MANAGEMENT'S DISCUSSION & ANALYSIS

For the Fiscal Year Ended May 31, 2017

Introduction

This Management Discussion and Analysis (MD&A) explains the material changes in Thermal Energy International Inc.'s ("Thermal Energy" or the "Company") financial position and results of operations for the fiscal year ended May 31, 2017 (or "FY 2017"), and compares the FY 2017 financial results to the previous year ended May 31, 2016 (or "FY 2016"). The consolidated financial statements and notes to the consolidated financial statements constitute an integral part of the discussion and should be read in conjunction with this MD&A. Unless otherwise indicated, all comparisons to the fourth quarter of FY 2017 are against the fourth quarter of FY 2016. Additional information relating to the Company is available on SEDAR at www.sedar.com.

Currency

All financial information in this report is stated in Canadian Dollars, which is both the presentation and functional currency of the Company. Approximately 55% of our operations, assets and liabilities are denominated in British Pound Sterling. As such, foreign currency fluctuations affect the reported values of individual lines on our statement of financial position and income statement. When the Canadian dollar strengthens, the reported values decrease and the opposite occurs when the Canadian dollar weakens.

Review and Approval by the Board of Directors

The Board of Directors, on recommendation of the Audit Committee, approved the content of this MD&A on September 22, 2017. Disclosure contained in this document is current to this date, unless otherwise stated.

Forward-Looking Statements

This MD&A may include statements that are forward-looking. These statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. We discuss the principal risks of our business in Section 7 of this MD&A. We cannot provide any assurance that forecasted financial or operational performance will actually be achieved. If it is achieved, we cannot provide assurance that it will result in an increase in our share price. See Section 8 entitled "Forward-Looking Information".

Table of Contents

			Page
1.	Our Business		2
	1.1	Company Overview	2
	1.2	Core Businesses	2
	1.3	Strategy	2
2.	Performance Measures		3
	2.1	Adjusted Operating Cash Flow	3
	2.2	EBITDAS	3
	2.3	Order Backlog	4
3.	Performance		4
	3.1	Summary of Fourth Quarter Results	4
	3.2	Review of Year End Results	5
4.	Business Outlook		15
5.	Summary of Outstanding Shares and Dilutive Instruments		16
6.	Critical Accounting Estimates and Changes in Accounting Standards		16
7.	Risk Factors and Risk Management		19
8.	Forward-Looking Information		20
9.	Management's Responsibility for Financial Reporting		20

1. Our Business

1.1 Company Overview

Thermal Energy, established in 1991, is an innovative cleantech company and a global provider of proprietary and proven energy and water efficiency and emission reduction products and solutions to the industrial, commercial and institutional markets. The Company is headquartered in Ottawa, Canada, with offices in the U.K., Italy, U.S., China and sales worldwide.

Thermal Energy engages clients through a unique mix of process, energy, environmental and financial expertise to save our customers money and improve their bottom lines by reducing their fuel use and carbon emissions. The Company's award winning products have an excellent track record of longevity, proven reliability and performance and have been shown to provide: significant energy savings; improved water efficiency; reduced greenhouse gas emissions; lower maintenance costs; improved product quality; and increased production efficiency. Thermal Energy's products are effective in a wide range of industries and applications.

More information on Thermal Energy can be found at www.thermalenergy.com. **GEM™, FLU-ACE®, THERMALONOx™** and **DRY-REX™** are trademarks of Thermal Energy.

1.2 Core Businesses

The Company operates in the energy efficiency industry in North America, Europe, China and the rest of the world. The Company markets, sells, engineers, fabricates, constructs, installs and supports two technology lines – heat recovery solutions (**FLU-ACE®**) and condensate return system solutions (**GEM™** steam traps). The Company is also developing a third technology line - low temperature biomass drying systems (**DRY-REX™)**.

Before 2007, the Company concentrated mainly on the selling of heat recovery systems but had begun selling GEM™ product through a distribution agreement with Gardner Energy Management Limited, based in the U.K. In 2008, the Company acquired Gardner Energy Management Limited, which sells the GEM™ product throughout the world. As part of this transaction, the Company also acquired the 67% share of GEMchem Ltd, a U.K.-based water treatment company providing services within the U.K. only.

The acquisition of Gardner Energy Management Limited resulted in the Company having two primary operational bases, one in Ottawa, Canada covering North America and China, and the other in Bristol, United Kingdom, covering Europe and the rest of the world. Although the Ottawa base is deemed to be the center of excellence for the heat recovery side of the business and Bristol the center of excellence for condensate return system solutions, continuous cross-training means that both bases have expertise across both major product lines.

Although the Company markets its products throughout the world, the majority of sales are from within North America and Europe, due to the proximity to the Company's bases. While this continues to be the key focus, the Company also continues to look for new distributors in regions deemed to have potential.

1.3 Strategy

The Company's mission is to be a best-in-class provider of return on investment-driven thermal energy efficiency technology and solutions to the industrial, institutional, and commercial sectors, helping our clients around the world improve their bottom line, move towards sustainable operations and reduce their environmental and carbon footprint. The Company's products and services are "best-in-class" with world-wide application in a broad range of sectors.

The Company has representation in 28 countries around the world but our current focus is on the key markets of North America, Europe and the Middle East. Despite significant growth over the last few years, Thermal Energy's penetration in these markets remains low and therefore the Company plans to continue growing our sales and distribution capabilities in these markets while at the same time begin to build our business in other energy-intensive markets around the world.

We have sold our proprietary and proven products to hundreds of companies and institutions, including approximately 50 large multinational companies in the pharmaceutical, food and beverage, pulp and paper, chemical and petrochemical sectors. So far the Company has only partially penetrated 100 of the more than 2,000 global sites of these multi-national companies. Thermal Energy has executed a corporate-wide global roll-out of our product with two of these multi-national companies and is currently working with additional companies with the goal of executing similar corporate roll-outs.

With a global sales and distribution network the Company also has the opportunity to introduce new synergistic products and services, and acquire complementary products and businesses that can be distributed through our existing network.

Finally, the Company is also developing a number of recurring revenue streams such as rental and shared savings programs as well as service and maintenance programs.

2. Performance Measures

The Company believes the following performance measures provide useful information to both management and investors to better understand the financial performance and financial position of the Company.

2.1 Adjusted Operating Cash Flow

Adjusted operating cash flow (defined as income (loss) for the period, as adjusted for revenue recorded upon signing of a finance lease, plus items not involving cash but excluding any changes in working capital items, plus finance lease payments received) is a performance measure used to gauge the cash generating capability of the Company. The impact changes in working capital items has on cash balances is excluded from the calculation of operating cash flow because changes in working capital items are usually only temporary and can fluctuate significantly from period to period and therefore are not a good indicator of the Company's longer term cash generating capabilities.

It is important to note that cash flow is not the same as net income, which includes transactions that did not involve actual cash outflows and excludes some transactions that did involve actual cash inflows. The calculation of adjusted operating cash flow starts with net income as identified in the Consolidated Statements of Comprehensive Income and then adds or subtracts a number of items identified in the Statement of Cash Flows. Adjusted operating cash flow does not have a standardized meaning prescribed by International Financial Reporting Standards and therefore may not be comparable to similar measures presented by other companies. The most directly comparable measure calculated in accordance with generally accepted accounting principles within the financial statements is net cash provided (used) in operating activities, as disclosed in the statement of cash flows.

2.2 EBITDAS

Management believes that EBITDAS (earnings before interest, taxation, depreciation, amortization, impairment of goodwill and other intangible assets, share-based compensation expense and net write down of lease) is a useful performance measure as it approximates cash generated from operations, before tax, capital expenditures and changes in working capital and excludes non-operating items. EBITDAS also assists comparison among companies as it eliminates the differences in earnings due to how a company is financed. EBITDAS does not have a standardized meaning prescribed by International Financial Reporting Standards and therefore may not be comparable to similar measures presented by other companies. The most directly comparable measure calculated in accordance with generally accepted accounting principles within the financial statements is income (loss) before income taxes, as disclosed in the statements of comprehensive income.

2.3 Order Backlog

Order backlog is a useful performance measure that Management uses as an indicator of the short term future revenue of our Company resulting from already recognized orders. The Company includes in "order backlog" any purchase orders that have been received by the Company but have not yet been reflected as revenue in the Company's published financial statements. It is important to note that once an order or partial order is recorded as revenue, the order backlog is reduced by the amount of the newly reported revenue. Order backlog does not have a standardized meaning prescribed by generally accepted accounting principles or International Financial Reporting Standards and therefore may not be comparable to similar measures presented by other companies.

3. Performance

3.1 Summary of Fourth Quarter Results

	Q4 2017	Q4 2016
	$	$
Revenue	**4,754,080**	4,123,246
Cost of Sales	**(2,375,537)**	(2,075,533)
Gross Profit	**2,378,543**	2,047,713
Administration, selling, marketing and business development expenses	**(1,989,143)**	(1,840,498)
Research and development (expenses) recovery	**28,966**	112,270
Operating income	**418,366**	319,485
Finance Revenue	**4,426**	4,911
Income before income taxes	**422,792**	324,396
Income taxes (expense) recovery	**(69,016)**	(56,283)
Net income for the period	**353,776**	268,113
Exchange differences on translation of overseas operations	**161,978**	40,763
Total comprehensive income for the period	**515,754**	308,876

Revenues and Gross Profits

Revenues were $4,754,080 in the quarter ended May 31, 2017, representing an increase of $630,834, or 15.3%, compared to $4,123,246 in the quarter ended May 31, 2016. Sales of heat recovery systems increased by $17,222 (1.2%) over the same period in the previous year, while sales of GEM™ condensate return systems increased by $613,612 (35.4%).

Revenues from sales of heat recovery systems in the current quarter included the substantial completion of an installation at a major hospital, as announced November 2, 2016, the partial delivery of a system to a leading producer of industrial and fuel alcohols, as announced September 28, 2016, plus the further extension of the finance lease in May 2017. In comparison, the same period of the previous year saw the substantial completion of installations at two major hospitals, as announced October 29, 2015 and November 23, 2015, as well as the second half of a project at another hospital, as announced November 5, 2015 and the substantial completion of the project at an animal feed supplier, as announced November 11, 2015.

The increase in GEM™ condensate return system sales in the final quarter of FY 2017 over the same period of the prior year was due mainly to sales to a leading chemical producer as well as the fulfilment of orders from a further three sites of the Fortune 500 food and beverage company, which has already had a number of site conversions to GEM™. The final quarter of FY 2016 saw lower sales to the chemical producer and partial fulfilment of one order from the same food and beverage company.

The gross profit of $2,378,543 in the quarter ended May 31, 2017 represented an increase of $330,830, or 16.2%, from the $2,047,713 achieved in the quarter ended May 31, 2016. The increase was solely the result of increased GEM™ revenues. Gross profit expressed as a percentage of sales was 50.0% in the final quarter of FY 2017 compared with 49.7% in the final quarter of FY 2016.

Expenses

Administration, selling, marketing and business development expenses in the quarter ended May 31, 2017 totaled $1,989,143 compared to $1,840,498 in the quarter ended May 31, 2016, an increase of $148,645. This increase was predominantly the result of higher commissions associated with the revenues, plus a staff incentive in the current year, as well as costs associated with a new salesperson and technical staff members plus the provision against an ageing debt. These cost increases were partially offset by an improvement in net foreign exchange losses in the final quarter of FY 2017 over the same period of the previous year which saw a strengthening of Sterling against the Canadian dollar.

Research and development credits relating to SR&ED claims accrued in the final quarter of FY 2017 gave rise to a net credit of $28,966, compared to $112,270 in the final quarter of FY 2016, which included an increase in the prior year's claim as well as the current period.

Finance revenue in the fourth quarter of FY 2017 of $4,426 compared to $4,911 recognized in the fourth quarter of FY 2016. The interest rate implicit in the lease of 14.3% is applied against the reducing finance lease receivable balance, hence lower finance revenues as the term of the agreement progresses.

Income before income taxes for the quarter ended May 31, 2017 was $422,792 compared to $324,396 in the same quarter of the previous year.

Income tax charge in the fourth quarter of FY 2017 was $69,016, compared to a charge of $56,283 in the fourth quarter of FY 2016. Taxes are payable on profits made in subsidiaries in both the U.S. and the U.K.

Net income for the fourth quarter of FY 2017 was $353,776 compared to $268,113 in the same quarter of the previous year.

Comprehensive income was $515,754 for the final quarter of FY 2017 compared to $308,876 for the final quarter of FY 2016. Both periods saw a weakening of the Canadian dollar against the U.K. pound sterling from the end of the February quarter, hence the higher comprehensive income arising from the translation of assets recorded in sterling.

3.2 Review of Year End Results

	2017	2016
	$	$
Revenue	**13,192,107**	12,402,076
Cost of Sales	**(5,753,532)**	(5,608,071)
Gross Profit	**7,438,575**	6,794,005
Administration, selling, marketing and business development expenses	**(6,789,868)**	(6,421,215)
Research and development expenses	**(67,730)**	(41,846)
Operating income	**580,977**	330,944
Finance Revenue	**11,523**	25,530
Income before income taxes	**592,500**	356,474
Income taxes expense	**(199,768)**	(97,606)
Net income for the period	**392,732**	258,868
Exchange differences on translation of overseas operations	**(218,436)**	(4,031)
Total comprehensive income for the period	**174,296**	254,837

Revenues and Gross Profits

Revenues were $13,192,107 in FY 2017 compared to $12,402,076 in FY 2016, an increase of $790,031, or 6.4%. Sales of heat recovery systems decreased by $389,191 (9.4%), while sales of GEM™ condensate return systems increased by $1,179,222 (28.6%).

FY 2017 included the substantial completion of installations at two major hospitals as well as the substantial completion of an extension project at another major hospital which had a heat recovery system installed in FY 2016. Other projects completed in the year included an installation at a global brewing company, as announced August 8, 2016, an installation at a leading food products business, as announced May 3, 2016 and a second equipment sale to a global mining company. In addition, an equipment sale to a leading producer of industrial and fuel alcohols, as announced September 28, 2016, was partially complete by year end, plus negotiations for the final extension to the finance lease were completed in May 2017. The previous fiscal year saw three hospital projects, as well as installations at a world-leading food and beverage company, as announced April 29, 2015, a packaged foods business, as announced December 1, 2014, a leading dairy supplier, as announced March 4, 2015, a leading animal feed supplier, as announced November 11, 2015, and a gypsum company, as announced October 26, 2015, plus an equipment supply to a district heating co-operative.

GEM™ condensate return systems sales in FY 2017 were $6,652,146 compared to $5,472,924 in FY 2016. Although the previous year saw the Company's largest ever single GEM order, from a leading pharmaceutical company, as announced August 17, 2015, current year sales exceeded the previous year by $1,179,222 due predominantly to an increase in orders from a leading performance materials company, as well as orders from an international textiles manufacturer and a multinational biotech company, as reported in the press release dated September 20, 2016, plus two hospitals, as announced August 8, 2016 and September 14. Sales of GEM™ product increased generally in both North America and U.K. and the rest of the world.

FY 2017 gross profit of $7,438,575 represents an increase of $644,570, or 9.5%, over the $6,794,005 achieved in FY 2016. The gross profit expressed as a percentage of sales was 56.4% in FY 2017 compared with 54.8% in FY 2016.

Expenses

Administration, selling, marketing and business development expenses in FY 2017 totaled $6,789,868, compared to $6,421,215 in FY 2016, an increase of $368,653, or 5.7%. The increased commissions on the higher revenues and a staff incentive provision were the main contributors to the increase, along with recruitment costs associated with the addition of sales staff and technical staff and the replacement of finance staff, plus increased advertising and promotional spend and the bi-annual sales meeting which was held in June 2016 and the provision against an ageing debt. These increases were partially offset by decreases in stock based compensation plus foreign exchange gains predominantly from the weakening of U.K. pound sterling against both the Canadian and U.S. dollar.

Research and development costs in FY 2017 totaled $67,730, compared to $41,846 in FY 2016. During the current year, the company recorded SR&ED credits receivable totaling $63,594, compared to $98,845 in the previous year, which included an adjustment for an earlier year's under-provision.

Finance revenue in FY 2017 was $11,523, a decrease of $14,007 from the $25,530 received in FY 2016. April 2017 saw the expiry of the existing lease, which was further extended in May 2017 by an additional 24 months to April 2019.

Income before income taxes for the fiscal year ended May 31, 2017 was $592,500 compared to $356,474 for the fiscal year ended May 31, 2016.

Income tax charge in FY 2017 was $199,768, compared to $97,606 in the previous year. This change is due to improved results of both the U.K. entity and the North American entity.

Net income for FY 2017 was $392,732, compared to $258,868 in the year ended May 31, 2016.

Comprehensive income was $174,296 in the year ended May 31, 2017, compared to $254,837 in the previous year. U.K. Sterling weakened against the Canadian Dollar in FY 2017, giving rise to an exchange loss on translation of overseas operations of $218,436. In comparison, the previous year saw less fluctuation, resulting in a smaller loss of $4,031.

Liquidity & Capital Resources

The working capital was $1,669,699 at May 31, 2017 compared to working capital of $976,374 at May 31, 2016 – an increase of $693,325, with the Company's net cash position (Cash and cash equivalents less Bank loans) increasing by $1,806,992 from $1,143,148 as at May 31, 2016 to $2,950,140 as at May 31, 2017.

The Company's working capital position over the last eight quarters can be summarized as follows:

	Aug 31, 2015 $	Nov 30, 2015 $	Feb 29, 2016 $	May 31, 2016 $	Aug 31, 2016 $	Nov 30, 2016 $	Feb 28, 2017 $	May 31, 2017 $
Current Assets	2,641,290	3,747,206	4,018,307	3,834,124	3,400,711	5,066,120	5,363,954	6,221,714
Current Liabilities	2,512,531	3,528,790	3,317,835	2,857,750	2,502,425	3,806,596	4,149,552	4,790,917
Working Capital	128,759	218,416	700,472	976,374	898,286	1,259,524	1,214,402	1,430,797

FY 2017 Changes

Current assets increased in FY 2017 by $2,387,590 to $6,221,714, mostly due to in the increase in cash balances of $1,806,992 plus an increase in trade receivables from sales made towards the end of the period. Current liabilities meanwhile increased by $1,933,167 to $4,790,917. Main increases were to trade payables of $769,308 and deferred revenue of $912,114 relating to heat recovery projects in progress at year end plus other liabilities, which increased by $256,533, mainly due to accruals for commission and staff incentive payable.

As at May 31, 2017, $46,840 (2.0%) of the Company's trade receivables balance was over 90 days past due, none of which is considered impaired.

At May 31, 2017, the Company had operating lease commitments as shown below. The Company had no purchase obligations:

	Total $	Less than 1 year $	1-5 years $	More than 5 years $
Operating Leases	301,884	149,232	152,652	nil

Net cash provided by operating activities in the year ended May 31, 2016 was $1,680,114. Net cash provided by investing activities of $72,867 comprised $111,031 finance lease principal payments received less $38,164 paid for net additions to property, plant and equipment. Net cash provided by financing activities of $112,096 comprised $120,476 from the exercise of share options less $8,380 dividends paid out to the minority shareholder of a UK subsidiary. After allowing negative $58,085 for the effect of exchange rate fluctuations on cash and cash equivalents, the net result of the above activities was an increase in cash balance of $1,806,992.

Adjusted operating cash inflow (defined as net income or loss attributable to the owners of the parent, as adjusted for revenue recorded upon signing of a finance lease, plus items not involving cash, after net tax and interest cash inflows or outflows, plus finance lease payments received) for the year ended May 31, 2016 was $478,472. After adjusting this for $1,312,674 of positive changes in non-cash working capital items and deducting $38,164 for the net purchase of fixed assets, adding $112,095 generated by financing activities, and deducting $58,085 to allow for the effect of exchange rate fluctuations on cash and cash equivalents, the net cash inflow was $1,806,992, increasing the net cash balance as at May 31, 2017 to $2,950,140 from $1,143,148 as at May 31, 2016.

In addition to its net cash balance of $2,950,140 as at May 31, 2017 the Company also had an estimated $435,000 of unused borrowing capacity under its bank loans.

The Company's ability to realize its assets and discharge its liabilities depends on its ability to generate sufficient cash from operations or its ability to arrange debt or equity financing. No assurance can be given that any such additional funding will be available or that, if available, it can be obtained on terms favorable to the Company.

Management is of the opinion that sufficient working capital will be obtained from future cash flows by achieving profitable operations through continuing to manage expenditures, concentrating on building upon revenue levels experienced in 2016 and 2017 and growing revenues at growth rates experienced in the years ended May 31, 2010 through May 31, 2014.

A reconciliation of Net cash provided (used) in operating activities to adjusted operating cash flow is shown below:

	2015 $	2016 $	2017 $
Net cash provided (used) in operating activities	(1,806,222)	418,167	1,680,115
Changes in working capital	(322,219)	180,106	(1,312,674)
Finance lease principal payments received	724,014	111,524	111,031
Adjusted operating cash flow	(1,404,427)	709,797	478,472

Net Investment in Lease

The Company's net investment in lease includes the following:

	May 31, 2017 $	May 31, 2016 $
Total estimated minimum lease payments receivable	319,161	125,054
Less: unearned income	(59,434)	(8,494)
	259,727	116,560
Less: current portion	(77,328)	(116,560)
	182,399	-

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. On December 31, 2012, the lease with Fortress Specialty Cellulose, as signed on June 29, 2010, expired. On November 27, 2012, an agreement was signed whereby the customer agreed to purchase the recovered energy for a further two years, after which the customer had the option to renew for an additional 24 months on substantially the same terms or purchase the asset from the Company.

On December 22, 2013, the site commenced a market downtime for a period of ten weeks, following the imposition of an interim duty in China on the import of Canadian dissolving pulp, further to which on April 11, 2014, an agreement was made to further extend the existing lease by five months to mid-May 2015.

On May 1, 2015, the customer signed a further extension for 24 months to May 1, 2017. Pursuant to this new extension, the customer has agreed to pay up to $12,000 per month over two years, at the end of which the customer has the option to purchase the asset from the Company.

On May 1, 2017, a final extension agreement was signed 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	109,554
Between two and five years	209,607
Residual value of equipment	-
	319,161

Related Party Transactions

Options outstanding for Directors (excluding the CEO) as at May 31, 2017 were 1,250,000 of which 583,334 were exercisable. There were no warrants outstanding for Directors.

Options outstanding for Senior Management (including the CEO) as at May 31, 2017 were 9,305,787 of which 6,158,096 were exercisable. There were no warrants outstanding for Senior Management.

Directors and Senior Management Compensation

During the year ended May 31, 2017 compensation arrangements for directors was as follows:

Until November 27, 2016: $15,000 per annum per Director plus an additional $9,000 per annum payable to the Chairman of the Board, $6,000 per annum payable to the chairperson of the Audit Committee, $6,000 per annum payable to the chairperson of the Ethics Committee and $1,000 payable for each in-person meeting.

From November 28, 2016: $13,500 per annum per Director plus an additional $8,100 per annum payable to the Chairman of the Board, $5,400 per annum payable to the chairperson of the Audit Committee, $5,400 per annum payable to the chairperson of the Ethics Committee and $1,000 payable for each in-person meeting.

During the year ended May 31, 2017, Directors fees paid were $84,913. Fees to the Chairperson of the Audit Committee were $5,695; fees to the Chairperson of the Ethics, Governance and Compliance Committee were $5,695, fees paid to the Chairman were $8,542; and a total of $29,000 was paid for in-person meetings.

Compensation paid to directors and officers during the year ended May 31, (inclusive of the amounts described above but excluding stock based compensation) was as follows:

	Salaries and fees		Incentives		Other short-term benefits		Total	
	2017 $	2016 $	**2017 $**	2016 $	**2017 $**	2016 $	**2017 $**	2016 $
Directors								
M. Williams	**22,187**	26,000	**-**	-	**-**	-	**22,187**	26,000
J. Kelly	**27,780**	29,000	**-**	-	**-**	-	**27,780**	29,000
W. Ollerhead	**21,982**	20,000	**-**	-	**-**	-	**21,982**	20,000
B. Linton[3]	**-**	20,687	**-**	-	**-**	-	**-**	20,687
J. Schoenmakers	**23,932**	22,313	**-**	-	**-**	-	**23,932**	22,313
D. Spagnolo	**19,238**	20,000	**-**	-	**-**	-	**19,238**	20,000
K. Milsom [3]	**9,863**	-	**-**	-	**-**	-	**9,863**	-
W. White [3]	**8,863**	-	**-**	-	**-**	-	**8,863**	-
Total	**133,845**	138,000	**-**	-	**-**	-	**133,845**	138,000
Senior Management								
W. Crossland	**240,000**	240,000	**42,077**	28,658	**3,735**	4,440	**285,812**	273,098
J. Flynn[1]	**146,378**	168,373	**25,058**	17,677	**26,218**	28,661	**197,654**	214,711
R. Triebe	**167,347**	153,699	**25,058**	17,677	**7,457**	8,006	**199,862**	179,382
S. Mawby[1][2]	**145,832**	106,904	**25,058**	17,677	**25,877**	19,704	**196,767**	144,285
Total	**699,557**	668,976	**117,251**	81,689	**63,287**	60,811	**880,095**	811,476
Total Related Party Transactions	**833,402**	806,976	**117,251**	81,689	**63,287**	60,811	**1,013,940**	949,476

Other short-term benefits include cash payments for social security costs, employee benefits, and payments made into defined contribution pension plans of the Company's U.K. based subsidiaries.

(1) Ms. Flynn and Mr. Mawby are compensated in U.K. Pound sterling. Average exchange rate to Canadian dollar was 1.693 and 1.975 in FY 2017 and FY 2016 respectively.

(2) Mr. Mawby was on parental leave between June 15, 2015 and November 8, 2015.

(3) Mr. Linton resigned and Ms. Milsom and Mr. White were appointed on November 28, 2016.

Normal Course Issuer Bid

On February 17, 2016, the Company announced its intent to re-launch the Normal Course Issuer Bid ("NCIB") for a further period of twelve months. The NCIB was approved by the TSX Venture Exchange on February 12, 2016. During the 12-month period commencing February 15, 2016 and ending February 15, 2017, the Company was able to purchase on the TSX up to 12,758,701 common shares, representing approximately 8% of the then issued and outstanding common shares.

The actual number of common shares purchased, if any, and the timing of such purchases was to be determined by the Company by considering market conditions, share prices, its cash position, and other factors. All of the Class A common shares purchased were purchased and cancelled directly under the NCIB for the year ended May 31, 2016.

The previously announced NCIB was approved by TSX Venture Exchange on November 3, 2014 and expired on November 3, 2015.

In the year ended May 31, 2017 the Company purchased no common shares (2016: 1,180,000 shares purchased for a total purchase price of $51,488).

Segmented Information

In the years ended May 31, 2017 and May 31, 2016, the Company operated in the energy efficiency industry in North America, Europe, China and the 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 by product segment 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 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, 2017 and the comparative period are detailed in the table below.

	Thermal Energy Ottawa		Thermal Energy Bristol		Reconciling Items		Total	
	2017	2016	**2017**	2016	**2017**	2016	**2017**	2016
	$	$	**$**	$	**$**	$	**$**	$
Total revenue from external customers	**6,357,723**	5,603,330	**6,834,384**	6,798,746	-	-	**13,192,107**	12,402,076
Cost of sales	**(2,886,324)**	(2,520,316)	**(2,867,208)**	(3,087,755)	-	-	**(5,753,532)**	(5,608,071)
Gross profit	**3,471,399**	3,083,014	**3,967,176**	3,710,991	-	-	**7,438,575**	6,794,005
Other expenses	**(2,885,103)**	(2,463,536)	**(2,859,750)**	(2,813,507)	**(1,112,745)**	(1,186,018)	**(6,857,598)**	(6,463,061)
Finance revenue	**11,523**	25,530	**-**	-		-	**11,523**	25,530
Income (loss) before taxation	**597,819**	645,008	**1,107,426**	897,484	**(1,112,745)**	(1,186,018)	**592,500**	356,474
Tax (expense) recovery	**(102,766)**	(71,603)	**(188,459)**	(142,428)	**91,457**	116,425	**(199,768)**	(97,606)
Profit (loss) after taxation	**495,053**	573,405	**918,967**	755,056	**(1,021,288)**	(1,069,593)	**392,732**	258,868
Attributable to:								
Owners of the parent	**541,991**	591,272	**894,177**	732,170	**(1,021,288)**	(1,069,593)	**414,880**	253,849
Non-controlling interest	**(46,938)**	(17,867)	**24,790**	22,886	**-**	-	**(22,148)**	5,019

Reconciling items comprise the following:

	2017	2016
	$	$
Corporate administration costs	**894,136**	849,642
Stock-based compensation	**117,266**	168,074
Professional fees	**137,418**	122,909
Depreciation of property, plant and equipment	**38,114**	38,344
Bank charges and interest	**36,143**	37,419
Foreign exchange differences	**(110,332)**	(30,370)
Total	**1,112,745**	1,186,018

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.

During the year ended May 31, 2017, the Company had one customer in North America that accounted for 10.2% of total group revenue for the year.

During the year ended May 31, 2016, the Company had one customer in Europe and the rest of the world that accounted for 13.1% of total group revenue for the year.

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,	
	2017	2016	**2017**	2016	**2017**	2016	**2017**	2016
	$	$	**$**	$	**$**	$	**$**	$
Canada	**1,708,140**	326,567	**40,984**	50,380			**182,399**	-
U.S.A.	**4,649,583**	5,270,334						
U.K.	**4,561,505**	6,125,908	**35,639**	28,057	**1,874,529**	2,047,246		
Italy	**1,454,195**	121,152						
Netherlands	**63,338**	124,629						
Ireland	**83,446**	26,939						
Germany	**189,388**	132,326						
Greece	**166,105**	-						
Rest of Europe	**171,896**	31,413						
India	**86,912**	44,897						
Kenya	**38,187**	109,414						
China	**-**	6,429						
Rest of world	**19,412**	82,068						
Total	**13,192,107**	12,402,076	**76,623**	78,437	**1,874,529**	2,047,246	**182,399**	–

Material Segmentation Variances

Revenue

North America and China: revenue for the year ended May 31, 2017 was $6,357,723 compared to $5,603,330 for FY 2016. Heat recovery revenue increased by $323,310. Although FY 2016 saw the substantial completion of three turnkey projects plus an equipment sale, revenue was higher in the current year due to the size of the two projects substantially completed during the period. Revenue from sales of GEM™ products meanwhile increased by $431,083. A further five orders were received from a major Fortune 500 food and beverage company during the current year, following six orders in the prior year. Whilst the order from a healthcare company, as announced August 17, 2015, was substantially fulfilled in the previous year, increases in orders from a leading chemical manufacturer plus general sales within the region more than made up for this.

Europe and the rest of the world: revenue for the year ended May 31, 2017 was $6,834,384 compared to $6,798,746 for the previous year. Heat recovery revenue decreased by $712,501 in FY 2017, due to smaller value projects within the hospital sector. In FY 2017, the Company did complete its first turnkey in Europe, outside of the U.K.. Revenue from sales of GEM™ products meanwhile increased by $748,139 from FY 2016, with two hospital conversions, compared to one in the previous year, and improved sales across Europe generally.

Segment Income (loss) Before Tax

North America and China: Gross profit increased by $388,385 in FY 2017 over the previous year. As a percentage of revenue, gross profit was 54.6% in FY 2017, compared to 55.0% achieved in FY 2016. Other expenses in the region increased by $421,567 (17.1%), due to increased commissions payable and profit related incentive, plus an additional sales manager and technical staff, costs relating to the two-yearly sales conference which was held in the current year and increased advertising and promotional costs, and the provision against an ageing Chinese debt. With finance revenue decreasing by $14,007 as the finance lease progresses, the resulting segment income before tax of $597,819 represented a reduction of $47,181 from the previous year.

Europe and the rest of the world: gross profit increased in the year ended May 31, 2017 over the previous year by $256,185, as a result of the increased revenues, with gross profit as a percentage of revenue increasing from 54.6% to 58.0% due to the increase in GEM revenue. As with North America, the increase in other expenses represents increased commissions payable and profit related incentive, plus an additional sales manager and technical staff. These increases were softened by the weakening of the pound against the Canadian dollar. The resulting pre-tax income of $1,107,426 compared to $897,484 in the prior year, an improvement of $209,942.

Other expenses within Reconciling items, which incorporates all costs not specifically attributable to either regional operational center, decreased in FY 2017 from the prior year by $73,273. An increase in profit related incentive was more than offset by reduced stock based compensation expense plus a gain on foreign currency translation, due to the weakening of U.K. Sterling against the Canadian dollar.

Selected Annual Information

The following table shows selected consolidated financial data for the three most recently completed financial years.

Financial information for the years ending May 31, 2015, 2016 and 2017

	2015 $	2016 $	2017 $
Revenue	6,800,192	12,402,076	13,192,107
Gross Profit	3,628,105	6,794,005	7,438,575
Gross Profit Percentage	53.4%	54.8%	56.4%
EBITDAS(1)	(2,048,552)	564,179	749,762
Total net income (loss) attributable to owners of the parent	(2,151,385)	253,849	414,880
Net profit (loss) per share – basic and diluted	(0.013)	0.002	0.003
Total assets	5,896,865	5,980,709	8,376,789
Total long term financial liabilities	0	0	0
Cash dividends declared per share	0.00	0.00	0.00
Adjusted operating cash flow(2)	(1,404,427)	709,797	478,472

(1) EBITDAS represents earnings before interest, taxation, depreciation, amortization, impairment of goodwill and other intangible assets, share-based compensation expense and net write down of lease.
(2) Adjusted operating cash flow represents net income (loss) plus items not involving cash, plus lease payments received.

A reconciliation of Net income (loss) to EBITDAS is shown below:

	2015 $	2016 $	2017 $
Total net income (loss) attributable to owners of the parent	(2,151,385)	253,849	414,880
Total net income (loss) attributable to non-controlling interest	(3,432)	5,019	(22,148)
Interest paid	4,473	4,692	4,015
Interest received	(129)	(3,405)	(2,133)
Taxation	(163,454)	97,606	199,768
Depreciation	36,077	38,344	38,114
Share based compensation	229,298	168,074	117,266
EBITDAS	(2,048,552)	564,179	749,762

Despite the weakening of U.K. Sterling against the Canadian dollar, FY 2017 generated $790,031 more revenue than FY 2016, an increase of 6%. All of this increase came from sales of GEM traps, both within North America and Europe, and the result was an increase in gross profit of $644,570. Most of the increase in costs was the direct result of the increased revenue, with commissions and incentive payable being higher than in the previous year. Over the current year, cash balances grew by $1,806,992, contributing to the overall increase in total assets of $2,396,080 from May 31, 2016.

FY 2016 provided $5,601,884 more revenue than FY 2015 – an increase of 82%. Whereas the previous year saw just one heat recovery order from a hospital, which was partially completed that year, the current year included the completion of that project as well as two other hospital conversions and a significant extension project at the first site. In addition, FY 2016 included three FLU-ACE® projects from other markets as well as two equipment sales, compared to two conversions and one smaller equipment sale in the prior year. Revenue from the sale of GEM™ products in North America increased by $2,116,969 in the current year, much of which was due to orders from three customers, but also some resulting from a general increase in orders from that region. This increase in revenue contributed directly to the increase in gross profit, with the main increases in other expenses also being the result of the increased activity, as commissions payable and incentive payable being higher than in FY 2015. Total assets grew by $83,844 in the current year, with an increase in cash balances of $427,805 being partially offset by a decrease in finance lease receivable and current tax assets, due to the profits realized in the U.K. entity this year.

FY 2015 saw a 48% drop in revenue from the previous year, with a corresponding 48% decrease in gross profit to $3,628,105. Sales to hospitals fell drastically in FY 2015, with no entire heat recovery conversions or GEM™ installations being recorded. In the U.K., a number of expected projects were delayed due to the increased use of third parties to review and often manage energy reduction programs on behalf of the estates departments. This was a major contributory factor in the drop in both heat recovery and GEM sales, and consequently gross profit, in FY 2015. Despite lower commissions payable and no staff incentive due in FY 2015, other expenses were just 5% less than in FY 2014 due to increased costs relating to the extra sales and marketing staff added towards the end of FY 2014. Total assets fell in FY 2015 by $1,549,099, predominantly as a result of the decreased cash balance due to the performance in the year. The decrease in finance lease receivable was partially offset by increases in trade receivables and deferred tax assets.

Quarterly financial information (unaudited)
For the eight quarters ended May 31, 2017

Quarter ended	31-May-17 $	28-Feb-17 $	30-Nov-16 $	31-Aug-16 $
Revenue	4,754,080	3,224,530	3,078,744	2,134,753
Gross Profit	2,378,543	1,675,233	1,929,114	1,455,685
Gross Profit Percentage	50.0%	52.0%	62.7%	68.2%
EBITDAS[(1)]	462,964	(1,811)	285,307	3,302
Total net income (loss)	353,776	(56,472)	175,158	(79,730)
Income (loss) per share, basic and diluted	0.002	0.000	0.001	(0.001)

Quarter ended	31-May-16 $	29-Feb-16 $	30-Nov-15 $	31-Aug-15 $
Revenue	4,123,246	3,220,621	2,501,595	2,556,614
Gross Profit	2,047,713	2,029,240	1,617,282	1,099,770
Gross Profit Percentage	49.7%	63.0%	64.6%	43.0%
EBITDAS[(1)]	376,858	504,654	83,538	(400,871)
Total net income (loss)	268,113	417,722	25,630	(452,597)
Income (loss) per share, basic and diluted	0.001	0.003	0.000	(0.003)

(1) EBITDAS represents earnings before interest, taxation, depreciation, amortization, share-based compensation expense and net write down of lease.

4. Business Outlook

Governments around the world are taking unprecedented action, including increasing regulations, to reduce carbon emissions. Energy efficiency can make the transition toward a clean energy economy faster and cheaper than other initiatives, and therefore is an important element in energy policies around the world. As such, the industrial sector has begun to feel the pressing need to adopt measures that can improve the energy efficiency of internal processes and operations, thus contributing to an increased demand for energy efficiency products, solutions and services globally.

Other than our order backlog, we do not provide specific financial performance guidance. However, we believe that we are well positioned to benefit from this increased demand, particularly in our key markets of North America, the United Kingdom, and the European Union. As mentioned in Section 2.3 earlier, Management uses order backlog as an indicator of the short term future revenue of our Company resulting from already recognized orders.

The Company's order backlog as at May 31, 2017 was approximately $4.2 million. As at September 22, 2017, the Company had an order backlog of approximately $9.0 million, of which approximately $0.3 million is related to long term contracts and is not expected to be reflected in revenue within the next 12 months.

	2015 $ million	2016 $ million	2017 $ million
Order backlog as at May 31	3.7	2.6	4.2
Order backlog as at September reporting date	5.7	7.3	9.0

- In August 2017, the Company announced that it had received a Super-Efficient Cogeneration Heat Recovery order from a leading Fortune 500 food and beverage producer for approximately $1,460,000. This order is expected to be fulfilled and the revenue earned over the next six to nine months.

- In July 2017, the Company announced that it had received a sixth heat recovery solution order from a leading Fortune 500 food and beverage producer for approximately $1,820,000. This order is expected to be fulfilled and the revenue earned over the next six to nine months.

- In March 2017, the Company announced that it had received a third heat recovery solution order from a major hospital group for approximately $1,700,000. This order was only 4% complete at year end and is expected to be fulfilled and the revenue earned over the next six months.

- In November 2016, the Company received an order for approximately $1,250,000 from a major hospital group for a heat recovery solution. This, the group's second order, was approximately 92% complete at May 31, 2017 and is expected to be fulfilled and revenue earned over the next three months.

- In September 2016, the Company announced that it had received an order for approximately $1,700,000 from a leading producer of industrial and fuel alcohols for the supply and installation of a FLU-ACE® heat recovery solution at one of its ethanol plants. The Company subsequently received a change order for additional scope, increasing the project value to approximately $1,875,000. As at May 31, 2017, this project was 72% complete, with the order expected to be fulfilled and revenue earned over the next six months.

- In August 2016, the Company announced that it had received two orders from a hospital trust: the first valued at approximately $868,000 for the supply and installation of a heat recovery system at one of its sites; and the second for the supply and installation of GEM™ steam traps at another site, worth approximately $280,000. The heat recovery order was approximately 82% complete as at the end of the year and is expected to be fulfilled and revenue earned over the next three months, whilst the GEM™ order was completed during the current year.

- In July 2016, the Company announced that it had received an order for approximately $840,000 from a multi-site hospital group for the extension of a heat recovery system previously installed by Thermal Energy. This project was approximately 75% complete as at the end of the third quarter and the order is expected to be fulfilled and revenue earned over the next three months.

- In June 2012, the Company received an order for approximately $562,000 from a publicly owned hospital for a heat recovery solution. This order was partially completed in FY 2013 and the customer is currently deciding on changes it may wish to be made before the project is continued. It is not yet known when this project may be completed.

5. Summary of Outstanding Shares and Dilutive Instruments

The Company currently has the following shares and dilutive instruments outstanding:

Shares

159,088,950 class A common shares.

Options

	Options outstanding			Options exercisable	
Range of exercise prices	Number outstanding May 31, 2017	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable at May 31, 2017	Weighted average exercise price
0.05-0.07	5,991,500	2.87	0.05	2,754,000	0.05
0.07-0.10	4,071,360	2.97	0.08	1,357,121	0.08
0.10-0.12	10,432,671	1.05	0.10	8,939,551	0.10
	20,495,531	1.96	0.08	13,050,672	0.09

6. Critical Accounting Estimates and Changes in Accounting Standards

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS necessitates the use of management estimates, assumptions and judgment that affect reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities at the date of the financial statements. Although management reviews its estimates on an ongoing basis, actual results may differ from these estimates as confirming events occur. The following components of the financial statements depend most heavily on such management estimates, assumptions and judgment, any changes in which may have a material impact on the Company's financial condition or results of operations. For more information about certain assumptions and risks that may affect these estimates, assumptions and judgments, please see the "Forward Looking Information" section of this MD&A.

Valuation of goodwill and intangible assets and asset impairment

Goodwill and intangible assets are tested annually for impairment, or earlier if circumstances indicate an 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. 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.

Future production outputs relating 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.

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 stock price and the risk free interest rate are used.

Revenue Recognition relating to contracts for heat recovery solutions

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, management exercises significant estimate about milestones, actual work performed 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 judgment 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 existing differences, future taxable income and future tax planning strategies.

Changes in Accounting Standards

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

Amendments to IAS 16 “Property, Plant and Equipment” and IAS 38 “Intangible Assets”

In May 2014, the IASB issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. These amendments prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. They also introduce a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset. The amendments explain that an expected future reduction in selling prices could be indicative of a reduction of the future economic benefits embodied in an asset. These amendments are to be applied prospectively for annual periods beginning on or after January 1, 2016. The Company adopted the amendments on June 1, 2016. The adoption of the amendments to IAS 16 and IAS 38 did not have a material impact on the consolidated financial statements.

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 9, "Financial Instruments"

In July 2014, the IASB issued the final version of IFRS 9, bringing together the classification and measurement, impairment and hedge accounting phases of the project to replace IAS 39, "Financial Instruments: Recognition and Measurement. 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. IFRS 9 is to be applied retrospectively for annual periods beginning on or after January 1, 2018. Early application is permitted. The Company does not intend to adopt this standard early and is currently evaluating the impact of adopting this standard on the consolidated financial statements.

IFRS 15, "Revenue from Contracts with Customers"

In May 2014, the IASB issued IFRS 15, which provides a single, principles-based five-step model for revenue recognition to be applied to all customer contracts, and requires enhanced disclosures. The standard also provides guidance relating to recognition of customer acquisition costs. In April 2016, the IASB issued Clarifications to IFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance. This standard will be effective for annual periods beginning on or after January 1, 2018 and allows early adoption. The Company does not intend to adopt this standard early and is currently evaluating the impact of adopting this standard on the 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. The Company does not intend to adopt this standard early and is currently evaluating the impact of adopting this standard on the consolidated financial statements.

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. These amendments are to be applied prospectively for annual periods beginning on or after January 1, 2018. Early adoption is allowed and specific transitional provisions apply. The Company does not intend to adopt this standard early and is currently evaluating the impact of adopting these amendments on the consolidated financial statements.

Amendments to IAS 7: Statement of Cash Flows ("IAS 7")

In January 2016, the IASB issued amendments to IAS 7. These amendments require entities to provide disclosures that help users of the financial statements to better understand changes in liabilities that arise from financing activities, including both changes arising from cash flow and non-cash changes. These amendments became effective for annual periods beginning on or after January 1, 2017. The Company does not expect the adoption of these amendments to have a material impact on the consolidated financial statements.

Amendments to IAS 12: Income Taxes ("IAS 12")

In January 2016, the IASB issued amendments to IAS 12. The amendments clarify the accounting for deferred tax assets for unrealized losses on debt instruments measured at fair value. The Company does not expect the adoption of these amendments to have a material impact on the consolidated financial statements.

7. Risk Factors and Risk Management

Management is confident about our long-term prospects, but does recognize that the company is exposed to a number of risks in the normal course of business that could negatively impact the financial condition of the Company.

Operational risks of the company include the ability to continue to secure and implement sales contracts for its GEM™ and FLU-ACE® technology solutions.

Financial risks and uncertainties of the Company include:

- The Company's history of operating losses and uncertainty of future profitability;
- The ability to grow sales through the establishment of new cooperative partnerships and strategic alliances;
- The ability to grow sales through the licensing of the corporation's technologies;
- The ability to secure and maintain the required outside working capital financing;
- The ability to achieve profitable operations through increased sales,
- Reliance on third party collaborations and license arrangements;
- Reliance on proprietary technology;
- Competition in the energy conservation and environmental compliance solutions;
- Product liability claims and insurance;
- Reliance on key personnel;
- The ongoing litigation with its former President & CEO;
- The ability to control costs and achieve a positive gross margin on projects; and,
- The effect of a continuing prolonged recession in Canada, U.S.A. and Europe to the financial markets in securing project financing and in particular to industrial and commercial customers in committing capital to projects.
- The impact of the pending departure from the European Union by the U.K.

Management's addressing of the risks:

FY 2012 saw the Company's first ever net profit, which was the result of increased revenues and strict cost control. FY 2013, however, produced an operating loss of $844,328, resulting from diminished revenues and increasing costs. Despite further cost increases as management continue to build the sales force, FY 2014 produced the company's best ever post-tax income of $634,023 as well as an increase in cash balance of $742,022, but this was again followed by a net loss of $2,154,817, accompanied by a cash decrease of $1,331,074 in FY 2015. FY 2016 saw a return to profitability and an increase in cash balances of $427,805, and this was followed in FY 2017 by another profitable year which saw cash balances increase by $1,806,992. Management is confident that this recent trend is set to continue.

The Company actively protects its proprietary technology through registered trademarks and confidentiality agreements.

The Company maintains adequate forms of general liability insurance including product liability and errors and omission coverage.

Management still believes that competition against its core technology of GEM™, FLU-ACE® and DRY-REX™ is limited at this time and believes that the market place is sufficiently large enough to mitigate the risk of stronger competition in the future.

On June 23, 2016 a referendum was held in the U.K., resulting in the decision to leave the European Union. One immediate effect was a significant fall in the value of U.K. Pound Sterling against most other major currencies, although it has now stabilized. Negotiations regarding how trade will continue after the U.K. leaves are ongoing, the outcome of which is difficult to predict. Management continues to monitor the situation, but at this point cannot comment on how the eventual break will impact the Company. In the meantime, business continues as normal.

Management continues to focus on strengthening relationships with key customers, as well as securing new relationships with multi-site organizations, which is anticipated to provide repeat business into the foreseeable future. Management continually monitors costs and cash flow to ensure that the Company has sufficient funds for operations while providing for future growth.

8. Forward-Looking Information

This MD&A contains certain "forward-looking statements." All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding financial and business prospects and financial outlook) are forward looking statements. These forward-looking statements reflect the current expectations or beliefs of Management, based on information currently available to the Company. Forward-looking statements are subject to a number of risks, uncertainties and assumptions that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, changes in general economic and market conditions, changes to regulations affecting the Company's activities, and uncertainties relating to the availability and costs of financing needed in the future. Any forward-looking statement speaks only as at the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although Management believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to the inherent uncertainty therein.

9. Management's Responsibility for Financial Reporting

In compliance with the Canadian Securities Administrators' National Instrument 52-109 ("NI 52-109"), the Company has filed with applicable Canadian securities regulatory authorities, certificates signed by its Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") that, among other things, report on the design and effectiveness of disclosure controls and procedures and the design of internal controls over financial reporting.

Under the supervision of the CEO and CFO, the Company maintains systems of internal accounting and administrative controls to provide reasonable assurance that the financial information is relevant, reliable and accurate and that transactions are authorized, assets are safeguarded and proper records are maintained. Internal controls over financial reporting, no matter how well designed, have inherent limitations and may not prevent or detect all misstatements. There were no changes to the Company's internal control over financial reporting during the year ended May 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Board of Directors is responsible for ensuring that management fulfills its responsibility principally through its Audit Committee.

Thermal Energy's auditors, KPMG LLP, conducted an independent audit of the consolidated financial statements for the year ended May 31, 2017, performing such tests and other procedures as they consider necessary to express an audit opinion. The external auditors have full and unrestricted access to the Audit Committee to discuss their audit and related findings.