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

2017 Second Quarter (ending June 30)

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SMARTCOOL™

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 period ended June 30, 2017. This information is provided as of August 28, 2017.

This MD&A should be read in conjunction with our unaudited condensed consolidated interim financial statements for the period ended June 30, 2017 and audited consolidated financial statements for the year ended December 31, 2016, together with accompanying notes. These documents and additional information about Smartcool can be located on the SEDAR website at www.sedar.com or the Company's website at www.smartcool.net .

SMARTCOOL™

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SMARTCOOL™

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 (HVACR).

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 culminated in the delivery of the ECO^3™ to market, a new product specifically designed to bring unprecedented energy efficiency to small scale HVACR systems. In late 2015, with the signing of the licensing agreement with Connected Holdings Llc., development began on the natural evolution of the product line, incorporating wireless communication. Beta versions of the new product have commenced to be tested in the market place with an expectation that a final product will be available to our customers and prospective customers in the 3rd Quarter of 2017.

While 2016 was an extremely challenging year for revenue generation, several new initiatives by the company combined with changing trends in the energy markets, give management optimism that the company will weather the challenges and provide shareholders with positive results in the near term.

Generally, the company has a greater chance of success based on faster ROI's (Returns on Investment) for the client. These ROI's are directly impacted by both the company's selling price and the cost of energy. Worldwide utlitiy rates have been on the rise, with many geographic areas experiencing substantial hikes in energy costs. This raises the customers awareness of energy costs as a portion of their costs of operations resulting in increased interest in energy efficiency and faster ROI's. Management believes that this will yield greater opportunities for the company.

Management has also sought to add complimentary technologies to the product mix providing a more wholistic approach to energy efficiency solutions. To this end, the company's distributor relationship with ATI Airtest Technologies Inc., has generated some sales of its CO2 sensors for the Demand Control Ventilation (DCV) protocol. Initial customer feedback has been very positive and Management believes this will generate additional follow on opportunities to grow this product revenue.

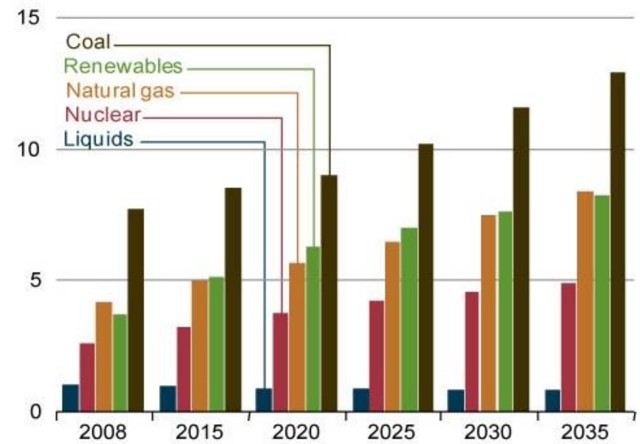
During the 2nd Quarter, the Company entered into a VAR (Value Added Reseller) Agreement with Panoramic Power Ltd. ("Panoramic"). Panoramic designs and manufactures wireless sensors and complimenting software to provide customers visibility to device level consumption of electricity. This system provides the Company with the ability to very specifically prove the efficacy of its proprietary algorithm. In addition, the Company sees additional opportunities to sell Panoramic systems to customers outside of the Smartcool application.

Other complimentary products and services are currently under review with some very promising possibilities. Management is continuing to evaluate some of these that could generate add on revenues and profitability from the existing client base.

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."[1]

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

[1] Energy Information Administration, *International Energy Outlook 2011*, Published Sept. 19, 2011 http://www.eia.gov/forecasts/ieo/electricity.cfm
[2] Energy Information Administration, *Electricity Prices for Households*, Updated June 10, 2010 http://www.eia.gov/emeu/international/elecprih.html

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^3™ 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^3™ and ESM™ dynamically adjust the cooling cycle to save customers energy without any impact to the temperature performance of the HVAC system.

The ECO^3™

The ESM™

With the ECO^3™ 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 or for information specific to the ECO^3™, visit www.smartcooleco3.com

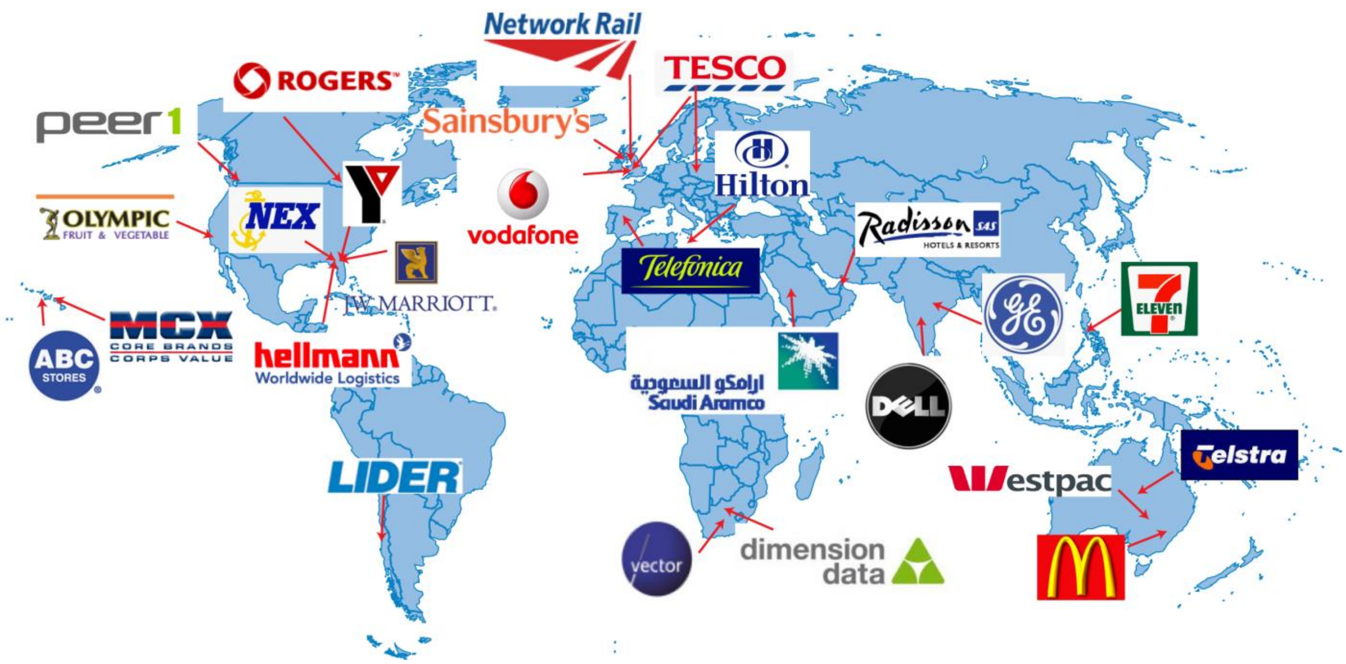
The Market Strategy

Smartcool's ECO^3™ 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^3™ 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^3™ 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 Rexel, utilities like EON and facilities management companies like Matrix and EMCOR. They have introduced Smartcool to their customers for energy efficiency solutions such as Scottish and Southern Energy and Transport for London.

With the success in the UK of developing sales directly to end users, often through intermediaries such as Facilities Managers and Utility Companies, it became clear to management that this model should be deployed in the North American market place. These initiatives commenced late in 2016 and Management expects this strategy to begin impacting both revenues and profits starting in the 2nd Quarter of fiscal 2017. With the addition of Haiwen (Helen) Qian and Frank Lawrence in sales and marketing roles, early indications from the new team suggest that this will be a successful strategy. The Company has continued to add additional sales agents that are focused on a direct to customer selling approach. There are several initial installations currently underway with prospective customers reviewing results to determine savings. These provide the Company with further opportunities to expand sales.



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

With new marketing initiatives launched this year, Smartcool products have been presented to and gained strong interest of numerous direct customers in North America and the United Kingdom. The pace of installations has accelerated during the second qrarter resulting in significant increase in sales revenues over the first quarter. The increase, however, does not fully reflect the extent of current sales activity as revenues from many pilot installations with potential to lead to large rollouts, though completed during the Quarter, have yet to be recognized.

Revenue increased to $347,741 from $169,351 for the second quarter of 2016, an increase of $178,390 or 105%. Operating expenses decreased to $856,187 from $860,138 for the same quarter of 2016, a decrease of $3,951 or 1.4%.

Total assets increased to $1,729,677 from $1,561,024 at the end of 2016. The Company had $191,346 in cash and cash equivalents at the end of the quarter, compared to $3,317 at the end of 2016.

Current liabilities at the end of the quarter were $1,895,366 (2016 - $1,966,938) which includes current portion of acquisition obligations and debentures totaling $526,494 (2016 - $572,866). Long-term liabilities were $156,247 (2016 - $219,282), consisting of acquisition obligations $30,214 and deferred tax liability of $126,033.

All the fiscal quarters below have been prepared using IFRS.

	Sep 2016 ($)	Dec 2016 ($)	Mar 2017 ($)	Jun 2017 ($)
Total revenues	81,547	75,078	85,957	261,784
Net income (loss)	(373,180)	(578,100)	(360,949)	(259,510)
Income (loss) per share – basic & diluted	(0.00)	(0.00)	(0.00)	(0.00)

	Sep 2015 ($)	Dec 2015 ($)	Mar 2016 ($)	Jun 2016 ($)
Total revenues	126,602	287,375	142,497	26,854
Net income (loss)	(469,146)	(257,606)	(312,449)	(403,029)
Income (loss) per share – basic & diluted	(0.00)	(0.00)	(0.00)	(0.00)

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.

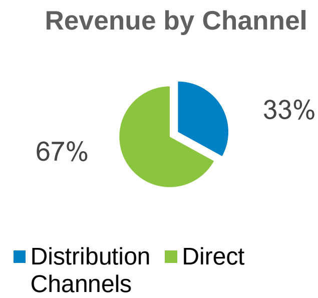
	Dec. 31, 2014* ($)	Dec. 31, 2015* ($)	Dec 31, 2016* ($)
Revenue	738,121	785,498	325,976
Selling, General & Administrative	1,367,476	1,449,091	1,277,676
Net Income (Loss)	(849,400)	(1,676,473)	(1,666,758)
Net income (loss) – per share (basic and diluted)	(0.01)	(0.00)	(0.00)
Total assets	2,525,695	2,437,023	1,561,024
Total long term liabilities	443,515	358,176	219,282
Cash dividends	-	-	-

*** Continuing operations only***

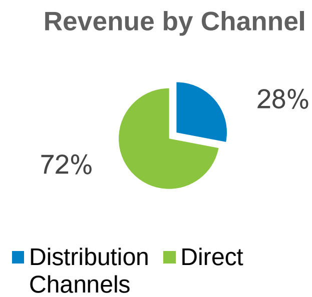
Summary of Operating Results

Revenue

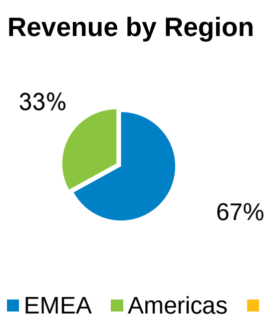
Smartcool sells its products both directly to major customers and through a network of independent distributors.



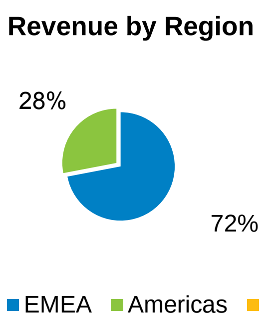
Distribution sales for the quarter were $85,770 or 33% of total revenue, compared to $26,142 or 97% of total revenue for the second quarter of 2016. Direct sales for the quarter were $176,014 or 67% of total revenue compared to $712 or 3% of total revenue for the second quarter of 2016.



Distribution sales for the six months were $98,257 or 28% of total revenue, compared to $57,503 or 34% of total revenue for the six months of 2016. Direct sales for the six months were $249,484 or 72% of total revenue compared to $111,848 or 66% of total revenue for the six monhts of 2016.



Revenue from the Americas for the quarter were $85,770 or 33% of total revenue, compared to $26,142 or 97% of total revenue for the second quarter of 2016. Direct sales for the quarter were $176,014 or 67% of total revenue compared to $712 or 3% of total revenue for the second quarter of 2016.



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Gross profit

Gross profit for the quarter was $240,290 compared to $10,650 for the second quarter of 2016. Profit margin for the quarter was 92%, compared to 40% for the second quarter of 2016.

Gross profit for the six months was $300,104 compared to $119,130 for the six months of 2016, an increase of $180,974 or 152%. Profit margin for the six months was 86%, compared to 70% for the six months of 2016.

General and administrative expenses

General and administrative (“G & A”) expenses for the second quarter were $313,993, compared to $275,783 for the second quarter of 2016. Advertising and promotion increased to $19,037 from $392 for the second quarter of 2016, due to the increase in promotional activity in the current period. Salaries, consulting and travel expenses slightly increased. Rent decreased to $2,087 from $5,329 for the second quarter of 2016 due to the cancellation of USA office rental agreement.

General and administrative (“G & A”) expenses for the six months was $579,639, compared to $544,663 for the six months of 2016. Professional fees increased to $20,962 from $10,631 for the six months of 2016, due to legal work on January 2017 warrant extension and March 2017 & June 2017 private placements. Advertising and promotion increased to $19,976 from $412 for the six months of 2016, due to the increase in promotional activity in the current period. Salaries, consulting and travel expenses slightly increased. Rent decreased to $4,556 from $19,360 for the six months of 2016 due to the cancellation of USA office rental agreement.

	Three months ended June 30, 2017	Three months ended June 30, 2016
Advertising and promotion	$19,037	$392
Bad debts	-	-
Commissions	-	6,853
Consulting & management fees	94,109	78,922
Filing and transfer fees	1,221	17,162
Insurance	3,925	3,326
Interest	256	2,604
Investor relations	1,951	1,250
Product certification	1,734	533
Professional fees	8,149	8,273
Office and supplies	20,633	11,587
Rent	2,087	5,329
Salaries and benefits	123,319	119,162
Telephone	2,498	3,442
Travelling	35,075	16,947
Total general & administrative expenses	**$313,993**	**$275,783**

	Six months ended June 30, 2017	Six months ended June 30, 2016
Advertising and promotion	$19,976	$412
Consulting and management fees	172,333	162,451
Filing and transfer fees	10,429	26,132
Insurance	5,953	5,218
Interest	(50)	4,259
Investor relations	2,451	5,830
Product certification	1,734	2,697
Professional fees	20,962	10,631
Office and supplies	27,703	17,808
Rent	4,556	19,360
Salaries and benefits	251,556	243,412
Telephone	4,667	8,477
Travelling	57,370	31,123
Total general and administrative expenses	**$579,639**	**$544,663**

Total operating expenses for the six months increased to $579,639 from $544,663 for the six months of 2016 and operating expenses for the quarter increased to $313,993 from $275,783 for the quarter of 2016..

Net loss

Net loss for the quarter was $259,510 compared to net loss of $403,031 for the second quarter of 2016.
The loss per share (basic and diluted) for the quarter was $0.00, no change from the loss per share for the second quarter of 2016.

Net loss for the six months was $620,458 compared to net loss of $715,479 for the six months of 2016.
The loss per share (basic and diluted) for the six months was $0.00, no change from the loss per share for the six months of 2016.

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

Comprehensive loss

Comprehensive loss for the quarter was $209,386 (June 30, 2016 - $384,392) consisting of net operating loss $259,510 (June 30, 2016 - $403,031) and positive foreign currency translation adjustment $50,124. (June 30, 2016 - $18,639).

Comprehensive loss for the six months was $569,983 (June 30, 2016 - $695,226) consisting of net operating loss $620,458 (June 30, 2016 - $715,479) and positive foreign currency translation adjustment $50,474. (June 30, 2016 - $20,253).

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 June 30, 2017 exchange rate under IFRS. This method of foreign currency translation resulted in the above adjustment which is classified as a component of equity.

Amortization and depreciation

Amortization and depreciation expenses for the quarter were $138,057 compared to $142,070 for the second quarter of 2016. Amortization on property and equipment was $445 (June 30, 2016 - $4,458) and amortization of intangible assets was $137,612 (June 30, 2016 - $ 137,612).

Amortization and depreciation expenses for the six months were $276,243 compared to $284,194 for the six months of 2016. Amortization on property and equipment was $1,109 (June 30, 2016 - $8,970) and amortization of intangible assets was $275,224 (June 30, 2016 - $ 275,224).

Share-based compensation
Share-based compensation costs for the quarter was $121, compared to $12,496 for the second quarter of 2016, a decrease of $12,375. Only 75,000 options were granted during 2016 and the first quarter of 2017 while 4,700,000 options were granted in 2015, whose large fair value was amortized throughout 2016.

Share-based compensation costs for the six months was $305, compared to $31,281 for the six months of 2016, a decrease of $30,976.

Capital expenditures
The Company made no capital expenditures during the six months of 2017 and 2016.

Liquidity and Capital Resources

As at June 30, 2017, the Company had $191,346 in cash and cash equivalents (December 31, 2016 - $3,317). Negative working capital at June 30, 2017 was $1,036,514 compared to $1,552,161 at December 31, 2016.

The Company used net cash flow of $549,955 during the six months to finance operations and used $357,650 in the six months of 2016. The increase in net cash used was primarily attributable to the reduction of payables.

The Company made debenture payments of $81,516 and interest payments of $31,706 during the six months ended June 30, 2017.

Debenture payments consist of monthly interest payments totaling $14,146 and principal payments totaling $244,924 (scheduled for March 31, 2016). Acquisition obligation payments consist of installments totaling $235,470 (£141,000) scheduled for April 30-June 30, 2014 (£25,000), December 15, 2014 (£26,000), June 15, 2015 (£26,000), December 15, 2015 (£19,000), June 15, 2016 (£26,000), and December 15, 2016 (£19,000).

To ensure that the Company continues to be a going concern over the next twelve months a new commission-based sales network in North America has been established to generate recurring revenue.

On August 3, 2017, the Company announced the commencement of a non-brokered private placement of up to 5,000 units (each a “unit”) at a price of $1,000 per unit to raise up to $5,000,000 and on August 10, 2017, the Company announced a non-brokered private placement offering (the "Offering") of up to 8,000,000 units (the "Units") at a price of $0.05 per Unit, for maximum gross proceeds of $400,000.

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	$ 919,042	$ 919,042	$-
Loans and advances	449,830	449,830	-
Obligations under acquisition	376,146	345,932	30,214
Debentures	180,562	180,562	-
Total	**$1,925,580**	**$ 1,895,366**	**$ 30,214**

Outstanding Share Data

The authorized share capital of the Company is an unlimited number of common shares without par value. As at June 30, 2017 the Company had 174,216,803 (December 31, 2016 – 140,842,737) common shares outstanding. The weighted average number of common shares outstanding for the quarter was 174,216,803 (June 30, 2016- 152,665,941) and the weighted average number of common shares outstanding for the six months was 152,665,941 (June 30, 2016- 122,997,407)

As at the date of this report, the outstanding shares are 177,509,403 and diluted are 276,754,069.

Warrants and Stock Options

As at June 30, 2017, there were 72,557,066 (December 31, 2016 – 43,175,000) share purchase warrants and 11,307,200 (December 31, 2016 – 11,945,000) stock options outstanding which collectively could result in the issuance of 83,864,266 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 $0.05. Subsequent to June 30, 2017, 487,200 agent units at a price of $0.03 per agent unit were exercised for proceeds of $14,616.

During the quarter, 12,575,000 stock options were issued at an exercise price of $0.05 for 5 years.

As at the date of this report, there are 75,849,666 outstanding warrants and 23,395,000 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 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 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 ESMTM and ECO3TM 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 June 30, 2017, approximately $153,000 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.

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 or on the SEDAR website at www.sedar.com.