

# **Smartcool Systems Inc. (TSX-V: SSC)**

## **Management Discussion and Analysis**

### **2014 Annual Report**

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

The following is management's discussion and analysis ("MD&A") of the operating and financial results of Smartcool Systems Inc. for the year ended December 31, 2014. This information is provided as of April 27, 2015.

This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2014 and 2013 together with accompanying notes. These documents and additional information about Smartcool can be located on the SEDAR website at [www.sedar.com](http://www.sedar.com) or the Company's website at [www.smartcool.net](http://www.smartcool.net).

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## Business Overview

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

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

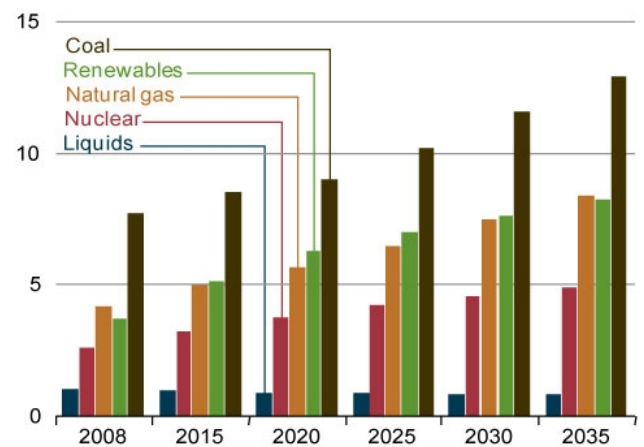
## Energy Issues

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

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

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

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



<sup>1</sup> Energy Information Administration, *International Energy Outlook 2011*, Published Sept. 19, 2011

<http://www.eia.gov/forecasts/ieo/electricity.cfm>

<sup>2</sup> Energy Information Administration, *Electricity Prices for Households*, Updated June 10, 2010

<http://www.eia.gov/emeu/international/elecprh.html>

### Smartcool's Energy Efficiency Solutions

Smartcool focuses on reducing the electricity used by refrigeration, air conditioning and heat pumps (HVAC). For target customer industries, such as supermarkets, these systems consume well over 50% of their total energy usage. Even for customers less dependent on HVAC, the systems still account for roughly 20% of their energy bill. The ability to save energy with Smartcool's energy efficiency technology represents a major opportunity to cut operating expenses for any customer, typically giving them a return on their investment averaging 18 to 36 months. Electricity generated for buildings produces more greenhouse gases than any other source, so cutting HVAC energy consumption can also have a significant impact on the environment.

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

*The ECO<sup>3</sup>™*



*The ESM™*



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

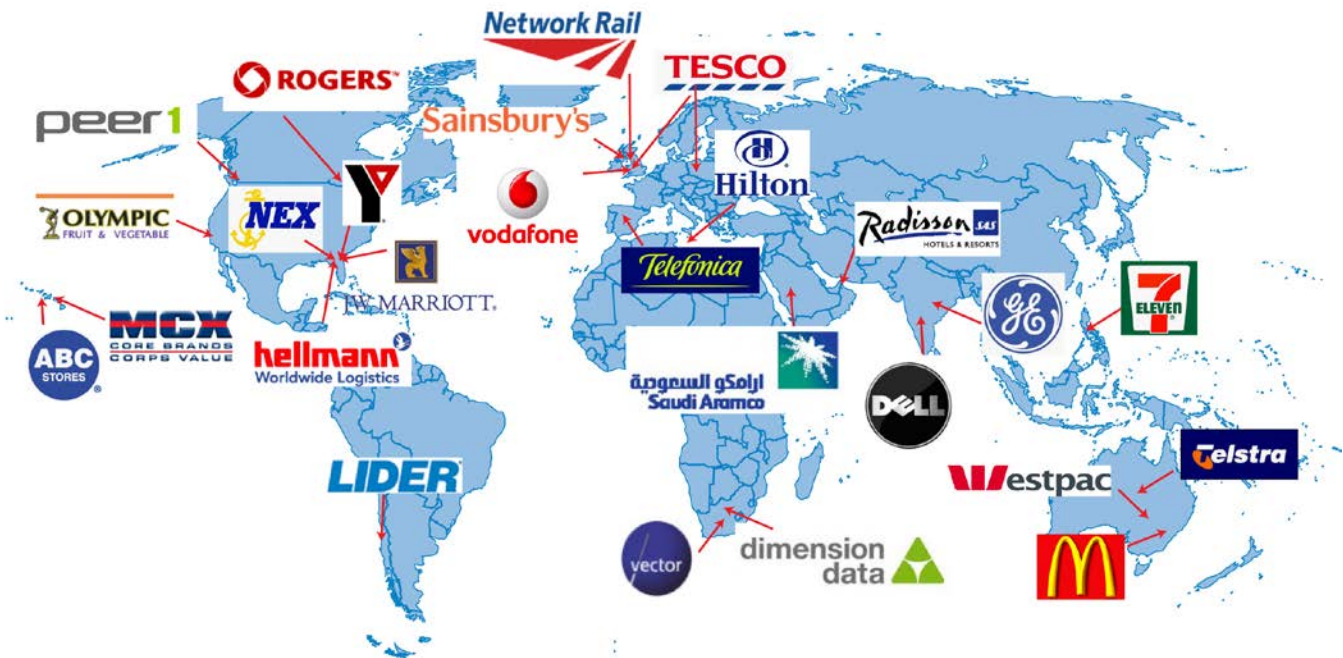
For more information on Smartcool's technology, visit [www.smartcool.net](http://www.smartcool.net) or for information specific to the ECO<sup>3</sup>™, visit [www.smartcooleco3.com](http://www.smartcooleco3.com)

### The Market Strategy

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

## Direct Sales

The company distributes its products directly to major clients, providing them with superior project management and service as they roll out Smartcool products to their facilities. For direct sales, Smartcool targets specific industries such as food retailers, telecommunications, commercial real estate and hospitality, where HVAC energy usage tends to represent a very high percentage of a client's operating budget. In Europe, Smartcool has built a strong portfolio of direct sales to Fortune 500 clients such as Sainsbury's and Tesco.



## Distribution Sales

Smartcool has developed an intricate network of distributors to target regional markets. Distributors are provided both technical and sales training by Smartcool and receive ongoing support. Distributors have the advantage of detailed regional knowledge, allowing them to build strong client portfolios across the residential sector as well as in industries like food retail, climate controlled storage, hospitality and commercial real estate. Smartcool's distributors have continued to expand their businesses in Australia, India, UAE, Saudi Arabia, Eastern Europe, France, South Africa, and the US (particularly Florida, California and the Mid-West). Distributors have also proven instrumental in launching key accounts for Smartcool, like Telefonica, GE Healthcare, Dell, Saudi Aramco, 7-Eleven, JW Marriott and more.

## Corporate Structure

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

## Financial Overview

Sudden, unexpected developments in energy saving strategies of Smartcool's major customers resulted in significantly reduced sales for the year and the Company did not meet its revenue target. To reduce expenses and limit the year's loss, the operations of Smartcool UK and Smartcool EMEA, two former subsidiaries, were discontinued in the third quarter. The year ended with net loss of \$849,400 from continuing operations and \$934,627 from discontinued operations. The combined loss for the year was \$1,784,027 (\$0.02 per share), compared to net income \$408,295 (\$0.01 per share), which primarily was a result of gain on debt settlement, for the previous year.

Revenue from continuing operations decreased to \$738,121 from \$858,636 for the previous year and revenue from discontinued operations decreased to \$289,799 from \$809,322 for the previous year. The combined revenue for the year was \$1,027,920, compared to \$1,667,957 for the previous year.

Operating expenses for continuing operations increased to \$1,837,734 from \$1,431,598 for the previous year, an increase of \$406,136. Operating expenses for discontinuing operations decreased to \$802,189 from \$1,654,274 for the previous year, a decrease of \$852,085.

Total assets decreased to \$2,525,695 from \$4,177,175 at the end of the previous year, due to amortization of intangible assets. The Company had \$15,490 in cash and cash equivalents at the end of the year, compared to \$28,036 at the end of the previous year.

Current liabilities at the end of the year were \$1,425,810 (2013 - \$1,264,361) which includes current portion of acquisition obligations, debentures, and tenant inducement totaling \$458,837 (2013 - \$332,173). Long-term liabilities were \$443,515 (2013 - \$787,581), consisting of acquisition obligations \$193,596 and deferred tax liability of \$249,919.

All the fiscal quarters below have been prepared using IFRS.

| <b>Continuing Operations</b>              |                 |                 |                 |                 |
|-------------------------------------------|-----------------|-----------------|-----------------|-----------------|
|                                           | <b>Mar 2014</b> | <b>Jun 2014</b> | <b>Sep 2014</b> | <b>Dec 2014</b> |
|                                           | <b>(\$)</b>     | <b>(\$)</b>     | <b>(\$)</b>     | <b>(\$)</b>     |
| Total revenues                            | 214,474         | 192,416         | 147,729         | 183,502         |
| Net income (loss)                         | (126,689)       | (255,567)       | (291,963)       | (175,181)       |
| Income (loss) per share – basic & diluted | (0.00)          | (0.00)          | (0.00)          | 0.00            |
|                                           |                 |                 |                 |                 |
|                                           | <b>Mar 2013</b> | <b>Jun 2013</b> | <b>Sep 2013</b> | <b>Dec 2013</b> |
|                                           | <b>(\$)</b>     | <b>(\$)</b>     | <b>(\$)</b>     | <b>(\$)</b>     |
| Total revenues                            | 72,087          | 377,288         | 223,475         | 185,786         |
| Net income (loss)                         | (230,506)       | (28,245)        | (235,868)       | 79,643          |
| Income (loss) per share – basic & diluted | (0.00)          | (0.00)          | (0.00)          | 0.00            |
|                                           |                 |                 |                 |                 |
| <b>Discontinued Operations</b>            |                 |                 |                 |                 |
|                                           | <b>Mar 2014</b> | <b>Jun 2014</b> | <b>Sep 2014</b> | <b>Dec 2014</b> |
|                                           | <b>(\$)</b>     | <b>(\$)</b>     | <b>(\$)</b>     | <b>(\$)</b>     |
| Total revenues                            | 279,720         | 7,129           | 2,950           | -               |
| Net income (loss)                         | (153,379)       | (273,602)       | (507,646)       | -               |
| Income (loss) per share – basic & diluted | (0.00)          | (0.00)          | (0.01)          | -               |
|                                           |                 |                 |                 |                 |
|                                           | <b>Mar 2013</b> | <b>Jun 2013</b> | <b>Sep 2013</b> | <b>Dec 2013</b> |
|                                           | <b>(\$)</b>     | <b>(\$)</b>     | <b>(\$)</b>     | <b>(\$)</b>     |
| Total revenues                            | 71,515          | 113,965         | 452,648         | 171,194         |
| Net income (loss)                         | (608,252)       | (401,660)       | (56,820)        | 1,890,003       |
| Income (loss) per share – basic & diluted | (0.01)          | (0.01)          | (0.00)          | 0.02            |

## Selected Annual Information

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

|                                                   | Dec. 31, 2012<br>(\$) | Dec. 31, 2013*<br>(\$) | Dec 31, 2014*<br>(\$) |
|---------------------------------------------------|-----------------------|------------------------|-----------------------|
| Revenue                                           | 4,212,750             | 858,636                | 738,121               |
| Selling, General & Administrative                 | 3,209,334             | 1,058,940              | 1,367,476             |
| Net Income (Loss)                                 | (1,932,272)           | (414,976)              | (849,400)             |
| Net income (loss) – per share (basic and diluted) | (0.03)                | (0.01)                 | (0.01)                |
| Total assets                                      | 5,467,176             | 4,177,175              | 2,525,695             |
| Total long term liabilities                       | 500,188               | 787,581                | 443,515               |
| Cash dividends                                    | 0                     | 0                      | 0                     |

\* Continuing operations only

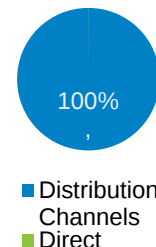
## Summary of Operating Results – Continuing operations

### Revenue (from continuing operations)

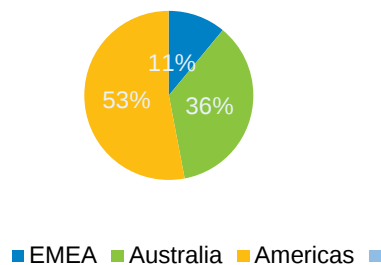
Smartcool sells its products both directly to major customers and through a network of independent distributors.

Distribution sales were \$738,121 or 100% of total revenue from continuing operations for the year, compared to \$ 857,929 or 99.9% of total revenue from continuing operations for the previous year. There were no direct sales from continuing operations for the year compared to \$707 from continuing operations for the previous year.

### Revenue by Channel



### Revenue by Region



Revenue from the Americas for the year was \$388,116 or 53% of total revenue from continuing operations, compared to \$354,178 for the previous year. The increase was attributable to the establishment of several new distribution channels in the region.

Revenue from the Australia region was \$267,322 or 36% of total revenue compared to \$503,798 for the previous year. This distribution channel has not been successful in closing its pending projects.

Revenue from the Europe, Middle East, Africa was \$ 82,683 or 11% of total revenue compared to \$660 for the previous year. Though operations in the UK were discontinued in September 2014 due to

anticipation of no immediate direct sales, distribution sales from Europe and Africa continued through Smartcool's international network in the fourth quarter of 2014.

For the fourth quarter of 2014, distribution sales were \$183,502 or 100% total revenue from continuing operations, compared to \$185,786 for the same quarter of 2013. There were no direct sales from continuing operations in the fourth quarter of 2014 and 2013.

During the fourth quarter, the Americas contributed \$107,299 or 59% of total revenue from continued operations, compared to \$57,690 or 31% of total revenue from continuing operations for the same quarter of 2013. Australia region contributed \$4,058 or 2% of total revenue, compared to \$128,096 or 69% of total revenue from continuing operations for the same quarter of 2013. The EMEA (Europe, Middle East Africa, & India) region contributed \$72,145 or 39% of total revenue, compared to no revenue for the same quarter of 2013.

***Gross profit (from continuing operations)***

Gross profit from continuing operations for the year was \$566,966 compared to \$643,689 for the previous year, a decrease of \$76,723 or 12%. Profit margin for the year was 77%, compared to 75% for the previous year. Management was able to negotiate a new manufacturing contract in late 2013 and the resulted lower costs have improved 2014 gross margin. Gross profit for fourth quarter was \$131,102 compared to \$133,571 for the same quarter of 2013. Profit margin for the quarter was 71%, slightly lower than the 72% gross margin for the same quarter of 2013.

All these margins were within the expected range.

***General and administrative expenses (from continuing operations)***

General and administrative ("G & A") expenses from continuing operations for the year were \$1,367,476, compared to \$1,058,940 for the previous year, an increase of \$308,536 or 29%. The increase was primarily attributable to bad debts of \$220,000. Though Smartcool Australia is still an active distributor, it has not been able to close major sales lately and making allowance for some of the distributor's overdue receivables seemed to be appropriate. Investor Relations consulting fees increased to \$49,173 from \$8,113 in the previous year. This increase was attributable to the engagement of an IR consultant in March 2014. Salaries also increased to \$500,171 from \$465,239 in the previous year. Though there were no new hirings or salary reviews during the year, salaries expense incurred by Lenten Street, the new entity in the UK, was included in continuing operation expenses, resulting in this more technical than actual increase.

Total operating expenses from continuing operations for the year increased to \$1,837,734 from \$1,431,598 for the previous year, mainly due to increased amortization expenses. The transfer of intangible assets from the discontinued business (Smartcool EMEA) to the parent company has shifted this expense from discontinued operations to continuing operations.

|                                | 2014                | 2013                |
|--------------------------------|---------------------|---------------------|
| Advertising and promotion      | \$7,551             | \$4,924             |
| Bad debts                      | 220,000             | 7,464               |
| Commissions                    | 16,073              | 779                 |
| Consulting and management fees | 298,596             | 275,022             |
| Filing and transfer fees       | 13,568              | 16,391              |
| Insurance                      | 12,531              | 17,673              |
| Interest                       | 2,980               | 1,204               |
| Investor relations             | 49,173              | 8,113               |
| Product certification          | 7,687               | 7,238               |
| Professional fees              | 52,604              | 73,513              |
| Office and supplies            | 32,330              | 35,867              |
| Rent                           | 97,180              | 97,012              |
| Salaries and benefits          | 500,171             | 465,239             |
| Telephone                      | 14,851              | 19,330              |
| Travelling                     | 42,181              | 29,171              |
| <b>Total</b>                   | <b>\$ 1,367,476</b> | <b>\$ 1,058,940</b> |

For the fourth quarter, General and administrative (“G & A”) expenses from continuing operations were \$578,799 compared to \$326,669 for the same quarter of 2013, an increase of \$252,130 or 77%. The increase was also a result of recognizing the large bad debt. Salaries for the quarter increased to \$150,364 from \$111,730 for the same quarter of 2013, due to the establishment of new continuing operations in the UK, Lenten Street. Travel expenses increased to \$25,199 from \$7,060. There were, however, some expense reductions in other areas: Consulting fees for the quarter decreased to \$61,830 from \$88,740 for the same quarter of 2013 and professional fees decreased to \$38,294 from \$57,099 for the same quarter of 2013.

Total operating expenses from continuing operations for the quarter increased to \$724,504 from \$389,633 for the same quarter of 2013. Amortization expenses for the quarter increased to \$135,349 from \$25,756 for the same quarter of 2013 due to the transfer of intangible assets from discontinued operations to continuing operations.

|                                | Three months<br>ended<br>December 31<br>2014 | Three months<br>ended<br>December 31<br>2013 |
|--------------------------------|----------------------------------------------|----------------------------------------------|
| Advertising and promotion      | \$ 454                                       | \$ 3,474                                     |
| Bad debts                      | 220,000                                      | 13,114                                       |
| Commissions                    | 13,350                                       | -                                            |
| Consulting and management fees | 61,830                                       | 88,740                                       |
| Filing and transfer fees       | 2,297                                        | (868)                                        |
| Insurance                      | 3,946                                        | 5,490                                        |
| Interest                       | 1,278                                        | (194)                                        |
| Investor relations             | 18,889                                       | 3,077                                        |
| Product certification          | 1,367                                        | 1,230                                        |
| Professional fees              | 38,294                                       | 57,099                                       |
| Office and supplies            | 13,470                                       | 8,197                                        |
| Rent                           | 24,500                                       | 24,337                                       |
| Salaries and benefits          | 150,364                                      | 111,730                                      |
| Telephone                      | 3,561                                        | 4,183                                        |
| Travelling                     | 25,199                                       | 7,060                                        |
| <b>Total</b>                   | <b>\$ 578,799</b>                            | <b>\$ 326,669</b>                            |

***Net loss (from continuing operations)***

Net loss from continuing operations for year \$849,400, compared to net loss of \$414,976 for the previous year. The increase in net loss was a result of reduced revenue combined with greater amortization expenses and a large bad debt.

The loss per share (basic and diluted) for the year was \$0.010, compared to the loss per share \$0.006 for the previous year.

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

The fourth quarter recorded net loss of \$175,181 compared to net income \$79,643 for the same quarter of the previous year.

## Summary of Operating Results - Discontinued operations

### ***Revenue (from discontinued operations)***

Revenue from discontinuing operations was \$289,799 for the year compared to \$809,322 for the previous year.

### ***Operating expenses (from discontinued operations)***

|                                                          | 2014             | 2013               |
|----------------------------------------------------------|------------------|--------------------|
| Advertising and promotion                                | \$10,865         | \$11,146           |
| Bad debts                                                | -                | 37,913             |
| Consulting fees                                          | -                | 5,838              |
| Insurance                                                | 10,501           | 33,134             |
| Professional fees                                        | 20,012           | 33,634             |
| Office and supplies                                      | 20,118           | 52,465             |
| Rent                                                     | 47,947           | 123,500            |
| Research and development                                 | 7,227            | 29,430             |
| Salaries and benefits                                    | 312,743          | 797,976            |
| Telephone                                                | 16,955           | 23,676             |
| Travelling                                               | 55,930           | 130,121            |
| Amortization                                             | 299,891          | 375,441            |
| <b>Total operating expenses, discontinued operations</b> | <b>\$802,189</b> | <b>\$1,654,274</b> |

**Net loss (from discontinued operations)**

Net loss from discontinued operations for the year was \$934,627 compared to net income of \$823,271 for the previous year.

|                                                   | 2014               | 2013             |
|---------------------------------------------------|--------------------|------------------|
| Revenue                                           | \$289,799          | \$809,322        |
| Cost of sales                                     | (35,814)           | (315,682)        |
| Gross profit                                      | 253,985            | 493,640          |
| Operating expenses                                | (802,189)          | (1,654,274)      |
| Finance income                                    | -                  | 77               |
| Finance expense                                   | (27,442)           | (146,217)        |
| Foreign exchange gain                             | 38,718             | 2,579            |
| Gain on sale of equipment                         | 13,479             | -                |
| Gain on debt settlement                           | -                  | 2,060,811        |
| Impairment loss                                   | (607,260)          | -                |
| Income tax recovery                               | 196,082            | 66,655           |
| <b>Income (loss) from discontinued operations</b> | <b>\$(934,627)</b> | <b>\$823,271</b> |

**Comprehensive income**

Comprehensive loss for the year was \$2,040,196 (2013 Net income - \$409,797) consisting of net operating loss \$1,784,027 and foreign currency translation adjustment \$256,170. As the functional currencies of Smartcool EMEA, Smartcool UK, Smartcool USA and Lenten Street are different from the reporting currency (Canadian dollar), their monetary assets and liabilities as well as non-monetary assets and liabilities in the consolidated financial statements must be translated into the reporting currency based on December 31, 2014 exchange rate under IFRS. This method of foreign currency translation resulted in the above adjustment which is classified as a component of equity.

Comprehensive loss for the fourth quarter was \$545,641 compared to comprehensive income \$1,978,268 for the same quarter of 2013.

**Amortization and depreciation**
**Continuing operations**

Amortization and depreciation expenses from continuing operations for the year were \$378,348 compared to \$290,380 for the previous year. Amortization on property and equipment was \$29,040 (2013 - \$30,222) and amortization of intangible assets was \$349,308 (2013 - \$260,158).

Amortization and depreciation expenses for the fourth quarter were \$135,349 compared to \$25,756 for the same quarter of 2013. Depreciation of property and equipment was \$7,484 (2013 - \$7,556) and amortization of intangible assets was \$127,865 (2013 - \$18,200).

***Discontinued operations***

Amortization expenses from discontinued operations for the year were \$299,891 compared to \$375,441 for the previous year.

As certain distributions rights previously acquired by Smartcool EMEA were transferred back to the parent company upon the subsidiary's liquidation, amortization expense of these intangible assets was shifted to continuing operations from discontinued operations.

**Share-based compensation**

Share-based compensation costs for the year was \$91,910, compared to \$82,278 for the previous year, an increase of \$9,632. The increase was attributable to the grant of 1,200,000 options to two consulting firms in March 2014. These firms provide consulting services to help Smartcool build strategic alliances with groups interested in participating in market research, product development and distribution for new markets and products. The firms also provide services directed at better communication of Smartcool's strategies and progress.

Share-based compensation costs for the fourth quarter were \$10,356, compared to \$37,208 for the same quarter of 2013, a decrease of \$26,852. No options were granted in the period while 2,850,000 options were granted in the fourth quarter of 2013.

**Capital expenditures**

During the year, the company purchased a vehicle and computer equipment, resulting in capital expenditures of \$15,677 (2013 - \$2,499). Capital expenditures for the fourth quarter were \$426 (2013 - Nil).

**Liquidity and Capital Resources**

As at December 31, 2014, the Company had \$15,490 in cash and cash equivalents (2013 - \$28,036). Working capital deficit at December 31, 2014 was \$1,173,229 compared to \$674,067 at December 31, 2013.

The Company used net cash flow of \$69,639 during the year to finance operations and used \$683,072 in the previous year.

The Company was unable to make debenture and acquisition obligation payments as scheduled. Debenture payments consist of three debenture interest payments totaling \$21,669 (scheduled for June 1, September 1, and December 1, 2014), four debenture principal payments totaling \$120,384, (scheduled for March 1, June 1, September 1, and December 1, 2014). Acquisition obligation payments consist of three installments totaling \$144,568 (£80,000) scheduled for April 30-June 30, 2014 (£35,000) and December 15, 2014 (£45,000).

However, in December 2014, the Company successfully negotiated an extension of the term of the £35,000 obligation. In March 2015, the Company issued 4,630,440 common shares at \$0.05 per share to settle current liabilities totaling \$231,522. A portion of the obligations under acquisition contracts \$36,100 (£19,000) was included in this settlement. The Company is also in the process of renegotiating the terms of the debentures.

To ensure that Smartcool continues to be a going concern with adequate working capital in the next 12 months, the Company is planning on obtaining additional capital. A non-brokered private placement has been completed in January 2015 for gross proceeds of \$350,000 and another one for maximum gross proceeds of \$600,000 has been announced in February 2015.

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

|                                         | <b>Total</b>        | <b>1 year</b>       | <b>1-2 years</b> |
|-----------------------------------------|---------------------|---------------------|------------------|
| Trade payables                          | \$826,630           | \$826,630           | \$-              |
| Premises leases                         | 22,500              | 22,500              | -                |
| Short-term loan                         | 67,238              | 67,238              | -                |
| Debentures                              | 259,470             | 259,470             | -                |
| Obligations under acquisition contracts | 248,105             | 192,623             | 55,482           |
| <b>Total</b>                            | <b>\$ 1,423,943</b> | <b>\$ 1,368,461</b> | <b>\$ 55,482</b> |

### Outstanding Share Data

The authorized share capital of the Company is an unlimited number of common shares without par value. As at December 31, 2014 the Company had 89,017,297 (2013 – 79,287,297) common shares outstanding. The weighted average number of common shares outstanding for the year was 85,978,338 (2013-71,259,900). The weighted average number of common shares outstanding for the fourth quarter was 89,017,297 (2013 – 79,287,297).

As at April 27, 2015 the outstanding shares were 107,647,737 and diluted were 140,047,737.

### Warrants and Stock Options

As at December 31, 2014, there were 5,216,000 (2013 – 851,000) share purchase warrants and 6,215,000 (2013 – 6,435,000) stock options outstanding which collectively could result in the issuance of 11,431,000 common shares if these warrants and stock options are exercised. The outstanding options have a weighted average exercise price of \$0.07. The outstanding warrants have weighted average exercise price of \$0.10.

As at December 31, 2014 there were 4,958,750 (2013 - 4,282,500) exercisable options with a weighted average exercise price of \$0.07 (2013 - \$0.09). During the year 1,200,000 (2013 – 2,880,000) were granted to employees and consultants.

No options were granted during the fourth quarter of 2014 (2013 - 2,850,000).

As at April 27, 2015, there are 18,865,000 outstanding warrants and 13,535,000 outstanding options. The outstanding options have weighted average exercise price of \$0.06.

## Intangible Assets

### *Smartcool UK*

In February 2011, the Company acquired all the outstanding shares of the third party distributor Smartcool Systems UK Ltd. which held the exclusive rights for sale of ESM™ products to customers in the UK and Ireland.

In consideration, the Company agreed to pay cash consideration of \$4,410,745 (£2,840,438) and non-cash consideration of \$227,675 (£143,891) in 1,000,000 share purchase warrants. \$2,922,622 (£1,840,438) was paid in cash upon closing. The remaining balance of \$1,582,200 (£1,000,000) were due in four equal payments quarterly with the last one on March 1, 2012.

Total discounted consideration was \$4,638,420 (£2,924,822).

The Company was unable to make payments as scheduled. As at December 10, 2013, principal balance of \$1,744,600 (£1,000,000) and accrued interest of \$285,274 (£163,517) were outstanding. The Company was able to negotiate a debt reduction; the existing obligation was extinguished and replaced with two new obligations. These new obligations had principal amounts of \$130,845 (£75,000), which was non-interest bearing, secured, and was due in installments over 6 months, and \$53,210 (£30,500), which was non-interest bearing, unsecured, and was due in installments over 5 years. Fees of \$2,291,510 (£1,300,000) would be payable by the Company if it defaults on any of the prepayment terms with respect to the obligation with a principal amount of £75,000. As at December 31, 2014, the outstanding balance was \$109,326 (£60,498). The Company was unable to make payments totaling \$74,272 (£41,100) as scheduled. Repayment terms of the obligation with the principal amount of £75,000 were renegotiated in 2014. Lump sum payment of £10,000 will be made in January 2015 and monthly payments of £4,000 thereafter, until the debt is fully paid. Provision for fees payable upon default of payments was also cancelled. The £6,100 payment under obligation of £30,500, scheduled for December 2014, was settled with shares in March 2015.

The allocation of the purchase price was based on management's estimates and certain assumptions with respect to the fair value increment associated with the assets acquired and the liabilities assumed. The finalized, discounted purchase price allocation is summarized as follows:

|                                                    | CAD         |
|----------------------------------------------------|-------------|
| Purchase of all outstanding shares of Smartcool UK | 4,410,745   |
| Fair value of warrants issued                      | 227,675     |
|                                                    | 4,638,420   |
| <b>Allocation of the purchase price</b>            |             |
| Net working capital                                | 850,484     |
| Property and equipment                             | 103,230     |
| Distribution rights                                | 2,570,862   |
| Customer relationship                              | 1,058,584   |
| Goodwill                                           | 1,213,285   |
| Finance leases                                     | (79,460)    |
| Deferred tax liability                             | (1,078,565) |
|                                                    | 4,638,420   |

***T.E.C.C. Services***

In July 2008, the Company acquired distribution rights for the ESM™ from T.E.C.C. Services Ltd. (“TECC”). TECC held exclusive rights to sell the ESM™ to existing distributors in the United Kingdom, Spain, Portugal, and the Middle East, as well as to develop new distributors in these regions. A consideration of \$1,738,750 (£1,035,000) was payable in cash and \$532,067 (£265,000) was payable in common shares of the Company. Upon closing, payment of \$873,393 (£435,000) was made and 743,709 shares were issued. The remaining balance of \$1,204,680 (£600,000) was due in scheduled installments over four years with the last payment due on July 16, 2012. These installments were non-interest bearing at the acquisition date. The fair value of consideration was determined to be \$2,270,800 based on discounting the future payments at a rate of 16%. Transaction costs of \$28,300 were also incurred.

The purchase agreement was amended in 2009 and again in 2012 to accrue interest at Royal Bank of Canada prime rate plus 4% and to adjust timing and amount of repayments.

As at December 10, 2013, the balance of \$886,714 (£508,217), including accrued interest of \$145,181 (£83,217), was outstanding. The Company was able to negotiate a debt reduction; the existing obligation was extinguished and replaced with two new obligations. These new obligations have principal amounts of \$226,798 (£130,000) and \$112,527 (£64,500) is non-interest bearing, unsecured, and will be paid in annual installments over 5 years starting December 15, 2014. As at December 31, 2014, the outstanding balance was \$276,893 (£153,225). The Company was unable to make payments totaling \$70,296 (£38,900) as scheduled. However, the Company has successfully negotiated an extension of the term.

The £12,900 payment under obligation of £64,500, scheduled for December 2014, was settled with shares in March 2015.

**Impairment*****Impairment of Long-Lived Assets***

Smartcool amortizes long-lived assets over the estimated useful life of the asset. Evaluation of all long-lived assets occurred periodically for impairment in accordance with IAS 36.

Under IFRS, long-lived assets including property and equipment and intangible assets with a finite life are assessed for indications of impairment at the end of each reporting period. If such indications exist, then the recoverable amount of the asset or cash-generating unit (“CGU”) is estimated.

An impairment loss is recognized when the carrying amount of the asset or CGU exceeds its recoverable amount. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of cash inflows from other assets or groups of assets. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. 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 risks specific to the asset or CGU.

Impairment losses are recognized in respect of CGU’s are first allocated to reduce the carrying amount of any goodwill allocated to cash generating units, and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis. Impairment losses are recognized in profit and loss for the period it is identified.

Intangible assets with an indefinite life are reviewed for impairment annually, or more frequently, if events or changes in circumstances indicate that the asset might be impaired. The asset is written down when the carrying amount exceeds its recoverable amount. Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognized in the statement of operations.

The Company's definite life intangible assets are ESM™ intellectual property, ESM™ distribution contracts and ESM™ supplier contracts that we acquired from Abbotly USA and Abbotly Technologies Pty, and assets acquired from TECC Services and Smartcool UK. As our revenue is primarily derived from the sales of ESM™ products, revenue associated with the above intangible assets is readily identifiable. Revenue from existing distribution channels is projected based on minimum purchase requirements in conjunction with forecasts provided by the distributors themselves. Revenue expected from potential distribution channels is based on business development progress. Cost of goods sold projections are based on our expected margin and operating costs projections based on 2013 cost structures. The undiscounted cash flows supported the recoverability of our definite life intangible assets.

### ***Impairment of Intangible Assets***

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

The Company acquired \$2,278,350 of intangible assets in relation to the acquisition of Abbotly.

The Company performed a review of the carrying value of its distribution agreements in 2008 and recognized an impairment of \$116,914 related to distribution agreements. As a result of this impairment recognition, the total cost of distribution agreements was reduced by \$148,799 to \$1,835,702. As at December 31, 2014, cost of distribution agreements consisted of:

|                                  |                    |
|----------------------------------|--------------------|
| ESM™ Distribution agreements (b) | \$1,835,702        |
| Other distribution rights        | \$26,040           |
| <b>Total</b>                     | <b>\$1,861,742</b> |

The impairment loss recognized in 2008 was not reversed upon transition to IFRS.

During the year ended December 31, 2013, management reassessed the useful life of the ESM intellectual property to be 13.5 years (2012 – 10 years), and the useful life of the worldwide distribution rights to be 13.5 to 15 years (2012 – 10 to 15 years).

In September 2014, management performed a review of the carrying value of these assets upon the liquidation of Smartcool EMEA. As discrepancies between revenue projections and actual operating results in 2014 have resulting in significant uncertainty in future cash generation of these assets,

impairment loss of \$175,313 was recognized as at September 30, 2014 based on cash flow projections at this time.

No further impairment was recognized as at December 31, 2014.

### ***Intangible assets from Smartcool UK***

On February 28, 2011, the Company acquired \$4,842,731 of intangible assets in relation to the acquisition of Smartcool UK as described in note 3 of December 31, 2011 consolidated financial statements.

In December 2011, management performed a review of the carrying values of these intangible assets. Discrepancies between revenue projections and actual operating results indicated significant uncertainty in future cash generation of these assets and an impairment loss was recorded for the year based on cash flow projections as at December 31, 2011. The value of goodwill was written off and the other assets were reduced as follows:

|                                           | Impairment         |
|-------------------------------------------|--------------------|
| Distribution rights-General               | \$104,919          |
| Distribution rights-Major customer        | 347,740            |
| Customer relationship                     | 188,484            |
| Goodwill                                  | 1,213,285          |
| <b>Total impairment for the year 2011</b> | <b>\$1,854,428</b> |

In September 2014, management performed a review of the carrying value of these assets upon the liquidation of Smartcool UK. As discrepancies between revenue projections and actual operating results in 2014 have resulting in significant uncertainty in future cash generation of these assets, impairment loss of \$528,716 was recognized as at September 30, 2014 based on cash flow projections at this time.

No further impairment was recognized as at December 31, 2014.

|                                           | Impairment       |
|-------------------------------------------|------------------|
| Distribution rights - Major customer      | \$344,251        |
| Customer relationship                     | 184,465          |
| <b>Total impairment for the year 2014</b> | <b>\$528,716</b> |

## **Critical Accounting Policies & Estimates**

### ***Business combinations***

The identifiable assets, liabilities and contingent liabilities of a subsidiary, joint venture entity or an associate, which can be measured reliably, are recorded at their provisional fair values at the date of acquisition. Goodwill is the fair value of the consideration transferred (including contingent and previously held non-controlling interests) less the fair value of the Company's share of identifiable net assets on acquisition. Transaction costs incurred in connection with the business combination are expensed. Provisional fair values are finalized within twelve months of the acquisition date.

Where the fair value of the identifiable net assets acquired exceeds the cost of the acquisition, the surplus, which represents the discount on the acquisition, is recognized directly in the statement of operations and total comprehensive loss in the period of acquisition.

***Revenue Recognition***

Revenue from the sale and installation of the ESM™ and ECO3™ is recognized when the ESM™ & ECO3™ have been installed, significant risks and rewards of ownership of the equipment have been transferred to the customer, the Company does not retain continuing managerial involvement or effective control over the equipment, the sales price can be determined and probably collectible, and the cost of the transaction can be measured reliably.

Revenue from the international distribution of the ESM™ & ECO3™ is recognized when the equipment has been shipped, title has been transferred, the sales price has been determined and the cost of the equipment can be measured reliably. Revenue is also recognized when equipment has been ordered and laid away as instructed by the customer, the sales price has been determined and a significant portion of it has been paid. Provisions are established for estimated warranty costs at the time revenue is recognized. The Company records deferred revenue when cash is received in advance of the above revenue recognition criteria being met.

***Share-based Payments***

The fair value of all stock options granted to employees is determined using the Black-Scholes option pricing model, and the resulting value is charged to operations over the vesting period.

The fair value of options granted to non-employees is determined using fair value of the goods or services received. The resulting value is charged to operations when a performance commitment is made or the options are fully vested and non-forfeitable, whichever is earliest, and the expense is recognized over the period in which the goods or services from the non-employees are received. A corresponding increase in equity reserve is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion previously recorded in equity reserve. At the time of grant, the expense is determined based on estimated forfeiture rate. The expense will be adjusted to recognize the effect of actual forfeitures as they occur.

The fair value of warrants issued to agents for their finder's fee is determined using the Black-Scholes option pricing model and the resulting value is charged to share issuance costs.

***Intangible assets***

Intangible assets are recorded at cost and include the ESM™ brand, ESM™ intellectual property, distribution agreements, supplier agreements and customer relationship. The ESM™ brand has been determined to have an indefinite life and is not amortized. The remaining intangible assets with finite lives are amortized on a straight-line basis.

During the year ended 31 December 2013, management re-assessed the useful lives of the remaining intangible assets as follows:

|                                             | <b>2013</b>     | <b>2012</b>   |
|---------------------------------------------|-----------------|---------------|
| ESM™ Intellectual property                  | 13.5 years      | 10 years      |
| North American distribution rights          | 10 years        | 10 years      |
| TECC and United Kingdom distribution rights | 9.5 - 12 years  | 5 - 9 years   |
| Distribution agreements                     | 13.5 - 15 years | 10 - 15 years |
| Supplier agreements                         | 13.5 years      | 10 years      |
| Customer relationship                       | 12 years        | 5 years       |

### ***Use of estimates and judgments***

The preparation of these consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are outlined below. Actual results may differ from those estimates.

Significant estimates are used for, but not limited to, assessment of impairment of intangible assets and recoverability of long-lived assets, determination of present value of obligations under acquisition contract, determination of fair value of debentures, valuation of stock options and warrants, recoverability of trade and other receivables, inventory valuation, determination of valuation allowance for income tax assets, amortization rates and methods and ability to continue as a going concern.

Judgments made by management in the application of IFRS that have a significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years are discussed below:

- Useful lives – the useful lives of intangible assets and the related depreciation
- Impairment – the assessment of impairment of intangible assets and goodwill
- Inventory valuation – the provision for obsolescence of inventory and net realizable value
- Receivable valuation – the recoverability of trade receivables
- Share-based payments – the inputs used in accounting for share-based payments
- Debentures – discount rate used in fair value calculation of the debentures
- Contingencies – any future contingencies and commitments
- Going concern – the assessment of the Company's ability to continue as a going concern

### ***Changes in accounting policies***

A number of standards and amendments were issued effective for accounting periods beginning on or after January 1, 2014. Many of these updates are not applicable to the Company. As of January 1, 2014, the Company adopted the following IFRS standards and amendments:

- Amendments to IAS 32 - Offsetting Financial Assets and Financial Liabilities clarifies that an entity currently has a legally enforceable right to set-off if that right is:

- a) not contingent on a future event; and
  - b) enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties.
- IFRS 10 (Amendment), “Consolidated Financial Statements” includes an exception to specific consolidation requirements for investment entities.

The adoption of the above standards did not have a significant impact on the Company’s consolidated financial statements.

### **Accounting Standards Issued but not yet Effective**

At the date of authorization of these consolidated financial statements, the IASB and IFRIC have issued the following new and revised standards and amendments which are not yet effective:

- IFRS 9, “Financial Instruments”. This standard is effective for annual periods beginning on or after January 1, 2018 and replaces IAS 39 and IFRIC 9 for classification and measurement of financial assets and financial liabilities.

IFRS 15 – Revenue from Contracts with Customers. This standard is effective for annual periods ending on or before December 31, 2017 and is available for early adoption and replaces IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfer of Assets from Customers, and SIC 31 Revenue – Barter Transactions Involving Advertising Services.

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

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

### **Forward-looking statements**

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

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

### **Additional Information**

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