

SustainCo Inc.

Condensed Interim Consolidated Financial Statements

For the three and six months ended February 28, 2017 and February 29, 2016

(Unaudited, Expressed in Canadian Dollars)

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 condensed interim consolidated 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 Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.



Condensed Interim Consolidated Statements of Financial Position

(Unaudited, Expressed in Canadian Dollars)

| | February 28, | • . | | |
|--|------------------|-----|--------------|--|
| | 2017 | | 2016 | |
| Assets | | | | |
| Current assets | | | | |
| Cash | \$ 62,620 | \$ | 20,400 | |
| Accounts receivable, net of \$215,621 allowance (Aug 31, 2016 - \$214,367) | 4,185,427 | | 3,950,863 | |
| Unbilled receivables | 1,074,538 | | 688,882 | |
| Inventories (note 4) | 309,971 | | 295,740 | |
| Prepaid expenses | 98,496 | | 89,790 | |
| | 5,731,052 | | 5,045,675 | |
| Property and equipment (note 5) | 99,717 | | 131,251 | |
| Intangible assets (note 7) | 254,167 | | 286,667 | |
| Goodwill (note 6) | 599,802 | | 599,802 | |
| | \$ 6,684,738 | \$ | 6,063,395 | |
| Liabilities | | | | |
| Current liabilities | | | | |
| Trade payables and accrued liabilities | \$ 2,625,001 | \$ | 2,627,851 | |
| Bank indebtedness (note 12) | 296,526 | | 60,357 | |
| Acquisition payable | 60,000 | | 60,000 | |
| Deferred revenue | 1,324,068 | | 1,074,798 | |
| Notes payable (note 13) | 89,500 | | 100,000 | |
| Due to related parties (note 9) | 376,266 | | 374,602 | |
| | 4,771,361 | | 4,297,608 | |
| Notes payable (note 13) | 633,675 | | 599,451 | |
| | 5,405,036 | | 4,897,059 | |
| Shareholders' equity (deficiency) | | | | |
| Share capital (note 8) | 20,061,132 | | 20,061,132 | |
| Share-based payment reserve (note 8) | 2,144,551 | | 2,142,152 | |
| Deficit | (20,925,981) | | (21,036,948) | |
| | 1,279,702 | | 1,166,336 | |
| | \$ 6,684,738 | \$ | 6,063,395 | |

The accompanying notes are an integral part of these consolidated financial statements.

Nature of operations and going concern (note 1)

Subsequent event (note 17)

| Director | Director |
|---------------------------------|---------------------------|
| Signed: "Emlyn J. David" | Signed: "Michael Galloro" |
| Approved on behalf of the Board | |



 $Condensed\ Interim\ Consolidated\ Statements\ of\ Income\ (Loss)\ and\ Comprehensive\ Income\ (Loss)$

(Unaudited, Expressed in Canadian Dollars)

| | For the three months ended | | | For the six months ended | | | | |
|---|----------------------------|----------------|----|--------------------------|----|-----------------|----|------------------|
| | Feb | ruary 28, 2017 | I | February 29, 2016 | Fe | bruary 28, 2017 | F | ebruary 29, 2016 |
| Sales (note 15) | \$ | 3,496,698 | \$ | 3,726,051 | \$ | 6,979,083 | \$ | 6,538,614 |
| Cost of sales (note 4) | | 2,509,797 | | 2,851,082 | | 5,164,972 | | 4,984,232 |
| Gross profit | | 986,901 | | 874,969 | | 1,814,111 | | 1,554,382 |
| General and administrative (note 11) | | 1,009,852 | | 915,605 | | 1,584,555 | | 1,675,317 |
| Amortization and depreciation (note 5 & 7) | | 33,410 | | 25,234 | | 72,307 | | 49,846 |
| Finance expense (note 9, 12 & 13) | | 20,684 | | 187,101 | | 49,876 | | 352,965 |
| Share-based payments (note 8) | | - | | 19,320 | | 2,399 | | 46,537 |
| Loss (gain) on disposal of equipment (note 5) | | (5,993) | | - | | (5,993) | | - |
| Loss from operations before income taxes | | (71,052) | | (272,291) | | 110,967 | | (570,283) |
| Income tax - deferred | | - | | 27,000 | | - | | 27,000 |
| Net income (loss) and comprehensive income (loss) | \$ | (71,052) | \$ | (245,291) | \$ | 110,967 | \$ | (543,283) |
| Net income (loss) per share | | | | | | | | |
| Basic and diluted | \$ | (0.01) | \$ | (0.11) | \$ | 0.01 | \$ | (0.23) |
| Weighted average shares outstanding | | 9,442,890 | | 2,337,090 | | 9,442,890 | | 2,337,090 |

The accompanying notes are an integral part of these consolidated financial statements.



Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency)

(Unaudited, Expressed in Canadian Dollars)

| Tomanica, Expressed in Canadian Boil | · · · | Share | Share-based | | |
|--------------------------------------|-------|------------|-----------------|--------------------|-------------------|
| | | Capital | payment reserve | Deficit | Total |
| Balance, August 31, 2015 | \$ | 15,442,371 | \$ 1,600,869 | \$ (20,318,882) | \$ (3,275,642) |
| Share-based payments | | - | 46,537 | - | 46,537 |
| Net loss for the period | | - | - | (543,283) | (543,283) |
| Balance, February 29, 2016 | \$ | 15,442,371 | \$ 1,647,406 | \$ (20,862,165) | \$ (3,772,388) |
| Balance, August 31, 2016 | \$ | 20,061,132 | \$ 2,142,152 | \$ (21,036,948) | \$ 1,166,336 |
| Share-based payments | | - | 2,399 | - | 2,399 |
| Net income for the period | | - | - | 110,967 | 110,967 |
| Balance, February 28, 2017 | \$ | 20,061,132 | \$ 2,144,551 | \$ (20,925,981) | \$ 1,279,702 |

The accompanying notes are an integral part of these consolidated financial statements.



Condensed Interim Consolidated Statements of Cash Flows

(Unaudited, Expressed in Canadian Dollars)

| | For the t | hree months ended | For the six months ended | | | |
|---|-------------------|-------------------|--------------------------|-------------------|--|--|
| | February 28, 2017 | February 29, 2016 | February 28, 2017 | February 29, 2016 | | |
| Cash flow from operating activities | | | | | | |
| Net income (loss) | \$ (71,052) | \$ (245,291) | \$ 110,967 | \$ (543,283) | | |
| Add (deduct) items not involving cash | | | | | | |
| Accretion | 14,181 | 15,158 | 34,224 | 24,903 | | |
| Amortization and depreciation | 33,410 | 25,234 | 72,307 | 49,846 | | |
| Share-based payments | - | 19,320 | 2,399 | 46,537 | | |
| Deferred income taxes | - | (27,000) | - | (27,000) | | |
| Gain on disposal of equipment | (5,993) | - | (5,993) | - | | |
| Change in non-cash working capital | | | | | | |
| Accounts receivable | 104,771 | (719,017) | (234,564) | (546,699) | | |
| Unbilled receivables | (239,655) | (351,415) | (385,656) | (330,322) | | |
| Inventory | (6,355) | 17,785 | (14,231) | 26,688 | | |
| Prepaid expenses | (15,131) | (6,669) | (8,706) | (365) | | |
| Deferred revenue | (46,889) | 702,139 | 249,270 | 750,187 | | |
| Accounts payable and accrued liabilities | 119,326 | 772,902 | (2,850) | 592,286 | | |
| | (113,387) | 203,146 | (182,833) | 42,778 | | |
| Cash flow from financing activities | | | | | | |
| Repayment of notes payable | (6,000) | - | (10,500) | - | | |
| Advance from related party | 5,758 | 172,905 | 11,664 | 347,905 | | |
| Repayment to related party | (10,000) | - | (10,000) | - | | |
| Proceeds from (repayment of) bank indebtedness, net | 153,666 | (360,148) | 236,169 | (396,124) | | |
| | 143,424 | (187,243) | 227,333 | (48,219) | | |
| Cash flow from investing activities | | | | | | |
| Investment in property and equipment | (11,191) | (11,045) | (14,967) | (11,937) | | |
| Proceeds from sale of property and equipment | 12,687 | - | 12,687 | - | | |
| | 1,496 | (11,045) | (2,280) | (11,937) | | |
| Increase (decrease) in cash | 31,533 | 4,858 | 42,220 | (17,378) | | |
| Cash, beginning of period | 31,087 | 10,806 | 20,400 | 33,042 | | |
| Cash, ending of period | \$ 62,620 | \$ 15,664 | \$ 62,620 | \$ 15,664 | | |

The accompanying notes are an integral part of these consolidated financial statements.



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

1. Nature of Operations and Going Concern

SustainCo Inc. (the "Company" or "SustainCo"), was incorporated under the *Canada Business Corporation Act* on August 22, 2008. The address of the Company's corporate office is 1 Royal Gate Blvd., Suite D, Vaughan, Ontario, Canada. The Company is listed on the TSX Venture Exchange Inc. (the "TSX-V" or the "Exchange") under the trading symbol "SMS".

SustainCo conducts its operations through two wholly-owned subsidiaries, Clean Energy Developments Corp. ("CleanEnergy") and VCI CONTROLS Inc. ("VCI" or "VCI CONTROLS").

CleanEnergy is a Canadian industry leading geoexchange company that provides heating and cooling solutions for residential and commercial buildings using energy from the earth. It provides a complete energy solution and is able to provide engineering and design, geo installation, equipment and control systems as well as manage the complete project.

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 all building systems utilizing the latest in communications technologies and standards. VCI's business focuses on digital controls and mechanical services, performance monitoring, and energy efficiency solutions.

These consolidated financial statements are prepared on the assumption that the Company is a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of operations. While the Company has turned a profit for the six months ended February 28, 2017, 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 \$20,925,981 and working capital of \$959,691 at February 28, 2017. These consolidated financial statements do not include any adjustments 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.



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

2. Basis of Presentation

Statement of compliance

The Company's condensed interim consolidated financial statements have been prepared in accordance with IAS 34, "Interim Financial Reporting". These condensed interim consolidated financial statements do not include all notes of the type normally included within the annual financial report and should be read in conjunction with the audited financial statements of the Company for the year ended August 31, 2016, which has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

These financial statements were authorized for issue by the Board of Directors on April 5, 2017.

Basis of measurement and functional currency

The condensed interim consolidated financial statements are prepared on the historical cost basis.

The condensed interim consolidated financial statements are presented in Canadian dollars, the Company's functional currency.

Principles of consolidation

The Company consolidates its interest in entities which it controls. Control comprises the power to govern an entity's financial and operating policies so as to obtain benefits from its activities. All intercompany balances and transactions have been eliminated.

3. Summary of Significant Accounting Policies

These condensed interim consolidated financial statements have been prepared following the same accounting policies used in the preparation of the audited financial statements of the Company for the year ended August 31, 2016.

The Company adopted 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. There was no material impact to the financial statements.

Use of estimates

The preparation of these condensed interim consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The critical assumptions concerning the key sources of estimation uncertainty are consistent with those in the audited financial statements of the Company for the year ended August 31, 2016.



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

4. Inventories

The Company maintains inventory, which consist of raw materials, equipment and spare parts for sale or for use.

Total raw materials, equipment and spare parts charged to cost of sales for the three and six months ended February 28, 2017 was \$768,482 and \$1,594,960 (2016 - \$671,354 and \$1,264,083).

5. Property and Equipment

| | Computer | | | Furniture & | | Leasehold | |
|--------------------------|---------------|---------------|--------------|---------------|----|-------------|---------------|
| | equipment | Equipment | Vehicles | fixtures | in | nprovements | Tota |
| Cost | | | | | | | |
| At August 31, 2015 | \$ 176,164 | \$ 106,905 | \$ 35,734 | \$ 248,798 | \$ | 32,591 | \$ 600,192 |
| Additions | 81,450 | 11,202 | - | - | | - | 92,652 |
| Disposals | (80,007) | (16,663) | - | (18,246) | | (20,250) | (135,166) |
| At August 31, 2016 | 177,607 | 101,444 | 35,734 | 230,552 | | 12,341 | 557,678 |
| Additions | 2,278 | 9,183 | - | 3,506 | | - | 14,967 |
| Disposals | (5,969) | - | (9,436) | - | | - | (15,405) |
| At February 28, 2017 | \$ 173,916 | \$ 110,627 | \$ 26,298 | \$ 234,058 | \$ | 12,341 | \$ 557,240 |
| | | | | | | | |
| Accumulated depreciation | | | | | | | |
| At August 31, 2015 | \$ 135,483 | \$ 84,018 | \$ 26,763 | \$ 199,925 | \$ | 26,061 | \$ 472,250 |
| Expense for the year | 44,540 | 7,948 | 2,826 | 23,416 | | 1,880 | 80,610 |
| Disposals | (75,590) | (14,593) | - | (16,000) | | (20,250) | (126,433) |
| At August 31, 2016 | 104,433 | 77,373 | 29,589 | 207,341 | | 7,691 | 426,427 |
| Expense for the period | 32,680 | 3,670 | 978 | 1,539 | | 940 | 39,807 |
| Disposals | - | - | (8,711) | - | | - | (8,711) |
| At February 28, 2017 | \$ 137,113 | \$ 81,043 | \$ 21,856 | \$ 208,880 | \$ | 8,631 | \$ 457,523 |
| | | | | | | | |
| Net book value | | | | | | | |
| At August 31, 2016 | \$ 73,174 | \$ 24,071 | \$ 6,145 | \$ 23,211 | \$ | 4,650 | \$ 131,251 |
| At February 28, 2017 | \$ 36,803 | \$ 29,584 | \$ 4,442 | \$ 25,178 | \$ | 3,710 | \$ 99,717 |

6. Goodwill

The Company completed the acquisition of VCI in fiscal 2014, resulting in goodwill of \$599,802.



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

7. Intangible Assets

| | Custome | r relationships | Brand or trade name | | Total |
|--|---------|-----------------|---------------------|---------|---------------|
| Cost | | | | | |
| At August 31, 2016 & February 28, 2017 | \$ | 395,000 | \$ | 203,000 | \$ 598,000 |
| Accumulated depreciation | | | | | |
| At August 31, 2015 | | 178,333 | | 68,000 | 246,333 |
| Expense for the year | | 65,000 | | - | 65,000 |
| At August 31, 2016 | \$ | 243,333 | \$ | 68,000 | \$ 311,333 |
| Expense for the period | | 32,500 | | - | 32,500 |
| At February 28, 2017 | \$ | 275,833 | \$ | 68,000 | \$ 343,833 |
| Net book value | | | | | |
| At August 31, 2016 | \$ | 151,667 | \$ | 135,000 | \$ 286,667 |
| At February 28, 2017 | \$ | 119,167 | \$ | 135,000 | \$ 254,167 |

8. Share Capital

(a) Authorized

An unlimited number of common shares

(b) Issued

| | Number of shares | |
|--|------------------|------------|
| Issued as at August 31, 2016 and February 28, 2017 | 9,442,890 \$ | 20,061,132 |

(c) Stock options

The Company adopted a stock option plan under which it is authorized to grant options to officers, directors, employees, and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. The options granted can be exercised for a maximum of 5 years and vest as determined by the Board of Directors. The exercise price of each option may not be less than the discounted fair market value of the common shares on the date of grant.

The option details of the Company are as follows:

| | Weighted average remaining life | | | | | | |
|---------------------------------|------------------------------------|---------|---------|--|--|--|--|
| Weighted average exercise price | Number of Options | (years) | Vested | | | | |
| \$2.00 | 77,500 | 3.09 | 77,500 | | | | |
| \$13.60 | 35,000 | 1.09 | 35,000 | | | | |
| Balance at February 28, 2017 | 112,500 | 2.47 | 112,500 | | | | |

On September 1, 2016, 17,500 stock options exercisable at \$10.00 expired. For the three and six months ended February 28, 2017, the Company recognized share-based payment expense of \$nil and \$2,399 (2016 - \$19,320 and \$46,537).



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

8. Share Capital – continued

(d) Warrants

| Weighted average exercise price | Number of warrants | Weighted average remaining life (years) |
|---------------------------------|--------------------|---|
| \$0.65 | 1,251,750 | 4.44 |
| \$5.00 | 25,375 | 0.28 |
| Balance at February 28, 2017 | 1,277,125 | 4.36 |

(e) Agent options

| | Number of agent options | Weighted average exercise price | Weighted average remaining life |
|--------------------------------|-------------------------|---------------------------------|---------------------------------|
| Outstanding, February 28, 2017 | 1,309 | \$5.00 | 0.28 |

9. Related Party Balances and Transactions

(a) Due to related parties is as follows:

| | February 28, | | August 31, |
|------------------------------|--------------|-------|---------------|
| | | 2017 | 2016 |
| Promissory notes payable (i) | \$ 8 | 6,184 | \$ 90,917 |
| Consideration payable (ii) | 12 | 5,000 | 125,000 |
| Demand loan payable (iii) | 16 | 5,082 | 158,685 |
| | \$ 37 | 6,266 | \$ 374,602 |

- (i) Notes payable to a corporation controlled by an officer and director of the Company bearing interest at 12% per annum. As at February 28, 2017, the balance payable comprises \$85,439 in promissory notes (August 31, 2016 \$90,000) and accrued interest of \$745. Total interest expense on these promissory notes for the three and six months ended February 28, 2017 was \$2,547 and \$5,267.
- (ii) A corporation that previously held significant influence over the Company is owed \$125,000 (August 31, 2016 \$125,000), which is outstanding consideration payable for the qualifying transaction. These amounts are non-interest bearing and are due on demand.
- (iii) The Company has a demand loan outstanding in the amount of \$152,250 from a corporation controlled by an officer and director of the Company bearing interest at 8% per annum. Total accrued interest on the demand loan was \$12,832. During the three and six months ended February 28, 2017, interest of \$3,211 and \$6,397 has accrued on the balance.

Additional related party disclosures

(b) During the period, rent of \$nil (2016 - \$15,500) was paid to a company controlled by a former officer of the Company, for additional office space used by the Company.



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

10. Financial Instruments and Risk Management

Capital management

The Company's capital currently consists of debt and equity (deficiency). Its principal sources of cash are from operations, the issuance of common shares and debt. The Company's objective is to maintain a strong capital base so as to maintain investor, creditor and market confidence.

The Company intends to maintain a flexible capital structure consistent with the objectives mentioned above and to respond to changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, raise secured debt or refinance existing debt with different characteristics.

VCI is subject to a financial covenant related to its bank indebtedness which consists of a maximum threshold for its liabilities to tangible net worth ratio (note 12).

Financial instrument risk exposure and management

Liquidity risk

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 (see note 1).

The carrying value of accounts receivable, trade payables and accrued liabilities, bank indebtedness, acquisition payable, notes payable, and due to related parties reflected in the consolidated statement of financial position approximates fair value because of the short-term nature of these instruments. The fair value of debentures approximates their carrying value.

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 | February 28, 2017 | August 31, 2016 |
|----------------------------------|-------------------|-----------------|
| Within 30 | \$ 2,245,826 | \$ 1,868,206 |
| 31 to 60 | 741,216 | 670,473 |
| 61 to 90 | 252,561 | 453,736 |
| Over 90 | 528,580 | 574,648 |
| Holdbacks | 417,244 | 383,800 |
| Total accounts receivable | \$ 4,185,427 | \$ 3,950,863 |

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



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

10. Financial Instruments and Risk Management – continued

Interest rate risk

Debentures owed by the Company are fixed rate instruments. 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.

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.

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.

11. General and Administrative Expense

| | For the three months ended | | | | | For the six months ended | | | |
|----------------------------------|----------------------------|----|-------------------|----|-------------------|--------------------------|-------------------|--|--|
| | February 28, 2017 | | February 29, 2016 | | February 28, 2017 | | February 29, 2016 | | |
| Salaries and wages | \$ 561,630 | \$ | 485,046 | \$ | 905,045 | \$ | 929,248 | | |
| Office expense | 217,880 | | 226,705 | | 382,895 | | 405,169 | | |
| Professional and consulting fees | 84,652 | | 137,217 | | 188,683 | | 257,808 | | |
| Travel | 47,542 | | 26,473 | | 61,777 | | 42,928 | | |
| Bad debts | 98,148 | | 40,164 | | 46,155 | | 40,164 | | |
| | \$ 1,009,852 | \$ | 915,605 | \$ | 1,584,555 | \$ | 1,675,317 | | |

12. Bank Indebtedness

As at February 28, 2017, bank indebtedness was \$296,526 (August 31, 2016 - \$60,357).

The demand operating loan bears interest at the Royal Bank prime rate plus 3.60% (6.30% at February 28, 2017). Security for the above indebtedness is comprised of a general security agreement, and postponement and assignment of claim of amounts due to related parties. The Company previously entered into a forbearance agreement with the bank, which reduces the operating loan maximum to \$650,000.

During the three and six months ended February 28, 2017, interest of approximately \$2,061 and \$3,423 (2016 - \$3,197 and \$7,169) related to the above indebtedness has been charged to interest expense.

VCI is subject to a financial covenant related to its bank indebtedness which consists of a maximum threshold for its liabilities to tangible net worth ratio. At February 28, 2017, VCI is in compliance with this financial covenant.



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

13. Notes Payable

The Company repaid \$10,500 of notes payable during the six months ended February 28, 2017. \$89,500 remain, which are repayable upon demand and are non-interest bearing.

In addition, the Company has \$834,500 of promissory notes payable outstanding as at February 28, 2017. The Company recognized accretion interest of \$14,181 and \$34,224 during the three and six months ended February 28, 2017 (2016 - \$nil and \$nil related to this note).

14. Contingent Liabilities and Commitments

The Company has a lease commitment for the rental of office space and vehicles. The minimum payments payable over the next five years are as follows:

| Total | \$ 495,500 |
|------------|---------------|
| Thereafter | 4,000 |
| 2021 | 23,000 |
| 2020 | 47,000 |
| 2019 | 92,000 |
| 2018 | 200,000 |
| 2017 | \$ 129,500 |

15. Revenues

| | For the three months ended | | | | For the six months ended | | | | |
|--|----------------------------|-----------|----|---------------------|--------------------------|-----------------|------------------|-----------|--|
| | February 28, 2017 | | | February 29, 2016 I | | oruary 28, 2017 | February 29, 201 | | |
| Construction and other project revenue | \$ | 2,359,805 | \$ | 2,794,001 | \$ | 4,771,431 | \$ | 4,724,964 | |
| Repairs revenue | | 218,070 | | 351,501 | | 375,707 | | 620,426 | |
| Service revenue | | 776,024 | | 511,116 | | 1,511,439 | | 1,019,244 | |
| Product revenue | | 142,799 | | 69,433 | | 320,506 | | 173,980 | |
| | \$ | 3,496,698 | \$ | 3,726,051 | \$ | 6,979,083 | \$ | 6,538,614 | |



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

16. Segmented Information

| | | | Controls and | |
|--------------------------------------|-----------------|----------------|---------------|----------------|
| | | Geoexchange | Mechanical | |
| Three months ended February 28, 2017 | Corporate | services | contracting | Total |
| Capital expenditures | \$ - | \$ 7,685 | \$ 3,506 | \$ 11,191 |
| Statement of operations | | | | |
| Revenue | - | 137,265 | 3,359,433 | 3,496,698 |
| Cost of sales | - | (76,516) | (2,433,281) | (2,509,797) |
| General and administrative | (130,901) | (144,235) | (734,716) | (1,009,852) |
| Finance expense | (17,031) | 1,741 | (5,394) | (20,684) |
| Amortization and depreciation | - | (113) | (33,297) | (33,410) |
| Gain on disposal of equipment | - | - | 5,993 | 5,993 |
| Segmented (loss) income | \$ (147,932) | \$ (81,858) | \$ 158,738 | \$ (71,052) |

| | | | Controls and | |
|---------------------------------|--------------------|-------------|--------------|-----------------|
| | | Geoexchange | Mechanical | |
| Three months ended Feb 29, 2016 | Corporate | services | contracting | Total |
| Capital expenditures | \$ - \$ | - | \$ 11,045 | \$ 11,045 |
| Statement of operations | | | | |
| Revenue | - | 431,506 | 3,294,545 | 3,726,051 |
| Cost of sales | - | (377,668) | (2,473,414) | (2,851,082) |
| General and administrative | (187,864) | (142,985) | (584,756) | (915,605) |
| Finance expense | (180,926) | (387) | (5,788) | (187,101) |
| Share-based payments | (19,320) | - | - | (19,320) |
| Amortization and depreciation | - | (1,270) | (23,964) | (25,234) |
| Income tax recovery - deferred | - | - | 27,000 | 27,000 |
| Segmented (loss) income | \$ (388,110) \$ | (90,804) | \$ 233,623 | \$ (245,291) |



For the three and six months ended February 28, 2017 and February 29, 2016 (Unaudited)

${\bf 16.\ Segmented\ \underline{Information-continued}}$

| Six months ended February 28, 2017 | Corporate | Geoexchange services | Controls and Mechanical contracting | Total |
|------------------------------------|-----------------|-------------------------|---|---------------|
| Capital expenditures | \$ - | \$ 9,183 | \$ 5,784 | \$ 14,967 |
| Total assets | 34,518 | 500,914 | 6,149,306 | 6,684,738 |
| Statement of operations | | | | |
| Revenue | - | 307,653 | 6,671,430 | 6,979,083 |
| Cost of sales | - | (188,153) | (4,976,819) | (5,164,972) |
| General and administrative | (244,959) | (149,910) | (1,189,686) | (1,584,555) |
| Finance expense | (40,133) | 283 | (10,026) | (49,876) |
| Share-based payments | (2,399) | - | - | (2,399) |
| Amortization and depreciation | _ | (150) | (72,157) | (72,307) |
| Gain on disposal of equipment | - | _ | 5,993 | 5,993 |
| Segmented (loss) income | \$ (287,491) | \$ (30,277) | \$ 428,735 | \$ 110,967 |

| Six months ended Feb 29, 2016 | Corporate | Geoexchange services | Controls and Mechanical contracting | Total |
|--------------------------------|--------------------|-------------------------|---|-----------------|
| Capital expenditures | \$ - \$ | - | \$ 11,937 | \$ 11,937 |
| Total assets | 22,884 | 516,626 | 5,696,710 | 6,236,220 |
| Statement of operations | | | | |
| Revenue | - | 627,462 | 5,911,152 | 6,538,614 |
| Cost of sales | - | (546,072) | (4,438,160) | (4,984,232) |
| General and administrative | (398,810) | (213,704) | (1,062,803) | (1,675,317) |
| Finance expense | (342,575) | (630) | (9,760) | (352,965) |
| Share-based payments | (46,537) | - | - | (46,537) |
| Amortization and depreciation | - | (2,539) | (47,307) | (49,846) |
| Income tax recovery - deferred | - | - | 27,000 | 27,000 |
| Segmented (loss) income | \$ (787,922) \$ | (135,483) | \$ 380,122 | \$ (543,283) |