Amana Copper Ltd.
(to be renamed International Wastewater Systems Inc.)

CSE FORM 2A
LISTING STATEMENT

October 14, 2015

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FORWARD LOOKING STATEMENTS

This Listing Statement contains 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 state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Examples of such statements include: (A) expectations regarding the Resulting Issuer's ability to raise capital, (B) the intention to grow the business and operations of the Resulting Issuer, (C) the business objectives and milestones of the Resulting Issuer, (D) the potential size of the Resulting Issuer's market, (E) the proposed use of available funds by the Resulting Issuer, and (F) the completion of the acquisition of IWS and of the minority shareholders interests in IWWS (UK). 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 Listing Statement. 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 Resulting Issuer to obtain necessary financing; satisfy the requirements of the CSE with respect to the Acquisition; the economy generally; obtaining requisite licenses or governmental approvals to conduct business; consumer interest in the products of the Resulting Issuer; competition; and anticipated and unanticipated costs. Forward-looking statements also involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Issuer or Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including the risk factors that are described under the heading "Risk Factors" in this Listing Statement. These forward-looking statements should not be relied upon as representing the Resulting Issuer's views as of any date subsequent to the date of this Listing Statement. Although the Resulting Issuer 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 Resulting Issuer. The forward-looking statements contained in this Listing Statement are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this Listing Statement are made as of the date of this Listing Statement and neither Amana nor the Resulting Issuer undertakes an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation.

GENERAL MATTERS

Any market data or industry forecasts used in this Listing Statement, unless otherwise specified, were obtained from publicly available sources. Although the Resulting Issuer believes these sources to be generally reliable, the accuracy and completeness of such information are not guaranteed and have not been independently verified.

Statistical information included in this Listing Statement and other data relating to the industry in which the Resulting Issuer intends to operate is derived from recognized industry reports published by industry analysts, industry associations and independent consulting and data compilation organizations.

GLOSSARY

"**Acquisition**" means the acquisition by Amana of all the issued and outstanding shares of IWS from IWS Shareholders pursuant to the Acquisition Agreement;

"**Acquisition Agreement**" means the share exchange agreement dated September 4, 2015 made between Amana and IWS;

“**Acquisition Shares** ” means the aggregate 45,000,000 Amana Shares issued to IWS Shareholders in connection with the Acquisition;

“**Affiliate**” means a company that is affiliated with another company as described below. A company is an “**Affiliate**” of another company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A company is “controlled” by a Person if (a) voting securities of a company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of a company. A Person beneficially owns securities that are beneficially owned by (a) a company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person;

“**Amana**” or the “**Company**” means Amana Copper Ltd.;

“**Amana Financial Statements**” means the audited annual consolidated financial statements of Amana as at and for the years ended October 31, 2014 and 2013 and the unaudited condensed interim consolidated financial statements of Amana for the six months ended April 30, 2015, which are attached to this Listing Statement in Schedule “A”;

“**Amana Shares**” means the common shares of Amana;

“**Associate**” has the meaning ascribed to such term in the *Securities Act* (British Columbia), as amended, including the regulations promulgated thereunder;

“**BCBCA**” means the *Business Corporations Act* (British Columbia), as amended, including the regulations promulgated thereunder;

“**Business Day**” means any day other than a Saturday, Sunday, or a statutory or civic holiday in the City of Vancouver, British Columbia;

“**Closing**” means the closing of the Acquisition;

“**Closing Date**” means the date of closing of the Acquisition;

“**company**” unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

“**Computershare**” means Computershare Investor Services Inc.;

“**CSE**” means the Canadian Securities Exchange;

“**CSE Listing**” means the listing of the Resulting Issuer Shares on the CSE;

“**Escrow Agent**” means Computershare, in its capacity as escrow agent for the common shares held in escrow under the New Escrow Agreement to be entered into prior to Closing;

“**Financing**” means the non-brokered private placement of Amana Shares at a price of $0.14 per Amana Share for aggregate gross proceeds of $2,100,000 which completed in two tranches on June 30, 2015 and July 16, 2015;

“**IFRS**” means the International Financial Reporting Standards, as adopted by the Canadian Accounting Standards Board, effective January 1, 2011;

“**IWS**” means International Wastewater Heat Exchange Systems Inc.;

“**IWS Financial Statements**” means the audited annual consolidated financial statements of IWS as at and for the year ended December 31, 2014, the audited annual consolidate financial statements of IWS as at and for the year ended December 31, 2013 and unaudited condensed interim consolidated financial statements of IWS as at and for the three and six months ended June 30, 2015, which are attached to this Listing Statement in Schedule "A";

"**IWS Shareholders**" means the shareholders of International Wastewater Heat Exchange Systems Inc.;

"**IWWS (UK)**" means IWWS (UK) Limited, a company organized under the laws of England and Wales;

"**Listing Date**" means the date of the CSE Listing;

"**Listing Statement**" means this listing statement;

"**MD&A**" means management's discussion and analysis;

"**New Escrow Agreement**" means the escrow agreement to be entered into between the Escrow Agent, the Resulting Issuer and certain IWS Shareholders prior to Closing;

"**Person**" means a Company or individual;

"**Pro Forma Financial Statements**" means the unaudited *pro forma* consolidated statement of financial position for the Resulting Issuer as at April 30, 2015 and the unaudited *pro forma* consolidated income statement and earnings per share of the Resulting Issuer for the year ended October 31, 2014 and for the six months ended April 30, 2015, which give effect to the Transaction and are attached to this Listing Statement in Schedule "A";

"**Resulting Issuer**" means Amana after giving effect to the Acquisition;

"**Resulting Issuer Shares**" means the common shares of Amana after the Acquisition; and

"**Transaction**" means (i) the Acquisition, and (ii) the Financing.

CORPORATE STRUCTURE

Amana

The head office and the registered office address of Amana Copper Ltd. ("**Amana**") is located at Suite 1500 Royal Centre, P.O. Box 11117, 1055 West Georgia Street, Vancouver, BC V6E 4N7.

Amana was incorporated on February 4, 2011 under the *Business Corporations Act* (Business Columbia) as Titan Goldworx Resources Inc. and changed its name to Amana Copper Ltd. on September 10, 2013. Prior to the Acquisition, Amana's principal business activity was to identify suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders. Amana was previously engaged primarily in the business of evaluating, acquiring and exploring natural resource properties. Amana's shares commenced trading on the Canadian Securities Exchange (the "**CSE**") under the trading symbol "TTN" on May 15, 2012. Amana's shares now trade on the CSE under the trading symbol "AMA".

Amana has no subsidiaries.

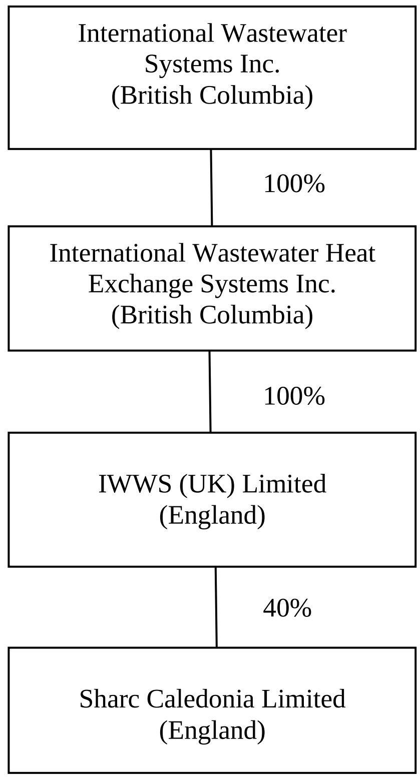
The Resulting Issuer

Amana is requalifying for listing on the CSE following the Acquisition, which is a "fundamental change" (as defined in CSE policies).

The registered and records office of the Resulting Issuer will be located at Suite 1500 Royal Centre, PO Box 11117, 1055 West Georgia Street, Vancouver, BC V6E 4N7, and the head office will be located at 1443 Spitfire Place, Port Coquitlam , BC V3C 6L4.

The Resulting Issuer intends to change its name to "International Wastewater Systems Inc."

The following chart sets forth the names of each direct and indirect subsidiary of the Resulting Issuer and the percentage ownership by the Resulting Issuer of each such subsidiary.



GENERAL DEVELOPMENT OF THE BUSINESS

Amana

Prior to the closing of the Acquisition, Amana was an exploration company engaged in the business of evaluating, acquiring and exploring natural resource properties. Amana currently does not have any exploration and evaluation assets. More recently, Amana's principal business activity was to identify suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders.

<u>The Acquisition</u>

On September 4, 2015, Amana entered into a share exchange agreement (the "**Acquisition Agreement**") with International Wastewater Heat Exchange Systems Inc. ("**IWS**") and the shareholders of IWS ("**IWS Shareholders**"), pursuant to which Amana agreed to purchase, and IWS Shareholders agreed to sell, all the issued and outstanding shares of IWS (the "**Acquisition**"). As consideration for the Acquisition, on the Closing Date, Amana will issue to IWS Shareholders, *pro rata*, an aggregate of 45,000,000 common shares of the Resulting Issuer (the "**Acquisition Shares**") at a deemed price of $0.14 per share. The Acquisition Shares will be subject to escrow conditions and applicable resale restrictions as required by applicable securities laws and CSE requirements. See "Escrowed Securities".

A shareholder of IWS has agreed to settle an aggregate of $2,500,000 principal amount of shareholder loans in exchange for common shares of IWS effective immediately prior to closing of the Acquisition. Such shares will be exchanged for 27,500,000 common shares of the Resulting Issuer pursuant to the Acquisition, which are included in the 45,000,000 Acquisition Shares being issued in exchange for all of the issued and outstanding shares of IWS.

In connection with Acquisition, Amana paid Canaccord Genuity Wealth Management ("**Canaccord**") an advisory fee of 500,000 Amana Shares (the "**Advisory Fee Shares**") and has agreed to pay Canaccord a referral fee of 750,000 Amana Shares (the "**Referral Fee Shares**") upon completion of the Acquisition.

In connection with the Acquisition, on June 30, 2015 Amana completed the first tranche of the Financing (the "**1st Tranche Financing**") by way of a non-brokered private placement of 14,000,000 common shares of Amana (the "**Financing Shares**") at a price of $0.14 per Financing Share for gross proceeds of $1,960,000. In connection with the 1st Tranche Financing, Amana paid a finder's fee of $156,800 and issued 1,120,000 warrants, each warrant exercisable at a price of $0.14 for a period of two years from the date of issue. On July 16, 2015, Amana completed the second tranche of the Financing (the **2nd Tranche Financing**") and issued 1,000,000 Financing Shares at a price of $0.14 per Financing Share for gross proceeds of $140,000. In connection with the 2nd Tranche Financing, Amana paid a finder's fee of $11,200 and issued 80,000 warrants, each warrant exercisable at a price of $0.14 for a period of two years from the date of issue. All securities issued in connection with the 1st Tranche Financing and 2nd Tranche Financing have a resale restriction of four months and one day from the date of issue.

The Acquisition is subject to a number of approvals and conditions prior to its implementation, including, but not limited to the following:

(a) the acceptance of the Acquisition for filing by the CSE and approval of the listing of the common shares of the Resulting Issuer on the CSE;

(b) the approval of a majority of the shareholders of Amana of the Acquisition;

(c) all conditions precedent set forth in the Acquisition Agreement having been satisfied or waived by the appropriate party; and

(d) the receipt of all necessary corporate, regulatory and third party approvals, and compliance with all applicable regulatory requirements and conditions in connection with the Acquisition.

The board of directors of the Resulting Issuer will be reconstituted in conjunction with the Closing of the Transaction. The board of directors of Amana currently consists of three members. Upon completion of the Transaction, the board of directors of the Resulting Issuer will be comprised of four members, being Lynn Mueller, Paul Lee, Yaron Conforti and Mark McCooey. Upon completion of the Transaction, it is anticipated that the Resulting Issuer's management will consist of Lynn Mueller as the Chief Executive Officer and Yaron Conforti as the Chief Financial Officer. See "Directors and Officers".

In connection with the Acquisition, Amana and IWS have entered into a letter of intent dated August 27, 2015 with the minority shareholders of IWWS (UK), a company 60% owned by IWS, to acquire their interests in IWWS (UK). In consideration for the minority interests in IWWS (UK) Amana will issue an aggregate of 2,000,000 common shares and 500,000 options to the minority shareholders at closing. Up to an additional 2,000,000 common shares may be issued to the minority shareholders over a period of three years following closing subject to IWWS (UK) meeting revenue targets for those years. The acquisition of the minority interests in IWWS (UK) is expected to be completed concurrently with or shortly following the closing of the Acquisition.

As of the date of this Listing Statement, Amana had 33,120,000 common shares issued and outstanding. Upon the completion of the acquisition of IWS and the acquisition of the minority interests of IWWS (UK), the Resulting Issuer will have approximately 80,870,000 common shares issued and outstanding. See "Consolidated Capitalization," below. Certain of the Acquisition Shares held by IWS Shareholders and the shares to be issued to the minority shareholders of IWWS (UK) will be subject to the terms of the New Escrow Agreement. See "Escrowed Securities – Resulting Issuer" under the heading "Escrowed Securities".

Additional information pertaining to Amana, including financial information, is contained in the various disclosure documents of Amana filed with applicable securities commissions and made available through the Internet on the SEDAR website at www.sedar.com.

Other than the Acquisition, Amana has not completed any significant acquisitions or dispositions during the most recently completed financial year or the current financial year.

NARRATIVE DESCRIPTION OF THE BUSINESS

Upon completion of the Acquisition, IWS will be a wholly-owned subsidiary of the Resulting Issuer and the primary business of the Resulting Issuer will be the business of IWS.

IWS has developed and deployed a patent pending method for extracting heat from wastewater flows. IWS's two proprietary products, the SHARC and PIRANHA wastewater heat exchange systems provide simple and direct heat exchange from untreated waste water, resulting in the most energy-saving, cost-effective and environmentally friendly solutions for heating, cooling and hot water for any building, residential or commercial.

IWS's proprietary filtration unit is the cornerstone of the equipment, separating solids and liquids, the latter of which are sent through a heat exchange process before meeting back up with the solids and exiting back into the main sewer system. Up to 95% of waste water can be put through this process by simply "plugging in" to existing piping infrastructure. IWS systems work together with established heat pump technology to capture and recycle heat that would have otherwise been wasted down the drain.

IWS systems can handle a wide spectrum of applications, including condominiums, hospitals, and office buildings, with the scope extending to energy districts and supplemental use on large geothermal installations. SHARC and PIRANHA systems are custom tailored to building specifications and can be installed as new or retrofit applications.

Now installed in various industrial and residential locations, the longest-serving SHARC system has been operating for over five years, delivering domestic hot water requirements to a 60-unit urban townhouse development, resulting in energy savings of 75.2 percent. Additional existing IWS installations include a municipal wastewater treatment plant, a public theatre facility and various condominium projects.

The installation of IWS systems has resulted in energy savings of 30-75% and significant reductions in GHG emissions, creating a strong economic, environmental and social incentive for buildings to install IWS systems. The economic and environmental benefits further enable IWS and its clients by qualifying the technology for government financial incentives (worldwide) that exist to increase the adoption of energy efficiency technologies. This is an ideal economic and political environment for the widespread adoption of IWS products.

Having proven the technical capabilities, environmental benefits and economic savings provided by the SHARC and PIRANHA systems, IWS is establishing strategic partnerships globally to facilitate the deployment of IWS systems worldwide.

Intellectual Property

IWS strives to protect and enhance its proprietary technology and seeks to obtain and maintain patents for patentable inventions. IWS has filed a patent application in Canada (CA 2809727) and the United States (14/360.884) in respect of its proprietary method of extracting heat from wastewater flows. IWS has also made an application under the PCT (the International Patent System).

The invention which is covered by IWS' patent applications consists of a waste filtration system suitable for separating waste content in a waste stream for use in heat recovery, including a filter screen, auger and extractor pump. It uses a novel filtering process which includes steps of adjusting the extraction rate of waste content by feedback measurement, such that a target set-point is maintained. The feedback control is provided by either use of a variable speed motor detecting load change on the auger or sensors correlated to waste content, and displacement type extraction pump. The waste filtration system can be used in a closed loop without leaks or open waste. The resulting filtered fluid is suitable for improving performance in heat exchange and recovery arrangements.

Business Objectives and Milestones

Business Objectives

IWS's overall business objective is the global adoption and proliferation of its proprietary wastewater heat exchange (WWHE) technology. Through the distribution of its SHARC and PIRANHA product lines, IWS seeks to make a significant positive impact on the environment by reducing GHG emissions worldwide. IWS aims to be the world's leader in WWHE, both in terms of market share and technological innovation.

The business objectives that the Resulting Issuer expects to accomplish in the next 12 months are: (a) to complete the installation of the first SHARC unit in Europe; (b) to complete additional SHARC installations in North America; and (c) to expand the sales teams in North America and Europe.

To successfully complete the installation of the first SHARC unit in Europe, IWS must complete the manufacturing and engineering for the customized SHARC unit, which is expected to be completed in the fourth quarter of 2015. Total costs for this project are estimated at approximately 700,000 GBP, with the full amount committed by a third party lender.

The Resulting Issuer is in receipt of recent purchase orders from clients based in Canada and the US. Having successfully completed similar installations previously, IWS has the necessary equipment and required working capital to complete the next two installations (approximately $400,000) and expects to complete these installations in North America in the fourth quarter of 2015.

IWS has identified a number of experienced sales representatives and has entered into advanced discussions with certain individuals. Given the advanced stage of discussions, IWS expects to hire key members of the sales team during the fourth quarter of 2015 and has allocated a budget of $100,000 per year for this purpose.

Milestones

	DESCRIPTION	TIMEFRAME
Phase 1	First installation of the SHARC in Europe (UK)	1-2 months from Closing the Transaction
Phase 2	Completion of two additional SHARC installations in British Columbia, Canada	1-2 months from Closing the Transaction
Phase 3	Expansion of North American and European sales teams	3-6 months from Closing the Transaction
Phase 4	Expansion of North American and European manufacturing capabilities	12-18 months from Closing the Transaction

Use of Proceeds

Funds Available

As of August 31, 2015, Amana and IWS had a net combined working capital of approximately $1,800,000, inclusive of the aggregate net proceeds of $1,932,000 received by Amana from the Financing.

Principal Purposes

The available funds will be used to fund, in order of priority, the estimated expenditures during the next 12 months of operations, which the Resulting Issuer has budgeted for as follows:

Expenditure	**($)**
Business Development	$200,000
Manufacturing Equipment	$150,000
Transaction Costs	$150,000
General and Administrative costs for 12 months	$1,000,000
Unallocated working capital	$300,000
TOTAL	**$1,800,000**

Overview of the Industry

Wastewater heat exchange (WWHE) is a nascent industry. New and innovative technologies are facilitating a shift towards mainstream usage and cities are increasingly adopting WWHE as part of an overall energy strategy. Adoption and implementation of WWHE technology is underway with precedent projects of various scale in the U.S., Canada and Europe.

The Market

The potential size and value of the market for WWHE systems is extremely large. Theoretically, the market includes most small, medium and large-sized buildings worldwide that are tied into sewer systems.

It is estimated that over 330 billion litres per day of wastewater is discharged into the sewer systems in North America, the UK and the EU. WWHE technology has the potential to recover a vast amount of that wasted heat, thereby eliminating 1,500 billion kilowatt hours (kWh) of natural gas consumption, providing dramatic financial savings and massive reductions in GHG emissions.

Market Plans and Strategies

The potential application of IWS systems is worldwide, with strong financial, environmental and social incentives to adopt the technology.

IWS is focused on marketing its systems to the largest possible market, and therefore targets installations for small, medium and large-sized buildings across the globe. IWS systems generate energy in the range of 50 kwh (PIRANHA) to 1,000+ kwh (SHARC) and are ideally suited for commercial buildings and residential buildings with 50+ units.

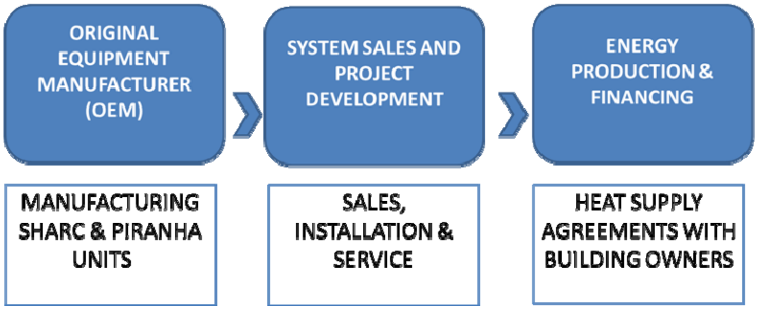
IWS is organized along three vertically-integrated lines of business: Original Equipment Manufacturer (OEM) of proprietary WWHE units; System Sales and Project Development services for WWHE installations; and Energy Production and Sales via Heat Supply Agreements (HSA).

Manufacturing of SHARC and PIRANHA units takes place at IWS headquarters and IWS affiliates in the UK. Most component parts are ordered and assembled upon receipt of a purchase order, with minimal inventory being held by IWS. Component parts are available with minimum lead times. Upon completion the units are shipped to the specified location and installed on site.

System Sales, Project Development and Maintenance services are provided to those clients seeking to purchase an IWS system outright.

For those clients seeking to eliminate the capital expenditure for an IWS system, IWS can finance the purchase of a system by entering into a long term HSA with the property owner to supply heat at a fixed, competitive rate.

IWS's three lines of business are depicted below:



IWS is currently actively marketing and installing its products in North America and Europe. The Resulting issuer intends to expand its team of inside and outside sales representatives, including strategic and master distribution agreements in certain jurisdictions, where appropriate.

Competition

IWS' competitors include large environmental and wastewater engineering firms that offer similar equipment, as well as HVAC system integrators that offer installation and servicing for third-party OEM's.

IWS differs from all known competitors because it is (a) vertically integrated; and (b) exclusively focused on its own proprietary products (versus integration of other technologies). IWS has the additional benefit of a patent pending technology, invented by the active CEO.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

Amana Summary Financial Information

The following table is a summary of selected financial information for Amana as at and for the financial years ended October 31, 2014 and October 31, 2013 (audited) and as at and for the six months ended April 30, 2015 (unaudited). Refer to Schedule "A" for the complete set of the Amana Financial Statements.

	Six Months Ended April 30, 2015 (unaudited) ($)	**Year Ended October 31, 2014 (audited) ($)**	**Year ended October 31, 2013 (audited) ($)**
Revenue	Nil	Nil	Nil
Other income	Nil	221	Nil
Net loss and comprehensive loss	(74,387)	(217,794)	(871,247)
Basic and diluted loss per share	(0.00)	(0.01)	(0.05)
Total Assets	66,474	50,271	170,388
Total liabilities	145,016	153,426	55,749

IWS Summary Financial Information

The following table is a summary of selected financial information for IWS as at and for the financial years ended December 31, 2014 (audited) and December 31, 2013 (unaudited) and as at and for the three and six months ended June 30, 2015 (unaudited). Refer to Schedule "A" for the complete set of IWS Financial Statements.

	Six Months Ended June 30, 2015 (unaudited) ($)	**Year Ended December 31, 2014 (audited) ($)**	**Year ended December 31, 2013 (unaudited) ($)**
Revenue	177,079	296,973	Nil
Cost of Sales	(208,113)	(144,681)	Nil
Gross Margin	(31,034)	152,292	Nil
Expenses	(578,858)	(1,587,815)	(194,799)
Government Grant	35,756	37,942	Nil
Loss	(574,136)	(1,397,581)	(194,799)
Basic and diluted loss per share	(143,534)	(350,190)	(64,933)
Total Assets	885,360	735,147	44,751
Total liabilities	(2,983,286)	(2,257,762)	(347,190)

Summary Pro Form Financial Information of the Resulting Issuer

The following table is a summary of selected *pro forma* financial information of the Resulting Issuer as at April 30, 2015 and for the year ended October 31, 2014 and for the six months ended April 30, 2015, which give effect to the Transaction.

	Six Months Ended April 30, 2015 (unaudited) ($)	**Year Ended October 31, 2014 (unaudited) ($)**
Revenue	177,079	296,973
Cost of Sales	(208,113)	(144,681)
Gross Margin	(31,034)	152,292
Expenses	(653,245)	(4,526,172)
Government Grant	35,756	37,942
Net Loss and Comprehensive Loss	(648,523)	(4,335,717)
Basic and diluted loss per share	0.008	(0.05)
Total Assets	2,834,819	
Total liabilities	628,302	

MANAGEMENT'S DISCUSSION AND ANALYSIS

Amana's annual MD&A for the year ended October 31, 2014 and interim MD&A for the six months ended April 30, 2015 are attached to this Listing Statement as Schedule "B".

MARKET FOR SECURITIES

Amana's securities are presently listed on the CSE under the stock symbol "AMA".

The Resulting Issuer has applied to list the Resulting Issuer Shares on the CSE. Listing will be subject to the Resulting Issuer fulfilling all of the requirements of the CSE.

CONSOLIDATED CAPITALIZATION

Since the date of Amana's most recently completed financial year, being October 31, 2014, Amana completed a non-brokered private placement of 1,100,000 common shares at a price of $0.09 per common share for gross proceeds of $99,000 on March 27, 2015 and the Financing of 15,000,000 common shares at a price of $0.14 per common share for gross proceeds of $2,100,000 on June 30, 2015 and July 16, 2015. Amana also issued 500,000 common shares to Canaccord as an advisory fee in connection with the Acquisition.

The following table sets out the consolidated share capital of the Resulting Issuer following the completion of the Acquisition:

Transaction	**Number of Common Shares[(1)]**
Amana Shares issued and outstanding as the date of this Listing Statement (including the Financing Shares issued pursuant to the Financing and the Advisory Fee Shares)	33,120,000
Referral Fee Shares issuable with respect to the Acquisition at Closing	750,000
Acquisition Shares issuable pursuant to the Acquisition at Closing	45,000,000
Resulting Issuer Shares issuable to acquire the minority interests in IWWS (UK) at Closing	2,000,000
Total Resulting Issuer Common Shares	**80,870,000**

(1) The Resulting Issuer will also have the following securities convertible into common shares of the Resulting Issuer outstanding upon completion of the Acquisition: (1) 1,200,000 finder's warrants issued under the Financing, (2) 375,000 options to purchase common shares, representing existing options of Amana, and (3) 500,000 options to purchase to purchase common shares, representing options issuable to acquire the minority interests of IWWS (UK).

OPTIONS TO PURCHASE SECURITIES

As at the date of this Information Statement, Amana had the following options outstanding:

Optionee	Number of Options Holding	Exercise Price	Expiry Date
Officers	125,000	$0.15	May 15, 2022
Directors	250,000	$0.15	May 15, 2022
	375,000		

DESCRIPTION OF THE SECURITIES

Amana Shares

Amana is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares. The holders of the common shares are entitled to dividends as and when declared by the directors, to receive notice of, and to receive one vote per share, at meetings of shareholders and to receive upon liquidation such assets of Amana as are distributable to the holders of the common shares.

Prior Sales of Amana Shares

The following table summarizes the issuances of Amana Shares within 12 months prior to the date of this Listing Statement:

Date of Distribution	Description	Number of Common Shares	Price per Share	Total Issue Price
March 27, 2015	Issued in connection with a private placement offering	1,100,000[(1)]	$0.09	$99,000
June 5, 2015	Advisory fee with respect to the Acquisition	500,000[(1)]	$0.14	$70,000
June 30, 2015	Issued under the 1st Tranche of the Financing	14,000,000[(1)]	$0.14	$1,960,000
July 16, 2015	Issued under the 2nd tranche of the Financing	1,000,000[(1)]	$0.14	$140,000
Total:		**16,600,000**		

(1) These shares are subject to a four month hold period from the date of issuance.

Stock Exchange Price – Amana

The Amana Shares are listed on the CSE as of the date of this Listing Statement under the symbol “AMA”. The following table sets out the high and low trading price and volume of trading of Amana Shares on the CSE during the periods indicated.

Period	High ($)	Low ($)	Volume
September 1, 2015 – Present	0.44	0.43	107,000
August, 2015	0.43	0.38	928,930
July, 2015	0.48	0.37	644,591
June 2015	0.43	0.11	1,163,900
May 2015	0.12	0.06	416,000
April 2015	0.07	0.06	95,000
January – March 2015	0.10	0.06	131,000
October – December 2014	0.13	0.06	1,875,000
July – September 2014	0.08	0.06	2,839,000
April – June 2014	0.11	0.06	345,000
January – March 2014	0.12	0.06	388,000
October – December 2013	0.15	0.08	534,000
July – September 2013	0.19	0.10	604,000

ESCROWED SECURITIES

Escrowed Securities – Amana

Prior to the closing of the Acquisition, no Amana Shares are being held in escrow.

Escrowed Securities – Resulting Issuer

Pursuant to the policies of the CSE, an escrow agreement will be entered into prior to the closing of the Acquisition among Computershare, the Resulting Issuer, and certain of the IWS Shareholders (the "**New Escrow Agreement**"). The following table shows the Resulting Issuer Shares that are subject to escrow:

Designation of class	Number of Resulting Issuer Shares held in escrow	Percentage of class
Common Shares	35,000,000	43.3%

The above shares of the Resulting Issuer will be subject to the terms of the New Escrow Agreement, which form of agreement shall be in accordance with Form 46-201F1 – *Escrow Agreement* of the Canadian Securities Administrators, and subject to the escrow release schedule set out therein.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of Amana, as of the date of this Listing Statement there were no persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Amana Shares carrying more than 10% of the voting rights attached to all outstanding Amana Shares.

Upon completion of the Acquisition, it is expected that the following shareholder will, beneficially and of record, own more than 10% of the issued common shares of the Resulting Issuer:

Name	Number of Resulting Issuer Shares Held	Percentage of Issued Common Shares
Paul Bernard Lee	27,500,000	34.0%

DIRECTORS AND OFFICERS

Directors and Officers of the Resulting Issuer

Upon completion of the Acquisition, the board of directors of the Resulting Issuer is expected to be comprised of four members, as set out below.

The name, municipality of residence, position or office held with the Resulting Issuer and principal occupation of each proposed director and executive officer of the Resulting Issuer, as well as the number of voting securities beneficially owned, directly or indirectly, or over which each exercises control or direction, following the successful completion of the Acquisition, excluding common shares issued on the exercise of convertible securities, are as follows:

Name, place of the residence and position with Resulting Issuer	Principal occupation during the last five years	Date of appointment as director or officer	Resulting Issuer Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed upon completion of the Transaction(1)
Lynn Mueller Chief Executive Officer, Chairman and Director Richmond, British Columbia	Co-Founder and CEO of International Wastewater Heat Exchange Systems Inc.	N/A	7,500,000 (9.3%)(2)
Yaron Conforti(3) Chief Financial Officer and Director Toronto, Ontario	Principal of Emmarentia Management Corp.	Director since February 4, 2011; Chief Executive Officer and Corporate Secretary since November 14, 2012; Chief Financial Officer since September 30, 2014	440,000 (0.5 %)
Paul Lee Director Kelowna, British Columbia	President and CEO of Lee Energy Systems	N/A	27,500,000 (34.0%)
Mark McCooey Director Richmond, British Columbia	Chief Executive Officer and Chief Financial Officer of SEI Industries	N/A	Nil

Notes:

(1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of management of the Resulting Issuer and has been furnished by the respective individuals.

(2) These Resulting Issuer Shares will be held by Economizer Technologies Inc., a company controlled by Lynn Mueller.

(3) Mr. Conforti will hold options to purchase 125,000 Resulting Issuer Shares at an exercise price of $0.15, expiring on May 15, 2022.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed herein, no proposed director or officer of the Resulting Issuer or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, is, or within 10 years before the date of the Listing Statement has been, a director or officer of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

Other than as disclosed herein, no proposed director or executive officer of the Resulting Issuer, or a shareholder holding a sufficient number of the Resulting Issuer’s securities to affect materially the control of the Resulting Issuer, has been subject to: any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority, or any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

Except as disclosed below, no proposed director or executive officer of the Resulting Issuer or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer , or a personal holding company of any such persons has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

Lynn Mueller voluntarily filed for personal bankruptcy in May 2009. Mr. Mueller complied with the conditions imposed by the trustee in bankruptcy and was discharged in April 2010.

Conflicts of Interest

Conflicts of interest may arise as a result of the proposed directors and officers of the Resulting Issuer also holding positions as directors and/or officers of other companies and situations may arise where the directors and officers will be in direct competition with the Resulting Issuer. See “Risk Factors”.

Management and Board Details

The following sets out details respecting the proposed officers and directors of the Resulting Issuer:

Lynn Mueller, Chief Executive Officer and Director

Lynn Mueller, age 60, is the co-founder and Chief Executive Officer of International Wastewater Heat Exchange Systems Inc. Mr. Mueller has over 25 years of experience in geothermal heat pump sales. He has served as president of WaterFurnace Canada and WaterFurnace International and founded Pacific Geo-Exchange Inc. and Earth Source Energy Inc. Over his career, Mr. Mueller pioneered many innovative approaches to geothermal installation. Mr. Mueller is not a party to any employment, non-competition or confidentiality agreement with the Resulting Issuer. It is expected that he will devote 90% of his time to the business of the Resulting Issuer to effectively fulfill his duties as an officer and director.

Yaron Conforti, Chief Financial Officer and Director

Mr. Yaron Conforti, age 36, has been a director of Amana since its incorporation on February 4, 2011, Chief Executive Officer of Amana from November 14, 2012 to present, and Chief Financial Officer from September 30, 2014 to present. Mr. Conforti provides corporate finance advisory services to public and private growth companies and has extensive experience as a senior executive and board member. Mr. Conforti is not a party to any employment, non-competition or confidentiality agreement with the Resulting Issuer. It is expected that he will devote approximately 80% of his time to the business of the Resulting Issuer to effectively fulfill his duties as an officer and director.

Paul Lee, Director

Mr. Paul Lee, age 55, is the President and CEO of Lee Energy Systems, an oilfield tool company. From 1990-2010 Mr. Lee was President and CEO of DSI Industries. Mr. Lee has extensive experience in the innovation, development and commercialization of products in the oilfield services sector. Mr. Lee is not a party to any employment, non-competition or confidentiality agreement with the Resulting Issuer. It is expected that he will devote 10% of his time to the business of the Resulting Issuer to effectively fulfill his duties as a director.

Mark McCooey, Director

Mr. Mark McCooey, CGA, age 61, has been the Chief Executive Officer and Chief Financial Officer of SEI Industries for over 25 years. SEI is a world leader in the design, engineering and manufacturing of products from innovative industrial fabrics. Mr. McCooey has an extensive background in the renewable energy sector and has acted as a senior executive and board member for a number of private and public companies in the areas of sustainable development. Mr. McCooey is not a party to any employment, non-competition or confidentiality agreement with the Resulting Issuer. It is expected that he will devote 10% of his time to the business of the Resulting Issuer to effectively fulfill his duties as a director.

CAPITALIZATION OF THE RESULTING ISSUER

Issued Capital	**Number of Securities (non-diluted)**	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	80,870,000	82,945,000	100%	100%

Issued Capital	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	%of Issued (non-diluted)	% of Issued (fully diluted)
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	42,940,000	43,065,000	53.1%	51.9%
Total Public Float (A-B)	37,930,000	39,880,000	46.9%	48.1%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	63,250,000	64,450,000	78.2%	77.7%
Total Tradeable Float (A-C)	17,620,000	18,495,000	21.8%	22.3%

Public Securityholders (Registered) of Resulting Issuer

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	15	30,390,000
TOTAL	**15**	**30,390,000**

Public Securityholders (Beneficial) of Resulting Issuer

Size of Holding	Number of holders	Total number of securities

1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	3	1,650
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	15	31,400
3,000 – 3,999 securities	21	66,869
4,000 – 4,999 securities	11	44,400
5,000 or more securities	203	14,770,262
TOTAL	**253**	**15,040,000**

Non-Public Securityholders (Registered and Beneficial) of Resulting Issuer

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	3	35,440,000
TOTAL	3	**35,440,000**

Convertible Securities

The following are details for any securities convertible or exchangeable into Resulting Issuer Shares:

Description of Security (include conversion/exercise terms, including conversion/exercise price)			**Number of convertible/exchangeable securities outstanding**	**Number of listed securities issuable upon conversion/exercise**
Exercise Price	**Expiry Date**	**Type of Security**		
$0.14	June 30, 2017	Finder's Fee Warrant (1st Tranche Financing)	1,120,000	1,120,000
$0.14	July 16, 2017	Finder's Fee Warrant (2nd Tranche Financing)	80,000	80,000

$0.15	May 15, 2022	Option	375,000	375,000
$0.40	5 years from closing of acquisition of IWWS (UK) minority interests	Option	500,000	500,000

EXECUTIVE COMPENSATION

Amana

Named Executive Officer

In this section "Named Executive Officer" ("**NEO**") means the Chief Executive Officer (the "**CEO**"), the Chief Financial Officer (the "**CFO**") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed fiscal year end.

Yaron Conforti, Chief Executive Officer, Chief Financial Officer and Corporate Secretary and Jonathan H. Rubin, former Chief Financial Officer, are each an NEO of the Company for the purposes of the following disclosure.

Compensation Discussion and Analysis

As the Company does not have a compensation committee, the Board has the responsibility to administer compensation policies related to executive management.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives balanced with a pay-for-performance philosophy. Compensation for this fiscal year and prior fiscal years is based upon a negotiated salary, with option-based awards and bonuses potentially being issued and paid as an incentive for performance.

Compensation Review Process

The Board is responsible for the compensation policies and guidelines for the Company and for implementing and overseeing compensation policies.

The Board reviews on an annual basis the cash compensation, performance and overall compensation package of each executive officer, including the NEOs. The Board makes decisions with respect to basic salary and participation in share compensation arrangements for each executive officer. In considering executive officers other than the CEO, the Board also takes into account the recommendation of the CEO.

The Company does not have a formal compensation program with set benchmarks, however, the Company does have a compensation program which seeks to reward an executive officer's current and future expected performance. Individual performance in connection with the achievement of corporate milestones and objectives is also reviewed for all executive officers.

The Board has not considered the implications of the risks associated with the Company's compensation program. The Company intends to formalize its compensation policies and practices and will take into consideration the implications of the risks associated with the Company's compensation program and how it might mitigate those risks.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Elements of Executive Compensation Program

The Company's compensation program consists of the following elements:

(a) base salary or consulting fees;

(b) bonus payments; and

(c) equity participation through the Company's stock option plan.

Base Salary/Consulting Fees

Base salary ranges for the executive officers were initially determined upon a review of companies within the mining industry, which were of the same size as the Company, at the same stage of development as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

(a) the particular responsibilities related to the position;

(b) salaries paid by other companies in the mining industry which were similar in size as the Company;

(c) the experience level of the executive officer;

(d) the amount of time and commitment which the executive officer devotes to the Company; and

(e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Payments

Each of the executive officers, as well as all employees, is eligible for an annual bonus, payable in cash or through stock-based compensation. The amount paid is based on the Board's assessment of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash flow and share price performance) and operational criteria (such as significant mineral property acquisitions, resource growth and the attainment of corporate milestones). The Company did not award any bonuses during the fiscal period ending October 31, 2014.

Equity Participation

Equity participation is accomplished through the Company's stock option plan.

Option-based Awards

The Board is responsible for administering compensation policies related to the Company's executive management, including with respect to option-based awards.

The Board approved a stock option plan dated November 1, 2011 (the "**Plan**") pursuant to which the Board can grant stock options to directors, officers, employees, management and others who provide services to the Company. The Plan provides compensation to participants and an additional incentive to work toward long-term Company performance.

The Plan was implemented to grant stock options in consideration of the level of responsibility as well as optionee impact and/or contribution to the longer-term operating performance of the Company. In determining the number of share options to be granted, the Company's Board takes into account the number of stock options, if any, previously granted, and the exercise price of any outstanding stock options to ensure that such grants are in accordance with the policies of the CSE, and closely align the interests of the executive officers with the interests of the Company's shareholders.

Summary Compensation Table

The compensation paid to the NEOs during the Company's three most recent financial years ended October 31 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)[3]	Non-Equity incentive plan compensation ($)		Pension Value ($)	All other compensation ($)	Total compensation ($)
Yaron Conforti[1] CEO, CFO and Corporate Secretary	2014 2013 2012	Nil Nil Nil	Nil Nil Nil	Nil Nil 13,973	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	73,190 86,250 11,300	73,190 86,250 25,273
Jonathan Rubin[2] Former CFO	2014 2013 2012	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	16,5000 4,5000 Nil	16,500 4,500 Nil

Notes:
(1) Mr. Conforti was appointed a Director of Amana on February 4, 2011. Mr. Conforti was appointed the CEO and Corporate Secretary of Amana on November 14, 2012 and was appointed CFO of Amana on September 30, 2014.
(2) Mr. Rubin, CPA, CA, CFE served as the CFO of Amana from August 1, 2013 to September 30, 2014.
(3) Values in this column are comprised of options granted pursuant to the Plan. Values are based on the grant date fair value of the options calculated using the Black-Scholes-Merton Method.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

There were no share-based awards grant to the NEOs of the Company during the year ended October 31, 2014.

Incentive Plan Awards - Value Vested Or Earned During the Year

There were no value vested or earned by any NEO under the Company's incentive plan during the year ended October 31, 2014.

Pension Plan Benefits

The Company does not have a pension plan or deferred compensation plan for its directors, officers or employees.

Termination and Change of Control Benefits

Other than set out below, there are no compensatory plan(s) or arrangements(s), with respect to any of the NEOs resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of the NEOs responsibilities following a change of control.

Compensation of Directors

There was no compensation paid to the Company's directors for their services in their capacity as directors or consultants in the financial year ended October 31, 2014.

Resulting Issuer

Compensation Discussion and Analysis

The objectives, criteria and analysis of the compensation of the executive officers of the Resulting Issuer will be determined by the Board of Directors of the Resulting Issuer and are expected to be substantially similar to how Amana currently compensates its executive officers. See "*Executive Compensation – Amana*", above.

The NEOs of the Resulting Issuer are expected to consist of Lynn Mueller, the proposed CEO of the Resulting Issuer, and Yaron Conforti, the proposed CFO of the Resulting Issuer.

It is expected that, in connection with the closing of the Acquisition, the Resulting Issuer will enter into an employment agreement with Lynn Mueller. Mr. Mueller is expected to receive an initial grant of 3,500,000 options to purchase Resulting Issuer Shares and an annual base salary of $156,000, which is equivalent to Mr. Mueller's current annual base salary paid by IWS for the year ended December 31, 2015.

Amana currently pays Yaron Conforti a monthly consulting fee of $5,000 per month for the year ended December 31, 2015. Mr. Conforti is expected to continue to be paid a monthly consulting fee from the Resulting Issuer in an amount to be determined by the Board of Directors of the Resulting Issuer.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of Amana or person who acted in such capacity in the last financial year of Amana, or proposed director or officer of the Resulting Issuer, or any Associate of any such director or officer is, or has been, at any time since the beginning of the most recently completed financial year of Amana, indebted to Amana nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Amana.

RISK FACTORS

The following are certain risk factors relating to the business to be carried on by the Resulting Issuer which prospective investors should carefully consider before deciding whether to purchase Resulting Issuer Shares. The risks presented below may not be all of the risks that the Resulting Issuer may face. The Resulting Issuer will face a number of challenges in the development of its business. Due to the nature of the Issuer's business and present stage of the business, the Resulting Issuer may be subject to significant risks. Sometimes new risks emerge and management may not be able to predict all of them, or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. Readers should not rely upon forward-looking statements as a prediction of future results. Readers should carefully consider all such risks, including those set out in the discussion below.

Manufacturing Risks

For the successful development of the Resulting Issuer's manufacturing operations, the Resulting Issuer will require maintenance of production equipment, hiring and retaining of managerial personnel and skilled labour and maintaining of desirable levels of production. There can be no assurance that the Resulting Issuer will be able to achieve and sustain these goals. The Resulting Issuer's future success also depends on its ability to successfully achieve expected manufacturing capacity in a cost-effective and efficient manner. If the Resulting Issuer cannot do so, it may be unable to achieve and sustain profitability. The Resulting Issuer's ability to achieve expected production capacity is subject to significant risks and uncertainties, including the following: (a) delays and cost overruns as a result of a number of factors, many of which may be beyond the Resulting Issuer's control, such as its ability to secure successful contracts with equipment vendors, (b) failure to effectively break in new equipment, (c) delays or denial of required approvals by relevant government authorities, (d) unavailability of manufacturing inputs; and (e) failure to execute its expansion plans effectively.

Regulatory Risks

The activities of the Resulting Issuer will be subject to intense regulation by governmental authorities. Achievement of the Resulting Issuer's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Resulting Issuer cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer.

Change in Laws, Regulations and Guidelines

The Resulting Issuer's operations will be subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of untreated waste water but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Changes to such laws, regulations and guidelines due to matters beyond the control of the Resulting Issuer may cause adverse effects to the Resulting Issuer's operations.

Lack of Operating History

The Resulting Issuer has only recently started to carry on its business. The Resulting Issuer is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. The failure by the Resulting Issuer to meet any of these conditions could have a materially adverse effect on the Resulting Issuer and may force it to reduce, curtail, or discontinue operations. There is no assurance that the Resulting Issuer will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations. The Resulting Issuer may not successfully address all of the risks and uncertainties or successfully implement its existing and new products and services. If the Resulting Issuer fails to do so, it could materially harm its business and impair the value of its common stock, resulting in a loss to shareholders. Even if the Resulting Issuer accomplishes these objectives, the Resulting Issuer may not generate the anticipated positive cash flows or profits. No assurance can be given that the Resulting Issuer can or will ever be successful in its operations and operate profitably.

Reliance on Management and Key Personnel

The success of the Resulting Issuer is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. The Resulting Issuer attempts to enhance its management and technical expertise by recruiting qualified individuals who possess desired skills and experience in certain targeted areas. The Resulting Issuer’s inability to retain employees and attract and retain sufficient additional employees as well as information technology, engineering, and technical support resources could have a material adverse impact on the Resulting Issuer’s financial condition and results of operation. Any loss of the services of such individuals could have a material adverse effect on the Resulting Issuer’s business, operating results or financial condition.

Additional Financing

The Resulting Issuer’s future capital requirements depend on many factors, including its ability to market products successfully, cash flows from operations, locating and retaining talent, and competing market developments. The Resulting Issuer’s business model requires spending money in order to generate revenue. Based on the Resulting Issuer’s current financial situation, the Resulting Issuer may have difficulty continuing operations at the current level, or at all, if it does not raise additional financing in the near future.

In order to execute the Resulting Issuer’s business plan, the Resulting Issuer will require some additional equity and/or debt financing to undertake capital expenditures. There can be no assurance that additional financing will be available to the Resulting Issuer when needed or on terms which are acceptable. The Resulting Issuer’s inability to raise financing to support on-going operations or to fund capital expenditures could limit the Resulting Issuer’s operations and may have a material adverse effect upon future profitability. The Resulting Issuer may require additional financing to fund its operations to the point where it is generating positive cash flows.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Resulting Issuer Shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Resulting Issuer to obtain additional capital or to pursue business opportunities, including potential acquisitions. If adequate funds are not obtained, the Resulting Issuer may be required to reduce, curtail, or discontinue operations. There is no assurance that the Resulting Issuer’s existing cash flow will be adequate to satisfy its existing operating expenses and capital requirements.

Competition

There is potential that the Resulting Issuer will face intense competition from numerous other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Resulting Issuer. See “Narrative Description of the Business - Competition” for further details about the competition faced and to be faced by the Resulting Issuer. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Resulting Issuer.

Because of early stage of the industry in which the Resulting Issuer operates, the Resulting Issuer expects to face additional competition from new entrants. To remain competitive, the Resulting Issuer will require a continued high level of investment in research and development, marketing, sales and client support. The Resulting Issuer may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Resulting Issuer.

Intellectual Property Risks

The Resulting Issuer’s ability to compete largely depends on the superiority, uniqueness, and value of its intellectual property and technology, including both internally-developed technology and the ability to acquire patent protection and/or trademark protection. To protect its proprietary rights, the Resulting Issuer will rely on a combination of trademark, copyright, and trade secret laws, trademark and patent applications, confidentiality agreements with its employees and third parties, and protective contractual provisions. Despite these efforts, certain risks may reduce the value of the Resulting Issuer's intellectual property. The Resulting Issuer's applications for trademarks and copyrights relating to its business may not be granted, and if granted, may be challenged or invalidated. There is no guarantee that issued trademarks and registered copyrights will provide the Resulting Issuer with any competitive advantages. The Resulting Issuer's efforts to protect its intellectual property rights may not be effective in preventing misappropriation of its technology and may not prevent the development and design by others of products or technology similar to, competitive with, or superior to those the Resulting Issuer develops. There is a risk that another party may obtain a blocking patent and the Resulting Issuer would need to either obtain a license or design around the patent in order to continue to offer the contested feature or service in its products.

New Market Risks

Extracting heat from raw sewage flows is a relatively new market and its long-term growth prospects are uncertain. Should the raw sewage heat market fail to expand, it would have a materially adverse effect on our business and financial position.

Product Development Risks

The development of additional products is subject to the risks of failure inherent in the development of new, state of the art products, laboratory devices and products based on new technologies. These risks include: (i) delays in product development or manufacturing; (ii) unplanned expenditures for product development or manufacturing; (iii) failure of new products to have the desired effect or an acceptable accuracy profile; (iv) emergence of superior or equivalent products; (v) failure by any potential collaborative partners to successfully develop products; and (vi) the dependence on third parties for the manufacture, development and sale of the Resulting Issuer's products. Because of these risks, our research and development efforts or those of potential collaborative partners may not result in any commercially viable products. If a significant portion of these development efforts is not successfully completed, or any products are not commercially successful, we are less likely to generate significant revenues, or become profitable. The failure to perform such activities could have a material adverse effect on the Resulting Issuer's business, financial condition and results of its operations.

The areas in which we plan to commercialize, distribute, and/or sell products involves rapidly developing technology. There can be no assurance that we will be able to establish ourselves in such fields, or, if established, that we will be able to maintain our market position, if any. There can be no assurance that the development by others of new or improved products will not make our present and future products, if any, superfluous or obsolete.

Product Liability

The devices and products that we intend to develop may expose us to potential liability from personal injury claims by end-users of the product. We intend to carry product liability insurance to protect us against the risk that in the future a product liability claim or product recall could materially and adversely affect our business. Inability to obtain sufficient insurance coverage at an acceptable cost or otherwise to protect against potential product liability claims could prevent or inhibit the commercialization of our intended products. We cannot assure you that if and when we commence distribution of our product that we will be able to obtain or maintain adequate coverage on acceptable terms, or that such insurance will provide adequate coverage against all potential claims. Moreover, even if we maintain adequate insurance, any successful claim could materially and adversely affect our reputation and prospects, and divert management's time and attention. If we are sued for any injury allegedly caused by our future products our liability could exceed our total assets and our ability to pay the liability.

Product Defects

The Resulting Issuer's products are complex and, accordingly, they may contain defects or errors, particularly when first introduced or as new versions are released. We may not discover such defects or errors until after a product has been released and used by end-customers. Defects and errors could materially and adversely affect our reputation, result in significant costs to us or the termination of an agreement, delay planned release dates and impair our ability to sell our products in the future. The costs incurred in correcting any product defects or errors may be substantial and could adversely affect our operating margins. Furthermore, there can be no assurance that our efforts to monitor, develop, modify and implement appropriate test and manufacturing processes for our products will be sufficient to permit us to avoid a rate of failure in our products that results in substantial delays, significant repair or replacement costs or potential damage to our reputation, any of which could have a material adverse effect on our business, results of operations and financial condition.

We may also be subject to claims that our products are defective or that some function or malfunction of our products caused or contributed to damages. While we attempt to minimize this risk by incorporating provisions into our standard agreements that are designed to limit our exposure to potential claims of liability, we are not always able to negotiate such protections. In addition, no assurance can be given that all claims will be barred by the contractual provisions limiting liability or that the provisions will be enforceable. We may be liable for failure regarding the use of our products or services. A significant liability claim against us could have a material adverse effect on our operating results and financial position

Reliance on Key Inputs

The Resulting Issuer's business will be dependent on a number of key inputs and their related costs including raw materials and supplies related to its growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition and operating results of the Resulting Issuer and the Resulting Issuer. Some of these inputs may only be available from a single supplier or a limited group of suppliers. If a sole source supplier was to go out of business, the Resulting Issuer might be unable to find a replacement for such source in a timely manner or at all. If sole source supplier were to be acquired by a competitor, that competitor may elect not to sell to the Resulting Issuer in the future. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of the Resulting Issuer.

Dependence on Suppliers and Skilled Labour

The ability of the Resulting Issuer to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Resulting Issuer will be successful in maintaining its required supply of skilled labour, equipment, parts and components.

Management of Growth

The Resulting Issuer has, and may in the future, experience rapid growth and development in a relatively short period of time by aggressively marketing its products and services. The Resulting Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Resulting Issuer to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Resulting Issuer to deal with this growth may have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and prospects.

Conflicts of Interest

Certain of the directors and officers of the Resulting Issuer are also directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Resulting Issuer and as officers and directors of such other companies.

Litigation

The Resulting Issuer may be forced to litigate, enforce, or defend its intellectual property rights, protect its trade secrets, or determine the validity and scope of other parties' proprietary rights. Such litigation would be a drain on the financial and management resources of the Resulting Issuer which may affect the operations and business of the Resulting Issuer.

The Resulting Issuer may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Resulting Issuer becomes involved be determined against the Resulting Issuer such a decision could adversely affect the Resulting Issuer's ability to continue operating and the market price for Resulting Issuer Shares and could use significant resources. Even if the Resulting Issuer is involved in litigation and wins, litigation can redirect significant company resources.

The market price of Resulting Issuer Shares may be subject to wide price fluctuations

The market price of Resulting Issuer Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Resulting Issuer, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Resulting Issuer, general economic conditions, legislative changes, and other events and factors outside of the Resulting Issuer's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for Resulting Issuer Shares.

Limited Market for Securities

Upon completion of the Acquisition, Resulting Issuer Shares will be listed on the CSE, however, there can be no assurance that an active and liquid market for the Resulting Issuer Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Resulting Issuer.

Environmental and Employee Health and Safety Regulations

The Resulting Issuer's operations will be subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety. The Resulting Issuer will incur ongoing costs and obligations related to compliance with environmental and employee health and safety matters. Failure to comply with environmental and safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on our manufacturing operations. In addition, changes in environmental, employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Resulting Issuer's operations or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer.

PROMOTERS

This is not applicable to the Resulting Issuer.

LEGAL PROCEEDINGS

Amana

There are no legal proceedings to which Amana is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the reasonable knowledge of the management of Amana, there are no such proceedings contemplated.

Resulting Issuer

There are no legal proceedings to which the Resulting Issuer is, or has been, a party or of which any of its property is, or has been, the subject matter. Additionally, to the reasonable knowledge of the management of the Resulting Issuer, there are no such proceedings contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set out below and elsewhere in this Listing Statement, none of the directors or executive officers of Amana, principal shareholders, or any associate or affiliate of such persons, has or has had any material interest, direct or indirect, in any material transaction within the three years before the date of this Listing Statement or in any proposed transaction that has materially affected Amana or may affect the Resulting Issuer.

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

Services provided by:	Year Ended October 31, 2014 ($)	Year Ended October 31, 2013 ($)	Year Ended October 31, 2012 ($)
Baron Global Financial Canada Ltd. (1)	-	10,000	40,000
Emmarentia Management Corp.(2)	73,190	86,250	10,000
Adne Consulting Services Inc.(3)	16,500	4,500	-
StoneBridge Analytics LLC.(4)	-	5,289	-
Lockwood Financial Ltd.(5)	39,625	88,220	-
Marrelli Support Services Inc.(6)	-	34,000	-

Notes:

(1) On July 6, 2012, Amana entered into a corporate advisory agreement with Baron Global Financial Canada Ltd. ("**Baron**") to provide accounting and administrative services. These services are recorded as consulting fees. This agreement expired on November 30, 2012. Henrik Lau, the former CEO and director of Amana, is also the managing director of Baron.
(2) Yaron Conforti, the CEO and a director of Amana, controls Emmarentia Management Corp. Fees relate to consulting fees.
(3) Jonathan Rubin, the former CFO of Amana, controls Adne Consulting Services Inc. Fees relate to consulting fees for CFO services.
(4) Rick Sandri, a director of Amana, controls StoneBridge Analytics, LLC which provided advisory services to Amana.
(5) Lockwood Financial Ltd. was formerly an insider of, and advisor to, Amana.
(6) On November 14, 2012, Amana entered into an accounting support services agreement with Marrelli Support Services Inc. ("**MSSI**") whereby MSSI provided, beginning November 15, 2012, certain accounting support services to Amana. On November 14, 2012, in connection with such agreement with MSSI, Amana retained Mr. Daniel Crandall, manager with MSSI, as its CFO. On July 31, 2013, this agreement expired.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditors of Amana, Davidson & Company LLP, located at 1200 – 609 Granville Street, P.O. Box 10372, Vancouver, BC V7Y 1G6, will be the auditors of the Resulting Issuer. Amana's registrar and transfer agent, Computershare, located at 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9, will be the registrar and transfer agent of the Resulting Issuer.

MATERIAL CONTRACTS

Except for contracts entered into by Amana in the ordinary course of business, the only material contracts entered into by Amana in the previous two years are the following:

(a) On December 2, 2014, Amana entered into a letter agreement granting Amana the exclusive right to acquire 100% of a Canadian company that has an application for a license to produce and sell medical marijuana pursuant to Health Canada's Marihuana for Medical Purposes Regulations. On March 27, 2015, Amana announced the termination of the letter agreement.

(b) On September 4, 2015, Amana entered into the Acquisition Agreement to acquire all of the issued and outstanding shares of IWS. See "General Development of the Business – Amana – The Transaction".

(c) On August 27, 2015, Amana and IWS entered into a letter of intent with the minority shareholders of IWWS (UK) to acquire their interests in IWWS (UK). See "General Development of the Business – Amana – The Transaction".

The following contracts of IWS will be material contracts of the Resulting Issuer upon completion of the Acquisition:

(a) On July 24, 2015 IWS entered into a Debt Settlement Agreement with Paul Bernard Lee to convert his shareholder loans into 110 shares of IWS. See "General Development of the Business – Amana – The Transaction".

INTEREST OF EXPERTS

The auditor of Amana, Davidson & Company LLP, audited the annual consolidated financial statements of Amana as at and for the years ended October 31, 2014 and 2013 and the annual consolidated financial statements of IWS as at and for the year ended December 31, 2014 and is independent of both Amana and IWS within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia. Based on information provided by Davidson & Company LLP, Davidson & Company LLP has not received nor will receive the direct or indirect interests in the property of Amana, IWS or the Resulting Issuer. Davidson & Company LLP nor any of the directors, officers, employees and partners thereof, beneficially own, directly or indirectly, any securities of Amana, IWS or the Resulting Issuer or their associates and affiliates.

OTHER MATERIAL FACTS

Neither Amana nor IWS are aware of any other material facts relating to Amana, IWS or the Resulting Issuer or to the Acquisition that are not disclosed under the preceding items and are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to Amana, IWS and the Resulting Issuer, other than those set forth herein.

CERTIFICATE OF THE ISSUER

The foregoing contains full, true and plain disclosure of all material information relating to Amana Copper Ltd. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this October 14, 2015.

"*Yaron Conforti*"	"*Henry J. Sandri*"
Yaron Conforti CEO, CFO, Corporate Secretary and Director	Henry J. Sandri Director

"*John King Burns*"

John King Burns
Director

CERTIFICATE OF IWS

The foregoing contains full, true and plain disclosure of all material information relating to International Wastewater Heat Exchange Systems Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this October 14, 2015.

"*Lynn Mueller*" Lynn Mueller President and Director	"*Paul Aucoin*" Name: Paul Aucoin Secretary and Director
"*Paul Lee*" Name: Paul Lee Director	"*Daryle Anderson*" Name: Daryle Anderson Director

SCHEDULE "A" – FINANCIAL STATEMENTS

Index of Financial Statements

Financial Statements of Amana Copper Ltd.

1. Audited annual consolidated financial statements of Amana as at and for the years ended October 31, 2014 and 2013.

2. Unaudited condensed interim consolidated financial statements of Amana for the three and six months ended April 30, 2015.

Financial Statement of International Wastewater Heat Exchange Systems Inc.

1. Audited annual consolidated financial statements of IWS as at and for the year ended December 31, 2014 and unaudited annual consolidated financial statements of IWS as at and for the year ended December 31, 2013.

2. Unaudited condensed interim consolidated financial statements of IWS as at and for the three and six months ended June 30, 2015.

***Pro Forma* Financial Statements of the Resulting Issuer**

1. Unaudited *pro forma* consolidated statement of financial position of the Resulting Issuer as at April 30, 2015 and the unaudited *pro forma* consolidated income statement and earnings per share of the Resulting Issuer for the year ended October 31, 2014 and for the six months ended April 30, 2015.

AMANA COPPER LTD.

Consolidated Financial Statements
October 31, 2014 and 2013

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Amana Copper Ltd.

We have audited the accompanying consolidated financial statements of Amana Copper Ltd., which comprise the consolidated statements of financial position as at October 31, 2014 and 2013, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

Opinion

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Amana Copper Ltd. as at October 31, 2014 and 2013, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Amana Copper Ltd.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Accountants

February 26, 2015

AMANA COPPER LTD.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	October 31, 2014	October 31, 2013
Assets		
Current assets		
Cash	$ 22,260	$ 99,735
Restricted cash	2,500	35,000
Receivables	25,511	35,653
Total assets	$ 50,271	$ 170,388
Liabilities and Shareholders' Equity (Deficiency)		
Current liabilities		
Accounts payable and accrued liabilities	$ 153,426	$ 55,749
Total current liabilities	153,426	55,749
Total liabilities	153,426	55,749
Shareholders' equity (deficiency)		
Share capital (Note 4)	1,158,850	1,158,850
Warrant reserve (Note 5)	-	12,642
Contributed surplus (Note 6)	65,241	52,599
Deficit	(1,327,246)	(1,109,452)
Total equity (deficiency)	(103,155)	114,639
Total liabilities and equity (deficiency)	$ 50,271	$ 170,388

Nature of operations and going concern (Note 1)
Subsequent event (Note 11)

On behalf of the Board:

"John K. Burns" Director "Yaron Conforti" Director

AMANA COPPER LTD.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year ended October 31, 2014	Year ended October 31, 2013
Expenses		
Audit and accounting	**$ 23,700**	$ 47,524
Consulting fee (Note 9)	**136,504**	170,290
Investor relations	**-**	15,000
Legal fees	**5,492**	21,592
Office and general	**12,089**	34,371
Project evaluation costs (Note 3)	**14,517**	487,952
Regulatory fees	**5,500**	10,350
Rent	**12,185**	27,408
Write off of exploration and evaluation assets (Note 3)	**-**	46,200
Transfer agent fees	**8,028**	10,560
	(218,015)	(871,247)
Interest income	**221**	-
Net loss and comprehensive loss for the year	**$ (217,794)**	$ (871,247)
Basic and diluted loss per common share	**$ (0.01)**	$ (0.05)
Weighted average number of common shares outstanding	**16,520,000**	16,475,375

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

AMANA COPPER LTD.
Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Warrant Reserve	Contributed Surplus	Deficit	Total
Balance at October 31, 2012	**16,445,000**	**$ 1,147,397**	**$ 27,275**	**$ 69,865**	**$ (266,151)**	**$ 978,386**
Stock options forfeited	-	-	-	(27,946)	27,946	-
Warrants exercised	75,000	11,453	(3,953)	-	-	7,500
Reduction in warrant reserve	-	-	(10,680)	10,680	-	-
Net loss for the year	-	-	-	-	(871,247)	(871,247)
Balance at October 31, 2013	**16,520,000**	**1,158,850**	**12,642**	**52,599**	**(1,109,452)**	**114,639**
Reduction in warrant reserve	-	-	(12,642)	12,642	-	-
Net loss for the year	-	-	-	-	(217,794)	(217,794)
Balance at October 31, 2014	**16,520,000**	**$ 1,158,850**	**$ -**	**$ 65,241**	**$ (1,327,246)**	**$ (103,155)**

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

AMANA COPPER LTD.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended October 31, 2014	Year ended October 31, 2013
Cash Flows Used In Operating Activities		
Loss for the year	**$ (217,794)**	$ (871,247)
Items not affecting cash:		
Write off of exploration and evaluation assets	**-**	46,200
Changes in non-cash working capital items:		
Receivables	**10,142**	(7,080)
Prepaid expenses	**-**	265
Accounts payable and accrued liabilities	**97,677**	33,582
	(109,975)	(798,280)
Cash Flows Used in Financing Activities		
Issuance of shares	**-**	7,500
Restricted cash	**32,500**	(35,000)
	32,500	(27,500)
Cash Flows Used In Investing Activities		
Exploration and evaluation expenditures	**-**	(6,000)
	-	(6,000)
Net change in cash during the year	**(77,475)**	(831,780)
Cash, beginning of year	**99,735**	931,515
Cash, end of year	**$ 22,260**	$ 99,735

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

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Amana Copper Ltd. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 4, 2011. The Company was previously engaged primarily in the business of evaluating, acquiring and exploring natural resource properties. The Company is now focused on identifying suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders (see note 11). The Company's shares commenced trading on the Canadian Securities Exchange (the "CSE") under the trading symbol "TTN" on May 15, 2012. The registered office of the Company is located at 1540 West 2nd Ave., Suite 501 Vancouver, British Columbia, V6J 1H2.

The consolidated financial statements were approved and authorized for issue by the Board of Directors on February 25, 2015.

The financial information is presented in Canadian Dollars ("CDN"), which is the functional currency of the Company.

These consolidated financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Management believes the Company will require additional working capital to maintain its operations and activities for the upcoming fiscal year (see note 11). These uncertainties may cast significant doubt upon the entity's ability to continue as a going concern.

The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of presentation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") which include International Accounting Standards and Interpretations ("IFRIC" and "SIC") adopted by the International Accounting Standards Board.

The principal accounting policies are set out below.

b) Use of estimates

The preparation of these consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

During the year ended October 31, 2014, the Company had no significant estimates or critical judgments.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Basis of consolidation

These consolidated financial statements include the financial statements of the Company's wholly-owned subsidiary as follows:

- 2336882 Ontario Inc., Ontario, Canada

All inter-company transactions, balances, income and expenses are eliminated in full upon consolidation.

d) Exploration and evaluation assets

The Company's exploration and evaluation assets are intangible assets relating to mineral rights acquired and exploration and evaluation expenditure capitalized in respect of projects that are at the exploration/predevelopment stage.

No depreciation charge is recognized in respect of exploration and evaluation assets. These assets are transferred to mine development assets upon the commencement of mine development.

Exploration and evaluation expenditures in the relevant area of interest comprises costs which are directly attributable to:

- Acquisition;
- Surveying, geological, geochemical and geophysical;
- Exploratory drilling;
- Land maintenance;
- Sampling; and
- Assessing technical feasibility and commercial viability.

Exploration and evaluation expenditures related to an area of interest where the Company has tenure are capitalized as intangible assets and are recorded at cost less impairment.

Exploration and evaluation expenditures also include the costs incurred in acquiring mineral rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects. Capitalized costs, including general and administrative costs, are only allocated to the extent that those costs can be related directly to operational activities in the relevant area of interest. Costs related directly to operational activities but incurred prior to engagement of legally binding agreements will be expensed.

All capitalized exploration and evaluation expenditures are assessed for impairment for each reporting period and are impaired if facts and circumstances indicate that impairment may exist. In circumstances where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the period.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

e) Share-based payments

The share option plan allows Company employees (including directors and senior executives) and consultants to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity.

An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (“the vesting date”). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company’s best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in reserves. No expense is recognized for awards that do not ultimately vest.

At the time when the share options are exercised, the amount previously recognized in share option reserve is transferred to share capital. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share option expense is transferred to deficit.

Where 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.

In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

f) Warrants issued in equity financing transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate mineral properties. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of common shares and a certain number of warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the transaction. Warrants that are part of units are valued using the residual method and included in share capital with the common shares that were concurrently issued. Warrants that are issued as payment for agency fee or other transactions costs are accounted for as share-based payments.

g) Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of outstanding common shares for the period. In computing diluted earnings per share, an adjustment is made for the dilutive effect of the exercise of stock options and warrants. The number of additional shares is calculated by assuming that outstanding stock options and warrants are exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting periods. In periods where a net loss is reported, outstanding options and warrants are excluded from the calculation of diluted loss per share, as they are anti-dilutive.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

h) Financial instruments

Financial instruments are defined as any contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

Financial assets are classified into the following categories at their initial recognition:

- financial assets at fair value through profit or loss ("FVTPL");
- held-to-maturity investments;
- loans and receivables; and
- available-for-sale financial assets.

Financial liabilities are classified into the following categories at their initial recognition:

- financial liabilities at fair value through profit or loss; and
- other financial liabilities.

Financial assets and liabilities are initially measured at fair value, plus, in the case of a financial asset or liability not at fair value through profit or loss, transaction costs directly attributable to the acquisition or issuance of the financial asset or liability. In a purchase or sale of financial assets, recognition and derecognition occurs using trade date accounting.

Financial assets are subsequently measured after initial recognition at fair value, except for financial assets classified as held-to-maturity investments or loans and receivables, which are subsequently measured at amortized cost using the effective interest method. Financial liabilities at fair value through profit or loss are subsequently measured after recognition at fair value. All other financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial assets are derecognized when:

- the contractual rights to the cash flows from the financial asset expire;
- the contractual rights to the cash flows from the financial asset are retained, but a contractual obligation to pay the cash flows to another party without material delay is assumed by the Company; or
- when the Company transfers substantially all the risks and rewards of ownership of the financial asset.

Financial liabilities are derecognized when the obligations are discharged, cancelled, or expire.

Financial assets (other than a financial asset defined as FVTPL) are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or significant or prolonged decrease in fair value; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization. For equity investments a significant or prolonged decline in fair value of the securities below its cost is evidence that the asset is impaired. Equity investments are assessed on a specific identification basis.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

h) Financial instruments (Continued)

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of financial assets classified as loans and receivables, where the carrying amount is reduced through the use of an allowance account. When these assets are considered uncollectible, they are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss on debt securities is reversed through the statement of loss and comprehensive loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. Impairment losses on available for sale equity instruments are not reversed through profit and loss.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has implemented the following classifications for its financial instruments:

- Cash has been classified as FVTPL.
- Receivables have been classified as loans and receivables.
- Accounts payable and accrued liabilities have been classified as financial liabilities

i) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

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

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

j) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of operations.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, however the increased carrying amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

k) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Contingent liabilities are not recognized in the consolidated financial statements and are disclosed in the notes to the consolidated financial statements unless their occurrence is remote. Contingent assets are not recognized in the consolidated financial statements, but are disclosed in the notes to the consolidated financial statements if their recovery is deemed probable.

l) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

m) New accounting standards and interpretations

Certain pronouncements were issued by the International Accounting Standards Board ("IASB") or the International Financial Reporting International Committee ("IFRIC") that are mandatory for accounting periods after July 1, 2012 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded from the table below. The following have not yet been adopted and are being evaluated to determine their impact on the Company and the expected adoption date.

(i) IFRS 9 – Financial instruments (“IFRS 9”) addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009, October 2010, November 2013 and finalized in July 2014. It replaces the parts of IAS 39 Financial Instruments: Recognition and Measurement that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at FVTPL and those measured at amortized cost, with the determination made at initial recognition. The classification depends on an entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that in cases where the fair value option is selected for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the consolidated statements of operations, unless this creates an accounting mismatch. IFRS 9 has also been updated to amend the requirements around hedge accounting, however, there is no impact to the Company from these amendments as it does not apply hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company has not yet assessed the impact of adoption.

3. EXPLORATION AND EVALUATION ASSETS

Balance, October 31, 2012	$	40,200
Additions		6,000
Write-offs		(46,200)
Balance, October 31, 2013 and October 31, 2014	$	-

(i) On July 25, 2011, the Company signed a Letter of Intent (“LOI”) with Quantum Rare Earth Developments Corp. (“Quantum”) in order to acquire an undivided 70% interest in the Tait Township Property, Ontario. During May 2013, the Company relinquished its option under the Option and Joint Venture Agreement with Quantum. Accordingly, the Company recorded a write-off of exploration and evaluation assets of $46,200 as of October 31, 2013.

(ii) In January 2013, the Company announced the proposed acquisition of a base metals project in Africa. The Company provided a refundable deposit of $90,954 but has been unable to recover its deposit and accordingly, has written off the $90,954 to project evaluation costs as of October 31, 2013.

iii) The Company entered into a letter of intent with Falcon Copper Ltd. (“Falcon”) to acquire the Katambo and Kimano concessions in the Democratic Republic of Congo. The Company advanced an initial $200,000, however, the Company subsequently determined that the Katambo property did not justify continued expenditures and the underlying vendor of the Kimano property terminated its agreement with Falcon. Accordingly, the Company has written off its advances to project evaluation costs.

(Expressed in Canadian Dollars)

4. SHARE CAPITAL

a) Authorized share capital

As at October 31, 2014, the authorized share capital of the Company was an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

b) Issued share capital

(i) In May 2013, 75,000 warrants were exercised whereby 75,000 shares were issued at $0.10 per share.

c) Escrow shares

As at October 31, 2014, the Company had 600,000 common shares held in escrow (October 31, 2013 – 1,200,000).

5. WARRANTS

The following table shows the continuity of warrants for the periods presented:

	Number of Warrants	Weighted Average Exercise Price
Balance, October 31, 2012	437,650	$ 0.12
Exercised	(75,000)	0.10
Expired	(202,650)	0.10
Balance, October 31, 2013	160,000	0.15
Expired	(160,000)	0.15
Balance, October 31, 2014	-	$ -

6. STOCK OPTIONS

The Company has a stock option plan whereby the Company is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Vesting and the term of an option is determined at the discretion of the Board of Directors of the Company.

The following table shows the continuity of stock options for the periods presented:

	Number of Options	Weighted Average Exercise Price
Balance, October 31, 2012	625,000	$ 0.15
Expired	(250,000)	0.15
Balance, October 31, 2013 and October 31, 2014	375,000	$ 0.15

(Expressed in Canadian Dollars)

6. STOCK OPTIONS (Continued)

The following are the stock options outstanding and exercisable at October 31, 2014:

Number of Options	Black-Scholes Value ($)	Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Expiry Date
375,000	41,919	0.15	7.54	May 15, 2022

7. CAPITAL MANAGEMENT

Capital is comprised of shareholders' equity and any long-term debt that the Company may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness, and to maximize returns for shareholders over the long term.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue common shares through private placements. The Company is not exposed to any externally imposed capital requirements.

8. FINANCIAL INSTRUMENTS

The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity, interest rate and price risks. The Company may, or may not, establish from time to time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of its operations would warrant such hedging activities.

Fair Value

As of October 31, 2014 and 2013, cash, being held at fair value, is considered to be level 1 under the fair value hierarchy. As of October 31, 2014 and 2013, the fair value of receivables and accounts payable and accrued liabilities approximate fair value, due to their short-term nature.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure (Note 7).

(Expressed in Canadian Dollars)

8. FINANCIAL INSTRUMENTS (Continued)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

9. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, senior management, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at fair value.

(a) The Company entered into the following transactions with related parties:

	Notes	Year ended October 31, 2014	Year ended October 31, 2013
Baron Global Financial Canada Ltd.	(i)	**$ -**	$ 10,000
Emmarentia Management Corp.	(ii)	**73,190**	86,250
Adne Consulting Services Inc.	(iii)	**16,500**	4,500
StoneBridge Analytics LLC.	(iv)	**-**	5,289
Lockwood Financial Ltd.	(v)	**39,625**	88,220
Marrelli Support Services Inc.	(vi)	**-**	34,000

(i) On July 6, 2012, the Company entered into a corporate advisory agreement with Baron Global Financial Canada Ltd. (“Baron”) to provide accounting and administrative services. These services are recorded as consulting fees. This agreement expired at November 30, 2012. Herrick Lau, the former CEO and director of the Company is also the managing director of Baron.

(ii) Yaron Conforti, the Chief Executive Officer and a director of the Company, controls Emmarentia Management Corp. ("Emmarentia"). Fees relate to consulting fees. As at October 31, 2014, $65,593 (October 31, 2013 - $4,701) was included in accounts payable and accrued liabilities owing to Emmarentia.

(iii) Jonathan Rubin, the former Chief Financial Officer of the Company controls Adne Consulting Services Inc ("Adne"). Fees relate to consulting fees for CFO services. No amounts were owing to Adne as at October 31, 2014 (October 31, 2013 - $nil).

(iv) Rick Sandri, a director of the Company controls StoneBridge Analytics, LLC. ("StoneBridge"). StoneBridge provides advisory services and rent to the Company. As at October 31, 2014, $nil (October 31, 2013, $5,289) was included in accounts payable and accrued liabilities owing to StoneBridge.

(v) Lockwood Financial Ltd ("Lockwood"), was formerly an insider of and adviser to the Company. As at October 31, 2014, $43,734 (October 31, 2013 - $6,500) was included in accounts payable and accrued liabilities owing to Lockwood.

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS (Continued)

(vi) On November 14, 2012, the Company entered into an accounting support services agreement with Marrelli Support Services Inc. (“MSSI“) whereby MSSI provided, beginning November 15, 2012, certain accounting support services to the Company. On November 14, 2012, in connection with such agreement with MSSI, the Company retained Mr. Daniel Crandall, manager with MSSI, as its Chief Financial Officer. On July 31, 2013, this agreement expired.

10. INCOME TAXES

The following table reconciles the expected income tax recovery at the Canadian Federal and Provincial statutory rate of 25.6% (2013 - 25.6%) to the amounts recognized in the statements of operations:

	Year ended October 31, 2014	Year ended October 31, 2013
Net loss for the period	**$ (217,794)**	$ (871,247)
Expected income tax recovery	**(57,000)**	(223,000)
Change in statutory tax rates	**-**	(6,000)
True up of prior year provision and other	**-**	(38,000)
Changes in unrecognized deductible temporary differences	**57,000**	267,000
Income tax expense	**$ -**	$ -

Significant components of deductible temporary differences and unused tax losses that have not been included on the consolidated statements of financial position are as follows:

	October 31, 2014	Expiry Date Range	October 31, 2013	Expiry Date Range
Non-capital losses	**$ 862,000**	2015 to 2034	$ 1,097,000	2015 to 2033
Exploration and evaluation assets	**834,000**	No expiry	46,000	No expiry
Share issue costs	**66,000**	2035 to 2038	101,000	2035 to 2037

11. SUBSEQUENT EVENT

In December 2014 the Company announced that it has entered into a letter agreement (“the Agreement”) granting the Company the exclusive right to acquire 100% of a Canadian company (“the Target”) that has an application for a license to produce and sell medical marijuana pursuant to Health Canada’s Marihuana for Medical Purposes Regulations (MMPR). Subject to the successful outcome of the Company’s due diligence plus other conditions, the Company has the exclusive right to acquire the Target including all of its related assets and intellectual property. In connection with the Agreement the Company has arranged, on a best efforts basis, a non-brokered private placement of 10,000,000 common shares at a price of $0.09 for gross proceeds of $900,000. Subsequent to October 31, 2014, the Company received $72,000 in subscription proceeds towards the private placement as well as proceeds of $18,000 from an unsecured, non-interest bearing demand loan.

AMANA COPPER LTD.

Condensed Consolidated Interim Financial Statements
Three And Six Months Ended April 30, 2015

(Expressed in Canadian Dollars)
(Unaudited)

AMANA COPPER LTD.
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	April 30, 2015	October 31, 2014
Assets		
Current assets		
Cash	$ 32,988	$ 22,260
Restricted cash	1,500	2,500
Receivables	31,986	25,511
Total assets	$ 66,474	$ 50,271
Liabilities and Shareholders' Deficiency		
Current liabilities		
Accounts payable and accrued liabilities	$ 127,016	$ 153,426
Loan payable (Note 3)	18,000	-
Total current liabilities	145,016	153,426
Total liabilities	145,016	153,426
Shareholders' deficiency		
Share capital (Note 4)	1,257,850	1,158,850
Contributed surplus (Note 6)	65,241	65,241
Deficit	(1,401,633)	(1,327,246)
Total deficiency	(78,542)	(103,155)
Total liabilities and deficiency	$ 66,474	$ 50,271

Nature of operations and going concern (Note 1)
Subsequent event (Note 9)

On behalf of the Board:

"John K. Burns" Director "Yaron Conforti" Director

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

AMANA COPPER LTD.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Three months ended April 30, 2015	Three months ended April 30, 2014	Six months ended April 30, 2015	Six months ended April 30, 2014
Expenses				
Audit and accounting	**$ 5,674**	$ 9,825	**$ 8,657**	$ 18,200
Consulting fees (Note 7)	**30,000**	47,000	**51,935**	99,000
Legal fees	**-**	-	**-**	1,698
Office and general	**4,742**	10,176	**7,074**	21,995
Project evaluation costs	**-**	13,731	**-**	20,982
Regulatory fees	**1,500**	1,500	**3,000**	3,000
Transfer agent fees	**1,711**	1,599	**3,721**	2,757
Net loss and comprehensive loss for the period	**$ (43,627)**	**$ (83,831)**	**$ (74,387)**	$ (167,632)
Basic and diluted loss per common share	**$ (0.00)**	$ (0.01)	**$ (0.00)**	$ (0.01)
Weighted average number of common shares outstanding	**16,940,224**	16,520,000	**16,726,630**	16,520,000

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

AMANA COPPER LTD.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)
(Unaudited)

	Number of Shares	Share Capital	Warrant Reserve	Contributed Surplus	Deficit	Total
Balance at October 31, 2013	**16,520,000**	**$ 1,158,850**	**$ 12,642**	**$ 52,599**	**$ (1,109,452)**	**$ 114,639**
Net loss for the period	-	-	-	-	(167,632)	(167,632)
Balance at April 30, 2014	**16,520,000**	**$ 1,158,850**	**$ 12,642**	**$ 52,599**	**$ (1,277,084)**	**$ (52,993)**

	Number of Shares	Share Capital	Warrant Reserve	Contributed Surplus	Deficit	Total
Balance at October 31, 2014	**16,520,000**	**$ 1,158,850**	**$ -**	**$ 65,241**	**$ (1,327,246)**	**$ (103,155)**
Private placement	1,100,000	99,000	-	-	-	99,000
Net loss for the period	-	-	-	-	(74,387)	(74,387)
Balance at April 30, 2015	**17,620,000**	**$ 1,257,850**	**$ -**	**$ 65,241**	**$ (1,401,633)**	**$ (78,542)**

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

AMANA COPPER LTD.
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

		Six months ended April 30, 2015		Six months ended April 30, 2014
Cash Flows Used In Operating Activities				
Loss for the period	**$**	**(74,387)**	$	(167,632)
Changes in non-cash working capital items:				
Receivables		**(6,475)**		(10,476)
Accounts payable and accrued liabilities		**(26,410)**		79,272
		(107,272)		(98,836)
Cash Flows Used in Financing Activities				
Issuance of shares		**99,000**		-
Restricted cash		**1,000**		32,500
Proceeds from loan payable		**18,000**		-
		118,000		32,500
Net change in cash during the period		**10,728**		(66,336)
Cash, beginning of period		**22,260**		99,735
Cash, end of period	**$**	**32,988**	$	33,399

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

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Amana Copper Ltd. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on February 4, 2011. The Company was previously engaged primarily in the business of evaluating, acquiring and exploring natural resource properties. The Company is now focused on identifying suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders (see Note 9). The Company’s shares commenced trading on the Canadian Securities Exchange (the “CSE”) under the trading symbol “TTN” on May 15, 2012. The registered office of the Company is located at 1540 West 2nd Ave., Suite 501 Vancouver, British Columbia, V6J 1H2.

The unaudited condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on June 29, 2015.

The financial information is presented in Canadian Dollars (“CDN”), which is the functional currency of the Company.

These unaudited condensed consolidated interim financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Management believes the Company will require additional working capital to maintain its operations and activities for the current fiscal year. These uncertainties may cast significant doubt upon the entity’s ability to continue as a going concern.

The unaudited condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of presentation

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of June 29, 2015, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed consolidated interim financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended October 31, 2014.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

New accounting standards and interpretations

(i) IFRS 9 – Financial instruments ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009, October 2010, November 2013 and finalized in July 2014. It replaces the parts of IAS 39 Financial Instruments: Recognition and Measurement that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at FVTPL and those measured at amortized cost, with the determination made at initial recognition. The classification depends on an entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that in cases where the fair value option is selected for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the consolidated statements of operations, unless this creates an accounting mismatch. IFRS 9 has also been updated to amend the requirements around hedge accounting, however, there is no impact to the Company from these amendments as it does not apply hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company has not yet assessed the impact of adoption.

3. LOAN PAYABLE

During the six months ended April 30, 2015, the Company received an $18,000 unsecured, non-interest bearing demand loan.

4. SHARE CAPITAL

a) Authorized share capital

As at April 30, 2015, the authorized share capital of the Company was an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

b) Issued share capital

On March 27, 2015, the Company closed a non-brokered private placement of 1,100,000 common shares at $0.09 for gross proceeds of $99,000.

There were no shares issued during the three and six months ended April 30, 2014.

c) Escrow shares

As at April 30, 2015, the Company had 300,000 common shares held in escrow (October 31, 2014 – 600,000).

(Expressed in Canadian Dollars)

5. WARRANTS

The following table shows the continuity of warrants for the periods presented:

	Number of Warrants	Weighted Average Exercise Price
Balance, October 31, 2013 and April 30, 2014	160,000	$ 0.15
Balance, October 31, 2014 and April 30, 2015	-	$ -

6. STOCK OPTIONS

The Company has a stock option plan whereby the Company is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Vesting and the term of an option is determined at the discretion of the Board of Directors of the Company.

The following table shows the continuity of stock options for the periods presented:

	Number of Options	Weighted Average Exercise Price
Balance, October 31, 2013, April 30, 2014, October 31, 2014 and April 30, 2015	375,000	$ 0.15

The following are the stock options outstanding and exercisable at April 30, 2015:

Number of Options	Black-Scholes Value ($)	Exercise Price ($)	Weighted Average Remaining Contractual Life (years)	Expiry Date
375,000	41,919	0.15	7.05	May 15, 2022

(Expressed in Canadian Dollars)

7. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, senior management, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at fair value.

(a) The Company entered into the following transactions with related parties:

	Notes	Three months ended April 30, 2015	Three months ended April 30, 2014	Six months ended April 30, 2015	Six months ended April 30, 2014
Emmarentia Management Corp.	(i)	**$ 15,000**	$ 22,500	**$ 30,000**	$ 45,000
Adne Consulting Services Inc.	(ii)	**-**	4,500	**-**	9,000
Lockwood Financial Ltd.	(iii)	**-**	25,500	**-**	51,000

(i) Yaron Conforti, the Chief Executive Officer, Chief Financial Officer and a director of the Company, controls Emmarentia Management Corp. ("Emmarentia"). Fees relate to consulting fees. As at April 30, 2015, $90,640 (October 31, 2014 - $65,593) was included in accounts payable and accrued liabilities owing to Emmarentia.

(ii) Jonathan Rubin, the former Chief Financial Officer of the Company, controls Adne Consulting Services Inc. ("Adne"). Fees relate to consulting fees for CFO services. No amounts were owing to Adne as at April 30, 2015 (October 31, 2014 - $nil).

(iii) Lockwood Financial Ltd ("Lockwood"), was formerly an insider and advisor to the Company. Services included rent, accounting and consulting. As at April 30, 2015, $nil (October 31, 2014 - $43,734) was included in accounts payable and accrued liabilities owing to Lockwood.

8. PROPOSED TRANSACTION

In December 2014, the Company announced that it had entered into a letter agreement (“the Terminated Agreement”) granting the Company the exclusive right to acquire 100% of a Canadian company (“the Target”) that has an application for a license to produce and sell medical marijuana pursuant to Health Canada’s Marihuana for Medical Purposes Regulations (MMPR). Subject to the successful outcome of the Company’s due diligence plus other conditions, the Company had the exclusive right to acquire the Target including all of its related assets and intellectual property. In connection with the Terminated Agreement the Company had arranged, on a best efforts basis, a non-brokered private placement of 10,000,000 common shares at a price of $0.09 for gross proceeds of $900,000 (see note 4). On March 27, 2015, the Company announced the termination of the letter agreement.

9. SUBSEQUENT EVENT

On June 5, 2015, the Company announced that it had entered into a letter agreement ("the Agreement") with International Wastewater Systems ("IWS"). The Agreement sets out a proposal by the Company to acquire 100% of the issued and outstanding common shares of IWS (the "Transaction").

In consideration for the Transaction, and on the closing thereof, the Company will issue to the IWS shareholders a total of 45,000,000 common shares (the "Consideration Shares"). All Consideration Shares will be subject to escrow conditions and or resale restrictions as required by applicable securities laws and CSE requirements. An referral fee of 1,250,000 common shares will be payable to Canaccord Genuity Ltd.

The completion of the Transaction is subject to a number of conditions, including but not limited to the execution of a definitive agreement, completion of satisfactory due diligence by both IWS and the Company, regulatory approvals, and the Company completing a financing.

The Company intends to complete a concurrent non-brokered private placement ("the Financing") for gross proceeds of minimum $1.5 million and maximum $2.1 million. Fees will be payable in connection with the Financing.

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.

CONSOLIDATED FINANCIAL STATEMENTS

Expressed in Canadian Dollars

DECEMBER 31, 2014

INDEPENDENT AUDITORS' REPORT

To the Directors of
International Wastewater Heat Exchange Systems Inc.

We have audited the accompanying consolidated financial statements of International Wastewater Heat Exchange Systems Inc., which comprise the consolidated statement of financial position as at December 31, 2014 and the consolidated statements of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of International Wastewater Heat Exchange Systems Inc. as at December 31, 2014 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

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Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about International Wastewater Heat Exchange Systems Inc.'s ability to continue as a going concern.

Other Matters

The comparative statement of financial position as at December 31, 2013 and the statement of loss and comprehensive loss, changes in shareholders' deficiency, and cash flows for the year then ended are unaudited.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada — Chartered Professional Accountants

September 14, 2015

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	December 31, 2014	December 31, 2013 (Unaudited)
ASSETS		
Current assets		
Cash	$ 255,913	$ 2,505
Receivables (Note 4)	66,330	-
Inventory (Note 5)	299,130	31,014
Prepaid expenses	10,113	-
Loan receivable (Note 10)	27,702	11,232
	659,188	44,751
Deposits	6,683	-
Equipment (Note 6)	69,276	-
TOTAL ASSETS	$ 735,147	$ 44,751
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable and accrued liabilities	$ 52,848	$ 37,214
Loans payable (Note 7)	2,119,236	236,551
Deferred revenue (Note 8)	85,678	73,425
Total liabilities	2,257,762	347,190
Shareholders' deficiency		
Share capital (Note 9)	4	3
Currency translation reserve	(3,180)	-
Deficit	(1,575,125)	(302,442)
Non-controlling interest (Note 3)	55,686	-
Total shareholders` deficiency	(1,522,615)	(302,439)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY	$ 735,147	$ 44,751

Nature and continuance of operations (Note 1)
Commitment (Note 13)
Subsequent events (Note 16)

Approved by the Board and authorized for issue on September 14, 2015

Lynn Mueller Director *Daryle Anderson* Director

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

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED

	December 31, 2014	December 31, 2013 (Unaudited)
REVENUE	$ 296,973	$ -
COST OF SALES	(144,681)	-
GROSS MARGIN	152,292	-
EXPENSES		
Accounting and legal	60,395	2,398
Advertising and promotion	140,690	32,696
Consulting	532,053	2,674
Depreciation	11,723	6,299
Foreign exchange loss	1,201	-
Insurance	8,731	-
Office and miscellaneous	101,455	4,079
Rent	54,826	-
Repairs and maintenance	30,170	-
Telephone and utilities	21,517	-
Trademarks	21,102	-
Travel	82,471	15,948
Wages and benefits	493,588	130,705
Write-down of inventory	27,893	-
	(1,587,815)	(194,799)
Government grant	37,942	-
LOSS FOR THE YEAR	(1,397,581)	(194,799)
LOSS ATTRIBUTABLE TO:		
Shareholders of the Company	$ (1,272,683)	$ (194,799)
Non-controlling interest	(124,898)	-
	$ (1,397,581)	$ (194,799)
Weighted average number of common shares outstanding – basic and diluted	4	3
Basic and diluted loss per share	$ (350,190)	$ (64,933)
LOSS FOR THE YEAR	$ (1,397,581)	$ (194,799)
OTHER COMPREHENSIVE LOSS		
Exchange loss on translation to Canadian Dollars	(3,180)	-
COMPREHENSIVE LOSS FOR THE YEAR	$ (1,400,761)	$ (194,799)
COMPREHENSIVE LOSS ATTRIBUTABLE TO:		
Shareholders of the Company	$ (1,274,305)	$ (194,799)
Non-controlling interest	(126,456)	-
	$ (1,400,761)	$ (194,799)

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

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Expressed in Canadian Dollars)

	Number of shares		Share capital		Currency translation reserve		Deficit		Non-controlling interest		Total shareholders' deficiency
December 31, 2012 (Unaudited)	**99**	**$**	**3**	**$**	**-**	**$**	**(107,643)**	**$**	**-**	**$**	**(107,640)**
Loss for the year	-		-		-		(194,799)		-		(194,799)
December 31, 2013 (Unaudited)	**99**		**3**		**-**		**(302,442)**		**-**		**(302,439)**
Share issuance	1		1		-		-		-		1
Subsidiary share issuance	-		-		-		-		180,584		180,584
Currency translation adjustment	-		-		(3,180)		-		-		(3,180)
Loss for the year	-		-		-		(1,397,581)		-		(1,397,581)
Non-controlling interest	-		-		-		124,898		(124,898)		-
December 31, 2014	**100**	**$**	**4**	**$**	**(3,180)**	**$**	**(1,575,125)**	**$**	**55,686**	**$**	**(1,522,615)**

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

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.
NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED

	December 31, 2014	December 31, 2013 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	$ (1,397,581)	$ (194,799)
Items not affecting cash:		
Depreciation	11,723	6,299
Unrealized foreign exchange	(3,133)	-
Changes in non-cash working capital items:		
Increase in receivables	(66,330)	-
Increase (decrease) in prepaid expenses	(10,113)	1,608
Increase in inventory	(268,116)	(31,014)
Increase in accounts payable and accrued liabilities	15,634	34,870
Increase in deferred revenue	12,253	73,425
Net cash used in operating activities	(1,705,663)	(109,611)
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan receivable	(16,470)	(11,232)
Deposits	(6,683)	-
Acquisition of equipment	(80,999)	(6,299)
Net cash used in investing activities	(104,152)	(6,299)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loans payable	2,023,008	131,181
Repayment of loans payable	(140,323)	-
Issuance of share	1	-
Issuance of shares by subsidiary	180,584	-
Net cash provided by financing activities	2,063,270	193,374
Effect of foreign exchange on cash	(47)	-
Change in cash during the year	253,408	4,039
Cash, beginning of year	2,505	(1,534)
Cash, end of year	$ 255,913	$ 2,505

There are no significant non-cash transactions for the years ended December 31, 2014 and 2013.

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

1. NATURE AND CONTINUANCE OF OPERATIONS

International Wastewater Heat Exchange Systems Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on May 30, 2011 and is privately held. The Company provides heating, ventilating and geo-exchange products and services. The Company's head office is 4638 Hastings Street, Burnaby, British Columbia, V5C 2K5, Canada. The Company's registered and records office is located at #700-401 West Georgia street, Vancouver, British Columbia, V6B 5A1, Canada.

These consolidated financial statements of the Company have been prepared using accounting policies applicable to a going concern, which contemplate the realization of assets and settlement of liabilities in the normal course of business as they fall due for the foreseeable future. For the year ended December 31, 2014, the Company incurred a loss of $1,397,581. As of that date the Company has a deficit of $1,575,125 and working capital deficiency of $1,598,574. The Company has not generated positive cash flows from operations and additional financings will be required to maintain operations for the near term. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

The Company will continue to pursue opportunities to raise additional capital through equity markets and/or debt to fund its operating activities; however, there is no assurance of the success or sufficiency of these initiatives. The Company's ability to continue as a going concern is dependent upon it securing the necessary working capital to eventually generate positive cash flows either from operations or additional financing. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption were inappropriate, and these adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies adopted are consistent with those of the previous financial year.

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. These consolidated financial statements were approved by the board of directors for issue on September 14, 2015.

The financial statements of the Company are presented in Canadian dollars.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its 51% owned United Kingdom subsidiary IWWS (UK) Ltd. ("IWWS"). Control exists when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter-company balances and transactions, income and expenses have been eliminated upon consolidation.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Non-controlling interests

Non-controlling interests in the Company's less than wholly-owned subsidiary is classified as a separate component of equity. On initial recognition, non-controlling interests are measured at their proportionate share of the acquisition date fair value of identifiable net assets of the related subsidiary acquired by the Company. Subsequent to the acquisition date, adjustments are made to the carrying amount of non-controlling interests for the non-controlling interests' share of changes to the subsidiary's equity. Adjustments to recognize the non-controlling interests' share of changes to the subsidiary's equity are made even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are recorded as equity transactions. The carrying amount of non-controlling interests is adjusted to reflect the change in the non-controlling interests' relative interests in the subsidiary and the difference between the adjustment to the carrying amount of non-controlling interests and the Company's share of proceeds received and/or consideration paid is recognized directly in equity and attributed to shareholders of the Company.

Estimates, judgments and assumptions

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

<u>Significant Judgments</u>

a. Deferred taxes

   The Company recognizes the deferred tax benefit related to deferred income and resource tax assets to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions from deferred income and resource tax assets.

b. Functional currency

   The determination of a subsidiary's functional currency often requires significant judgment where the primary economic environment in which they operate may not be clear. This can have a significant impact on the consolidated results of the Company based on the foreign currency translation method.

c. Consolidation of IWWS

   In April 2014, the Company entered into an investment agreement whereby the Company received 51 common shares in IWWS for 50,000 British pounds representing a 51% interest in IWWS. The Company has 25% voting rights. Management examined the guidance under International Accounting Standards ("IAS") 27, Consolidated and Separate Financial Statements, specifically as it applies to the

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

assessment of control when a company owns less than one-half of the voting power. Based on the examination of IAS 27, the Company concluded based on the Company's influence on the operations of IWWS it should be fully consolidated.

d. Going concern

The preparation of the consolidated financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1.

Significant Estimates

a. Warranty liability

Warranty liability is recognized for the future obligations to provide services for the repairs and maintenance of products sold to its customers. The Company assesses its warranty liability based on experience. Actual costs incurred may differ from those amounts estimated.

b. Inventories

The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

c. Revenue recognition

The Company has service agreements with regards to some of its product sales which requires management to make judgements regarding the timing and allocation of revenue. Specifically, installation is generally not assumed to have standalone value and is often recognized on the same basis as the remainder of the service fees. However the Company defers the recognition of revenue associated with fees for service agreements or warranty costs that are built in to the original sales price and recognizes the associated revenue evenly over the term the service or warranty is provided.

Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency of the Company is the Canadian dollar and the functional currency of its subsidiary IWWS is the British Pound. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are reflected in profit or loss for the year.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Equipment

Equipment is recorded at cost and amortized at the following rates.

Equipment	20% declining balance per annum
Furniture and fixtures	20% declining balance per annum
Computer hardware	55% declining balance per annum
Computer software	100% declining balance per annum
Leasehold improvements	5 year straight line

Equipment that is withdrawn from use, or has no reasonable prospect of being recovered through use or sale, are regularly identified and written off. The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Subsequent expenditure relating to an item of property, plant and equipment is capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditure is recognized as repairs and maintenance.

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Inventory

Materials and supplies, work-in-progress and finished goods are measured at the lower of cost, determined on a weighted average basis, and net realizable value.

The cost of materials and supplies is comprised of the purchase price, applicable taxes and other costs incurred in bringing inventory to their present location and condition. The cost of finished goods includes cost of materials and cost of conversion. The cost of conversion includes costs directly related to the units of production, such as direct labour, and fixed and variable production overheads, based on normal operating capacity.

The net realizable value of inventory is generally considered to be the selling price in the ordinary course of business less the estimated costs of completion and estimated costs to make the sale.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

The amount of any impairment of inventories to net realizable value and all losses of inventories is recognized as an expense in the period the write-down or loss occurs. The amount of any reversal of any impairment of inventories, arising from an increase in net realizable value, is recognized as a reduction in the amount of inventories recognized as an expense in the period in which the reversal occurs.

Revenue recognition

Revenue from all product sales of the Company is recognized when products are shipped to customers and ownership is transferred to customers, when the price is fixed or determinable and when the ultimate collection is reasonably assured. Customer prepayments are recorded as deferred revenue and revenue is not recognized until the shipment of goods occurs. Shipping and handling costs related to product sales are included in cost of sales.

Revenue from the rendering of services performed by the Company is recognized when the following conditions are met: amount of the revenue can be measured reliably; it is probable that economic benefits associated with the transaction will flow to the entity; the stage of completion of the transaction at the end of the reporting period can be measured reliably; and the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

The Company may sell its heating and ventilation unit and services on a stand-alone basis or as a multiple-element transaction with separately identifiable components, also known as a bundled transaction. Where the Company enters into an agreement involving a bundled transaction, the Company records each of the separate components at their relative stand-alone selling price and recognizes the revenue on an appropriate basis for each of the separate components. A delivered element is considered a separate unit of accounting if it has value to the customer on a stand-alone basis. The Company determines the value of each of the components sold based on the selling price when they are sold separately. When the stand alone value cannot be determined based on when it was sold separately, the Company determines a value that most reasonably reflects the selling price that might be achieved in a stand-alone transaction.

Government grants

Government grants relate to funds received directly from the government to assist in the development of local businesses and to promote the hiring of young Canadians. Grants received to assist in the development of the Company have been recorded as other income and grants received for employees are credited against the related expenditures.

Warranty provision

The Company provides product warranties on certain products pursuant to the manufacturing contract, and makes provision for the anticipated cost of these warranties through cost of sales; this provision is reviewed periodically to assess its adequacy in the light of actual warranty costs incurred.

Financial instruments

<u>Financial assets</u>

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of loss and comprehensive loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized through profit or loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Company has classified its cash at fair value through profit and loss. The Company's receivables and loan receivable are classified as loans and receivables.

<u>Financial liabilities</u>

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Other financial liabilities - This category consists of liabilities carried at amortized cost using the effective interest method.

The Company's accounts payable and accrued liabilities and loans payable are classified as other financial liabilities.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments that are measured at fair value use inputs, which are classified within a hierarchy that prioritizes their significance. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 - Inputs that are not based on observable market data.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants and similar instruments is computed by assuming that outstanding options, warrants and similar instruments were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Recent accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after January 1, 2015. Pronouncements that are not applicable to the Company have been excluded from this note.

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

The Company has not applied the following new standards and amendments to standards that have been issued but are not yet effective:

a) IFRS 15 - Revenue from Contracts with Customers - Establishes a new single five-step control-based revenue recognition model for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. IFRS 15 is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. In May 2015, the IASB proposed to defer the effective date to January 1, 2018. Management is currently assessing the impact of the new standard.

b) IFRS 9 - Financial Instruments (effective January 1, 2018) - This standard introduces new requirements for the classification and measurement of financial assets and financial liabilities, impairment of financial assets, and hedge accounting. Management is currently assessing the impact of the new standard.

The Company has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective.

3. ACQUISITION OF IWWS INCLUDING NON-CONTROLLING INTEREST

During the year ended December 31, 2014 the Company entered into an investment agreement with IWWS and three unrelated individuals. Under the agreement, the Company made an initial investment of 50,000 British Pounds in exchange for 51 common shares of IWWS. As at December 31, 2014 the Company holds 51% of IWWS.

	December 31, 2014	December 31, 2013 (Unaudited)
	$	$
Beginning balance	-	-
Shares issued by IWWS	180,584	-
Share of net loss	(124,898)	
	55,686	-

(Expressed in Canadian Dollars)

3. ACQUISITION OF IWWS INCLUDING NON-CONTROLLING INTEREST (cont'd…)

The following table presents the non-controlling interest as at December 31, 2014:

	December 31, 2014	December 31, 2013 (Unaudited)
Non-controlling percentage	49%	0%
	$	$
Current assets	113,280	-
Current liabilities	(52,476)	-
	60,804	-
Non-current assets	-	-
Non-current liabilities	-	-
	-	-
Net assets	60,804	-
Summarized income statement		
Loss and comprehensive loss	254,894	-
Loss allocated to non-controlling interest	124,898	-
Summarized cash flows		
Cash flow from operating activities	(236,756)	-
Cash flow from investing activities	-	-
Cash flow from financing activities	310,306	-

4. RECEIVABLES

	December 31, 2014	December 31, 2013 (Unaudited)
	$	$
GST recoverable (Canada)	44,375	9,511
VAT recoverable (UK)	11,342	-
Government grant	9,353	-
Other receivables	1,260	
	66,330	9,511

(Expressed in Canadian Dollars)

5. INVENTORY

	December 31, 2014	December 31, 2013 (Unaudited)
	$	$
Materials and supplies	31,304	-
Work-in-progress	267,826	31,014
	299,130	31,014

6. EQUIPMENT

Equipment is carried at cost less accumulated depreciation. Details are as follows:

	Equipment and furniture and fixtures	**Computer hardware**	**Computer software**	**Leasehold improvements**	**Total**
	$	**$**	**$**	**$**	**$**
Cost					
At December 31, 2012	-	-	-	-	-
Additions	-	-	6,299	-	6,299
At December 31, 2013	-	-	6,299	-	6,299
Additions	42,443	20,702	-	17,854	80,999
At December 31, 2014	42,443	20,702	-	17,854	87,298
Depreciation					
At December 31, 2012	-	-	-	-	-
Depreciation for the year	-	-	6,299	-	6,299
At December 31, 2014	-	-	6,299	-	6,299
Depreciation for the year	4,244	5,694	-	1,785	11,723
At December 31, 2014	4,244	5,694	-	1,785	17,752
Net book value					
At December 31, 2013 (Unaudited)	-	-	-	-	-
At December 31, 2014	34,189	15,008	-	16,069	69,276

7. LOANS PAYABLE

During the year ended December 31, 2012 the Company received two loans of $95,323 and $1,278 from two companies controlled by directors of the Company. Both loans are non-interest bearing and due on demand. During the year ended December 31, 2013 these companies loaned additional funds of $45,000 and $94,950 respectively. During fiscal 2014 the Company repaid the first loan of $140,323 and the Company received additional funds of $23,008 with respect to the second loan. The total outstanding balance of the second loan as at December 31, 2014 is $119,236.

During the year ended December 31, 2014 the Company received a loan of $2,000,000 from a shareholder of the Company. Under the loan agreement, $400,000 of the loan was paid to a director of the Company of which $140,323 repaid the outstanding balance of a loan and the remainder was expensed as consulting fees. The loan is non-interest bearing and due on demand. A further $500,000 was loaned to the Company subsequent to December 31, 2014 bearing interest of 3% per annum.

(Expressed in Canadian Dollars)

7. LOANS PAYABLE (cont'd…)

The following table provides a reconciliation of the loans outstanding:

	December 31, 2014	December 31, 2013 (Unaudited)
	$	$
Balance, beginning of year	236,551	96,601
Proceeds from loans	2,023,008	139,950
Repayment of loans	(140,323)	-
Balance, end of year	2,119,236	236,551

8. DEFERRED REVENUE

During the year ended December 31, 2013 the Company entered into an agreement with Daryl-Evans Mechanical Ltd. for the sale of a SHARC wastewater heat recovery system at a price of $281,700. On signing of the contact, the Company received an upfront deposit of $73,425. The deposit was recognized as deferred revenue as at December 31, 2013 and on completion of the project reclassified to revenue during fiscal 2014. As at December 31, 2014, $27,000 remains in deferred revenue as under the agreement the Company will provide a two year warranty and service agreement.

During the year ended December 31, 2014 the Company entered into an agreement with Polygon Canyon Springs Home for the supply and installation of sewage heat recovery systems at a price of $175,000. On signing of the contract the Company received an upfront deposit of $58,678. As at December 31, 2014 the deposit was recorded as deferred revenue. The project was completed subsequent to year end.

The following table provides a reconciliation of deferred revenue balances:

	December 31, 2014	December 31, 2013 (Unaudited)
	$	$
Balance, beginning of year	73,425	-
Revenue recognized	(46,425)	-
Sales contracts	58,678	73,425
Balance, end of year	85,678	73,425

9. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Share issuances

During the year ended December 31, 2014, the Company issued 1 common share at a price of $1.

10. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include officers and directors.

During the year ended December 31, 2014, the Company incurred the following charges with key management personnel:

a) Consulting fees of $60,000 (2013 - $Nil) to a company controlled by the president of the Company.
b) Consulting fees of $319,677(2013 - $Nil) to two companies controlled by directors of the Company.
c) Wages and benefits of $159,640 (2013 - $22,364) to the president of the Company.
d) Accounting fees of $24,000 (2013 - $Nil) to a company controlled by a director of the Company.

Included in accounts payable is $12,149 (2013 - $Nil) due to a company controlled by a director of the Company.

Loan receivable

During the year ended December 31, 2014 the Company advanced $16,470 (2013 - $11,232) for a total outstanding balance of $27,702 to the president of the Company. The advance is non-interest bearing and due on demand.

11. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to support the development of its business and maintain the necessary corporate and administration functions to facilitate these activities. The capital of the Company consists of items included in shareholders' deficiency.

The Company manages and adjusts its capital structure when changes to the risk characteristics of the underlying assets or changes in economic conditions occur. To maintain or adjust the capital structure, the Company may attempt to raise new funds.

There were no changes to the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

12. FINANCIAL INSURMENTS AND RISK

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

12. FINANCIAL INSURMENTS AND RISK (cont'd...)

The fair value of the Company's receivables, loan receivable, accounts payable and accrued liabilities, and loans payable approximates their carrying values due to the short-term to maturity. The Company's cash is measured at fair value using Level 1 inputs.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. As at December 31, 2014, the Company has minimal exposure to the British pound that is subject to fluctuations as a result of exchange rate variations to the extent that transactions are made in this currency. The Company considers this risk to be insignificant and therefore does not hedge its foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and receivables are exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. As at December 31, 2014, the Company is exposed to credit risk arising from the loan receivable (Note 10).

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2014, the Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The Company addresses its liquidity through debt financing. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

13. COMMITMENT

The Company entered into a lease agreement commencing March 1, 2014 for a two year term at an annual rental rate of $65,791 with the option to renew the lease for an additional 2 year term. In the event of failure to reach an agreement on base rent prior to commencement of the renewed term, the Company will provide ninety days notice to vacate the property plus 3 months' rent at a rate of 110% of the base rate.

14. SEGMENTED INFORMATION

The Company currently operates in one reportable operating segment, currently being wastewater heat recovery systems and services.

(Expressed in Canadian Dollars)

14. SEGMENTED INFORMATION (cont'd...)

Geographic information for the year ended December 31, 2014 is as follows:

December 31, 2014	Canada	United Kingdom	Total
	$	$	$
Revenue	254,700	42,273	296,973
Cost of sales	(113,991)	(30,690)	(144,681)
Gross margin	140,709	11,583	152,292
Assets:			
Inventory	274,107	25,023	299,130
Equipment	69,276	-	69,276
	343,383	25,023	368,406

All operations were in Canada for the year ended December 31, 2013.

15. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2014		**2013 (Unaudited)**
Loss for the year	$	(1,397,581)	$	(194,799)
Expected income tax (recovery)	$	(363,000)	$	(50,000)
Change in statutory rates and other		16,000		(2,000)
Adjustment to prior year provisions versus statutory tax returns		(9,000)		-
Change in unrecognized deductible temporary differences		356,000		52,000
Total income tax expense (recovery)	**$**	-	**$**	-

The significant components of the Company's deductible temporary differences, unused tax credits and unused tax losses that have not been recognized on the statement of financial position are as follows:

		2014	**Expiry Date Range**		**2013**
Temporary differences					
Equipment	$	18,000	No expiry date	$	6,000
Non-capital losses:					
Canada		1,425,000	2032 to 2034		262,000
United Kingdom		18,000	No expiry date		-

16. SUBSEQUENT EVENTS

(A) The Company entered into a share purchase agreement dated September 4, 2015 with Amana Copper Ltd. ("Amana") whereby Amana will acquire 100% of the issued and outstanding common shares of the Company. In consideration for the shares, Amana will issue to the Company's shareholders a total of 45,000,000 common shares of Amana (the "Consideration Shares").

As part of the proposed transaction, a shareholder of the Company has agreed to cancel their existing 30 common shares of the Company and settle a $2,500,000 shareholder loan in exchange for 110 common shares of the Company effective immediately prior to the closing of the Acquisition. Such common shares will be exchanged for 27,500,000 common shares of Amana which are included in the Consideration Shares.

In connection with the proposed transaction, the Company and Amana entered into agreements with the minority shareholders of IWWS (UK) Limited ("IWWS (UK)") to acquire their interest in IWWS (UK). In consideration for 9% minority interest Amana paid 20,000 British pounds ($49,015) to a minority shareholder. In consideration for the remaining 40% minority interest, concurrently with the Acquisition, Amana will issue to the minority shareholders a total of 2,000,000 common shares and 250,000 options to purchase common shares of Amana at an exercise price of $0.40 and expiring five years from closing. An additional 2,000,000 common shares will be issued to the minority shareholders over a period of three years following the closing subject to IWWS (UK) meeting certain mutually agreed upon revenue targets for those years.

(B) The Company entered into a shareholders' agreement in June 2015 with Equitix ESI Retrofit Limited ("Equitix") whereby the companies have agreed to establish a jointly owned company Sharc Caledonia Limited ("Caledonia") which will carry on the business of an energy service company. Equitix will hold 60% of the outstanding common shares in Caledonia and the Company will hold the remaining 40% interest.

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Expressed in Canadian Dollars

JUNE 30, 2015

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)
AS AT

	June 30, 2015	December 31, 2014
ASSETS		
Current assets		
Cash	$ 342,107	$ 255,913
Receivables (Note 4)	45,242	66,330
Inventory (Note 5)	393,169	299,130
Prepaid expenses	8,747	10,113
Loan receivable (Note 10)	27,702	27,702
	816,967	659,188
Deposits	6,683	6,683
Equipment (Note 6)	61,710	69,276
TOTAL ASSETS	$ 885,360	$ 735,147
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable and accrued liabilities	$ 193,194	$ 52,848
Loans payable (Note 7)	2,660,640	2,119,236
Deferred revenue (Note 8)	29,625	85,678
	2,883,459	2,257,762
Warranty liability (Note 8)	1,494	-
Loans payable (Note 7)	98,333	-
Total liabilities	2,983,286	2,257,762
Shareholders' deficiency		
Share capital (Note 9)	4	4
Currency translation reserve	(4,355)	(3,180)
Deficit	(2,063,441)	(1,575,125)
Non-controlling interest (Note 3)	(30,134)	55,686
Total shareholders' deficiency	(2,097,926)	(1,522,615)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY	$ 885,360	$ 735,147

Nature and continuance of operations (Note 1)
Commitment (Note 12)
Subsequent events (Note 14)

Approved by the Board and authorized for issue on September 14, 2015:

Lynn Mueller Director   *Daryle Anderson* Director

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

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2015 and 2014

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
REVENUE	$ 172,388	$ -	$ 177,079	$ -
COST OF SALES	(208,057)	-	(208,113)	-
GROSS MARGIN	(35,669)	-	(31,034)	-
EXPENSES				
Accounting and legal	6,946	13,459	14,505	29,531
Advertising and promotion	9,989	8,431	14,552	15,742
Consulting	63,245	32,488	153,619	427,164
Depreciation	3,868	2,676	9,785	9,811
Foreign exchange loss	-	15	-	1,230
Insurance	468	2,100	4,551	4,075
Interest expense	4,251	-	4,251	-
Office and miscellaneous	23,872	39,724	48,795	63,633
Rent	16,447	16,448	32,895	21,930
Repairs and maintenance	9,564	7,241	33,669	16,100
Telephone and utilities	4,547	3,464	8,206	7,076
Trademarks	-	-	-	21,102
Travel	4,755	14,784	10,023	29,739
Wages and benefits	134,555	111,834	244,007	204,838
Write-down of inventory	-	6,898	-	12,644
	(282,507)	(259,562)	(578,858)	(864,615)
Government grant	3,227	-	35,756	-
LOSS FOR THE PERIOD	(314,949)	(259,562)	(574,136)	(864,615)
LOSS ATTRIBUTABLE TO:				
Shareholders of the Company	$ (264,941)	$ (259,562)	$ (488,316)	$ (864,615)
Non-controlling interest	(50,008)	-	(85,820)	-
	$ (314,949)	$ (259,562)	$ (574,136)	$ (864,615)
Weighted average number of common shares outstanding – basic and diluted	4	4	4	4
Basic and diluted loss per share	$ (78,737)	$ (64,891)	$ (143,534)	(216,154)
LOSS FOR THE PERIOD	(314,949)	(259,562)	(574,136)	(864,615)
OTHER COMPREHENSIVE LOSS				
Exchange loss on translation to Canadian dollars	(3,354)	(944)	(1,175)	(944)
COMPREHENSIVE LOSS FOR THE PERIOD	(318,303)	(260,506)	(575,311)	(865,559)
COMPREHENSIVE LOSS ATTRIBUTABLE TO:				
Shareholders of the Company	$ (266,652)	$ (260,043)	$ (488,915)	$ (865,096)
Non-controlling interest	(51,651)	(463)	(86,396)	(463)
	$ (318,303)	$ (260,506)	$ (575,311)	$ (865,559)

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

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Unaudited - Expressed in Canadian Dollars)

	Number of shares	Share capital	Currency translation reserve	Deficit	Non-controlling interest	Total shareholders' deficiency
December 31, 2013	**99**	**$ 3**	**$ -**	**$ (302,442)**	**$ -**	**$ (302,439)**
Share issuance	1	1	-	-	-	1
Non-controlling interest - share issuance by subsidiary	-	-	-	-	180,584	180,584
Currency translation adjustment	-	-	(944)	-	-	(944)
Loss for the period	-	-	-	(864,615)	-	(864,615)
June 30, 2014	**100**	**4**	**(944)**	**(1,167,057)**	**180,584**	**(987,413)**
December 31, 2014	**100**	**4**	**(3,180)**	**(1,575,125)**	**55,686**	**(1,522,615)**
Currency translation adjustment	-	-	(1,175)	-	-	(1,175)
Loss for the period	-	-	-	(488,316)	(85,820)	(574,136)
June 30, 2015	**100**	**$ 4**	**$ (4,355)**	**$ (2,063,441)**	**$ (30,134)**	**$ (2,097,926)**

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

INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)
FOR THE SIX MONTH PERIODS ENDED JUNE 30, 2015 AND 2014

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (574,136)	$ (864,615)
Items not affecting cash:		
Depreciation	9,785	9,811
Accrued interest	2,470	-
Unrealized foreign exchange	7,017	(3,029)
Write-down of inventory	-	12,644
Changes in non-cash working capital items:		
Increase in receivables	21,088	-
Decrease in prepaid expenses	1,366	-
Increase in inventory	(94,039)	(239,794)
Increase in accounts payable and accrued liabilities	140,346	5,695
Increase (decrease) in deferred revenue	(56,053)	58,678
Increase in warranty liability	1,494	-
Net cash used in operating activities	(540,662)	(1,020,610)
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan receivable	-	(16,470)
Deposits	-	(4,321)
Acquisition of equipment	(2,219)	(61,975)
Net cash used in investing activities	(2,219)	(82,766)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loans payable	639,737	2,035,009
Repayments of loans payable	(2,207)	(140,323)
Issuance of shares by subsidiary	-	180,584
Net cash provided by financing activities	637,267	2,075,270
Effect of foreign exchange on cash	(8,192)	2,085
Change in cash during the period	86,194	973,979
Cash, beginning of period	255,913	2,505
Cash, end of period	$ 342,107	$ 976,484

There are no significant non-cash transactions for the periods ended June 30, 2015 and 2014.

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

1. NATURE AND CONTINUANCE OF OPERATIONS

International Wastewater Heat Exchange Systems Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on May 30, 2011 and is privately held. The Company provides heating, ventilating and geo-exchange products and services. The Company's head office is 4638 Hastings Street, Burnaby, British Columbia, V5C 2K5, Canada. The Company's registered and records office is located at #700-401 West Georgia street, Vancouver, British Columbia, V6B 5A1, Canada.

These condensed consolidated interim financial statements of the Company have been prepared using accounting policies applicable to a going concern, which contemplate the realization of assets and settlement of liabilities in the normal course of business as they fall due for the foreseeable future. For the period ended June 30, 2015, the Company incurred a loss of $574,136. As of that date the Company has a deficit of $2,063,441 and working capital deficiency of $2,066,492. The Company has not generated positive cash flows from operations and additional financings will be required to maintain operations for the near term. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

The Company will continue to pursue opportunities to raise additional capital through equity markets and/or debt to fund its operating activities; however, there is no assurance of the success or sufficiency of these initiatives. The Company's ability to continue as a going concern is dependent upon it securing the necessary working capital to eventually generate positive cash flows either from operations or additional financing. These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption were inappropriate, and these adjustments could be material.

2. BASIS OF PRESENTATION

Statement of Compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements should be read in conjunction with the Company's most recently issued audited consolidated financial statements for the year ended December 31, 2014, which include information necessary or useful to understanding the Company's business and financial statement presentation. In particular, the Company's significant accounting policies, use of judgments and estimates were presented in note 2 of these audited consolidated financial statements, and have been consistently applied in the preparation of these condensed consolidated interim financial statements.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting principles adopted are consistent with those of the previous financial year.

Basis of Preparation

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. Additionally, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. BASIS OF PRESENTATION (continued)

These condensed consolidated interim financial statements were approved by the board of directors for issue on September 14, 2015.

The financial statements of the Company are presented in Canadian dollars.

These condensed consolidated interim financial statements include the accounts of the Company and its 51% owned United Kingdom subsidiary IWWS (UK) Ltd. Control exists when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter-company balances and transactions, income and expenses have been eliminated upon consolidation.

Recent accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after January 1, 2015. Pronouncements that are not applicable to the Company have been excluded from this note.

The Company has not applied the following new standards and amendments to standards that have been issued but are not yet effective:

a) IFRS 15 - Revenue from Contracts with Customers - Establishes a new single five-step control-based revenue recognition model for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. IFRS 15 is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. In May 2015, the IASB proposed to defer the effective date to January 1, 2018. Management is currently assessing the impact of the new standard.

b) IFRS 9 - Financial Instruments (effective January 1, 2018) - This standard introduces new requirements for the classification and measurement of financial assets and financial liabilities, impairment of financial assets, and hedge accounting. Management is currently assessing the impact of the new standard.

The Company has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective.

3. ACQUISITION OF IWWS INCLUDING NON-CONTROLLING INTEREST

During the year ended December 31, 2014 the Company entered into an investment agreement with IWWS and three unrelated individuals. Under the agreement, the Company made an initial investment of 50,000 British Pounds in exchange for 51 common shares of IWWS. As at June 30, 2015 the Company held 51% of IWWS.

(Unaudited - Expressed in Canadian Dollars)

3. ACQUISITION OF IWWS INCLUDING NON-CONTROLLING INTEREST (cont'd…)

	June 30, 2015	December 31, 2014
	$	$
Beginning balance	55,686	-
Shares issued by IWWS	-	180,584
Share of net loss	(85,820)	(124,898)
	(30,134)	55,686

The following table presents the non-controlling interest as at June 30, 2015:

	June 30, 2015	December 31, 2014
Non-controlling percentage	49%	49%
	$	$
Current assets	86,266	113,280
Current liabilities	(94,684)	(52,476)
	(8,418)	60,804
Non-current assets	-	-
Non-current liabilities	-	-
	-	-
Net assets (liabilities)	(8,418)	60,804
Summarized income statement		
Loss and comprehensive loss	175,142	254,894
Loss allocated to non-controlling interest	85,820	124,898
Summarized cash flows		
Cash flow from operating activities	(176,524)	(236,756)
Cash flow from investing activities	-	-
Cash flow from financing activities	137,267	310,306

(Unaudited - Expressed in Canadian Dollars)

4. RECEIVABLES

	June 30, 2015	December 31, 2014
	$	$
Holdback receivable	18,890	-
GST recoverable (Canada)	13,903	44,375
VAT recoverable (UK)	12,449	11,342
Government grant	-	9,353
Other receivables	-	1,260
	45,242	66,330

5. INVENTORY

	June 30, 2015	December 31, 2014
	$	$
Materials and supplies	60,199	31,304
Work-in-progress	332,970	267,826
	393,169	299,130

6. EQUIPMENT

Equipment is carried at cost less accumulated depreciation. Details are as follows:

	Equipment and furniture and fixtures	**Computer hardware**	**Leasehold improvements**	**Total**
	$	**$**	**$**	**$**
Cost				
At December 31, 2014	42,443	20,702	17,854	80,999
Additions	1,048	-	1,171	2,219
At June 30, 2015	43,491	20,702	19,025	83,218
Accumulated depreciation				
At December 31, 2014	4,244	5,694	1,785	11,723
Depreciation for the period	3,872	4,128	1,785	9,785
At June 30, 2015	8,116	9,822	3,570	21,508
Net book value				
At December 31, 2014	38,199	15,008	16,069	69,276
At June 30, 2015	35,375	10,880	15,455	61,710

(Unaudited - Expressed in Canadian Dollars)

7. LOANS PAYABLE

During the years ended December 31, 2014, 2013 and 2012, the Company received loans totalling $236,551 from two company's controlled by directors of the Company. Both loans are non-interest bearing and due on demand. During fiscal 2014 the Company repaid the first loan of $140,323. As at June 30, 2015 the second loan of $119,236 remains outstanding.

During the year ended December 31, 2014 the Company received a loan of $2,000,000 from a shareholder of the Company. Under the loan agreement, $400,000 of the loan was paid to a director of the Company of which $140,323 repaid the outstanding balance of a loan and the remainder was expensed as consulting fees. The loan is non-interest bearing and due on demand. During the six month period ended June 30, 2015, the Company received additional funds of $500,000 from the shareholder. The additional loan accrues interest at a rate of 3% per annum and is due on demand.

During the six month period ended June 30, 2015 IWWS received a loan of $41,404 (£20,000) from a shareholder of IWWS. The loan accrues interest at a rate of 6% per annum and is payable on March 24, 2016. The loan is guaranteed by the chief executive officer of IWWS.

During the six month period ended June 30, 2015 IWWS received a loan of $98,070 (£50,000) from an unrelated company. The loan accrues interest at a rate of 12.5% per annum and is payable on April 17, 2020. The loan must be repaid in monthly payments of £1,124.90 with the first payment required on June 17, 2015 (paid). An arrangement fee of £1,000 (paid) was payable prior to the loan being advanced. As at period end, interest of $2,470 had accrued on the loan.

The following table provides a reconciliation of the loans outstanding:

	June 30, 2015	December 31, 2014
	$	$
Balance, beginning of period	2,119,236	236,551
Proceeds from loans	639,474	2,023,008
Interest on loans	2,470	-
Repayment of loans	(2,207)	(140,323)
Balance, end of period	2,758,973	2,119,236
Less: non-current portion	(98,333)	-
	2,660,640	2,119,236

8. DEFERRED REVENUE

During the year ended December 31, 2013 the Company entered into an agreement with Daryl-Evans Mechanical Ltd. for the sale of a SHARC wastewater heat recovery system at a price of $281,700. On signing of the contact, the Company received an upfront deposit of $73,425. The deposit was recognized as deferred revenue as at December 31, 2013 and on completion of the project reclassified to revenue during fiscal 2014. As at December 31, 2014, $27,000 remains in deferred revenue as under the agreement the Company will provide a two year warranty and service agreement. During the six month period ended June 30, 2015 $3,375 was reclassified to revenue. A corresponding warranty liability of $1,494 has been recorded.

(Unaudited - Expressed in Canadian Dollars)

8. DEFERRED REVENUE (cont'd...)

During the year ended December 31, 2014 the Company entered into an agreement with Polygon Canyon Springs Home for the supply and installation of sewage heat recovery systems at a price of $175,000. On signing of the contract the Company received an upfront deposit of $58,678. As at December 31, 2014 the deposit was recorded as deferred revenue. During the six month period ended June 30, 2015, the project was completed and accordingly $169,000 was reclassified to revenue and $6,000 remained in deferred revenue as it relates to the two year warranty agreement under the contract.

The following table provides a reconciliation of deferred revenue balance:

	June 30, 2015	December 31, 2014
	$	$
Balance, beginning of period	85,678	73,425
Revenue recognized	(56,053)	(46,425)
Sales contracts	-	58,678
Balance, end of period	29,625	85,678

9. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Share issuances

During the period ended June 30, 2015, the Company did not issue any shares.

10. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include officers, directors, or companies with common directors of the Company.

During the period ended June 30, 2015, the Company incurred the following charges with key management personnel:

a) Consulting fees of $Nil (2014 - $379,677) to companies controlled by directors of the Company.
b) Wages and benefits of $86,378 (2014 - $80,918) to the president and a director of the Company.
c) Accounting fees of $12,000 (2014 - $12,000) to a company controlled by a director of the Company.

Included in accounts payable is $15,196 (December 31, 2014 - $12,149) due to a company controlled by a director of the Company.

Loan receivable

During the year ended December 31, 2014 the Company advanced $16,740 (2013 - $11,232) for a total of $27,702 to the president of the Company. The advance is non-interest bearing and due on demand.

11. FINANCIAL INSURMENTS AND RISK

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, loan receivable, accounts payable and accrued liabilities, and loans payable approximates their carrying values due to the short-term to maturity. The Company's cash is measured at fair value using Level 1 inputs.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. As at June 30, 2015, the Company has minimal exposure to the British pound that is subject to fluctuations as a result of exchange rate variations to the extent that transactions are made in this currency. The Company considers this risk to be insignificant and therefore does not hedge its foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and receivables are exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. As at June 30, 2015, the Company is exposed to credit risk arising from the loan receivable (Note 10).

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at June 30, 2015, the Company has debt instruments and is therefore exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The Company addresses its liquidity through debt financing. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

(Unaudited - Expressed in Canadian Dollars)

12. COMMITMENT

The Company entered into a lease agreement commencing March 1, 2014 for a two year term at an annual rental rate of $65,791 with the option to renew the lease for an additional 2 year term. In the event of failure to reach an agreement on base rent prior to commencement of the renewed term, the Company will provide ninety days notice to vacate the property plus 3 months' rent at a rate of 110% of the base rate.

13. SEGMENTED INFORMATION

The Company currently operates in one reportable operating segment, currently being wastewater heat recovery systems and services.

Geographic information for the period ended June 30, 2015 is as follows:

June 30, 2015	Canada	United Kingdom	Total
	$	$	$
Revenue	172,375	4,704	177,079
Cost of sales	(207,229)	(884)	(208,113)
Gross margin	(34,854)	3,820	(31,034)
Assets:			
Inventory	267,512	125,657	393,169
Equipment	61,710	-	61,710
	329,222	125,659	454,879

14. SUBSEQUENT EVENTS

(A) The Company entered into a share purchase agreement dated September 4, 2015 with Amana Copper Ltd. ("Amana") whereby Amana will acquire 100% of the issued and outstanding common shares of the Company. In consideration for the shares, Amana will issue to the Company's shareholders a total of 45,000,000 common shares of Amana (the "Consideration Shares").

As part of the proposed transaction, a shareholder of the Company has agreed to cancel their existing 30 common shares of the Company and settle a $2,500,000 shareholder loan in exchange for 110 common shares of the Company effective immediately prior to the closing of the Acquisition. Such common shares will be exchanged for 27,500,000 common shares of Amana which are included in the Consideration Shares.

In connection with the proposed transaction, the Company and Amana entered into agreements with the minority shareholders of IWWS (UK) Limited ("IWWS (UK)") to acquire their interest in IWWS (UK). In consideration for 9% minority interest Amana paid 20,000 British pounds ($49,015) to a minority shareholder. In consideration for the remaining 40% minority interest, concurrently with the Acquisition, Amana will issue to the minority shareholders a total of 2,000,000 common shares and 250,000 options to purchase common shares of Amana at an exercise price of $0.40 and expiring five years from closing. An additional 2,000,000 common shares will be issued to the minority shareholders over a period of three years following the closing subject to IWWS (UK) meeting certain mutually agreed upon revenue targets for those years.

14. SUBSEQUENT EVENTS (cont'd…)

(B) The Company entered into a shareholders' agreement in June 2015 with Equitix ESI Retrofit Limited ("Equitix") whereby the companies have agreed to establish a jointly owned company Sharc Caledonia Limited ("Caledonia") which will carry on the business of an energy service company. Equitix will hold 60% of the outstanding common shares in Caledonia and the Company will hold the remaining 40% interest.

AMANA COPPER LTD.

PRO-FORMA CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

Expressed in Canadian Dollars

APRIL 30, 2015

AMANA COPPER LTD
PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	Amana Copper Ltd. as at April 30, 2015	International Wastewater Heat Exchange Systems Inc. as at June 30, 2015	Note	Pro-forma Adjustments	Pro-forma Consolidated
	$	$		$	$
ASSETS					
Current assets					
Cash	32,988	342,107	2(b)	(49,015)	
			2(c)	2,100,000	
			2(c)	(168,000)	2,258,080
Restricted cash	1,500	-		-	1,500
Receivables	31,986	45,242		-	77,228
Inventory	-	393,169		-	393,169
Prepaid expenses	-	8,747		-	8,747
Loan receivable	-	27,702		-	27,702
	66,474	816,967		1,882,985	2,766,426
Deposits	-	6,683		-	6,683
Equipment	-	61,710		-	61,710
Total assets	66,474	885,360		1,882,985	2,834,819
LIABILITIES AND SHAREHOLDERS' DEFICIENCY					
Current liabilities					
Accounts payable and accrued liabilities	127,016	193,194		-	320,210
Loan payable	18,000	2,660,640	2(a)	(2,500,000)	178,640
Deferred revenue	-	29,625		-	29,625
	145,016	2,883,459		(2,500,000)	528,475
Warranty liability	-	1,494		-	1,494
Loan payable	-	98,333		-	98,333
Total liabilities	145,016	2,983,286		(2,500,000)	628,302
Shareholders' deficiency					
Share capital	1,257,850	4	2(a)	(1,257,850)	
			2(a)	2,466,800	
			2(a)	175,000	
			2(a)	2,500,000	
			2(b)	280,000	
			2(c)	2,100,000	
			2(c)	(168,000)	
			2(c)	(363,254)	6,990,550
Currency translation adjustment	-	(4,355)		-	(4,355)
Contributed surplus	65,241	-	2(a)	(65,241)	
			2(b)	136,988	
			2(c)	363,254	500,242
Deficit	(1,401,633)	(2,063,441)	2(a)	1,401,633	
			2(a)	(2,720,342)	
			2(b)	(496,137)	(5,279,920)
Non-controlling interest	-	(30,134)	2(b)	30,134	-
Total shareholders' deficiency	(78,542)	(2,097,926)		4,382,985	2,206,517
Total liabilities and shareholders' deficiency	66,474	885,360		1,882,985	2,834,819

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

AMANA COPPER LTD.
PRO-FORMA CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	Amana Copper Ltd. Six month period ended April 30, 2015	International Wastewater Heat Exchange Systems Inc. Six month period ended June 30, 2015	Note	Pro-forma Adjustments	Pro-forma Consolidated
	$	$		$	$
REVENUE	-	177,079		-	177,079
COST OF SALES	-	(208,113)		-	(208,113)
GROSS MARGIN	-	(31,034)		-	(31,034)
EXPENSES					
Accounting and legal	8,657	14,505		-	23,162
Advertising and promotion	-	14,552		-	14,552
Consulting	51,935	153,619		-	205,554
Depreciation	-	9,785		-	9,785
Insurance	-	4,551		-	4,551
Interest expense	-	4,251		-	4,251
Office and miscellaneous	7,074	48,795		-	55,869
Regulatory fees	3,000	32,895		-	35,895
Rent	-	33,669		-	33,669
Repairs and maintenance	3,721	8,206		-	11,927
Travel	-	10,023		-	10,023
Wages and benefits	-	244,007		-	244,007
	(74,387)	(578,858)		-	(653,245)
Government grant	-	35,756		-	35,756
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(74,387)	(574,136)		-	(648,523)
Basic and diluted loss per common share					(0.008)

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

AMANA COPPER LTD.
PRO-FORMA CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	Amana Copper Ltd. Year ended October 31, 2014	International Wastewater Heat Exchange Systems Inc. Year ended December 31, 2014	Note	Pro-forma Adjustments	Pro-forma Consolidated
	$	$		$	$
REVENUE	-	296,973		-	296,973
COST OF SALES	-	(144,681)		-	(144,681)
GROSS MARGIN	-	152,292		-	152,292
EXPENSES					
Accounting and legal	29,192	60,395		-	89,587
Advertising and promotion	-	140,690		-	140,690
Consulting	136,504	532,053		-	668,557
Depreciation	-	11,723		-	11,723
Foreign exchange loss	-	1,201		-	1,201
Insurance	-	8,731		-	8,731
Listing expense	-	-	2(a)	2,720,342	2,720,342
Office and miscellaneous	12,089	101,455		-	113,544
Project evaluation costs	14,517	-		-	14,517
Regulatory fees	5,500	-		-	5,500
Rent	12,185	54,826		-	67,011
Repairs and maintenance	-	30,170		-	30,170
Telephone and utilities	-	21,517		-	21,517
Trademarks	-	21,102		-	21,102
Transfer agent fees	8,028	-		-	8,028
Travel	-	82,471		-	82,471
Wages and benefits	-	493,588		-	493,588
Write-down of inventory	-	27,893		-	27,893
	(218,015)	(1,587,815)		(2,720,342)	(4,526,172)
Government grant	-	37,942		-	37,942
Interest income	221	-		-	221
NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	(217,794)	(1,397,581)		(2,720,342)	(4,335,717)
Basic and diluted loss per common share					(0.05)

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

1. BASIS OF PRESENTATION

The accompanying unaudited pro-forma consolidated financial statements of Amana Copper Ltd. (“Amana” or “the Company”) have been prepared by management in accordance with International Financial Reporting Standards (“IFRS”) from information derived from the financial statements of Amana and the financial statements of International Wastewater Heat Exchange System (“IWS”) to show effect of the proposed transaction as discussed in Note 2.

The unaudited pro-forma consolidated financial statements of the Company are compiled from and include:

a) Amana’s audited consolidated financial statements as at October 30, 2014 and for the year then ended.
b) Amana’s unaudited condensed interim consolidated financial statements as at April 30, 2015 and for the six months then ended.
c) IWS’s audited consolidated financial statements as at December 31, 2014 and the year then ended.
d) IWS’s unaudited condensed interim consolidated financial statements as at June 30, 2015 and for the six months then ended.
e) The additional information set out in Note 2.

The unaudited pro-forma consolidated financial statements should be read in conjunction with audited financial statements of Amana for the year ended October 31, 2014 and the audited consolidated financial statements of IWS for the year ended December 31, 2014 and have been prepared in accordance with the same accounting policies and methods of application as the most recent audited financial statements of the Company.

The unaudited pro-forma consolidated statement of financial position as at April 30, 2015 has been prepared as if the transactions had occurred on April 30, 2015. The unaudited pro-forma consolidated statements of loss and comprehensive loss for the year ended October 31, 2014 and the six month period ended April 30, 2015 have been prepared as if the transactions had occurred on November 1, 2013.

The unaudited pro-forma consolidated financial statements are not necessarily indicative of the financial position that would have been achieved if the proposed transactions had been completed on the date indicated, nor do they purport to project the financial position or results of operations of the consolidated entities for any future period. In the opinion of the management of Amana and IWS, the unaudited pro-forma consolidated statements include all adjustments necessary for a fair presentation of the proposed transaction in Note 2.

2. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS

(a) The Company entered into a share purchase agreement with IWS (“the Acquisition”) whereby the Company will acquire 100% of the issued and outstanding common shares of IWS. In consideration for the shares, the Company will issue to IWS’s shareholders a total of 45,000,000 common shares of the Company (the Consideration Shares”).

As part of the Acquisition, a shareholder of IWS has agreed to cancel their existing 30 common shares of IWS and settle a $2,500,000 shareholder loan in exchange for 110 common shares of IWS effective immediately prior to the closing of the Acquisition. Such common shares will be exchanged for 27,500,000 common shares of the Company which are included in the Consideration Shares.

In connection with the Acquisition, the Company entered into a referral agreement with Canaccord Genuity Ltd. whereby the Company is required to pay a referral fee of 1,250,000 common shares.

On completion of the Acquisition, the Company will be renamed International Wastewater Systems Inc.

As a result of the Acquisition, IWS shareholders will control the Company and the transaction is considered a reverse take-over (“RTO”). Since Amana has become a dormant public shell, Amana does not meet the definition of a business and the Acquisition is accounted for as a purchase of Amana’s net liabilities. The purchase consideration is determined as an equity-settled share-based payment, under IFRS 2, Share-based Payments, at the fair value of the equity instruments retained by the shareholders of the Company, based on the market value of the Company’s common shares on the date of the closing of the RTO.

(Unaudited - Expressed in Canadian Dollars)

2. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS (cont'd…)

The fair value of net assets (liabilities) of Amana as at April 30, 2015, prior to the Acquisition were:

Cash	$ 32,988
Restricted cash	1,500
Receivables	31,986
Accounts payable and accrued liabilities	(127,016)
Loan payable	(18,000)
	$ (78,542)

The consideration consists of 17,620,000 common shares valued at $2,466,800 and the 1,250,000 common shares issued under the referral agreement valued at $175,000.

Consideration	$ 2,641,800
Net monetary liabilities acquired	78,542
Listing expense	$ 2,720,342

(b) In connection with the Acquisition, the Company and IWS entered into agreements with the minority shareholders of IWWS (UK) Limited ("IWWS (UK)"), a company 51% owned by IWS, to acquire their interest in IWWS (UK). In consideration for 9% minority interest the Company paid 20,000 British pounds ($49,015) to a minority shareholder. In consideration for the remaining 40% minority interest, concurrently with the Acquisition, the Company will issue to the minority shareholders a total of 2,000,000 common shares at a value of $280,000 and 250,000 options to purchase common shares of the Company at an exercise price of $0.40 and expiring five years from closing. The fair value of the options is $136,988 using the Black-Scholes pricing model with the following assumptions: expected volatility 88.79%; risk free interest rate 0.73%; expected dividend yield 0% and expected life of 5 years. An additional 2,000,000 common shares will be issued to the minority shareholders over a period of three years following the closing of the subject to IWWS (UK) meeting certain mutually agreed upon revenue targets for those years. These pro-forma consolidated financial statements do not include any adjustments for future contingently issuable shares. The results of these acquisitions will be a net adjustment to equity.

Consideration	$ 466,003
Elimination of non-controlling interest	30,134
	$ 496,137

(c) The Company completed two tranches of a non-brokered brokered private placement whereby the Company issued a total of 15,000,000 common shares at a price of $0.14 for gross proceeds of $2,100,000. In connection with the financing the Company paid a finder's fee of $168,000 and issued 1,200,000 warrants. Each warrant is exercisable at a price of $0.15 for a period of two years from the date of issue. The fair value of the warrants is $363,254 using the Black-Scholes pricing model with the following assumptions: expected volatility 121.95%; risk free interest rate 0.48%; expected dividend yield 0% and expected life of 2 years.

(Unaudited - Expressed in Canadian Dollars)

3. SHARE CAPITAL

Share capital as at April 30, 2015 in the unaudited pro-forma consolidated statement of financial position is comprised of the following:

	Number of Shares		Amount
Authorized			
Unlimited common shares without par value			
Issued			
IWS common shares outstanding as at March 31, 2015	100	$	4
Amana common shares outstanding as at April 30, 2015	17,620,000		1,257,850
Cancellation of IWS shares to settle debt	(30)		-
Issuance of IWS shares to settle debt	110		2,500,000
RTO adjustment – eliminate IWS shares	(180)		-
RTO adjustment – eliminate Amana share capital	-		(1,257,850)
Issuance of Amana shares to acquire IWS	45,000,000		2,466,800
Referral fee paid to Canaccord Genuity Ltd.	1,250,000		175,000
Common shares issued to minority shareholders of IWWS (UK)	2,000,000		280,000
Common shares issued in non-brokered private placement, net share issuance costs	15,000,000		1,568,746
Common shares outstanding after the Acquisition	80,870,000	$	6,990,550

SCHEDULE "B" – MANAGEMENT'S DISCUSSION & ANALYSIS

Please see attached.

AMANA COPPER LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED
OCTOBER 31, 2014

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Amana Copper Ltd. (the "Company" or "Amana") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended October 31, 2014. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended October 31, 2014 and 2013, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the year ended October 31, 2014 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at February 25, 2015 unless otherwise indicated.

The audited consolidated financial statements for the year ended October 31, 2014, have been prepared using accounting policies consistent with IFRS.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Amana's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com**.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the Company's ability to meet its working capital needs at the current level for the twelve-month period ending October 31, 2015; management's outlook regarding future trends; sensitivity analysis on financial instruments, which may vary from amounts disclosed; and general business and economic conditions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Amana's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated on February 4, 2011, pursuant to the Business Corporations Act, British Columbia. The Company was previously engaged primarily in the business of evaluating, acquiring and exploring natural resource properties. The Company is now focused on identifying suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders (see "Subsequent Event" below). The Company's shares commenced trading on the Canadian Securities Exchange (the "CSE") under the trading symbol "TTN" on May 15, 2012.

Overall Performance

The following discussion of the Company's financial performance is based on the audited annual consolidated financial statements for the years ended October 31, 2014 and 2013.

The consolidated statements of financial position as of October 31, 2014, indicate a cash position of $22,260 (October 31, 2013 - $99,735) and total current assets of $50,271 (October 31, 2013 - $170,388). Current liabilities at October 31, 2014, total $153,426 (October 31, 2013 - $55,749). Shareholders' equity (deficiency) is comprised of share capital of $1,158,850 (October 31, 2013 - $1,158,850), warrant reserve of $12,642 (October 31, 2013 - $12,642), contributed surplus of $52,599 (October 31, 2013 - $52,599) and accumulated deficit of $1,327,246 (October 31, 2013 - $1,109,452) for a net shareholders' equity(deficiency) of $(103,155) (October 31, 2013 - $114,639).

Working capital (deficiency), which is current assets less current liabilities, is $(103,155) (October 31, 2013 - $114,639). Management believes that the Company will require additional working capital to identify suitable assets or businesses to acquire or merge with, fund the working capital deficiency and maintain its day-to-day operations.

During the year ended October 31, 2014, the Company reported a net loss of $218,794 ($0.01 basic and diluted loss per share) compared to a net loss of $871,247 ($0.05 basic and diluted loss per share) for the October 31, 2013.

The weighted average number of common shares outstanding for the year ended October 31, 2014, was 16,520,000 (October 31, 2013 – 16,475,375).

The Company has no operating revenue and its level of expenditures is dependent on the sale of equity capital to finance its operations. Therefore, it is difficult to identify any meaningful trends or develop an analysis from cash flows.

Selected Financial Information

	Year ended October 31, 2014 ($)	Year ended October 31, 2013 ($)	Year ended October 31, 2012 ($)
Net loss for the year	217,794	871,247	249,518
Basic and diluted loss per share	(0.01)	(0.05)	(0.02)
Total assets	50,271	170,388	1,000,553

- The net loss for the year ended October 31, 2014, consisted primarily of (i) consulting fees of $136,504; (ii) legal, accounting and audit fees of $29,192; (iii) project evaluation costs of $14,517 and (iv) other working capital expenditures incurred to maintain the operations of the Company.

- The net loss for the year ended October 31, 2013, consisted primarily of (i) write-off of exploration and evaluation assets of $46,200; (ii) consulting fees of $170,290; and (iii) legal, accounting and audit fees of $69,116; (iv) project evaluation costs of $487,952 and (v) other working capital expenditures incurred to maintain the operations of the Company.

- The net loss for the year ended October 31, 2012, consisted primarily of (i) share-based payments of $69,865; (ii) consulting fees of $60,000; and (iii) legal fees of $48,337; and (iv) other working capital expenditures incurred to maintain the operations of the Company.

As Amana has no revenue, the Company's ability to fund its operations is dependent upon its ability to secure financing through equity issues or the sale of assets.

A summary of selected information for each of the eight most recent quarters is as follows:

Three Months Ended	Total Revenue ($)	Loss Total ($)	Loss Per Share ($)	Total Assets ($)
October 31, 2014	-	40,114	0.00	50,271
July 31, 2014	-	10,048	0.00	69,176
April 30, 2014	-	83,830	0.01	82,028
January 31, 2014	-	83,802	0.01	88,932
October 31, 2013	-	424,426	0.03	170,388
July 31, 2013	-	119,896	0.01	573,487
April 30, 2013	-	248,334	0.02	699,317
January 31, 2013	-	78,591	0.00	927,612

Discussion of Operations

Three months ended October 31, 2014 compared with three months ended October 31, 2013

Amana's net loss totaled $40,114 for the three months ended October 31, 2014, with basic and diluted loss per share of $0.00. This compares with a net loss of $424,426 with basic and diluted loss per share of $0.03 for the three months ended October 31, 2013. The decrease of $384,312 in net loss was principally because:

- For the three months ended October 31, 2014, project evaluation costs decreased by $316,429 to $nil. The decrease is attributable to costs incurred in the prior period in connection with the proposed acquisition of Concessions located in the Democratic Republic of Congo.
- For the three months ended October 31, 2014, audit and accounting expenses decreased by $10,570. The decrease is attributable to the decreased activity in the Company.
- For the three months ended October 31, 2014, investor relations decreased by $15,000 to $nil. The decrease is attributable to the Company no longer using an investor relations consultant in the current period.
- All other expenses related to general working capital purposes.

Year ended October 31, 2014 compared with year ended October 31, 2014

Amana's net loss totaled $217,794 for the year ended October 31, 2014, with basic and diluted loss per share of $0.01. This compares with a net loss of $871,247 with basic and diluted loss per share of $0.05 for the period ended October 31, 2013. The decrease of $653,453 in net loss was principally because:

- For the year ended October 31, 2014, project evaluation costs decreased by $473,435 to $14,517. The decrease is attributable to costs incurred in the prior period in connection with the proposed acquisition of Concessions located in the Democratic Republic of Congo and Angola.
- For the year ended October 31, 2014, audit and accounting expenses decreased by $23,824. The decrease is attributable to the decreased activity in the Company.

- For the year ended October 31, 2014, consulting fees decreased by $33,786. The decrease is attributable to the decreased activity in the Company.
- For the year ended October 31, 2014, write off of exploration and evaluation assets decreased by $46,200 to $nil. The decrease is due to the fact that the Company relinquished its option under the Option and Joint Venture Agreement with Quantum Rare Earth Developments in the prior year.
- All other expenses related to general working capital purposes.

Liquidity and Financial Position

As at October 31, 2014, the Company's cash balance was recorded as $22,260 (October 31, 2013 - $99,735) and the Company had a working capital deficiency of $103,155 (October 31, 2013 – working capital of $114,639).

As of October 31, 2014 the Company had 16,520,000 common shares issued and outstanding and 375,000 options outstanding that would raise $56,250 if exercised in full. The Company does not know when or if the options will be exercised.

The Company has no debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing.

The Company has no operations and is now focused on identifying suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders. Accordingly, the Company is dependent on the equity markets as its sole source of operating working capital. Management believes the Company will need to raise additional working capital to maintain its operations and activities for the upcoming fiscal year.

The Company will continue to rely on equity and debt financing during such period and there can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

The Company continues to evaluate multiple investment opportunities.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at fair value.

(a) The Company entered into the following transactions with related parties:

	Year ended October 31, 2014 ($)	Year ended October 31, 2013 ($)
Baron Global Financial Canada Ltd. [(i)]	-	10,000
Emmarentia Management Corp.[(ii)]	73,190	86,250
Adne Consulting Services Inc.	16,500	4,500
StoneBridge Analytics LLC.	-	5,289
Lockwood Financial Ltd.	39,625	88,220
Marrelli Support Services Inc.	-	34,000
Total	**129,315**	**228,259**

(i) On July 6, 2012, the Company entered into a corporate advisory agreement with Baron Global Financial Canada Ltd. ("Baron") to provide accounting and administrative services. These services are recorded as consulting fees. This agreement expired at November 30, 2012. Henrik Lau, the former CEO and director of the Company is also the managing director of Baron.

(ii) Yaron Conforti, the Chief Executive Officer and a director of the Company, controls Emmarentia Management Corp. ("Emmarentia"). Fees relate to consulting fees. As at October 31, 2014, $65,593 (October 31, 2013 - $4,701) was included in accounts payable and accrued liabilities owing to Emmarentia.

(iii) Jonathan Rubin, the former Chief Financial Officer of the Company controls Adne Consulting Services Inc ("Adne"). Fees relate to consulting fees for CFO services. No amounts were owing to Adne as at October 31, 2014 (October 31, 2013 - $nil).

(iv) Rick Sandri, a director of the Company controls StoneBridge Analytics, LLC. ("StoneBridge"). StoneBridge provides advisory services to the Company. As at October 31, 2014, $nil (October 31, 2013, $5,289) was included in accounts payable and accrued liabilities owing to StoneBridge.

(v) Lockwood Financial Ltd ("Lockwood"), was formerly an insider of and adviser to the Company. As at October 31, 2014, $43,734 (October 31, 2013 - $6,500) was included in accounts payable and accrued liabilities owing to Lockwood.

(vi) On November 14, 2012, the Company entered into an accounting support services agreement with Marrelli Support Services Inc. ("MSSI") whereby MSSI provided, beginning November 15, 2012, certain accounting support services to the Company. On November 14, 2012, in connection with such agreement with MSSI, the Company retained Mr. Daniel Crandall, manager with MSSI, as its Chief Financial Officer. On July 31, 2013, this agreement expired.

Share Capital

As of the date of this MD&A, the Company had 16,520,000 issued and outstanding common shares.

Stock options outstanding for the Company at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
375,000	May 15, 2022	$0.15

As at October 31, 2014, the Company had 600,000 common shares held in escrow (October 31, 2013 - 1,200,000).

Recent Accounting Pronouncements

(i) IFRS 9 – Financial instruments ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009, October 2010, November 2013 and finalized in July 2014. It replaces the parts of IAS 39 Financial Instruments: Recognition and Measurement that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at FVTPL and those measured at amortized cost, with the determination made at initial recognition. The classification depends on an entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that in cases where the fair value option is selected for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the consolidated statements of operations, unless this creates an accounting mismatch. IFRS 9 has also been updated to amend the requirements around hedge accounting, however, there is no impact to the Company from these amendments as it does not apply hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company has not yet assessed the impact of adoption.

Capital Management

Capital is comprised of shareholders' equity and any long-term debt that the Company may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness, and to maximize returns for shareholders over the long term.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue common shares through private placements. The Company is not exposed to any externally imposed capital requirements.

Financial Instruments

The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity, interest rate and price risks. The Company may, or may not, establish from time to time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of its operations would warrant such hedging activities.

Fair Value

As of October 31, 2014 and 2013, cash, being held at fair value, is considered to be level 1 under the fair value hierarchy. As of October 31, 2014 and 2013, the fair value of receivables and accounts payable and accrued liabilities approximate fair value, due to their short-term nature.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Subsequent Event

On December 2, 2014 the Company announced that it has entered into a letter agreement ("the Agreement") granting the Company the exclusive right to acquire 100% of a Canadian company ("the Target") that has an application for a license to produce and sell medical marijuana pursuant to Health Canada's Marihuana for Medical Purposes Regulations (MMPR). Subject to the successful outcome of Amana's due diligence, the Company has the exclusive right to acquire the Target including all of its related assets and intellectual property. In connection with the Agreement, Amana has arranged a non-brokered private placement of 10,000,000 common shares at a price of $0.09 for gross proceeds of $900,000.

Risks and Uncertainties

The Company has no operations and is focused on identifying suitable assets or businesses to acquire or merge with. These acquisitions or investments may be significant in size, may change the scale of the Company's business and may expose it to new geographic, political, operating, financial and geological risks. There is no assurance that the Company will be successful in achieving a positive return on shareholders' investments.

The Company has no source of operating cash flow and no assurance that additional funding will be available to identifying suitable assets or businesses to acquire or merge with. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable.

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company. The Company has not purchased "key-man" insurance, nor has it entered into non-competition and non-disclosure agreements with management and has no current plans to do so.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited consolidated financial statements; and (ii) the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Additional Disclosure for Venture Issuers without Significant Revenue

Exploration and Evaluation Costs

	Year ended October 31, 2014 ($)	Year ended October 31, 2013 ($)
Project evaluation costs	14,517	487,952
Total	**14,517**	**487,952**

General and Administrative

	Year ended October 31, 2014 ($)	Year ended October 31, 2013 ($)
Audit and accounting	23,700	47,524
Consulting fee	136,504	170,290
Investor relations	-	15,000
Legal fees	5,492	21,592
Office and general	12,089	34,371
Regulatory fees	5,500	10,350
Rent	12,185	27,408
Write off of exploration and evaluation assets	-	46,200
Transfer agent fees	8,028	10,560
Interest income	(221)	-
Total	**203,277**	**383,295**

AMANA COPPER LTD.
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED
APRIL 30, 2015

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Amana Copper Ltd. (the "Company" or "Amana") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and six months ended April 30, 2015. This MD&A has been prepared in compliance with the requirements of National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and six months ended April 30, 2015 and the audited annual consolidated financial statements of the Company for the years ended October 31, 2014 and 2013, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three and six months ended April 30, 2015 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at June 29, 2015 unless otherwise indicated.

The unaudited condensed consolidated interim financial statements for the three and six months ended April 30, 2015, have been prepared using accounting policies consistent with IFRS. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Amana's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com**.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Forward-looking statements	Assumptions	Risk factors
The Company will be able to continue its business activities.	The Company has anticipated all material costs and the operating activities of the Company, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain shareholder loans or equity funding when required.	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; and capital markets not being favourable for funding and/or related parties discontinue funding the Company resulting in the Company not being able to obtain financing when required or on acceptable terms.
The Company will be able to carry out anticipated business plans.	The operating activities of the Company for the twelve months ending April 30, 2016, will be consistent with the Company's current expectations.	Sufficient funds not being available; increases in costs; the Company may be unable to retain key personnel.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Amana's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated on February 4, 2011, pursuant to the Business Corporations Act, British Columbia. The Company was previously engaged primarily in the business of evaluating, acquiring and exploring natural resource properties. The Company is now focused on identifying suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders (see "Subsequent Event" below). The Company's shares commenced trading on the Canadian Securities Exchange (the "CSE") under the trading symbol "TTN" on May 15, 2012.

Overall Performance

The following discussion of the Company's financial performance is based on the unaudited condensed consolidated interim financial statements for the three and six months ended April 30, 2015.

The condensed consolidated interim statements of financial position as of April 30, 2015, indicate a cash position of $32,988 (October 31, 2014 - $22,260) and total current assets of $66,474 (October 31, 2014 - $50,271). Current liabilities at April 30, 2015, total $145,016 (October 31, 2014 - $153,426). Shareholders' deficiency is comprised of share capital of $1,257,850 (October 31, 2014 - $1,158,850), contributed surplus of $65,241 (October 31, 2014 - $65,241) and accumulated deficit of $1,401,633

(October 31, 2014 - $1,327,246) for a net shareholders' deficiency of $78,542 (October 31, 2014 - $103,155).

Working capital deficiency, which is current assets less current liabilities, is $78,542 (October 31, 2014 - $103,155). Management believes that the Company will require additional working capital to identify suitable assets or businesses to acquire or merge with, fund the working capital deficiency and maintain its day-to-day operations.

During the six months ended April 30, 2015, the Company reported a net loss of $74,387 ($0.00 basic and diluted loss per share) compared to a net loss of $167,632 ($0.01 basic and diluted loss per share) for the six months ended April 30, 2014.

The weighted average number of common shares outstanding for the six months ended April 30, 2015 was 16,726,630 (six months ended April 30, 2014 - 16,520,000).

The Company has no operating revenue and its level of expenditures is dependent on the sale of equity capital to finance its operations. Therefore, it is difficult to identify any meaningful trends or develop an analysis from cash flows.

Selected Financial Information

As Amana has no revenue, the Company's ability to fund its operations is dependent upon its ability to secure financing through equity issues.

A summary of selected information for each of the eight most recent quarters is as follows:

Three Months Ended	Total Revenue ($)	Loss		Total Assets ($)
		Total ($)	Per Share ($)	
April 30, 2015	-	43,627	0.00	66,474
January 31, 2015	-	30,760	0.00	51,106
October 31, 2014	-	40,114	0.00	50,271
July 31, 2014	-	10,048	0.00	69,176
April 30, 2014	-	83,830	0.01	82,028
January 31, 2014	-	83,802	0.01	88,932
October 31, 2013	-	424,426	0.03	170,388
July 31, 2013	-	119,896	0.01	573,487

Discussion of Operations

Three months ended April 30, 2015 compared with three months ended April 30, 2014

Amana's net loss totaled $43,627 for the three months ended April 30, 2015, with basic and diluted loss per share of $0.00. This compares with a net loss of $83,831 with basic and diluted loss per share of $0.01 for the three months ended April 30, 2014. The decrease of $40,204 in net loss was principally because:

- For the three months ended April 30, 2015, project evaluation costs decreased by $13,731 to $nil. The decrease is attributable to the CEO leading all project evaluation activities.
- For the three months ended April 30, 2015, consulting fees decreased by $17,000. The decrease is attributable to the decreased activity in the Company.
- All other expenses related to general working capital purposes.

Six months ended April 30, 2015 compared with six months ended April 30, 2014

Amana's net loss totaled $74,387 for the six months ended April 30, 2015, with basic and diluted loss per share of $0.00. This compares with a net loss of $167,632 with basic and diluted loss per share of $0.01 for the six months ended April 30, 2014. The decrease of $93,245 in net loss was principally because:

- For the six months ended April 30, 2015, project evaluation costs decreased by $20,982 to $nil. The decrease is attributable to the CEO leading all project evaluation activities.
- For the six months ended April 30, 2015, consulting fees decreased by $47,065. The decrease is attributable to the decreased activity in the Company.
- For the six months ended April 30, 2015, office and general expenses decreased by $14,921. The decrease is attributable to the decreased activity in the Company.
- All other expenses related to general working capital purposes.

Liquidity and Financial Position

As at April 30, 2015, the Company's cash balance was $32,988 (October 31, 2014 - $22,260) and the Company had a working capital deficiency of $78,542 (October 31, 2014 – working capital deficiency of $103,155).

As of April 30, 2015 the Company had 17,620,000 common shares issued and outstanding and 375,000 options outstanding that would raise $56,250 if exercised in full. The Company does not know when or if the options will be exercised.

The Company has non-interest bearing debt of $18,000 and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing.

The Company has no operations and is now focused on identifying suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders. Accordingly, the Company is dependent on the equity markets as its sole source of operating working capital. Management believes the Company will need to raise additional working capital to maintain its operations and activities for the current fiscal year.

The Company will continue to rely on equity and debt financing during such period and there can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

In December 2014, the Company announced that it had entered into a letter agreement ("the Terminated Agreement") granting the Company the exclusive right to acquire 100% of a Canadian company ("the Target") that has an application for a license to produce and sell medical marijuana pursuant to Health Canada's Marihuana for Medical Purposes Regulations (MMPR). Subject to the successful outcome of the Company's due diligence plus other conditions, the Company had the exclusive right to acquire the Target including all of its related assets and intellectual property. In connection with the Terminated Agreement the Company had arranged, on a best efforts basis, a non-brokered private placement of 10,000,000 common shares at a price of $0.09 for gross proceeds of $900,000. On March 27, 2015, the Company announced the termination of the letter agreement.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at fair value.

(a) The Company entered into the following transactions with related parties:

	Three months ended April 30, 2015 ($)	Three months ended April 30, 2014 ($)	Six months ended April 30, 2015 ($)	Six months ended April 30, 2014 ($)
Emmarentia Management Corp. (i)	15,000	22,500	30,000	45,000
Adne Consulting Services Inc. (ii)	-	4,500	-	9,000
Lockwood Financial Ltd. (iii)	-	25,500	-	51,000
Total	**15,000**	**52,500**	**30,000**	**105,000**

(i) Yaron Conforti, the Chief Executive Officer, Chief Financial Officer and a director of the Company, controls Emmarentia Management Corp. ("Emmarentia"). Fees relate to consulting fees. As at April 30, 2015, $90,640 (October 31, 2014 - $65,593) was included in accounts payable and accrued liabilities owing to Emmarentia.

(ii) Jonathan Rubin, the former Chief Financial Officer of the Company, controls Adne Consulting Services Inc. ("Adne"). Fees relate to consulting fees for CFO services. No amounts were owing to Adne as at April 30, 2015 (October 31, 2014 - $nil).

(iii) Lockwood Financial Ltd ("Lockwood"), was formerly an insider of and adviser to the Company. Services included rent, accounting and consulting. As at April 30, 2015, $nil (October 31, 2014 - $43,734) was included in accounts payable and accrued liabilities owing to Lockwood.

Share Capital

As of the date of this MD&A, the Company had 17,620,000 issued and outstanding common shares.

Stock options outstanding for the Company at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
375,000	May 15, 2022	$0.15

As at April 30, 2015, the Company had 300,000 common shares held in escrow (October 31, 2014 - 600,000).

Recent Accounting Pronouncements

(i) IFRS 9 – Financial instruments ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009, October 2010, November 2013 and finalized in July 2014. It replaces the parts of IAS 39 Financial Instruments: Recognition and Measurement that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at FVTPL and those measured at amortized cost, with the determination made at initial recognition. The classification depends on an entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that in cases where the fair value option is selected for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the consolidated statements of operations, unless this creates an accounting mismatch. IFRS 9 has also been updated to amend the requirements around hedge accounting, however, there is no impact to the Company from these amendments as it does not apply hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company has not yet assessed the impact of adoption.

Capital Management

Capital is comprised of shareholders' equity and any long-term debt that the Company may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness, and to maximize returns for shareholders over the long term.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue common shares through private placements. The Company is not exposed to any externally imposed capital requirements.

Financial Instruments

The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity, interest rate and price risks. The Company may, or may not, establish from time to time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of its operations would warrant such hedging activities.

Fair value

As of April 30, 2015, cash, being held at fair value, is considered to be level 1 under the fair value hierarchy. As of April 30, 2015, the fair value of receivables and accounts payable and accrued liabilities approximate fair value, due to their short-term nature.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Subsequent Events

On June 5, 2015, the Company announced that it had entered into a letter agreement ("the Agreement") with International Wastewater Systems ("IWS"), a world leader in state-of-the-art sewage heat recovery technology. The Agreement sets out a proposal by the Company to acquire 100% of the issued and outstanding common shares of IWS (the "Transaction").

In consideration for the Transaction, and on the closing thereof, the Company will issue to the IWS shareholders a total of 45,000,000 common shares (the "Consideration Shares"). All Consideration Shares will be subject to escrow conditions and or resale restrictions as required by applicable securities laws and CSE requirements. A referral fee of 1,250,000 common shares will be payable to Canaccord Genuity Ltd.

The completion of the Transaction is subject to a number of conditions, including but not limited to the execution of a definitive agreement, completion of satisfactory due diligence by both IWS and the Company, regulatory approvals, and the Company completing a financing.

The Company has arranged a concurrent non-brokered private placement ("the Financing") for gross proceeds of minimum $1.5 million and maximum $2.1 million. Fees will be payable in connection with the Financing.

Risks and Uncertainties

The Company has no operations and is focused on identifying suitable assets or businesses to acquire or merge with. These acquisitions or investments may be significant in size, may change the scale of the Company's business and may expose it to new geographic, political, operating, financial and geological risks. There is no assurance that the Company will be successful in achieving a positive return on shareholders' investments.

The Company has no source of operating cash flow and no assurance that additional funding will be available to identifying suitable assets or businesses to acquire or merge with. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable.

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company. The Company has not purchased "key-man" insurance, nor has it entered into non-competition and non-disclosure agreements with management and has no current plans to do so.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed consolidated interim do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed consolidated interim; and (ii) the unaudited condensed consolidated interim fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Additional Disclosure for Venture Issuers without Significant Revenue

Exploration and Evaluation Costs

	Three months ended April 30, 2015 ($)	Three months ended April 30, 2014 ($)	Six months ended April 30, 2015 ($)	Six months ended April 30, 2014 ($)
Project evaluation costs	-	13,731	-	20,982
Total	**-**	**13,731**	**-**	**20,982**

General and Administrative

	Three months ended April 30, 2015 ($)	Three months ended April 30, 2014 ($)	Six months ended April 30, 2015 ($)	Six months ended April 30, 2014 ($)
Audit and accounting	5,674	9,825	8,657	18,200
Consulting fees	30,000	47,000	51,935	99,000
Legal fees	-	-	-	1,698
Office and general	4,742	10,176	7,074	21,995
Regulatory fees	1,500	1,500	3,000	3,000
Transfer agent fees	1,711	1,599	3,721	2,757
Total	**43,627**	**70,100**	**74,387**	**146,650**