



SustainCo Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended August 31, 2016

SustainCo Inc.
Management's Discussion & Analysis
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December 21, 2016

Introduction

This management discussion and analysis ("MD&A") of the financial condition and results of operations of SustainCo Inc., (the "Company" or "SustainCo"), is for the year ended August 31, 2016 and 2015. It is supplemental to, and should be read in conjunction with the Company's audited annual consolidated financial statements and the accompanying notes for the year ended August 31, 2016.

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented herein are stated in Canadian dollars, unless otherwise indicated.

Readers are cautioned that this MD&A contains certain forward-looking statements. Please see the "Notice concerning forward-looking statements" section at the end of this document for a discussion concerning the use of such information in this MD&A.

Company Overview

SustainCo was incorporated under the Canada Business Corporation Act on August 22, 2008. The Company is listed on the TSX Venture Exchange Inc. (the "TSX-V" or the "Exchange") under the ticker symbol "SMS".

SustainCo is a leading provider of sustainable infrastructure solutions and services. The Company focuses on enabling sustainability, energy efficiency, clean and renewable energy projects and technology. The Company operates through its wholly owned subsidiaries of VCI CONTROLS Inc. ("VCI" or "VCI CONTROLS") and Clean Energy Developments Corp. ("CleanEnergy").

VCI CONTROLS Inc.

VCI is a leading supplier of building technologies and services that improve comfort, safety, energy efficiency, and occupant productivity. It is an industry leader in the development of intelligent building technology, including the integration of disparate building systems utilizing the latest in communications technologies and standards. VCI's business focuses on building automation and controls, HVAC mechanical services, real-time performance monitoring, and energy efficient retrofit and solutions.

Founded in 1981, VCI has an installed customer base of over 1,400 clients including very large and complex buildings such as the National Art Gallery of Canada, the RCMP complex in Ottawa, the Canadian Forces Base in Halifax, and the Billy Bishop Airport in Toronto.

With headquarters in Toronto, VCI employs over 70 people in Halifax, Montreal, Pembroke, Ottawa, and Toronto.

CleanEnergy Overview

CleanEnergy is a Canadian industry leading geoexchange company that provides heating and cooling solutions for multi-residential and commercial buildings using energy from the earth. It provides a complete energy solution, including engineering and design, geothermal installation, equipment and controls, and project management.

Overall Performance

Projects

VCI continues to execute the awarded contract worth over \$575,000 for energy management controls at Phase II of Kipling Acres Homes for the Aged, a City of Toronto property.

VCI has recently completed a contract worth over \$650,000 to upgrade and integrate the energy management and control systems for a large government facility in New Brunswick.

VCI is currently retrofitting a large number of boiler plant, booster pump and BAS systems across a number of buildings for a multi-residential asset owner. The combined value of these contracts is in excess of two million dollars.

CleanEnergy has completed building the geoexchange system for the Ontario Ministry of Natural Resources' Fire Management Facility. The Geoexchange system will assist the facility in achieving a LEED designation. In addition, CleanEnergy is in the process of completing geoexchange installations at a number of other locations, including the Springdale Library for the City of Brampton.

Selected Financial Information

Selected annual information

	2016	2015	2014
Total revenue	\$ 14,288,823	\$ 12,305,380	\$ 8,345,642
Net loss from continuing operations	\$ 718,066	\$ 1,329,440	\$ 3,227,008
Net loss from discontinued operations	\$ nil	\$ nil	\$ 704,435
Net loss	\$ 718,066	\$ 1,329,440	\$ 3,931,443
Net loss per share from continuing operations	\$ 0.26	\$ 0.57	\$ 1.64
Net loss per share from discontinued operations	\$ nil	\$ nil	\$ 0.36
Total assets	\$ 6,063,395	\$ 5,413,808	\$ 7,022,515
Long-term liabilities	\$ 599,451	\$ 4,856,864	\$ 4,796,246
Dividends per share	\$ nil	\$ nil	\$ nil

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Selected Quarterly Financial Information

	Q4-2016 \$	Q3-2016 \$	Q2-2016 \$	Q1-2016 \$	Q4-2015 \$	Q3-2015 \$	Q2-2015 \$	Q1-2015 \$
Revenue	3,416,625	4,333,584	3,726,051	2,812,563	3,274,937	3,416,203	2,710,410	2,903,830
Net income (loss)	(110,103)	(64,680)	(245,291)	(297,992)	(278,981)	(452,355)	(329,919)	(268,185)
Basic & diluted earnings (loss) per share	(0.01)	(0.01)	(0.11)	(0.13)	(0.13)	(0.19)	(0.14)	(0.11)

Results of Operations

Sales and Direct Costs

The Company had the following sales and direct costs:

	Year ended August 31,	
	2016	2015
Revenue		
Geoexchange services	\$ 1,396,970	\$ 1,451,336
Controls and Mechanical contracting	12,891,853	10,854,044
Total Revenue	14,288,823	12,305,380
Cost of sales		
Geoexchange services	(1,245,433)	(972,461)
Controls and Mechanical contracting	(9,570,518)	(7,986,134)
Total Cost of sales	(10,815,951)	(8,958,595)
Gross margin		
Geoexchange services	151,537	478,875
Controls and Mechanical contracting	3,321,335	2,867,910
Gross margin	\$ 3,472,872	\$ 3,346,785

Total revenues from geoexchange services was \$1,396,970 for 2016, a decrease of 3.8% from the same period in 2015. Revenues are earned on services provided for the design and engineering of geoexchange projects, the sale of geoexchange equipment and the installation of geoexchange systems. Cost of sales of relate to direct materials and expenditures, equipment costs and materials for products and services sold. Margins decreased from the prior year from 33.0% to 10.9% for 2016 due to the variability in margins from project to project.

The controls and mechanical contracting services recognized revenue of \$12,891,853 in 2016, which is an increase of 18.8% from the same period in 2015. Revenues are earned from engineering services, building automation controls, mechanical and electrical installation, performance monitoring, and operations and maintenance services for multi-residential and ICI facilities. The Cost of sales of relate to direct materials and expenditures for products and services sold. Margins for this division were 25.8% for 2016, which is a slight decrease compared to last year at 26.4%.

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General and Administrative Costs

	Corporate		Geoexchange services		Controls and Mechanical contracting	
	2016	2015	2016	2015	2016	2015
Salaries and wages	\$ 502,566	\$ 664,282	\$ 74,805	\$ 137,640	\$ 1,318,191	\$ 1,321,897
Professional and consulting fees	115,869	108,792	27,970	38,115	330,258	342,919
Office costs	130,578	146,885	35,666	177,571	673,312	570,242
Travel costs	1,188	1,429	20,546	29,852	60,530	36,196
Bad debts	(985)	-	21,173	17,798	81,689	133,551
	\$ 749,216	\$ 921,388	\$ 180,160	\$ 400,976	\$ 2,463,980	\$ 2,404,805

General and administrative costs decreased by \$333,813 in 2016 compared to the prior year as the Company pursues cost reductions. General and administrative costs in the Corporate segment decreased from \$921,388 in 2015 to \$749,216 in 2016. In the Geoexchange division there was a significant decrease compared to the prior year due to reduction in office costs. There was a modest increase for the Controls and Mechanical contracting division from 2015 to 2016. Overall, the Company has continued its cost cutting measures to reduce general and administrative costs wherever possible, with an overall reduction of general and administrative costs to \$3,393,356 for the year ended August 31, 2016 versus \$3,727,169 in the prior year.

Amortization and Depreciation

Amortization and depreciation increased to \$145,610 for the year ended August 31, 2016 versus \$110,539 in 2015. This consists of amortization and depreciation of intangible assets acquired with VCI Controls, as well as equipment within the two segments. There were modest capital expenditures in 2016, at \$92,652 versus \$7,835 in 2015.

Finance Expense

Finance expenses of \$644,974 (2015 - \$699,337) were incurred for the year ended August 31, 2016 and relate to interest and bank charges on the Company's bank indebtedness and debentures. The Company restructured its debt near the end of fiscal 2016. Going forward, the Company expects to have significantly decreased its finance expenses.

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Loss on Extinguishment of Debentures

In August 2016, the Company settled all issued and outstanding debentures through the issuance of 6,683,009 of common shares, \$834,500 of promissory notes payable, and 1,251,750 warrants. The warrants had an exercise price of \$0.65 per share, expiring 5 years from the date of issuance.

The loss on extinguishment on the settlement is determined as follows:

Fair value of 6,683,009 common shares issued	\$ 4,343,951
Fair value of 1,251,750 warrants issued	475,000
Fair value of \$834,500 interest-free promissory note	593,981
Total fair value of consideration issued to extinguish debentures	\$ 5,412,932
Carrying value of debentures prior to extinguishment	\$ 4,885,158
Accrued interest on debentures	103,442
Total value of debt extinguished	\$ 4,988,600
Loss on extinguishment of debentures	\$ 424,332

Share-based Payments

Total share-based payments for the year ended August 31, 2016 was \$66,283, compared to \$117,616 in 2015. These share-based payments are a non-cash cost.

Net Loss

The Company continues to record business losses as SustainCo continues to build on its strategy. However, the Company is making progress towards achieving break-even, with a decrease in the net loss for the year ended August 31, 2016 to \$718,066 (2015 - \$1,329,440). The controls and mechanical contracting division recorded a net income of \$706,592 (2015 - \$305,288), while the corporate and geoservice services divisions reported a loss of \$1,369,992 and \$54,666 respectively during 2016 (2015 - \$1,708,578 loss and \$73,850 income, respectively).

Fourth Quarter

The Company reported a small net loss for the fourth quarter ended August 31, 2016 at \$110,103 or \$0.01 per share, versus \$278,981 in Q4 2015 or a loss of \$0.13 per share. The main factors for this difference is the reduction in general and administrative expenses, one-time gains of \$492,350 generated from settlement of payables, and growth in gross profit in 2016.

Liquidity and Capital Resources

The Company is exposed to liquidity risk or the risk of not meeting its financial obligations as they come due. The Company constantly monitors and manages its cash flows to assess the liquidity necessary to fund operations. As at August 31, 2016, the Company had working capital of \$748,067. As at the date of this report, the Company's working capital has not materially changed from that reported at August 31, 2016. Working capital provides funds for the Company

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to meet its operational and capital requirements.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The Company has taken and continues to take steps to reduce these losses and ultimately become profitable; however, losses are expected to continue for the 2016 fiscal year. See the going concern risk for further details.

Related Party Balances and Transactions

(a) Due to related parties is as follows:

	August 31, 2016	August 31, 2015
Promissory notes payable (i)	\$ 90,917	\$ 135,000
Consideration payable (ii)	125,000	125,000
Demand loan payable (iii)	158,685	-
	\$ 374,602	\$ 260,000

- (i) Notes payable to a corporation controlled by an officer and director of the Company bearing interest at 12% per annum. During the year, additional notes in the amount of \$200,000 were advanced to the Company. In August 2016, the Company signed a settlement agreement under which it extinguished \$245,000 of the notes and accrued interest totalling \$29,810 in exchange for 422,791 common shares valued at \$274,810. There was no gain or loss recognized as a result of this transaction. As at August 31, 2016, the balance payable comprises \$90,000 in promissory notes (2015 - \$135,000) and accrued interest of \$917 (2015 - \$nil). Total interest expense on these promissory notes for the year ended August 31, 2016 was \$30,731 (2015 - \$nil).
- (ii) A corporation that holds significant influence over the Company is owed \$125,000 (August 31, 2015 - \$125,000), which is outstanding consideration payable for the qualifying transaction. These amounts are non-interest bearing and are due on demand.
- (iii) In February 2016 the Company received a demand loan in the amount of \$152,250 from a corporation controlled by an officer and director of the Company bearing interest at 8% per annum. During the year ended August 31, 2016, interest of \$6,435 has accrued on the balance (2015 - \$nil).

Additional related party disclosures

- (b) During the year, rent of \$15,500 (2015 - \$37,200) was paid to a company controlled by an officer of the Company, for additional office space used by the Company.
- (c) As part of the debenture extinguishment, 379,112 common shares valued at \$246,423 were issued to a corporation controlled by an officer and director of the Company in settlement of \$241,500 debentures and \$4,923 accrued interest.

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- (d) Remuneration of key management personnel of the Company for the year ended August 31, 2016, included \$405,000 of short-term compensation (2015 - \$456,335). In 2016, no stock options were issued to key management. In 2015, 92,500 stock options were issued to key management generating \$54,499 of share-based compensation expense in 2016 (2015 - \$96,706). Within accounts payable, there is \$327,776 payable to key management personnel (2015 \$66,261).

Financial Instruments Risk Exposure and Management

The Company's financial instruments consist of cash, accounts receivable, trade payables and accrued liabilities, bank indebtedness, due to related parties, and notes payable. Due to the short-term nature of these financial assets and liabilities, the carrying values approximate the fair values. The Company did not hold or issue any derivative financial instruments during the year.

Credit risk

The Company's cash is held at chartered Canadian financial institutions. Management reviews the strength of these institutions on a regular basis.

Accounts receivable subject the Company to credit risk. The Company believes the remaining amounts will be collected. Holdbacks are received upon substantial completion of the projects.

Accounts receivable aging	August 31, 2016		August 31, 2015	
Within 30	\$	1,868,206	\$	1,492,358
31 to 60		670,473		1,149,097
61 to 90		453,736		345,558
Over 90		574,648		235,172
Holdbacks		383,800		261,179
Total accounts receivable	\$	3,950,863	\$	3,483,364

The maximum exposure is limited to the carrying amount of financial assets on the statement of financial position that includes cash and accounts receivable.

Concentration risk

The concentration of revenue generated from major customers is not significant, with the three largest customers combined accounting for less than 25% of gross revenue.

Interest rate risk

The Company is subject to interest rate risk from its bank indebtedness, which is subject to a floating interest rate, which changes based on prevailing market conditions. The Company also has notes payable bearing a fixed rate of interest.

Foreign exchange risk

The Company purchases a portion of its inventory in United States dollars ("USD") and does not

currently engage in hedging activities. Accordingly, the Company is exposed to foreign exchange risk on a portion of its accounts payable and accrued liabilities and its USD bank account balances. However, the foreign exchange exposure to the Company at this time is not significant.

Changes in Accounting Standards

A number of new standards, amendments to standards and interpretations are not yet effective for the year ended August 31, 2016, and have not been applied in preparing these consolidated financial statements but may affect the Company.

IFRS 9 - Financial Instruments: Classification and Measurement, effective for annual periods beginning on or after January 1, 2018, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.

IFRS 15 - Revenue from Contracts with Customers, effective for annual periods beginning on or after January 1, 2018, with early adoption permitted, specifies how and when to recognize revenue and enhances relevant disclosures to be applied to all contracts with customers.

IFRS 16 - Leases was issued by the IASB on January 13, 2016. The Company will be required to adopt IFRS 16 in its financial statements for the annual period beginning on January 1, 2019. The new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors.

Amendments to IAS 1, Presentation of Financial Statements ("IAS 1"). The Company will be required to adopt amendments to IAS 1, which includes amendments to further encourage companies to apply judgment in determining what information to disclose in their financial statements for annual periods beginning on or after January 1, 2016.

The Company is currently assessing the effects of these new standards.

Subsequent events

On September 1, 2016, 17,500 stock options exercisable at \$10.00 expired.

Outlook

The goal of SustainCo is to be at the forefront of advancing sustainability principles in leading organizations. The Company will continue to look for and promote leading edge services and technology combined with our experienced design and delivery teams to create a differentiated value proposition for our customers.

The Company's objective is to refocus on vertically integrating and building the Company to be a true turnkey business that offers a complete range of sustainable infrastructure solutions and services. It is anticipated that this will allow the Company to take advantage of the higher margin areas of the full service business model initially envisioned by the Company, such as the finance, consulting, and design solutions, as well as simultaneously enabling the Company to capitalize on life-cycle cross selling. This is expected to result in the creation of more revenue streams along the entire life cycle of a project without compromising control over the process and competitive prices to consumers.

Unionization

On November 30, 2016 the Company announced that the Ontario Labour Relations Board (the "OLRB") has ordered the certification of the United Association of Journeymen and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada, Local 787 (the "Union"), effective June 1, 2017, as the exclusive bargaining agent for the refrigeration and air-conditioning mechanics and apprentices employed by VCI Controls Inc.

The Company will be making adjustments to its business model to ensure continuity and continued profitability and growth.

Disclosure of Outstanding Share Data

As at the date of this report, there were 9,442,890 issued and outstanding common shares in the capital of the Company. The Company has outstanding options to purchase an aggregate of 112,500 common shares, outstanding warrants to purchase an aggregate of 1,277,125 common shares, and outstanding agent options to purchase an aggregate of 1,309 common shares.

Risk Factors

The Company's overall performance and results of operations are subject to a number of risks and uncertainties. The Company is subject to certain risks and uncertainties from both financial and operational factors. Some of the key risks are highlighted as follows:

Going Concern Risk

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

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Over the past two years the Company has incurred significant losses including operating losses for the years ended August 31, 2016 and 2015 of \$718,066 and \$1,329,440 respectively. As a result, the Company has an accumulated deficit of \$21,036,948 and working capital of \$748,067 at August 31, 2016. The Company has taken and continues to take steps to reduce these losses and ultimately become profitable; however, losses could be expected to continue for the 2017 fiscal year. As a result, there is substantial doubt surrounding the Company's ability to continue as a going concern. In order to rectify these problems, in addition to increasing revenues and decreasing costs in order to reduce losses, the Company will require additional financing in the form of debt or equity. In addition, the Company is dependent on renewing its current bank facilities. Failure to obtain such financing could result in delay or indefinite postponement of the Company's strategic goals. These financial results do not include any adjustments relative to the carrying values and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

Revenue Risk

The Company may experience delays in achieving revenues. Revenues may be delayed or negatively impacted by issues encountered by the Company or its customers including:

- unforeseen engineering and environmental problems;
- delays or inability to obtain required financing, licenses, permits and regulatory approvals;
- supply interruptions or labour disputes;
- foreign exchange fluctuations and collection risk; and
- competition from other suppliers or alternate less capital intensive energy solutions.

There is no assurance that the business will perform as expected or that returns from the business will support the expenditures needed to develop it.

Sales Cycle and Fixed Price Contracts

The Company may enter into sales contracts with fixed pricing, which may be impacted by changes over the period of implementation. The success of sales execution will require collaboration between the Company and its customers.

There is no assurance that delays or problems in the implementation process used for all customers will not adversely affect the Company's activities, operating results or financial position.

Sensitivity to Fixed Costs

Fixed costs, including costs associated with operating losses, leases, labour costs and depreciation will account for a significant portion of the Company's costs and expenses. As a result, reduced productivity resulting from reduced demand, equipment failure, weather or other factors could significantly affect financial results.

Reliance on Management and Key Personnel

The Company's success and future operations are dependent upon the abilities, expertise, experience, judgment and efforts of senior management and key technical and field personnel of

the Company. Any loss of the services of these personnel could have a materially adverse impact on the Company's business, technical capabilities, operating results or financial condition or could result in delays to or abandonment of the Company's projects.

Loss of Contracts

The Company may lose contracts or customer arrangements through competitive bidding or early termination, which would cause its revenue and profitability to decline. In addition, some customers of the Company may terminate their contracts or arrangements before the end of the contract term. If the Company loses contracts or customer arrangements through competitive bidding, early termination or other competitive pressures, it may not be able to replace the lost revenue, which will result in a decrease in its revenue. Whether the Company will be the successful bidder for any particular contract is subject to significant uncertainty.

Competition

The geoexchange and controls/mechanical contracting industry is competitive; however, it is anticipated that the Company will be one of a smaller number of public companies offering a turn-key solution. There are smaller privately-owned companies which are providing segments of the process but not a complete solution. There can be no assurance that such competitors will not substantially increase the resources devoted to the development and marketing of a complete solution that competes with those of the Company or that new or existing competitors will not enter the various markets in which the Company will be active.

There can be no assurance that the Company's competitors will not develop new and unknown technologies, with which the Company may have difficulty competing. As well, without remaining cost competitive there is also a risk that the Company may lose business to its competitors.

Dependence on Suppliers

The ability of the Company to compete and grow will be dependent on the Company having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. Failure of suppliers to deliver such skilled labour, equipment, parts and components at a reasonable cost and in a timely manner would be detrimental to the Company's ability to compete and grow. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components.

Environmental Liability

The Company will be subject to various environmental laws and regulations enacted in the jurisdictions in which it operates which govern the manufacture, processing, importation, transportation, handling and disposal of certain materials used in the Company's operations. There can be no assurance that the Company's procedures will prevent environmental damage occurring from spills of materials handled by the Company or that such damage has not already occurred. On occasion, substantial liabilities to third parties may be incurred. The Company may have the benefit of insurance maintained by it or the operator, however, the Company may become liable for damages against which it cannot adequately insure or against which it may

elect not to insure because of high costs or other reasons.

Notice Concerning Forward-looking Statements

Certain statements in this MD&A constitute forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include the intention to grow the business and operations of the Company. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability of the Company to obtain necessary financing; the economy generally; consumer interest in the services and products of the Company; competition; and anticipated and unanticipated costs. While the Company anticipates that subsequent events and developments may cause its views to change, the Company specifically disclaims any obligation to update these forward-looking statements, except as required by law. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the Company. Additional factors are noted under “Risk Factors” in this MD&A. These forward-looking statements are made as of the date of the MD&A, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.