a proprietary transactional billing platform tailored to the points and air mile business, and a provider of anti-virus applications for smartphones. All business activities prior to March 2004 have been abandoned and written off to deficit.

In 2013, the Company acquired Digifonica International (DIL) Limited ("Digifonica"), to fund and co-develop Digifonica's patent suite. Digifonica had been founded in 2003 with the vision that the internet would be the future of all forms of telecommunications - a team of twenty top engineers with expertise in Linux and Internet telephony developed and wrote a software suite with applications that provided solutions for several core areas of internet connectivity. In order to properly test the applications, Digifonica built and operated three production nodes in Vancouver, Canada (Peer 1), London, UK (Teliasonera), and Denmark. Upon successfully developing the technology, Digifonica filed for patents with the United States Patent and Trademark Office ("USPTO").

The Digifonica patents formed the basis for the Company's current intellectual property, now a worldwide portfolio of twenty-six issued and pending patents primarily designed for the broadband VoIP market.

The Company's intellectual property value is derived from its issued and pending patents. The inventions described in these patents, among other things, provide the means to integrate VoIP services with legacy telecommunications systems such as the public switched telephone network (PSTN) to create a seamless service using either legacy telephone numbers or IP addresses, and enhance the performance and value of VoIP implementations worldwide.

VoIP has been and continues to be a green field for innovation that has spawned numerous inventions, greatly benefitting consumers large and small across the globe. VoIP is used in many places and by every modern telephony system vendor, network supplier, and retail and wholesale carrier.

Results of Operations

The Company's operating costs consist of expenses incurred to monetizing, selling and licensing its VoIP patents. Other operating costs include expenses for legal, accounting and other professional fees, financing costs, and other general and administrative expenses.

Comparison of Years Ending September 30, 2020 and 2019

	Years ending September 30			
	2020	2019	Increase/ (Decrease)	Percent
Revenue	$ -	$ -	$ -	-
Cost of Revenue	-	-	-	-
Gross Margin	-	-	-	-
General and administrative expenses	(2,203,399)	(8,934,380)	(6,730,981)	-75%
Amortization & depreciation	(140,458)	(138,952)	1,506	1%
Net loss	$ (2,343,857)	$ (9,073,332)	$ (6,729,475)	-74%

REVENUES, COST OF REVENUES AND GROSS MARGIN

The Company had no revenues, cost of revenues or gross margin for the years ending September 30, 2020 and 2019.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses for the year ending September 30, 2020 totaled $2,203,399 compared to $8,934,380 during 2019. The decrease in general and administrative expenses of $6,730,981or 75% less than the previous year, was primarily due to a $5,080,000 decrease in stock-based compensation.

AMORTIZATION AND DEPRECIATION

Amortization of the intellectual VoIP communications patent properties and depreciation of fixed assets for the year ending September 30, 2020 totaled $140,458 compared to $138,952 for the year ended September 30, 2019. There was a small increase of $1,506 for depreciation on computers and furniture purchased during the year. There was no material difference between the amortization expenses for the year ending September 30, 2020 as compared to 2019.

The Company follows GAAP (FAS 142) and is amortizing its intangibles over the remaining patent life of twelve (12) years. The Company evaluates its intangible assets annually and determines if the fair market value is less than its historical cost. If the fair market value is less, then impairment expense is recorded on the Company's financial statements. The intangible assets on the financial statements of the Company relate primarily to the Company's acquisition of Digifonica (International) Limited.

INTEREST EXPENSE

The Company had no financing or interest costs for the years ending September 30, 2020 and 2019.

NET LOSS

The Company reported a net loss of $2,343,857 for the year ended September 30, 2020 compared to a net loss of $9,073,332 for the year ended September 30, 2019. The net loss decrease of $6,729,475, or 74% over the year in 2019 was due primarily to a decrease in legal fees and stock-based compensation.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2020, the Company had an accumulated deficit of $54,065,553 as compared to an accumulated deficit of $51,721,696 at September 30, 2019. As of September 30, 2020, the Company had a working capital deficit of $293,385 as compared to a working capital surplus of $940,733 at September 30, 2019. The decrease in the Company's working capital of $1,234,118 is due to ongoing operating expenses and less equity raised during the year, and a payment of $533,763 to settle a non-patent lawsuit paid during the year ended June 30, 2020.

Net cash used by operations for the years ending September 30, 2020 and 2019 was $1,146,262 and $2,674,356, respectively. The decrease in net cash used for operations for the year ending September 30, 2020 as compared to the year ending September 30, 2019 was primarily due to a decrease in officers and directors pay, legal fees and professional services.

Net cash used in investing activities for the years ending September 30, 2020 and 2019 was $Nil and $11,917, respectively.

Net cash provided in financing activities for the years ending September 30, 2020 and 2019 was $299,310 and $471,240, respectively. The decrease in net cash provided by financing activities of $171,930 was due to lower amounts in equity raises and therefore less cash proceeds from private placements and exercise of warrants during the year ending September 30, 2020.

Liquidity

The Company primarily finances its operations from cash received through the private placement of its common stock and the exercise of warrants from investors and through the payment of stock-based compensation. The Company believes its resources are adequate to fund its operations for the next 12 months.

Off Balance Sheet Arrangements

Performance Bonus Payable

In 2016, the board of directors authorized the Company to provide a performance bonus (the "Performance Bonus") of up to 3% of the capital stock of the Company by way of the issuance of Common shares from its treasury to an as yet undetermined group of related and non-related parties upon the successful completion of a purchase and sale of the Company or a major licensing transaction, defined as a bonusable event. In order to provide maximum flexibility to the Company with respect to determining what constitutes such a bonusable event, the level of Performance Bonus payable, and who may qualify to receive a pro-rata share of such a Performance Bonus, the Company authorized full discretion to the Board in making such determinations.

During the year ended September 30, 2018, the board of directors authorized the increase of the Performance Bonus to up to 10% of the capital stock of the Company. Concurrently, the directors authorized 66.67% of the Performance Bonus to be issued in an advance payment of an aggregate 127,000,000 Common shares ("Bonus Shares") (Note 10) to a group of related and non-related parties, which included members of management, a director and several consultants. 94,000,000 of the Bonus Shares are restricted from trading under Rule 144 and are also subject to voluntary lock-up agreements, pursuant to which they cannot be traded, pledged, hypothecated, transferred or sold by the holders until such time as the Company has met the requirements of the bonusable event as described above.

As at September 30, 2020, no bonusable event had occurred and there was no Performance Bonus payable.

Impact of Inflation

We believe that inflation has not had a material impact on our results of operations for the year ending September 30, 2020. We cannot assure you that future inflation will not have an adverse impact on our operating results and financial condition.

Impact of COVID-19

In March 2020, the World Health Organization declared a global pandemic related to the COVID-19 coronavirus. Its impact on global economies has been far-reaching and businesses around the world are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the COVID-19 virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced great volatility and significant declines. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of the COVID-19 pandemic, nor its impact on the financial position and results of the Company in future periods. The Company is proceeding with its business activities as long as the work environment remains safe – at this point there has been minimal disruption to day-to-day operations resulting from health and safety measures. Disruptions and volatility in the global capital markets may increase the Company's cost of capital and adversely impact access to capital.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

As a smaller reporting company we are not required to provide the information required by this Item.

Item 8. Financial Statements and Supplementary Data.

VOIP-PAL.COM INC.

CONSOLIDATED FINANCIAL STATEMENTS

Fiscal Year ending September 30, 2020

CONSOLIDATED BALANCE SHEETS

CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

CONSOLIDATED STATEMENTS OF CASH FLOWS

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Directors of
Voip-Pal.com Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Voip-Pal.com Inc. (the "Company"), as of September 30, 2020 and 2019, and the related consolidated statements of loss and comprehensive loss, cash flows, and changes in stockholders' equity for the years ended September 30, 2020 and 2019, and the related notes and schedules (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Voip-Pal.com Inc. as of September 30, 2020 and 2019, and the results of its operations and its cash flows for the years ended September 30, 2020 and 2019 in conformity with accounting principles generally accepted in the United States of America.

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting 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.

Our audits included performing procedures to assess the risks of material misstatements of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company's auditor since 2015.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada — Chartered Professional Accountants

December 15, 2020

A member of Nexia International

VOIP-PAL.COM INC.
CONSOLIDATED BALANCE SHEETS
As at
(Expressed in U.S. Dollars)

		September 30, 2020		September 30, 2019
ASSETS				
CURRENT				
Cash	$	113,538	$	960,490
Prepaid expense		13,750		19,500
Retainer (Note 5)		52,085		797,681
		179,373		1,777,671
NON-CURRENT				
Fixed assets (Note 6)		8,907		11,165
Intellectual VoIP communications patent properties, net (Note 7)		641,150		779,350
TOTAL ASSETS	$	829,430	$	2,568,186
LIABILITIES				
CURRENT				
Accounts payable and accrued liabilities	$	472,758	$	836,938
TOTAL LIABILITIES	$	472,758	$	836,938
STOCKHOLDERS' equity				
SHARE CAPITAL (Note 10)	$	1,510,448		1,432,844
ADDITIONAL PAID-IN CAPITAL (Note 10)		52,434,457		51,542,780
SHARES TO BE ISSUED (Note 10)		477,320		477,320
DEFICIT		(54,065,553)		(51,721,696)
		356,672		1,731,248
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	829,430	$	2,568,186

Nature and Continuance of Operations (Note 1)
Contingent Liabilities (Note 13)

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

VOIP-PAL.COM INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the Fiscal Years ending
(Expressed in U.S. Dollars)

		September 30, 2020		September 30, 2019
EXPENSES				
Amortization (Note 6 & 7)	**$**	**140,458**	$	138,952
Officers and Directors fees (Note 8)		**280,507**		1,135,230
Legal fees (Note 8)		**741,445**		1,185,455
Office & general		**156,896**		304,644
Patent consulting fees		**26,444**		97,662
Professional fees & services (Note 8)		**862,636,**		597,624
Stock-based compensation (Note 11)		**135,471**		5,080,000
Settlement expense (Note 13)		**-**		533,765
Total expenses		**2,343,857**		9,073,332
LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	**$**	**(2,343,857)**	$	(9,073,332)
Basic and diluted loss per common share	**$**	**(0.00)**	$	(0.00)
Weighted-average number of common shares outstanding:				
Basic and diluted		**1,976,098,865**		1,886,976,459

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

VOIP-PAL.COM INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Fiscal Years ended
(Expressed in U.S. Dollars)

		September 30, 2020		September 30, 2019
Cash Flows from Operating Activities				
Loss	$	**(2,343,857)**	$	(9,073,332)
Add items not affecting cash:				
Stock-based compensation		**135,471**		5,080,000
Shares issued for services		**534,500**		949,450
Amortization		**140,458**		138,952
Changes in non-cash working capital:				
Retainer		**745,596**		(473,929)
Accounts payable and accrued liabilities		**(364,180)**		724,003
Prepaid expense		**5,750**		(19,500)
Cash Flows Used in Operations		**(1,146,262)**		(2,674,356)
Cash Flows from Investing Activities				
Acquisition of fixed assets		**-**		(11,917)
Cash Flows Used in Investing Activities		**-**		(11,917)
Cash Flows from Financing Activities				
Proceeds from private placement		**299,310**		219,000
Proceeds from warrant exercise		**-**		252,240
Cash Flows Provided by Financing Activities		**299,310**		471,240
Increase / (Decrease) in cash		**(846,952)**		(2,215,033)
Cash, beginning of the year		**960,490**		3,175,523
Cash, end of the year	$	**113,538**	$	960,490

Supplemental cash flow information (Note 9)

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

VOIP-PAL.COM INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Expressed in U.S. dollars)

	Common Shares				Shares to be Issued		Additional Paid-in				
	Number		Par Value		Value		Capital		Deficit		Total
Balance at September 30, 2018	**1,575,001,801**	**$**	**1,276,653**	**$**	**477,320**	**$**	**45,198,281**	**$**	**(42,648,364)**	**$**	**4,303,890**
Shares issued for private placement	5,475,000		5,475		-		213,525		-		219,000
Shares issued for warrant exercise	6,306,000		6,306		-		245,934		-		252,240
Shares issued for services	17,410,000		17,410		-		932,040		-		949,450
Shares issued for bonus compensation (Note 11)	127,000,000		127,000		-		4,953,000		-		5,080,000
Shares issued for Anti-Dilution Clause (Notes 4, 8 & 10)	225,184,791		-		-		-		-		-
Loss for the year	-		-		-		-		(9,073,332)		(9,073,332)
Balance at September 30, 2019	**1,956,377,592**	**$**	**1,432,844**	**$**	**477,320**	**$**	**51,542,780**	**$**	**(51,721,696)**	**$**	**1,731,248**
Shares issued for private placement	44,354,000		44,354		-		254,956		-		299,310
Shares issued for services	33,250,000		33,250		-		501,250		-		534,500
Share based compensation	-		-		-		135,471		-		135,471
Loss for the year	-		-		-		-		(2,343,857)		(2,343,857)
Balance at September 30, 2020	**2,033,981,592**	**$**	**1,510,448**	**$**	**477,320**	**$**	**52,434,457**	**$**	**(54,065,553)**	**$**	**356,672**

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

NOTE 1. NATURE AND CONTINUANCE OF OPERATIONS

VOIP-PAL.com, Inc. (the "Company") was incorporated in the state of Nevada in September 1997 as All American Casting International, Inc. The Company's registered office is located at 10900 NE 4th Street, Suite 2300, Bellevue, Washington in the United States of America.

Since March 2004, the Company has developed technology and patents related to Voice-over-Internet Protocol (VoIP) processes. All business activities prior to March 2004 have been abandoned and written off to deficit. The Company operates in one reportable segment being the acquisition and development of VoIP-related intellectual property including patents and technology. All intangible assets are located in the United States of America

In December 2013, the Company completed the acquisition of Digifonica (International) Limited, a private company controlled by the CEO of the Company, whose assets included several patents and technology developed for the VoIP market.

These consolidated financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and discharge of liabilities in the normal course of business. The Company is in various stages of product development and continues to incur losses and, at September 30, 2020, had an accumulated deficit of $54,065,553 (September 30, 2019 - $51,721,696). The ability of the Company to continue operations as a going concern is dependent upon raising additional working capital, settling outstanding debts and generating profitable operations. These material uncertainties raise substantial doubt about the Company's ability to continue as a going concern. Should the going concern assumption not continue to be appropriate, further adjustments to carrying values of assets and liabilities may be required. There can be no assurance that capital will be available as necessary to meet these continued developments and operating costs or, if the capital is available, that it will be on the terms acceptable to the Company. The issuances of additional stock by the Company may result in a significant dilution in the equity interests of its current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase the Company's liabilities and future cash commitments. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, its business and future success may be adversely affected.

Additionally, as the Company's stated objective is to monetize its patent suite through the licensing or sale of its intellectual property ("IP"), the Company being forced to litigate or to defend its IP claims through litigation casts substantial doubt on its future to continue as a going concern. IP litigation is generally a costly process, and in the absence of revenue the Company must raise capital to continue its own defense and to validate its claims – in the event of a failure to defend its patent claims, either because of lack of funding, a court ruling against the Company or because of a protracted litigation process, there can be no assurance that the Company will be able to raise additional capital to pay for an appeals process or a lengthy trial. The outcome of any litigation process may have a significant adverse effect on the Company's ability to continue as a going concern.

COVID-19

In March 2020, the World Health Organization declared a global pandemic related to the COVID-19 coronavirus. Its impact on global economies has been far-reaching and businesses around the world are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the COVID-19 virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced great volatility and significant declines. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of the COVID-19 pandemic, nor its impact on the financial position and results of the Company in future periods. The Company is proceeding with its business activities as long as the work environment remains safe – at this point there has been minimal disruption to day-to-day operations resulting from health and safety measures. Disruptions and volatility in the global capital markets may increase the Company's cost of capital and adversely impact access to capital.

NOTE 2. BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). Certain comparable balances have been reclassified to conform to current year presentation.

NOTE 3. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

These consolidated financial statements have been prepared on a consolidated basis and include the accounts of the Company and its wholly owned subsidiary Digifonica. All intercompany transactions and balances have been eliminated. As at September 30, 2020, Digifonica had no activities.

Use of Estimates

The preparation of these consolidated financial statements required management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. Where estimates have been used, financial results as determined by actual events could differ from those estimates.

Cash

Cash consists of cash on hand, cash held in trust, and monies held in checking and savings accounts. The Company had $113,538 in cash on September 30, 2020 (September 30, 2019 - $960,490).

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation, and depreciated using the straight-line method over their useful lives; Furniture and computers – 5 years.

Intangible Assets

Intangible assets, consisting of VoIP communication patent intellectual properties (IP) are recorded at cost and amortized over the assets estimated life on a straight-line basis. Management considers factors such as remaining life of the patents, technological usefulness and other factors in estimating the life of the assets.

The carrying value of intangible assets are reviewed for impairment by management of the Company at least annually or upon the occurrence of an event which may indicate that the carrying amount may be less than its fair value. If impaired, the Company will write-down such impairment. In addition, the useful life of the intangible assets will be evaluated by management at least annually or upon the occurrence of an event which may indicate that the useful life may have changed.

Fair Value of Financial Instruments

FASB ASC 820, Fair Value Measurement, defines fair value as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity.

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, held-to-maturity, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain related party transactions which are accounted for at the transferor's carrying amount or exchange amount.

Financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income.

U.S. GAAP establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined as the amount that would be received for an asset or paid to transfer a liability (i.e., an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

NOTE 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Fair Value of Financial Instruments (cont'd)

Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes the following fair value hierarchy 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:

- Level 1: Quoted prices in active markets for identical assets and liabilities.
- Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3: Unobservable inputs supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value of cash is classified as Level 1 at September 30, 2020 and 2019.

The Company classifies its financial instruments as follows: Cash is classified as held for trading and is measured at fair value. Accounts payable and accrued liabilities are classified as other financial liabilities, and have a fair value approximating their carrying value, due to their short-term nature.

Income Taxes

Deferred income taxes have been provided for temporary differences between financial statement and income tax reporting under the asset and liability method, using expected tax rates and laws that are expected to be in effect when the differences are expected to reverse. A valuation allowance is provided when realization is not considered more likely than not.

The Company's policy is to classify income tax assessments, if any, for interest expense and for penalties in general and administrative expenses. The Company's income tax returns are subject to examination by the IRS and corresponding states, generally for three years after they are filed.

Loss per Common Share

Basic loss per share is calculated using the weighted-average number of common shares outstanding during each period. Diluted income per share includes potentially dilutive securities such as outstanding options and warrants outstanding during each period. To calculate diluted loss per share the Company uses the treasury stock method and the If-converted method.

For the years ended September 30, 2020 and 2019 there were no potentially dilutive securities included in the calculation of weighted-average common shares outstanding.

Derivatives

We account for derivatives pursuant to ASC 815, *Accounting for Derivative Instruments and Hedging Activities*. All derivative instruments are recognized in the consolidated financial statements and measured at fair value regardless of the purpose or intent for holding them. We determine fair value of warrants and other option type instruments based on option pricing models. The changes in fair value of these instruments are recorded in income or expense.

Stock-based compensation

The Company recognizes compensation expense for all stock-based payments made to employees, directors and others based on the estimated fair values of its common stock on the date of issuance.

The Company determines the fair value of the share-based compensation payments granted as either the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. If the fair value of the equity instruments issued is used, it is measured using the stock price and other measurement assumptions as of the earlier of either the date at which a commitment for performance to earn the equity instrument is reached or the date the performance is complete.

The Company recognizes compensation expense for stock awards with service conditions on a straight-line basis over the requisite service period, which is included in operations. Stock option expense is recognized over the option's vesting period.

NOTE 3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Concentrations of Credit Risk

The Company's policy is to maintain cash with reputable financial institutions or in retainers with trusted vendors. The Company has at times had cash balances at financial institutions in excess of the Federal Deposit Insurance Corporation (FDIC) Insurance Limit of $250,000, but has not experienced any losses to date as a result. As of September 30, 2020, the Company's bank operating account balances did not exceed the FDIC Insurance Limit.

Recent Accounting Pronouncements and Adoption

In January 2016, FASB issued an ASU, Subtopic 825-10, to amend certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Most prominent among the amendments is the requirement for changes in fair value of equity investments, with certain exceptions, to be recognized through profit or loss rather than other comprehensive income. The Company adopted the standard October 1, 2018. There was no impact on the Company's financial statements from the adoption of this amendment.

In February 2016 FASB issued ASU No. 2016-02, Leases (Topic 842) which supersedes FASB ASC Topic 840, Leases (Topic 840) and provides principles for the recognition, measurement, presentation, and disclosure of leases for both lessees and the lessors. The new standard requires the lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. The classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than twelve months regardless of classification. Leases with a term of twelve months or less will be accounted for similar to existing guidance for operating leases. The standard is effective for annual periods beginning after December 15, 2018, with early adoption permitted upon issuance. On October 1, 2019, the Company adopted this standard and it did not have a material impact on its consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13 to replace the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss credit loss estimates. For trade and other receivables, loans and other financial instruments, the Company will be required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. Credit losses relating to available for sale debt securities will also be recorded through an allowance for credit losses rather than as a reduction in the amortized cost basis of the securities. The new standard will be effective for the Company beginning October 1, 2020, with early adoption permitted. Application of the amendments is through a cumulative-effect adjustment to deficit as of the effective date. The Company is currently assessing the impact of the standard on its consolidated financial statements.

NOTE 4. PURCHASE OF DIGIFONICA

The Company acquired Digifonica in December 2013. Pursuant to the terms in the Share Purchase Agreement (the "SPA") the Company acquired 100% of Digifonica from the seller, the CEO of the Company (the "Seller"), for a cash payment of $800,000 and 389,023,561 common shares of the Company. The assets acquired through the acquisition were VoIP-related patented technology, including patents for Lawful Intercept, routing, billing and rating, mobile gateway, advanced interoperability solutions, intercepting voice over IP communications, and uninterrupted transmission of internet protocol transmissions during endpoint changes.

The SPA included an anti-dilution clause (the "Anti-Dilution Clause") that requires the Company to maintain the Seller's percentage ownership of the Company at 40% by issuing the Seller a proportionate number of common shares of any future issuance of the Company's common shares. Shares issued pursuant to the Anti-Dilution Clause are recorded as a share issuance cost within the Additional Paid-in Capital account (Notes 8 and 10).

NOTE 5. RETAINER

The Company has retainers with several of its professional service providers. The balance due on these prepaid retainers was $52,085 as of September 30, 2020 (September 30, 2019 - $797,681). The Company recognizes the expense from these retainers as they are invoiced and the invoiced charges are deducted from the various providers' prepaid retainer balances.

(Expressed in United States Dollars)

NOTE 6. FIXED ASSETS

A summary of the Company's fixed assets as of September 30, 2020 and September 30, 2019 is as follows:

	September 30, 2020	September 30, 2019
Office furniture & computers	**$ 11,917**	$ 11,917
Accumulated depreciation	**(3,010)**	(752)
Net book value	**$ 8,907**	$ 11,165

There were no retirements of any fixed assets in the years presented.

NOTE 7. INTANGIBLE ASSETS

The Company acquired certain patents and technology from Digifonica in December 2013 (see Note 4). These assets have been recorded in the financial statements as intangible assets. These assets are being amortized over twelve (12) years on a straight-line basis. A summary of intangible assets as of September 30, 2020 and September 30, 2019 is as follows:

	September 30, 2020	September 30, 2019
VoIP Intellectual property and patents	**$ 1,552,416**	$ 1,552,416
Accumulated amortization	**(911,266)**	(773,066)
Net book value	**$ 641,150**	$ 779,350

There were no disposals of any intangible assets in the periods presented.

NOTE 8. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

The Company compensates certain of its key management personnel to operate its business in the normal course. Key management includes the Company's executive officers and members of its Board of Directors.

Compensation paid or accrued to key management for services during the years ended September 30, 2020 and 2019 includes:

	September 30, 2020	September 30, 2019
Management fees paid or accrued to the CEO	**$ 144,000**	$ 185,000
Management fees paid or accrued to the CFO	**118,507**	120,730
Management fees paid or accrued to the President	**-**	57,500
Fees paid or accrued to Directors	**18,000**	72,000
	$ 280,507	$ 435,230

During the year ended September 30, 2020 the Company issued Nil (2019 – 3,510,000) common shares for a value of $Nil (2019 - $169,200) accrued nil (2019 – nil) common shares to be issued valued at $Nil (2019 – nil), accrued $183,600 (2019 - $180,000) and paid cash of $96,907 (2019 - $86,030) for current year key management compensation totaling $280,507 (2019 - $435,230) as shown in the above table. The Company issued Nil (2019 – 90,000,000) common shares as bonus compensation to three directors which were recorded as a stock-based compensation expense to the Company of $Nil (2019 – 3,600,000) (Note 10), and Nil (2019 – 10,000,000) common shares at a value of $Nil (2019 - $700,000) to the CEO as additional compensation. At September 30, 2020, included in accounts payable and accrued liabilities is $358,131 (September 30, 2019 - $180,000) owed to current officers and directors.

As at September 30, 2020, included in shares to be issued is $416,000 (September 30, 2019 - $416,000) for unpaid Director fees. As at September 30, 2020, 57,334,333 (September 30, 2019 – 5,598,333) common shares are accrued to the Seller of Digifonica for the Anti-Dilution Clause. Nil common shares were issued during the year ended September 30, 2020 (September 30, 2019 – 225,184,791) to the Seller of Digifonica pursuant to the Anti-Dilution Clause (Notes 4 and 10).

NOTE 9. SUPPLEMENTAL CASH FLOW INFORMATION

During the year ended September 30, 2020, the Company paid $nil (September 30, 2019 - $nil) in interest or income taxes.

There were no non-cash investing or financing transactions during the years ended September 30, 2020 and September 30, 2019.

NOTE 10. SHARE CAPITAL

Capital Stock Authorized and Issued:

- 3,000,000,000 (September 30, 2019 – 3,000,000,000) common voting shares authorized with a par value of $0.001 each, of which 2,033,981,592 (September 30, 2019 – 1,956,377,592) shares are issued.
- 1,000,000 convertible preferred shares authorized with a par value of $0.01 each, of which nil (2019 – nil) shares are issued.

Issues during the year ended September 30, 2020

During the year ended September 30, 2020, the Company issued:

- 44,354,000 common shares priced between $0.005 and $0.015 per common share for cash proceeds of $299,310 from private placements of common shares; and
- 33,250,000 common shares priced between $0.005 and $0.03 per common share for services with an aggregate value of $534,500.

Issues during the year ended September 30, 2019

During the year ended September 30, 2019, the Company issued:

- 5,475,000 common shares priced at $0.04 per common share for cash proceeds of $219,000 from a private placement of common shares;
- 6,306,000 common shares priced at $0.04 per common share for cash proceeds of $252,240 from the exercise of 6,306,000 common share purchase warrants;
- 17,410,000 common shares priced between $0.02 and $0.04 per common share for services with an aggregate value of $949,450;
- 127,000,000 common shares issued as bonus compensation, recorded as an expense to the Company of $5,080,000 (Note 13); and
- 225,184,791 common pursuant to the Anti-Dilution Clause (Note 4 and 8).

Subsequent Issues

Subsequent to the year ended September 30, 2020, the Company issued:

- 10,501,500 common shares at a price of $0.01 per common share in a private placement for cash proceeds totaling $105,015; and
- 5,000,000 common shares at a price of $0.01 per common share for services with an aggregate value of $50,000.

Shares to be Issued

As at September 30, 2020, there are 12,817,523 (September 30, 2019 – 12,817,523) common shares to be issued that are accrued for services provided to the Company valued at $477,320 (September 30, 2019– $477,320), of which 10,840,000 (September 30, 2019 – 10,840,000) valued at $416,000 (September 30, 2019 - $416,000) are accrued to management and related parties (see Note 8).

As at September 30, 2020, there are 57,334,333 (September 30, 2019 – 5,598,333) common shares to be issued that are accrued to the seller of Digifonica pursuant to the Anti-Dilution Clause (see Notes 4 and 8).

Warrants

During the year ended September 30, 2020, the Company issued no new warrants.

During the year ended September 30, 2020, nil (September 30, 2019 - 6,306,000) common share purchase warrants were exercised to purchase nil (September 30, 2019 - 6,306,000) common shares in the capital stock of the Company.

As of September 30, 2020 and 2019, there were no outstanding warrants to be exercised.

(Expressed in United States Dollars)

NOTE 11. STOCK-BASED COMPENSATION

Stock Option Plan

In order to provide incentive to directors, officers, management, employees, consultants and others who provide services to the Company or any subsidiary (the "Service Providers") to act in the best interests of the Company, and to retain such Service Providers, the Company has in place an incentive Stock Option Plan (the "Plan") whereby the Company is authorized to issue up to 10% of its issued and outstanding share capital in options to purchase common shares of the Company. The maximum term of options granted under the Plan cannot exceed ten years, with vesting terms determined at the discretion of the Board of Directors.

The following table summarizes the Company's stock option transactions:

	Number of options	Weighted average exercise price
Balance September 30, 2018	39,850,000	$ 0.058
Granted	10,000,000	0.065
Cancelled	-	-
Balance September 30, 2019	**49,850,000**	**$ 0.059**
Granted	15,000,000	0.010
Cancelled	30,000,000	0.062
Balance September 30, 2020	**34,850,000**	**$ 0.037**

The following table summarizes the stock options outstanding at September 30, 2020:

Options Outstanding	Exercise Price	Remaining Contractual Life (Yrs)	Number of Options Currently Exercisable
4,000,000	$ 0.060	0.73	4,000,000
4,000,000	0.060	0.94	4,000,000
3,450,000	0.060	1.07	3,450,000
8,400,000	0.050	1.55	8,400,000
15,000,000	0.010	4.98	15,000,000
34,850,000	**$ 0.037**	**2.81**	**34,850,000**

The following assumptions were used for the Black-Scholes valuation of stock options granted during the year ended September 30, 2020: risk-free rate of 0.35% (2019 – 3.84%), expected life of 5 years (2019 – 5 years), annualized historical volatility of 148% (2019 – 161.7%) and a dividend rate of 0% (2019 – 0%). Expected volatilities are based on historical volatility of the Company's stock and other factors. All of the stock options granted are fully vested to the holders. The compensation cost that has been charged against income from options vested under the Plan was $135,471 for the year ended September 30, 2020 (2019 – $nil).

The weighted-average grant-date fair value of options granted during the year ended September 30, 2020 was $0.009 (2019 - $0.06). The total intrinsic value of options exercised during the period ended September 30, 2020 was $nil (2019 - $nil).

(Expressed in United States Dollars)

NOTE 12. INCOME TAXES

The Company and its subsidiary file consolidated Federal and state income tax returns. The Company is registered in the State of Nevada which has no corporate income tax.

Certain tax years are subject to examination by the Internal Revenue Service and state taxing authorities. The Company does not believe there would be any material adjustments upon such examination.

As of September 30, 2020 and 2019, the Company had net operating loss carryforwards of approximately $45,869,000 and $41,386,000 respectively, to reduce Federal income tax liabilities through 2040.

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2020		2019
Loss for the year	**$**	**(2,343,857)**	$	(9,073,332)
Expected income tax (recovery)	**$**	**(492,000)**	$	(2,291,000)
Change in statutory, foreign tax, foreign exchange rates and other		**-**		6,000
Permanent Difference		**-28,000**		1,067,000
Change in unrecognized deductible temporary differences		**(464,000)**		1,218,000
Total income tax expense (recovery)	**$**	**-**	$	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2020	**Expiry Date Range**	2019	Expiry Date Range
Temporary Differences				
Intangible assets	$ **18,527,000**	**No expiry date**	$ 20,804,000	No expiry date
Non-capital losses available for future period	$ **45,869,000**	**2033 to 2040**	$ 41,386,000	2033 to 2039

Tax attributes are subject to review, and potential adjustment, by tax authorities.

NOTE 13. CONTINGENT LIABILITIES

Patent Litigation

The Company is party to patent and patent-related litigation cases as follows:

i) VoIP-Pal.com Inc. v. Apple, Inc. (Case No. 2:16-CV-00260) & Verizon Wireless Services, LLC, Verizon Communications Inc., AT&T Corp. (Case No. 2:16-CV-00271) in the United States District Court, District of Nevada

In February 2016 the Company filed patent infringement lawsuits in the United States District Court, District of Nevada against Apple, Inc, (Case No. 2:16-CV-00260), Verizon Wireless Services, LLC, Verizon Communications Inc., and AT&T Corp. (Case No. 2:16-CV-00271). These cases are seeking a combined $7,024,377,876 in damages. On May 9, 2016, the lawsuits were officially served to these companies (collectively, the "Defendants").

In August, 2018, the cases were consolidated under one lawsuit, and transferred to the U.S. District Court for the Northern District of California, where they were renamed as Case Nos. 5:18-cv-06217-LHK, 5:18-cv-06054-LHK and 5:18-cv-06177-LHK. The Defendants filed a Motion to Dismiss the cases, asserting that Voip-Pal's '005 and '815 patents do not claim patentable subject matter.

On March 25, 2019, the U.S. District Court for the Northern District of California granted the Defendants' Motion to Dismiss in all of the cases. The Company appealed the district court decision to the US Court of Appeals for the Federal Circuit. The Federal Circuit affirmed the district court's decision.

During the year ended September 30, 2020, on April 15, 2020, the Company filed a combined petition for rehearing and rehearing *en banc*, which was denied by the Court.

NOTE 13. CONTINGENT LIABILITIES (CONT'D)

Patent Litigation ***(cont'd)***

ii) VoIP-Pal.com Inc. v. Twitter, Inc. (Case No. 2:16-CV-02338) in the United States District Court, District of Nevada

On October 6, 2016, the Company filed a lawsuit in the United States District Court, District of Nevada against Twitter, Inc, (Case No. 2:16- CV-02338) in which Voip-Pal.com alleges infringement of U.S. Patent No. 8,542,815 and its continuation patent, U.S. Patent No. 9,179,005, This case is seeking $3,200,000,000 in damages. On December 28, 2016, the lawsuit was officially served to Twitter, Inc. On February 28, 2018, Twitter filed a motion to transfer its case based on improper venue and the case was subsequently transferred to the U.S. District Court for the Northern District of California, where it was renamed as Case No. 5:18-cv-4523 and consolidated with Case Nos. 5:18-cv-06217-LHK and 5:18-cv-066054-LHK. The Defendants filed a Motion to Dismiss the cases, asserting that Voip-Pal's '005 and '815 patents do not claim patentable subject matter. On March 25, 2019, the U.S. District Court for the Northern District of California granted the Defendants' Motion to Dismiss. The Company appealed the district court decision to the U.S. Court of Appeals for the Federal Circuit. The Federal Circuit affirmed the district court's decision.

During the year ended September 30, 2020, on April 15, 2020, the Company filed a combined petition for rehearing and rehearing *en banc*, which was denied by the Court.

iii) VoIP-Pal.com Inc. v. Amazon.com, Inc. et al. (Case No. 2:18-CV-01076) in the United States District Court, District of Nevada

In June 2018, the Company filed a lawsuit in the United States District Court, District of Nevada, against Amazon.com, Inc. and certain related entities, alleging infringement of U.S. Patent Nos. 9,537,762, 9,813,330, 9,826,002 and 9,948,549. In November 2018, the case was transferred to the U.S. District Court for the Northern District of California, where it was renamed Case No. 5:18-cv-07020-LHK and consolidated with Case No. 5:18-cv-06216-LHK. The Defendants filed a Motion to Dismiss the cases, asserting that Voip-Pal's '762, '330, '002, and '549 patents do not claim patentable subject matter. On November 1, 2019, the U.S. District Court for the Northern District of California granted the Defendants' Motion to Dismiss in all of the cases. The Company appealed the district court decision to the U.S. Court of Appeals for the Federal Circuit, who affirmed the district court's decision. The Company's deadline for filing a petition for rehearing is December 17, 2020.

iv) VoIP-Pal.com Inc. v. Apple, Inc. et al. (Case No. 2:18-CV-00953) in the United States District Court, District of Nevada

In May 2018, the Company filed a lawsuit in the United States District Court, District of Nevada, against Apple, Inc., alleging infringement of U.S. Patent Nos. 9,537,762, 9,813,330, 9,826,002 and 9,948,549. In November 2018, the case was transferred to the U.S. District Court for the Northern District of California, where it was renamed Case No. 5:18-cv-06216-LHK and consolidated with Case No. 5:18-cv-07020. The Defendants filed a Motion to Dismiss the cases, asserting that Voip-Pal's '762, '330, '002, and '549 patents do not claim patentable subject matter. On November 1, 2019, the U.S. District Court for the Northern District of California granted the Defendants' Motion to Dismiss in all of the cases. The Company appealed the district court decision to the U.S. Court of Appeals for the Federal Circuit, who affirmed the district court's decision. The Company's deadline for filing a petition for rehearing is December 17, 2020.

During the year ended September 30, 2020, the following patent litigation cases were filed:

v) VoIP-Pal.com Inc. v. Facebook, Inc. et al. Case No. 6-20-cv-00267 in the United States District Court, Western District of Texas

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Facebook, Inc. and certain related entities, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

vi) VoIP-Pal.com Inc. v. Google, LLC fka Google, Inc. Case No. 6-20-cv-00269 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Google, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

vii) VoIP-Pal.com Inc. v. Amazon.com, Inc. et al. Case No. 6-20-cv-00272 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Amazon.com, Inc. and certain related entities, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

NOTE 13. CONTINGENT LIABILITIES (CONT'D)

Patent Litigation ***(cont'd)***

viii) VoIP-Pal.com Inc. v. Apple, Inc. Case No. 6-20-cv-00275 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Apple, Inc. alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

ix) VoIP-Pal.com Inc. v. AT&T, Inc. et al. Case No. 6-20-cv-00325 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against AT&T, Inc. and certain related entities, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

x) VoIP-Pal.com Inc. v. Verizon Communications, Inc. et al. Case No. 6-20-cv-00327 in the United States District Court, Western District of Texas.

In April 2020, the Company filed a lawsuit in the United States District Court, Western District of Texas, against Verizon Communications, Inc. and certain related entities, alleging infringement of U.S. Patent No. 10,218,606. The case is pending.

xi) Twitter, Inc. VoIP-Pal.com Inc. Case No. 5-20-cv-02397 in the United States District Court, Northern District of California.

In April 2020, Twitter filed a declaratory judgment lawsuit against the Company in the United States District Court, Northern District of California, alleging non-infringement and invalidity of U.S. Patent No. 10,218,606. The case is pending.

xii) Apple, Inc. v. VoIP-Pal.com Inc. Case No. 5:20-cv-02460 in the United States District Court, Northern District of California.

In April 2020, Apple filed a declaratory judgment lawsuit against the Company in the US District Court, Northern District of California, alleging non-infringement and invalidity of U.S. Patent Nos. 9,935,872 and 10,218,606. The case is pending.

xiii) AT&T Corp., et al. v. VoIP-Pal.com Inc. Case No. 5:20-cv-02995 in the United States District Court, Northern District of California.

In April 2020, AT&T filed a declaratory judgment lawsuit against the Company in the United States District Court, Northern District of California, alleging non-infringement and invalidity of U.S. Patent No. 10,218,606. The case is pending.

xiv) Cellco Partnership dba Verizon Wireless, v. VoIP-Pal.com Inc. Case No. 5:20-cv-03092 in the United States District Court, Northern District of California.

In April 2020, Verizon filed a declaratory judgment lawsuit against the Company in the United States District Court, Northern District of California, alleging non-infringement and invalidity of U.S. Patent No. 10,218,606. The case is pending.

Inter Partes Reviews

In additional legal actions related to the above cases, several of the Company's patents have been subject to challenge in *Inter Partes* Review ("IPR") petitions filed before the Patent Trial and Appeal Board ("PTAB") of the United States Patent and Trademark Office ("USPTO"). An IPR is a post-grant patent review process allowing the PTAB to consider the validity of issued patents. There are no damages awarded, but a portion or all of a patent's claims instituted for IPR may be invalidated as a result of the review.

Through 2016 and 2017, eight IPRs filed against Patents No. 8,542,815 and No. 9,179,005 by either Apple Inc., AT&T Inc. or Unified Patents Inc. as Petitioner(s) were resolved by the PTAB by denial of their institution. Subsequent to those rulings, in December 2017, Apple filed a post-judgment motion in IPR2016-01198 and IPR2016-01201, seeking invalidation of the challenged claims as sanctions against the Company for its having participated in *ex parte* communications during the PTAB proceedings.

During the year ended September 30, 2019, on December 21, 2018, the PTAB ruled on Apple's sanctions motion, declining to grant Apple's request to invalidate the challenged claims and declining to grant Apple's request for entirely new proceedings to replace the existing panel of judges with a new panel or with judges that would consider any request for rehearing by Apple as a sanction against VoIP-Pal. On January 23, 2019, Apple appealed the PTAB's final written decision upholding the validity of the '815 and '005 patents to the U.S. Court of Appeals for the Federal Circuit. During the year ended September 30, 2020, on September 25, 2020, the Federal Circuit affirmed the PTAB's decision.

During the year ended September 30, 2019, Apple Inc. petitioned the PTAB to have an additional four IPRs instituted against the Company's patents numbered 9,537,762, 9,813,330 B2, 9,826,002 B2, and 9,948,549 B2. During the year ended September 30, 2020, all four Apple petitions were denied institution by the PTAB.

NOTE 13. CONTINGENT LIABILITIES (CONT'D)

Non-Patent Litigation

The Company is party to the following non-patent litigation cases:

i) Locksmith Financial Corporation, Inc. et al. (Plaintiff) v VoIP-Pal.com Inc. et al. (Defendant(s)) (Case No A-15-717491-C) filed in Clark County District Court

On March 24, 2014, the Company resolved to freeze 95,832,000 common shares that were issued to a company controlled by a former director in fiscal 2013 and accounted for at a cost of $1,443,000. The Company resolved to freeze said common shares as the Company believes that the shares were issued as settlement of a line of credit that the Company believes to have been legally unsupported. The Plaintiff alleged that the freeze and the Company's actions constituted fraud and a breach of securities laws. The Defendant denied any wrongdoing.

In August, 2019, the case was heard in Nevada District Court in a jury trial. In a judgment rendered August 26, 2019, the jury ruled that certain of the Defendants (namely the directors of the Company in 2014) had breached their fiduciary duty to the shareholder and awarded monetary relief to the Plaintiff in the amount of $355,000, plus pre-judgment interest in the amount of $91,306. On a concurrent counter-claim, the jury found a claim of Unjust Enrichment against Third-Party Plaintiff TK Investment, Ltd. to be unsubstantiated and awarded monetary relief to the Third-Party Plaintiff of $84,000 plus pre-judgment interest of $3,459.

During the year ended September 30, 2020, the Plaintiff and the Defendant waived their rights to appeal in this case. Following such waiver, both of the above-noted judgments and accrued interest were paid in full.

ii) Locksmith Financial Corporation, Inc. et al. (Plaintiff(s)) v VoIP-Pal.com Inc. et al. (Defendant(s)) (Case No A-20-807745-C) filed in Clark County District Court

During the year period ended September 30, 2020, the Plaintiff filed suit in Nevada District Court claiming that the Defendants had prevented the Plaintiffs from re-registering and/or transferring certain share certificates. The Defendants filed a Motion to Dismiss the claims, which Motion was granted on June 1, 2020. It is unclear whether Plaintiffs will appeal the ruling. The case is pending.

Performance Bonus Payable

In 2016, the board of directors authorized the Company to provide a performance bonus (the "Performance Bonus") of up to 3% of the capital stock of the Company by way of the issuance of Common shares from its treasury to an as yet undetermined group of related and non-related parties upon the occurrence of a bonusable event, defined as the successful completion of a sale of the Company or substantially all its assets, or a major licensing transaction. In order to provide maximum flexibility to the Company with respect to determining the level of Performance Bonus payable, and who may qualify to receive a pro-rata share of such a Performance Bonus, the Company authorized full discretion to the Board in making such determinations.

During the year ended September 30, 2019, the board of directors authorized the increase of the Performance Bonus to up to 10% of the capital stock of the Company. Concurrently, the directors authorized 66.67% of the Performance Bonus to be issued in an advance payment of an aggregate 127,000,000 Common shares ("Bonus Shares") (Note 10) to a group of related and non-related parties, which included members of management, a director and several consultants. 94,000,000 of the Bonus Shares are restricted from trading under Rule 144 and are also subject to voluntary lock-up agreements, pursuant to which they cannot be traded, pledged, hypothecated, transferred or sold by the holders until such time as the Company has met the requirements of the bonusable event as described above.

As at September 30, 2020, no bonusable event had occurred and there was no Performance Bonus payable.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

There have been no changes in or disagreements with accountants on accounting or financial disclosure matters.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of September 30, 2020. In making this assessment, management used the criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. The COSO framework summarizes each of the components of a company's internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring. In management's assessment of the effectiveness of internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) as required by Exchange Act Rule 13a-15(c), our management concluded as of the end of the fiscal period covered by this Quarterly Report on Form 10-Q that our internal control over financial reporting has not been effective. The company intends, prior to the next fiscal year as the company's finances improve, to hire additional accounting staff and implement additional controls.

As defined by Auditing Standard No. 5, "An Audit of Internal Control Over Financial Reporting that is Integrated with an Audit of Financial Statements and Related Independence Rule and Conforming Amendments," established by the Public Company Accounting Oversight Board ("PCAOB"), a material weakness is a deficiency or combination of deficiencies that results more than a remote likelihood that a material misstatement of annual or interim financial statements will not be prevented or detected. In connection with the assessment described above, management identified the following control deficiencies that represent material weaknesses as of September 30, 2020:

1) Lack of segregation of duties. Now, our resources and size prevent us from being able to employ sufficient resources to enable us to have adequate segregation of duties within our internal control system. Management will periodically reevaluate this situation.

2) Lack of an independent audit committee. Although the Board of Directors serves an audit committee it is not comprised solely of independent directors. We may establish an audit committee comprised solely of independent directors when we have sufficient capital resources and working capital to attract qualified independent directors and to maintain such a committee.

3) Insufficient number of independent directors. Now, our Board of Directors does not consist of a majority of independent directors, a factor that is counter to corporate governance practices as set forth by the rules of various stock exchanges.

Our management determined that these deficiencies constituted material weaknesses. Due to a lack of financial resources, we are not able to, and do not intend to, immediately take any action to remediate these material weaknesses. We will not be able to do so until we acquire sufficient financing to do so. We will implement further controls as circumstances, cash flow, and working capital permit. Notwithstanding the assessment that our ICFR was not effective and that there were material weaknesses as identified in this report, we believe that our financial statements fairly present our financial position, results of operations and cash flows for the years covered thereby in all material respects.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods 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 Exchange Act is accumulated and communicated to management, including our Chief Executive Officer, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving our objectives and our Chief Executive Officer concluded that our disclosure controls and procedures are effective at that reasonable assurance level. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal controls over financial reporting during the year ended September 30, 2020 that have materially affected or are reasonably likely to materially affect such controls.

Item 9B. Other Information.

Not Applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The following table sets forth the names and ages of our current directors and executive officers, the principal offices and positions with us held by each person and the date of their appointment. Our executive officers were appointed by our Board of Directors. Our directors serve until the earlier occurrence of the election of his or her successor at the next meeting of stockholders, death, resignation or removal by the Board of Directors. There are no family relationships among our directors and executive officers.

Name	Age	Position	Year Appointed
Dr. Colin Tucker	75	Director, Chairman	2013
Emil Malak (1)	68	Director, Chief Executive Officer, President	2014
Professor Edwin Candy	76	Independent Director	2013
D. Barry Lee	64	Director, Chief Financial Officer	2015

Set forth below is a brief description of the background and recent business experience of each executive officer and director:

Dr. Colin Tucker was a founding member of Orange plc, a company he helped grow into a mobile network leader, generating billions in annual revenues and operating in six countries. Orange was sold to France Telecom for £25 billion (approximately $38 billion USD). Dr. Tucker has served as a Director and CEO of Hutchison 3G where in 2003, he oversaw the deployment of the first 3G mobile network in the UK. Under his leadership Hutchison later became one of the first mobile phone operators in the world to embrace VoIP, and offer mobile applications such as Skype, Facebook and eBay. Dr. Tucker has served on the boards of numerous companies over his distinguished career and was listed by Financial Times as one of the eight key people to know in the Telecommunications sector.

Emil Malak was the co-founder of Digifonica in 2003 and oversaw the development of the patents acquired by the Company in 2013. Mr. Malak also serves as Chairman of the Board for a biotech company currently conducting cancer research in Germany.

Professor Edwin Candy was previously the Technology Director of Hutchison 3G until his retirement in 2009. At Hutchison, he was instrumental in the development of the most advanced 3G Networks operating across nine countries successfully introducing enterprise and I/P architectures into cellular networks to provide mobile internet access. Prior to this he held Technology or Technical director positions in Orange, Hutchison Personal Communications, and Philips spin-off companies in the UK and France as well as International Radio Systems Manager for Philips in the late 80’s. During his career he established a number of major technology and research programs including, the EU UMTs 3G program with twenty-five industrial partners that led to the creation of 3G mobile systems and the TETRA digital standard for public safety communications. He has held a number of key Industrial posts including Chairman of the UK Government DTI UMTS Technical Advisory Group, Chairman of the GSMA PCN group charged with the integration of DSC 1800 with the GSM standard, and Founder and Chairman of the UMTs Forum. He currently holds a number of non-executive positions in small wireless companies as well as operating his own technology consultancy business. He is a Fellow of the IET, a Senior Life Member of the IEEE, a Companion of the IREE Australia. He was a visiting Professor at Strathclyde University Scotland and Member of the University Court from 1995 until 2005.

D. Barry Lee is a senior management consultant with over 25 years of experience in all aspects of business, providing financial management, consulting and advisory services to private and public companies, primarily in the technology and energy sectors. He is the founder and CEO of Equity One Capital Corporation, a financial management and consulting services company since 1999 and is the co-founder and a partner at First Merit Group Inc, where he manages investments in energy, technology and biotechnology.

Item 11. Executive Compensation.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards: Shares Awarded	Stock Awards: Price per Share ($)	Stock Awards: Award Value ($)	Option Awards ($)	All Other Compensation ($)	Total ($)
Dr. Colin Tucker	2020	3,000(1)	-	-	-	-	-	-	3,000
Chairman, Director	2019	36,000(1)	-	-	-	-	-	-	36,000
Emil Malak	2020	144,000(1)	-	-	-	-	-	-	144,000
CEO, President, Director	2019	144,000(1)	-	30,000,000(2)	0.0025	75,000	-	-	219,000
Edwin Candy	2020	3,000(1)	-	-	-	-	-	-	3,000
Director	2019	36,000(1)	-	-	-	-	-	-	36,000
D. Barry Lee	2020	118,507	-	-	-	-	-	-	118,507
CFO, Director	2019	113,230	-	30,000,000(2)	0.0025	75,000	-	-	188,230
Ryan L. Thomas(3)	2020	-	-	-	-	-	-	-	-
Former President	2019	50,000	-	30,000,000	0.0025	75,000	-	-	125,000

(1) This compensation was accrued and not paid during the fiscal years reported
(2) These stock awards were issued to the recipients as a bonus, but are issued with specific restrictions and held by the Company
(3) Dr. Thomas resigned from his position as President in May 2019

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth certain ownership information with respect to our common stock for those persons who directly or indirectly own, control or hold with the power to vote five percent or more of our outstanding common stock, and all officers and directors, as a group.

Name of Beneficial Owner	Amount of Direct Ownership	Amount of Indirect Ownership	Percent of Class
Dr. Colin Tucker	6,000,000	Nil	0.29%
Emil Malak	Nil	704,515,371 (1)	34.37%
Professor Edwin Candy	Nil	5,000,000 (2)	0.24%
D. Barry Lee	38,560,000	Nil	1.89%

(1) These shares are held in Digifonica Intellectual Properties (DIP) Ltd ("**DIP Ltd**") in trust for Mr. Malak, who has sole voting power over DIP Ltd.
(2) These shares are held in DIP Ltd, over which Mr. Malak has sole control, in trust for Mr. Candy.

Item 13. Certain Relationships and Related Transactions.

Related Party Transactions

During the year ended September 30, 2020 the Company paid or accrued $144,000 (2019 - $185,000) to the CEO, $118,507 (2019 - $120,730) to the CFO, $Nil (2019 - $57,500) to the President, $9,000 (2019 - $36,000) to the Chairman, and $9,000 (2019 - $36,000) to other Directors. The Company also issued nil restricted shares (2019 – 90,000,000) in the capital of the Company to three directors as bonus compensation.

As at September 30, 2020, included in shares to be issued is $416,000 (September 30, 2019 - $416,000) for unpaid Director fees. As at September 30, 2020, 57,334,333 (September 30, 2019 – 5,598,333) common shares are accrued to the Seller of Digifonica for the Anti-Dilution Clause. Nil common shares were issued during the year ended September 30, 2020 (September 30, 2019 – 225,184,791) to the Seller of Digifonica pursuant to the Anti-Dilution Clause.

Director Independence

We are not subject to the listing requirements of any national securities exchange or national securities association and, as a result, we are not at this time required to have our Board comprised of a majority of "independent directors." One of our four directors (see Item 10 above) is independent as defined under the Nasdaq Marketplace Rules.

Item 14. Principal Accounting Fees and Services.

Audit Fees and Services

For the fiscal year ended September 30, 2020 professional services were performed by Davidson & Company LLP, Chartered Professional Accountants. The aggregate fees billed by Davidson & Company LLP, Chartered Professional Accountants for the fiscal year ended September 30, 2020 were as follows:

	2019 to 2020
Audit Fees	$ 32,390
Audit-Related Fees	$ 15,183
Tax Fees	$ Nil
All Other Fees	$ Nil

Audit Fees: Aggregate fees billed for professional services rendered for the audit of the Company's annual financial statements.

Audit Related Fees: Aggregate fees billed for professional services rendered for assurance and related services that were reasonably related to the performance of the audit or review of our financial statements and are not reported under “Audit Fees” above.

All services listed were pre-approved by the Board of Directors, functioning as the Audit Committee in accordance with Section 2(a) 3 of the Sarbanes-Oxley Act of 2002.

The Board has considered whether the services described above are compatible with maintaining the independent accountant's independence and has determined that such services have not adversely affected Davidson & Company LLP’s independence.

Item 15. Financial Statements and Exhibits.

(a) Financial Statements. Our financial statements begin on page 14 of this registration statement.

(b) Exhibits. The following are furnished as exhibits hereto:

Exhibit No.	Description of Exhibits
3.1	Articles of Incorporation *(Incorporated by reference to the Form 10 filed on April 22, 2016)*
3.2	By-Laws *(Incorporated by reference to the Form 10 filed on April 22, 2016)*
10.1	Digifonica Share Purchase Agreement *(Incorporated by reference to the Form 10 filed on June 14, 2016)*
10.2	Incentive Stock Option Plan *(Incorporated by reference to the Form 10 filed on January 12, 2018)*
31.1	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certification by the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

** Filed herewith*

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.

VoIP-Pal.Com Inc.

Date: December 16, 2020

By: */s/ Emil Malak*____________
Emil Malak
Chief Executive Officer

Date: December 16, 2020

By: */s/ Barry Lee*____________
Barry Lee
Chief Financial Officer

Exhibit 31.1

Certification of Chief Executive Officer
Pursuant to Item 601(b) (31) of Regulation S-K

I, Emil Malak, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended September 30, 2020 of VoIP-Pal.Com Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 16, 2020

/s/ Emil Malak

By: Emil Malak
Title: Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer
Pursuant to Item 601(b) (31) of Regulation S-K

I, Barry Lee, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended September 30, 2020 of VoIP-Pal.Com Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 16, 2020

/s/ Barry Lee

By: Barry Lee
Title: Chief Financial Officer

Exhibit 32.1

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of VoIP-Pal.Com Inc. (the “Company”), do hereby certify, to the best of their knowledge and belief that:

(1) The Annual Report on Form 10-K for the year ended September 30, 2020 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 16, 2020

By: */s/ Emil Malak*
Name: Emil Malak
Title: Chief Executive Officer

Date: December 16, 2020

By: */s/ Barry Lee*
Name: Barry Lee
Title: Chief Financial Officer