

# Smartcool Systems Inc. (TSX-V: SSC) Management Discussion and Analysis

## 2015 Annual Report

---



**Smartcool Systems Inc.**  
7155 Kingsway  
PO Box 54523 Highgate PO  
Burnaby, BC  
V5E 4J6 Canada

**TEL** +1 604 669 1388  
**TOLL-FREE** +1 888 669 1388  
**FAX** +1 604 602 0674  
**EMAIL** officeCanada@smartcool.net

## **Management's Discussion and Analysis**

The following is management's discussion and analysis ("MD&A") of the operating and financial results of Smartcool Systems Inc. for the year ended December 31, 2015. This information is provided as of May 31, 2016.

This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2015 and 2014 together with accompanying notes. These documents and additional information about Smartcool can be located on the SEDAR website at [www.sedar.com](http://www.sedar.com) or the Company's website at [www.smartcool.net](http://www.smartcool.net).

# Table of Contents

<b>Business Overview</b>	<b>1</b>
Energy Issues .....	1
Smartcool’s Energy Efficiency Solutions.....	2
The Market Strategy .....	2
Corporate Structure .....	4
<b>Financial Overview</b>	<b>4</b>
Selected Annual Information .....	6
Summary of Operating Results.....	6
Liquidity and Capital Resources .....	10
Outstanding Share Data.....	11
Warrants and Stock Options.....	11
Intangible Assets .....	12
Critical Accounting Policies & Estimates.....	12
Off-balance sheet arrangements .....	15
Forward-looking statements .....	15
Additional Information .....	16

## Business Overview

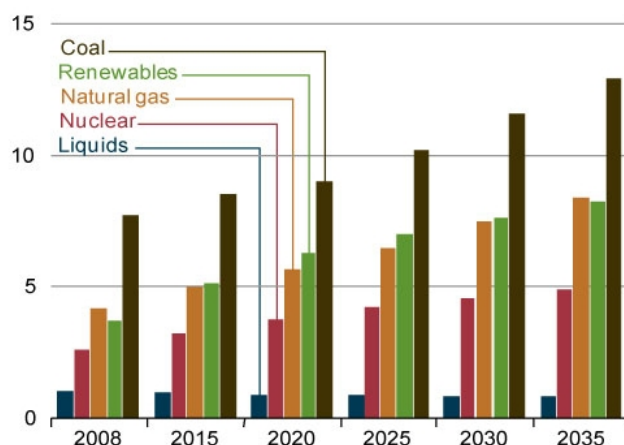
Smartcool Systems Inc. is a clean technology company specializing in the development and distribution of energy efficiency solutions for air conditioning, refrigeration and heat pump systems (HVAC).

Smartcool was established in 2004, beginning as the North American distributor for the Energy Saving Module (ESM)™, a unique energy efficiency retrofit developed by Abbotly Technologies Pty Ltd of Australia. In 2006, Smartcool purchased the assets of Abbotly, including the intellectual property of the ESM™, and became the sole manufacturer and master distributor. In 2009, Smartcool’s research and development cumulated in the delivery of the ECO<sup>3</sup>™ to market, a new product specifically designed to bring unprecedented energy efficiency to small scale HVAC systems.

### Energy Issues

Smartcool has focused on developing energy efficiency solutions to address the critical energy issues facing the world today and in the future. Electricity is a crucial part of the global economy and our communities. The worldwide demand for electricity has increased by 5.4% since 2010, with developing countries averaging a 9.5% growth in demand. Coal continues to be the most widely used fuel for electricity generation, followed by natural gas. Electricity generated by these fossil fuels releases vast amounts of greenhouse gases into the atmosphere, contributing to climate change and general air pollution.

EIA World Net Electricity Generation by Fuel  
2008-2035  
(in trillion kWh)



An instinctive solution is to switch to renewable energy sources, not only for environmental reasons but also due to issues of energy security. Electricity generation by renewable resources such as hydro, wind, waves and solar is increasing by an average of 3% each year thanks to government incentives. However, as the Energy Information Administration explains, “Although renewable energy sources have positive environmental and energy security attributes, most renewable technologies other than hydroelectricity are not able to compete economically with fossil fuels during the projection period except in a few regions or in niche markets.”<sup>1</sup>

On average, residential electricity rates around the globe have increased by 150% from 2005 to 2008.<sup>2</sup> Combined with environmental concerns surrounding fossil fuel generated electricity, it is

<sup>1</sup> Energy Information Administration, *International Energy Outlook 2011*, Published Sept. 19, 2011  
<http://www.eia.gov/forecasts/ieo/electricity.cfm>

<sup>2</sup> Energy Information Administration, *Electricity Prices for Households*, Updated June 10, 2010  
<http://www.eia.gov/emeu/international/elecprh.html>

clear that a solution to high energy consumption is urgently needed. Energy efficiency is the only option which is both cost effective and can be implemented rapidly.

### Smartcool's Energy Efficiency Solutions

Smartcool focuses on reducing the electricity used by refrigeration, air conditioning and heat pumps (HVAC). For target customer industries, such as supermarkets, these systems consume well over 50% of their total energy usage. Even for customers less dependent on HVAC, the systems still account for roughly 20% of their energy bill. The ability to save energy with Smartcool's energy efficiency technology represents a major opportunity to cut operating expenses for any customer, typically giving them a return on their investment averaging 18 to 36 months. Electricity generated for buildings produces more greenhouse gases than any other source, so cutting HVAC energy consumption can also have a significant impact on the environment.

Smartcool's ECO<sup>3</sup>™ and ESM™ are retrofit products, meaning that they are installed by wiring in between the existing thermostat and the compressor in the HVAC system, rather than replacing any expensive equipment. Once installed, the products immediately begin monitoring the cooling cycle of the compressor to identify inefficiencies and opportunities for saving energy. Even the most modern systems have pre-existing inefficiencies that can only be resolved by the intellectual property provided in Smartcool's products. The ECO<sup>3</sup>™ and ESM™ dynamically adjust the cooling cycle to save customers energy without any impact to the temperature performance of the HVAC system.

*The ECO<sup>3</sup>™*



*The ESM™*



With the ECO<sup>3</sup>™ and ESM™, customers see all the benefits of energy efficiency, without any risks. The technology has undergone extensive independent third party testing by highly reputable organizations such as Oak Ridge National Laboratories, the University of Miami for Florida Power & Light, and the Los Angeles Department of Power & Water. These tests have proven unequivocally that the technology provides energy savings with no risks, as do over 30,000 installations worldwide.

For more information on Smartcool's technology, visit [www.smartcool.net](http://www.smartcool.net) or for information specific to the ECO<sup>3</sup>™, visit [www.smartcooleco3.com](http://www.smartcooleco3.com)

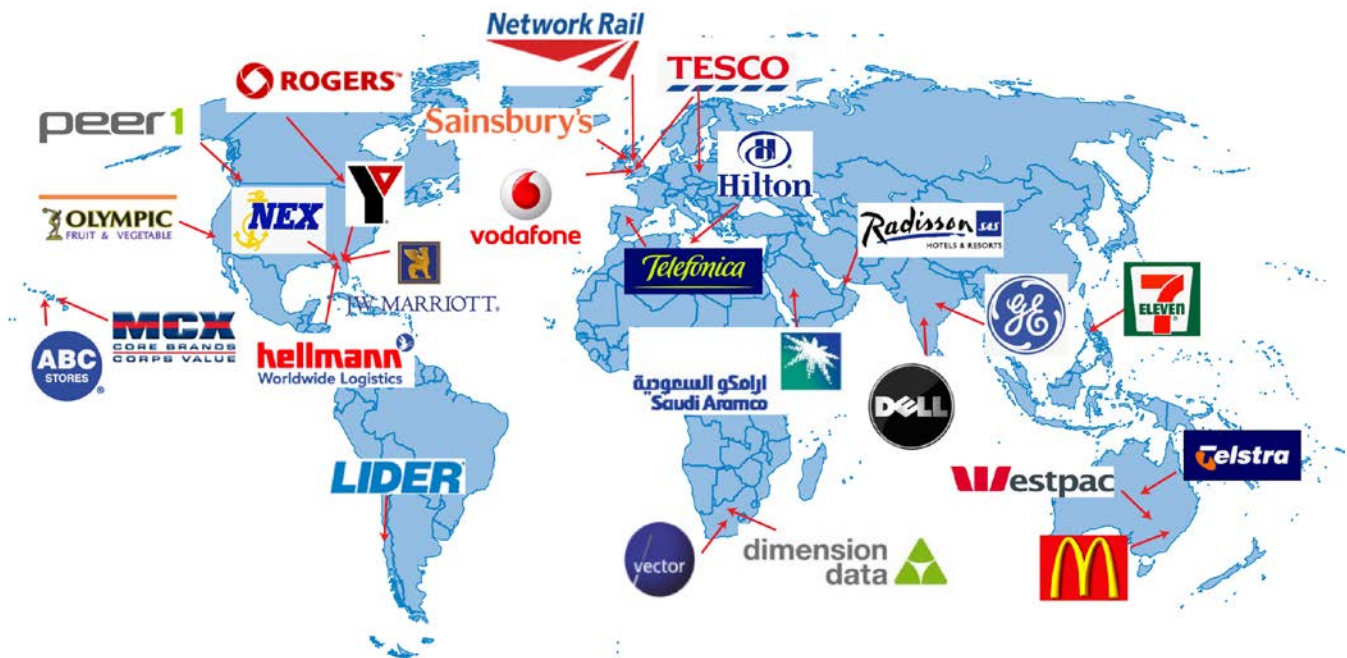
### The Market Strategy

Smartcool's ECO<sup>3</sup>™ and ESM™ are cost effective energy efficiency solutions for any air conditioning, refrigeration or heat pump system. The few other energy efficiency products geared towards the HVAC market, do not offer the full package of benefits that the ECO<sup>3</sup>™ and ESM™ provide. Other products on the market do not provide the same degree of safety, and can cause temperature and humidity performance to be affected. They all lack the wide range of compatibility held by the ECO<sup>3</sup>™ and ESM™, which can be installed on any HVAC system. Perhaps most significantly, other products cannot easily prove consistent energy savings. Smartcool's energy savings can be instantly verified on the product display screens, letting customers monitor energy savings as they happen. This is a critical feature for utility rebate

qualification, which Smartcool has already received from major utilities like Florida Power & Light, Southern California Edison and Con Edison. These factors give Smartcool exclusive access to an immense market.

### Direct Sales

The company distributes its products directly to major clients, providing them with superior project management and service as they roll out Smartcool products to their facilities. For direct sales, Smartcool targets specific industries such as food retailers, telecommunications, commercial real estate and hospitality, where HVAC energy usage tends to represent a very high percentage of a client's operating budget. In Europe, Smartcool has built a strong portfolio of direct sales through major electrical wholesalers like Rexall, utilities like EON and facilities management companies like Matrix and EMCOR. They have introduced Smartcool to their customers for energy efficiency solutions such as Southern Gas & Electric and Transport for London.



### Distribution Sales

Smartcool has developed an intricate network of distributors to target regional markets. Distributors are provided both technical and sales training by Smartcool and receive ongoing support. Distributors have the advantage of detailed regional knowledge, allowing them to build strong client portfolios across the residential sector as well as in industries like food retail, climate controlled storage, hospitality and commercial real estate. Smartcool's distributors have continued to expand their businesses in Australia, India, UAE, Saudi Arabia, Eastern Europe, France, South Africa, and the US (particularly Florida, California and the Mid-West). Distributors have also proven instrumental in launching key accounts for Smartcool, like Telefonica, GE Healthcare, Dell, Saudi Aramco, 7-Eleven, JW Marriott and more.

## Corporate Structure

Smartcool has gone through several phases of growth to reach its current structure. Smartcool Systems Inc. is the publicly traded parent company, with three wholly owned subsidiaries: Smartcool International Inc., Smartcool Systems USA Inc. and Lenten Street Ltd. DBA Smartcool. Smartcool International holds the intellectual property and is the master distributor of Smartcool's product line. Smartcool Systems USA distributes the technology within the United States, using a network of local distributors to deliver the products to market. Lenten Street distributes the technology in Europe, the Middle East, Africa and the Indian Sub-Continent with a focus on direct sales.

## Financial Overview

A stronger fourth quarter has helped Smartcool end the year with some improvement over the previous year though management had expected much better results from new developments and changes implemented at the beginning of 2015.

Revenue from continuing operations increased to \$785,498 from \$738,121 for the previous year, an improvement of \$47,377. Operating expenses for continuing operations increased to \$2,242,494 from \$1,837,734 for the previous year, an increase of \$404,760.

Total assets decreased to \$2,437,023 from \$ 2,525,695 at the end of the previous year. The Company had \$ 18,478 in cash and cash equivalents at the end of the year, compared to \$15,490 at the end of the previous year.

Current liabilities at the end of the year were \$ 1,549,708 (2014 - \$1,425,810) which includes current portion of acquisition obligations and debentures totaling \$513,269 (2014 - \$458,837). Long-term liabilities were \$358,176 (2014 - \$443,515), consisting of acquisition obligations \$155,967 and deferred tax liability of \$202,209.

All the fiscal quarters below have been prepared using IFRS.

<b>Continuing Operations</b>				
	<b>Mar 2015</b>	<b>Jun 2015</b>	<b>Sep 2015</b>	<b>Dec 2015</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Total revenues	189,666	181,855	126,602	287,375
Net income (loss)	(356,703)	(593,014)	(469,150)	(257,606)
Income (loss) per share – basic & diluted	(0.00)	(0.01)	(0.00)	(0.00)

	<b>Mar 2014</b>	<b>Jun 2014</b>	<b>Sep 2014</b>	<b>Dec 2014</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Total revenues	214,474	192,416	147,729	183,502
Net income (loss)	(126,689)	(255,567)	(291,963)	(175,181)
Income (loss) per share – basic & diluted	(0.00)	(0.00)	(0.00)	0.00

<b>Discontinued Operations</b>				
	<b>Mar 2015</b>	<b>Jun 2015</b>	<b>Sep 2015</b>	<b>Dec 2015</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Total revenues	-	-	-	-
Net income (loss)	-	-	-	-
Income (loss) per share – basic & diluted	-	-	-	-

	<b>Mar 2014</b>	<b>Jun 2014</b>	<b>Sep 2014</b>	<b>Dec 2014</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Total revenues	279,720	7,129	2,950	-
Net income (loss)	(153,379)	(273,602)	(507,646)	-
Income (loss) per share – basic & diluted	(0.00)	(0.00)	(0.01)	-



**Selected Annual Information**

The following is selected information on Smartcool's financial performance for the past three years. This financial information is derived from the audited financial statements of the Company and has been prepared using IFRS.

	Dec. 31, 2013* (\$)	Dec. 31, 2014* (\$)	Dec 31, 2015* (\$)
Revenue	858,636	738,121	785,498
Selling, General & Administrative	1,058,940	1,367,476	1,449,091
Net Income (Loss)	(414,976)	(849,400)	(1,676,473)
Net income (loss) – per share (basic and diluted)	(0.01)	(0.01)	(0.00)
Total assets	4,177,175	2,525,695	2,437,023
Total long term liabilities	787,581	443,515	358,176
Cash dividends	-	-	-

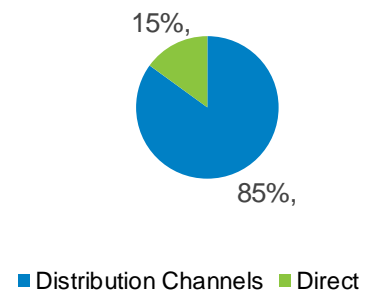
\* Continuing operations only

**Summary of Operating Results – Continuing operations**  
**Revenue (from continuing operations)**

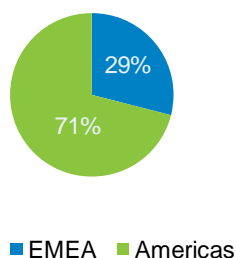
Smartcool sells its products both directly to major customers and through a network of independent distributors.

Distribution sales were \$ 668,281 or 85% of total revenue from continuing operations for the year, compared to \$ 738,121 or 100% of total revenue from continuing operations for the previous year. Direct sales from continuing operations for the year were \$ 117,217 or 15% of total revenue compared to no direct sales from continuing operations for the previous year.

Revenue by Channel



Revenue by Region



Revenue from the Americas for the year was \$ 557,196 or 71% of total revenue from continuing operations, compared to \$388,116 for the previous year. The increase was attributable to the establishment of several new distribution channels in the region. Revenue from the Europe, Middle East, Africa was \$ 228,302 or 29% of total revenue compared to \$82,683 for the previous year.

There was no revenue from the Australia region compared to \$267,322 for the previous year. This distribution channel has been meeting demand for Smartcool products with inventory acquired in the previous year.

For the fourth quarter of 2015, distribution sales were \$ 274,691 or 96% total revenue from continuing operations, compared to \$183,502 or 100% of total revenue for the same quarter of 2014. Direct sales were \$12,684 or 4% of total revenue from continuing operations compared to no direct sales in the fourth quarter of 2014.

During the fourth quarter, the Americas contributed \$ 226,690 or 79% of total revenue from continued operations, compared to \$107,299 or 59% of total revenue from continuing operations for the same quarter of 2014. The EMEA (Europe, Middle East Africa, & India) region contributed \$ 60,685 or 21% of total revenue, compared to \$72,145 or 39% of total revenue for the same quarter of 2014. There was no revenue from Australia region, compared to \$4,058 or 2% of total revenue from continuing operations for the same quarter of 2014.

***Gross profit (from continuing operations)***

Gross profit from continuing operations for the year was \$634,176 compared to \$566,966 for the previous year, an increase of \$ 67,210 or 12%. Profit margin for the year was 81%, compared to 77%, thanks to reduced cost of sales. Gross profit for fourth quarter was \$228,194 compared to \$131,102 for the same quarter of 2014. Profit margin for the quarter was 79%, compared to 71% for the same quarter of 2014.

All these margins were within the expected range.

***General and administrative expenses (from continuing operations)***

General and administrative (“G & A”) expenses from continuing operations for the year were \$1,449,091, compared to \$1,367,476 for the previous year, an increase of \$81,615 or 6%. The increase was primarily attributable to increases in consulting fees, professional fees and travel expenses. Consulting fees for the year were \$618,811 compared to \$298,596 for the previous year, a result of the engagement of Maxwell Mercantile for executive services and SmartACR consultants for marketing services. Professional fees increased to \$98,902 from \$52,604 and travel expenses increased to \$112,713 from \$ 42,181. These increases were partly offset by a reversal of bad debts recognized in the previous year.

	2015	2014
Advertising and promotion	\$11,927	\$7,551
Bad debts (recoveries) <sup>1</sup>	(113,663)	220,000
Commissions	10,524	16,073
Consulting and management fees	618,811	298,596
Filing and transfer fees	42,511	13,568
Insurance	21,030	12,531
Interest	725	2,980
Investor relations	29,783	49,173
Product certification	6,832	7,687
Professional fees	98,902	52,604
Office and supplies	45,052	32,332
Rent	52,388	97,181
Salaries and benefits	490,946	500,171
Telephone	20,608	14,851
Travelling	112,713	42,181
<b>Total general and administration expenses</b>	<b>\$1,449,091</b>	<b>\$1,367,476</b>

\* During the year, the Company recovered \$113,026 (£56,465) that had been written off as a bad debt in a prior year.

Total operating expenses from continuing operations for the year increased to \$2,242,494 from \$1,837,734 for the previous year, mainly due to increased consulting fees and amortization expenses. The transfer of intangible assets from the discontinued business (Smartcool EMEA) to the parent company has shifted amortization expense from discontinued operations to continuing operations.

For the fourth quarter, General and administrative (“G & A”) expenses from continuing operations were \$293,009 compared to \$578,799 for the same quarter of 2014, a decrease of \$285,790. The Company received substantial bad debt recoveries in 2015 while a large amount of bad debt expense was recognized in 2014. Salaries for the quarter decreased to \$ 123,564 from \$150,364 for the same quarter of 2014, thanks for a reduction in management salaries. Consulting fees increased to \$137,288 from \$61,830 for the same quarter of 2015, due to the engagement of Maxwell Mercantile for executive services.

	Three months ended December 31, 2015	Three months ended December 31, 2014
Advertising and promotion	\$1,762	\$454
Bad debts (recoveries) <sup>1</sup>	(97,769)	220,000
Commissions	10,524	13,350
Consulting and management fees	137,288	61,830
Filing and transfer fees	1,055	2,297
Insurance	6,768	3,946
Interest	453	1,278
Investor relations	4,316	18,889
Product certification	2,238	1,367
Professional fees	40,399	38,294
Office and supplies	12,683	13,470
Rent	13,616	24,500
Salaries and benefits	123,564	150,364
Telephone	8,436	3,561
Travelling	27,677	25,199
<b>Total general and administrative expenses</b>	<b>\$293,009</b>	<b>\$578,799</b>

\* During the quarter, the Company recovered \$97,769 that had been written off as a bad debt in a prior year.

Total operating expenses from continuing operations for the quarter decreased to \$434,379 from \$724,504 for the same quarter of 2014.

***Net loss (from continuing operations)***

Net loss from continuing operations for year \$1,676,473 compared to net loss of \$ 849,400 for the previous year. The increase in net loss was a result of greater operating expenses coupling with unrealized foreign exchange losses.

The loss per share (basic and diluted) for the year was \$0.015, compared to the loss per share \$0.010 for the previous year.

Loss per share is calculated based on the weighted average number of common shares outstanding throughout the period.

The fourth quarter recorded net loss of \$257,606 compared to net loss of \$175,181 for the same quarter of the previous year.

**Comprehensive income**

Comprehensive loss for the year was \$1,671,321 (2014 - \$2,040,196) consisting of net operating loss \$1,676,473 and positive foreign currency translation adjustment \$ 5,152. As the functional currencies of Smartcool USA and Lenten Street are different from the reporting currency (Canadian dollar), their monetary assets and liabilities as well as non-monetary assets and liabilities in the consolidated financial statements must be translated into the reporting currency based on December 31, 2015 exchange rate under IFRS. This method of foreign currency translation resulted in the above adjustment which is classified as a component of equity.

Comprehensive loss for the fourth quarter was \$261,544 compared to comprehensive loss of \$545,641 for the same quarter of 2014.

**Amortization and depreciation  
Continuing operations**

Amortization and depreciation expenses from continuing operations for the year were \$586,173 compared to \$ 378,348 for the previous year. Amortization on property and equipment was \$26,474 (2014 - \$29,040) and amortization of intangible assets was \$559,699 (2014 - \$349,308).

Amortization and depreciation expenses for the fourth quarter were \$136,223 compared to \$135,349 for the same quarter of 2014. Depreciation of property and equipment was \$5,308 (2014 - \$7,484) and amortization of intangible assets was \$130,915 (2014 - \$127,865).

**Share-based compensation**

Share-based compensation costs for the year was \$206,253, compared to \$91,910 for the previous year, an increase of \$114,343. The increase was attributable to the grant of 8,070,000 options during the year.

Share-based compensation costs for the fourth quarter were \$ 5,136, compared to \$ 10,356 for the same quarter of 2014, a decrease of \$ 5,220.

**Capital expenditures**

Capital expenditures for the year were \$700 (2014 - \$15,677).

**Liquidity and Capital Resources**

As at December 31, 2015, the Company had \$18,478 in cash and cash equivalents (2014 - \$15,490). Working capital deficit at December 31, 2015 was \$824,492 compared to \$1,173,229 at December 31, 2014.

The Company used net cash flow of \$1,183,706 during the year to finance operations and used \$69,639 in the previous year. The increase in net cash used was primarily attributable to changes in accounts receivable and account payables.

The Company was unable to make debenture and acquisition obligation payments as scheduled. Debenture payments consist of interest payments of \$6,435 (scheduled for December 1, 2015) and principal payments totaling \$ 119,273, (scheduled for September 30, 2015). Acquisition obligation payments consist of installments totaling \$195,908 (£96,000) scheduled for April 30-June 30, 2014 (£25,000), December 15, 2014 (£26,000) and December 15, 2015 (£45,000).

To ensure that Smartcool continues to be a going concern with adequate working capital in the next 12 months, the Company is planning on obtaining additional capital.

The timing of future payments related to financial liabilities is outlined in the table below:

	<b>Total</b>	<b>1 year</b>	<b>1-2 years</b>
Trade payables	\$738,762	\$738,762	\$-
Short-term loan	276,450	276,450	-
Obligations under acquisition contracts	330,940	258,562	72,378
Debentures	254,707	254,707	-
Office lease	16,054	16,054	
<b>Total</b>	<b>\$1,616,913</b>	<b>\$1,544,535</b>	<b>\$72,378</b>

### Outstanding Share Data

The authorized share capital of the Company is an unlimited number of common shares without par value. As at December 31, 2015 the Company had 122,097,737 (2014 – 89,017,297) common shares outstanding. The weighted average number of common shares outstanding for the year was 113,644,118 (2014- 85,978,338). The weighted average number of common shares outstanding for the fourth quarter was 119,863,063 (2014 – 89,017,297).

As at May 28, 2016 the outstanding shares are 129,742,737 and diluted are 176,902,737.

### Warrants and Stock Options

As at December 31, 2015, there were 28,800,546 (2014 – 5,216,000) share purchase warrants and 12,415,000 (2014 – 6,215,000) stock options outstanding which collectively could result in the issuance of 41,715,546 common shares if these warrants and stock options are exercised. The outstanding options have a weighted average exercise price of \$0.05. The outstanding warrants have weighted average exercise price of \$0.08.

As at December 31, 2015 there were 8,630,000 (2014 - 4,958,750) exercisable options with a weighted average exercise price of \$0.06 (2014 - \$0.07). During the year 8,070,000 (2014 – 1,200,000) were granted to employees and consultants.

No options were granted during the fourth quarter of 2015 (2014 - Nil).

As at May 28, 2016, there are 34,745,000 outstanding warrants and 12,415,000 outstanding options. The outstanding options have weighted average exercise price of \$0.05.

## Intangible Assets

### a. *ESM™ Intellectual Property and worldwide distribution rights*

The Company acquired intangible assets in relation to the acquisition of Abbotly Technologies Inc. in March 2006.

During the year ended December 31, 2014, management performed a review of the carrying value of these assets. As discrepancies between revenue projections and actual operating results in 2014 resulted in significant uncertainty in future cash generation of these assets, an impairment loss of \$175,313 was recorded based on cash flow projections as at December 31, 2014.

### b. *Distribution Rights from TECC Services*

In July 2008, the Company acquired the exclusive rights to distribute the ESM™ in the United Kingdom, Spain, Portugal, and the Middle East from T.E.C.C. Services Ltd. (“TECC”) (note 8).

### c. *Intangible Assets from Smartcool UK*

In February 2011, the Company acquired intangible assets in relation to the acquisition of Smartcool UK. These intangible assets include the distribution rights of the ESM™ in the United Kingdom, the distribution right related to sales to a major customer and a customer relationship.

During the year ended December 31, 2014, management performed a review of the carrying value of these assets. As discrepancies between revenue projections and actual operating results in 2014 resulted in significant uncertainty in future cash generation of these assets, an impairment loss of \$528,716 (\$344,251 for distribution rights and \$184,465 for a customer relationship) was recorded based on cash flow projections as at December 31, 2014.

### d. *SmartACR Intellectual Property and Customer Relationship*

In February 2015, the Company acquired \$25,000 of intangible assets in relation to the termination of a license agreement (note 12). These intangible assets include intellectual property (\$25,000) and a customer relationship (\$Nil).

## Critical Accounting Policies & Estimates

### *Revenue Recognition*

Revenue from the sale and installation of the ESMTM and ECO3TM is recognized when the ESMTM and ECO3TM have been installed, significant risks and rewards of ownership of the



equipment have been transferred to the customer, the Company does not retain continuing managerial involvement or effective control over the equipment, the sales price can be determined and collection is probable, and the cost of the transaction can be measured reliably. Revenue from the international distribution of the ESM™ and ECO3™ is recognized when the equipment has been shipped, title has been transferred, the sales price has been determined and the cost of the equipment can be measured reliably. Revenue is also recognized when equipment has been ordered and laid away as instructed by the customer, the sales price has been determined and a significant portion of it has been paid. Provisions are established for estimated warranty costs at the time revenue is recognized. The Company records deferred revenue when cash is received in advance of the above revenue recognition criteria being met.

### ***Share-based Payments***

The fair value of all stock options granted to employees is determined using the Black-Scholes Option Pricing Model, and the resulting value is charged to operations over the vesting period. Volatility rate is determined based on the trading history of the Company's shares for the relevant period and interest rate is based on Canadian bond rates.

The fair value of options granted to non-employees is determined using the fair value of the goods or services received. The resulting value is charged to operations when a performance commitment is made or the options are fully vested and non-forfeitable, whichever is earliest, and the expense is recognized over the period in which the goods or services from the non-employees are received. To estimate the fair value of options granted to non-employees, management considers primarily the fees management would be willing to pay in cash for the service if no options were granted.

A corresponding increase in equity, the reserve for equity settled share-based transactions, is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion previously recorded in the reserve is reversed. At the time of grant, the expense is determined based on estimated forfeiture rate. The expense will be adjusted to recognize the effect of actual forfeitures as they occur. The fair value of warrants issued to agents for their finder's fee is based on the fair value of the services provided and charged to share issuance costs.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification.

### ***Intangible assets***

Intangible assets are recorded at cost and include the ESM™ brand, ESM™ intellectual property, distribution rights, distribution agreements, supplier agreements and customer relationships. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. The ESM™ brand has been determined to have an indefinite life and is not amortized. The remaining intangible assets with



finite lives are amortized on a straight-line basis. The useful lives of the intangible assets have been assessed as follows:

Intellectual property - ESM™	13.5 years
Intellectual property - SmartACR	10 years
Distribution rights - North American	10 years
Distribution rights - TECC and United Kingdom	9.5 - 12 years
Distribution agreements	13.5 - 15 years
Supplier agreements	13.5 years
Customer relationship	12 years

Residual value and estimated useful lives are reviewed annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

***Use of estimates and judgments***

The preparation of these consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. It also requires management to exercise judgement in applying the Company’s accounting policies. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout these consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the consolidated statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- Allowance for doubtful accounts – as at December 31, 2015, approximately \$186,000 in trade receivables was outstanding for more than 120 days. This balance is primarily receivable from one customer. It is management’s opinion, based on an assessment of the customer’s business, the payment plan in place and payment received subsequent to year end that this balance will be received in full.

Critical judgments in applying the Company's accounting policies relate to, but are not limited to, the following:

- Useful lives of intangible assets with finite lives – the determination that there are no indicators suggesting that the useful lives and/or that the method of calculating amortization require revision;
- Unlimited life of the ESM brand – the determination that useful life of the ESM brand remains unlimited;
- Impairment of intangible assets – the determination that there are no indicators of impairment indicating that the carrying amount exceeds the recoverable amount;
- Analysis of the functional currency for each entity of the Company; and
- Ability to continue as a going concern – the determination that the Company will continue as a going concern for the next year.

### **Accounting Standards Issued but not yet Effective**

At the date of authorization of these consolidated financial statements, the IASB and IFRIC have issued the following new and revised standards and amendments which are not yet effective:

IFRS 9, "Financial Instruments". This standard is effective for annual periods beginning on or after January 1, 2018 and replaces IAS 39 and IFRIC 9 for classification and measurement of financial assets and financial liabilities.

IFRS 15 – Revenue from Contracts with Customers. This standard is effective for annual periods ending on or before December 31, 2017 and is available for early adoption and replaces IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfer of Assets from Customers, and SIC 31 Revenue – Barter Transactions Involving Advertising Services.

### **Off-balance sheet arrangements**

The Company has no off-balance sheet arrangements that would require disclosure.

### **Forward-looking statements**

This MD&A contains forward-looking information and statements regarding the future results of operations and marketing activities. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "anticipate", "plan", "foresee", "believe" or similar terminology. Although these forward-looking statements are based on what management believes to be current and reasonable assumptions, they involve known and unknown risks, uncertainties and other factors that may cause the actual results and performance to differ materially from those stated, anticipated, or implied in these forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking information as no assurances can be given to future results, performances, or achievements.

The forward-looking statements included in this MD&A speak only as of the date of this document. The Company does not undertake any obligation to publicly update or revise any of these forward-looking statements to reflect events or circumstances after this date except when required by applicable legislation.

**Additional Information**

Additional information relating to the Company, including the Company's latest Annual Financial Statements and news releases can be located on the Company's website at [www.smartcool.net](http://www.smartcool.net) or on the SEDAR website at [www.sedar.com](http://www.sedar.com).