

**INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**Expressed in Canadian Dollars**

**SEPTEMBER 30, 2015**

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

	September 30, 2015	December 31, 2014
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 323,632	\$ 255,913
Receivables (Note 4)	704,948	66,330
Inventory (Note 5)	801,179	299,130
Prepaid expenses	22,694	10,113
Loan receivable (Note 10)	<u>27,702</u>	<u>27,702</u>
	1,880,155	659,188
<b>Deposits</b>	6,683	6,683
<b>Equipment</b> (Note 6)	<u>260,996</u>	<u>69,276</u>
<b>TOTAL ASSETS</b>	<u>\$ 2,147,834</u>	<u>\$ 735,147</u>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 1,083,033	\$ 52,848
Loans payable (Note 7)	2,624,307	2,119,236
Deferred revenue (Note 8)	<u>25,500</u>	<u>85,678</u>
	3,732,840	2,257,762
<b>Warranty liability</b> (Note 8)	1,494	-
<b>Due to Amana Copper Ltd.</b> (Note 14)	150,000	-
<b>Loans payable</b> (Note 7)	<u>97,625</u>	<u>-</u>
<b>Total liabilities</b>	<u>3,981,959</u>	<u>2,257,762</u>
<b>Shareholders' deficiency</b>		
Share capital (Note 9)	4	4
Currency translation reserve	769	(3,180)
Deficit	(2,014,507)	(1,575,125)
Non-controlling interest (Note 3)	<u>179,609</u>	<u>55,686</u>
<b>Total shareholders' deficiency</b>	<u>(1,834,125)</u>	<u>(1,522,615)</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>	<u>\$ 2,147,834</u>	<u>\$ 735,147</u>

Nature and continuance of operations (Note 1)

Commitment (Note 12)

Subsequent events (Note 14)

Approved by the Board and authorized for issue  
on November 30, 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 NINE MONTHS ENDED SEPTEMBER 30, 2015 and 2014**

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
<b>REVENUE</b>	\$ 1,403,360	\$ 297,352	\$ 1,580,439	\$ 297,352
<b>COST OF SALES</b>	<u>(779,986)</u>	<u>(142,662)</u>	<u>(988,099)</u>	<u>(142,662)</u>
<b>GROSS MARGIN</b>	<u>623,374</u>	<u>154,690</u>	<u>592,340</u>	<u>154,690</u>
<b>EXPENSES</b>				
Accounting and legal	22,483	17,545	36,988	47,076
Advertising and promotion	3,786	108,066	18,338	123,808
Consulting	71,635	47,890	225,254	475,054
Depreciation	19,848	956	29,633	10,767
Foreign exchange (gain) loss	-	(1,230)	-	-
Insurance	7,508	5,640	12,059	9,715
Interest expense	2,251	-	6,502	-
Office and miscellaneous	35,534	21,977	84,329	85,610
Rent	34,780	16,448	67,675	38,378
Repairs and maintenance	5,106	6,778	38,775	22,878
Telephone and utilities	14,555	8,506	22,761	15,582
Trademarks	1,426	-	1,426	21,102
Travel	22,134	23,256	32,157	52,995
Wages and benefits	176,306	165,589	420,313	370,427
Write-down of inventory	<u>-</u>	<u>13,091</u>	<u>-</u>	<u>25,735</u>
	<u>(417,352)</u>	<u>(434,512)</u>	<u>(996,211)</u>	<u>(1,299,127)</u>
Government grant	-	6,923	35,756	6,923
Tax recovery	52,655	-	52,655	-
<b>INCOME (LOSS) FOR THE PERIOD</b>	<u>258,677</u>	<u>(272,899)</u>	<u>(315,459)</u>	<u>(1,137,514)</u>
<b>INCOME (LOSS) ATTRIBUTABLE TO:</b>				
Shareholders of the Company	\$ 48,934	\$ (176,351)	\$ (439,382)	\$ (1,040,966)
Non-controlling interest	<u>209,743</u>	<u>(96,548)</u>	<u>123,923</u>	<u>(96,548)</u>
	\$ 258,677	\$ (272,899)	\$ (315,459)	\$ (1,137,514)
Weighted average number of common shares outstanding – basic and diluted	4	4	4	4
Basic and diluted income (loss) per share	\$ 64,669	\$ (68,225)	\$ (78,865)	(284,379)
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
Exchange gain (loss) on translation to Canadian dollars	5,124	457	3,949	(487)
<b>COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD</b>	<u>263,801</u>	<u>(272,442)</u>	<u>(311,511)</u>	<u>(1,138,001)</u>
<b>COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:</b>				
Shareholders of the Company	\$ 51,445	\$ (176,116)	\$ (437,446)	\$ (1,041,214)
Non-controlling interest	<u>212,356</u>	<u>(96,324)</u>	<u>125,935</u>	<u>(96,787)</u>
	\$ 263,801	\$ (272,442)	\$ (311,511)	\$ (1,038,001)

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
<b>December 31, 2013</b>	<b>99</b>	<b>\$ 3</b>	<b>\$ -</b>	<b>\$ (302,442)</b>	<b>\$ -</b>	<b>\$ (302,439)</b>
Share issuance	1	1	-	-	-	1
Non-controlling interest - share issuance by subsidiary	-	-	-	-	180,584	180,584
Currency translation adjustment	-	-	(487)	-	-	(487)
Loss for the period	-	-	-	(1,040,966)	96,548	(1,137,514)
<b>September 30, 2014</b>	<b>100</b>	<b>4</b>	<b>(487)</b>	<b>(1,343,408)</b>	<b>84,036</b>	<b>(1,259,855)</b>
<b>December 31, 2014</b>	<b>100</b>	<b>4</b>	<b>(3,180)</b>	<b>(1,575,125)</b>	<b>55,686</b>	<b>(1,522,615)</b>
Currency translation adjustment	-	-	3,949	-	-	3,949
Loss for the period	-	-	-	(439,382)	123,923	(315,459)
<b>September 30, 2015</b>	<b>100</b>	<b>\$ 4</b>	<b>\$ 769</b>	<b>\$ (2,014,507)</b>	<b>\$ 179,609</b>	<b>\$ (1,834,125)</b>

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 NINE MONTH PERIODS ENDED SEPTEMBER 30, 2015 AND 2014**

	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (315,459)	\$ (1,137,514)
Items not affecting cash:		
Depreciation	29,633	10,767
Accrued interest	6,502	-
Unrealized foreign exchange	(11,096)	196
Write-down of inventory	-	25,735
Changes in non-cash working capital items:		
Receivables	(638,618)	(40,774)
Prepaid expenses	(12,581)	(19,401)
Inventory	(502,049)	(171,902)
Accounts payable and accrued liabilities	1,030,185	32,262
Deferred revenue	(60,178)	12,253
Warranty liability	1,494	-
Net cash used in operating activities	<u>(472,167)</u>	<u>(1,288,378)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Loan receivable	-	(16,470)
Acquisition of equipment	<u>(221,353)</u>	<u>(80,999)</u>
Net cash used in investing activities	<u>(221,353)</u>	<u>(97,469)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Loans payable	639,474	2,023,009
Repayments of loans payable	(43,280)	(140,323)
Advance from Amana Copper Ltd.	150,000	-
Issuance of shares	-	1
Issuance of shares by subsidiary	<u>-</u>	<u>180,584</u>
Net cash provided by financing activities	<u>746,194</u>	<u>2,063,271</u>
Effect of foreign exchange on cash	15,045	(683)
<b>Change in cash during the period</b>	<b>67,719</b>	<b>676,741</b>
<b>Cash, beginning of period</b>	<u><b>255,913</b></u>	<u><b>2,505</b></u>
<b>Cash, end of period</b>	<u><b>\$ 323,632</b></u>	<u><b>\$ 679,246</b></u>

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

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

**INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.**  
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited - Expressed in Canadian Dollars)  
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014

---

**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 (see Note 14). 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 September 30, 2015, the Company incurred a loss of \$315,459. As of that date the Company has a deficit of \$2,014,507 and working capital deficiency of \$1,852,685. 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.

**INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.**  
**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited - Expressed in Canadian Dollars)  
**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014**

---

**2. BASIS OF PRESENTATION (continued)**

These condensed consolidated interim financial statements were approved by the board of directors for issue on November 30, 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.

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 Share 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.

**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 September 30, 2015 the Company held 51% of IWWS.

**INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.**  
**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited - Expressed in Canadian Dollars)  
**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014**

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

	September 30, 2015	December 31, 2014
	\$	\$
Beginning balance	55,686	-
Shares issued by IWWS	-	180,584
Share of net income (loss)	123,923	(124,898)
	<u>179,609</u>	<u>55,686</u>

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

	September 30, 2015	December 31, 2014
Non-controlling percentage	49%	49%
	\$	\$
Current assets	1,176,162	113,280
Current liabilities	(965,625)	(52,476)
	<u>210,537</u>	<u>60,804</u>
Non-current assets	204,744	-
Non-current liabilities	(97,625)	-
	<u>-</u>	<u>-</u>
Net assets (liabilities)	<u><u>317,656</u></u>	<u><u>60,804</u></u>

**Summarized income statement**

Income (loss) and comprehensive income (loss)	252,903	(254,894)
Income (loss) allocated to non-controlling interest	123,923	(124,898)

**Summarized cash flows**

Cash flow from operating activities	(154,667)	(236,756)
Cash flow from investing activities	-	-
Cash flow from financing activities	180,584	310,306



**INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.**  
**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited - Expressed in Canadian Dollars)  
**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014**

**4. RECEIVABLES**

	September 30, 2015	December 31, 2014
	\$	\$
Accounts receivable	517,313	-
Holdback receivable	12,746	-
GST recoverable (Canada)	28,312	44,375
VAT recoverable (UK)	146,577	11,342
Government grant	-	9,353
Other receivables	-	1,260
	<b>704,948</b>	<b>66,330</b>

**5. INVENTORY**

	September 30, 2015	December 31, 2014
	\$	\$
Materials and supplies	83,407	31,304
Work-in-progress	717,772	267,826
	<b>801,179</b>	<b>299,130</b>

**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 \$
<b>Cost</b>					
At December 31, 2014	42,443	20,702	-	17,854	80,999
Additions	206,841	6,195	7,146	1,171	221,353
At September 30, 2015	249,284	26,897	7,146	19,025	302,352
<b>Depreciation</b>					
At December 31, 2014	4,244	5,694	-	1,785	11,723
Depreciation for the period	12,253	7,469	7,146	2,765	29,633
At September 30, 2015	16,497	13,163	7,146	4,550	41,356
<b>Net book value</b>					
At December 31, 2014	34,189	15,008	-	16,069	69,276
At September 30, 2015	232,787	13,734	-	14,475	260,996

**INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.**  
**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited - Expressed in Canadian Dollars)  
**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014**

---

**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 September 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 nine month period ended September 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 nine month period ended September 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 nine month period ended September 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 \$6,502 had accrued on the loan.

The following table provides a reconciliation of the loans outstanding:

	September 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	6,502	-
Repayment of loans	(43,280)	(140,323)
Balance, end of period	2,721,932	2,119,236
Less: non-current portion	(97,625)	-
	<u>2,624,307</u>	<u>2,119,236</u>

**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 contract, 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 nine month period ended September 30, 2015 \$6,750 was reclassified to revenue. A corresponding warranty liability of \$1,494 has been recorded.

**INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.**  
**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited - Expressed in Canadian Dollars)  
**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014**

**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 nine month period ended September 30, 2015, the project was completed and accordingly \$169,750 was reclassified to revenue and \$5,250 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:

	September 30, 2015	December 31, 2014
	\$	\$
Balance, beginning of period	85,678	73,425
Revenue recognized	(60,178)	(46,425)
Sales contracts	-	58,678
Balance, end of period	25,500	85,678

**9. SHARE CAPITAL**

**Authorized:** Unlimited common shares without par value

**Share issuances**

During the period ended September 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 September 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 \$129,567 (2014 - \$121,377) to the president and a director of the Company.
- c) Accounting fees of \$22,000 (2014 - \$18,000) to a company controlled by a director of the Company.

Included in accounts payable is \$10,463 (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 INSTRUMENTS 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 September 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 September 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 September 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.

**INTERNATIONAL WASTEWATER HEAT EXCHANGE SYSTEMS INC.**  
**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited - Expressed in Canadian Dollars)  
**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014**

**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 September 30, 2015 is as follows:

<b>September 30, 2015</b>	Canada	United Kingdom	Total
	\$	\$	\$
Revenue	308,346	1,272,093	1,580,439
Cost of sales	(281,613)	(706,486)	(988,099)
Gross margin	26,733	565,607	592,340
Assets:			
Inventory	468,742	332,437	801,179
Equipment	56,252	204,744	260,996
	524,994	537,181	1,062,175

**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 the Company paid 20,000 British pounds (\$49,015) to a minority shareholder of IWWS (UK). 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 500,000 options to purchase common shares of Amana at an exercise price of \$0.42 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.

On October 27, 2015, the transaction with Amana closed. In connection with the Transaction, Amana changed its name to International Wastewater Systems Inc. and its trading symbol to IWS (formerly "AMA").