

Smartcool Systems Inc. (TSX-V: SSC)

Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2011

Expressed in Canadian Dollars



Smartcool Systems Inc.
1280 – 333 Seymour Street
Vancouver, BC
V6B 5A6 Canada

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

Table of Contents

Preface	3
Consolidated Statement: Financial Position	4
Consolidated Statement: Operations	5
Consolidated Statement: Comprehensive Loss	6
Consolidated Statement: Cash Flows	7
Consolidated Statement: Shareholders' Equity	8
Notes	9
1. Nature of operations and liquidity risk.....	9
2. Significant Accounting Policies	10
3. Business combination	21
4. Restricted cash	23
5. Trade Receivables	23
6. Inventory	24
7. Property and equipment	24
8. Intangible Assets	26
9. Capitalized Development Costs.....	28
10. Obligations Under Acquisition Contracts	28
11. Finance Leases.....	30
12. Debentures	31
13. Issued Capital and Equity Reserve	33
14. Income Taxes	38
15. Commitments.....	38
16. Segmented Information	39
17. Related party transactions	40
18. Financial instruments	42
19. Capital Management	46
20. Supplementary cash flow information	47
21. Subsequent Events	47

Preface

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

Smartcool Systems Inc. publishes a Management Discussion and Analysis (MD&A) each quarter in conjunction with the Consolidated Financial Statements. While in no way a replacement for the Financial Statements, management recommends reading both documents in order to fully assess and understand the company's progress.

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.

Consolidated Statement: Financial Position

Expressed in Canadian dollars unless otherwise stated – Unaudited

	September 30 2011	December 31 2010	January 1 2010
	\$	\$	\$
ASSETS			
Current assets		(note 21)	(note 21)
Cash and cash equivalents	327,301	610,261	147,051
Short-term investments	-	-	101,646
Trade and other receivables	1,544,367	1,019,861	657,840
Inventory (note 6)	668,191	509,585	717,844
Prepaid expenses and deposits	84,538	75,487	242,302
	<u>2,624,397</u>	<u>2,215,194</u>	<u>1,866,683</u>
Capitalized development costs	-	-	39,961
Property and equipment (note 7)	192,595	111,629	203,617
	-	-	-
Intangible assets (note 8)	<u>6,424,349</u>	<u>3,016,449</u>	<u>3,507,008</u>
	<u>9,241,341</u>	<u>5,343,272</u>	<u>5,617,269</u>
LIABILITIES			
Current liabilities			
Trade payables and accruals	1,436,434	657,969	552,034
Current portion of obligations under acquisition contracts (note 10)	2,322,576	371,937	263,190
Current portion of finance leases (note 11)	35,630	-	9,144
Current portion of debentures (note 12)	512,388	386,290	-
Current portion of deferred tenant inducement	5,378	12,379	10,820
	<u>4,312,406</u>	<u>1,428,575</u>	<u>835,188</u>
Obligations under acquisition contracts (note 10)	-	250,734	582,602
Finance leases (note 11)	34,836	-	-
Debentures (note 12)	-	228,978	-
Deferred tenant inducement	<u>49,450</u>	<u>51,455</u>	<u>63,834</u>
	<u>4,396,692</u>	<u>1,959,742</u>	<u>1,481,624</u>
SHAREHOLDERS' EQUITY			
Share capital (note 13(b))	29,321,339	26,036,145	25,639,345
Reserve for equity settled share based transactions (note 13(d))	5,527,095	4,477,547	4,036,345
Foreign currency translation adjustment	91,947	29,654	-
Deficit	<u>(30,095,732)</u>	<u>(27,159,816)</u>	<u>(25,540,045)</u>
	<u>4,844,649</u>	<u>3,383,530</u>	<u>4,135,645</u>
	<u>9,241,341</u>	<u>5,343,272</u>	<u>5,617,269</u>

Nature of operations and liquidity risk (note 1)

Commitments (note 15)

Subsequent events (note 21)

Approved and authorized for issue by the Board of Directors on November 29, 2011

"George Burnes"
George Burnes

"Jeffrey Lowe"
Jeffrey Lowe

See accompanying notes to the consolidated financial statements

Consolidated Statement: Operations

Expressed in Canadian dollars unless otherwise stated – Unaudited

	Three months ended September 30		Nine months ended September 30	
	2011 \$	2010 \$	2011 \$	2010 \$ (note 21)
Revenue	785,689	1,098,949	2,006,045	2,871,739
Cost of sales	545,874	304,764	923,318	904,110
Gross profit	239,815	794,185	1,082,727	1,967,629
Operating Expenses				
General and administrative expenses	979,218	751,038	2,890,408	2,263,801
Stock-based compensation	61,041	51,908	225,048	267,247
Research and development	23,941	13,321	29,301	42,350
Amortization	194,821	135,104	533,227	425,136
	1,259,021	951,371	3,677,984	2,998,534
Operating loss	(1,019,206)	(157,186)	(2,595,257)	(1,030,905)
Other items				
Finance cost	83,810	59,736	244,368	158,875
Finance income	(320)	(277)	(1,092)	(4,557)
Foreign exchange loss	1,109	24,026	28,579	53,277
Acquisition transaction costs	-	-	68,805	-
	84,599	83,485	340,660	207,595
Income taxes	-	-	-	-
Net loss for the period	(1,103,805)	(240,671)	(2,935,917)	(1,238,500)
Net loss per share				
Basic	(0.02)	(0.01)	(0.05)	(0.03)
Diluted	(0.02)	(0.01)	(0.05)	(0.03)
Weighted average number of common shares outstanding (basic and diluted)	60,808,726	46,821,396	57,965,645	45,438,612

Consolidated Statement: Comprehensive Loss

Expressed in Canadian dollars unless otherwise stated – Unaudited

	Three months ended September 30		Nine months ended September 30	
	2011	2010	2011	2010
	\$	\$	\$	\$
		(note 21)		(note 21)
Net loss for the period	(1,103,805)	(240,671)	(2,935,917)	(1,238,500)
Foreign currency translation adjustment	145,506	2,220	62,293	46,523
Total comprehensive loss	(958,299)	(238,451)	(2,873,624)	(1,191,977)

Consolidated Statement: Cash Flows

Expressed in Canadian dollars unless otherwise stated – Unaudited

	Three months ended September 30		Nine months ended September 30	
	2011	2010	2011	2010
	\$	\$	\$	\$
		(note 21)		(note 21)
Cash flows from operating activities				
Loss for the period	(1,103,805)	(259,726)	(2,935,917)	(1,177,708)
Items not affecting cash:				
Amortization of property and equipment	22,101	22,480	64,094	84,593
Amortization of intangible assets	172,719	112,624	469,133	340,543
Amortization of capitalized development costs	-	13,320	-	39,960
Stock-based compensation	61,041	51,908	225,048	267,247
Deferred tenant inducement	(3,373)	(2,705)	(9,006)	(8,115)
Unrealized foreign exchange loss (gain)	(97,792)	(2,440)	15,902	2,826
Accrued interest on debentures	8,981	21,726	43,284	60,765
Accrued interest of obligation under acquisition contract	9,692	2,408	18,754	9,664
Accretion of obligation under acquisition contract	42,977	17,109	121,540	50,143
Foreign exchange loss on obligation under acquisition contract	103,520	17,017	71,561	(31,457)
	<u>(783,939)</u>	<u>(6,279)</u>	<u>(1,915,607)</u>	<u>(361,539)</u>
Changes in non-cash working capital items:				
Trade and other receivables	(220,016)	251,799	(492,732)	(324,684)
Inventory	(58,401)	110,492	(153,201)	157,503
Prepaid expenses and deposits	98,512	(26,730)	(8,673)	144,616
Trade payables and accruals	436,632	(188,980)	745,348	(129,470)
Net cash flows used in operating activities	<u>(527,212)</u>	<u>140,302</u>	<u>(1,824,865)</u>	<u>(513,574)</u>
Cash flows from investing activities				
Proceeds from sale of short-term investments	-	-	-	101,646
Purchase of property and equipment	(15,378)	(5,048)	(136,958)	5,048.00
Business acquisitions, net of cash acquired	-	-	(2,152,154)	-
Net cash (used in) provided by investing activities	<u>(15,378)</u>	<u>(5,048)</u>	<u>(2,289,112)</u>	<u>96,598</u>
Cash flows from financing activities				
Shares and warrants issued for cash, net of issue costs	-	-	3,882,018	460,941
Debenture issued for cash	-	-	-	552,750
Decrease in debentures	(30,904)	-	(146,176)	-
Decrease in acquisition contract obligation	-	(29,991)	-	(109,374)
Increase (decrease) in finance leases	-	-	90,308	-
Decrease of finance lease obligation	(9,481)	-	(21,180)	(9,144)
Net cash provided by financing activities	<u>(40,385)</u>	<u>(29,991)</u>	<u>3,804,970</u>	<u>895,173</u>
Net increase in cash and cash equivalents	<u>(582,975)</u>	<u>105,263</u>	<u>(309,007)</u>	<u>478,197</u>
Effects of exchange rates changes on cash	<u>36,479</u>	<u>2,440</u>	<u>26,047</u>	<u>(2,826)</u>
Cash and cash equivalents, beginning of period	<u>873,797</u>	<u>514,719</u>	<u>610,261</u>	<u>147,051</u>
Cash and cash equivalents, end of period	<u>327,301</u>	<u>622,422</u>	<u>327,301</u>	<u>622,422</u>
Cash and cash equivalents consist of:				
Deposits with banks	327,301	622,422	327,301	622,422
Guaranteed investment certificates	-	-	-	-
	<u>327,301</u>	<u>622,422</u>	<u>327,301</u>	<u>622,422</u>

Supplementary cash flow information (note 20)

See accompanying notes to the consolidated financial statements

Consolidated Statement: Shareholders' Equity

Expressed in Canadian dollars unless otherwise stated – Unaudited

	Share capital \$	Reserve for equity settled share based transactions	Foreign currency translation adjustment \$	Deficit \$	Total Shareholders' Equity \$
Balance at January 1, 2010 (Note •)	25,639,345	4,036,345		(25,540,045)	4,135,645
Comprehensive loss for the period			44,303	(997,831)	(953,528)
Share issued for:					-
Private placement	464,675				464,675
Finder's fee	(37,500)				(37,500)
Unexercised warrants		122,878			122,878
Share issue costs	(3,068)	(3,053)			(6,121)
Stock based compensation		215,339			215,339
Balance at June 30, 2010	26,063,452	4,371,509	44,303	(26,537,876)	3,941,388
Comprehensive loss for the period			(14,649)	(621,940)	(636,589)
Adjustments:					-
Shares	(24,389)				(24,389)
Unexercised warrants		(46,925)			(46,925)
Share issue costs	(2,918)	(658)			(3,576)
Stock based compensation		153,621			153,621
Balance at December 31, 2010	26,036,145	4,477,547	29,654	(27,159,816)	3,383,530
Net loss				(2,935,917)	(2,935,917)
Foreign currency translation adjustment			62,293		62,293
Total comprehensive loss for the period			91,947	(30,095,732)	(2,873,624)
Share issued for:	-				
Private placement	3,292,666				3,292,666
Exercised options	210,298				210,298
Finder's fees	(154,761)	(33,238)			(187,999)
Unexercised warrants		871,270			871,270
Share issue costs	(63,009)	(13,532)			(76,541)
Stock based compensation		225,048			225,048
Balance at September 30, 2011	29,321,339	5,527,095	91,947	(30,095,732)	4,844,649

Notes

For the nine months ended September 30, 2011

1. Nature of operations and liquidity risk

Smartcool Systems Inc. ("Smartcool" or the "Company"), which was incorporated on August 31, 2000 under the Canada Business Corporations Act as 378211 Canada Inc., changed its name to Citotech Systems Inc. on October 16, 2000, and changed its name again to Smartcool Systems Inc. on July 20, 2004.

In 2004, the Company incorporated a wholly owned subsidiary, Smartcool Systems (USA) Inc. ("Smartcool USA"), under the laws of Nevada. Smartcool International Inc. ("Smartcool International"), another wholly owned subsidiary, was incorporated in Barbados in June 2006. In April 2008, the Company completed the incorporation of its subsidiary, Smartcool Systems (EMEA) Ltd. ("Smartcool EMEA"), headquartered in Alton, England. In February 2011, Smartcool EMEA acquired all the outstanding shares of Smartcool Systems UK ("Smartcool UK"), also headquartered in Alton, England.

The Company's shares are listed on the TSX Venture Exchange and the head office, principal address, and registered office is located at 1280-333 Seymour Street, Vancouver, BC, V6B 5A6.

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 Energy Savings Modules (ESM™ & ECO3™) to end customers and the sale of the ESM™ & ECO3™ to distributors worldwide.

The ESM™ 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 ESM™ uses microprocessor technology and software algorithms.

Introduced in early 2009, the ECO3™ is manufactured in China and is a simple retro-fit product that can be installed on any air conditioning or refrigeration unit with one or two compressors.

These condensed consolidated financial statements are prepared on a going concern basis, except for certain financial assets and liabilities which are measured at fair value through profit or loss.

During the nine months ended September 30, 2011, the Company incurred a loss of \$2,935,917 (September 30, 2010 - \$1,238,500) and the Company had deficit of \$30,095,732 as at September 30, 2011 (December 31, 2010 - \$27,159,816).

To date the Company has been able to raise capital to finance its operations whenever necessary. 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 the existence of a market for its products, achieving profitable operations, meeting its business acquisition obligations, and the continued support of the Company's shareholders and employees.

On February 22, 2011, the Company completed a private placement raising gross proceeds of \$4,000,000 from the issuance of 13,333,330 units comprising of one common share and one half of one common share purchase warrant. The company is raising additional capital of \$500,000 from the issuance of 2,500,000 units comprising of one common share and one half of one common share purchase warrant through another private placement. This financing is expected to be completed in early December.

2. Significant Accounting Policies

Basis of Presentation and Statement of Compliance

The Company has adopted International Financial Reporting Standards ("IFRS") at January 1, 2011, with a transition date of January 1, 2010. IFRS require entities that adopt IFRS to make an explicit and unreserved statement in their first annual IFRS financial statements of compliance with IFRS. The Company will make this statement when it issues its annual financial statements for the year ended December 31, 2011.

These condensed consolidated financial statements represent the first interim financial statements of the Company and its subsidiaries prepared in accordance with International Accounting Standards ("IAS") 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB") and IFRS 1, *First-time Adoption of International Financial Reporting Standards* ("IFRS 1"). In accordance with IFRS 1, the Company has:

- Provided comparative financial information
- Applied the same accounting policies throughout all periods presented;
- Retrospectively applied all effective IFRS standards as of January 1, 2010, as required; and
- Applied certain optional exemptions and certain mandatory exceptions as applicable for first-time IFRS adopters (Note 21).

The Company's consolidated financial statements were previously prepared in accordance with Canadian Generally Accepted Accounting Principles ("Canadian GAAP"). Canadian GAAP differs in some areas from IFRS. In preparing these financial statements, management has amended certain accounting, measurement, and consolidation methods previously applied under Canadian GAAP financial statements to comply with IFRS.

Use of estimates and judgments

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are outlined below. Actual results may differ from those estimates.

Significant estimates are used for, but not limited to, assessment of impairment of intangible assets and recoverability of long-lived assets, determination of present value of obligations under acquisition contract, determination of fair value of debentures, allocation of purchase price of business acquisitions, valuation of stock options and warrants, recoverability of trade and other receivables, determination of valuation allowance for income tax assets, and amortization rates and methods.

Judgments made by management in the application of IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years are discussed below:

- Useful lives – the useful lives of equipment and leasehold improvements and intangible assets and the related depreciation;
- Inventory valuation – the provision for obsolescence of inventory and net realizable value;
- Receivable valuation – the recoverability of account receivables;
- Share-based payments – the inputs used in accounting for share-based payment;
- Debentures – discount rate used in fair value calculation of the debenture
- Contingencies – any future contingencies and commitments

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 subsidiaries are included in the condensed consolidated interim financial statements from the date that control commences until the date that control ceases.

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Smartcool USA, Smartcool International, Smartcool EMEA and Smartcool UK from February 28, 2011, the date of acquisition. All inter-company transactions, balances, revenues and expenses, have been eliminated.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

Where the fair value of the identifiable net assets acquired exceeds the cost of the acquisition, the surplus, which represents the discount on the acquisition, is recognized directly in the statement of operations loss in the period of acquisition.

Foreign currency

a. Functional and presentation currency

These condensed consolidated financial statements are presented in Canadian dollars, which is the functional currency of Smartcool Systems Inc. and Smartcool International. The functional currency of Smartcool USA is the United States dollar. The functional currency of Smartcool EMEA and Smartcool UK is the British Pounds. These condensed consolidated financial statements have been translated to the Canadian dollar in accordance with IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Assets and liabilities in the subsidiaries functional currencies are translated to the Canadian dollar (presentation currency of the consolidated entity) using the exchange

rate at period end. Revenue and expenses are translated using the exchange rates at the date of the transactions.

Subsequent to the adoption of IFRS, all resulting exchange differences are reported as a separate component of shareholders' equity titled "Foreign currency translation adjustment".

b. Foreign Currency Transactions

Foreign currency monetary assets and liabilities are translated into the entity's functional currency using the closing rate at the end of each reporting period. Non-monetary assets and liabilities are translated at the rates on the date the fair value was determined or at historical cost using the rate at the date of the transaction. Translation gains and losses are included in the statement of operations.

Revenue Recognition

Revenue from the sale and installation of the ESM™ and ECO3™ is recognized when the ESM™ & 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 probably collectible, and the cost of the transaction can be measured reliably.

Revenue from the international distribution of the ESM™ & 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.

Warranty

The Company provides for future warrant costs based on management's best estimates of such costs, taking into account past experience and warranty provisions of distribution and sale agreements.

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.

The fair value of options granted to non-employees is determined using 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. A corresponding increase in equity reserve 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 equity reserve. 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.

Inventory

Inventory is recorded at the lower of cost and net realizable value. Costs of inventories are determined using the weighted average cost method. Cost of inventory includes invoiced cost from the manufacturer and other costs in bring the inventory to their present location and condition and net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Property and equipment

Property and equipment are stated at cost less accumulated amortization and accumulated impairment losses. Amortization is computed using the straight line method over the assets’ estimated useful lives, less their estimated residential value, at the following rates:

Computer hardware	33%
Computer software	20%
Testing and demonstration equipment	40%
Office equipment and furniture	20%
Motor vehicles	25%
Leasehold improvements	Shorter of Term of the lease and useful life

Residual value and estimated useful lives are reviewed at least annually.

Intangible assets

a. Research and development

Research costs are expensed as incurred. Development costs are expensed as incurred unless they can be measured reliable, 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. The Company has determined that as at September 30, 2008, development costs of \$106,561 have met these criteria. The costs were fully amortized on September 30, 2010.

b. Other intangible assets

Intangible assets are recorded at cost and include the ESM™ brand, ESM™ intellectual property, distribution agreements and supplier agreements. 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 over their estimated useful lives as follows:

ESM™ Intellectual property	10 years
North American distribution rights	10 years
United Kingdom distribution rights	9 years
Distribution agreements	10 - 15 years
Supplier agreements	10 years

Total amortization for the three months ended September 30, 2011 of \$172,719 is included under Net loss for the period on the statement of operations.

Impairment

a. Property and Equipment and intangible assets with a finite useful life

Property and 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 are recognized in respects 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 and loss for the period it is identified.

b. Intangible assets with an indefinite useful life

Intangible assets with an indefinite life are reviewed 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.

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 amortizations) is greater than the current fair value, less any impairment previously recognized in profit and loss. The impairment amount is transferred from equity to the statement of operations. Reversals of available-for-sale financial assets are not recognized in profit.

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.

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 has been recognized. An impairment loss with respect to goodwill is never reversed.

Financial Instruments**a. Financial Assets**

The Company classifies its financial assets in the following categories: fair value through profit or loss (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 fair value through profit or loss (“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 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 fair value through profit or loss is cash and cash equivalents and restricted cash.

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.

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

The Company does not hold any held-to-maturity investments as at September 30, 2011 (December 31, 2010 - \$0, January 1, 2010 - \$101,646).

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 recorded in other comprehensive income. Available-for-sale securities are written down to fair value through earnings whenever it is necessary to reflect other-than temporary impairment.

The Company does not hold any available-for-sale financial assets as of September 30, 2011 or December 31, 2010.

iv. Loans and Receivable

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, obligations under acquisition contracts, finance leases, 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.

Share purchase warrants

The Company issued common shares and share purchase warrants as a unit. The unit price is allocated to common shares and warrants based on their relative fair values. 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 issued warrants to agents as compensation for services. Warrants were also issued as non-cash consideration for business acquisitions.

Loss per share

Basic loss per share is computed using the weighted average number of common shares outstanding during the year. Diluted loss per share amounts are calculated giving effect to the potential dilution that would occur if securities or other contracts to issue common shares were exercised or converted to common shares using the treasury stock method. The treasury stock method assumes that proceeds received from the exercise of stock options and warrants are used to repurchase common shares at the prevailing market rate. The outstanding warrants and options to purchase common shares were excluded from the calculation of diluted loss per share, because their impact would have been anti-dilutive.

Income taxes

Income tax expense in the statement of operations for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is calculated using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit; the initial recognition of goodwill or a transaction, other than a business combination, that affects neither accounting profit nor taxable profit; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

As at September 30, 2011, tax assets from net operating losses carried forward and temporary differences amounted to \$4,125,000. Valuation allowance of the same amount has been recognized.

Accounting standards issued but not yet effective

Standards issued but not yet effective up to the date of issuance of the Company's condensed consolidated financial statements are listed below.

Financial Instruments – Disclosures: The International Accounting Standard Board (the "IASB") has issued an amendment to IFRS 7, "Financial Instruments : Disclosures" (the "IFRS 7 amendment") requiring incremental disclosures regarding transfers of financial assets. The IFRS 7 amendment is effective for annual periods beginning on or after July 1, 2011. The Company will apply the amendment at the beginning of the 2012 financial year and does not expect the implementation to have a significant impact on disclosures.

Deferred Taxes – Recovery of Underlying Assets: The IASB has issued an amendment to IAS 12, "Income Taxes" (the "IAS 12 amendment") that introduces an exception to the general measurement requirements of IAS 12 in respect of investment properties measured at fair value. This amendment is effective for annual periods beginning or after January 1, 2012. The Company will apply the amendment at the beginning of the 2012 financial year and does not expect the implementation to have a material impact on the Company's financial statements.

Financial Instruments: The IASB has issued a new standard, IFRS 9, "Financial Instruments" ("IFRS 9") which will ultimately replace IAS 39, "Financial Instruments: Recognition and Measurement ("IAS 39") . The replacement of IAS 39 is a multi-phase project with the objective of improving and simplifying the reporting of financial instruments and the issuance of IFRS 9 is part of the first phase of this project. This standard becomes effective on January 1, 2013. The Company has not assessed the impact of this new standard.

Consolidated Financial Statements: The IASB has issued a new standard, IFRS 10, which establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 supersedes IAS 27 "Consolidated and Separate Financial Statements" and SIC-12 "Consolidation—Special Purpose Entities" and is effective for annual periods beginning on or after

January 1, 2013. Earlier application is permitted. The company is currently evaluating the impact of this standard on its consolidated financial statements.

Fair value measurements: The IASB has issued IFRS 13, which defines fair value and sets out in a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. The IFRS 13 applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except in specified circumstances. IFRS 13 is to be applied for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The company is currently evaluating the impact of this standard on its consolidated financial statements.

The IASB has issued an amendment to IAS 1 “Presentation of financial statements” (“IAS 1 amendment”), which requires the presentation of items of other comprehensive income (“OCI”), classified by nature, to be grouped into items that will not be reclassified subsequently to profit or loss; and items that will be reclassified subsequently to profit or loss when specific conditions are met. The IAS 1 amendment is effective for annual periods beginning on or after July 1, 2012. IAS 1 amendment is not applicable to the Company.

3. Business combination

On February 28, 2011, Smartcool EMEA, a subsidiary of Smartcool International, acquired all the outstanding shares of the third party distributor Smartcool Systems UK Ltd., which held the exclusive rights for sale of ESM™ products to customers in UK and Ireland.

The main reason for the acquisition was to access existing customer relationships. Prior to the acquisition Smartcool EMEA sold equipment to Smartcool Systems UK Ltd. at wholesale prices, who then in turn charged customers retail prices. After the acquisition Smartcool EMEA, doing business as Smartcool Systems UK Ltd., will directly manage these customer accounts improving gross revenue and profitability. Another significant factor in the acquisition is accessing enhanced technical abilities and knowledge transfer from UK team’s large database of installations. This allows the merged entity to leverage this knowledge to grow the business through expanding direct selling opportunities and third party distributor support. The main area for growth in the upcoming years is in this geographic region and the acquisition allows for a stronger platform to build from.

Consideration transferred and purchase price allocation

In consideration, the Company agreed to pay a total of £2,840,438 over a twelve-month period plus 1,000,000 share purchase warrants. £1,840,438 was paid in cash

upon closing. The remaining balance of £1,000,000 will be paid in four equal payments quarterly with the last one on March 1, 2012.

With the exception of the first quarterly payment, Smartcool has at its discretion the option to defer the three remaining quarterly payments. The deferment will incur an interest charge equal to Royal Bank of Canada prime rate for the first three months and prime rate plus 5% after that period. At the acquisition date, the fair value of these scheduled payments was determined to be £940,494GBP based on discounting the future payments at a rate of 10%.

The warrants have an exercise price of \$0.30 and vesting period of 12 months. They will expire two years from the vesting date. The fair value of these warrants has been determined to be \$227,675 (note 13(d)).

The allocation of the purchase price is based on management's preliminary estimates and certain assumptions with respect to the fair value increment associated with the assets acquired and the liabilities assumed. The actual fair value of the assets and liabilities are to be determined as of the date of the acquisition when further analysis is completed. Consequently, the actual allocation of the purchase price may result in adjustments different than those shown below.

The preliminary purchase price allocation is subject to change and is summarized as follows:

	GBP	CAD
Purchase of all outstanding shares of Smartcool UK	2,840,438	4,410,745
Fair value of warrants issued		227,675
	2,840,438	4,638,420
Allocation of the purchase price		
Net working capital		846,486
Property and equipment		103,230
Distribution rights and other intangible assets		3,768,164
Finance leases		(79,460)
Net identifiable assets		4,638,420

From the acquisition date, February 28, 2011, to September 30, 2011, revenue of \$579,309 and net loss of \$889,857 from Smartcool UK were included in the consolidated statement of comprehensive loss of the Company.

The consolidated revenue of the Company would have increased by \$3,287 and net loss increased by \$137,505 if the revenue and net loss of Smartcool UK had been included in the consolidated statement of comprehensive loss for the nine-month period ended September 30, 2011.

4. Restricted cash

In 2010, the Company issued units of participation subordinated secured debentures and warrants through a private placement. Under the terms of the debenture, the holders are entitled to receive quarterly payments towards the principal amount. The total of quarterly payments is equal to 5% of the gross cash revenue received by the Company in each quarter. The payment of quarterly principal payments owing during the first twelve-month period commencing from the closing date, however, may be delayed and paid on a date that is 13 months from the closing date. When such payments are delayed, the Company is required to deposit into a separate trust account, on a quarterly basis, an amount equal to any first year quarterly principal payment that would otherwise have been payable.

As of September 30, 2011, total cash of \$93,413 has been designated as restricted cash (December 31, 2010 - \$166,289, September 30, 2010 - \$104,343).

5. Trade Receivables

	September 30, 2011	December 31, 2010
¹ Trade receivables, net of allowances for doubtful accounts	\$1,483,595	\$971,316
Other receivables	60,772	48,545
	1,544,367	1,019,861

¹ Allowance for doubtful accounts September 30, 2011: \$30,700 (December 31, 2010: \$24,209)

At September 30, 2011, the analysis of trade receivables that were past due but not impaired is as follows:

	September 30, 2011	December 31, 2010
Neither past due nor impaired	\$677,413	\$411,193
< 30 days	12,511	7,832
30-60 days	58,140	134,337
60-90 days	77,759	297,969
90-120 days	-	13,156
> 120 days	657,772	106,829
	1,483,595	971,316

All trade and other receivables are classified as current assets. In determining the recoverability of a trade or other receivable, the Company performs a risk analysis considering the type and age of the outstanding receivable, as well as the Company's exposure to credit and currency risks as disclosed in Note 15.

6. Inventory

	September 30, 2011	December 31, 2010
ESM™, ECO3™ and Peripherals	\$649,806	\$497,216
Other products	18,385	12,369
Total inventory	668,191	509,585

During the three months ended September 30, 2011, total inventories of \$340,821 were recognized as costs of sales (September 2010 - \$152,228). During the nine months ended September 30, 2011, total inventories of \$606,119 have been recognized as cost of sales (September 30, 2010 - \$464,359).

7. Property and equipment

	Cost					Total
	Computers	Testing and demonstration equipment	Office equipment and furniture	Motor Vehicles	Leasehold improvement	
Balance at January 1, 2010	\$158,160	\$216,579	\$44,883		\$116,318	\$535,940
Additions	1,358	17,663	1,501	-	-	20,522
Disposals	-	-	(3,307)	-	-	(3,307)
Effect of foreign currency exchange differences	(3,037)	(12,903)	(3,163)	-	-	(19,103)
Balance at December 31, 2010	156,481	221,339	39,914	-	116,318	534,052
Additions (note 4)	19,997	8,460	17,282	93,033	-	138,772
Disposals	(1,381)	-	(5,222)	-	-	(6,603)
Effect of foreign currency exchange differences	3,699	8,017	1,587	2,407	-	15,711
Balance at September 30, 2011	178,796	237,816	53,561	95,440	116,318	681,932

Accumulated depreciation and impairment

	Computers	Testing and demonstration equipment	Office equipment and furniture	Motor Vehicles	Leasehold improvement	Total
Balance at January 1, 2010	\$101,113	\$155,878	\$22,017	-	\$53,314	332,322
Provisions	29,979	55,303	7,232	-	11,632	104,146
Disposals	-	-	-	-	-	-
Effect of foreign currency exchange differences	(1,424)	(11,483)	(1,139)	-	-	(14,046)
Balance at December 31, 2010	129,668	199,698	28,110	-	64,946	422,422
Provisions	16,734	17,234	5,264	16,138	8,724	64,094
Disposals	(1,318)	-	(2,652)	-	-	(3,970)
Effect of foreign currency exchange differences	781	5,520	191	301	-	6,793
Balance at September 30, 2011	145,865	222,452	30,913	16,439	73,670	489,339

Carrying Value

	Computers	Testing and demonstration equipment	Office equipment and furniture	Motor Vehicles	Leasehold improvement	Total
Balance at January 1, 2010	\$57,047	\$60,701	\$22,865	-	\$63,004	203,617
Balance at December 31, 2010	26,813	21,641	11,803	-	51,372	111,629
Balance at September 30, 2011	32,932	15,368	22,647	79,002	42,648	192,597

As at September 30, 2011, assets under capital lease with total cost of \$103,883 and accumulated amortization of \$16,680 are included in property and equipment for net book value of \$87,204 (2010 - \$0).

Amortization expense for assets under capital lease recorded in the statement of operations, comprehensive loss and deficit for the three and nine months ended September, 2011 was \$7,587 and \$16,680 (2010 - \$0 and \$8,257).

8. Intangible Assets

Definite Lives

Cost	North American distribution rights (a)	ESM™ intellectual property (b)	Distribution agreements (a)	Supplier agreements (b)	UK distribution rights	Total
Balance at January 1, 2010	266,288	124,100	1,861,842	113,651	2,149,749	4,515,630
Acquisition						
Effects of foreign currency exchange	(9,360)	-	-	-	(66,434)	(75,794)
Balance at December 31, 2010	256,928	124,100	1,861,842	113,651	2,083,315	4,439,836
Acquisition (note 4)						
Effects of foreign currency exchange differences	7,974	-	-	-	120,263	128,237
Balance at September 30, 2011	264,902	124,100	1,861,842	113,651	5,971,742	8,336,237

Indefinite lives

As at January 1, 2010, December 31, 2010 and September 30, 2011, ESM™ brand (b) had a carrying amount of \$56,100 and is not subject to amortization due to having an indefinite useful life.

Amortization and impairment losses	North American distribution rights (a)	ESM™ intellectual property (b)	Distribution agreements (b)	Supplier agreements (b)	UK distribution rights (c)	Total
Balance at January 1, 2010	99,776	43,435	523,458	39,779	358,274	1,064,722
Amortization for the	27,985	12,410	148,315	11,366	255,458	455,534
Effects of foreign currency exchange	(5,721)	-	-	-	(35,048)	(40,769)
Balance at December 31, 2010	122,040	55,845	671,773	51,145	578,684	1,479,487
Amortization for the	19,220	9,308	111,316	8,521	320,764	469,129
Effects of foreign currency exchange	4,440	-	-	-	14,932	19,372
Balance at September 30, 2011	145,700	69,153	783,089	59,666	914,380	1,967,988

Carrying amounts	North American distribution rights (a)	ESM™ brand (b)	ESM™ intellectual property (b)	Distribution agreements (b)	Supplier agreements (b)	United Kingdom distribution rights (c)	Total
As at January 1, 2010	166,512	56,100	80,665	1,338,384	73,872	1,791,475	3,507,008
As at December 31,	134,888	56,100	68,255	1,190,069	62,506	1,504,631	3,016,449
Balance at September 30, 2011	119,202	56,100	58,947	1,078,753	53,984	5,057,363	6,424,349

a. North American distribution rights

On March 27, 2006, the Company acquired the exclusive rights to distribute the ESM™ throughout North America from Abbotly Technologies Inc. (“Abbotly USA”). Pursuant to the acquisition, Abbotly USA agreed to assign all of its rights and obligations, and the Company agreed to assume all of Abbotly USA’s obligations, under a license agreement between Abbotly USA and Abbotly, and the Company became the master distributor of the ESM™ in North America.

Consideration paid for the acquisition was US\$180,000 (\$201,953), 500,000 share purchase warrants with an exercise price of \$0.27 and a 20% royalty on certain products purchased from Abbotly as long as Smartcool Systems USA still holds the distribution rights.

b. ESM™ Intellectual Property and worldwide distribution rights

The Company acquired \$2,278,350 of intangible assets in relation to the acquisition of Abbotly.

Management has performed a review of the carrying value of its distribution agreements. As a result of its assessment, in 2008 the Company recognized an impairment of \$116,914 related to distribution agreements. As a result of this impairment recognition, the total cost of distribution rights was reduced by \$148,799 to \$1,835,701. As at September 30, 2011, distribution rights consist of:

ESM™ Distribution agreements (b)	\$1,835,701
Other distribution rights	\$26,140
Total	\$1,861,841

No impairments were recorded in 2011 and 2010 and the impairment loss recognized in 2008 was not reversed upon transition to IFRS.

c. Distribution Rights from TECC Services

On July 11, 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”). Consideration of £1,035,000GBP (CA\$1,738,750) was payable in cash and £265,000GBP (CA\$532,067) was payable in the form of common shares of the

Company. Upon closing, payment of £435,000GBP (CA\$873,393) was made and 743,709 shares were issued. The share price was based on the average closing price of the Company's shares on the TSX Exchange for 20 consecutive trading days, with the last of such trading days being the second day preceding the date of closing.

The remaining balance of £600,000GBP is due in scheduled instalments over four years with the last payment due on July 16, 2012. These instalments are non-interest bearing. At the acquisition date, the fair value of consideration was determined to be \$2,270,800 based on discounting the future payments at a rate of 16%. Transaction costs of \$28,300 were also incurred.

The purchase agreement was amended on December 21, 2009 where payments were rescheduled with the first payment due on January 16, 2010 and the last one on July 16, 2012. The parties also agreed that interest would accrue on £75,000 GBP at RBC prime rate plus 4% from January 16, 2009 and additionally on £75,000 GBP from July 16, 2009 until these amounts are fully paid. The amendment had no material impact on the company's financial position and no gain or loss was recognized in 2009. As at September 30, 2011, the balance of £472,612GBP, including accrued interest of £22,612GBP, remained outstanding.

d. Distribution Rights from Smartcool UK

On February 28, 2011, the Company acquired \$3,768,164 of intangible assets in relation to the acquisition of Smartcool UK as described in note 3. These intangible assets include the distribution rights of the ESM™ in the United Kingdom.

9. Capitalized Development Costs

During the three and nine months ended September 30, 2011, the Company incurred \$23,941 and \$29,301 of research and development costs that were fully expensed (September 30, 2011 - \$0 and \$2,387). No research and development costs were deferred in the period (September 30, 2010 - Nil).

Development costs of \$106,561 incurred in 2008 have been capitalized and amortized over a two year period, starting October 1, 2008 when the new products' commercial production was complete and they became available for sale. These deferred costs were fully amortized by September 2010.

10. Obligations Under Acquisition Contracts

a. TECC Services

At June 30, 2011, the Company owed £450,000GBP related to its acquisition of distribution rights from TECC Services. The obligation amount of £600,000GBP was originally non-interest bearing and has been recorded at its present value using a discount rate of 16%. The purchase agreement was then amended on December 21,

2009 to accrue interest on 150,000 GBP at RBC prime rate plus 4% and adjust timing and amount of repayments (note 8(c)).

	\$
Balance – July 11, 2008	865,358
Accretion	40,853
Foreign exchange	(97,102)
Balance - December 31, 2008	809,109
Accretion	75,227
Accrued interest	9,420
Foreign exchange	(47,964)
Balance – December 31, 2009	845,792
Payment	(246,425)
Accretion	66,546
Accrued interest	17,389
Foreign exchange	(60,631)
Balance – December 31, 2010	622,671
Accretion	49,982
Accrued interest	12,065
Foreign exchange	30,953
Balance – September 30, 2011	715,678
Less: Current portion	(715,678)

Required undiscounted repayments are as follows:

	GBP	CDN\$
January 16, 2011	112,500	182,599
July 16, 2012	112,500	182,599
January 16, 2012	112,500	182,599
July 16, 2012	112,500	182,599
	450,000	730,396
Accrued interest on 2009 late payments	22,612	36,702
Balance – September 30, 2011	472,612	767,098
Less: Current portion	(472,612)	(767,098)

The obligations under the acquisition contract are being accreted to their face value over their term. The accretion charge for the period is recorded within interest expense in the consolidated statement of operations.

b. Smartcool UK

On February 28, 2011, the Company acquired the business of Smartcool UK for total cash consideration of £2,840,438GBP (Cdn\$4,410,745) and some non-cash consideration (note 3). Upon closing, £1,840,438GBP was settled in cash with the

remaining balance of £1,000,000GBP due in four equal installments over the next 12 months.

Balance – February 28, 2011	\$1,488,049
Accretion	\$71,559
Accrued interest	6,690
Foreign exchange	40,606
Balance, September 30, 2011	\$1,606,904

Repayments are scheduled as follows:

	GBP	CDN\$
June 1, 2011	250,000	405,775
September 1, 2011	250,000	405,775
December 1, 2011	250,000	405,775
March 1, 2012	250,000	405,775
Balance – September 30, 2011	1,000,000	1,623,100

11. Finance Leases

Under the agreement of Smartcool UK acquisition, the Company assumed Smartcool UK's liabilities including five vehicle leases. These leases expire in April 2012, December 2012 and January 2013. They have implied annual interest rate ranging from 5% to 10%.

In July 2011, the Company entered into an equipment lease. This lease expires in July 2015 and has implied interest of 12%.

The following is a schedule of future minimum lease payments under these finance leases:

Finance lease payments:	\$
2011	11,301
2012	39,917
2013	26,076
2014	3,683
2015	1,841
Balance of the obligations	82,818
Less current portion	(41,900)
	40,918

12. Debentures

In May 2010, the Company completed its offer of 122 units of debenture and share purchase warrants for aggregate proceeds of \$610,000. The debenture is not redeemable by the holder.

Each unit comprises of a debenture in the principal amount of \$5,000 plus 8,600 warrants, issued at a price of \$5,000 per unit. The debentures have no stated interest rate. They are for a term of three years and entitle the holder to receive distribution of \$150 each quarter per \$5,000 of principal amount with an additional distribution of \$150 if the debenture is repaid by December 31, 2011 and two additional distributions (for a total of \$300) if the debenture is repaid after December 31, 2011, but before maturity. The debentures also receive 5% of gross cash revenue to be paid towards the outstanding principal of the debenture each quarter. The debentures are secured by a general security agreement over the assets of the Company.

The payment of quarterly principal payments owing during the first twelve-month period commencing from the closing date, however, may be delayed and paid on a date that is 13 months from the closing date. When such payments are delayed, the Company is required to deposit into a separate trust account, on a quarterly basis, an amount equal to any first year quarterly principal payment that would otherwise have been payable. As at September 30, 2011, total principal payments of \$66,833 have been deferred.

One whole warrant entitles the holder to purchase one common share at the price of \$0.50 per share for a period of three years from the date of issuance. If the Company's share trade at an average price of \$0.80 per share for a period of 60 days, the Company, at its election, may force exercise or cancellation of the warrants. If the Company repays any portion of the principal amount of the debentures prior to January 1, 2011, the number of common shares purchasable pursuant to the warrants shall be decreased proportionately to the amount of principal so repaid.

Finder's fees equal to 10% of the aggregate proceeds from the offerings of the units were payable to the brokers.

On February 9, 2010, the Company closed the first tranche of its debenture offering for gross proceeds of \$250,000. On March 19, 2010, the Company closed the second tranche for gross proceeds of \$85,000. On April 29, 2010, the Company closed the third tranche for gross proceeds of \$200,000 and on May 4, 2010, closed the last tranche of its debenture offering for gross proceeds of \$75,000.

The net proceeds received from the issue of debentures have been split between the financial liability component and an equity component, representing the fair value of the share purchase warrants, as follows:

Net proceeds of issue	\$ 552,751
Equity component	\$ 8,101
Liability component at date of issue	\$ 544,650

The equity component of \$8,101 has been credited to equity, Share Purchase Warrants (note 13(d)).

The liability component is measured at amortized cost. Interest expenses for the three and nine months ended September 30, 2011 were \$32,640 and \$70,903 (September 30, 2010 - \$30,483 and \$39,077), calculated by applying weighted average effective interest rate of 26% to the liability component. Interest payment total of \$36,600 and principal payment total of \$115,269 were paid during the nine months ended September 30, 2011. As at September 30, 2011, the carrying amount of these debentures was \$534,302.

Maturity date	Feb. 9, 2013	March 19, 2013	April 29, 2013	May 4, 2013	Total
Debenture principal	\$250,000	\$85,000	\$200,000	\$75,000	\$610,000
Balance on issuance date	223,165	75,550	178,830	67,105	544,650
Accrued interest	54,555	16,193	32,588	11,970	115,306
Interest payment	(21,750)	(6,290)	(12,198)	(4,450)	(44,688)
Balance Dec. 31, 2010	255,970	85,453	199,220	74,625	615,268
Accrued interest	37,585	13,750	34,050	12,810	98,195
Principal payment	(97,145)	(27,968)	(15,318)	(5,744)	(146,175)
Interest payment	(22,500)	(7,650)	(18,000)	(6,750)	(54,900)
Balance September 30, 2011	\$173,909	\$63,585	\$199,952	\$74,940	\$512,388
Less: current portion	(173,909)	(63,585)	(199,952)	(74,940)	(512,388)
Balance	-	-	-	-	-

13. Issued Capital and Equity Reserve

a. Authorized

Unlimited common shares without par value
 100,000,000 Class A preferred shares
 100,000,000 Class B preferred shares

b. Issued common shares

	Shares	Amount
Balance, January 1, 2010	44,321,396	\$25,639,345
Private placement (i)	2,500,000	440,286
Share issuance costs	-	(43,486)
Balance, December 31, 2010	46,821,396	26,036,145
Issued for cash via private placement (iii)	13,333,330	3,292,666
Options exercised (c)	654,000	210,298
Share issuance costs (iv) 3	-	(217,770)
Balance, September 30, 2011	60,808,726	29,321,339

- i. On June 1, 2010, the Company issued 2,500,000 Units at \$0.20 per unit pursuant to a non-brokered private placement, for gross proceeds of \$500,000. Each Unit consists of one common share and one-half warrant. Cash issuance costs of \$40,568 and non-cash issuance costs of \$2,918 were allocated to common shares.
- ii. On February 22, 2011, the Company issued 13,333,330 Units at \$0.30 per unit pursuant to a non-brokered private placement, for gross proceeds of \$3,999,999. Each Unit consists of one common share and one-half warrant. Pursuant to the private placement agreement, the Company also issued 626,667 share purchase warrants as non-cash compensation to agents. Cash issuance costs of \$179,080 and non-cash issuance costs of \$38,690 were allocated to common shares.

c. 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 9,364,279.

In October 2010, the stock option plan was amended to extend the option term to a maximum period of ten years. This amendment has been approved by shareholders at 2010 annual general meeting and accepted for filing by the TSX Venture Exchange.

As at September 30, 2011, all outstanding options have vesting periods of up to 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, 2010	5,719,000	\$0.33
Granted	1,640,000	0.27
Cancelled	(25,625)	0.28
Forfeited	(126,875)	0.40
Expired or exercised	(680,000)	0.33
Balance, December 31, 2010	6,526,500	0.31
Granted	1,162,500	0.33
Cancelled	(2,500)	0.33
Forfeited	(7,500)	0.33
Expired or exercised	(1,289,000)	0.26
Balance, September 30, 2011	6,390,000	\$0.33

During the nine months ended September 30, 2011, the Company granted 607,500 options (2010 – 1,560,000) to officers and employees and 555,000 options (2010 – 80,000) to consultants. None of these options had an exercise price lower than the stock price at the date of grant (2010 – Nil).

Stock-based compensation expense for the three months ended September 30, 2011, was \$61,041 (September 30, 2010 - \$51,908), of which \$45,354 (September 2010 – \$35,284) was related to employees and \$15,687 (September 30, 2010 - \$16,624) was related to consultants. Stock-based compensation expense for the nine months ended September 30, 2011, was \$225,048 (September 30, 2010 - \$267,247), of which \$189,134 (September 30, 2010 - \$222,742) was related to employees and \$35,914 (September 30, 2010 - \$44,505) was related to consultants.

Additional information regarding share options outstanding at September 30, 2011, is as follows:

Options Outstanding				Options Exercisable	
Range of Exercise prices \$	Number of Options	Weighted average remaining contractual life (years)	Weighted average exercise price \$	Number	Weighted average exercise price \$
0.10 - 0.20	222,500	2.65	0.16	222,500	0.16
0.23 - 0.29	1,582,500	4.34	0.26	664,375	0.26
0.30 - 0.33	3,405,000	2.02	0.31	3,337,500	0.31
0.40 - 0.48	680,000	3.27	0.42	360,000	0.43
0.54 - 0.60	400,000	0.93	0.57	400,000	0.57
0.72- 0.96	100,000	0.39	0.84	100,000	0.84
	6,390,000	2.66	0.33	5,084,375	0.34

The Company used the Black-Scholes option pricing model to determine the fair value of the options at the date of grant with the following assumptions:

	2011	2010
Risk-free interest rate	2.14% - 2.64%	1.71%-2.45%
Dividend yield	0%	0%
Volatility	91.89% - 92.99%	93.57%- 98.60%
Expected life	4.60-4.62 years	3.8 – 5 years

d. *Share purchase warrants*

- i. On June 1, 2010, the Company issued 2,500,000 units of common shares and warrants pursuant to a non-brokered private placement, for gross proceeds of \$500,000. Each Unit consists of one common share and one-half warrant. Each full share purchase warrant entitles the holder to purchase one common share at a price of \$0.35 until June 1, 2011. These warrants are not transferable. A total value of \$67,852 was attributed to the warrants. Issuance costs of \$3,710 were allocated to these warrants. These warrants have expired.
- ii. On June 1, 2010, the Company issued 125,000 warrants as part of the private placement commission to agents. Each full share purchase warrant entitles the holder to purchase one common share at a price of \$0.35 until June 1, 2011. The fair value of \$8,137 of these warrants has been reflected within share issuance costs. These warrants have expired.
- iii. On February 22, 2011, the Company issued 13,333,330 Units of commons shares and warrants pursuant to a non-brokered private placement. Each Unit consists of one common share and one-half warrant. Each full share purchase warrant entitles the holder to purchase one common share at a price of \$0.45

until February 22, 2013. These warrants are not transferable. A total value of \$707,333 was attributed to the warrants.

- iv. Pursuant to the February 28, 2011 private placement agreement, the Company also issued 626,667 share purchase warrants as non-cash compensation to agents. Each warrant entitles the holder to purchase one common share at a price of \$0.30 until February 22, 2012. A total value of \$47,000 was attributed to these warrants. Issuance costs of \$46,771 were allocated to warrants.
- v. On February 28, 2011, the Company issued 1,000,000 share purchase warrants as non-cash consideration for Smartcool UK acquisition. Each warrant entitles the holder to purchase one common share at a price of \$0.30. These warrants will vest 25% on the issuance date and 25% every six months thereafter. They will expire two years from the vesting date. A total value of \$227,675 was attributed to the warrants.

A summary of the Company's warrant activity is as follows:

	Number outstanding	Amount \$
Balance, January 1, 2010	1,732,375	52,514
Expired warrants	(1,732,375)	(52,514)
Issued in private placement	2,424,200	75,953
Warrant issue costs	-	(3,711)
Balance, December 31, 2010	2,424,200	72,242
Expired warrants	(1,375,000)	(64,140)
Issued in private placement	7,293,332	754,333
Issued in UK acquisition	1,000,000	227,675
Warrant issue costs	-	(46,771)
Balance, September 31, 2011	9,342,532	943,339

For the nine months ended September 30, 2011, \$754,333 (2010 - \$75,953) of the monies raised and commission for agents has been allocated to these share purchase warrants with the corresponding amounts charged to share capital.

Share purchase warrants outstanding as at September 30, 2011, were as follows:

	Number of warrants	Weighted average share price
Balance, January 1, 2010	1,732,375	0.30
Expired, exercised or cancelled	(1,732,375)	0.30
Issued	2,424,200	0.41
Balance, December 31, 2010	2,424,200	0.41
Expired, exercised or cancelled	(1,375,000)	0.35
Issued	8,293,332	0.42
Balance, September 30, 2011	9,342,532	0.43

Expiry date	Number of shares	Exercise price \$	Weighted average contractual life
			Years
February 9, 2013	430,000	0.50	1.36
March 19, 2013	146,200	0.50	1.47
April 29, 2013	344,000	0.50	1.58
May 4, 2013	64,500	0.50	1.59
February 22, 2013	6,666,665	0.45	1.39
February 22, 2012	626,667	0.30	0.39
February 28, 2013	250,000	0.30	1.41
August 28, 2013	250,000	0.30	1.91
February 28, 2014	250,000	0.30	2.41
August 28, 2014	250,000	0.30	2.91
Total issued and outstanding, end of quarter	9,342,532	0.43	1.42

14. Income Taxes

At September 30, 2011, the Company has unused non-capital losses of approximately \$14,234,000 available to offset taxable income of future years. The non-capital losses will expire as follows:

	\$
2014	507,000
2015	979,000
2026	1,495,000
2027	2,807,000
2028	3,012,000
2029	3,524,000
2030	2,053,000
	14,377,000

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 operating loss carry-forwards.

In assessing the realizability of 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 deferred tax assets as at September 30, 2011, a full valuation allowance has been provided.

No income tax has been recorded for the period.

15. Commitments

Premise lease

The Company has entered into three lease agreements to lease office facilities in Vancouver and Alton, Hampshire. These leases will expire in five years. The future minimum lease payments commitments for the Company's office premises are:

	\$
2011	35,143
2012	108,109
2013	109,684
2014	110,809
2015	79,309
2016	9,466
	452,520

For the three and nine months ended September 30, 2011, the Company's rent expense including certain operating expenses and property taxes was \$59,347 and \$161,270 (September 2010 - \$41,795 and \$123,710) and its sublease revenue was \$3,000 and \$9,000 (September 2010 - \$3,000 and \$13,467).

b. Abbotly USA

Under the terms of the North American distribution rights acquisition, the Company is required to pay a 20% royalty on products identified in the Assignment and Assumption agreement dated March 27, 2006 and purchased from Abbotly Pty for North American sales. The initial term of the agreement was to expire on March 3, 2008. Smartcool, under its rights in the Assignment and Assumption agreement, has renewed the licensing agreement for another five year term. The Company has purchased all the remaining inventory from Abbotly USA, as required under this agreement, and is now required to purchase a minimum of \$200,000 of products identified in the Assignment and Assumption agreement from Abbotly Pty per year for purposes of the royalty calculation. The Company recorded royalties of US\$40,000 for the three and nine months ended September 30, 2011. As at September 30, 2011, royalties of US\$35,000 were payable to Abbotly USA (December 30, 2010 – US\$12,000).

16. Segmented information

The Company installs, distributes, markets and sells the ESM™ products and peripherals. The Company operates in one segment.

Revenue was derived from customers located in the following geographical regions:

	Three months ended September 30				Nine months ended September 30			
	2011		2010		2011		2010	
	Amount	%	Amount	%	Amount	%	Amount	%
Europe, Middle East, Africa	555,548	71	785,592	71	988,737	49	1,973,390	69
Asia-Pacific	104,721	13	193,654	18	605,454	30	394,974	13
Americas	125,420	16	119,703	11	411,854	21	503,375	18
Total revenue	785,689	100	1,098,949	100	2,006,045	100	2,871,739	100

During the three months ended September 30, 2011, revenue from two customers exceeded 10% of the Company's total revenue. These customers contributed 47% and 13% respectively. During the first three months of the previous year, revenue from three customers exceeded 10% of the company's total revenue. These customers contributed 21%, 20%, and 16% respectively.

During the nine months ended September 30, 2011, revenue from three customers exceeded 10% of the Company's total revenue. These customers contributed 18%, 17% and 15% respectively. During the first nine months of the previous year, revenue from two customers exceeded 10% of the company's total revenue. These customers contributed 14% and 12% respectively.

Property and equipment are located in:

	2011	2010
Canada	37%	68%
UK	62%	20%
Other	1%	12%
Total	100%	100%

17. Related party transactions

a. Trading transactions

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

	Nature of Transaction
384518 BC Ltd.	Consulting
Windstone Financial Corp.	Consulting
Key Management	Consulting/General administrative
Richards Buell Sutton LLP	Legal Services
TECC	Rent
Magnum Energy Inc.	Rental income

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.

	Note	Three months ended		Nine months ended	
		September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
		\$	\$	\$	\$
Consulting	(i)	62,483	60,496	183,666	179,934
Legal fees	(ii)	1,908	6,450	19,162	35,028
Rent expense	(iii)	-	8,733	12,777	26,510
Lease Income	(v)	(3,000)	(3,000)	(9,000)	(13,467)

- i. During the three months ended September 30, 2011, consulting fees of \$29,483 were charged by directors of the Company (September 2010 - \$30,248). Consulting fees of \$33,000 were charged by two companies with common directors during the above periods (September 2010 - \$33,000).

During the nine months ended September 30, 2011, consulting fees of \$84,666 were charged by directors of the Company (September 2010 - \$89,967). Consulting fees of \$99,000 were charged by two companies with common directors during the above periods (September 2010 - \$98,500). As at September 30, 2011, \$47,403 was owed to these related parties (December 31, 2010 - \$11,635).

- ii. The Company uses the services of a law firm of which a director is a partner. During the three and nine months ended September 30, 2011, fees in the amounts of \$1,908 and \$19,162 charged to the Company for legal services provided. As at September 30, 2011, \$5,218 was owed to this related party (December 31, 2010 - \$55,006).
- iii. The Company rented its office in the United Kingdom from a company with a common director. During the nine months ended September 30, 2011, rent expense was \$12,777 (September 2010 - \$26,510). There was no rent expense in the three months ended September 30, 2011 (September 2010 - \$8,733). These transactions have been charged to general and administrative in the statement of operations, comprehensive loss and deficit. At September 30, 2011, no amounts were owed to this related party (December 31, 2010 - \$0).
- iv. The Company subleases its Vancouver office and other facilities to a company with a common director. During the three and nine months ended September 30, 2011, sublease income was \$3,000 and \$9,000 (September 2010 - \$3,000 and \$13,467). At September 30, 2011, no

amounts were owed from these related parties December 31, 2010 - \$1,000).

c. Compensation of key management personnel

The Company incurred the following expenses in connection with compensation of key management personnel.

	September 30, 2011	December 31, 2010
Short-term benefits	74,110	74,104
Share-based payments	131,609	205,728
Total	205,719	279,832

18. Financial instruments

a. Financial Instruments

The Company has classified its financial instruments as follows:

	September 30, 2011	December 31, 2010
Financial assets:	\$	\$
Fair value through profit or loss , measured at fair value:		
Cash and cash equivalents	327,301	610,261
Loans and accounts receivable, recorded at amortized		
Trade and other receivables	1,544,367	1,019,861
Other Financial liabilities, recorded at amortized cost:		
Trade payables and accruals	1,436,435	657,967
Acquisition obligations, finance leases and	2,905,430	1,237,939

Interest income from FVTPL and held-to-maturity short-term investments and interest expense from acquisition obligations, debentures and other financial liabilities are recognized in finance cost.

The following summarizes interest income and expense for the three and nine months ended September 30, 2011:

	Three months ended		Nine months ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
	\$	\$		
Interest income from FVTPL	320	277	1,092	1,195
Interest income from held-to-maturity	-	-	-	3,362
Interest expense from financial obligations	31,534	42,627	79,206	108,732
Interest expense from other financial liabilities	52,277	17,109	165,162	50,143

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, short-term investments, trade and other receivables, the current portion of obligations under acquisition contract, current portion of debentures, tenant inducements, and trade payables and accruals approximates the fair value because of the short-term nature of these instruments.

The carrying value of the long term portion of finance leases of \$35,411 (2010 - \$0) having been discounted at 5% to 12% (see note 10), is considered a close approximation of fair value.

The Company's financial assets that must be recorded at fair value are presented in the following table:

Fair value measurement at September 30, 2011				
	Carrying value \$	Level 1 \$	Level 2 \$	Level 3 \$
Financial assets				
Cash and cash equivalents	327,301	327,301	-	-
Total	327,301	327,301	-	-

b. Financial risk management

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

i. 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, short-term investments 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. Credit risk with respect to trade and other receivable is limited due to the Company's customer credit evaluation process.

The Company has \$1,438,595 (2010 - \$1,019,861) in trade receivables which are subject to credit risk.

ii. 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, additional financing is being obtained through issuance of equity.

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

	Total	1 year	2 years
	\$	\$	\$
Trade payables and accruals	1,436,435	1,379,129	57,306
Finance leases	70,466	35,630	34,836
Debentures	512,388	512,388	-
Obligations under acquisition	2,322,576	2,322,576	-
Total	4,341,865	4,249,72	92,142

iii. 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.

iv. 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 and British pounds. The Company's net income 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 September 30, 2011, the Company's monetary assets and liabilities denominated in foreign currencies are as follows:

	USD	AUD	GBP	Euro
<u>Assets</u>				
Cash and cash equivalents	107,186	50,659	4,086	61
Trade and other receivables	355,745	72,885	654,756	10,450
Total	462,931	123,544	658,842	10,511
<u>Liabilities</u>				
Total payables and accruals	137,109	127,749	446,395	107,434
Finance lease obligations	-	-	42,516	-
Acquisition obligations, current	-	-	1,472,612	-
Acquisition obligations, balance	-	-	-	-
Total	137,109	127,749	1,961,523	107,434

The following table demonstrates the effect of exchange rate movement on net income 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	Euro
Monetary Assets	(46,293)	(12,354)	(65,884)	(1,051)
Monetary Liabilities	13,711	12,775	196,152	10,743
Net gain (loss)	(32,582)	(421)	130,268	9,692

v. Interest rate risk

The Company is exposed to this risk as late payments under TECC acquisition obligations are subject to interest based on Royal Bank of Canada prime rate plus 4%. As at September 30, 2011, the total of such payments was £150,000GBP (CDN\$243,465).

The Company is exposed to this risk as late payments under Smartcool UK acquisition obligations are subject to interest based on Royal Bank of Canada prime rate. As at September 30, 2011, the total of such payments was £500,000GBP (CDN\$811,550).

vi. Sensitivity analysis

Assuming a 100-basis point increase in RBC prime rate, as at September 30, 2011, the impact on income before income taxes would be a negative adjustment of £6,500GBP (CDN\$10,550).

19. 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 September 30, 2011, the principal amount of debenture component was \$463,825 (December 31, 2010 - \$610,000) and shareholders' equity was \$4,828,044 (December 2010 - \$3,383,530). The decrease in debentures was attributable to principal payments made during the first nine months of 2011, and the increase in shareholders' equity was attributable to February 2011 private placement, partially offset by net 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.

The Company will increase its capital through the issuance of new shares or debentures if that is necessary and appropriate. The Company has not changed its approach to capital management during the current quarter. The Company is not subject to any external capital restrictions.

20. Supplementary cash flow information

	Three months ended		Nine months ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
Interest paid in cash	21,842	18,492	60,451	37,414
Interest income received in cash	320	277	1,092	6,202
Non-cash financing and investing activities				
Issuance of warrants for share issue costs	-	-	47,000	4,562
Issuance of warrants for debenture transaction costs				82,990

21. Subsequent Events

On November 15, 2011, the Company announced that it plans to offer through a non-brokered private placement up to 2,500,000 units at a price of \$0.20. Each unit consist of one common share and one half of one common share purchase warrant. Each whole common share purchase warrant will entitle the holder to acquire one common share at an additional price of \$0.30 per share at any time up to twelve months from the closing rate.

The company may, at its discretion, pay a finder’s fee of 7% of the gross proceeds. The proceeds from the offering of units will be used for general working capital and purchase of inventory.

First-Time Adoption of IFRS

The Company adopted IFRS on January 1, 2011, with a transition date of January 1, 2010. IFRS 1, *First Time Adoption of International Financial Reporting Standards*, provides guidance for the initial adoption of IFRS. IFRS 1 requires retrospective application of the standards in the transition statement of financial position, with all adjustments to assets and liabilities taken to retained earnings unless certain exemptions are applied.

The Company has applied the following exemptions to its opening statement of financial position:

a. Business Combinations

IFRS 1 indicates that a first-time adopter may apply IFRS 3 retrospectively.

The Company has taken advantage of this election and has applied IFRS 3 to all business combinations that occurred after the transition date.

b. Share-Based Payments

IFRS 1 encourages, but does not require, first-time adopters to apply IFRS 2, *Share-Based Payment*, to equity instruments that were granted subsequent to November 7, 2002 and vested before the date of transition to IFRS. The Company has elected not to apply IFRS 2 to awards that vested prior to January 1, 2010, which has been accounted for in accordance with Canadian GAAP.

IFRS 1 also outlines specific guidelines that a first-time adopter must adhere to under certain circumstances. The Company has applied the following mandatory exception to its opening statement of financial position dated January 1, 2010:

c. Estimates

In accordance with IFRS 1, an entity's estimates at the date of transition to IFRS must be consistent with estimates made for the same date under previous GAAP, unless there is objective evidence that those estimates were in error. The Company's IFRS estimates as of January 1, 2010, are consistent with its Canadian GAAP estimates for the same date.

IFRS employs a conceptual framework that is similar to Canadian GAAP; however, significant differences exist in certain areas of recognition, measurement and disclosure. While the adoption of IFRS has not changed the actual cash flows of the Company, the adoption has resulted in changes to the Company's reported condensed consolidated statement of operations and financial position. In order to allow financial statement users to better understand these changes, the Company's Canadian GAAP opening statement of financial position at January 1, 2010, statement

of comprehensive (loss) income, statement of changes in equity, and statement of cash flows for the three and six months ended June 30, 2011, and statement of financial position at December 31, 2010 have been reconciled to IFRS, along with explanations of the resulting differences.

d. Deferred Tax Liability

IFRS requires all deferred tax assets and liabilities to be classified as non-current whereas Canadian GAAP allowed for classification as a current item if appropriate.

e. Cumulative Translation Difference

IFRS 1 allows a first-time adopter to deem cumulative translation differences that existed at the date of transition to IFRS to be zero. The Company has chosen to apply this election and has eliminated the cumulative translation difference and adjusted retained earnings by the same amount at the date of transition to IFRS.

The January 1, 2010, Canadian GAAP statement of financial position has been reconciled to IFRS as follows:

	Note	Canadian GAAP	Effect of Transition to IFRS	IFRS
		\$	\$	\$
Assets				
Cash and cash equivalents		147,051		147,051
Short-term investments		101,646		101,646
Trade and other receivables		657,840		657,840
Inventories	IAS 21 ^a	717,857	(12)	717,844
Prepaid expenses and deposits		242,302		242,302
	Current assets	1,866,697-	(12)	1,866,685
Capitalized development costs		39,961	-	39,961
Property and equipment	IAS 21 ^a	207,720	(4,103)	203,617
Intangible assets	IAS 21 ^a	3,639,843	(132,835)	3,507,008
		5,754,220	(136,950)	5,617,269
Liabilities				
Trade payable and accruals		552,034		552,034
Current portion of obligations under contracts		263,190		263,190
Current portion of capital leases		9,144		9,144
Current portion of deferred tenants inducement		10,820		10,820
	Current liabilities	835,188		835,188
Obligations under acquisition contract		582,602		582,602
Deferred tenant inducement		63,834		63,834
		1,481,625		1,481,625
Shareholders' Equity				
Share capital		25,639,345		25,639,345
Reserve for equity settled share based transaction		4,036,345		4,036,345
Foreign currency translation adjustment		-		-
Deficit	IAS 21 ^a	(25,403,095)	(136,950)	(25,540,045)
		4,272,595	(136,950)	4,135,644
		5,754,220	(136,950)	5,617,269

a) IAS 21 - The effects of changes in foreign exchange rates: To adjust the translated balances of non-monetary assets and liabilities that are denominated in currencies other than the reporting currency. Under Canadian GAAP, these non-monetary assets and liabilities were translated using the exchange rates at the date of the transactions. Under IFRS, these items are translated using the exchange rate at period end and the resulting differences are reported as a separate component of equity, 'Foreign currency translation adjustment'.

As noted above, the Company has taken the foreign currency translation exemption and therefore the foreign currency translation account is set to Nil at January 1, 2010.

The Company's Canadian GAAP statement of operations for the three month period ended September 30, 2010, has been reconciled to IFRS as follows:

	Note	Canadian GAAP \$	Effect of transition to IFRS \$	IFRS \$
Sales		1098,949		1098,949
Cost of sales		304,765		304,765
Gross margin		794,184		794,184
Operating expenses				
General and administrative expenses		751,036		751,036
Stock-based compensation		51,908		51,908
Research and development		13,321		13,321
Amortization		135,104		135,104
		951,369		951,369
Operating (loss) income		(157,185)		(157,185)
Other items				
Finance cost		59,736		59,736
Finance Income		(277)		(277)
Foreign exchange loss (gain)	IAS 21 ^b	43,081	(19,054)	24,027
		102,540	(19,054)	83,486
Loss before income taxes		(259,725)	(19,054)	(240,671)
Income tax		-	-	-
Net loss for the period		(259,725)	(19,054)	(240,671)

b) IAS 21 - The effects of changes in foreign exchange rates: To adjust foreign exchange gains and losses reported under Canadian GAAP. Under GAAP, all monetary assets and liabilities denominated in currencies other than the reporting currency were translated using the exchange rate at period end and the resulting translation gains and losses were included in consolidated statement of operations.

Under IFRS, only foreign exchange gains and losses on monetary assets and liabilities denominated in a currency other than the functional currency of each entity of the group should be included in the consolidated statement of operations.

The Company's Canadian GAAP statement of operations for the nine month period ended September 30, 2010, has been reconciled to IFRS as follows:

	Note	Canadian GAAP	Effect of transition to IFRS	IFRS
		\$	\$	\$
Sales		2,871,739		2,871,739
Cost of sales		904,110		904,110
Gross margin		1,967,629		1,967,629
Operating expenses				
General and administrative expenses		2,263,803		2,263,803
Stock-based compensation		267,247		267,247
Research and development		42,350		42,350
Amortization		425,135		425,135
		2,998,535		2,998,535
Operating (loss) income		(1,030,906)		(1,030,906)
Other items				
Finance cost		158,875		158,875
Finance Income		(4,557)		(4,557)
Foreign exchange loss (gain)	IAS 21 ^b	(7,516)	60,792	53,276
		146,802	60,792	207,594
Loss before income taxes		(1,177,708)	60,792	(1,238,500)
Income tax		-	-	-
Net loss for the period		(1,177,708)	60,792	(1,238,500)

b) IAS 21 - The effects of changes in foreign exchange rates: To adjust foreign exchange gains and losses reported under Canadian GAAP. Under GAAP, all monetary assets and liabilities denominated in currencies other than the reporting currency were translated using the exchange rate at period end and the resulting translation gains and losses were included in consolidated statement of operations.

Under IFRS, only foreign exchange gains and losses on monetary assets and liabilities denominated in a currency other than the functional currency of each entity of the group should be included in the consolidated statement of operations.

The Company's Canadian GAAP statement of comprehensive loss for the three month period ended September 30, 2010, has been reconciled to IFRS as follows:

		Canadian	Effect of	
	Note	GAAP	transition	IFRS
		\$	to IFRS	\$
Net loss for the period	IAS 21 ^b	(249,782)	19,054	(240,671)
Foreign currency translation adjustment	IAS 21 ^a	-	2,220	2,220
Comprehensive loss		(249,782)	21,274	(238,451)

The Company's Canadian GAAP statement of comprehensive loss for the nine month period ended September 30, 2010, has been reconciled to IFRS as follows:

		Canadian	Effect of	
	Note	GAAP	transition	IFRS
		\$	to IFRS	\$
Net loss for the period	IAS 21 ^b	(1,177,708)	(60,792)	(1,238,500)
Foreign currency translation adjustment	IAS 21 ^a	-	46,523	46,523
Comprehensive loss		(1,177,708)	(35,545)	(1,191,977)

a) IAS 21 - The effects of changes in foreign exchange rates: To adjust the translated balances of non-monetary assets and liabilities that are denominated in currencies other than the reporting currency. Under Canadian GAAP, these non-monetary assets and liabilities were translated using the exchange rates at the date of the transactions. Under IFRS, these items are translated using the exchange rate at period end and the resulting differences are reported as a separate component of equity, 'Foreign currency translation adjustment'.

b) IAS 21 - The effects of changes in foreign exchange rates: To adjust foreign exchange gains and losses reported under Canadian GAAP. Under GAAP, all monetary assets and liabilities denominated in currencies other than the reporting currency were translated using the exchange rate at period end and the resulting translation gains and losses were included in consolidated statement of operations. Under IFRS, only foreign exchange gains and losses on monetary assets and liabilities denominated in a currency other than the functional currency of each entity of the group should be included in the consolidated statement of operations.

The Company's Canadian GAAP statement of changes in equity at December 31, 2010, has been reconciled to IFRS as follows:

	Note	Canadian GAAP	Effect of transition to IFRS	IFRS
		\$	\$	\$
Balance, January 1, 2010	IAS 21 ^a	4,272,595	(136,950)	4,135,645
Total comprehensive loss for the period	IAS 21 ^b	(917,983)	(35,545)	(953,528)
Shares issued for private placement		464,675		464,675
Share purchase warrants		69,936		69,936
Finder's fees		(37,500)		(37,500)
Share issue costs		(5,693)		(5,693)
Reserve for equity settled share based transaction		267,853	-	267,853
Balance, June 30, 2010	IAS 21 ^a	4,113,883	(172,495)	3,941,388
Comprehensive loss for the period	IAS 21 ^b	(637,197)	608	(636,589)
Shares adjustment		(24,389)		(24,389)
Share purchase warrant adjustment		(47,582)		(47,582)
Share issue cost adjustment		(2,918)		(2,918)
Reserve for equity settled share based transaction		153,621		153,621
Balance, December 31, 2010	IAS 21 ^a	3,555,418	(171,887)	3,383,531

a) IAS 21 - The effects of changes in foreign exchange rates: To adjust the translated balances of non-monetary assets and liabilities that are denominated in currencies other than the reporting currency. Under Canadian GAAP, these non-monetary assets and liabilities were translated using the exchange rates at the date of the transactions. Under IFRS, these items are translated using the exchange rate at period end and the resulting differences are reported as a separate component of equity, 'Foreign currency translation adjustment'.

b) IAS 21 - The effects of changes in foreign exchange rates: To adjust foreign exchange gains and losses reported under Canadian GAAP. Under GAAP, all monetary assets and liabilities denominated in currencies other than the reporting currency were translated using the exchange rate at period end and the resulting translation gains and losses were included in consolidated statement of operations. Under IFRS, only foreign exchange gains and losses on monetary assets and liabilities denominated in a currency other than the functional currency of each entity of the group should be included in the consolidated statement of operations.

The Company's Canadian GAAP statement of operations for the twelve month period ended December 31, 2010, has been reconciled to IFRS as follows:

	Note	Canadian GAAP \$	Effect of transition to IFRS \$	IFRS \$
Sales		4,209,645		4,209,645
Cost of sales		1,264,220		1,264,220
Gross margin		2,945,425		2,945,425
Operating expenses				
General and administrative expenses		3,272,909		3,272,909
Stock-based compensation		368,960		368,960
Research and development		51,509		51,509
Amortization		560,102		560,102
		4,253,480		4,253,480
Operating loss		(1,308,055)		(1,308,055)
Other items				
Finance costs		211,165		211,165
Finance Income		(4,777)		(4,777)
Foreign exchange loss (gain)	IAS 21 ^b	12,542	64,591	77,133
		218,930	64,591	283,521
Income loss before income taxes		(1,526,985)	64,594	(1,591,576)
Income tax expense		(28,195)	-	(28,195)
Net (loss) income for the period		(1,555,180)	64,591	(1,619,771)

b) IAS 21 - The effects of changes in foreign exchange rates: To adjust foreign exchange gains and losses reported under Canadian GAAP. Under GAAP, all monetary assets and liabilities denominated in currencies other than the reporting currency were translated using the exchange rate at period end and the resulting translation gains and losses were included in consolidated statement of operations.

Under IFRS, only foreign exchange gains and losses on monetary assets and liabilities denominated in a currency other than the functional currency of each entity of the group should be included in the consolidated statement of operations.

The Company's Canadian GAAP statement of comprehensive (loss) income for the twelve month period ended December 31, 2010 has been reconciled to IFRS as follows:

		Canadian	Effect of	
	Note	GAAP	to IFRS	IFRS
		\$	\$	\$
Net loss for the period	IAS 21 ^b	(1,555,180)	\$(64,591)	(1,619,771)
Foreign currency translation adjustment	IAS 21 ^a	-	29,654	29,654
Comprehensive loss		(1,555,180)	(34,937)	(1,590,117)

a) IAS 21 - The effects of changes in foreign exchange rates: To adjust the translated balances of non-monetary assets and liabilities that are denominated in currencies other than the reporting currency. Under Canadian GAAP, these non-monetary assets and liabilities were translated using the exchange rates at the date of the transactions. Under IFRS, these items are translated using the exchange rate at period end and the resulting differences are reported as a separate component of equity, 'Foreign currency translation adjustment'.

b) IAS 21 - The effects of changes in foreign exchange rates: To adjust foreign exchange gains and losses reported under Canadian GAAP. Under GAAP, all monetary assets and liabilities denominated in currencies other than the reporting currency were translated using the exchange rate at period end and the resulting translation gains and losses were included in consolidated statement of operations.

Under IFRS, only foreign exchange gains and losses on monetary assets and liabilities denominated in a currency other than the functional currency of each entity of the group should be included in the consolidated statement of operations.

The Company's Canadian GAAP statement of financial position at September 30, 2010, has been reconciled to IFRS as follows:

	Note	Canadian GAAP \$	Effect of Transition to IFRS \$	IFRS \$
Assets				
Current assets				
Cash and cash equivalents		518,079		518,079
Short-term investments		-		-
Restricted cash		104,343		104,343
Trade and other receivables		982,524		982,524
Inventories	IAS 21 ^a	560,354	12	560,366
Prepaid expenses and deposits		97,685		97,685
		2,262,985	12	2,262,997
Capitalized development costs				
		-		-
Property and equipment	IAS 21 ^a	128,176	621	128,797
Intangible assets	IAS 21 ^a	3,299,301	(151,853)	3,147,448
		5,690,462	(151,220)	5,539,242
Current liabilities				
Trade payable and accruals		422,565		422,565
Current portion of obligations under contracts		520,100		520,100
Current portion of capital leases		-		-
Current portion of debentures		216,843		216,843
Current portion of deferred tenants inducement		11,711		11,711
		1,171,219		1,171,219
Obligations under acquisition contract		244,668		244,668
Debentures		313,682		313,682
Deferred tenant inducement		54,828		54,828
		1,784,397		1,784,397
Share capital		26,063,452		26,063,452
Reserve for equity settled shared based transaction		4,423,416		4,423,416
Foreign currency translation adjustment	IAS 21 ^a	-	46,523	46,523
Deficit	IAS 21 ^b	(26,580,803)	(197,743)	(27,778,546)
		3,906,065	(151,220)	3,754,845
		5,690,462	(151,220)	5,539,242

a) IAS 21 - The effects of changes in foreign exchange rates: To adjust the translated balances of non-monetary assets and liabilities that are denominated in currencies other than the reporting currency. Under Canadian GAAP, these non-monetary assets and liabilities were translated using the exchange rates at the date of the transactions. Under IFRS, these items are translated using the exchange rate at period end and the resulting differences are reported as a separate component of equity, 'Foreign currency translation adjustment'.

b) IAS 21 - The effects of changes in foreign exchange rates: To adjust foreign exchange gains and losses reported under Canadian GAAP. Under GAAP, all monetary assets and liabilities denominated in currencies other than the reporting currency were translated using the exchange rate at period end and the resulting translation gains and losses were included in consolidated statement of operations. Under IFRS, only foreign exchange gains and losses on monetary assets and liabilities denominated in a currency other than the functional currency of each entity of the group should be included in the consolidated statement of operations.

The Company's Canadian GAAP statement of financial position at December 31, 2010, has been reconciled to IFRS as follows:

	Note	Canadian GAAP \$	Effect of Transition to IFRS \$	IFRS \$
Assets				
Current assets				
Cash and cash equivalents		443,972		610,261
Restricted cash		166,289		-
Trade and other receivables		1,019,861		1,019,861
Inventories	IAS 21 ^a	509,749	(164)	509,585
Prepaid expenses and deposits		75,487	-	75,487
		2,215,358	(164)	2,215,183
Property and equipment				
	IAS 21 ^a	115,490	(3,861)	111,629
Intangible assets				
	IAS 21 ^a	3,184,309	(167,862)	3,016,450
		\$5,515,157	\$(171,887)	\$5,343,272
Liabilities				
Current liabilities				
Trade payable, accruals and provisions		\$657,967		\$657,967
Current portion of obligations under contracts		371,937		371,937
Current portion of debentures		386,290		386,290
Current portion of deferred tenants inducement		12,379		12,379
		1,428,573		1,428,573
Obligations under acquisition contract		250,734		250,734
Debentures		228,978		228,978
Deferred tenant inducement				
		51,455		51,455
		1,959,740		1,959,740
Shareholders' Equity				
Share capital		26,036,145		26,036,145
Reserve for equity settled share based transactions				
Foreign currency translation adjustment	IAS 21 ^a	-	29,654	29,654
Deficit	IAS 21 ^b	(26,958,275)	(201,541)	(27,159,816)
		3,555,417	(171,887)	3,383,530
		\$5,515,157	\$(171,887)	\$5,343,272

a) IAS 21 - The effects of changes in foreign exchange rates: To adjust the translated balances of non-monetary assets and liabilities that are denominated in currencies other than the reporting currency. Under Canadian GAAP, these non-monetary assets and liabilities were translated using the exchange rates at the date of the transactions.

Under IFRS, these items are translated using the exchange rate at period end and the resulting differences are reported as a separate component of equity, 'Foreign currency translation adjustment'.

b) IAS 21 - The effects of changes in foreign exchange rates: To adjust foreign exchange gains and losses reported under Canadian GAAP. Under GAAP, all monetary assets and liabilities denominated in currencies other than the reporting currency were translated using the exchange rate at period end and the resulting translation gains and losses were included in consolidated statement of operations.

Under IFRS, only foreign exchange gains and losses on monetary assets and liabilities denominated in a currency other than the functional currency of each entity of the group should be included in the consolidated statement of operations.

The Company's Canadian GAAP consolidated statement of cash flows for the twelve month period ended December 31, 2010, has been reconciled to IFRS as follows:

	Note	Canadian GAAP \$	Effect of Transition to IFRS \$	IFRS \$
Cash flows from operating activities				
Net loss for the period	IAS 21 ^b	(1,555,180)	(64,591)	(1,619,771)
Items not involving cash				
Amortization of property and equipment		104,568		104,568
Amortization of intangible assets		455,534		455,534
Amortization of capitalized development costs		39,961		39,961
Stock-based compensation		368,960		368,960
Deferred tenant inducement		(10,821)		(10,821)
Accrued interest on debentures		70,618		70,618
Unrealized foreign exchange loss	IAS 21 ^b	-	71,730	71,730
Accrued interest on obligation under acquisition contracts		17,389		17,389
Accretion of obligations under acquisition contract		66,546		66,546
Foreign exchange gain on obligations under acquisition contract		(60,632)		(60,632)
		(503,057)	7,139	(467,724)
Change in non-cash working capital balances				
Trade and other receivables		(362,020)		(362,020)
Inventories		208,108		208,108
Prepaid expenses and deposits		166,815		166,815
Trade payable, accruals and provisions		105,933		105,933
Net cash used in operating activities		(384,221)	-	(377,082)
Cash flows used in investing activities				
Proceeds from sale of short-term investments		101,646		101,646
Purchase of property and equipment		(12,338)		(12,338)
Restricted cash		(166,289)		(166,289)
Net cash used in investing activities		(76,981)	-	(76,981)
Cash flows from financing activities				
Shares and warrants issued for cash, net of issue costs		460,941		460,941
Debentures issued for cash		552,751		552,751
Decrease in acquisition contract obligations		(246,425)		(246,425)
Decrease of capital lease obligations		(9,144)		(9,144)
Net cash flows provided by financing activities		758,123	-	758,123
Net increase in cash and cash equivalents		296,921		304,060
Effect of exchange rate changes on cash	IAS 7 ^c	-	(7,139)	(7,139)
Cash and cash equivalents, beginning of period		147,051	-	147,051
Cash and cash equivalents, end of period		443,972	-	443,972

b) IAS 21 - The effects of changes in foreign exchange rates: To adjust foreign exchange gains and losses reported under Canadian GAAP. Under GAAP, all monetary assets and liabilities denominated in currencies other than the reporting currency were translated using the exchange rate at period end and the resulting translation gains and losses were included in consolidated statement of operations.

Under IFRS, only foreign exchange gains and losses on monetary assets and liabilities denominated in a currency other than the functional currency of each entity of the group should be included in the consolidated statement of operations.

c) IAS 7 - Financial Instruments disclosure - to present the effect of exchange rate changes on cash held in a foreign currency separately from operating, investing and financing activities.