

**Smartcool Systems Inc. (TSX-V: SSC)**  
**Management's Discussion and Analysis**  
**2017 Third Quarter (ending September 30)**

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

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

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

The following is management's discussion and analysis ("MD&A") of the operating and financial results of Smartcool Systems Inc. for the period ended September 30, 2017. This information is provided as of November 24, 2017.

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

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## **Business Overview**

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

Smartcool was established in 2004, beginning as the North American distributor for the Energy Saving Module (ESM)™, a unique energy efficiency retrofit developed by Abbotly Technologies Pty Ltd of Australia. In 2006, Smartcool purchased the assets of Abbotly, including the intellectual property of the ESM™, and became the sole manufacturer and master distributor. In 2009, Smartcool's research and development culminated in the delivery of the ECO<sup>3</sup>™ to market, a new product specifically designed to bring unprecedented energy efficiency to small scale HVACR systems. Product development is underway to add communications as part of an overall upgrade to the existing line of products.

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

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

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

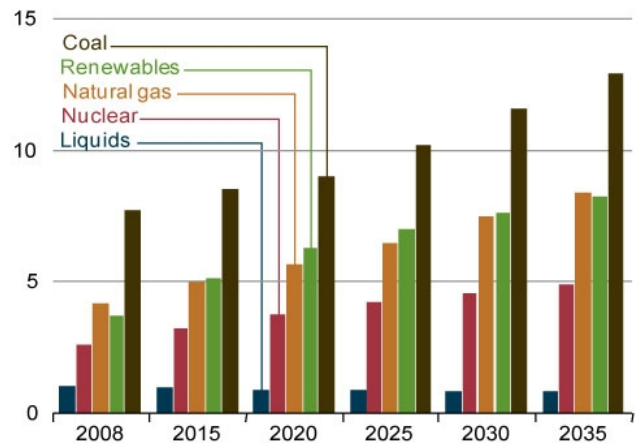
During the 2<sup>nd</sup> Quarter, the Company entered into a VAR (Value Added Reseller) Agreement with Panoramic Power Ltd. ("Panoramic"). Panoramic designs and manufactures wireless sensors and complimenting software to provide customers visibility to device level consumption of electricity. This system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

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

**Energy Issues**

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

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



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

On average, residential electricity rates around the globe have increased by 150% from 2005 to 2008.<sup>2</sup> Combined with environmental concerns surrounding fossil fuel generated electricity, it is clear that a solution to high energy consumption is urgently needed. Energy efficiency is the only option which is both cost effective and can be implemented rapidly.

**Smartcool’s Energy Efficiency Solutions**

Smartcool focuses on reducing the electricity used by refrigeration, air conditioning and heat pumps (HVAC). For target customer industries, such as supermarkets, these systems consume well over 50% of their total energy usage. Even for customers less dependent on HVAC, the systems still account for roughly 20% of their energy bill. The ability to save energy with Smartcool’s energy efficiency technology represents a major opportunity to cut operating expenses for any customer, typically giving them a return on their investment averaging 18 to 36

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

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

months. Electricity generated for buildings produces more greenhouse gases than any other source, so cutting HVAC energy consumption can also have a significant impact on the environment.

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

*The ECO<sup>3</sup>™*



*The ESM™*



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

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

## The Market Strategy

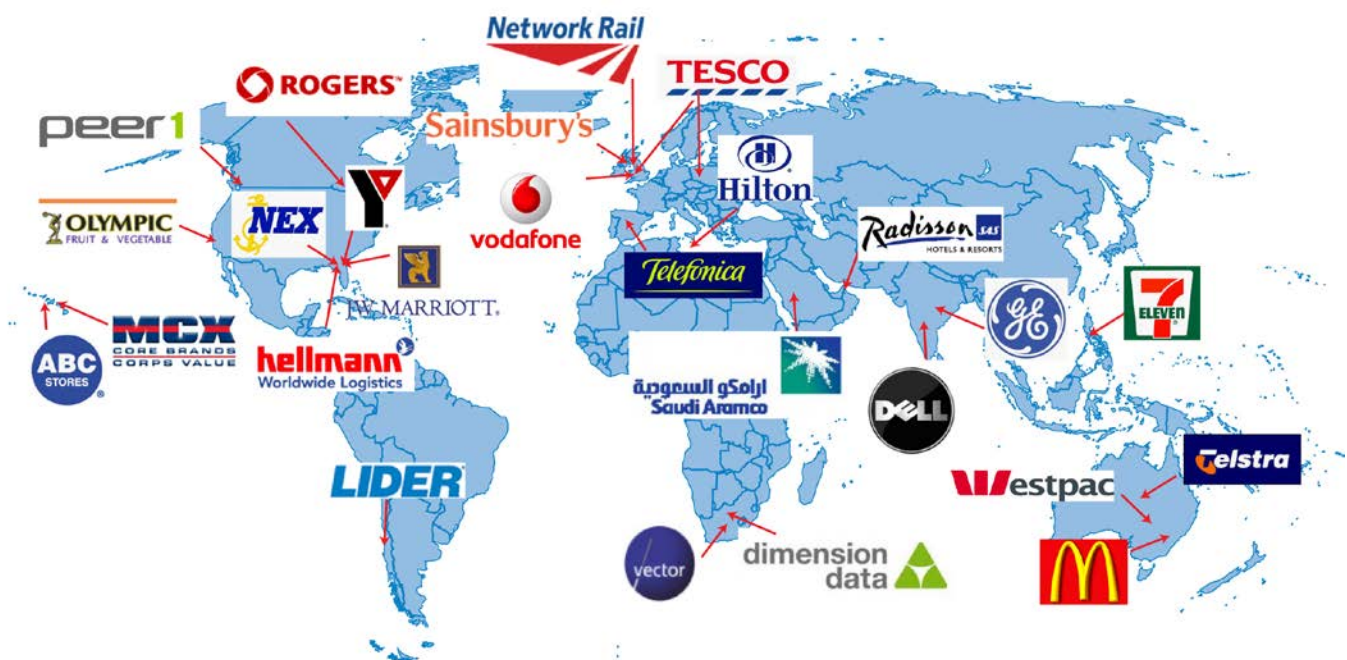
Smartcool's ECO<sup>3</sup>™ and ESM™ are cost effective energy efficiency solutions for any air conditioning, refrigeration or heat pump system. The few other energy efficiency products geared towards the HVAC market, do not offer the full package of benefits that the ECO<sup>3</sup>™ and ESM™ provide.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

## Direct Sales

The company distributes its products directly to major clients, providing them with superior project management and service as they roll out Smartcool products to their facilities. For direct sales, Smartcool targets specific industries such as food retailers, telecommunications, commercial real estate and hospitality, where HVAC energy usage tends to represent a very

high percentage of a client’s operating budget. In Europe, Smartcool has built a strong portfolio of direct sales through major electrical wholesalers like Rexel, utilities like EON and facilities management companies like Matrix and EMCOR. They have introduced Smartcool to their customers for energy efficiency solutions such as Scottish and Southern Energy and Transport for London.

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



### Distribution Sales

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

have also proven instrumental in launching key accounts for Smartcool, like Telefonica, GE Healthcare, Dell, Saudi Aramco, 7-Eleven, JW Marriott and more.

### **Corporate Structure**

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

## **Financial Overview**

Sales activity continued to accelerate as a result of concerted marketing effort and the third quarter saw revenue increasing significantly, compared to the third quarter of 2016, even though large rollouts from pilot installations in the UK and the Caribbean have progressed more slowly than expected.

Revenue increased to \$307,538 from \$81,547 for the third quarter of 2016, an increase of \$225,991 or 277%. Operating expenses increased to \$768,011 from \$416,805 for the same quarter of 2016, an increase of \$351,206 or 84%.

Total assets increased to \$1,855,001 from \$1,561,024 at the end of 2016. The Company had \$67,257 in cash and cash equivalents at the end of the quarter, compared to \$3,317 at the end of 2016.

Current liabilities at the end of the quarter were \$1,564,214 (2016 - \$1,966,938) which includes current portion of acquisition obligations and debentures totaling \$446,235 (2016 - \$572,866). Long-term liabilities were \$144,270 (2016 - \$219,282), consisting of acquisition obligations \$30,933 and deferred tax liability of \$113,337.



All the fiscal quarters below have been prepared using IFRS.

	<b>Dec 2016</b> <b>(\$)</b>	<b>Mar 2017</b> <b>(\$)</b>	<b>Jun 2017</b> <b>(\$)</b>	<b>Sep 2017</b> <b>(\$)</b>
Total revenues	75,078	85,957	261,784	307,538
Net income (loss)	(578,100)	(360,949)	(259,510)	(454,168)
Income (loss) per share – basic & diluted	(0.00)	(0.00)	(0.00)	(0.00)

	<b>Dec 2015</b> <b>(\$)</b>	<b>Mar 2016</b> <b>(\$)</b>	<b>Jun 2016</b> <b>(\$)</b>	<b>Sep 2016</b> <b>(\$)</b>
Total revenues	287,375	142,497	26,854	81,547
Net income (loss)	(257,606)	(312,449)	(403,029)	(373,180)
Income (loss) per share – basic & diluted	(0.00)	(0.00)	(0.00)	(0.00)

### Selected Annual Information

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

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

\* *Continuing operations only*

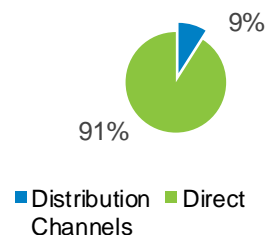
## Summary of Operating Results

### Revenue

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

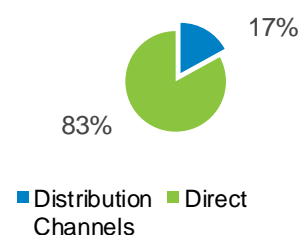
Distribution sales for the quarter were \$27,092 or 9% of total revenue, compared to \$8,265 or 10% of total revenue for the third quarter of 2016. Direct sales for the quarter were \$280,446 or 91% of total revenue compared to \$73,282 or 90% of total revenue for the third quarter of 2016.

Revenue by Channel

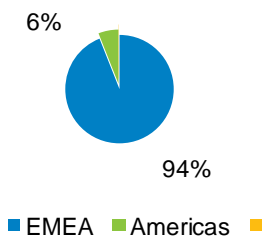


Distribution sales for the nine months were \$114,053 or 17% of total revenue, compared to \$66,479 or 26% of total revenue for the same period of 2016. Direct sales for the nine months were \$ 541,226 or 83% of total revenue compared to \$184,418 or 74% of total revenue for the same period of 2016.

Revenue by Channel

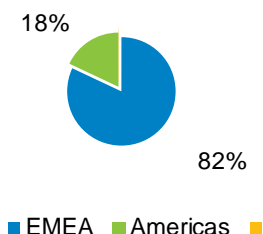


Revenue by Region



Revenue from the Americas for the quarter were \$19,491 or 6% of total revenue, compared to \$12,271 or 15% of total revenue for the third quarter of 2016. Revenue from the Europe, Middle East, and Africa for the quarter were \$288,047 or 94% of total revenue compared to \$69,276 or 85% of total revenue for the third quarter of 2016.

Revenue by Region



Revenue from the Americas for the nine months were \$117,748 or 18% of total revenue, compared to \$69,773 or 28% of total revenue for the same period of 2016. Revenue from the Europe, Middle East, and Africa for the quarter were \$537,531 or 82% of total revenue compared to \$181,124 or 72% of total revenue for the same period of 2016.

**Gross profit**

Gross profit for the quarter was \$271,808 compared to \$67,718 for the third quarter of 2016, an increase of \$204,090 or 301%. Profit margin for the quarter was 88%, compared to 83% for the third quarter of 2016.

Gross profit for the nine months was \$ 571,912 compared to \$186,847 for the same period of 2016, an increase of \$385,065 or 206%. Profit margin for the nine months was 87%, compared to 74% for the same period of 2016.

**General and administrative expenses**

General and administrative (“G & A”) expenses for the third quarter were \$433,092, compared to \$269,044 for the third quarter of 2016, and increase of \$164,048. Consulting and management fees increased to \$202,734 from \$80,873 as a result of the engagement of a number of consultants to assist the Company with marketing initiatives and operating effectiveness. Professional fees increased to \$50,872 from \$8,354, due to extensive legal work related to the preparation of debenture offering documents, warrant term modification and capital financing. Travel expenses increased to \$32,922 from \$15,608. These increases were partially offset by a sizable decrease in salaries, thanks to cost cutting measures implemented in late 2016.

General and administrative (“G & A”) expenses for the nine months was \$1,012,732, compared to \$811,678 for the same period of 2016. Consulting and management fees increased to \$375,067 from \$243,325, Professional fees increased to \$71,834 from \$18,985 and travel expenses increased to \$90,291 from \$46,731.

	Three months ended September 30, 2017	Three months ended September 30, 2016
Advertising and promotion	\$10,042	\$830
Consulting & management fees	202,734	80,873
Filing and transfer fees	1,409	-377
Insurance	2,809	5,477
Interest	4,744	55
Investor relations	3,275	1,495
Product certification	5,179	534
Professional fees	50,872	8,354
Office and supplies	6,763	5,625
Rent	2,734	2,105
Salaries and benefits	106,499	143,755
Telephone	3,111	4,710
Travelling	32,922	15,608
<b>Total general &amp; administrative expenses</b>	<b>\$433,092</b>	<b>\$269,044</b>

	Nine months ended September 30, 2017	Nine months ended September 30, 2016
Advertising and promotion	\$14,981	1,242
Commissions	-	6,628
Consulting and management fees	375,067	243,325
Filing and transfer fees	11,839	25,755
Insurance	8,762	10,695
Interest	4,694	4,314
Investor relations	20,763	7,325
Product certification	6,912	3,231
Professional fees	71,834	18,985
Office and supplies	34,465	21,628
Rent	7,290	21,465
Salaries and benefits	358,055	387,167
Telephone	7,778	13,187
Travelling	90,291	46,731
<b>Total general and administrative expenses</b>	<b>\$1,012,732</b>	<b>\$811,678</b>

Total operating expenses for the nine months increased to \$1,624,199 from \$1,276,941 for the same period of 2016, and operating expenses for the quarter increased to \$768,011 from \$416,805 for the quarter of 2016.

**Net loss**

Net loss for the quarter was \$454,168 compared to net loss of \$373,180 for the third quarter of 2016. The loss per share (basic and diluted) for the quarter was \$0.00, no change from the loss per share for the third quarter of 2016.

Net loss for the nine months was \$1,074,605 compared to net loss of \$1,088,658 for the same period of 2016. The loss per share (basic and diluted) for the nine months was \$0.00, no change from the loss per share for the same period of 2016.

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

**Comprehensive loss**

Comprehensive loss for the quarter was \$519,390 (Sep 30, 2016 - \$364,267) consisting of net operating loss \$454,168 (Sep 30, 2016 - \$373,180) and negative foreign currency translation adjustment \$65,222. (Sep 30, 2016 - \$8,913).

Comprehensive loss for the nine months was \$1,089,353 (Sep 30, 2016 - \$1,059,492) consisting of net operating loss \$1,074,605 (Sep 30, 2016 - \$1,088,658) and negative foreign currency translation adjustment \$14,748. (Sep 30, 2016 - \$29,166).

As the functional currencies of Smartcool USA and Lenten Street are different from the reporting currency (Canadian dollar), their monetary assets and liabilities as well as non-monetary assets and liabilities in the consolidated financial statements must be translated into the reporting currency based on Sep 30, 2017 exchange rate under IFRS. This method of foreign currency translation resulted in the above adjustment which is classified as a component of equity.

**Amortization and depreciation**

Amortization and depreciation expenses for the quarter were \$138,139 compared to \$142,059 for the third quarter of 2016. Amortization on property and equipment was \$527 (Sept 30, 2016 - \$4,448) and amortization of intangible assets was \$137,612 (Sept 30, 2016 - \$ 137,612).

Amortization and depreciation expenses for the nine months were \$414,382 compared to \$426,253 for the nine months of 2016. Amortization on property and equipment was \$1,546 (Sep 30, 2016 - \$13,417) and amortization of intangible assets was \$412,836 (Sep 30, 2016 - \$ 412,836).

**Share-based compensation**

Share-based compensation costs for the quarter was \$196,780, compared to \$5,702 for the third quarter of 2016, an increase of \$191,078. 12,575,000 options were granted during the quarter while no options were granted in the third quarter of 2016.

Share-based compensation costs for the nine months was \$197,085, compared to \$36,983 for the nine months of 2016.

**Capital expenditures**

The Company purchased office computer equipment of \$1,419 during the nine months of 2017 and \$1,312 in the same period of 2016.

**Liquidity and Capital Resources**

As at September 30, 2017, the Company had \$67,257 in cash and cash equivalents (December 31, 2016 - \$3,317). Negative working capital at September 30, 2017 was \$442,722 compared to \$1,552,161 at December 31, 2016.

The Company used net cash flow of \$417,687 during the quarter, compared to \$184,532 during the third quarter of 2016. The increase in cash used for operations was attributable to greater amounts of trade receivable and prepaid consulting services.

The Company used \$967,645 during the nine months to finance operations and used \$542,183 in the same period of 2016.

The Company was unable to make acquisition obligations payments as scheduled. These payments include £26,000 scheduled for December 15, 2014, £25,000 December 31, 2014, £26,000 June 15, 2015, £19,000 December 15, 2015, £26,000 June 15, 2016, £19,000 December 15, 2016, £26,000 June 15, 2017, a total of \$279,157 (£167,000).

Given the current business activity, management believes steady growth in revenue will provide the Company with greater liquidity and capital resources. The offering of debentures in October also ensures that the Company continues to be a going concern over the next twelve month.

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

	<b>Total</b>	<b>1 year</b>	<b>1-2 years</b>
Trade payables and accruals	\$1,013,745	\$1,013,745	\$-
Loans and advances	100,860	100,860	-
Obligations under acquisition	376,215	345,282	30,933
Debentures	100,953	100,953	-
<b>Total</b>	<b>\$1,591,773</b>	<b>\$1,560,840</b>	<b>\$30,933</b>

## Outstanding Share Data

The authorized share capital of the Company is an unlimited number of common shares without par value. As at September 30, 2017 the Company had 186,096,604 (December 31, 2016 – 140,842,737) common shares outstanding. The weighted average number of common shares outstanding for the quarter was 179,978,005 (September 30, 2016- 135,848,172) and the weighted average number of common shares outstanding for the nine months was 162,004,317 (September 30, 2016- 128,882,336)

As at the date of this report, the outstanding shares are 195,789,377 and diluted are 301,123,044.

## Warrants and Stock Options

As at September 30, 2017, there were 83,981,666 (December 31, 2016 – 43,175,000) share purchase warrants (including 232,000 agent warrants) and 22,495,000 (December 31, 2016 – 11,945,000) stock options outstanding which collectively could result in the issuance of 106,708,666 common shares if these warrants and stock options are exercised. The outstanding options have a weighted average exercise price of \$0.05. The outstanding warrants have weighted average exercise price of \$0.06.

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

As at the date of this report, there are 82,631,666 outstanding warrants and 22,470,000 outstanding options. The outstanding options have weighted average exercise price of \$0.05.

## Intangible Assets

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

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

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

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

In July 2008, the Company acquired the exclusive rights to distribute the ESM™ in the United Kingdom, Spain, Portugal, and the Middle East from T.E.C.C. Services Ltd. (“TECC”) (note 7).

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

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



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

**c. *SmartACR Intellectual Property and Customer Relationship***

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

## **Critical Accounting Policies & Estimates**

### ***Revenue Recognition***

Revenue from the sale and installation of the ESMTM and ECO3TM is recognized when the ESMTM and ECO3TM have been installed, significant risks and rewards of ownership of the equipment have been transferred to the customer, the Company does not retain continuing managerial involvement or effective control over the equipment, the sales price can be determined and collection is probable, and the cost of the transaction can be measured reliably.

Revenue from the international distribution of the ESMTM and ECO3TM is recognized when the equipment has been shipped, title has been transferred, the sales price has been determined and the cost of the equipment can be measured reliably. Revenue is also recognized when equipment has been ordered and laid away as instructed by the customer, the sales price has been determined and a significant portion of it has been paid. Provisions are established for estimated warranty costs at the time revenue is recognized. The Company records deferred revenue when cash is received in advance of the above revenue recognition criteria being met.

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

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

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

A corresponding increase in equity, the reserve for equity settled share-based transactions, is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion previously recorded in the reserve is reversed. At the time of grant, the expense is determined based on estimated forfeiture rate. The expense will be adjusted to recognize the effect of actual forfeitures as they



occur. The fair value of warrants issued to agents for their finder’s fee is based on the fair value of the services provided and charged to share issuance costs.

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

**Intangible assets**

Intangible assets are recorded at cost and include the ESM™ brand, ESM™ intellectual property, distribution rights, distribution agreements, supplier agreements and customer relationships. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. The ESM™ brand has been determined to have an indefinite life and is not amortized. The remaining intangible assets with finite lives are amortized on a straight-line basis. The useful lives of the intangible assets have been assessed as follows:

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

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

**Use of estimates and judgments**

The preparation of these consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. It also requires management to exercise judgement in applying the Company’s accounting policies. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout these

consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if the revision affects both current and future periods.

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

- Allowance for doubtful accounts – as at September 30, 2017, approximately \$104,000 in trade receivables was outstanding for more than 90 days.

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

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

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

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

### **Forward-looking statements**

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

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

**Additional Information**

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