KONTROL ENERGY CORP.

Energy Efficiency Industry
Disruption and Consolidation

CSE : KNR

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Content

- Executive Summary
- About Us
- Problem: Electricity and Carbon Tax
- Solution: Energy Efficiency
- Execution
- Industry
- Investment

Kontrol Energy Corp.

- **8% Debenture Coupon** with **Common Shares**
- Kontrol is an Energy Efficiency industry disruptor and consolidator
- Strong and experienced management team
- Acquisition strategy with multiple acquisitions in due diligence

Symbol: CSE: KNR

Shares Issued: 16,740,082

Warrants: 211,333

Options: Nil

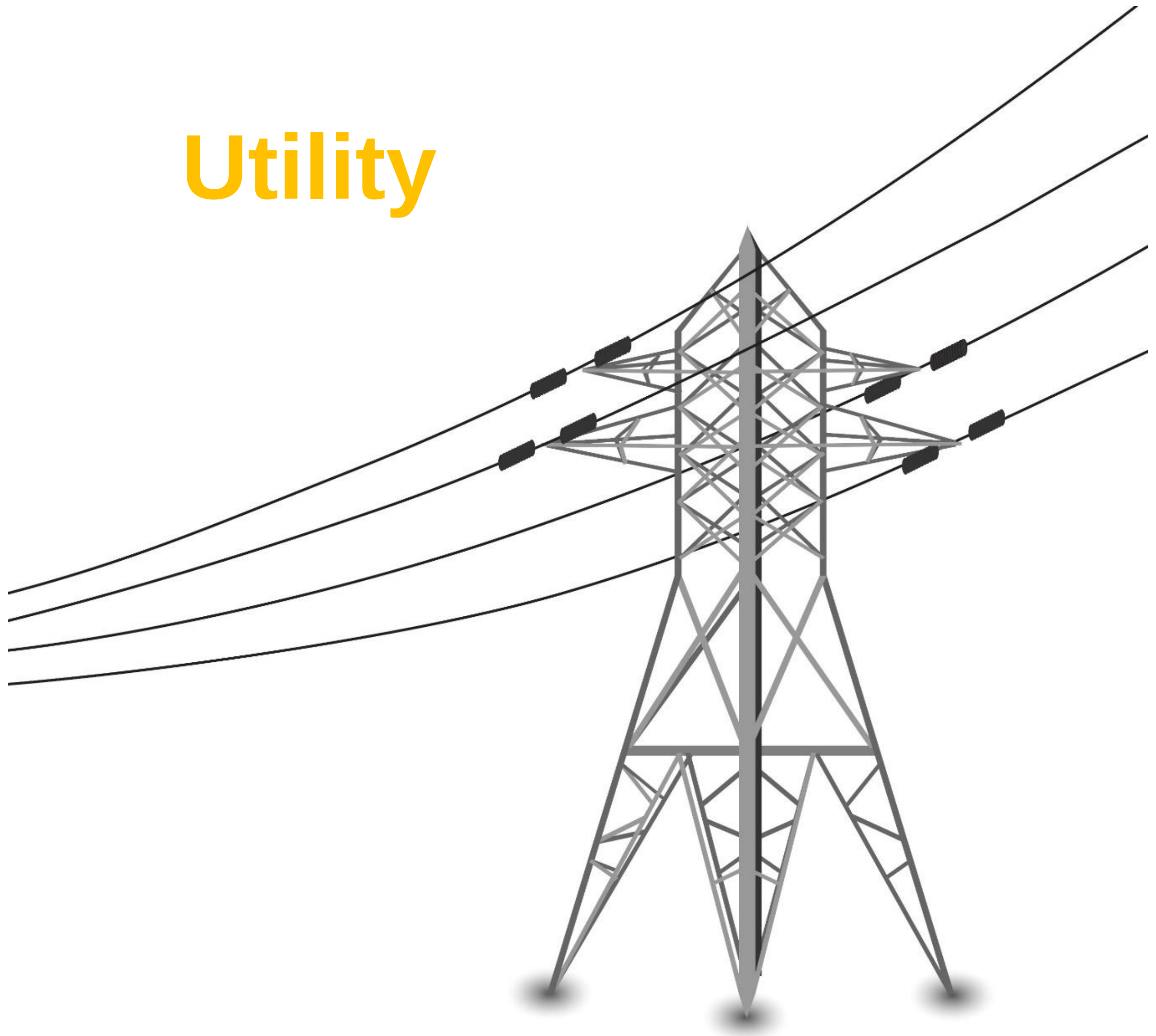
*Fully Diluted: 16,951,415

Up to 80% ownership by management and insiders

Kontrol Energy : Disruptor

Consumer

Utility



- Lower Cost of Energy
- Energy Independence
- Immediate Savings

- Real-time analytics and monitoring
- Control over Energy demand and consumption
- Lower GHG emissions

Management Team

Management	Position	Background
Paul Ghezzi CPA, CA	CEO	pwc, BOMBARDIER, DBS, Solar INCOME FUND
Claudio Del Vasto CPA, CA	CFO	Collins Barrow, RICHTER, BOMBARDIER
Kristian Lavereau	COO	hp, Kii MOBILE TECHNOLOGIES, SCIENTIFIC ENERGY SOLUTIONS
Humberto Gutierrez	VP	PIATSA, s2e, CanadianSolar
Andrew Bowerbank	Director	UNEP, CANADA GREEN BUILDING COUNCIL • CONSEIL DU BÂTIMENT DURABLE DU CANADA, MAGNA, FCM, EllisDon

Experience

Pioneer in Canadian private equity

Formed Canada's first RRSP Eligible clean energy income in Fund 2008

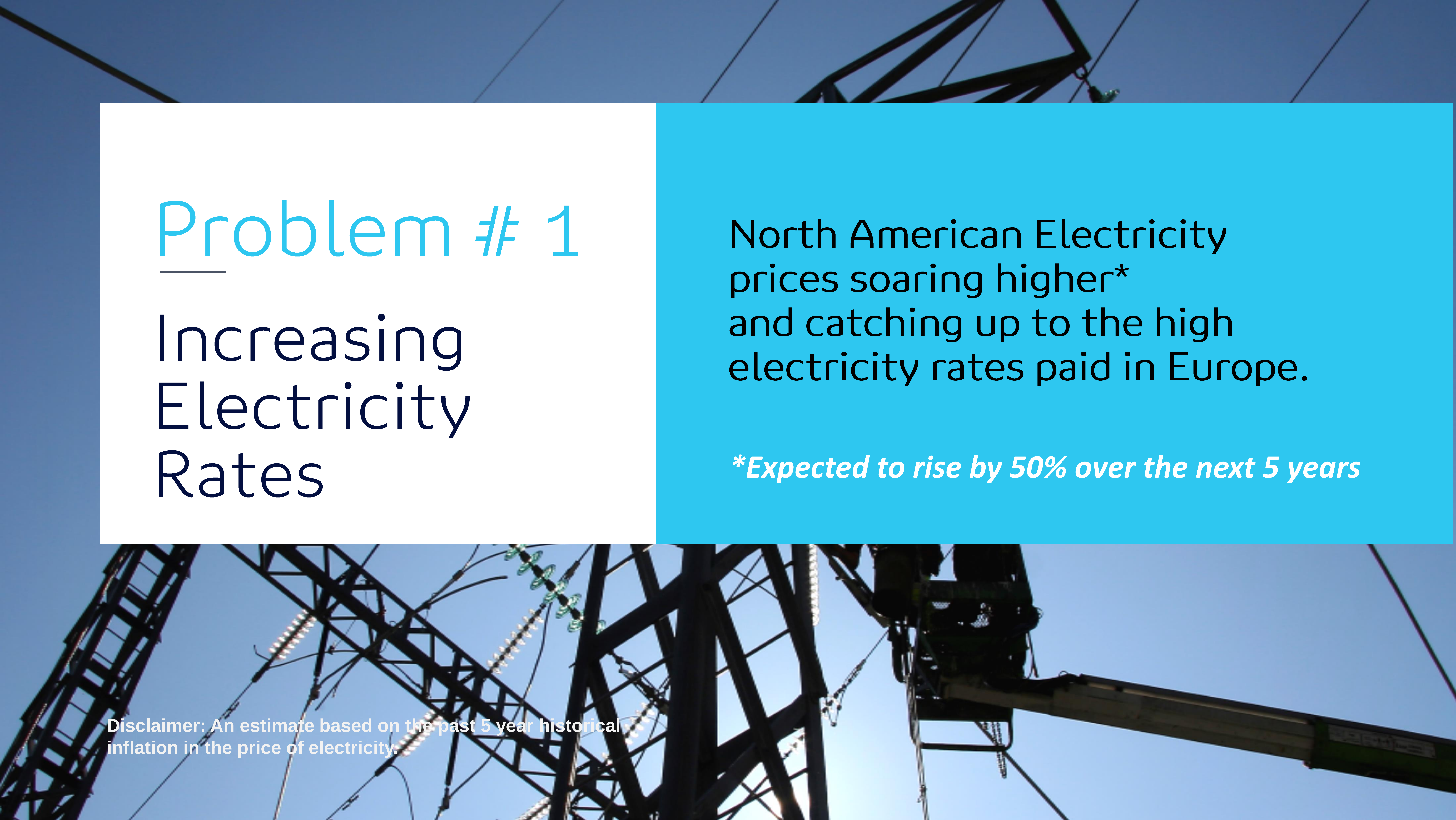
Completed first structured debt financing for solar energy projects less than 500 kilowatts in Canada

More than
$500 Million
in successful solar projects connected to the Ontario electricity grid

In excess of
$850 Million
in successful solar projects developed globally

More than **200** energy efficiency projects completed

Disclaimer: These results were achieved by members of the management team during their respective prior experience and not as the management team of Kontrol Energy Corp.



Problem # 1

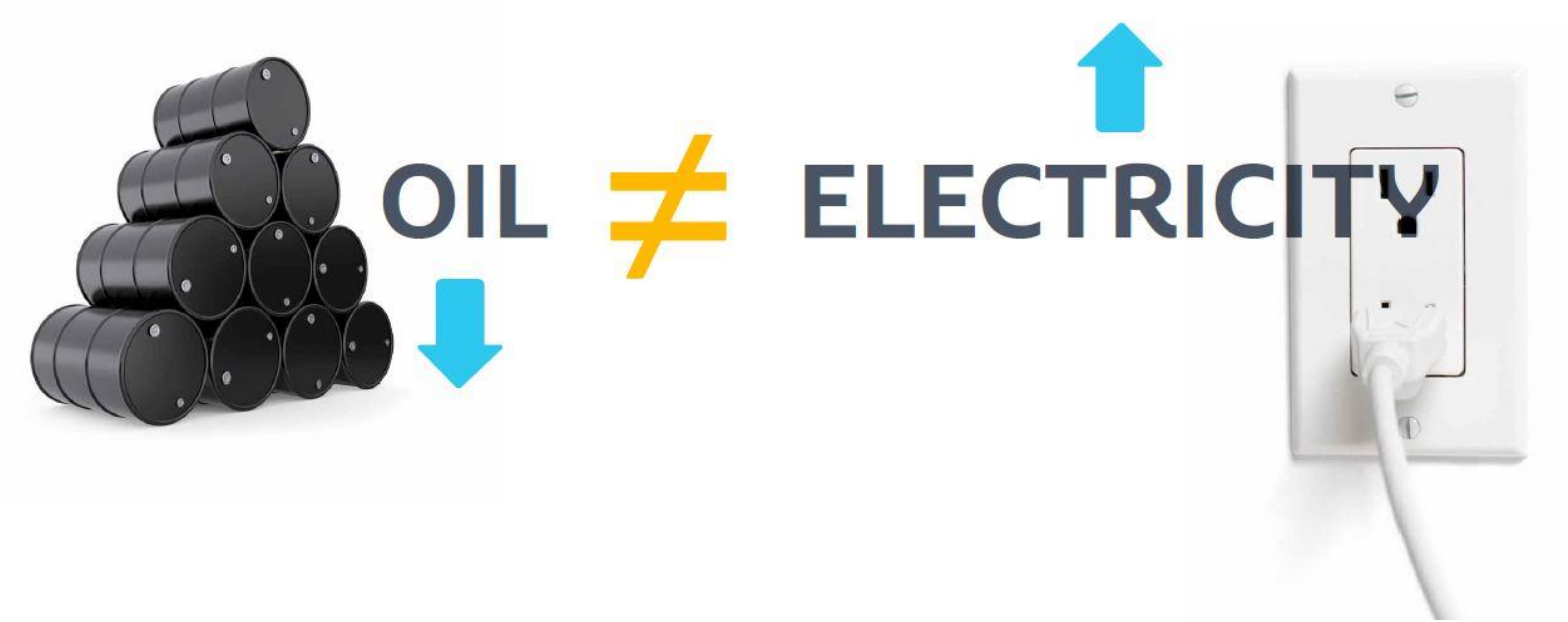
Increasing Electricity Rates

North American Electricity prices soaring higher*
and catching up to the high electricity rates paid in Europe.

***Expected to rise by 50% over the next 5 years**

Disclaimer: An estimate based on the past 5 year historical inflation in the price of electricity.

No Correlation to Falling Commodity Prices



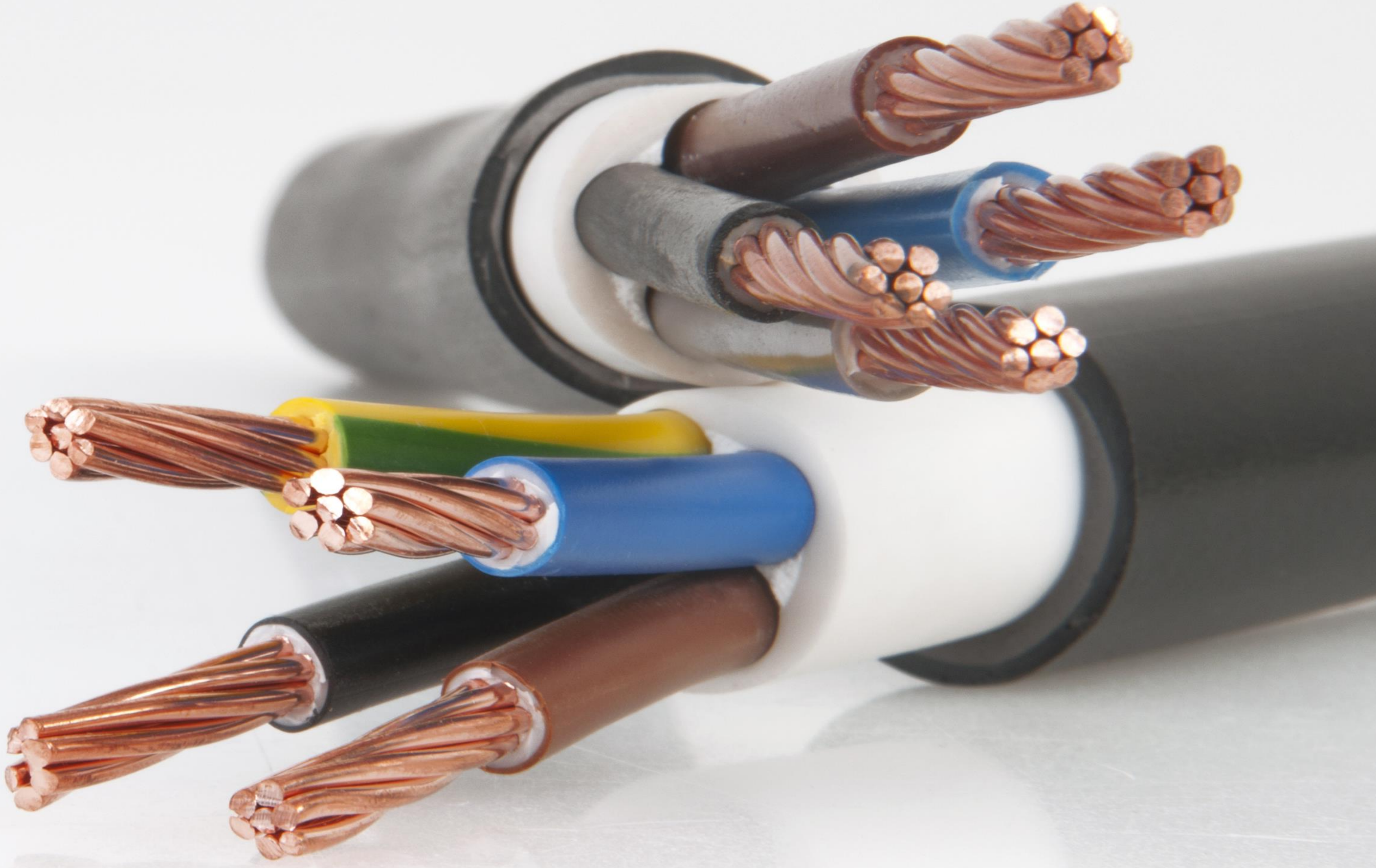
PROBLEM

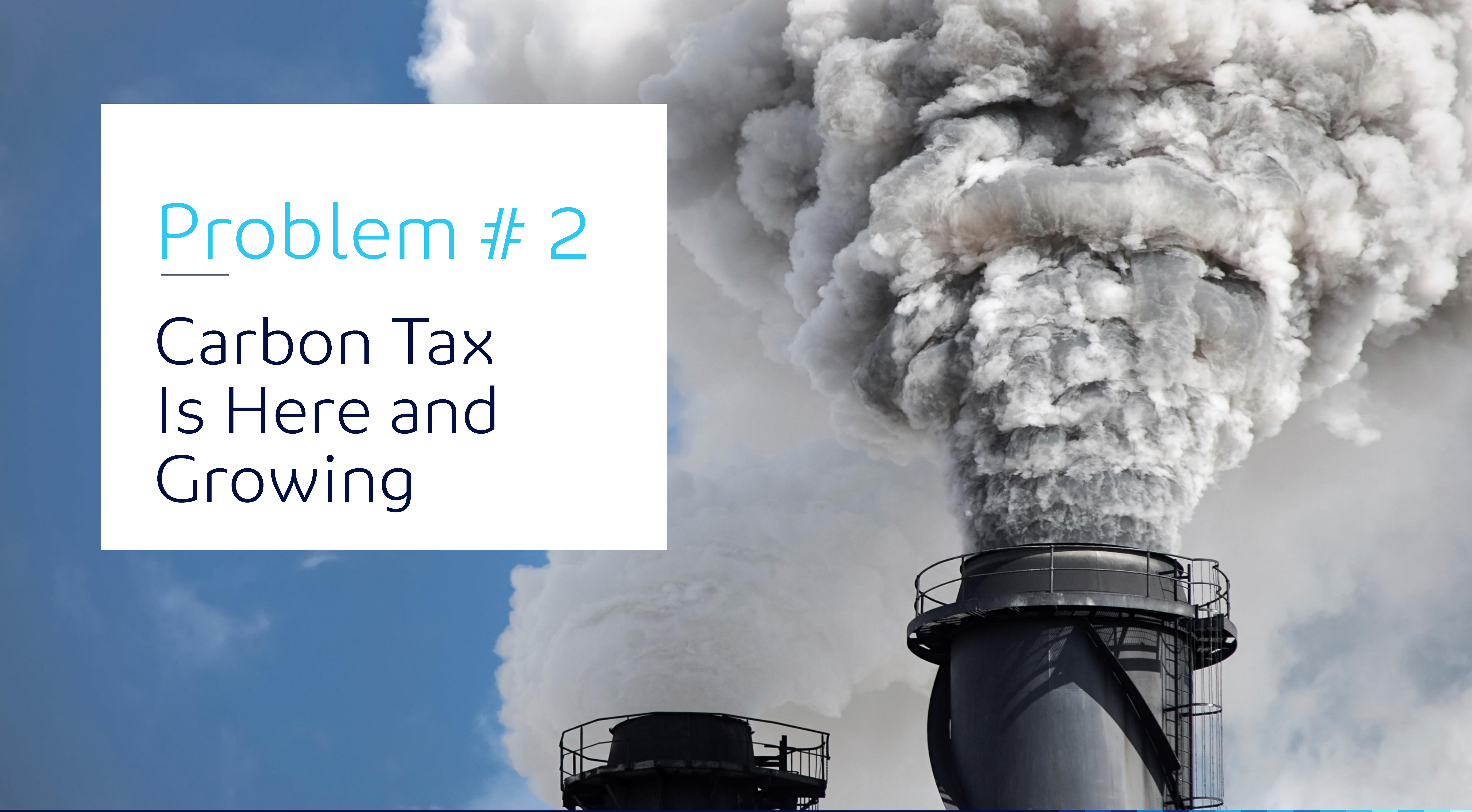
Reason

- High transmission and distribution costs

- Much more expensive to build “new generation” assets

- Local Distribution Companies (LDCs) struggling with increased operational costs





Problem # 2

Carbon Tax Is Here and Growing

Carbon Tax Growth

Canadian Provinces that have enacted or are planning carbon taxes

- British Columbia
- Alberta
- Quebec (Cap and Trade)
- Ontario (Cap and Trade)
- Manitoba (Cap and Trade)

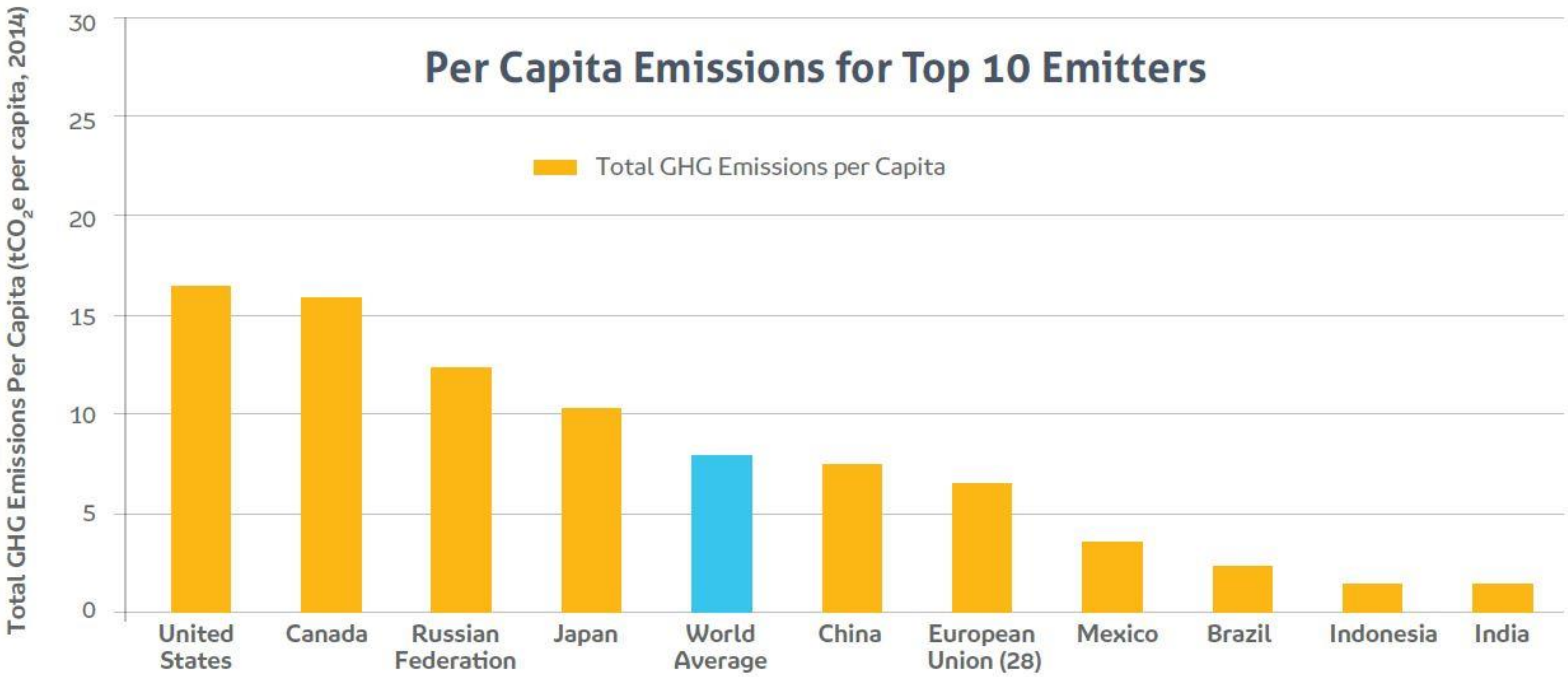
U.S States that have enacted or are planning carbon taxes

- Washington State
- Oregon
- New York
- Vermont
- Massachusetts
- California

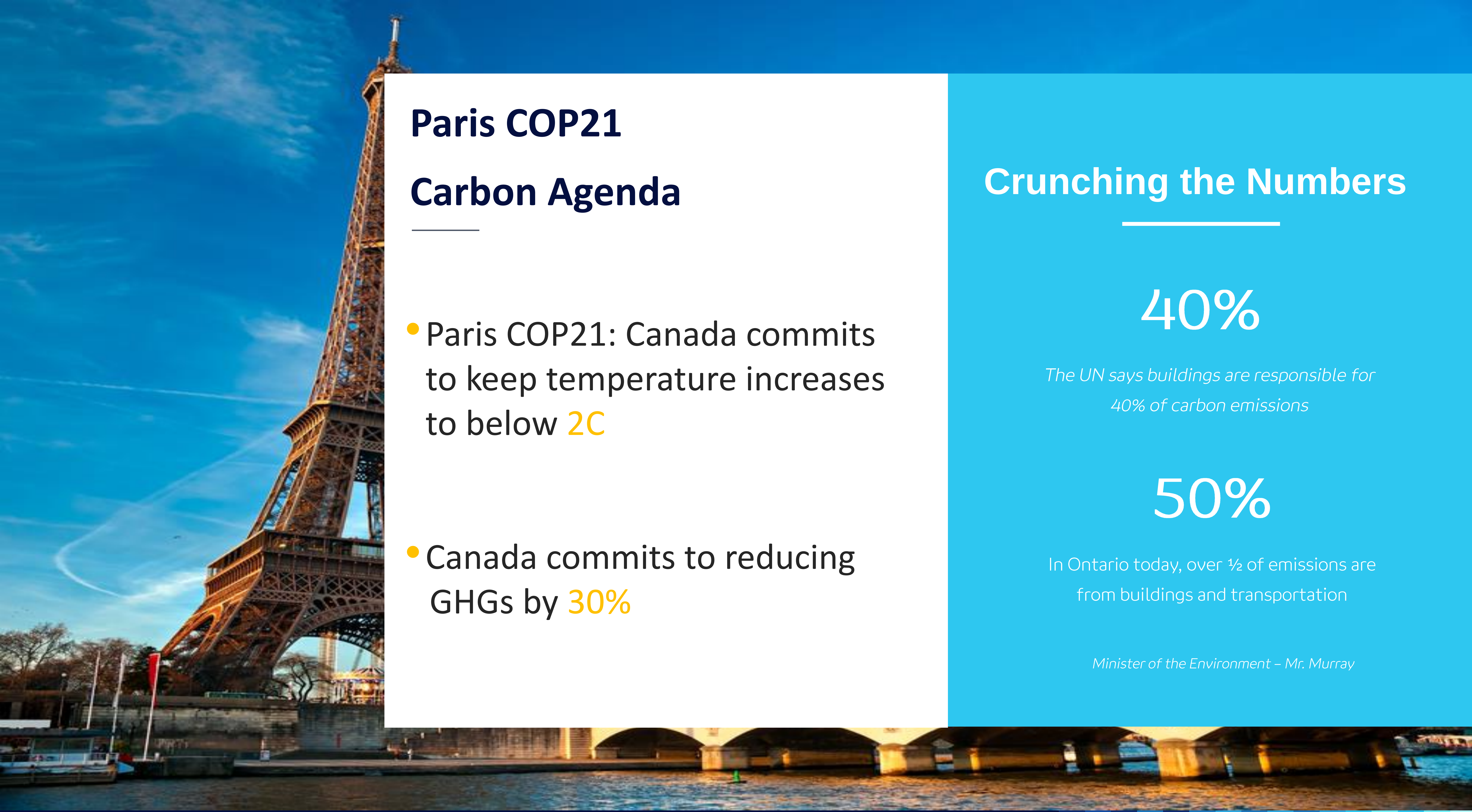
Other Countries

- Ireland
- Australia
- Chile
- Sweden
- Finland
- Great Britain
- New Zealand

Canada : Top Emitter



Source: Emission Database for Global Atmospheric Research. (2014)



Paris COP21

Carbon Agenda

- Paris COP21: Canada commits to keep temperature increases to below 2C
- Canada commits to reducing GHGs by 30%

Crunching the Numbers

40%

The UN says buildings are responsible for 40% of carbon emissions

50%

In Ontario today, over ½ of emissions are from buildings and transportation

Minister of the Environment – Mr. Murray

Problem = $1 Trillion Dollar Cost

Increasing Electricity Rates

+

Carbon Taxes

=

$1 TRILLION
economic cost to the North American economy over the next 10 years

Disclaimer: Based on estimates compiled by Management from various sources including the IEA, materials from COP21 and the Global Carbon Initiative.

Solution

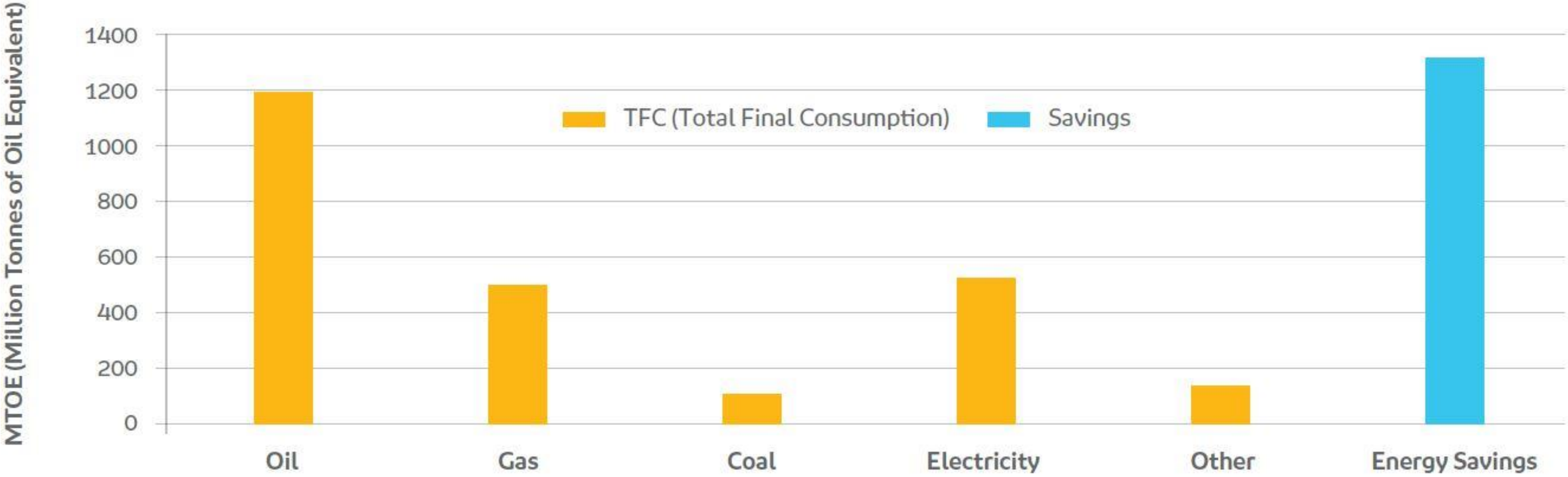
Energy Efficiency

> “Energy efficiency is the invisible powerhouse to improve our energy security, lower energy bills and move us closer to reaching our climate goals...”

IEA Report 2014

SOLUTION

Efficiency is the Fastest Growing “Fuel Source” Globally



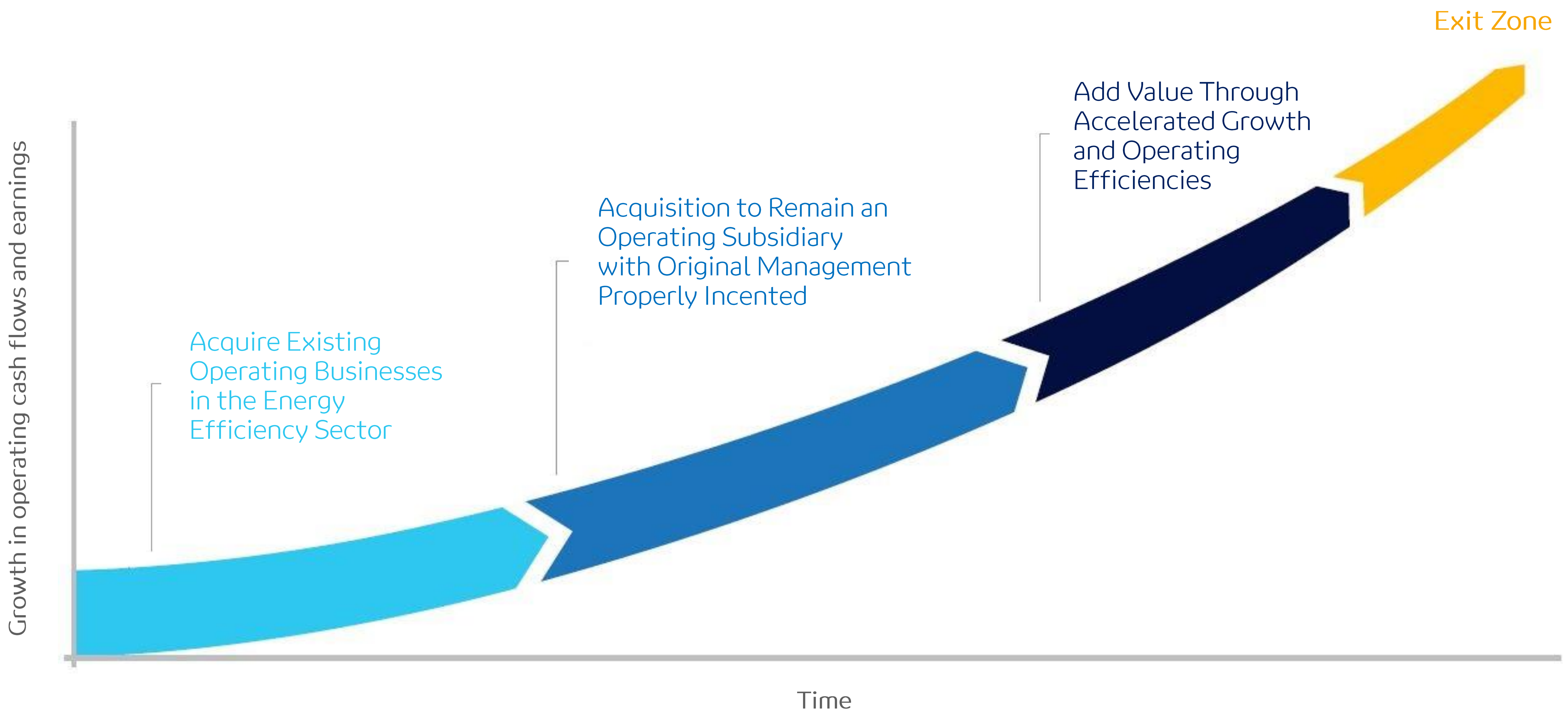
Generating energy efficiency savings, like producing oil, gas and other fuels, is the result of investments made over a period of time. As shown in this chart from the new IEA publication Energy Efficiency Market Report 2014, aggregate energy efficiency improvements in 11 select IEA member countries from 1973 to 2011 exceeded 56 exajoules (EJ), or 1 337 million tonnes of oil equivalent. That means that savings from energy efficiency over the period were equal to 59% of total final energy consumption (TFC) in those 11 IEA member countries, which represent more than 69% of total OECD TFC. The 11 countries evaluated are Australia, Denmark, Finland, France, Germany, Italy, Japan, the Netherlands, Sweden, the UK and the USA.

SOLUTION

Each $1 invested in energy efficiency displaces $3 of utility-scale transmission and distribution investment.

Source: www.aceee.org

Simple Value Creation Model



Private Equity Approach to Acquisitions

Private Companies

In the energy efficiency sector with cash flow and positive EBIT

Made in Canada

First round of acquisitions to be made in Canada

EBIT Acquisition model

of target 3.5 to 4.0 x EBIT

Business Owner(s)

Seeking an exit over a period of 3 to 5 years

Annual Revenues

$500K to $15 Million

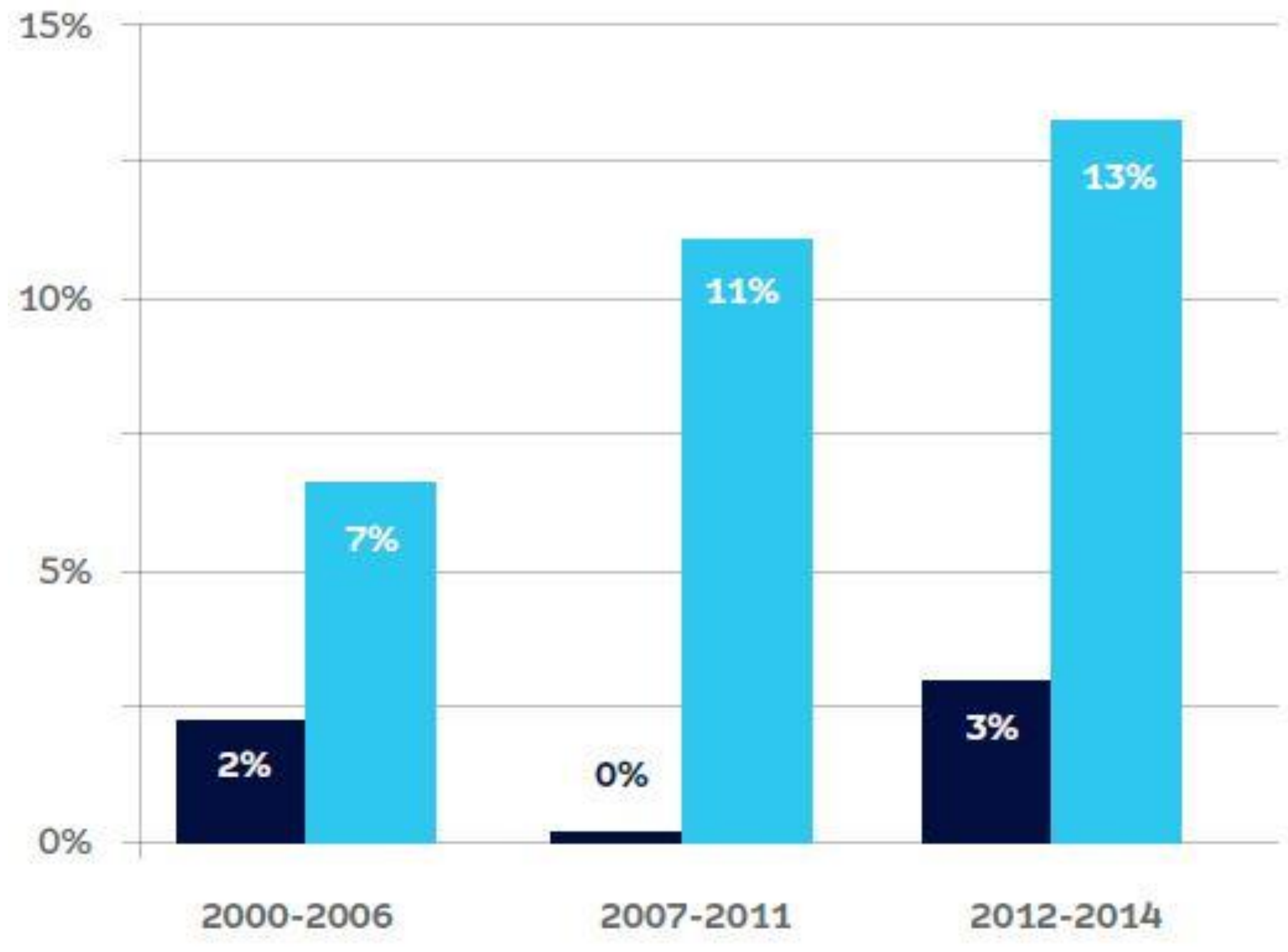
'Small Companies'

Operating in 'Large Market'

Private Equity Industry Performance

NORTH AMERICA

Revenue growth of PE-owned companies
Compared with underlying market growth



WESTERN EUROPE

Revenue growth of PE-owned companies
Compared with underlying market growth

Sources: CEPRES, IHS, Bain analysis as of June 30, 2015.

Note: Based on the blended average of 4,800 PE-owned companies compared with an identically weighted basket of market growth rates for their respective industries and regions.

Disclaimer: Kontrol is not a private equity fund but may employ certain private equity strategies in acquiring Operating Businesses. This is for illustration purposes only.

1st Acquisition Completed with RTO

- Nuvo Energy Grid Inc.
- 4% carried interest in Ghana solar PV project
- 50 Megawatt utility scale solar PV energy project in the Ashanti Region of Ghana
- 20 year Power Purchase Agreement and all permits anticipated in 2016
- Construction anticipated to commence in Q4, 2016

Disclaimer: RTO of Arrowhead Gold. See Listing Statement.

2nd Acquisition Completed with RTO

- Kontrol Technologies
- Approximately $320,000 in revenue in 2015 with a growing order backlog for 2016
- Over 200 energy efficiency retrofits completed over the past 5 years
- Primary service market is Ontario and recently expanded into Alberta and British Columbia

Clients include:

CAPREIT

DMS

GREENWIN

minto

SKYLINE

Disclaimer: RTO of Arrowhead Gold. See Listing Statement.

Significant Players in the Energy Efficiency Market

Johnson Controls
TESLA
ecobee
BLUEWATER POWER DISTRIBUTION CORPORATION
AMERESCO Green • Clean • Sustainable
GE
Honeywell
eDF
Fronius
Google
NRSTOR
ORTECH
[e] enphase ENERGY
WSP
LEDCOR GROUP

A $300 Billion annual market with double digit growth rates

Consolidation Accelerating

- Industry has started to consolidate at large cap level:
- Example: **Google recently acquired Nest Labs (Smart Energy Thermostat) for $3.2 Billion (10 x Revenues) and enters "energy automation" business**
- Example: **Direct Energy acquires Panoramic Power for $60 Million (12 x Revenues)**

Opportunity to consolidate at small and mid cap level

Convergence of Private and Public Sector

March 22, 2016 : CBC News : The Liberal government will spend $5 billion over the next five years on greening Canada's infrastructure and another $1.75 billion over the next two years toward developing a clean economy and protecting the environment

April 14, 2016 : Calgary Herald : The province (Alberta) will spend $645 million over five years on a new energy efficiency program to help Albertans curb their energy consumption in the face of a multibillion-dollar carbon tax

April 26, 2016 : CBC News : Canadian Forces to invest at least $100 Million in green infrastructure

May 25, 2016 : Ministry of Environment : Ontario Investing up to $900 Million in Energy Retrofits for Social Housing, Private Residential Apartment Buildings

Income with Growth Potential

20%+	8% + Common Shares	9%	3 years
Internal target rate of return on equity driven by acquisitions and/or investments	**Annual coupon (paid quarterly)**	**Dealing Rep Commission**	**Term to maturity**

- Debenture with 8% coupon plus Common Shares in Kontrol Energy Corp.
- Potential upside participation through Common Shares
- Third party Trustee under Indenture Agreement

Disclaimer: Common Shares are a one time allocation base on the value of the debenture subscribed for. Common Shares are subject to certain escrow restrictions.

Reporting Issuer

- Kontrol is a reporting issuer on the Canadian Securities Exchange (CSE)
- Kontrol is held to a higher standard of ongoing disclosure and reporting than a typical Non-reporting issuer in the Exempt Market
- Kontrol seeks to be a leader in:
    - Transparency
    - Accountability
    - Reporting

Ongoing Disclosure Requirement

Disclosure Requirement	Reporting Issuer (Kontrol Energy Corp.)	Non-Reporting Issuer
Quarterly Financial Statements	✓	✖
Quarterly Management Discussion & Analysis	✓	✖
Monthly Progress Report to CSE	✓	✖
Disclosure & Dissemination of Material Information	✓	✖
Quarterly Disclosure on Executive Compensation	✓	✖
Annual IFRS Audited Financial Statements	✓	✓
Annual update of Offering Documents for all Material Information	✓	✓
All Financial Statements & Reporting filed with Regulators	✓	✖
Business Acquisition Report (BAR) filed with Regulators	✓	✖
Independent Directors for the Board	✓	✖
All Financial Statements & Material Information published on SEDAR	✓	✖

Industry Risks

Risks	Risk Mitigation
Acquisition Risk The activity of identifying, negotiating and closing on any attractive investment opportunity is highly competitive and involves a high degree of uncertainty.	Management has a number of acquisition targets in various stages of due diligence. Management seeks a ratio of 5 targets for each acquisition creating a growing pipeline to execute on over a period of 5 years.
Government Policy The energy efficiency sector and its key sub-sectors of energy conversation, energy storage and power generation are subject to ongoing changes in municipal, provincial and federal government policy across Canada.	Kontrol does not intend to rely specifically on any government programs or government subsidies.

This is not a full listing of all the potential risks associated with this Offering. Please read the OM carefully.

Investment Risks

Risks	Risk Mitigation
Blind Pool There is no certainty as to how many Operating Businesses Kontrol will be able to acquire, and if Kontrol is unable to achieve a certain number of acquisitions it will have a negative impact on its business plans.	Management has successfully completed its first acquisition and has a number of acquisitions in various stages of due diligence.
Liquidity Risk There is no assurance that any investor who requires their investment redeemed during the term to maturity will be able to do so. There is no secondary market for the debentures.	Management has the option to redeem the debentures prior to the term to maturity.

This is not a full listing of all the potential risks associated with this Offering. Please read the OM carefully.

Issuer Risks

Risks	Risk Mitigation
Key Personnel/Management Risk The success of any small cap company (less than $100 Million in market capitalization) is highly dependant on management.	There are currently 3 C level executives responsible for the day to day operations of Kontrol. As acquisitions are added additional executives will be added to the team. It is anticipated that each acquisition will operate as a profit center with the acquiree actively involved in their respective business for a period of at least 3 years.
Financing Risk In addition to the net proceeds of the Offering, Kontrol may require additional capital to implement and achieve its objectives. There can be no assurance that debt or equity financing will be available.	Management anticipates that it can raise capital as required. Management is experienced in raising both debt and equity in the private and public markets.

This is not a full listing of all the potential risks associated with this Offering. Please read the OM carefully.

Issuer Risks

Risks	Risk Mitigation
Diversification Risk Kontrol operates in the Energy Efficiency sector and is focused on acquiring and/or investing in Operating Businesses which also operate in the Energy Efficiency sector. Kontrol will not be providing economic sector diversification across its acquisitions and/or investments.	Through an acquisition strategy targeting multiple sectors within the energy efficiency sector including energy conservation, energy storage and renewable power generation, Management anticipates that it can create a diversified basket of acquisitions. Each acquisition is anticipated to be synergistic and complimentary to the overall business of Kontrol.
Interest Rate Risk In a rising interest rate environment financing will be more expensive and potentially more difficult to source.	Management plans to execute on a number of acquisitions per annum. Management does not intend to raise capital too far in advance of each respective acquisition. Based on the current interest rate environment Management does not anticipate paying a higher coupon.

This is not a full listing of all the potential risks associated with this Offering. Please read the OM carefully.

Management Alignment

- Management owns the majority of the control interest in the Company and the balance owned by various shareholders
- Management common shares subject to various escrow restrictions over a 3 year period
- Management salaries below industry average by design

Management rewarded for execution and performance

A Socially Responsible Alternative

Our 10 year social responsibility goals are to:

- Reduce Greenhouse Gases not Released into the Atmosphere: **500,000Kg of Co_2** per year
- Reduce the equivalent of **5 Million car KM** per year

Tree Canada Partnership

Kontrol has recently partnered with Tree Canada to plant trees across Canada. Each tree planted can absorb up to **100 Tons of Co_2** during its lifetime.

Strong Management Team

Management Aligned with Stakeholders

Right Time for Disruption and Consolidation

Summary

GHG Reduction and Monetization

Numerous Acquisitions in Due Diligence

Acquisitions plus Organic Growth

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