Consolidated Financial Statements of

THERMAL ENERGY INTERNATIONAL INC.

Years ended May 31, 2019 and 2018

KPMG LLP
150 Elgin Street, Suite 1800
Ottawa ON K2P 2P8
Canada
Telephone 613-212-5764
Fax 613-212-2896

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Thermal Energy International Inc.

Opinion

We have audited the consolidated financial statements of Thermal Energy International Inc. (the Entity), which comprise:

- the consolidated statements of financial position as at May 31, 2019 and May 31, 2018
- the consolidated statements of comprehensive income for the years then ended
- the consolidated statements of changes in equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at May 31, 2019 and May 31, 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Other Information

Management is responsible for the other information. Other information comprises:

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.
- the information, other than the financial statements and the auditors' report thereon, included in a document likely to be entitled "Annual Report".

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

The information, other than the financial statements and the auditors' report thereon, included in a document likely to be entitled "Annual Report" is expected to be made available to us after the date of this auditors' report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this auditors' report is Mahesh Mani

Ottawa, Canada

September 30, 2019

THERMAL ENERGY INTERNATIONAL INC.

Consolidated Statements of Financial Position

May 31, 2019 and 2018
(Expressed in Canadian dollars)

	2019	2018
	$	$
Assets		
Current assets:		
Cash and cash equivalents (note 6)	**4,177,260**	3,282,208
Trade and other receivables (note 7)	**3,017,209**	2,749,640
Current tax receivable	**42,697**	52,344
Inventory (note 8)	**653,944**	439,792
Finance lease receivable (note 9)	**93,257**	89,141
	7,984,367	6,613,125
Non-current assets:		
Finance lease receivable (note 9)	**-**	93,257
Property, plant and equipment (note 10)	**260,202**	77,395
Intangible assets (note 11)	**2,175,262**	640,238
Goodwill (note 12)	**2,520,555**	1,216,501
Deferred tax assets (note 26)	**105,406**	51,632
	5,061,425	2,079,023
Total assets	**13,045,792**	8,692,148
Liabilities		
Current liabilities:		
Trade payables (note 14)	**914,497**	1,808,139
Current tax liabilities	**2,965**	-
Pensions and other employer obligations	**143,948**	95,441
Other liabilities (note 15)	**1,635,073**	1,765,697
Current portion of long-term debt (note 16)	**371,993**	-
Deferred revenue (note 17)	**2,604,590**	684,623
Provisions (note 18)	**283,478**	232,222
	5,956,544	4,586,122
Non-current liabilities:		
Contingent payable (note 29)	**110,148**	-
Long-term debt (note 16)	**2,633,867**	-
Deferred tax liabilities (note 26)	**450,681**	673
	3,194,696	673
Total liabilities	**9,151,240**	4,586,795
Equity		
Capital stock (note 19)	**32,464,780**	32,231,329
Contributed surplus	**4,002,683**	3,978,830
Accumulated other comprehensive income	**267,889**	282,292
Deficit	**(32,760,222)**	(32,335,936)
Equity attributable to owners of the parent	**3,975,130**	4,156,515
Non-controlling interest (note 21)	**(80,578)**	(51,162)
Total equity	**3,894,552**	4,105,353
Commitments (note 28)		
Total liabilities and equity	**13,045,792**	8,692,148

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

On behalf of the Board:

"Michael Williams" — Director

"William Ollerhead" — Director

THERMAL ENERGY INTERNATIONAL INC.

Consolidated Statements of Comprehensive Income

Years ended May 31, 2019 and 2018
(Expressed in Canadian dollars)

	2019	2018
	$	$
Revenue (note 23)	**21,083,256**	17,408,211
Cost of sales	**11,849,880**	9,074,188
Gross profit	**9,233,376**	8,334,023
Expenses:		
Administration	**4,711,270**	3,260,195
Selling, marketing and business development	**4,728,228**	4,471,849
Research and development	**71,703**	113,200
	9,511,201	7,845,244
Operating (loss) income	**(277,825)**	488,779
Finance costs	**(302,394)**	-
Finance revenue	**20,413**	32,225
(Loss) income before income taxes	**(559,806)**	521,004
Income taxes recovery (note 26)	**108,703**	98,475
Net (loss) income for the year	**(451,103)**	619,479
Items that may be reclassified subsequently to profit or loss:		
Exchange differences arising on translation of overseas operations	**(8,423)**	(64,600)
Total comprehensive (loss) income for the year	**(459,526)**	554,879
Net (loss) income for the year attributable to:		
Owners of the parent	**(424,286)**	638,998
Non-controlling interest (note 21)	**(26,817)**	(19,519)
Net (loss) income for the year	**(451,103)**	619,479
Total comprehensive (loss) income for the year attributable to:		
Owners of the parent	**(438,689)**	578,055
Non-controlling interest (note 21)	**(20,837)**	(23,176)
Total comprehensive (loss) income for the year	**(459,526)**	554,879
Net (loss) income per share - basic and diluted (note 27)	**(0.003)**	0.004

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

THERMAL ENERGY INTERNATIONAL INC.

Consolidated Statements of Changes in Equity

Years ended May 31, 2019 and 2018
(Expressed in Canadian dollars)

	Capital stock $	Contributed surplus $	Deficit $	Accumulated other comprehensive income $	Total attributable to owners of the parent $	Non-controlling interest $	Total equity $
Balance at June 1, 2017	32,231,329	3,929,224	(32,974,934)	343,235	3,528,854	(19,695)	3,509,159
Share-based compensation (note 22)	-	49,606	-	-	49,606	-	49,606
Dividends paid						(8,291)	(8,291)
Transactions with owners	-	49,606	-	-	49,606	(8,291)	41,315
Net income (loss) for the year	-	-	638,998	-	638,998	(19,519)	619,479
Other comprehensive loss: exchange differences arising on translation of overseas operations	-	-	-	(60,943)	(60,943)	(3,657)	(64,600)
Total comprehensive income (loss) for the year	-	-	638,998	(60,943)	578,055	(23,176)	554,879
Balance at May 31, 2018	32,231,329	3,978,830	(32,335,936)	282,292	4,156,515	(51,162)	4,105,353
Balance at June 1, 2018	**32,231,329**	**3,978,830**	**(32,335,936)**	**282,292**	**4,156,515**	**(51,162)**	**4,105,353**
Share-based compensation (note 22)	**-**	**115,346**	**-**	**-**	**115,346**	**-**	**115,346**
Stock options excercised (note 19)	**233,451**	**(91,493)**	**-**	**-**	**141,958**	**-**	**141,958**
Dividends paid	**-**	**-**	**-**	**-**	**-**	**(8,579)**	**(8,579)**
Transactions with owners	**233,451**	**23,853**	**-**	**-**	**257,304**	**(8,579)**	**248,725**
Net loss for the year	**-**	**-**	**(424,286)**	**-**	**(424,286)**	**(26,817)**	**(451,103)**
Other comprehensive (loss) income: exchange differences arising on translation of overseas operations	**-**	**-**	**-**	**(14,403)**	**(14,403)**	**5,980**	**(8,423)**
Total comprehensive loss the year	**-**	**-**	**(424,286)**	**(14,403)**	**(438,689)**	**(20,837)**	**(459,526)**
Balance at May 31, 2019	**32,464,780**	**4,002,683**	**(32,760,222)**	**267,889**	**3,975,130**	**(80,578)**	**3,894,552**

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

THERMAL ENERGY INTERNATIONAL INC.

Consolidated Statements of Cash Flows

Years ended May 31, 2019 and 2018
(Expressed in Canadian dollars)

	2019	2018
	$	$
Operating activities:		
Net (loss) income for the year	**(451,103)**	619,479
Add items not involving cash:		
Depreciation of property, plant and equipment (note 10)	**84,509**	44,342
Gain on disposal of assets (note 10)	**(321)**	(4,918)
Amortization of intangible assets (note 11)	**253,976**	-
Finance revenue	**(20,413)**	(32,225)
Finance costs	**302,394**	-
Share-based compensation (note 22)	**115,346**	49,606
Income tax recovery (note 26)	**(108,703)**	(98,475)
Unrealized foreign exchange and translation adjustments	**69,233**	(44,568)
Changes in working capital:		
Trade and other receivables	**203,296**	(43,516)
Inventory	**8,106**	30,547
Trade payables	**(995,414)**	64,107
Deferred revenue	**1,717,634**	(942,194)
Other liabilities	**(372,688)**	739,208
Income taxes paid	**(4,598)**	(103,975)
Interest received on finance lease	**11,711**	32,225
Other interest received	**-**	349
Interest paid	**(242,660)**	(2,302)
Net cash provided by operating activities	**570,305**	307,690
Investing activities:		
Finance lease principal payments received	**45,289**	77,329
Acquisition of subsidiary, net of cash (note 4)	**(2,672,894)**	0
Proceeds from disposal of property, plant and equipment (note 10)	**6,833**	9,157
Additions to property, plant and equipment (note 10)	**(73,498)**	(49,551)
Net cash provided by (used in) investing activities	**(2,694,270)**	36,935
Financing activities:		
Issuance of long-term debt (note 16)	**2,893,959**	-
Stock options excercised (note 19)	**141,958**	-
Dividend paid	**(8,579)**	(8,291)
Net cash provided by (used in) financing activities	**3,027,338**	(8,291)
Increase in cash and cash equivalents for the year	**903,373**	336,334
Cash and cash equivalents, beginning of year	**3,282,208**	2,950,140
Exchange differences on cash and cash equivalents	**(8,321)**	(4,266)
Cash and cash equivalents, end of year	**4,177,260**	3,282,208

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

1. Nature of operations:

Thermal Energy International Inc. (the "parent") was incorporated under the Ontario Business Corporations Act on May 22, 1991 and is primarily engaged in the development, engineering and supply of pollution control, heat recovery systems, and condensate return solutions. The parent company's common shares are listed on the TSX Venture Exchange ("TSX.V") under the symbol TMG. The primary office is located at Suite 850, 36 Antares Drive, Ottawa, Ontario, K2E 7W5.

These consolidated financial statements were approved and authorized for issue by the Board of Directors on September 27, 2019. The consolidated financial statements comprise the financial results of the parent and its subsidiaries (collectively known as the "Company") for the years ended May 31, 2019 and 2018.

2. Basis of presentation:

(a) Statement of compliance:

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The policies applied in these consolidated financial statements are based on IFRS issued and effective as of September 27, 2019, the date the Board of Directors approved the consolidated financial statements.

(b) Measurement basis:

The financial statements have been prepared on a historical cost basis except as permitted by IFRS and as otherwise indicated within these notes.

(c) Significant accounting judgements and estimates:

The preparation of these consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. The judgements, estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of the valuation of assets and liabilities that are not readily apparent from other sources. The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates and assumptions are recognized in the year in which they are revised and in any future periods affected. Actual results may differ from these estimates, judgements and assumptions.

2. Basis of presentation (continued):

(c) Significant accounting judgements and estimates (continued):

The critical estimates include:

- Business combinations:

  The identifiable assets acquired and liabilities assumed as part of a business combination are measured at the date of acquisition at their fair values. In estimating fair value, the Company uses market observable data to the extent it is available. In cases when Level 1 inputs are not available, the measurement of fair value involves the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen.

- Impairment:

  An impairment loss is recognized for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results and, in the case of other intangible assets, determines an applicable royalty rate. These assumptions relate to future events and circumstances. The actual results may vary and may cause significant adjustments to the Company's assets within the next financial year.

  In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors. Further information on the estimates used in determining the recoverable amount of other intangible assets and goodwill is provided in notes 11 and 12 respectively.

- Future production outputs related to the finance lease:

  When a new finance lease or amendment is signed, in determining minimum lease payments receivable, management makes estimates regarding monthly energy outputs of the leased asset based on assumptions regarding the efficiency of the asset, the operations of the plant in which it is located, penalty payments resulting from temporary plant shut-downs and residual value of the equipment. These assumptions relate to future events and circumstances. Actual results may vary from estimate. Further information on the future production outputs related to the finance lease is provided in note 9.

2. Basis of presentation (continued):

(c) Significant accounting judgements and estimates (continued):

The critical estimates include (continued):

- Assumptions used in the Black-Scholes fair value calculations:

  The estimation of share-based payment expense requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. In calculating the share-based payment expense, key estimates such as the rate of forfeiture of options granted, the expected life of the option, the volatility of the Company's share price and the risk-free interest rate are used. Further details of inputs used in the measurement of fair values at grant date are provided in note 22.

- Expected credit loss:

  The valuation of allowances for uncollectable trade receivables requires assumptions including estimated credit losses based on the Company's knowledge of the financial conditions of its customers, historical experience and general economic conditions.

- Heat recovery solutions contract revenue:

  The stage of completion of any heat recovery solutions contract is assessed by management by taking into consideration all information available at the reporting date. In this process, significant estimates are made about milestones and the estimated costs to complete work.

- Deferred tax assets:

  Deferred tax assets are recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable income will be available against which they can be utilized. These estimates are reviewed at every reporting date. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of the reversal of temporary differences, future taxable income and future tax planning strategies.

2. Basis of presentation (continued):

(c) Significant accounting judgements and estimates (continued):

The critical judgements include:

- Business combinations:

  Judgement is applied in determining whether an acquisition is a business combination or an assets acquisition. Judgement is also required to assess whether the amounts payable on achievement of certain milestones represent contingent consideration or remuneration for post-acquisition services. When such amounts represent contingent consideration, judgement is applied on classification of such contingent consideration as equity or liability. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as a liability is remeasured at fair value at each reporting date and subsequent changes in the fair value are recognised in profit or loss.

- Revenue recognition:

  Contracts with customers often include promises to deliver multiple goods and services. Judgement is applied in determining whether the goods and services are distinct, and should be accounted for as separate performance obligations, or together as a combined performance obligation. In allocating the consideration received among the multiple elements of a revenue arrangement, management must make estimates in determining the standalone selling prices (“SSP”) for distinct performance obligations. The Company uses specific parameters as detailed in note 3(n) to estimate SSP for distinct sales of goods and rendering of services. For contracts for heat recovery solutions, the Company exercises judgement in determining the appropriate method for measuring progress over time. Various inputs as detailed in note 3(n) are used to determine progress for recognising revenue over time. Changes to these inputs may result in different estimates of completion of performance obligations and timing of revenue recognition. When a percentage of completion estimate is used, estimates related to cost to complete are routinely revised based on changes of the facts relating to each contract.

(d) Functional currency and foreign currency translation:

These consolidated financial statements are presented in Canadian dollars, which is the functional currency of the parent. The functional currency of each entity consolidated with the Company is determined by the currency of the primary economic environment in which it operates along with consideration of other relevant factors.

2. Basis of presentation (continued):

(d) Functional currency and foreign currency translation (continued):

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period: monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange prevailing at that date; non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are retranslated at the rates of exchange prevailing at the date when fair value was determined; and non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are not retranslated. Such exchange differences arising from translation at year-end are recognized in profit or loss.

Foreign operations are translated from their functional currencies into Canadian dollars on consolidation by applying the exchange rates prevailing at the end of the reporting year for assets and liabilities and the average exchange rate for the year for consolidated statements of comprehensive income items. Such exchange differences, including differences that arise relating to long-term inter-company balances that form part of the net investment in the foreign operation, are recognized in other comprehensive income or loss. On disposal of a foreign entity, the related cumulative translation differences recognized in equity are reclassified to profit or loss and are recognized as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the end of each reporting year. These exchange differences are recognized in accumulated other comprehensive income.

3. Significant accounting policies

(a) Basis of consolidation:

The consolidated financial statements incorporate the financial statements of the parent, which is the ultimate parent, and its subsidiaries. Subsidiaries are consolidated from the date on which the parent company obtains control and continue to be consolidated until control ceases. Control is established when the parent company is exposed to, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiaries are prepared using consistent accounting policies and all material inter-company transactions are eliminated in full upon consolidation.

(Expressed in Canadian dollars except share amounts)

3. Significant accounting policies (continued):

(a) Basis of consolidation (continued):

Where the ownership of a subsidiary is less than 100% and a non-controlling interest thus exists, any losses of that subsidiary are attributed to the owners of the parent and to the non-controlling interest even if that results in the non-controlling interest having a deficit balance. Non-controlling interest presented as part of equity represents the portion of a subsidiary's net income or loss and net assets that are not held by the Company. The Company attributes total comprehensive income of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

The following subsidiaries have been consolidated within the consolidated financial statements:

Name of subsidiary	Place of incorporation	Ownership interest	Functional currency	Principal activity
Thermal Energy International (UK) Ltd.[1]	United Kingdom	100%	GBP	Manufacture and sale of condensate return solutions and sale of heat recovery solutions
Thermal Energy International Corporation [2]	Delaware, U.S.	100%	USD	Sale of heat recovery and condensate return solutions
Boilerroom Equipment Inc. [2] [3]	Pennsylvania, U.S.	100%	USD	Sale of indirect contact heat recovery units
2003356 Ontario Inc.	Ontario, Canada	100%	CAD	Non-operating
2153639 Ontario Inc. [4]	Ontario, Canada	100%	CAD	Holding company
GEMchem Ltd. [1]	United Kingdom	67%	GBP	Sale of water treatment products and services
Thermal Energy International (Guangzhou) Ltd. [4]	Guangzhou, China	55%	CAD	Sale of heat recovery and condensate return solutions

(1) Thermal Energy International (UK) Ltd owns 67% of GEMchem Ltd., a company incorporated in the United Kingdom.
(2) Thermal Energy International Corporation owns 100% of Boilerroom Equipment Inc., a company incorporated in the United States.
(3) Thermal Energy International Corporation acquired Boilerroom Equipment Inc. on June 29, 2018. Further information is provided in note 4.
(4) 2153639 Ontario Inc. owns 55% of Thermal Energy International (Guangzhou) Ltd., a company incorporated in China.

All subsidiaries have a reporting date of May 31.

Information relating to each of the Company's subsidiaries that have non-controlling interest can be found in note 21.

3. Significant accounting policies (continued):

b) Business combinations:

The Company measures goodwill as the fair value of the consideration transferred including any contingent consideration to be transferred and the recognized amount of any non-controlling interest in the acquired entity, less the net recognized amount of the fair value of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. When the excess is negative, a bargain purchase gain is recognized immediately in profit or loss. The Company elects on a transaction-by-transaction basis whether to measure non-controlling interest at fair value or at their proportionate share of the recognized amount of the identifiable net assets at the acquisition date. If the business combination is achieved in stages, the acquisition date fair value of the previously held interest in the acquired entity is re-measured to fair value as at the acquisition date through profit or loss. Transaction costs, other than those associated with the issue of debt or equity securities that the Company incurs in connection with a business combination, are expensed as incurred.

(c) Cash and cash equivalents:

Cash and cash equivalents in the consolidated statements of financial position comprise cash at banks and on hand, and highly liquid investments with an original maturity of three months or less, and which are readily convertible into a known amount of cash and which are subject to an insignificant risk of change in value.

(d) Inventories:

Inventories are valued at the lower of cost and net realizable value. Cost is determined by the first in, first out method and includes all direct costs and an appropriate proportion of fixed and variable overheads where applicable. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated selling costs.

(e) Leases:

(i) The Company as a lessor - finance leases:

Finance leases are those where substantially all of the benefits and risks of ownership of the equipment are transferred to the customer. Sales revenue recognized at the inception of the lease represents the fair value of the asset or, if lower, the present value of the minimum lease payments, net of any executory costs and related profit included therein, computed at the market rate of interest. The cost of sale recognized at the commencement of the lease term is the cost, or carrying amount if different, of the leased property less the present value of the unguaranteed residual value. Unearned finance income, effectively the difference between the total minimum lease payments adjusted for executory costs and the aggregate present value, is deferred and presented as finance lease receivable in the consolidated statements of financial position.

3. Significant accounting policies (continued):

(e) Leases (continued):

(i) The Company as a lessor - finance leases (continued):

Finance lease income is allocated to accounting years over the lease term so as to reflect a constant periodic rate of return on the Company's net investment in the lease.

Finance leases receivable are measured at total estimated minimum lease payments receivable, net of estimated expected finance revenue. Finance leases receivable are assessed for recoverability at each year end. Any indication of impairment of the net investment in lease will result in a write-down to the revised estimated recoverable amount. Indications that a finance lease receivable may be impaired include customers experiencing significant financial difficulties, the increasing possibility of a customer going bankrupt or undergoing a financial restructuring and payment default or delays.

(ii) The Company as a lessee:

The economic ownership of a leased asset is transferred to the lessee whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. The related asset is then recognized at the inception of the lease at the fair value of the leased asset or, if lower, the present value of the lease payments plus incidental payments, if any. A corresponding amount is recognized as a finance leasing liability, irrespective of whether some of these lease payments are payable up-front at the date of inception of the lease. The corresponding finance leasing liability is reduced by lease payments less finance charges, which are expensed as part of administrative expenses. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to profit or loss over the year of the lease.

All other leases are classified as operating leases. Payments on operating lease agreements are recognized as an expense on a straight line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

(f) Property, plant and equipment:

Property, plant and equipment are initially recognized at acquisition cost and are subsequently carried at cost less accumulated depreciation and accumulated impairment losses. Subsequent costs of replacing components are recognized only if it is probable that future economic benefits embodied within the component will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognized. The cost of other replacement parts and general servicing of property, plant and equipment is recognized immediately in profit or loss.

3. Significant accounting policies (continued):

(f) Property, plant and equipment (continued):

Depreciation is computed using the following annual rates and methods which reflect the estimated useful life of the assets less estimated residual value:

Asset	Method
Plant and equipment	5 years straight-line
Furniture and fixtures	5 years straight-line
Laboratory equipment	5 years straight-line
Computers	3 years straight-line
Leasehold improvements	3 years straight-line
Motor vehicles	4 years straight-line

Depreciation methods, useful lives and residual values are reviewed at each reporting year and adjusted if appropriate. In the case of assets held under finance leases, expected useful lives are determined by reference to comparable owned assets or over the term of the lease, if shorter. Depreciation and impairment charges are included within administrative expenses.

(g) Intangible assets:

Intangible assets were acquired with the acquisition of Gardner Energy Management on July 1, 2008, and Boilerroom Equipment Inc. on June 29, 2018. Intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, if any. Amortization is computed using the following rates and methods which reflect the estimated useful life of the assets:

Asset	Method
Trade names and trademarks	indefinite life
Non-compete agreements	2 years straight-line
Industrial know-how	5 years straight-line
Designs and drawings	5 years straight-line
Customer relationships	5 - 6 years straight-line
Existing technology	7 years straight line
Proprietary software	4 years straight line
Brand portfolio	indefinite life

Amortization methods, useful lives and residual values are reviewed at each reporting year and adjusted if appropriate. Intangible assets with indefinite lives are subject to annual impairment testing. See note 3(i) for a description of impairment testing procedures.

3. Significant accounting policies (continued):

(g) Intangible assets (continued):

The indefinite life intangible assets represent the GEM™ Trade Name and Trademark and the Brand portfolio of Boilerroom Equipment Inc., which are used to set the product apart from those of competitors producing traditional mechanical steam traps or indirect contact heat recovery units. Management considers the reputation of the GEM™ product and the Brand portfolio as continuing to strengthen and cannot be assigned a finite life after which it will have no value.

Amortization is included within administrative expenses.

(h) Goodwill:

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. See note 3(b) for information on how goodwill is initially determined. Goodwill is carried at cost less accumulated impairment losses. See note 3(i) for a description of impairment testing procedures. Impairment losses on goodwill are not reversed.

(i) Impairment:

The carrying values of all property and equipment and intangible assets with a finite useful-life are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The carrying values of goodwill and intangible assets with an indefinite useful life are reviewed for impairment on an annual basis.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Company at which management monitors goodwill.

An impairment loss is recognized for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget. Discount factors are determined individually for each cash-generating unit and reflect their respective risk profiles as assessed by management.

3. Significant accounting policies (continued):

(i) Impairment (continued):

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

Impairment testing of indefinite-lived intangible assets is performed using the relief from royalty method, which requires management to estimate expected future revenue from sales of the product to which the indefinite-lived intangible assets relate and determine an appropriate royalty rate to apply to the future revenue. The royalty rate is subject to estimation uncertainty and reflects company and product specific factors as assessed by management.

(j) Provisions, contingent liabilities and contingent assets:

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized, unless it was assumed in the course of a business combination.

3. Significant accounting policies (continued):

(k) Warranties:

The Company warrants its condensate return solution product against defects for 10 years and does not offer extended warranties beyond 10 years. A provision for warranty expense is recorded when the revenue for the related product is recognized. The provision is based upon the terms of the warranty, the Company's historical experience and management estimates of future expense for replacement or repairs. The provision is charged to cost of sales.

(l) Equity:

Capital stock represents the amount received on the issue of shares, less share issue expenses, net of any underlying income tax benefit from the issuance costs.

Contributed surplus includes charges related to stock options and warrants. When stock options and warrants are exercised, the related compensation cost is transferred to capital stock.

Deficit includes all current and prior year retained losses.

Accumulated other comprehensive income represents foreign currency translation differences arising on the translation of the Company’s foreign subsidiaries, net of income taxes. All transactions with owners of the parent are recorded separately in equity.

(m) Equity-settled share-based compensation:

The Company offers an equity-settled share-based compensation plan for its directors, employees and certain contractors. None of the Company’s plans feature any options for a cash settlement.

All goods and services received in exchange for the grant of any share-based payments are measured at their fair values, unless that fair value cannot be estimated reliably. If the entity cannot estimate reliably the fair value of the goods or services received, the entity shall measure their value indirectly by reference to the fair value of the equity instruments granted. For the transactions with employees and others providing similar services, the Company measures the fair value of the services received by reference to the fair value of the equity instruments granted.

All equity-settled share-based payments (except warrants to brokers) are ultimately recognized as an expense in profit or loss with a corresponding credit to contributed surplus. Equity-settled share-based payments to brokers, in respect of an equity financing are recognized as issuance cost of the equity instruments with a corresponding credit to contributed surplus.

3. Significant accounting policies (continued):

(m) Equity-settled share-based compensation (continued):

If vesting years or other vesting conditions apply, the expense is allocated over the vesting year, based on the best available estimate of the number of awards expected to vest. Non-market vesting conditions are included in assumptions about the number of awards that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current year. No adjustment is made to any expense recognized in prior years if awards ultimately exercised are different to that estimated on vesting.

Each tranche of an award with different vesting dates is considered a separate grant for the calculation of fair value and the resulting fair value is amortized over the vesting year of the respective tranches.

When stock options are exercised, any consideration paid by employees is credited to capital stock in addition to the amount previously recorded in contributed surplus relating to those options.

(n) Revenue recognition:

The Company adopted IFRS 15 “Revenue from Contracts with Customers” on June 1, 2018. Further information is provided in note 3(v) on the impact of adopting the new accounting policy.

Revenue is recognized when the Company transfers control of goods or services to customers at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services. Some of the Company’s contracts include multiple products and services. Products and services that are generally capable of being distinct are accounted for as separate performance obligations. When a contract includes a series of goods and services that are substantially the same and have the same pattern of transfer to the customer, these are accounted for as a single performance obligation.

3. Significant accounting policies (continued):

(n) Revenue recognition (continued):

Revenue comprises revenue from the sale of goods and rendering of services, as described below.

Nature of products and services

Sale of goods

Revenue is recognized upon transfer of control of promised goods to the customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods. The Company's goods are generally distinct and accounted for as separate performance obligations. A good is distinct if the customer can benefit from it on its own or together with other readily available resources, and the Company's promise to transfer the good is separately identifiable from other promises in the contractual arrangement with the customer. Amounts received in advance of meeting the revenue recognition criteria is recorded as deferred revenue on the consolidated statements of financial position. Products shipped prior to agreed billing terms are included in unbilled product revenue.

Rendering of services

Services comprise surveys, installation of goods, project development and after-sales service and maintenance. Revenue is recognized when the services are provided by reference to the stage of completion of the contract at the reporting date.

Amounts received in advance of meeting the revenue recognition criteria is recorded as deferred revenue on the consolidated statements of financial position. Services rendered prior to agreed billing terms are included in unbilled product revenue.

Contracts for heat recovery solutions

The Company provides heat recovery solutions specifically customized to each customer. Revenue is recognized over time when the customer simultaneously receives and consumes the benefits provided through the entity's performance as the Company performs or when the Company creates or enhances an asset that the customer controls as the asset is created and enhanced, or when the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

The stage of completion is determined by reference to the costs incurred relative to total estimated costs to determine the extent of progress towards completion ("input" method). Only those contract costs that reflect work performed are included in costs incurred to date.

The timing of revenue recognition often differs from contract payment schedules, resulting in revenue that has been earned but not billed. These amounts are included in unbilled receivables. Amounts billed in accordance with customer contracts, but not yet earned, are recorded and presented as part of deferred revenue.

3. Significant accounting policies (continued):

(n) Revenue recognition (continued):

Multi-element arrangements

The Company provides its heat recovery solutions, GEM™ product, installation and servicing on a standalone basis or as part of a multiple element arrangement. Stand-alone sales include sales of heat recovery solution systems or GEM™ steam traps. When sold in a multiple element arrangement, the heat recovery solution systems or GEM™ steam traps are considered separate performance obligations as they are separately identifiable from other promises in the contract. The total consideration for the arrangement is allocated to the separate performance obligations based on their SSP and the revenue is recognized for each unit when the requirements for revenue recognition have been met. The Company determines the SSP of each performance obligation based on the specific parameters and model used in determining the contract price, price lists and historical pricing for stand-alone sales of the same goods or services.

Interest revenue and expenses

Interest revenue and expenses are reported on an accrual basis using the effective interest method.

(o) Post employee benefits and short-term employee benefits:

Certain subsidiaries of the Company provide post-employment benefits through defined contribution plans. A defined contribution plan is a pension plan under which the Company pays fixed contributions into an independent entity. The Company has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution.

The cost of the Company's pension benefits for defined contribution plans are expensed when employees have rendered services entitling them to contributions.

Short-term employee benefits, including vacation entitlement, are current liabilities included in “pension and other employee obligations”, measured at the undiscounted amount that the Company expects to pay as a result of the unused entitlement.

(p) Research costs and government assistance:

The Company carries on various research programs, and from time to time these are funded by the Government of Canada. Funding received is accounted for using the cost reduction approach and is netted against research costs. Research costs are expensed as incurred.

3. Significant accounting policies (continued):

(q) Investment tax credits:

Credits claimed in connection with research and development activities are accounted for using the cost reduction method. Under this method, assistance and credits relating to the acquisition of equipment is deducted from the cost of the related assets, and those relating to current expenditures, which are primarily salaries and related benefits, are included in the determination of profit or loss as a reduction of the research and development expenses.

(r) Income taxes:

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting years, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting year.

Deferred income taxes are calculated using the liability method on temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities. Deferred tax liabilities are always recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that future taxable income will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the taxable temporary difference arises from the initial recognition of goodwill or the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income or loss, nor the income or loss for the year reported in the Company's statements of comprehensive income (loss).

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognized to the extent that it is probable that there will be sufficient taxable income against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured, without discounting, at the tax rates that have been enacted or substantively enacted by the end of the reporting year and applicable in the year in which the liability is expected to be settled or the asset realized.

3. Significant accounting policies (continued):

(r) Income taxes (continued):

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

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

(s) Earnings per share:

The Company presents basic and diluted earnings per share data for its common shares. Basic earnings per share is calculated by dividing the earnings attributable to owners of the parent by the weighted average number of common shares outstanding during the year. The diluted earnings per share is determined by adjusting the earnings attributable to owners of the parent and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares, which comprise options outstanding.

(t) Financial instruments:

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

On initial recognition, trade and other receivables without a significant financing component are initially measured at the transaction price. All other financial assets and liabilities are initially measured at their fair value. Transaction costs that directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognize immediately in profit or loss.

3. Significant accounting policies (continued):

(t) Financial instruments (continued):

The Company adopted IFRS 9 “Financial Instruments” on June 1, 2018. Further information is provided in note 3(v) on the impact of adopting the new accounting policy.

Financial assets

All financial assets are recognized and de-recognized on the trade date.

The Company determines the classification of its financial assets on the basis of both the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows, and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company’s financial assets are classified as follows:

Financial asset	Classification under IFRS 9
Cash and cash equivalents	Amortized cost
Trade and other receivables	Amortized cost
Finance lease receivable	Amortized cost

Amortized cost

Subsequent to initial recognition, financial assets at amortized cost are measured using the effective interest method, less any impairment. Interest income is recognized by applying effective interest rate except for short-term receivables where the interest revenue would be immaterial. Interest income, foreign exchange gains and losses, impairment, and any gain or loss on de-recognition are recognized in profit or loss.

Impairment of financial assets

The Company measures a loss allowance based on the lifetime expected credit losses. Lifetime expected credit losses are estimated based on factors such as the Company’s past experience of collecting payments, the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlated with default on receivables, financial difficulty of the borrower, and it becoming probable that the borrower will enter bankruptcy or financial re-organization.

Financial assets are written off when there is no reasonable expectation of recovery.

3. Significant accounting policies (continued):

(t) Financial instruments (continued):

Financial liabilities

The Company determines the classification of its financial liabilities at initial recognition. The Company's financial liabilities are classified as follows:

Financial liability	**Classification under IFRS 9**
Trade payables	Amortized cost
Other liabilities	Amortized cost
Contingent payable	FVTPL
Long-term debt	Amortized cost

Amortized cost

Financial liabilities at amortized cost are measured using the effective interest rate method. Interest expense is recognized by applying effective interest rate except for short-term payables where the interest expense would be immaterial.

FVTPL

Contingent payable is an acquisition consideration related liability. It is classified as FVTPL. Gains or losses are recognized in profit or loss.

(u) Segment reporting:

In identifying its operating segments, management generally follows the Company's key geographical areas, which reflect the business of the Company's two main operating units in Ottawa, Canada and Bristol, UK. In determining its reportable segments, the Company considers qualitative factors, such as operations which are considered to be significant by management, as well as quantitative factors, so that material revenues and expenses are appropriately disclosed. Management considers assets and liabilities on a global basis and does not assess on a segment basis. The reportable segments' financial results are reviewed quarterly by senior management and the Board. Corporate and other costs which are not easily attributable to any particular operating segment are separately disclosed within reconciling items.

The two main operating units are as follows:

- North America and China, managed from the Ottawa office.
- Europe and rest of world, managed from the Bristol office.

Reconciling items comprise corporate administration costs, share-based compensation, professional fees, depreciation of property, plant and equipment, bank charges and interest and foreign exchange differences. Corporate administration costs include employment costs of the Chief Executive Officer and Chief Finance Officer, directors' fees, directors' and officers' liability insurance, and shareholder and investor services expenses.

3. Significant accounting policies (continued):

(v) New standards, amendments and interpretations to existing standards:

The Company has adopted the following new or amended accounting standards:

Amendments to IFRS 2: Share Based Payments ("IFRS 2")

In June 2016, the IASB issued amendments to IFRS 2. The amendments, which were developed through the IFRS Interpretations Committee, provide requirements for accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share based payments. They also provide guidance on the accounting for share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The company adopted the amendments on June 1, 2018. The adoption of these amendments did not have a material impact on the consolidated financial statements.

IFRS 9, "Financial Instruments"

Effective June 1, 2018, the Company adopted IFRS 9, which sets out requirements for recognition and measurement, impairment, derecognition and general hedge accounting. This standard simplifies the classification of a financial asset as either at amortized cost or at fair value as opposed to the multiple classifications which were permitted under IAS 39. This standard also requires the use of a single impairment method as opposed to the multiple methods in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The standard also adds guidance on the classification and measurement of financial liabilities.

The following table summarizes the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Company's financial assets and financial liabilities:

Financial asset	**Classification under IAS 39**	**Classification under IFRS 9**
Cash and cash equivalents	FVTPL	Amortized cost
Trade and other receivables	Loans and receivables	Amortized cost
Finance lease receivables	Loans and receivables	Amortized cost
Financial liability		
Trade payables	Other liabilities	Amortized cost
Other liabilities	Other liabilities	Amortized cost

3. Significant accounting policies (continued):

(v) New standards, amendments and interpretations to existing standards (continued):

IFRS 9, “Financial Instruments” (continued):

Trade and other receivables as well as finance lease receivables that were classified as loans and receivables under IAS 39 are classified as financial assets measured at amortized cost. Trade payables and Other liabilities that were classified as other liabilities under IAS 39 are classified as financial liabilities measured at amortized cost. There is no change to the measurement of the Company’s financial assets and financial liabilities upon the adoption of new classification under IFRS 9.

Impairment of financial assets is based on an expected credit loss (“ECL”) model under IFRS 9, rather than the incurred loss model under IAS 39. ECLs are a probability-weighted estimate of credit losses, where credit losses that are expected to transpire in future years are provided for, irrespective of whether a loss event has occurred or not as at the statement of financial position date. The Company calculated ECLs based on consideration of customer-specific factors, historical credit loss experience and general economic conditions. The Company has assessed the impairment of its trade and other receivables using the expected credit loss model. No material difference was noted.

There was no impact of transition to IFRS 9 on the Company’s statement of financial position at June 1, 2018.

IFRS 15, “Revenue from Contracts with Customers”

Effective June 1, 2018, the Company adopted IFRS 15.

IFRS 15 provides a single, principles based five-step model to be applied to all sales contracts as outlined below. It is based on the transfer of control of goods and services to customers and replaces the separate models for goods, services and construction contracts.

1. Identify the contract(s) with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognise revenue when or as the entity satisfies its performance obligations

The revenue recognition policy under IFRS 15 is set out in note 3(n).

3. Significant accounting policies (continued):

(v) New standards, amendments and interpretations to existing standards (continued):

IFRS 15, "Revenue from Contracts with Customers" (continued):

The Company adopted IFRS 15 using the cumulative effect method, with the effect of adopting this standard recognized on June 1, 2018, the date of initial application. Accordingly, the information presented for 2018 has not been restated. It remains as previously reported under IAS 18, IAS 11 and related interpretations. Adoption of IFRS 15 has not impacted the accounting for the sale of goods, rendering of services and contracts for heat recovery solutions.

The Company has elected to make use of the following practical expedients:

- The Company expenses sales commission costs when incurred if the amortization period is less than 12 months.
- The Company is not adjusting the transaction price for the effects of financing component when the period between customer payment and the transfer of goods and services to the customer is less than 12 months.

New standards and amendments yet to be adopted:

At the date of approval of the accompanying consolidated financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Company. These standards will be adopted at the effective date.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's consolidated financial statements is provided below. Certain other new standards and interpretations have been issued, but are not expected to have an impact on the Company's consolidated financial statements.

IFRS 16, "Leases"

In January 2016, the IASB issued IFRS 16, Leases, which specifies how to recognize, measure present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize all assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Consistent with its predecessor, IAS 17, the new lease standard continues to require lessors to classify leases as operating or finance. IFRS 16 is to be applied retrospectively for annual periods beginning on or after January 1, 2019. Earlier application is permitted if IFRS 15 Revenue from Contracts with Customers has also been applied.

3. Significant accounting policies (continued):

(v) New standards, amendments and interpretations to existing standards (continued):

New standards and amendments yet to be adopted (continued):

IFRS 16, "Leases" (continued):

The Company expects the adoption of this standard to increase assets and liabilities as it will be required to record a right-of-use asset and a corresponding lease liability in its financial statements. The Company does not intend to adopt this standard early and continues to evaluate the financial impact of adopting this standard on the consolidated financial statements. The company will adopt the new standard on June 1, 2019.

4. Business acquisition:

On June 29, 2018, the Company acquired all of the issued and outstanding shares of Boilerroom Equipment Inc., a company based in Pennsylvania, U.S., which engineers and manufactures a brand of indirect contact heat recovery units.

The Company completed the acquisition for cash consideration of $2,713,449 (including cash acquired in the amount of $40,555 and the purchase price adjustment paid in the amount of $60,049 during the year), plus holdback payable of $264,545 to be released and paid in cash or shares at seller's choice after eighteen months from the acquisition date, and contingent payable with an estimated fair value of $93,222 (note 29) at date of acquisition, resulting in total consideration of $3,071,216.

The contingent consideration is payable in cash or shares at Company's choice over a three-year post-acquisition period based on Boilerroom Equipment Inc. meeting certain performance targets. The maximum amount of payment is $473,445 (equivalent to USD$350,000). The estimated fair value of the contingent consideration payable at the date of acquisition was calculated using the Monte Carlo model. Further information on the fair value of the contingent payable is provided in note 29.

The transaction was accounted for using the acquisition method with the results of operations included in the consolidated financial statements from the date of the acquisition.

(Expressed in Canadian dollars except share amounts)

4. Business acquisition (continued):

The purchase price allocation is as follows:

Assets acquired:	Total $
Cash and cash equivalents	40,555
Trade and other receivables	418,310
Inventory	222,258
Property, plant and equipment (note 10)	197,413
Intangible assets (note 11)	1,765,837
	2,644,373
Liabilities assumed:	
Trade payables	(101,772)
Pensions and other employer obligations	(26,607)
Other liabilities	(263)
Deferred revenue	(202,333)
Provisions (note 18)	(11,193)
Deferred tax liability	(520,854)
	(863,022)
Goodwill (**note 12)**	1,289,865
Total Consideration	3,071,216

The goodwill arising on the acquisition is not expected to be deductible for tax purposes. The carrying value of property, plant and equipment and the intangible assets acquired in the business combination was different from their tax base. Therefore, a deferred tax liability of $520,854 was recognized at the US net effective tax rate of 27% on the difference between the tax base and the carrying value of these assets on the date of the acquisition. During the year ended May 31, 2019, the Company recognized an income tax recovery of $76,620 due to the decrease in the difference between the tax base and the carrying value of these assets and a foreign translation loss in the amount of $8,501 to accumulated other comprehensive income related to the revaluation of the deferred tax liability with the period-end closing rate. As at May 31, 2019, the carrying value of the deferred tax liability arising from the acquisition was $452,735.

The acquisition contributed revenue and net income of $2,112,518 and $116,586 during the year ended May 31, 2019.

(Expressed in Canadian dollars except share amounts)

5. Segment reporting:

In fiscal 2019 and 2018, the Company operated in the energy efficiency industry in North America, Europe, China and Rest of the World. The Company markets, sells, engineers, fabricates, constructs, installs and supports two technology lines - heat recovery solutions and condensate return system solutions. The Company is also developing a third technology line - low temperature biomass drying systems. Assets are located in Canada, Europe and China.

Management reporting comprises analysis of revenue and gross profit within two distinct geographical areas. All other items of revenue and expenses are considered on a geographical and/or global basis in making strategic decisions regarding the Company's future. The Company has two operational bases ("reporting units"), one in Ottawa, Canada covering North America and China, and the other in Bristol, United Kingdom, covering Europe and the rest of the world. These areas are determined by proximity of the region to the reporting unit, plus the location of the contracts in existence with agents and distributors in the respective areas and the historical relationships with those agents and distributors. Corporate costs that cannot easily be attributed to either of the two reporting units are included in reconciling items. The chief operating decision maker focuses on revenues and costs by geographical segments, but manages assets and liabilities on a global basis.

Segment information for the year ended May 31, 2019 and the comparative year are detailed in the table below:

	Thermal Energy Ottawa		Thermal Energy Bristol		Reconciling Items		Total	
	2019	2018	**2019**	2018	**2019**	2018	**2019**	2018
	$	$	**$**	$	**$**	$	**$**	$
Total revenue from external customers	**16,648,483**	12,505,454	**4,434,773**	4,902,757	-	-	**21,083,256**	17,408,211
Cost of sales	**(10,087,760)**	(7,408,364)	**(1,762,120)**	(1,665,824)	-	-	**(11,849,880)**	(9,074,188)
Gross profit	**6,560,723**	5,097,090	**2,672,653**	3,236,933	-	-	**9,233,376**	8,334,023
Other expenses	**(4,304,327)**	(3,288,837)	**(3,757,499)**	(3,340,178)	**(1,449,375)**	(1,216,229)	**(9,511,201)**	(7,845,244)
Net finance (costs) income	**20,413**	32,225	**-**	-	**(302,394)**	-	**(281,981)**	32,225
Income (loss) before taxation	**2,276,809**	1,840,478	**(1,084,846)**	(103,245)	**(1,751,769)**	(1,216,229)	**(559,806)**	521,004
Tax (expense) recovery	**52,969**	(22,391)	**(113,030)**	23,950	**168,764**	96,916	**108,703**	98,475
Profit (loss) after taxation	**2,329,778**	1,818,087	**(1,197,876)**	(79,295)	**(1,583,005)**	(1,119,313)	**(451,103)**	619,479
Attributable to:								
Owners of the parent	**2,378,592**	1,832,463	**(1,219,873)**	(74,152)	**(1,583,005)**	(1,119,313)	**(424,286)**	638,998
Non-controlling interest	**(48,814)**	(14,376)	**21,997**	(5,143)	**-**	-	**(26,817)**	(19,519)

(Expressed in Canadian dollars except share amounts)

5. Segment reporting (continued):

Reconciling items comprise the following:

	2019	2018
Corporate administration costs	**$ 696,564**	$ 722,738
Share-based compensation	**115,346**	49,606
Professional fees	**138,092**	141,524
Depreciation of property, plant and equipment	**84,509**	44,342
Amortization of intangible assets	**253,976**	-
Acquisition costs	**148,849**	223,550
Bank charges and interest	**20,467**	33,306
Foreign exchange differences	**(8,428)**	1,163
Total	**$ 1,449,375**	$ 1,216,229

Corporate administration costs include directors' fees, all costs relating to both the CEO and CFO, directors and officers' insurance, corporate legal costs, public relations costs, professional fees relating to group tax planning and corporate filing costs as well as the Annual General Meeting.

Finance costs within the reconciling items include interest and deferred financing charge on the long-term debt and interest accretion on contingent consideration and holdback payable following the acquisition of Boilerroom Equipment Inc.

During the year ended May 31, 2019, the Company had two customers in North America that accounted for 33.4% and 13.8% of total consolidated revenue for the year.

During the year ended May 31, 2018, the Company had two customers in North America that accounted for 22.4% and 10.0% of total consolidated revenue for the year.

(Expressed in Canadian dollars except share amounts)

5. Segment reporting (continued):

Further geographical analysis:

	Sales for the year ended May 31,		Property, plant and equipment as at May 31,		Goodwill and intangibles assets as at May 31,		Finance lease receivable (non-current) as at May 31,	
	2019	2018	**2019**	2018	**2019**	2018	**2019**	2018
	$	$	**$**	$	**$**	$	**$**	$
Canada	**9,037,678**	5,274,196	**49,136**	41,789	–	–	–	93,257
U.S.A.	**7,560,979**	7,231,259	**172,640**	–	**2,856,004**	–	–	–
U.K.	**3,373,480**	3,793,527	**38,426**	35,606	**1,839,813**	1,856,739	–	–
Italy	**416,046**	291,663	–	–	–	–	–	–
Germany	**226,504**	173,145	–	–	–	–	–	–
Poland	**147,459**	–	–	–	–	–	–	–
Netherlands	**106,779**	85,652	–	–	–	–	–	–
Norway	**19,655**	122,870	–	–	–	–	–	–
Ireland	**-**	70,983	–	–	–	–	–	–
Rest of Europe	**97,542**	78,204	–	–	–	–	–	–
Kenya	**46,115**	73,551	–	–	–	–	–	–
India	**27,125**	103,854	–	–	–	–	–	–
Rest of world	**23,894**	109,307	–	–	–	–	–	–
Total	**21,083,256**	17,408,211	**260,202**	77,395	**4,695,817**	1,856,739	–	93,257

6. Cash and cash equivalents:

Cash equivalents consist of excess cash invested in money market funds.

	2019	2018
Cash	**$ 4,176,760**	$ 3,281,708
Cash equivalents	**500**	500
Balance, end of year	**$ 4,177,260**	$ 3,282,208

(Expressed in Canadian dollars except share amounts)

7. Trade and other receivables:

	2019	2018
Trade receivables, gross	**$ 1,981,726**	$ 1,765,479
Allowance for doubtful accounts	**(22,864)**	(23,074)
Trade receivables, net	**1,958,862**	1,742,405
Contracts for heat recovery solutions (see note 7(a))	**267,699**	95,372
Unbilled product and service revenue (see note 7(b))	**119,830**	55,476
Prepayments	**298,746**	293,500
Sales tax and other miscellaneous receivables	**372,072**	562,887
Balance, end of year	**$ 3,017,209**	$ 2,749,640

The net carrying value of trade receivables is considered a reasonable approximation of fair value.

At May 31, 2019, $123,223 (6.2%) of the Company's trade receivables balance was over 90 days past due ($165,420 (9.3%) at May 31, 2018). $22,864 of the past due balance was impaired at May 31, 2019 ($23,074 at May 31, 2018).

The change in allowance for doubtful accounts was as follows:

	2019	2018
Balance, beginning of year	**$ 23,074**	$ 15,617
Provisions	**219,445**	7,605
Amounts written off	**(219,445)**	-
Foreign exchange adjustments	**(210)**	(148)
Balance, end of year	**$ 22,864**	$ 23,074

The Company's trade and other receivables have been reviewed for indicators of impairment. For the year ended May 31, 2019, trade receivables amounting to $219,445 were written off as expected credit loss under administrative expenses (net of $24,370 sales tax). For the year ended May 31, 2018, a provision of $7,605 was made.

(Expressed in Canadian dollars except share amounts)

7. Trade and other receivables (continued):

(a) Contracts for heat recovery solutions:

Certain amounts recognized in the statements of financial position relate to contracts in progress at the end of the reporting year. The amounts are calculated as the net amounts of costs incurred plus recognized profits, less recognized losses and progress billings. The carrying amounts of assets and liabilities are analyzed as follows:

	2019	2018
Aggregate amount of costs incurred and recognized profits and losses for all contracts in progress	**$ 10,675,326**	$ 2,246,577
Less progress billings	**(12,937,674)**	(2,734,831)
	$ (2,262,348)	$ (488,254)

Recognized as:

	2019	2018
Due from customers for contract work, recognized in trade and other receivables	**$ 267,699**	$ 95,372
Due to customers for contract work, recognized in deferred revenue (note 17)	**(2,530,047)**	(583,626)
	$ (2,262,348)	$ (488,254)

(b) Unbilled product and service revenue:

The amounts included within unbilled product and services revenue are calculated as the net amounts of costs incurred plus recognized profits, less recognized losses and progress billings. The carrying amounts of assets and liabilities are analyzed as follows:

	2019	2018
Aggregate amount of costs incurred and recognized profits and losses for all contracts in progress	**$ 147,498**	$ 1,237,965
Less progress billings	**(102,211)**	(1,283,487)
	$ 45,287	$ (45,522)

(Expressed in Canadian dollars except share amounts)

7. Trade and other receivables (continued):

(b) Unbilled product and service revenue (continued):

Recognized as:

	2019	2018
Due from customer for services performed, recognized in trade and other receivables	**$ 119,830**	$ 55,476
Due to customer for products and services not delivered yet, recognized in deferred revenue (note 17)	**(74,543)**	(100,998)
	$ 45,287	$ (45,522)

8. Inventory:

Inventory is comprised of partly finished products purchased from suppliers and held in inventory pending finishing to the customers' requirements.

For the year ended May 31, 2019, a total of $911,864 of inventories was expensed to cost of sales (2018 - $877,423). A total of $39,604 of inventories (2018 - $nil) were written off as obsolete. No reversal of previous write-downs has been recorded during the years ended May 31, 2019 or May 31, 2018.

9. Finance lease receivable:

The Company's finance lease receivable includes the following:

	2019	2018
Total estimated minimum lease payments receivable	**$ 100,053**	$ 209,607
Less: unearned income	**(6,796)**	(27,209)
	93,257	182,398
Less: current portion	**(93,257)**	(89,141)
	-	$ 93,257

Finance lease receivable relates to one arrangement. The estimated minimum lease payments receivable in this lease represent the estimated monthly energy outputs of the leased asset and are based on assumptions regarding the efficiency of the asset, the operations of the plant in which it is located and penalty payments resulting from temporary plant shut-downs.

9. Finance lease receivable (continued):

On May 1, 2017, a final extension agreement was signed with Fortress Specialty Cellulose for 36 months to May 1, 2020. Pursuant to this new extension, the customer has agreed to pay up to $9,500 per month over three years, at the end of which the customer assumes full ownership of the equipment.

Until the expiry of the new lease on May 1, 2020, finance revenue will be recognized within the consolidated statements of comprehensive income at the interest rate implicit in the lease.

The estimated minimum lease payments receivable in this lease represent the estimated monthly energy outputs of the leased asset and are based on assumptions regarding the efficiency of the asset and the operations of the plant in which it is located.

Future estimated minimum lease payments receivable, and expected residual value of equipment at the end of the lease, under the sales-type lease are as follows:

Less than one year	$ 100,053
Residual value	-
	$ 100,053

As at the end of the reporting year, $9,500 of the finance lease receivable included in the trade and other receivables is past due, but not impaired.

(Expressed in Canadian dollars except share amounts)

10. Property, plant and equipment:

	Plant and Equipment	Furniture and Fixtures	Laboratory Equipment	Computers	Leasehold Improve-ments	Motor Vehicles	Total
	$	$	$	$	$	$	$
Cost, May 31, 2017	151,011	102,797	52,857	337,642	22,877	7,433	674,617
Additions	22,577	-	-	26,973	-	-	49,550
Disposals	(5,475)	-	-	(3,134)	-	-	(8,609)
Translation adjustments	(831)	(29)	-	(533)	-	(71)	(1,464)
Cost, May 31, 2018	167,282	102,768	52,857	360,948	22,877	7,362	714,094
Additions	31,777	3,868	-	37,853	-	-	73,498
Additions from acquisition (note 4)	192,770	-	-	-	-	4,643	197,413
Disposals	(7,923)	-	-	-	-	(7,456)	(15,379)
Translation adjustments	2,904	(35)	-	(675)	-	185	2,379
Cost, May 31, 2019	**386,810**	**106,601**	**52,857**	**398,126**	**22,877**	**4,734**	**972,005**
Accumulated depreciation, May 31, 2017	99,599	101,760	52,857	317,185	22,877	3,716	597,994
Depreciation for the year	20,498	1,036	-	21,142	-	1,666	44,342
Disposals	(3,558)	-	-	(812)	-	-	(4,370)
Translation adjustments	(792)	(28)	-	(584)	-	137	(1,267)
Accumulated depreciation, May 31, 2018	115,747	102,768	52,857	336,931	22,877	5,519	636,699
Depreciation for the year	56,479	777	-	24,717	-	2,536	84,509
Disposals	(1,718)	-	-	-	-	(7,149)	(8,867)
Translation adjustments	39	(33)	-	(506)	-	(38)	(538)
Accumulated depreciation, May 31, 2019	**170,547**	**103,512**	**52,857**	**361,142**	**22,877**	**868**	**711,803**
Net book value, May 31, 2018	51,535	-	-	24,017	-	1,843	77,395
Net book value, May 31, 2019	**216,263**	**3,089**	**-**	**36,984**	**-**	**3,866**	**260,202**

During the year ended May 31, 2019, the Company disposed of depreciated assets with a net book value of $6,512 for $6,833 in proceeds.

During the year ended May 31, 2018, the Company disposed of depreciated assets with a net book value of $4,239 for $9,157 in proceeds.

There are no property, plant and equipment held under finance leases and no items of property, plant or equipment are subject to restrictions of title or pledged as security.

(Expressed in Canadian dollars except share amounts)

11. Intangible assets:

	Cost, May 31, 2018	Additions from acquisitions (note 4)	Translation adjustments	Cost, May 31, 2019
	$	$	$	$
Trade names and trademarks	792,213	-	(7,223)	784,990
Non-compete agreement	103,332	-	(942)	102,390
Industrial know-how	120,554	-	(1,099)	119,455
Designs and drawings	132,609	-	(1,209)	131,400
Customer relationships	284,163	459,038	6,406	749,607
Existing technology	-	709,784	13,911	723,695
Proprietary software	-	399,337	7,826	407,163
Brand portfolio	-	197,678	3,874	201,552
Total	1,432,871	1,765,837	21,544	3,220,252

	Accumulated amortization, May 31, 2018	Amortization	Translation adjustments	Accumulated amortization, May 31, 2019
	$	$	$	$
Trade names and trademarks	151,975	-	(1,385)	150,590
Non-compete agreement	103,332	-	(942)	102,390
Industrial know-how	120,554	-	(1,099)	119,455
Designs and drawings	132,609	-	(1,209)	131,400
Customer relationships	284,163	69,958	(1,043)	353,078
Existing technology	-	92,725	2,044	94,769
Proprietary software	-	91,293	2,015	93,308
Total	792,633	253,976	(1,619)	1,044,990
Net book value	640,238			2,175,262

Trade Names and Trademarks and Brand portfolio are intangible assets with indefinite lives and are not subject to amortization. They are tested for impairment at each year-end.

Trade Names and Trademarks relate specifically to the GEM™ product. No impairment was recognized for the year ended May 31, 2019 or May 31, 2018. The growth rates attributed by Management to the GEM™ product line are 26% in 2020, followed by positive 10% in each of the subsequent four years. This is higher than the compound annual growth rate over the previous four years of 8%. The Company continued to invest in its sales force in the year ended May 31, 2019. As a result, the Company is expecting higher growth rates in sales due to the increased number of experienced sales staff within the UK and North America. The royalty rate applied to the revenues for the purposes of impairment testing is 2.5%.

(Expressed in Canadian dollars except share amounts)

11. Intangible assets (continued):

Brand portfolio relates specifically to Boilerroom Equipment Inc's products. No impairment was recognized for the year ended May 31, 2019. The growth rates attributed by Management to the Boilerroom Equipment Inc's product line are 18% in 2020, followed by positive 12% in each of the subsequent four years. The Company is expecting higher growth rates in sales because Boilerroom Equipment Inc. will expand its sales territories by utilizing the existing sales channels and network that have been established by the group of companies. The royalty rate applied to the revenues for the purposes of impairment testing is 1.0%.

All other assumptions relating to the calculation of the pre-tax discount rate are as detailed in Goodwill (note 12).

12. Goodwill:

Goodwill arose as a result of the acquisition of Gardner Energy Management Limited on July 1, 2008, and the acquisition of Boilerroom Equipment Inc. on June 29, 2018. Goodwill consists of the following amounts:

	2019	2018
Balance, beginning of year	**$ 1,216,501**	$ 1,228,156
Additions (note 4)	**1,289,865**	-
Translation adjustments	**14,189**	(11,655)
Balance, end of year	**$ 2,520,555**	$ 1,216,501
From acquisition of Gardner Energy Management Limited	**1,205,412**	1,216,501
From acquisition of Boilerroom Equipment Inc.	**1,315,143**	-
Balance, end of year	**$ 2,520,555**	$ 1,216,501

Goodwill arose in these acquisitions because the cost of acquisition included a control premium. In addition, the consideration paid for the combination reflected the benefit of expected revenue growth and future market development. These benefits were not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

(Expressed in Canadian dollars except share amounts)

12. Goodwill (continued):

The annual impairment test for goodwill arising as a result of the acquisition of Gardner Energy Management Limited:

Goodwill was tested for impairment as at each year end, resulting in no impairment charge as at May 31, 2019 or May 31, 2018. For the purpose of annual impairment testing, goodwill is allocated to the following cash-generating units, which are the units expected to benefit from the synergies of the business combinations in which the goodwill arises: Thermal Energy International (UK) Limited and GEMChem Limited, a 67% owned subsidiary of Thermal Energy International (UK) Limited.

The carrying amount of goodwill allocated to each cash-generating unit as at May 31 was as follows:

	2019	2018
Thermal Energy International (UK) Limited	**$ 1,027,936**	$ 1,037,392
GEMchem Limited	**177,476**	179,109
Balance, end of year	**$ 1,205,412**	$ 1,216,501

The recoverable amounts of the cash-generating units were determined based on value-in-use calculations, covering a one-year budget, followed by an extrapolation over four further years of expected cash flows to be derived from the cash-generating units assuming growth rates as set out below, and applying a pre-tax discount rate of 22% (2018 - 19%) for both cash-generating units. The pre-tax discount rate used represents the weighted average cost of capital (“WACC”) of each cash-generating unit, which includes the cost of equity and the cost of debt. The cost of equity was computed as 18% (2018 - 19%) for each cash-generating unit, incorporating the following factors: market risk premium adjusted for the target levered beta, based upon comparable companies, the risk-free rate of return and a size and company specific risk premium. The cost of debt was assumed as the risk-free rate plus a premium of 3%. In computing the WACC, a capital structure comprising 13% (2018 - 15%) debt and 87% (2018 - 85%) equity was assumed, after considering the capital structure of comparable companies.

For purposes of the May 31, 2019 impairment testing, Thermal Energy International (UK) Limited’s growth from 2019 to 2020 was assumed to be 137% as per the detailed budget prepared with 7% per annum thereafter. This growth is the result of increased sales level on long-term contracts and increased level of experience of the existing sales force in both Europe and North America, as well as additional sales representation in Europe, while allowing for unknown changes in the global economic climate following the decision of the UK to leave the European Union.

(Expressed in Canadian dollars except share amounts)

12. Goodwill (continued):

GEMChem Limited's growth from 2019 to 2020 was assumed to be 10%, as per the detailed budget prepared with subsequent growth of 10% in 2021 through to 2024.

This is based on a combination of historical results, which demonstrate steady increases year on year, plus anticipated additional sales from existing sales staff plus new agents.

Summary of rates used:

		Average Revenue Growth rates		Discount rates	
Cash Generating Unit		2019	2018	2019	2018
Thermal Energy International (UK)	Year 1	137%	58%		
	Year 2	7%	7%		
	Year 3	7%	7%	22%	19%
	Year 4	7%	7%		
	Year 5	7%	7%		
GEMchem	Year 1	10%	9%		
	Year 2	10%	10%		
	Year 3	10%	10%	22%	19%
	Year 4	10%	10%		
	Year 5	10%	10%		

The annual impairment test for goodwill arising as a result of the acquisition of Boilerroom Equipment Inc.:

Goodwill was tested for impairment as at year end, resulting in no impairment charge as at May 31, 2019. For the purpose of annual impairment testing, goodwill is allocated to the Boilerroom Equipment Inc. cash-generating unit. The carrying amount of goodwill allocated to the cash-generating unit as at May 31 was $1,315,143.

The recoverable amounts of the cash-generating unit was determined based on value-in-use calculations, covering a one-year budget, followed by an extrapolation over four further years of expected cash flows to be derived from the cash-generating unit assuming growth rates as set out below, and applying a pre-tax discount rate of 19% for the cash-generating unit. The pre-tax discount rate used represents the weighted average cost of capital ("WACC") of the cash-generating unit, which includes the cost of equity and the cost of debt. The cost of equity was computed as 16% for the cash-generating unit, incorporating the following factors: market risk premium adjusted for the target levered beta, based upon comparable companies, the risk-free rate of return and a size and company specific risk premium. The cost of debt was assumed as the risk-free rate plus a premium of 3%. In computing the WACC, a capital structure comprising 13% debt and 87% equity was assumed, after considering the capital structure of comparable companies.

(Expressed in Canadian dollars except share amounts)

12. Goodwill (continued):

For purposes of the May 31, 2019 impairment testing, Boilerroom Equipment Inc.'s growth from 2019 to 2020 was assumed to be 14% as per the detailed budget prepared with 11% per annum thereafter. This growth is the result of new sales development in European market through the existing sales channels established by the Company.

Apart from the considerations described above in determining value-in-use of the cash-generating units, management is not currently aware of any other factors that would necessitate changes in its key estimates.

Management's key assumptions include stable gross profit margins, based on past experience in the market. The Company's management believes that this is the best available input for forecasting. Cash flow projections reflect stable gross profit margins achieved immediately before the budget period. No expected efficiency improvements have been taken into account and prices and wages reflect forecasts of inflation for the industry. There is significant estimation uncertainty involved in the determination of the recoverable amount of cash generating units.

13. Short-term borrowings:

The Company had a credit facility of up to approximately $431,000 dependent on the level of certain UK accounts receivable balances. The available facility as at May 31, 2019 was $nil (May 31, 2018 - $157,000 of which $Nil was utilized as at May 31, 2018).

The Company has cancelled the credit facility effective June 29, 2018.

14. Trade payables:

Trade payables recognized in the statements of financial position can be summarized as follows:

	2019	2018
Trade payables	**$ 914,497**	$ 1,808,139

All amounts are short-term. The carrying values of trade payables are considered to be a reasonable approximation of fair value.

(Expressed in Canadian dollars except share amounts)

15. Other liabilities:

Other liabilities can be summarized as follows:

	2019	2018
Accruals	**$ 1,387,381**	$ 1,575,704
Other government remittances payable	**247,692**	189,993
	$ 1,635,073	$ 1,765,697

Included in accruals is $26,600 due to directors ($29,875 at May 31, 2018).

16. Long-term debt:

	2019	2018
Term loan (equivalent to USD$2,222,119), net of deferred financing costs of $37,715 (equivalent to USD$27,881), bearing interest at US dollar floating base rate plus a variance of 1.50%, repayable in monthly principal instalments of $33,818 (equivalent to USD$25,000) starting July 1, 2019 and continuing up to the maturity date, with a balloon payment of $642,533 (equivalent to USD$475,000) payable on the maturity date, June 1, 2025	**$ 3,005,860**	-
Less: current portion	**(371,993)**	-
Long term portion	**2,633,867**	-

The Company entered into an agreement with a lending institution on June 12, 2018 for a secured seven-year term loan in the amount of $2,893,959 (equivalent to USD$2,216,250) net of deferred financing costs of $43,416 (equivalent to USD$33,750). This loan bears interest at the institution's US dollar floating base rate plus a variance of 1.50%. The US dollar floating base rate was at 6.45% on June 12, 2018 and 7.00% on May 31, 2019. Interest is payable monthly in arrears on the 1st day of the month commencing on the August 1st, 2018.

The initial variance was set at 2.50% on June 12, 2018. On September 28, 2018, the variance was reset to 1.50%. It will be reset annually based on the Company's consolidated total funded debt to EBITDA ratio:

(Expressed in Canadian dollars except share amounts)

16. Long-term debt (continued):

Consolidated total funded debt /EBITDA[1]	Variance
Less than 2.50	1.50%
Between 2.50 and 3.00	2.00%
Between 3.00 and 3.50	2.50%
Between 3.50 and 3.75	4.50%
Between 3.75 and 4.00	5.50%
More than 4.00	8.00%

(1) EBITDA, per the agreement, means, for any fiscal period, the net income from continuing operations (excluding any extraordinary gains or losses) plus, to the extent deducted in determining net income, interest expense, taxes paid and accrued, depreciation, depleting and amortization expenses, plus share-based compensation deducted, for the period. EBITDA is also before the acquisition costs related to the acquisition of Boilerroom Equipment Inc. to a cumulative maximum of USD$400,000.

The Company has certain covenants in accordance with this term loan. As at May 31, 2019, the Company was in breach of two covenants, namely Total Funded Debt to EBITDA ratio and Debt Service Coverage ratio. As at May 31, 2019, the lender waived the covenants breach.

17. Deferred revenue:

The change in deferred revenue was as follows:

	Deferred revenue relating to heat recovery solutions (note 7(a))	Deferred revenue relating to GEM™ product and services (note 7(b))	Total Deferred revenue
Balance, beginning of year	**$ 583,625**	**$ 100,998**	**$ 684,623**
Increase from payments received	**16,833,026**	**74,543**	**16,907,569**
Decrease from revenue recognized	**(14,886,604)**	**(100,998)**	**(14,987,602)**
Balance, end of year	**$ 2,530,047**	**$ 74,543**	**$ 2,604,590**

All amounts are short-term and will be settled within the next reporting year.

(Expressed in Canadian dollars except share amounts)

18. Provisions:

The change in provisions was as follows:

	Legal provision	Warranty provision	Total provisions
Balance, beginning of year	**$ 190,000**	**$ 42,222**	**$ 232,222**
Additions		**40,000**	**40,000**
Additions from acquisitions (note 4)	**-**	**11,193**	**11,193**
Translation adjustments	**-**	**63**	**63**
Balance, end of year	**$ 190,000**	**$ 93,478**	**$ 283,478**

On October 25, 2005, the Company was served with a statement of claim from its past President. Among other things, the lawsuit alleges that the former president was wrongfully dismissed from his employment. In November 2009, the Company recorded a provision of $190,000 in its financial statements. In May, 2010, the plaintiff brought a motion for summary judgment. On October 18, 2011, a decision was rendered. In its decision on the motion for summary judgment the court: i) Allowed the plaintiff's claim for wrongful dismissal assessing the damages for the plaintiff's wrongful dismissal at the equivalent of 18 months of pay in lieu of notice of termination; ii) Dismissed the plaintiff's claim for alleged unpaid loans and advances in the amount of $618,810; iii) Permitted the remainder of the parties' claims and counterclaims to proceed to trial. As such, the remainder of the parties' claims and counterclaims will proceed to trial. In the event the past President and the Company cannot agree on the damages for his wrongful dismissal claim, the matter will be determined by the court. However, there has been no progress since October 18, 2011. Until the remaining issues are determined, it is unclear what the net balance payable will be. While the Company is confident in the merits of its own case, there is much that is still unknown about the past President's case and the basis for his damages claim. This provision remains unchanged as at May 31, 2019 and is intended to account for future net liabilities resulting from the claim and the counterclaim.

Other than the legal provision of $190,000, the Company has another provision of $93,478 for warranty.

(Expressed in Canadian dollars except share amounts)

19. Capital stock:

Authorized:

Unlimited number of Class A common shares, no par value.

Unlimited number of Series 1 preferred shares, voting only in the case of dissolution of the Company, redeemable at the option of the Company, at $0.01 per share and convertible to common shares on a 1 to 1 basis at the rate of 20% of the number originally issued per year.

Outstanding:

	Year ended May 31, 2019		Year ended May 31, 2018	
	# Shares	**$**	# Shares	$
Class A Common shares issued				
Balance, beginning of year	**159,088,950**	**32,231,329**	159,088,950	32,231,329
Share options exercised(1)	**2,796,666**	**233,451**	-	-
Balance, end of year	**161,885,616**	**32,464,780**	159,088,950	32,231,329

(1) For the year ended May 31, 2019, 2,796,666 shares were issued for $141,958 following the exercise of stock options, resulting in an increase to capital stock of $233,451 and a reduction in contributed surplus of $91,493. For the year ended May 31, 2018, no share options were exercised.

20. Capital management:

The Company’s objectives when managing capital is to ensure financial stability and sufficient liquidity to increase shareholder value through strategic acquisitions and organic growth by investing in sales, marketing and production development. The Company’s senior management is responsible for managing the capital through regular review of financial information to ensure sufficient resources are available to meet operating requirements and investments to support its growth strategy. The Board of Directors is responsible for overseeing this process.

The capital structure of the Company consists of long-term debt and components of equity including capital stock, contributed surplus and deficit, which at May 31, 2019 totalled $3,707,241 (May 31, 2018 - $3,874,223). The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, repurchase shares, or issue debt. Management reviews the capital structure on a regular basis to ensure that objectives are met.

The Company is subject to two debt covenants on its long-term debt (see note 16 for details). The Company monitors the ratios on a quarterly basis. The Company's share capital is not subject to external restrictions.

(Expressed in Canadian dollars except share amounts)

21. Non-controlling interest in subsidiaries:

The following table summarizes the information relating to each of the Company's subsidiaries that has non-controlling interests (NCI), before any intra-group eliminations.

There are no significant restrictions on the ability to access or use assets and settle liabilities of the group. There are no contractual arrangements that could require the parent or its subsidiaries to provide financial support to a consolidated structured entity.

	Year ended May 31, 2019			Year ended May 31, 2018		
	GEMchem Ltd.	**TEI (Guangzhou) Ltd.**	**Total**	GEMchem Ltd.	TEI (Guangzhou) Ltd.	Total
	$	**$**	**$**	$	$	$
NCI percentage	**33%**	**45%**		33%	45%	
Non-current assets	**918**	**-**	**918**	-	-	-
Current assets	**379,788**	**14,347**	**394,135**	377,294	82,673	459,967
Non-current liabilities	**667**	**-**	**667**	673	-	673
Current liabilities	**123,917**	**381,231**	**505,148**	158,768	356,127	514,895
Net assets (liabilities)	**256,122**	**(366,884)**	**(110,762)**	217,853	(273,454)	(55,601)
Carrying amount of NCI	**84,520**	**(165,098)**	**(80,578)**	71,892	(123,054)	(51,162)
Revenue	**992,560**	**4,812**	**997,372**	962,261	1,092	963,353
Profit (loss) after tax	**66,657**	**(108,475)**	**(41,818)**	(15,586)	(31,947)	(47,533)
Total comprehensive income (loss)	**64,262**	**(93,430)**	**(29,168)**	(18,387)	(38,019)	(56,406)
Profit (loss) allocated to NCI	**21,997**	**(48,814)**	**(26,817)**	(5,143)	(14,376)	(19,519)
Comprehensive income (loss)allocated to NCI	**21,206**	**(42,043)**	**(20,837)**	(6,068)	(17,108)	(23,176)
Cash flows from operating activities	**(1,034)**	**(33,638)**	**(34,672)**	(57,852)	(47,600)	(105,452)
Cash flows from investing activities	**-**	**-**	**-**	(2,721)	-	(2,721)
Cash flows from financing activities	**(25,831)**	**38,914**	**13,083**	(25,124)	30,052	4,928
Net increase (decrease) in cash and cash equivalents	**(26,865)**	**5,276**	**(21,589)**	(85,697)	(17,548)	(103,245)

22. Share-based payments:

The Company established the Company's Share Option Plan applicable to directors, officers and full-time and part-time employees of the Company. In the plan, the aggregate number of options may not exceed 20% of the outstanding shares and the total number of shares to be optioned to any optionee may not exceed 5% of the number of issued and outstanding shares as at the option granting date. The options are granted with an exercise price equal to the market value of the common shares of the Company at the date of grant, less any permissible discounts, and may be exercised at any time after the vesting date, not to exceed five years from the date of granting. The vesting term for options granted is at the discretion of the Board of Directors.

(Expressed in Canadian dollars except share amounts)

22. Share-based payments (continued):

Activity in stock options was as follows:

	Year ended May 31, 2019		Year ended May 31, 2018	
	# Options	**Weighted Average Exercise Price $**	# Options	Weighted Average Exercise Price $
Outstanding, beginning of year	**20,495,531**	**0.08**	20,495,531	0.08
Granted	**7,725,000**	**0.08**	-	-
Expired	**(9,678,671)**	**0.10**	-	-
Forfeited	**(1,486,000)**	**0.08**	-	-
Exercised	**(2,796,667)**	**0.05**	-	-
Outstanding, end of year	**14,259,193**	**0.07**	20,495,531	0.08
Options exercisable, end of year	**6,500,859**	**0.07**	19,145,531	0.08

The following tables summarize information about stock options outstanding:

At May 31, 2019:

	Options outstanding			**Options exercisable**	
Range of exercise prices	**Number outstanding May 31, 2019**	**Weighted average remaining contractual life**	**Weighted average exercise price**	**Number exercisable at May 31, 2019**	**Weighted average exercise price**
0.05-0.07	**2,770,833**	**2.00**	**0.05**	**2,770,833**	**0.05**
0.08-0.10	**11,238,360**	**3.38**	**0.08**	**3,563,360**	**0.08**
0.11-0.12	**250,000**	**2.50**	**0.12**	**166,666**	**0.12**
	14,259,193	**3.10**	**0.07**	**6,500,859**	**0.07**

At May 31, 2018:

	Options outstanding			Options exercisable	
Range of exercise prices	Number outstanding May 31, 2018	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable at May 31, 2018	Weighted average exercise price
0.05-0.07	5,991,500	1.84	0.05	4,974,833	0.05
0.08-0.09	4,071,360	1.97	0.08	4,071,360	0.08
0.10-0.12	10,432,671	0.46	0.10	10,099,338	0.10
	20,495,531	1.16	0.08	19,145,531	0.08

(Expressed in Canadian dollars except share amounts)

22. Share-based payments (continued):

The fair value of services received in return for share options granted is based on the fair value of share options granted, measured using the Black-Scholes model. As at May 31, 2019, there was $232,561 (May 31, 2018 - $15,604) of total unrecognized share-based compensation costs related to unvested stock option awards granted under the Plan, which are expected to be recognized over a term of three years.

The following inputs were used in the measurement of the fair values at grant date of the share-based payment plans:

	November 30, 2018
Grant date share price ($)(1)	0.08
Exercise price ($)	0.08
Expected volatility (%)(2)	86.81
Expected life (years)	4.00
Expected dividend yield (%)	0.00
Risk-free interest rate (%)	2.20
Forfeiture rate (%)	14.00

(1) The closing market price of the shares on the TSX Venture Exchange on the day immediately preceding the date of grant or the last day of trading preceding the date of grant if no shares traded on the day immediately preceding the date of grant.
(2) The expected volatility was based on historical volatility of the Company over a period of time that is commensurate with the expected life of the options.

Share-based compensation expense related to the issuance of stock options is included in administration, selling, marketing and business development expenses and is broken down as follows:

	2019	2018
Administration	**$ 92,762**	$ 36,382
Selling, marketing and business development	**22,584**	13,224
	$ 115,346	$ 49,606

(Expressed in Canadian dollars except share amounts)

23. Revenue:

	2019	2018
Sales of goods	$ 4,322,582	$ 4,914,665
Rendering of services	1,874,070	1,747,628
Contracts for heat recovery solutions	14,886,604	10,745,918
	$21,083,256	$17,408,211

Finance revenue comprises interest income earned from the finance lease. See note 9 “Finance lease receivable” for more details.

24. Employee benefits expense:

	2019	2018
Salaries and benefits	$ 7,066,054	$ 5,317,994
Share-based compensation (note 22)	115,346	49,606
Pension charge	40,767	44,776
	$ 7,222,167	$ 5,412,376

The Company contributes to defined contribution pension plans for permanent employees of two of its subsidiaries. The Company matches employee contributions. The plans and their assets are held by independent managers. The pension charge represents contributions paid by the Company.

25. Other significant expenses:

Other significant expenses included in administration expense are as follows:

	2019	2018
Depreciation of property, plant and equipment (note 10)	$ 84,509	$ 44,342
Amortization of intangible assets (note 11)	253,976	-
Foreign exchange loss (gain)	(8,428)	(612)

(Expressed in Canadian dollars except share amounts)

26. Income taxes:

The Company's effective tax rate differs from the combined federal and provincial income tax rate in Canada. This difference comes from the following items:

		2019		2018
Income before income taxes	$	**(559,806)**	$	521,004
Income taxes calculated using combined federal and provincial income tax rates in Canada of 26.50% (2018 – 26.50%)	$	(**148,349)**	$	138,066
Share-based compensation		**30,567**		13,146
Difference in tax rate of foreign subsidiaries		**80,980**		31,658
Tax effect of temporary difference for which no deferred tax asset is recorded		**(264,239)**		(345,879)
Difference in future tax rates		**12,920**		-
Permanent differences and others		**179,418**		64,534
Current and deferred income tax provision	**$**	**(108,703)**	$	(98,475)
Current	**$**	**18,414**	$	3,381
Deferred		**(127,117)**		(101,856)
	$	**(108,703)**	$	(98,475)

Major components of the current tax expense are as follows:

Statutory income tax of the year	**$**	**17,185**	$	11,316
Adjustment for prior years		**1,229**		(7,935)
	$	**18,414**	$	3,381

Major components of the deferred tax recovery are as follows:

		2019		2018
Origination of timing differences	**$**	**(140,037)**	$	**(101,856)**
Difference in future tax rates		**12,920**		-
	$	**(127,117)**	$	(101,856)

(Expressed in Canadian dollars except share amounts)

26. Income taxes (continued):

Change in deferred tax balances in 2019:

	June 1, 2018 $	Recognized in income (loss) $	Recognized in other comprehensive income $	Recognized due to acquisition (note 4) $	May 31, 2019 $
Provisions	**79,115**	**(40,979)**	**803**	**-**	**38,939**
Property, plant and equipment	**318,305**	**(308,108)**	**(945)**	**(44,078)**	**(34,826)**
Finance lease receivable	**(48,336)**	**23,624**	**-**	**-**	**(24,712)**
Non-capital losses	**(189,284)**	**383,716**	**4,774**	**-**	**199,206**
Intangible assets	**(108,841)**	**68,864**	**(7,129)**	**(476,776)**	**(523,882)**
	50,959	**127,117**	**(2,497)**	**(520,854)**	**(345,275)**
Recognized as deferred tax assets					**105,406**
Recognized as deferred tax liabilities					**(450,681)**
					(345,275)

Change in deferred tax balances in 2018:

	June 1, 2017 $	Recognized in income $	Recognized in other comprehensive income $	May 31, 2018 $
Provisions	91,811	(11,728)	(968)	79,115
Property, plant and equipment	280,900	37,125	280	318,305
Finance lease receivable	(68,828)	20,492	-	(48,336)
Non-capital losses	(249,188)	55,967	3,937	(189,284)
Intangible assets	(109,884)	-	1,043	(108,841)
	(55,189)	101,856	4,292	50,959
Recognized as deferred tax assets				51,632
Recognized as deferred tax liabilities				(673)
				50,959

(Expressed in Canadian dollars except share amounts)

26. Income taxes (continued):

At May 31, the Company had the following temporary differences for which no deferred tax asset was recorded:

	2019	2018
Property, plant and equipment	**$ 932,077**	$ 929,241
Intangible assets	**2,739,157**	2,739,157
Provisions	**252,018**	190,000
Non-capital losses	**11,959,631**	12,689,535
	$15,882,883	$ 16,547,933

As at May 31, 2019, the Company had available non-capital income tax loss carry forwards in the following amounts for which no deferred tax asset was recognized. These tax loss carry forwards may be used to reduce federal and provincial taxable income:

Year of expiry	Amount
2028	1,391,142
2029	3,486,435
2030	3,032,173
2031	714,141
2032	43,753
2033	1,537,989
2035	171,250
2037	91,210
Total	$ 10,468,093

As at May 31, 2019, the Company had non-capital losses in foreign subsidiaries, for which no deferred tax asset was recorded in the amount of $1,491,538. Losses in the amount of $261,146 expire between 2020 and 2024 and losses of $1,230,392 could be carried forward indefinitely.

Deferred tax liabilities have not been recognized for temporary differences associated with investments in subsidiaries as the parent is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. The aggregate amount of the temporary differences at May 31, 2019 was $1,206,125 (2018 - $825,687).

(Expressed in Canadian dollars except share amounts)

27. Earnings (loss) per share:

The calculation of basic and diluted loss per share for the year ended May 31, 2019 was based on the net loss attributable to owners of the parent of $424,286 (2018 – net income of $638,998) and a weighted average number of basic common shares outstanding of 160,612,690 (2018 – 159,088,950). Diluted loss per share for the year ended May 31, 2019 did not include the effect of outstanding stock options existing at this date as they would have the effect of decreasing the loss per share. 1,289,131 stock options out of 6,500,859 exercisable options could potentially dilute basic earnings per share in the future, but were not included in the calculation of diluted loss per share because they were anti-dilutive for the year ended May 31, 2019. For the year ended May 31, 2018, diluted earnings per share was based on a weighted average number of diluted common shares outstanding of 165,927,840.

The average market value of the Company's shares for purposes of calculating the dilutive effect of stock options was based on quoted market prices for the year during which options were outstanding.

The following tables summarize the calculation of the weighted average number of basic and diluted common shares:

	2019	2018
Issued common shares at beginning of year	**159,088,950**	159,088,950
Effect of shares issued	**1,523,740**	-
Weighted average number of basic common shares at end of year	**160,612,690**	159,088,950
Effect of stock options on issue	**-**	6,838,890
Weighted average number of diluted common shares at end of year	**160,612,690**	165,927,840

28. Operating lease commitments:

Thermal Energy International Inc., and its subsidiaries, Thermal Energy (UK) Ltd. and Boilerroom Equipment Inc, have entered into lease agreements for the use of land and buildings, motor vehicles, telecommunication systems and other office equipment. These leases range from one to ten years with no renewal option included in the contracts. There are no restrictions placed upon the Company by entering into these leases.

(Expressed in Canadian dollars except share amounts)

28. Operating lease commitments (continued):

At May 31, 2019, the Company has operating lease commitments as follows:

	Total	Less than 1 year	1-5 years	More than 5 years
Operating leases	$ 1,351,406	$ 232,989	$ 501,389	$ 617,028

Lease payments recognized as an expense for the year ended May 31, 2019 totalled $257,390 (2018 - $150,807).

29. Financial instruments:

Financial risk management:

In the normal course of business, the Company is exposed to financial risks that have the potential to negatively impact its financial performance. The Company does not use derivative financial instruments to manage these risks, as management believes the risks arising from the Company's financial instruments to be at an already acceptably low level. The Company has exposure to the following risks from its use of financial instruments: credit risk, market risk, and liquidity risk. These risks are discussed in more detail below.

(a) Market risk is the risk that changes in market prices, such as interest rates and foreign exchange, will affect the Company's net earnings or loss or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

   (i) Foreign currency risk:

   Foreign currency exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

29. Financial instruments (continued):

Financial risk management (continued):

(a) Market risk (continued):

(i) Foreign currency risk (continued):

The following table shows the foreign currency exchange risk on the financial assets and liabilities of the Company's operations denominated in currencies other than the functional currency of the different Company entities.

	Net financial assets/(liabilities) in CAD$		
	US $	Euro	Total CAD $
Functional currency of Company entity			
May 31, 2019			
Canadian Dollar	**1,468,558**	–	**1,468,558**
British Pound	–	**652,113**	**652,113**
	1,468,558	**652,113**	**2,120,671**
May 31, 2018			
Canadian Dollar	1,154,941	–	1,154,941
British Pound	–	144,691	144,691
	1,154,941	144,691	1,299,632

A 10% strengthening of the following currencies against the Canadian dollar would have had the following effect on operations and equity:

	May 31, 2019			May 31, 2018		
	US$	**Euros**	**Total**	US$	Euros	Total
Net income (loss)	**146,856**	**65,211**	**212,067**	115,494	14,469	129,963
Equity	**146,856**	**65,211**	**212,067**	115,494	14,469	129,963

The Company operates internationally with subsidiaries in the United Kingdom, China and the United States. The Company earns revenues and incurs cost of sales, administration, selling, marketing and business development expenses in U.S. dollars, Euros and Chinese Renminbi. The majority of the foreign denominated transactions are in U.S. dollars, GBP and Euros.

29. Financial instruments (continued):

Financial risk management (continued):

(a) Market risk (continued):

(i) Foreign currency risk (continued):

The Company does not enter into arrangements to hedge its foreign exchange risk. The Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

(ii) Interest rate risk:

Interest rate risk is defined as the risk that the fair value or future cash flows of a financial instrument will fluctuate because of a change in market interest rates. The Company minimizes risk by investing only with credit worthy banking institutions or draws on its available facility with floating rate borrowings, as mentioned in liquidity risk above.

The Company currently does not use interest rate hedges or fixed interest rate contracts to manage the Company's exposure to interest rate fluctuations. The Company is exposed to interest rate risk on its long-term debt. For the year ended May 31, 2019, a 1% increase or decrease in interest rate applied to the Company's long-term debt would result in an increase/decrease in loss before tax of $27,899.

(b) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The financial instruments that potentially expose the Company to credit risk are trade and other receivables and finance lease receivable. Credit risk relating to the finance lease receivable is considered to be low, based upon the payment history of the customer.

The Company's management considers that all of the above financial assets that are not impaired or past due at each of the reporting dates under review are of good credit quality.

Trade and other receivables

Each new customer is assessed individually for creditworthiness before standard payment and delivery terms and conditions are offered. Consideration is given to the country and industry in which the customer operates, as well as maturity of the customer, existence of previous financial difficulties and general reputation. For GEM and Boilerroom Equipment Inc. products, a significant percentage of revenue is attributable to a small number of country-wide distributors with whom the Company has a trading history of at least two years. Goods are sold subject to retention of title clauses, so that in the event of non-payment, the Company may have a secured claim.

(Expressed in Canadian dollars except share amounts)

29. Financial instruments (continued):

Financial risk management (continued):

(b) Credit risk (continued):

Contracts for heat recovery solutions are planned to help achieve positive cash flows throughout the life of the project. A project may be halted pending payment by a customer, thus preventing further commitments under the contract.

The amounts reported for trade and other receivables in the statement of financial position are net of expected credit loss. The Company's maximum exposure to credit risk at the reporting date is the carrying value of its cash and cash equivalents (see note 6), trade receivables, other miscellaneous receivables (see note 7) and finance lease receivable (see note 9). In determining the fair value of the finance lease, the Company uses the discounted cash future cash flows of the asset, being the minimum lease payments, discounted using a rate of 14.3% - rate implicit in the lease. The fair value of the finance lease receivable at May 31, 2019 was $100,053 (May 31, 2018 - $209,607).

The credit risk for cash and cash equivalents is considered negligible, since the counter-parties are reputable banks with high quality external credit ratings.

(c) Liquidity risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations of its financial liabilities that are settled by cash or another financial asset. Liquidity risk management serves to maintain a sufficient amount of cash and cash equivalents and to ensure that the Company has financing sources such as bank loans for an authorized amount. The Company continues to actively seek external financing to ensure it has the necessary funds to fulfill its obligations.

In addition to the commitments disclosed in note 28, the Company is obligated to the following contractual maturities of undiscounted cash flows:

	Carrying amount $	Contractual cash flows $	Year 1 $	Year 2-3 $	Year 4 and onwards $
Trade payables	914,497	914,497	914,497	-	-
Other liabilities	1,635,073	1,635,073	1,635,073	-	-
Contingent payable	110,148	153,994	-	153,994	-
Long-term debt	3,005,860	4,231,292	761,676	1,266,411	2,203,205
	5,665,578	6,934,856	3,311,246	1,420,405	2,203,205

(Expressed in Canadian dollars except share amounts)

29. Financial instruments (continued):

Fair value of financial instrument assets and liabilities that are measured at fair value on a recurring basis:

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

In the table below, the Company has segregated all financial assets and liabilities that are measured at fair value into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date.

As at May 31, 2019:	Level 1	Level 2	Level 3
Contingent payable	$ -	$ -	$ 110,148

The Company has no other financial assets or financial liabilities measured at fair value after initial recognition other than contingent payable recognized in connection with business acquisition.

There were no transfers of fair value measurement between level 1, 2 and 3 of the fair value hierarchy in the year ended May 31, 2019.

The following table shows a reconciliation from the beginning balance to the ending balance for fair value measurements in level 3 of the fair value hierarchy.

Contingent payable	May 31, 2019
Balance at June 1, 2018	-
Increase from business acquisition (note 4)	$ 93,222
Charges through profit or loss under finance costs	14,780
Foreign exchange	2,146
	110,148
Classified as current liabilities, May 31, 2019	-
Classified as non-current liabilities, May 31, 2019	$ 110,148

Estimates of the fair value of contingent payable is performed by the Company on a quarterly basis. Key unobservable inputs include revenue growth rates and discount rate applied (16%). The estimated fair value increases as the annual revenue growth rate increases and decreases as the discount rate increases, and vice versa.

(Expressed in Canadian dollars except share amounts)

29. Financial instruments (continued):

Fair value of financial instrument assets and liabilities that are not measured at fair value but fair value disclosures are required:

The carrying value of cash and cash equivalents, trade and other receivables, finance lease receivable, trade payables and other liabilities approximate their fair values due to their short-term to maturity. Long-term debt is subject to the market interest rate.

30. Related party transactions:

Related parties include the members of the Board of Directors and key management personnel, as well as close family members and enterprises that are controlled by these individuals and shareholders.

Transactions with key management personnel

Key management personnel of the Company include members of the Company's Board of Directors as well as members of the Company's senior management team. Key management personnel remuneration includes the following expenses:

	2019	2018
Salaries and other short-term employee benefits	**$ 886,768**	$ 989,966
Share-based payments	**58,226**	28,045
	$ 944,994	$ 1,018,011

Salaries and other short-term employee benefits include cash payments for base salaries and related social security costs and employee benefits, as well as payments made into defined contribution pension plans of the Company's UK based subsidiary, amounts expensed in the year as due to key management personnel under the Company's employee incentive plan, and Directors' fees including meeting fees, committee chairman fees and retainers. Share-based payments include the fair value of equity settled share-based payment arrangements expensed during the year.