

Smartcool Systems Inc. (TSX-V: SSC)

Condensed Consolidated Financial Statements

For the three months ended June 30, 2016 and 2015

Expressed in Canadian Dollars



Smartcool Systems Inc.
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| | |
|------------------|----------------------------|
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NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Smartcool Systems Inc.

Condensed consolidated statements of financial position

(Expressed in Canadian dollars, unless otherwise stated)

| | June 30 2016 | December 31 2015 |
|---|---------------------|---------------------|
| | \$ | \$ |
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | 14,767 | 18,478 |
| Available-for-sale securities (note 8) | 16,210 | 12,158 |
| Trade and other receivables (note 3) | 388,674 | 507,718 |
| Inventory (note 4) | 153,385 | 61,211 |
| Prepaid expenses and deposits | 72,201 | 125,651 |
| | <u>645,237</u> | <u>725,216</u> |
| Property and equipment | 9,834 | 18,840 |
| Intangible assets (note 5) | <u>1,417,743</u> | <u>1,692,967</u> |
| Total assets | <u>2,072,814</u> | <u>2,437,023</u> |
| LIABILITIES | | |
| Current liabilities | | |
| Trade payables and accruals | 757,632 | 759,990 |
| Short-term loans (note 6) | 346,489 | 276,450 |
| Current portion of obligations under acquisition contracts (note 7) | 267,038 | 258,562 |
| Current portion of debentures (note 9) | 275,317 | 254,707 |
| | <u>1,646,476</u> | <u>1,549,708</u> |
| Obligations under acquisition contracts (note 7) | 96,586 | 155,967 |
| Deferred tax liability (note 12) | <u>176,817</u> | <u>202,209</u> |
| Total liabilities | <u>1,919,879</u> | <u>1,907,884</u> |
| SHAREHOLDERS' EQUITY | | |
| Share capital (note 10(a)) | 31,967,060 | 31,672,684 |
| Shares pending issue | - | 52,250 |
| Reserve for equity settled share based transactions (note 10(b)) | 6,623,975 | 6,547,080 |
| Accumulated other comprehensive income | <u>(360,402)</u> | <u>(380,654)</u> |
| | 38,230,633 | 37,891,360 |
| Deficit | <u>(38,077,699)</u> | <u>(37,362,221)</u> |
| | <u>152,935</u> | <u>529,139</u> |
| Total liabilities and shareholders' equity | <u>2,072,814</u> | <u>2,437,023</u> |

Approved and authorized for issue by the Board of Directors on August 29, 2016

"Theodore Konyi"
Theodore Konyi

"George Burnes"
George Burnes

**Smartcool Systems Inc.
Consolidated statements of operations**

(Expressed in Canadian dollars, unless otherwise stated)

| | Three months ended June 30 | | Six months ended June 30 | |
|--|----------------------------|--------------------|--------------------------|--------------------|
| | 2016 \$ | 2015 \$ | 2016 \$ | 2015 \$ |
| Revenue | 26,854 | 181,855 | 169,351 | 371,521 |
| Cost of sales | 16,204 | 32,527 | 50,221 | 56,969 |
| Gross profit | 10,650 | 149,328 | 119,130 | 314,552 |
| Operating Expenses | | | | |
| General and administrative expenses (note 17) | 273,682 | 473,530 | 542,564 | 809,131 |
| Share-based compensation (note 10(b)) | 12,496 | 97,427 | 31,281 | 136,711 |
| Amortization and depreciation (note 5) | 142,070 | 147,984 | 284,194 | 304,187 |
| | 430,347 | 718,941 | 860,138 | 1,250,029 |
| Operating loss | (419,697) | (569,613) | (741,008) | (935,477) |
| Rental income | - | 19,018 | - | 47,546 |
| Finance expense | (26,290) | (32,404) | (56,958) | (55,917) |
| Finance income | - | - | 11 | - |
| Foreign exchange gain (loss) | 30,262 | (22,714) | 57,084 | (23,731) |
| Loss on receivables settlement (note 8) | - | - | - | (4,456) |
| | 3,972 | (36,100) | 137 | (36,558) |
| Loss before income tax | (415,725) | (605,713) | (740,871) | (972,035) |
| Income tax recovery | 12,696 | 12,696 | 25,392 | 22,318 |
| Net loss for the period, net of tax | (403,029) | (593,017) | (715,479) | (949,717) |
| Net loss per share | | | | |
| Basic | (0.00) | (0.01) | (0.01) | (0.01) |
| Diluted | (0.00) | (0.01) | (0.01) | (0.01) |
| Weighted average number of common shares outstanding (basic and diluted) | 127,870,210 | 115,155,869 | 122,997,407 | 103,768,561 |

See accompanying notes to the consolidated financial statements

Smartcool Systems Inc.
Consolidated statements of comprehensive loss

(Expressed in Canadian dollars, unless otherwise stated)

| | Three months ended June 30 | | Six months ended June 30 | |
|--------------------------------|----------------------------|------------------|--------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| | \$ | \$ | \$ | \$ |
| Net loss for the period | (403,029) | (593,017) | (715,479) | (949,717) |
| Other comprehensive loss | 18,639 | 11,610 | 20,252 | 6,930 |
| Total comprehensive loss | (384,389) | (581,407) | (695,227) | (942,787) |

See accompanying notes to the consolidated financial statements

**Smartcool Systems Inc.
Consolidated statements of cash flows**

(Expressed in Canadian dollars, unless otherwise specified)

| | Three months ended June 30 | | Six months ended June 30 | |
|--|----------------------------|------------------|--------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| | \$ | \$ | \$ | \$ |
| Cash flows from operating activities | | | | |
| Net loss for the period | (403,029) | (593,017) | (715,479) | (949,717) |
| Items not affecting cash: | | | | |
| Depreciation of property and equipment | 4,458 | 7,502 | 8,970 | 15,885 |
| Amortization of intangible assets | 137,612 | 140,482 | 275,224 | 288,302 |
| Loss on receivables settlement | - | - | - | 4,456 |
| Share-based compensation | 12,496 | 97,427 | 31,281 | 136,711 |
| Deferred tax liability | (12,696) | (12,696) | (25,392) | (22,318) |
| Deferred tenant inducement | - | (2,700) | - | (6,744) |
| Foreign exchange (gain) loss | (28,826) | 14,834 | (65,175) | 30,483 |
| Accrued interest on short-term loans | 11,939 | 366 | 20,039 | 1,466 |
| Accrued interest on debentures | 7,610 | 4,720 | 20,610 | 17,607 |
| Accretion of obligation under acquisition contract | 6,742 | 8,900 | 14,309 | 18,426 |
| | <u>(263,695)</u> | <u>(334,182)</u> | <u>(435,613)</u> | <u>(465,442)</u> |
| Changes in non-cash working capital items: | | | | |
| Trade and other receivables | 73,919 | (78,187) | 119,044 | (262,964) |
| Inventory | 4,659 | 13,099 | (92,174) | (43,644) |
| Prepaid expenses and deposits | (2,579) | (102,677) | 53,450 | (37,676) |
| Trade payables and accruals | (114,460) | 3,325 | (2,358) | (32,196) |
| Net cash flows used in operating activities | <u>(302,156)</u> | <u>(498,622)</u> | <u>(357,651)</u> | <u>(841,922)</u> |
| Cash flows from financing activities | | | | |
| Shares and warrants issued for cash net of issue costs | 287,740 | 484,566 | 287,740 | 825,418 |
| Short-term loan | - | 61,296 | 50,000 | 61,296 |
| Decrease in debentures | - | (8,000) | - | (8,000) |
| Decrease in acquisition contract obligation | - | - | - | (19,091) |
| Net cash (used in) provided by financing activities | <u>287,740</u> | <u>537,862</u> | <u>337,740</u> | <u>859,623</u> |
| Net decrease in cash and cash equivalents | <u>(14,416)</u> | <u>39,240</u> | <u>(19,911)</u> | <u>17,701</u> |
| Effects of exchange rates changes on cash | <u>18,639</u> | <u>(549)</u> | <u>16,200</u> | <u>10,983</u> |
| Cash and cash equivalents, beginning of period | <u>10,544</u> | <u>5,483</u> | <u>18,478</u> | <u>15,490</u> |
| Cash and cash equivalents, end of period | <u>14,767</u> | <u>44,174</u> | <u>14,767</u> | <u>44,174</u> |

See accompanying notes to the consolidated financial statements

Smartcool Systems Inc.

Consolidated statements of shareholders' equity

(Expressed in Canadian dollars, unless otherwise stated)

| | Share capital \$ | Reserve for equity settled share based transactions \$ | Accumulated other comprehensive income \$ | Deficit \$ | Total Shareholders' Equity \$ |
|---|------------------------|--|---|---------------------|--|
| Balance at January 1, 2015 | 30,733,413 | 5,994,511 | (385,806) | (35,685,748) | 656,370 |
| Net loss | | | | (949,717) | (949,717) |
| Available-for-sale securities unrealized loss | | | (4,053) | | (4,053) |
| Foreign currency translation adjustment | | | 10,983 | | 10,983 |
| Total comprehensive loss for the period | | | 6,930 | (949,717) | (942,787) |
| Share issued for: | | | | | |
| Private placement | 629,396 | | | | 629,396 |
| Debt settlement | 231,522 | | | | 231,522 |
| Shares subscribed | 25,000 | | | | 25,000 |
| Warrants | | 331,919 | | | 331,919 |
| Warrants pending issue | | 82,400 | | | 82,400 |
| Share issue costs | (26,713) | (11,869) | | | (38,582) |
| Stock based compensation | | 136,711 | | | 136,711 |
| Balance at June 30, 2015 | 31,592,618 | 6,533,672 | (378,876) | (36,635,465) | 1,111,948 |
| Net loss | | | | (726,756) | (726,756) |
| Available-for-sale securities unrealized loss | | | (24,316) | | (24,316) |
| Foreign currency translation adjustment | | | 22,537 | | 22,537 |
| Total comprehensive loss for the period | | | (1,779) | (726,756) | (728,534) |
| Share issued for: | | | | | |
| Private placement | 106,800 | | | | 106,800 |
| Shares subscribed | 27,250 | | | | 27,250 |
| Warrants | | (55,700) | | | (55,700) |
| Share issue costs | (1,734) | (434) | | | (2,168) |
| Share-based compensation | | 69,542 | | | 69,542 |
| Balance at December 31, 2015 | 31,724,934 | 6,547,080 | (380,654) | (37,362,221) | 529,139 |
| Net loss | | | | (715,479) | (715,479) |
| Available-for-sale securities unrealized loss | | | 4,053 | | 4,053 |
| Foreign currency translation adjustment | | | 16,200 | | 16,200 |
| Total comprehensive loss for the period | | | 20,252 | (715,479) | (695,226) |
| Share issued for: | | | | | |
| Private placements | 248,715 | | | | 248,715 |
| Warrant exercise | 4,387 | (4,387) | | | - |
| Warrants | | 52,085 | | | 52,085 |
| Warrants pending issue | | | | | - |
| Share issue costs | (10,976) | (2,084) | | | (13,060) |
| Share-based compensation | | 31,281 | | | 31,281 |
| Balance at June 30, 2016 | 31,967,060 | 6,623,975 | (360,402) | (38,077,699) | 152,935 |

See accompanying notes to the consolidated financial statements

Smartcool Systems Inc.

Notes to the Consolidated Financial Statements

For the three months ended June 30, 2016

(expressed in Canadian dollars, except where otherwise indicated)

1. Nature of Operations and Going Concern

Smartcool Systems Inc. (“Smartcool” or the “Company”), was incorporated on August 31, 2000 under the Canada Business Corporations Act and changed its name to Smartcool Systems Inc. on July 20, 2004.

In 2004, the Company incorporated a wholly-owned subsidiary, Smartcool Systems (USA) Inc. (“Smartcool USA”), in Nevada. In 2006, a wholly-owned subsidiary Smartcool International Inc. (“Smartcool International”) was incorporated in Barbados. In 2008, a wholly-owned subsidiary, Smartcool Systems (EMEA) Ltd. (“Smartcool EMEA”), was incorporated in England. In 2011, Smartcool EMEA acquired all of the outstanding shares of Smartcool Systems UK (“Smartcool UK”), also headquartered in England.

Smartcool EMEA and Smartcool UK were discontinued through voluntary liquidation in September 2014 and a new wholly-owned subsidiary, Lenten Street Limited (“Lenten Street”), was incorporated in England in October 2014.

The Company’s shares are listed on the TSX Venture Exchange and the head office, principal address, and registered office is located at 2848 W. 22nd Avenue, Vancouver, B.C.

Smartcool and its subsidiaries are focused on acquiring, commercializing, and marketing energy saving technologies for commercial and retail businesses. Currently the Company has two principal revenue streams: the sale and installation of the ESMTM and ECO3TM to end customers and to distributors worldwide.

The ESMTM is manufactured by a third party in Australia and is designed specifically to reduce the electricity consumption and maximum demand of refrigeration and air conditioning compressors by improving their performance and maintaining temperature control. The ESMTM uses microprocessor technology and software algorithms.

Introduced in early 2009, the ECO3TM is manufactured in China and is a simple retrofit product that can be installed on any air conditioning, heat pump or refrigeration unit with one or two compressors, achieving the same energy efficiency gains as the ESMTM for these smaller systems.

During the quarter ended June 30, 2016, the Company had a net loss of \$403,029 compared to \$593,017 for the same quarter of 2015.

The company had a deficit of \$38,077,699 as at June 30, 2016 (December 31, 2015 - \$37,362,221). As at June 30, 2016, the Company had negative working capital of \$1,001,239 (December 31, 2015 - \$824,492). This reduction of working capital was attributable to

operating loss. To ensure that the Company continues to be a going concern over the next twelve months, the Company has raised additional capital in May and June 2016 and expects significant growth in revenue as a result of the licensing of Connected Holdings.

The Company's ultimate success and the recoverability of its assets will depend on the Company's ability to successfully execute its business plan which includes a growing market for its products, achieving profitable operations, meeting its business acquisition obligations, the continued support of the Company's shareholders and employees, and the continued support from creditors with whom negotiations have been made and waivers obtained.

Management is aware, in making its assessment, that these material uncertainties are related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. These consolidated financial statements do not reflect adjustments to the carrying value of assets and liabilities which may be required should the Company be unable to raise adequate financing or meet current obligations and therefore be unable to continue as a going concern.

2. Significant Accounting Policies

Basis of Presentation and Statement of Compliance

The condensed consolidated interim financial statements of the Company for the three month ended June 30, 2016 comprise the Company and its subsidiaries. These condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards 34, Interim Financial Reporting. They do not include all the necessary annual disclosures as prescribed by International Financial Reporting Standards and should be read in conjunction with the annual audited consolidated financial statements as of December 31, 2015.

The Company's condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in Note 16, and are presented in Canadian dollars except where otherwise indicated.

Significant 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.

Basis of Consolidation

The Company consolidates subsidiaries controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Smartcool USA, Smartcool International and Lenten Street. They also include the accounts of Smartcool EMEA from April 2008 and Smartcool UK from February, 2011, until they were discontinued through voluntary liquidation in September 2014. All inter-company transactions, balances, revenues and expenses, have been eliminated. The financial statements of the subsidiaries are prepared for the same reporting period as the parent Company, using consistent accounting policies, in all material aspects.

Foreign Currency

The functional currency of Smartcool and Smartcool International has been determined to be the Canadian dollar. The functional currency of Smartcool USA is the United States dollar. The functional currency of Lenten Street is the British pound. The consolidated financial statements

have been translated to the Canadian dollar in accordance with IAS 21, “The Effects of Changes in Foreign Exchange Rates”.

The assets and liabilities of foreign operations where the Canadian dollar is not the functional currency are translated into Canadian dollars at the exchange rate at period end and statement of operations items are translated using the exchange rates at the date of the transactions. All resulting exchange differences are recorded as a foreign currency translation adjustment, which is a component of accumulated other comprehensive income. On disposal of a foreign operation, the deferred cumulative amount included in accumulated other comprehensive income relating to that particular foreign operation is recognized in foreign exchange gain or loss in the statement of operations.

For foreign subsidiaries where the Canadian dollar is the functional currency, non-monetary assets and liabilities are translated to Canadian dollars using the exchange rate in effect at the original transaction date. Monetary balances are translated at rates of exchange at the period end date. The translation difference resulting from translating the foreign currencies to Canadian dollars is recognized in foreign exchange gain or loss in the statement of operations.

Revenue Recognition

Revenue from the sale and installation of the ESM™ and ECO3™ is recognized when the ESM™ and ECO3™ 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

a. Research and development

Research costs are expensed as incurred. Development costs are expensed as incurred unless they can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use the asset.

b. Goodwill

Goodwill is measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognized in the statement of operations.

c. Other 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.

Impairment

a. Property, equipment and intangible assets with a finite useful life

Property, equipment and intangible assets with a finite life are assessed for indications of impairment at the end of each reporting period. If such indications exist, then the recoverable amount of the asset or cash-generating unit (“CGU”) is estimated.

An impairment loss is recognized when the carrying amount of the asset or CGU exceeds its recoverable amount. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of cash inflows from other assets or groups of assets. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset or CGU.

Impairment losses recognized in respect to CGU’s are first allocated to reduce the carrying amount of any goodwill allocated to the CGUs, and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis. Impairment losses are recognized in profit or loss for the period they are identified.

b. Intangible assets with an indefinite useful life

Intangible assets with an indefinite life are reviewed and tested for impairment annually, or more frequently, if events or changes in circumstances indicate that the asset might be impaired. The asset is written down when the carrying amount exceeds its recoverable amount. The ESM™ brand is considered to have an indefinite life as the Company has a global market and there is no direct competition for its instinctive green technology.

c. Financial assets

Financial assets, other than those at fair value through profit and loss (“FVTPL”), are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Impairment of financial assets carried at amortized cost, is the difference between the asset’s carrying amount and the present value of the estimated future cash flows, discounted at the financial asset’s original effective interest rate.

The carrying amount of all financial assets, excluding trade and other receivables, is directly reduced by the impairment loss. Uncollectible amounts in trade and other receivables are written off against the allowance account.

Available-for-sale financial assets are impaired if the cost (net of any principal payment and amortization) is greater than the current fair value, less any impairment previously recognized.

Reversal of Impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

For all other financial assets carried at amortized cost in which impairment was previously recognized, if subsequent measurement indicates that the recorded impairment has decreased, and the decrease can be related objectively to an event occurring after the impairment was recognized, then the reversal of the impairment is recognized in the statement of operations. On the date of the impairment reversal, the carrying value of the financial asset cannot exceed its amortized cost had impairment not been recognized.

Financial Instruments

a. Financial assets

The Company classifies its financial assets in the following categories: FVTPL, held to maturity investments, available-for-sale financial assets, and loans and receivables. The classification depends on the nature and purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition.

i. Financial assets at FVTPL

Financial assets are classified as FVTPL when the financial asset is held for trading or is designated as FVTPL on initial recognition.

A financial asset is classified as held for trading when it is purchased and incurred with the intention of generating profits in the near term, part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking, or is a derivative that is not designated and effective as a hedging instrument.

Financial assets classified as FVTPL are stated at fair value with any resulting gain or loss recognized in profit or loss. Transaction costs are expensed in the period in which the costs are incurred.

The Company's only financial asset classified as FVTPL is cash and cash equivalents.

Cash and cash equivalents consist of cash on deposit and highly liquid investments that are readily convertible into cash with maturities of three months or less when purchased. The Company did not hold any cash equivalents as at June 30, 2016 and December 31, 2015.

ii. Held to maturity investments

Held to maturity investments are measured at amortized cost using the effective interest rate method. Transaction costs are added and amortized to the statement of operations over the life of the financial instrument on an effective yield basis.

The Company classifies short-term investments of interest bearing term deposits with maturity dates of more than three months as held to maturity investments. Interest on these term deposits is recognized in the statement of operations using the effective interest method.

The Company did not hold any held-to-maturity investments as at December 31, 2015 and December 31, 2014.

iii. Available-for-sale financial assets

Financial assets classified as available-for-sale are carried at fair value (where determinable based on market prices of actively traded securities) with changes in fair value (being unrealized gains or losses) recorded as a component of accumulated other comprehensive income. On disposal of, or if there is an other-than-temporary impairment of, an available for sale financial asset, the deferred cumulative amount included in accumulated other comprehensive income relating to that particular financial asset is recognized in gain or loss in the statement of operations.

The Company holds common shares of ATI Airtest Technologies Inc., a venture company traded on the TSX Venture exchange. The market value of these shares was deemed to be \$16,210 as of June 30, 2016 (note 8)

iv. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortized cost using the effective interest method, less any impairment.

The Company classifies trade and other receivables as loans and receivables.

v. Derecognition of financial assets

A financial asset is derecognized when the contractual right to the asset's cash flows expires or if the Company transfers the financial asset and substantially all risks and rewards of ownership to another entity.

b. Financial Liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities.

i. Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and subsequently measured at amortized cost, with any resulting premium or discount from the face value being amortized to income or expense using the effective interest method.

The Company classifies trade payables and accruals, short-term loans, obligations under acquisition contracts and debentures as other financial liabilities.

ii. Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled, or expired. A substantial modification of the terms of a financial liability or a part of it is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability extinguished and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Share Purchase Warrants

The Company issues common shares and share purchase warrants as a unit as well as units of debenture and share purchase warrants. The unit price is allocated to common shares and warrants based on their relative fair values. The residual method is used to allocate the value of debentures and warrants. The fair value of common shares is the market price on the date of issue and the fair value of warrants is determined using the Black-Scholes Option Pricing Model. Because the Black-Scholes Option Pricing Model requires the input of highly subjective assumptions, including the volatility of share price, changes in subjective input assumptions can materially affect the fair value estimate.

The Company also issues warrants to agents as compensation for services. The fair value of these warrants is determined to be the difference between agent's standard all-cash compensation and compensation with warrants. Warrants are also issued as non-cash consideration for business acquisitions. The fair value of these warrants is determined based on Black-Scholes Option Pricing Model.

Changes in Accounting Policies

A number of standards and amendments were issued effective for accounting periods beginning on or after January 1, 2016. Many of these updates are not applicable to the Company. As of January 1, 2016, the Company adopted the following IFRS standards and amendments:

- IAS 16 and IAS 38 (Amendments) – Method of Depreciation and Amortization
The amendments to IAS 16 state that revenue-based methods of depreciation cannot be used for property, plant and equipment. The amendments to IAS 38 introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. This presumption could be overcome only when revenue and consumption of the economic benefits of the intangible asset are highly correlated or when the intangible asset is expressed as a measure of revenue.

- Annual Improvements to IFRS (2012-2014) Cycle.
These amendments were made to clarify the following:
 - . Changes in method for disposal under IFRS 5 Non-current Assets Held for Sale and Discontinued Operations;
 - . ‘Continuing involvement’ for servicing contracts and offsetting disclosures in condensed interim financial statements under IFRS 7 Financial Instruments: Disclosures;
 - . Discount rate in a regional market sharing the same currency under IAS 19 Employee Benefits;
 - . Disclosure of information ‘elsewhere in the interim financial report’ under IAS 34 Interim Financial Reporting

The adoption of the above standards did not have a significant impact on the Company’s consolidated financial statements.

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.
- IFRS 16 – Leases
This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.
This standard is effective for annual periods beginning on or after January 1, 2019.

3. Trade Receivables

| | June 30, 2016 | December 31, 2015 |
|---|------------------|----------------------|
| ¹ Trade receivables, net of allowances for doubtful accounts | \$307,176 | \$378,100 |
| Other receivables | 81,498 | 129,618 |
| | \$388,674 | \$507,718 |

Other receivables includes \$75,000 (December 31, 2015 - \$75,000) for shares issued in the May non-brokered private placement and \$5,000 (December 31, 2015 - \$5,000) from the President of the Company relating to an advance for travel expenses (notes 10(a) (iii) and 15).

There was no allowance for doubtful accounts as at June 30, 2016 (December 31, 2015 - \$Nil).

4. Inventory

| | June 30, 2016 | December 31, 2015 |
|-------------------------|-------------------|----------------------|
| ESM™ ECO ³ ™ | \$149,747 | \$ 57,573 |
| Other products | 3,638 | 3,638 |
| | \$ 153,385 | \$61,211 |

During the quarter ended June 30, 2016, total inventories of \$6,795 were recognized as costs of sales (June 30, 2015 - \$33,626).

5. Intangible Assets

Indefinite Lives

As at June 30, 2016, ESM™ brand (b) had a carrying value of \$56,100 and is not subject to amortization due to having an indefinite useful life.

Definite Lives

| Definite Lives | Cost | | | | | | Total |
|--|-----------------------------|-----------------------|-------------------------|---------------------|-------------------------------|-----------------------|--------------|
| | North American distribution | Intellectual property | Distribution agreements | Supplier agreements | EMEA & UK distribution rights | Customer relationship | |
| Balance at January 1, | \$269,348 | \$124,100 | \$1,861,742 | \$113,651 | \$5,036,780 | \$1,174,651 | \$8,580,272 |
| Effect of change in foreign exchange rates | 17,370 | - | - | - | 115,438 | 36,718 | 169,526 |
| Balance at December 31, 2014 | 286,718 | 124,100 | 1,861,742 | 113,651 | 5,152,218 | 1,211,369 | 8,749,798 |
| Acquisition | | 25,000 | | | | | 25,000 |
| Effect of change in foreign exchange rates | 40,302 | | | | | | 40,302 |
| Balance at December 31, 2015 | 327,020 | 149,100 | 1,861,742 | 113,651 | 5,152,218 | 1,211,369 | 8,815,100 |
| Effect of change in foreign exchange rates | (14,958) | | | | | | (14,958) |
| Balance at June 30, 2016 | \$312,062 | \$149,100 | \$1,861,742 | \$113,651 | \$5,152,218 | \$1,211,369 | \$ 8,800,142 |

Accumulated Depreciation and Impairment

| | North American distribution rights | ESM™ intellectual property | Distribution agreements | Supplier agreements | EMEA & UK distribution rights | Customer relationship | Total |
|------------------------------|------------------------------------|----------------------------|-------------------------|---------------------|-------------------------------|-----------------------|-------------|
| Balance at January 1, 2014 | \$269,348 | 86,870 | \$1,081,807 | \$79,558 | \$2,943,353 | \$672,389 | \$5,133,325 |
| Amortization | - | 6,204 | 141,907 | 5,685 | 405,477 | 77,835 | 637,108 |
| Impairment | - | - | 175,313 | - | 344,251 | 184,465 | 704,029 |
| Effect of change in foreign | 17,370 | - | - | - | 65,654 | 20,746 | 103,770 |
| Balance at December 31, 2014 | 286,718 | 93,074 | 1,399,027 | 85,243 | 3,758,735 | 955,435 | 6,578,232 |
| Amortization | | 8,291 | 119,706 | 5,680 | 374,834 | 51,188 | 559,699 |
| Effect of change in foreign | 40,302 | | | | | | 40,302 |
| Balance at December 31, 2015 | 327,020 | 101,365 | 1,518,733 | 90,923 | 4,133,569 | 1,006,623 | 7,178,233 |
| Amortization | | 4,354 | 59,906 | 2,842 | 182,528 | 25,594 | 275,224 |
| Effect of change in foreign | (14,958) | | | | | | (14,958) |
| Balance at Jun 30, 2016 | \$ 312,062 | \$105,719 | \$1,578,639 | \$93,765 | \$4,316,097 | \$1,032,217 | \$7,438,499 |

Carrying Value

| | North American distributio | ESM™ intellectual property | Distribution agreements | Supplier agreements | EMEA & UK distributio | Customer relationship | Total |
|------------------------------|----------------------------|----------------------------|-------------------------|---------------------|-----------------------|-----------------------|-------------|
| Balance at December 31, 2014 | \$ - | \$ 31,026 | \$ 462,715 | \$ 28,408 | \$1,393,483 | \$ 255,934 | \$2,171,566 |
| Balance at December 31, 2015 | \$ - | \$ 47,735 | \$ 343,009 | \$ 22,728 | \$ 1,018,649 | \$ 204,746 | \$1,636,867 |
| Balance at June 30, 2016 | \$ - | \$ 43,381 | \$283,103 | \$19,886 | \$836,121 | \$179,152 | \$1,361,643 |

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 7).

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 11). These intangible assets include intellectual property (\$25,000) and a customer relationship (\$Nil).

6. Short-term Loan

On May 20, 2013, the Company obtained a short term loan of \$125,000 from an investor. The loan had annual interest rate of 6% and matured in three months, on August 20, 2013. The

loan's maturity date was subsequently extended to December 31, 2013 and the interest rate reset to 8%. This loan was paid off in May 2015.

During 2015, the Company received advances totaling \$262,000 from an investor. These advances bear interest at 1% per month and are secured by promissory notes that were due on October 31, 2015. The principal balance outstanding at December 31, 2015 can be converted into shares of the Company, by the investor, at the conversion price of \$0.06 per share.

On February 3, 2016, another loan of \$50,000 was obtained. The loan had a monthly interest of 2% and matured on March 5, 2016. Management has requested an extension of the term.

As at June 30, 2016, the outstanding balance of short term loans was \$346,489. (December 31, 2015 - \$276,450). Interest expense for the quarter ended June 30, 2016 was \$11,939 (June 30, 2015 - \$8,367) and is recorded within finance expense in the statement of operations.

7. Obligations Under Acquisition Contracts

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 TECC. Consideration of \$1,738,750 (£1,035,000) was payable in cash and \$532,067 (£265,000) was payable in common shares of the Company. As at December 10, 2013, the balance of \$886,714 (£508,217), including accrued interest of \$145,181 (£83,217), was outstanding. The Company negotiated a debt reduction and the outstanding obligation was extinguished and replaced with two new obligations (TECC 1 and TECC 2). The fair values of TECC 1 and TECC 2 were determined by discounting the future payments at 16%.

Smartcool UK

In February 2011, the Company acquired the business of Smartcool UK for total cash consideration of \$4,410,745 (£2,840,438) and some non-cash consideration (note 6). As at December 10, 2013, the principal balance of \$1,744,600 (£1,000,000), including accrued interest of \$285,274 (£163,517), was outstanding. The Company negotiated a debt reduction and the outstanding obligation was extinguished and replaced with two new obligations (UK 1 and UK 2). The fair values of UK 1 and UK 2 were determined by discounting the future payments at 10%.

These obligations are being accreted to their face value over their term. The accretion charge for the period is recorded within finance expense in the statement of operations.

- These obligations are to be repaid as follows:
- £130,000 (\$223,925) in five instalments of £26,000 on December 15, 2014 and June 15, 2015, 2016, 2017 and 2018;
- £76,000 (\$130,910) in five instalments of £19,000 on December 15, 2015, 2016, 2017 and 2018; and
- £25,000 (\$43,063) 2016.

£206,000 (\$354,835) of this debt is secured by non-interest bearing promissory notes and £25,000 (\$43,063) is unsecured. These balances may be repaid at any time or from time-to-time without notice, bonus or penalty. Because the Company failed to make payments for UK 1 as required, the Company is obligated to pay the creditor, at the discretion of the creditor, an amount equal to £1,300,000 minus any payments made. To date, the creditor has not requested payment of this amount.

At June 30, 2016, the carrying amount of these obligations was as follows:

| TECC and Smartcool UK Modified Acquisition Obligations | TECC 1 | TECC 2 | UK 1 | UK 2 | Total |
|---|------------------|-----------------|------------------|-----------------|------------------|
| Balance January 1, 2014 | \$158,256 | \$74,769 | \$128,098 | \$40,884 | \$402,007 |
| Payments | - | - | (73,219) | - | (73,219) |
| Accretion | 26,033 | 12,270 | 4,256 | 4,198 | 46,757 |
| Foreign exchange | 3,764 | 1,801 | 4,114 | 995 | 10,674 |
| Balance, December 31, 2014 | 188,053 | 88,840 | 63,249 | 46,077 | 386,219 |
| Payments | | | (19,091) | | (19,091) |
| Debt settlement | | (24,510) | | (11,590) | (36,100) |
| Accretion | 21,161 | 11,373 | - | 3,800 | 36,334 |
| Foreign exchange | 25,051 | 10,036 | 6,860 | 5,220 | 47,167 |
| Balance, December 31, 2015 | 234,265 | 85,739 | 51,018 | 43,507 | 414,529 |
| Accretion | 8,766 | 4,178 | - | 1,365 | 14,309 |
| Foreign exchange | (36,886) | (13,535) | (7,955) | (6,838) | (65,214) |
| Balance, June 30, 2016 | 206,145 | 76,382 | 43,063 | 38,034 | 363,624 |
| Current portion | (167,496) | (37,657) | (43,063) | (18,822) | (267,038) |
| Long-term portion | \$38,649 | \$38,725 | \$- | \$19,212 | \$96,586 |
| Principal | \$223,925 | \$88,882 | \$43,063 | \$42,029 | \$397,899 |
| Future accretion | (17,780) | (12,500) | (-) | (3,995) | (34,275) |
| Carrying amount | \$206,145 | \$76,382 | \$43,063 | \$38,034 | \$363,624 |

8. Receivables/Debt Settlement

a) In February 2015, the Company received 810,520 common shares of ATI Airtest Technologies at a deemed price of \$0.05 to settle outstanding trade receivables of US\$15,975 and CDN\$25,000. This settlement resulted in a loss of \$4,456 which has been recognized in the statement of operations.

These shares have been classified as available-for-sale financial assets. At June 30, 2016, Airtest stock was under a temporary cease trade order. Trading in the security was reinstated on July 29, 2016. The value of these shares based on the closing price before the cease trade order was \$16,210.

b) In March 2015, the Company issued 4,630,440 common shares at a deemed price of \$0.05 per share to settle outstanding debts of \$231,522 with two consultants, four employees and two former directors of the Company.

| | Amount | Number of shares |
|-------------------------|------------------|------------------|
| Consulting fees | \$93,350 | 1,867,000 |
| Salaries | 100,000 | 2,000,000 |
| Expenses | 2,072 | 41,440 |
| Acquisition obligations | 36,100 | 722,000 |
| Total | \$231,522 | 4,630,440 |

9. Debentures

There were 71 debenture units outstanding at maturity on March 1, 2015. The Company was unable to redeem them or make interest payments as scheduled. The Company approached the debenture holders with an offer to extend the maturity date of the debentures to March 31, 2016, with the outstanding principal plus accrued interest becoming the new principal balance. Two debenture holders (representing 9 units) with an outstanding balance totaling \$31,116 did not agree to extend the terms of their debentures. 12 debenture holders (representing 62 units) with an outstanding balance totaling \$238,546 agreed to extend the terms of their debentures. Pursuant to the terms and conditions of the debenture extension agreement, the debentures are unsecured and interest on the principal balance outstanding shall accrue at the rate of 12% per annum and is payable monthly, commencing April 1, 2015. A principal pre-payment amount (not-defined) was due on September 30, 2015 and the remaining balance of the principal was due on maturity date, March 31, 2016. These amounts were not paid and the Company was in default at June 30, 2016. The Company also issued 238,546 share purchase warrants to the debenture holders (note 10(c)(iii)). This refinancing was approved by the TSX Venture Exchange.

The terms and conditions of the refinanced debentures were not significantly different from the original terms and conditions and no gain or loss on debt extension was recognized. The refinanced principal balance of \$238,546 was allocated between the fair values of the liability component (\$216,231) and the equity component relating to the share purchase warrants (\$22,315) using the residual method. The liability component is measured at amortized cost. The \$22,315 was credited to the reserve for equity settled share-based transactions.

During the three months ended June 30, 2016, interest of \$7,610, calculated at annual rate of 12%, was accrued. Interest charge is recorded within finance expense in the statement of operations.

At June 30, 2016, the carrying amount of the debentures was as follows:

| Maturity date | March 1, 2014 | March 1, 2015 | March 1, 2016 | Total |
|-----------------------------------|--------------------------|--------------------------|--------------------------|----------------|
| Balance, January 1, 2014 | \$31,985 | \$217,098 | \$- | \$249,083 |
| Accrued interest | 1,343 | 49,595 | - | 50,938 |
| Interest payments | (1,133) | (7,223) | - | (8,356) |
| Principal payments | (32,195) | - | - | (32,195) |
| Balance, December 31, 2014 | - | 259,470 | - | 259,470 |
| New debentures issued | - | (238,546) | 238,546 | - |
| Fair value of share purchase | - | - | (22,315) | (22,315) |
| Accrued interest | - | 12,332 | 40,779 | 53,111 |
| Interest payments | - | (699) | (18,860) | (19,559) |
| Principal payments | - | (16,000) | - | (16,000) |
| Balance, December 31, 2015 | - | 16,557 | 238,150 | 254,707 |
| Accrued interest | - | 908 | 19,702 | 20,610 |
| Balance, June 30, 2016 | | 17,465 | 257,852 | 275,317 |
| Current portion | | (17,465) | (257,852) | (275,317) |
| Long-term portion | \$- | \$- | \$- | \$- |
| Principal | \$- | \$15,117 | \$238,545 | \$253,662 |
| Accrued interest | - | 2,348 | 19,307 | 21,655 |
| Balance owing | - | \$17,465 | \$257,852 | \$275,317 |
| Carrying amount | \$- | \$17,465 | \$257,852 | \$275,317 |

10. Issued Capital and Equity Reserve

Authorized

Unlimited common shares without par value

100,000,000 Class A preferred shares

100,000,000 Class B preferred shares

a. Issued common shares

| | Shares | Amount |
|---|--------------------|---------------------|
| Balance, January 1, 2014 | 79,287,297 | \$30,309,075 |
| Issued for cash via private placements | 9,730,000 | 430,600 |
| Share issuance costs | - | (6,262) |
| Balance, December 31, 2014 | 89,017,297 | 30,733,413 |
| Issued via private placements (ii)(iii)(iv) | 28,450,000 | 736,196 |
| Issued for debt settlement (v) | 4,630,440 | 231,522 |
| Share issuance costs | - | (28,447) |
| Balance, December 31, 2015 | 122,097,737 | 31,672,684 |
| Issued – Pending in 2015 (vii) | 500,000 | 25,000 |
| Warrant exercise – Pending in 2015 (vi) | 545,000 | 31,637 |
| Issued via private placements (viii) | 12,000,000 | 248,715 |
| Share issuance costs | - | (10,976) |
| Balance, June 30, 2016 | 135,142,737 | \$31,967,060 |

- i. On April 25, 2014, the Company issued 9,730,000 Units at \$0.05 per unit pursuant to a non-brokered private placement for gross proceeds of \$486,500. Of this amount, \$430,600 was allocated to share capital and \$55,900 to share purchase warrants (note 10(c)(ii)). Each Unit consists of one common share and one-half warrant. Cash issuance costs of \$6,242 were allocated to common shares.
- ii. On January 28, 2015, the Company issued 14,000,000 Units at \$0.025 per unit pursuant to a non-brokered private placement for gross proceeds of \$350,000. Of this amount, \$237,300 was allocated to share capital and \$112,700 to share purchase warrants (note 10(c)(iii)). Each Unit consists of one common share and one warrant. Cash issuance costs of \$7,742 were allocated to common shares.
- iii. On May 4, 2015, the Company issued 11,780,000 Units at \$0.05 per unit pursuant to a non-brokered private placement for gross proceeds of \$589,000. Of this amount, \$392,096 was allocated to share capital and \$196,904 to share purchase warrants (note 10(c)(iv)). Each Unit consists of one common share and one warrant. Cash issuance costs of \$18,972 were allocated to common shares.
- iv. On December 17, 2015, the Company issued 2,670,000 Units at \$0.05 per unit pursuant to a non-brokered private placement for gross proceeds of \$133,500. Of this amount, \$106,800 was allocated to share capital and \$26,700 to share purchase warrants (note 10 (c) (v)). Each Unit consists of one common share and one warrant. Cash issuance costs of \$1,733 were allocated to common shares.
- v. On March 12, 2015, the Company issued 4,630,440 common shares at \$0.05 per

share to settle debt in the aggregate amount of \$231,522 (note 8 b)).

- vi. In December 2015, 545,000 warrants were exercised at the price of \$0.05 per warrant for total consideration of \$27,250. The same number of shares was issued on January 11, 2016.
- vii. On February 15, 2016, the Company issued 500,000 common shares at a deemed price of \$0.05 per share to SmartACR pursuant to a license termination agreement (note 11).
- viii. On April 6, 2016 the Company announced a non-brokered private placement of up to 8,000,000 units at a price of \$0.025 per unit, for gross proceeds of \$200,000. Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one additional share for a period of 12 months from the closing date at an exercise price of \$0.05. The maximum amount of gross proceeds was later increased to \$300,000. On May 5, 2016, the first tranche of the private placement was closed and 6,660,000 units were issued for gross proceeds of \$165,000. The second tranche was closed on June 21, 2016 and 5,400,000 units were issued, bringing total proceeds to \$300,000. Of this amount, \$248,715 was allocated to share capital and \$51,285 to share purchase warrants.
Cash issuance costs of \$10,176 were allocated to common shares.

Stock options

Under the Company's stock option plan, the Company may grant stock options to employees, directors, officers and consultants. The maximum number of shares to be awarded under the plan is 12,161,745. In 2010, the stock option plan was amended to extend the option term to a maximum period of ten years.

As at June 30, 2016, 12,220,000 options were outstanding. These options have vesting periods of up to 5 years and a weighted average exercise price of \$0.05. A summary of the Company's stock option activity for employees, directors, officers and consultants is as follows:

| | Number of share options | Weighted average exercise price |
|-----------------------------------|----------------------------|---------------------------------------|
| Balance, January 1, 2014 | 6,435,000 | \$0.08 |
| Granted | 1,200,000 | 0.05 |
| Forfeited and cancelled | (815,000) | 0.11 |
| Expired or exercised | (605,000) | 0.10 |
| Balance, December 31, 2014 | 6,215,000 | 0.07 |
| Granted | 8,070,000 | 0.05 |
| Forfeited and cancelled | (500,000) | 0.05 |
| Expired or exercised | (1,370,000) | 0.10 |
| Balance, December 31, 2015 | 12,415,000 | 0.05 |
| Granted | 50,000 | 0.05 |
| Expired or exercised | (245,000) | 0.10 |
| Balance, June 30, 2016 | 12,220,000 | \$0.05 |

During the three months ended June 30, 2016, 50,000 options were granted to a consultant. Share-based payments for the three months was \$12,496 (June 30, 2015 - \$97,427), of which \$8,428 was related to directors, officers and employees (June 30, 2015 - \$64,605) and \$4,068 related to consultants (June 30, 2015 - \$32,822).

b. Share purchase warrants

- i)** On April 25, 2014, the Company issued 9,730,000 Units at \$0.05 per unit pursuant to a non-brokered private placement for gross proceeds of \$486,500. Of this amount, \$430,600 was allocated to share capital and \$55,900 to share purchase warrants.
- ii)** On January 28, 2015, the Company issued 14,000,000 Units at \$0.025 per unit pursuant to a non-brokered private placement for gross proceeds of \$350,000. Of this amount, \$237,300 was allocated to share capital and \$112,700 to share purchase warrants. Cash issuance costs of \$2,157 were allocated to share purchase warrants.
- iii)** On March 31, 2015, the Company issued 238,546 share purchase warrants at \$0.06 per warrant pursuant to debenture extension agreement. The fair value of these warrants was determined to be \$22,315.
- iv)** On May 4, 2015, the Company issued 11,780,000 Units at \$0.05 per unit pursuant to a non-brokered private placement for gross proceeds of \$589,000. Of this amount, \$392,096 was allocated to share capital and \$196,904 to share purchase warrants. Cash issuance costs of \$9,712 were allocated to share purchase warrants.

- v) On December 17, 2015, the Company issued 2,670,000 Units at \$0.05 per unit pursuant to a non-brokered private placement for gross proceeds of \$133,500. Of this amount, \$106,800 was allocated to share capital and \$26,700 to share purchase warrants. Each Unit consists of one common share and one warrant. Cash issuance costs of \$434 were allocated to share purchase warrants.
- vi) On May 5, 2016, the Company issued 6,660,000 units at \$0.025 per unit in the first tranche of a non-brokered private placement for gross proceeds of \$165,000. On June 21, 2016, the Company issued 5,400,000 units in the second tranche. . Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one additional share for a period of 12 months from the closing date at an exercise price of \$0.05. Out of total gross proceeds of \$300,000, \$51,285 was allocated to share purchase warrants. Cash issuance costs of \$2,084 were allocated to share purchase warrants. The company also issued 128,000 warrants to agents for finders' fee. The fair value of these warrants was determined to be \$800.

As at June 30, 2016, there were 40,145,000 (December 31, 2015 – 28,800,546) outstanding warrants with a weighted average share price of \$0.07 (December 31, 2015 - \$0.08).

A summary of the Company's reserve for equity settled share based transactions is as follows:

| | Number of warrants | Weighted average share price |
|-----------------------------------|--------------------|------------------------------|
| Balance, January 1, 2014 | 851,000 | \$0.24 |
| Granted | 4,865,000 | 0.10 |
| Expired, exercised or cancelled | (500,000) | 0.30 |
| Balance, December 31, 2014 | 5,216,000 | \$0.10 |
| Granted | 28,800,546 | 0.08 |
| Expired, exercised or cancelled | (5,216,000) | 0.10 |
| Balance, December 31, 2015 | 28,800,546 | \$0.08 |
| Granted | 1,2128,000 | 0.05 |
| Expired, exercised or cancelled | (783,546) | 0.05 |
| Balance, June 30, 2016 | 40,145,000 | 0.07 |

| Expiry date | Number of shares | Exercise price | Weighted average contractual life (years) |
|-------------------------------|-------------------|----------------|---|
| January 28, 2017 | 13,455,000 | 0.06* | 0.58 |
| May 4, 2017 | 11,892,000 | 0.10 | 0.84 |
| May 5, 2017 | 6,728,000 | 0.05 | 0.85 |
| June 21, 2017 | 5,400,000 | 0.05 | 0.98 |
| December 17, 2017 | 2,670,000 | 0.10 | 0.46 |
| Balance, June 30, 2016 | 40,145,000 | \$0.07 | 0.75 |

*\$0.05 if exercised in the first year, \$0.75 if exercised in the second year

11. License Agreement Termination

On February 28, 2015, the Company executed a Termination Agreement (“TA”) with a licensee (“SmartACR “). The purpose of the TA was to terminate a license agreement dated November 29, 2013 and to provide for the transition of a portion of SmartACR’s business to the Company. On March 1, 2015, the Company executed an Independent Contractor Agreement (“ICA”) with the principal owner of SmartACR. Pursuant to the terms of the TA, the Company will issue an aggregate of 500,000 common shares of the Company at a deemed price of \$0.05 per share (notes 11 d) and 22) and was to issue 2,000,000 share purchase warrants. Pursuant to the terms of the ICA, the contractor was to provide consulting services by acting as the VP Sales and Marketing, North America for a fee of \$USD10, 000 per month for the initial term from March 1, 2015 to February 29, 2016, and any renewal terms. On April 22, 2015, the Company granted 500,000 options to the contractor. On November 15, 2015, the Company terminated the ICA. Pursuant to the terms of the TA, the share purchase warrants expired on the date of termination of the ICA. Pursuant to the Company’s stock option plan and the stock option agreement between the Company and the contractor, the 500,000 stock options were forfeited on November 15, 2015.

The value attributed to the shares was allocated as follows:

| | |
|------------------------|-----------------|
| Intellectual property | \$25,000 |
| Customer relationships | - |
| | \$25,000 |

12. Deferred Tax Liabilities

The Company’s operations are conducted in a number of countries with complex tax legislation and regulations pertaining to the Company’s activities. Any reassessment of the Company’s tax

filings by the tax authorities may result in material adjustments to net income or loss, tax assets and non-capital loss carry-forwards.

In assessing the ability to realize deferred tax assets, management considers whether it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. As management believes there is uncertainty regarding the realization of these deferred tax assets, they have been classified as unrecognized tax assets as at December 31, 2015.

At December 31, 2015, the Company has unused non-capital losses of approximately \$ 21,068,000 available to offset taxable income of future years. The non-capital losses will expire as follows:

| | Canada | International | USA | UK | Total |
|-----------------|----------------------|---------------------|---------------------|-------------------|----------------------|
| Tax rate | 26% | 2.5% | 40% | 20% | |
| 2016 | \$1,023,014 | \$- | \$ 177,029 | \$- | 1,200,043 |
| 2027 | 1,732,657 | - | 1,314,970 | - | 3,047,627 |
| 2028 | 1,127,657 | - | 2,255,328 | - | 3,382,985 |
| 2029 | 2,501,267 | - | 1,151,532 | - | 3,652,799 |
| 2030 | 910,879 | - | 1,136,885 | - | 2,047,764 |
| 2031 | 786,254 | - | 627,821 | - | 1,414,075 |
| 2032 | 400,145 | - | 243,650 | - | 643,795 |
| 2033 | 189,678 | - | 96,686 | - | 286,364 |
| 2034 | 3,775,936 | 2,091,346 | (70,493) | 47,274 | 5,844,063 |
| 2035 | 133,704 | (572,984) | (137,731) | 125,901 | (451,110) |
| | \$ 12,581,191 | \$ 1,518,362 | \$ 6,795,677 | \$ 173,175 | \$ 21,068,405 |

Deferred Tax Liabilities

The Company recorded deferred tax liabilities of \$1,078,565 as a result of the acquisition of Smartcool UK assets in February 2011. During the three months ended June 30, 2016, these liabilities were reduced by \$12,696 upon the recognition of amortization costs of these assets.

As at June 30, 2016, deferred tax liability was \$176,817 (December 31, 2015 - \$202,209).

13. Segmented Information

The Company installs, distributes, markets and sells the ECO3 and ESM™ products and peripherals. Revenue from the ECO3 for the three and six months ended June 30, 2016 was \$25,415 (June 30, 2015 - \$88,361) and \$46,061 (June 30, 2015 - \$240,354), respectively. Revenue for the ESM™ solution for the three and six months ended June 30, 2016 was \$1,439 (June 30, 2015 - \$93,494) and \$123,290 (June 30-2015 -\$131,167), respectively. The Company operates in one segment. Revenue was derived from customers located in the following geographical regions:

| | Three months ended June 30 2016 | | Three months ended June 30 2015 | |
|--------------------------------|------------------------------------|------------|------------------------------------|------------|
| | Amount | % | Amount | % |
| Americas | \$ 26,142 | 97 | \$134,716 | 74 |
| Europe, Middle East, Africa | 712 | 3 | 47,139 | 26 |
| Total revenue | \$26,854 | 100 | \$181,855 | 100 |

| | Six months ended June 30 2016 | | Six months ended June 2015 | |
|--------------------------------|----------------------------------|------------|-------------------------------|------------|
| | Amount | % | Amount | % |
| Americas | \$ 57,503 | 34 | \$262,891 | 71 |
| Europe, Middle East, Africa | 111,848 | 66 | 108,630 | 29 |
| Total revenue | \$169,351 | 100 | \$371,521 | 100 |

Revenue per region was determined based on the location of the customer or their billing address.

14. Commitments

Premise Lease

The Company's lease agreement to lease office facilities in Vancouver expired in May 2015. The Company entered into a rental agreement to rent an office in Palm Springs for USD 2,900 per month. The agreement commenced on November 1, 2015 and expired on April 30, 2016.

Consulting Agreements

In December 2014, the Company entered into a consulting agreement with Maxwell Mercantile Inc., an independent contractor, effective January 1, 2015. The contractor will provide

management services to Smartcool in the role of Chief Executive Officer for a monthly fee of \$15,000. He is entitled to receive an annual bonus equal to 5% of all sales revenue in excess of \$1,500,000 per fiscal year or 10% of EBITDA (earnings before interest, taxes, depreciation and amortization) in excess of \$300,000 per fiscal year, whichever is greater. The agreement has a twelve month-term with automatic renewals of additional twelve month terms unless either party gives 60 days written notice to the other of its intention not to renew. This agreement may be terminated by the Company upon payment of a termination fee of 12 times the monthly fee.

In April 2015, the Company, through Smartcool USA, entered into a consulting agreement with Sand Dollar Management Inc., an independent contractor. The contractor is providing general management of the direct sale and installation of products to customer sites located in California, USA. The contractor will receive a monthly consulting fee equal to the lesser of 20% of gross revenues (as defined) and 40% of gross profits of the business unit (as defined). Pursuant to the agreement, the contractor was granted 2,000,000 stock options. These options vest in four equal instalments of 500,000 commencing on the date of grant and then six, 12 and 18 months thereafter. The agreement has a three-year term with automatic renewals of additional three-year terms unless either party gives 30 days written notice to the other of its intention not to renew. In the event that a change of control occurs and the Company terminates the agreement for any reason other than for cause, the Company must pay a lump sum termination fee equal to the amount of the consulting fee earned by the contractor during the 12 month period immediately preceding the date of termination.

15. Related Party Transactions

Trading Transactions

The Company’s related parties consist of companies owned by executive officers and directors and key management as follows:

| | Nature of Transaction |
|--------------------------------|------------------------------|
| Maxwell Mercantile | Management services |
| Brad Nightingale Consulting | Consulting services |
| Global Telematic Solutions | Consulting services |
| 384518 BC Ltd. | Consulting services |
| Windstone Financial Corp. | Consulting services |
| Richards Buell Sutton LLP | Legal services |
| Accupro Trademark Services LLP | Trademark services |

The Company incurred the following expenses in connection with the companies owned by key management and directors. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

| | Three months ended June 30 | | Six months ended June 30 | |
|-----------------|----------------------------|------------------|--------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Consulting fees | \$ 55,922 | \$124,508 | \$ 112,451 | \$190,162 |
| Legal fees | 4,062 | 1,171 | 4,062 | 4,964 |
| | \$ 59,084 | \$125,679 | \$ 116,513 | \$195,126 |

- i. During the three and six months ended June 30, 2016, consulting fees of \$55,922 and \$112,451, respectively, were charged by two companies with common directors (June 30, 2016 - \$124,508 and \$190,162).
- ii. The Company uses the services of a law firm of which a former director is a partner. During the six months ended June 30, 2016, fees in the amount of \$4,062 (June 30, 2015 - \$4,964) were charged to the Company for trademark services provided.

Due to/from Related Parties

Included in trade and other receivables is \$5,000 due from the President as at June 30, 2016 (December 31, 2015 - \$5,000) related to an advance for travel expenses. The amount is unsecured, non-interest bearing and has no fixed terms of repayment.

Included in trade payables and accruals is \$341,211 due to related parties as at June 30, 2016 (December 31, 2015 - \$313,103) as follows:

| | June 30, 2016 | December 31, 2015 |
|--------------------------|------------------|----------------------|
| Chief Executive Officer | \$27,685 | \$ 28,553 |
| President of the Company | 93,601 | 98,753 |
| Chief Financial Officer | 54,326 | 49,191 |
| Executive VP | 35,311 | 17,346 |
| VP of Operations | 72,500 | 64,372 |
| Other related parties | 57,787 | \$ 54,888 |
| Total | \$341,210 | \$313,103 |

The amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

In March 2015, the Company issued 4,065,440 common shares at a deemed price of \$0.05 per share to settle outstanding debts of \$203,272 (note 8(b)).

16. Financial Instruments

Financial Instruments

The Company has classified its financial instruments as follows:

| | June 30, 2016 | December 31, 2015 |
|--|---------------------|--------------------|
| Financial assets | | |
| FVTPL , measured at fair value: | | |
| Cash and cash equivalents | \$14,767 | \$18,478 |
| Available-for-sale, measured at fair value: | | |
| Securities | 16,210 | 12,158 |
| Loans and accounts receivable, recorded at amortized cost: | | |
| Trade and other receivables | 387,176 | 496,626 |
| | \$418,153 | \$527,262 |
| Other financial liabilities, recorded at amortized cost | | |
| Trade payables | \$ 717,576 | \$ 738,762 |
| Short-term loan | 346,489 | 276,450 |
| Acquisition obligations and debentures | 638,941 | 669,236 |
| | \$ 1,703,006 | \$1,684,448 |

Interest income from FVTPL and interest expense from short-term loan, acquisition obligations, debentures and other financial liabilities are recognized in finance income and expense.

Unrealized loss on investment in securities is recognized in other comprehensive income.

Financial instruments recorded at fair value are measured using a three-level fair value hierarchy:

- Level 1: fair value is determined by reference to quoted prices in active markets for identical assets and liabilities.
- Level 2: fair value is determined based on inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly.
- Level 3: fair value is determined based on inputs that are unobservable and significant to the overall fair value measurement.

The carrying value of cash and cash equivalents, trade and other receivables, obligations under acquisition contracts, debentures and trade payables approximates the fair value because of the short-term nature of these instruments.

Financial Risk Management

The Company is exposed to certain financial risks, including credit risk, liquidity risk, and market risk.

a. Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations and arises principally from the Company’s cash and cash equivalents and trade and other receivable. The Company limits its exposure to credit loss by placing its cash and cash equivalents and short-term investments with high credit quality financial institutions. To mitigate credit risk with respect to trade receivables the Company subjects all major customer accounts to its credit evaluation process.

As at June 30, 2016, the Company has \$387,176 (December 31, 2015 - \$496,626) in trade and other receivables which are subject to credit risk.

b. Liquidity risk

The Company’s consolidated financial statements have been prepared on a going concern basis, which assumes the realization of assets and the settlement of liabilities in the normal course of business. Liquidity risk results from the Company’s inability to meet its financial obligations when they become due. As part of the risk management process, the Board approves the Company’s annual operating and capital budgets as well as any material transactions outside the ordinary course of business. To ensure that the Company has sufficient liquidity to meet its current obligations in the next 12 months, measures have been taken to increase cash resources (note 1).

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

| | Total | 1 year | 1-2 years |
|---|--------------------|--------------------|-----------------|
| Trade payables and accruals | \$ 717,576 | \$ 717,576 | \$- |
| Short-term loans | 346,489 | 346,489 | - |
| Debentures | 275,317 | 275,317 | - |
| Obligations under acquisition contracts | 332,759 | 267,038 | 65,721 |
| Total | \$1,672,141 | \$1,606,420 | \$65,721 |

c. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company’s income or valuation of its financial instruments.

d. Foreign currency risk

The Company is exposed to fluctuations in foreign currency as most of its international distribution transactions are settled in U.S. dollars, Australian dollars, Canadian dollars and British pounds. The Company's net income or loss and cash flow will therefore be affected by fluctuations in foreign exchange rates. None of these risks has been mitigated through the use of foreign currency forward contracts.

As at June 30, 2016, the Company's monetary assets and liabilities denominated in foreign currencies are as follows:

| | USD | AUD | GBP |
|----------------------------------|------------------|-----------------|-----------------|
| Assets | | | |
| Cash and cash equivalents | \$824 | \$- | £- |
| Trade and other receivables | 234,054 | - | - |
| Total | \$234,878 | \$- | £- |
| Liabilities | | | |
| Trade payables and accruals | \$145,114 | \$11,155 | £49,693 |
| Acquisition obligations, current | - | - | 155,029 |
| Total | \$145,114 | \$11,155 | £204,722 |

The following table demonstrates the effect of exchange rate movement on net income or loss due to gains and losses on the revaluation of monetary assets and liabilities denominated in foreign currencies:

| Gain (loss) on \$0.10 increase in CAD | USD | AUD | GBP |
|---------------------------------------|------------------|------------------|------------------|
| Monetary assets | (\$23,488) | \$- | £- |
| Monetary liabilities | 14,511 | 1,115 | 20,472 |
| Net gain (loss) | (\$8,977) | \$1,115 | £20,472 |
| Gain (loss) on \$0.10 decrease in CAD | USD | AUD | GBP |
| Monetary assets | \$23,488 | \$- | £- |
| Monetary liabilities | (14,511) | (1,115) | (20,472) |
| Net gain (loss) | \$8,977 | (\$1,115) | (£20,472) |

17. General and Administrative Expenses

| | Three months ended June 30, 2016 | Three months ended June 30, 2015 |
|--|-------------------------------------|-------------------------------------|
| Advertising and promotion | \$393 | \$9,541 |
| Commissions | 6,853 | - |
| Consulting & management fees | 78,922 | 220,278 |
| Filing and transfer fees | 17,162 | 32,579 |
| Insurance | 3,326 | 1,962 |
| Interest | 2,605 | 134 |
| Investor relations | 1,250 | 5,208 |
| Product certification | 534 | 1,501 |
| Professional fees | 8,274 | 24,310 |
| Office and supplies | 9,486 | 17,930 |
| Rent | 5,330 | 8,799 |
| Salaries and benefits | 119,161 | 117,437 |
| Telephone | 3,442 | 4,247 |
| Travelling | 16,947 | 29,604 |
| Total general & administrative expenses | \$273,682 | \$473,530 |

| | Six months ended June 30, 2016 | Six months ended June 30, 2015 |
|--|-----------------------------------|-----------------------------------|
| Advertising and promotion | \$412 | \$9,875 |
| Bad debts (recoveries) | - | (15,894) |
| Consulting and management fees | 162,451 | 327,342 |
| Filing and transfer fees | 26,132 | 39,527 |
| Insurance | 5,218 | 4,901 |
| Interest | 4,259 | 251 |
| Investor relations | 5,830 | 20,342 |
| Product certification | 2,697 | 3,042 |
| Professional fees | 10,631 | 49,981 |
| Office and supplies | 15,706 | 25,508 |
| Rent | 19,360 | 33,155 |
| Salaries and benefits | 243,412 | 245,519 |
| Telephone | 8,477 | 7,676 |
| Travelling | 31,123 | 57,905 |
| Total general and administrative expenses | \$542,564 | \$809,131 |

18. Capital Management

The Company's capital structure includes debentures and shareholders' equity consisting of share capital, reserve for equity settled share-based transactions and deficit. As at June 30, 2016, the principal amount of debenture component plus interest payable was \$275,317 (December 31, 2015 - \$260,097) and shareholders' equity was \$152,935 (December 31, 2015 - \$529,139). The decrease in shareholders' equity was attributable to operating loss.

The Company's objectives when managing capital are:

- to effectively finance its operations and growth by meeting its operating and capital expenditure budgets;
- to maintain financial flexibility in order to meet financial obligations, including obligations under acquisition contracts;
- to ensure its ability to carry out its strategic plans and take advantage of acquisition opportunities;
- to provide an appropriate investment return to its shareholders and maintain investor, creditor and market confidence.

To ensure that the Company continues to be a going concern with adequate working capital in the next 12 months, the Company is raising additional capital and expects significant growth in revenue as a result of the licensing of Connected Holdings.

The Company is not subject to any external capital restrictions.

19. Subsequent Events

On July 8, 2016, the Company announced a non-brokered private placement offering of up to 12,000,000 units at a price of \$0.025 per unit, for maximum gross proceeds of \$300,000. Each unit will be comprised of one common share and one non-transferable share purchase warrant. Each warrant will entitle the holder to purchase one additional share for a period of 12 months from the closing date at an exercise price of \$0.05. The proceeds will be used to pay accrued liabilities, to repurchase inventory from a distributor at an attractive discount and for general working capital.

The offering is subject to receipt of approval from the TSX Venture Exchange.