# ENVIRONMENTAL WASTE INTERNATIONAL INC.

**UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**For The Nine Month Period Ended September 30, 2013**

**ENVIRONMENTAL WASTE INTERNATIONAL INC.**
**Index to the Unaudited Interim Consolidated Financial Statements**
**For The Nine Month Period Ended September 30, 2013**

**INDEX**


| | Page |
|---|---|
| Responsibility for Financial Statements | 3 |
| FINANCIAL STATEMENTS | |
| Consolidated Statement of Financial Position | 4 |
| Consolidated Statement of Loss and Comprehensive Loss | 6 |
| Consolidated Statement of Changes in Shareholders' Equity (Deficiency) | 7 |
| Consolidated Statement of Cash Flows | 8 |
| Notes to Consolidated Financial Statements | 9 |

**ENVIRONMENTAL WASTE INTERNATIONAL INC.**
**Unaudited Interim Consolidated Financial Statements**
**For The Nine Month Period Ended September 30, 2013**

**Responsibility for unaudited interim consolidated financial statements**

The accompanying unaudited interim consolidated financial statements for Environmental Waste International Inc. have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") consistently applied. The most significant of these accounting principles have been set out in the December 31, 2012 audited financial statements.

**Auditor involvement**

The auditors of Environmental Waste International Inc. have not performed a review of these unaudited interim financial statements.

Ajax, Ontario
November 25, 2013

**ENVIRONMENTAL WASTE INTERNATIONAL INC.**
**Consolidated Statement of Financial Position**
**As at September 30, 2013 and December 31, 2012**

## ASSETS

| | As at September 30 2013 (Unaudited) | As at December 31 2012 (Audited) |
|---|---|---|
| **Current Assets** | | |
| Cash and cash equivalents (Note 8) | $ 143,611 | $ 673,578 |
| Accounts receivable | - | 15,939 |
| Loans Receivable (Note 9) | 14,924 | 14,924 |
| Prepaid expenses and sundry | 63,325 | 42,951 |
| | 221,860 | 747,392 |
| **Property and equipment** (Note 10) | 1,618,589 | 1,689,632 |
| **Intangible assets** (Note 11) | 1,568,282 | 2,072,376 |
| **Total Assets** | $ 3,408,731 | $ 4,509,400 |

**ON BEHALF OF THE BOARD**

" Emanuel Gerard", Director

" Daniel Kaute", Director

The accompanying notes are an integral part of these financial statements.
Prepared by Management - without audit

**ENVIRONMENTAL WASTE INTERNATIONAL INC.**
**Consolidated Statement of Financial Position**
**As at September 30, 2013 and December 31, 2012**

## LIABILITIES

| | As at September 30 2013 (Unaudited) | As at December 31 2012 (Audited) |
|---|---|---|
| **Current Liabilities** | | |
| Accounts payable and accrued liabilities | $ 288,122 | $ 417,008 |
| Provisions | 294,758 | 294,758 |
| Loans payable (Note 13) | 497,000 | 497,000 |
| Current portion of term loan payable (Note 13) | 246,042 | 246,042 |
| Current portion of mortgages payable (Note 13) | 14,100 | 13,480 |
| Deferred Revenue | 3,108 | 45,326 |
| | 1,343,130 | 1,513,614 |
| **Long-term Liabilities** | | |
| Term loan payable (note 13) | 1,735,493 | 1,735,493 |
| Mortgages payable (Note 13) | 838,122 | 848,772 |
| | 2,573,615 | 2,584,265 |
| **Total Liabilities** | 3,916,745 | 4,097,879 |

## SHAREHOLDERS' EQUITY (DEFICIENCY)

| | As at September 30 2013 (Unaudited) | As at December 31 2012 (Audited) |
|---|---|---|
| Capital Stock (Note 14) | 43,383,021 | 42,353,325 |
| Contributed surplus (Note 14) | 3,905,235 | 3,091,483 |
| Warrants (Note 14) | 574,886 | 1,012,611 |
| Equity component of convertible loans (Note 13) | 63,820 | 63,820 |
| Deficit | (48,299,218) | (45,973,960) |
| Equity attributable to owners of the Parent | (372,256) | 547,279 |
| Non-Controlling interests | (135,758) | (135,758) |
| Total shareholders' equity (deficiency) | (508,014) | 411,521 |
| **Total Liabilities and Shareholders Equity** | $ 3,408,731 | $ 4,509,400 |

The accompanying notes are an integral part of these financial statements.
Prepared by Management - without audit

**ENVIRONMENTAL WASTE INTERNATIONAL INC.**
**Consolidated Statement of Loss and Comprehensive Loss**
**For The Nine Month Period Ended September 30, 2013 and 2012**

| | Three months ended September 30 | | Nine months ended September 30 | |
|---|---|---|---|---|
| | **2013** | **2012** | **2013** | **2012** |
| | **(Unaudited)** | **(Unaudited)** | **(Unaudited)** | **(Unaudited)** |
| **REVENUE** | | | | |
| Sales and interest income | **$ 28,970** | $ 31,381 | **$ 153,402** | $ 95,082 |
| **EXPENSES** | | | | |
| Manufacturing expenses | **$ 53,812** | $ 70,999 | **237,399** | 194,166 |
| Salaries, wages and benefits | **$ 194,663** | $ 295,511 | **641,497** | 788,591 |
| Operations, general and administration | **$ 322,214** | $ 369,120 | **908,054** | 902,016 |
| Stock Based Compensation Expense | **$ 94,187** | $ - | **132,523** | - |
| Foreign exchange | **$ 7,900** | $ 5,461 | **(3,497)** | 45,466 |
| Interest - loans payable | **$ 12,442** | $ 12,372 | **37,409** | 37,245 |
| Interest - mortgages payable | **$ 28,206** | $ 24,050 | **80,331** | 66,421 |
| SR&ED Refund | **$ (130,192)** | $ (881,663) | **(130,192)** | (881,663) |
| Amortization of property, equipment | **$ 23,501** | $ 29,885 | **71,043** | 78,983 |
| Amortization of intangible assets | **$ 168,031** | $ 180,531 | **504,093** | 541,593 |
| | **774,764** | 106,266 | **2,478,660** | 1,772,818 |
| **NET LOSS** | **$ (745,794)** | $ (74,885) | **$ (2,325,258)** | $ (1,677,736) |
| **Loss per share** | **$ (0.007)** | $ (0.001) | **$ (0.022)** | $ (0.017) |
| **Weighted average number of common shares outstanding** | **109,084,797** | 102,744,797 | **106,356,797** | 101,300,747 |

The accompanying notes are an integral part of these financial statements.
Prepared by Management - without audit

**ENVIRONMENTAL WASTE INTERNATIONAL INC.**
**Consolidated Statement of Changes in Shareholders' Equity (Deficiency)**
**For The Nine Month Period Ended September 30, 2013 and 2012**

| | Balance January 1, 2013 | Net Value of shares Issued | Net Loss | Balance September 30, 2013 |
|---|---|---|---|---|
| **Capital Stock** | 42,353,325 | 1,029,696 | $ - | $ 43,383,021 |
| **Contributed Surplus** | 3,091,483 | 813,752 | - | 3,905,235 |
| **Warrants** | 1,012,611 | (437,725) | - | 574,886 |
| **Equity component of convertible loans** | 63,820 | - | - | 63,820 |
| **Deficit** | (45,973,960) | - | (2,325,258) | (48,299,218) |
| **Total attributable to owners of the parent** | 547,279 | 1,405,723 | (2,325,258) | (372,256) |
| **Non-controlling interests** | (135,758) | | | (135,758) |
| **Total** | $ 411,521 | $ 1,405,723 | $ (2,325,258) | $ (508,014) |

| | Balance January 1, 2012 | Net Value of shares Issued | Net Loss/Change in Non-controlling Interests | Balance September 30, 2012 |
|---|---|---|---|---|
| **Capital Stock** | $ 40,551,465 | $ 2,192,750 | $ - | $ 42,744,215 |
| **Contributed Surplus** | 2,851,515 | - | - | 2,851,515 |
| **Warrants** | 700,000 | - | - | 700,000 |
| **Equity component of convertible loans** | 63,820 | - | - | 63,820 |
| **Deficit** | (43,117,050) | - | (1,677,736) | (44,794,786) |
| **Total attributable to owners of the parent** | 1,049,750 | 2,192,750 | (1,677,736) | 1,564,764 |
| **Non-controlling interests** | (105,381) | - | - | (105,381) |
| **Total** | $ 944,369 | $ 2,192,750 | $ (1,677,736) | $ 1,459,383 |

The accompanying notes are an integral part of these financial statements.
Prepared by Management - without audit

**ENVIRONMENTAL WASTE INTERNATIONAL INC.**
**Consolidated Statement of Cash Flows**
**For The Nine Month Period Ended September 30, 2013 and 2012**

| | Nine months ended September 30 | |
|---|---|---|
| | **2013** | **2012** |
| | **(Unaudited)** | **(Unaudited)** |
| **OPERATING ACTIVITIES** | | |
| Net loss for the period | **$ (2,325,258)** | $ (1,677,736) |
| Item not affecting cash: | | |
| Stock-based compensation | **132,523** | - |
| Amortization of property and equipment | **71,043** | 78,983 |
| Amortization of intangible assets | **504,093** | 541,593 |
| | **(1,617,599)** | (1,057,160) |
| Changes in non-cash working capital items: | | |
| Accounts receivable | **15,939** | (46,841) |
| Prepaid expenses and sundry | **(20,374)** | (20,015) |
| Accounts payable & accrued liabilities | **(128,885)** | (154,936) |
| Deferred revenue | **(42,218)** | 20,559 |
| Mortgages payable | **(10,030)** | (9,443) |
| | **(185,568)** | (210,676) |
| CASH PROVIDED FROM (USED IN) OPERATING ACTIVITIES | **(1,803,167)** | (1,267,836) |
| **INVESTING ACTIVITIES** | | |
| Purchase of capital assets | **-** | (51,664) |
| Loan receivable under Employee Stock Purchase Plan | **-** | (120,000) |
| | **-** | (171,664) |
| **FINANCING ACTIVITIES** | | |
| Proceeds from the issuance of common stock on private placement | **1,245,000** | 2,192,750 |
| Proceeds from the issuance of common stock on exercise of options | **28,200** | - |
| | **1,273,200** | 2,192,750 |
| **NET INCREASE (DECREASE) IN CASH** | **(529,967)** | 753,250 |
| **CASH - BEGINNING OF PERIOD** | **673,578** | 388,646 |
| **CASH - END OF PERIOD** | **$ 143,611** | $ 1,141,896 |

The accompanying notes are an integral part of these financial statements.
Prepared by Management - without audit

## 1. CORPORATE INFORMATION

Environmental Waste International Inc. ["EWI" or the "Company"] is incorporated under the Ontario Business Corporations Act. The Company's business is the design, development and sale of environmentally sound devices utilizing EWI's patented Reverse Polymerization process and dealing with environmental waste disposal, including the development, advancement, licensing and sale of its technology and related machines throughout the world. The unaudited consolidated financial statements of EWI were authorized for issue in accordance with a resolution of the Board of Directors on November 26, 2013. The Company's registered office is located at 360 Frankcom Street, Ajax, Ontario, L1S 1R5.

## 2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

The unaudited interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). These interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. The notes presented in these unaudited interim consolidated financial statements include only significant events and transactions occurring since our last fiscal year end and are not fully inclusive of all matters required to be disclosed in our annual audited consolidated financial statements.

These consolidated financial statements have been prepared on a historical cost basis. The consolidated financial statements are presented in Canadian dollars.

## 3. GOING CONCERN ASSUMPTION

These consolidated financial statements have been prepared on a basis that assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. These consolidated financial statements do not reflect any adjustments that may be necessary should the Company be unable to continue as a going concern. The Company incurred a net loss of $2,325,258 during the nine month period ended September 30, 2013 (September 30, 2012 - $1,677,736) and, as at that date, has a working capital deficiency of $1,121,270 (December 31, 2012 - $766,222) and a cumulative deficit of $48,299,218 (December 31, 2012 - $45,973,960). Recurring sources of revenue have not yet proven to be sufficient as the commercialization of the Company's core technology is at an early stage and the Company has not achieved a level of profitability and positive cash flows. The Company needs to obtain additional financing to enable it to continue operations. In the absence of additional financing, the Company is not expected to have sufficient funds to meet its obligations. Management continues to monitor the cash needs and is considering various alternatives to raise additional financing. Subsequent to the end of the period, on October 17, 2013, the Company completed a private placement financing for gross proceeds of $624,800 (see Subsequent Events note 22). There can be no assurances that the Company will be able to secure the necessary financing to enable it to continue as a going concern. The factors noted above indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. If the going concern basis is not appropriate, material adjustments may be necessary to the carrying amounts and/or classification of assets and liabilities.

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries as at September 30, 2013. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company using consistent accounting policies. All intra group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full. Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at the acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's net identifiable assets. Acquisition costs incurred are expensed and included in operating, labour and manufacturing expenses.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured at fair value at the acquisition date through profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Company's cash-generating unit ["CGU"] that is expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

### Investments in associates

Investments in associates are accounted for using the equity method. An associate is an entity in which the Company has significant influence.

Under the equity method, investments in associates are carried in the consolidated statements of financial position at cost plus post-acquisition changes in the Company's share of net assets of the associates. Goodwill relating to the associates is included in the carrying amount of the investments and is neither amortized nor individually tested for impairment.

**Investments in associates (continued)**

The consolidated statements of loss and comprehensive loss reflect the share of the results of operations of associates. Where there has been a change recognized directly in the equity of any associate, the Company recognizes its share of any changes and discloses this, when applicable, in the consolidated statements of changes in equity. Unrealized gains and losses resulting from transactions between the Company and its associates are eliminated to the extent of the interests in the associates.

The share of income (loss) of associates is included in the consolidated statements of loss and comprehensive loss. This is the income (loss) attributable to equity holders of the associates and therefore represents profit after tax and non-controlling interests in the subsidiaries of the associates.

When the Company's share of losses exceeds its interest in an associate, the carrying amount of that interest is reduced to nil and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the associate.

The consolidated financial statements of associates are prepared for the same reporting period as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Company.

After application of the equity method, the Company determines whether it is necessary to recognize an additional impairment loss on the Company's investments in associates. The Company determines at each reporting date whether there is any objective evidence that the investment in any associate is impaired. If the investment is impaired, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in the consolidated statements of loss and comprehensive loss.

**Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all of its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognized:

**Construction contracts**

Constructions contracts involve production, customization and installation services. Revenues from construction contracts are recognized using the percentage-of-completion method. The degree of completion is determined based on costs incurred as a percentage of total costs anticipated for each contract. When the outcome of a construction contract cannot be estimated reliably, contract revenues are recognized only to the extent of contract costs incurred that are likely to be recoverable. A complete provision is made for losses on contracts in progress when such losses first become known. Revisions in cost and profit estimates, which can be significant, are reflected in the accounting period in which the relevant facts become known.

**Rendering services**

Service revenues include maintenance contracts and extended warranty contracts. Revenues from services rendered are recognized when the stage of completion can be measured reliably.

**Interest income**

For all financial instruments measured at amortized cost and interest bearing financial assets, interest income or expense is recorded using the effective interest rate, which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Interest income is included in finance income in the consolidated statements of loss and comprehensive loss.

**Financial instruments**

**[a] Financial assets**

**Initial recognition and measurement**

Financial assets within the scope of IAS 39, *Financial Instruments – Recognition and Measurement* ("IAS 39") are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or derivatives designated in an effective hedge, as appropriate. The Company determines classification of its financial assets at initial recognition.

All financial assets are recognized initially at fair value plus, in the case of assets not at fair value through profit or loss, directly attributable transaction costs.
The Company's financial assets include cash and cash equivalents and accounts receivable. All of the Company's financial assets are classified as loans and receivables

**Subsequent measurement - loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in finance income in the consolidated statements of loss and comprehensive loss. The losses arising from impairment are recognized in the consolidated statements of loss and comprehensive loss in finance expense.

**Derecognition**

A financial asset is derecognized when:

. The rights to receive cash flows from the asset have expired.

. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement.

**Impairment of financial assets**

The Company determines at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred 'lost event') and that loss event has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortized cost, the Company first determines whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognized are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the consolidated statements of loss and comprehensive loss.

**[b] Financial liabilities**

**Initial recognition and measurement**

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, carried at amortized cost. This includes directly attributable transaction costs.

The Company's financial liabilities include accounts payable and accrued liabilities, debt component of convertible loans, mortgages payable and loan payable. All of the Company's financial liabilities are classified as loans and borrowings.

**Subsequent measurement - loans and borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the consolidated statements of loss and comprehensive loss when the liabilities are derecognized as well as through the effective interest rate method amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in finance expense in the consolidated statements of loss and comprehensive loss.

**Debt component of convertible loans**

Convertible loans are separated into liability and equity components based on the terms of the contract. On issuance of convertible loans, the fair value of the liability component is determined using a market rate for an equivalent non-convertible loan. This amount is classified as a financial liability measured at amortized cost [net of transaction costs] until it is extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognized and included in shareholders' equity. Transaction costs are expensed as operating, labour and manufacturing expenses. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible loans based on the allocation of proceeds to the liability and equity components when the instruments are initially recognized.

**Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statements of loss and comprehensive loss.

**[c] Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statements of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

**Cash and cash equivalents**
Cash and cash equivalents in the consolidated statements of financial position comprise cash at banks and on hand and short-term deposits with an initial maturity of three months or less.

**Property and equipment**
Property and equipment are stated at cost, net of accumulated amortization and/or accumulated impairment losses, if any. Such cost includes the cost of replacing component parts of the property and equipment. Repairs and maintenance are charged against income as incurred.
Expenditures which extend the estimated life of an asset are capitalized.

Amortization is provided annually on property and equipment, other than land, at rates designed to charge the cost of the assets over their estimated useful lives, as follows:

| | |
|---|---|
| Computer Equipment | 30-55% declining balance |
| Building | 4% declining balance |
| Equipment - gas engine | 15 years straight-line |
| Office equipment | 20% declining balance |
| Fixtures | 15 years straight-line |

The assets' residual values, useful lives and methods of amortization are reviewed at each fiscal year end and adjusted prospectively, if appropriate.

An item of property and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the consolidated statements of loss and comprehensive loss when the asset is derecognized.

**Intangible assets**
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of loss and comprehensive loss in the expense category consistent with the function of the intangible assets.

Amortization is provided annually on intangible assets at rates designed to charge the cost of the assets over their estimated useful lives, as follows:

| | |
|---|---|
| Technology rights | 10 years straight-line |
| In-process development | 5 years straight-line |
| Marketing rights | 5 years straight-line |

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of loss and comprehensive loss when the asset is derecognized.

**Research and development costs**
Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale.
- Its Intention to complete and its ability to use or sell the asset
- How the asset will generate future economic benefits.
- The availability of resources to complete the asset.
- The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied, requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses, if any. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. Amortization is recorded in the consolidated statements of loss and comprehensive loss in the expense category consistent with the function of the asset. During the period of development, the asset is tested for impairment annually.

**Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated for valuation multiples or other available fair value indicators.

**Impairment of non-financial assets (Continued)**
Impairment losses are recognized in the consolidated statements of loss and comprehensive loss in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's or CGU's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount nor exceed the carrying amount that would have been determined, net of amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statements of loss and comprehensive loss.

**Provisions**
Provisions are recognized when the Company has a present obligation [legal or constructive] as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statements of loss and comprehensive loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance expense.

**Share-based payment transactions**

**Stock options**
Employees, including senior executives, of the Company receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is recognized, together with a corresponding increase in other capital reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The consolidated statements of loss and comprehensive loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in operating expenses. No expense is recognized for awards that do not ultimately vest.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share‑based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. This includes any award where non‑vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as replacement awards on the date of grant, the cancelled and new awards are treated as if they were a modification of the original awards, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted loss per share.

**Warrants**

The Company issues warrants as part of brokered and non-brokered private placement offerings for common shares or as part of other compensation. Warrants are measured at fair value at the date of the offering and accounted for as a separate component of shareholders' equity. When the warrants are exercised, the proceeds received together with the related amount allocated as a separate component of shareholders' equity are allocated to capital stock. If the warrants expire unexercised, the related amount separately allocated to shareholders' equity is allocated to contributed surplus.

**Share issue costs**
Direct costs associated with an issue of capital stock or warrants are deducted from the related proceeds at the time of issue.

**Leases**

Leases are classified as either finance or operating leases. Leases that transfer substantially all of the benefits and inherent risks of ownership of property to the Company are accounted for as finance leases. At the time a finance lease is entered into, an asset is recorded together with its related long‑term obligation to reflect the acquisition and financing. Equipment recorded under finance leases is amortized on the same basis as described above. Operating lease payments are recognized as an operating expense in the consolidated statements of loss and comprehensive loss on a straight‑line basis over the lease term.

**Investment tax credits ("ITCs") and government grants**

ITCs are accounted for as a reduction in the cost of the related asset or expense where there is reasonable assurance that such credits will be realized. Government grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is deducted from expenses. When the grant relates to an asset, it is deduced from the cost of the related asset. If a grant becomes repayable, the inception-to-date impact of the assistance previously recognized in income is reversed immediately in the period that the assistance becomes repayable.

**Foreign currency translation**

The Company's consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency. Monetary assets and liabilities denominated in foreign currencies are converted to Canadian dollars at the appropriate rates of exchange prevailing at the consolidated statement of financial position dates while other assets and liabilities are converted at the rates of exchange applicable at the dates acquired or incurred. Revenue and expenses are translated into Canadian dollars at rates of exchange applicable during the periods in which they were earned or expensed. All gains and losses are included in the consolidated statements of loss and comprehensive loss as they arise.

**Taxes**

**Current income tax**
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statements of loss and comprehensive loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**
Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction, either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognized subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill), if it is incurred during the measurement period, or in income or loss.

**Sales tax**
Revenues, expenses and assets are recognized net of the amount of sales tax. The net amount of sales tax recoverable from, or payable to the taxation authority is included as part of receivables or payables in the consolidated statements of financial position.

**5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and contingent liabilities at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next fiscal year are described below. The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

The following are the critical judgments that have been made in applying the Company's accounting policies that have the most significant effect on the amounts in the consolidated financial statements:

**a) Leases**
The Company has entered into a commercial property lease for its corporate headquarters. The Company has determined, based on an evaluation of the terms and conditions of the arrangement, that the arrangement is an operating lease.

**b) Identification of intangible assets acquired in a business combination**
On January 27, 2011, the Company acquired the remaining shares of Ellsin Environmental Ltd. ("Ellsin") that the Company did not own. As part of identifying the net assets acquired, the Company determined that it had acquired intangible assets related to in-process development, relating to a tire recycling prototype under construction, and marketing rights. The identification of intangible assets acquired in a business combination is subject to considerable judgment when taking into account the facts and circumstances.

**c) Consolidation of a special purpose entity**

During fiscal 2007, EWILP, a limited partnership, was formed to hold the Company's intellectual property and to license certain intellectual property back to the Company by way of a license agreement. As EWILP was consolidated shortly after the transfer of intellectual property from the Company to EWILP the measurement of the intellectual property was at book value. The Company and EWILP also entered into a management services agreement where the Company was contracted to manage the remaining affairs of EWILP, including the intellectual property not licensed back to the Company through the license agreement. Amounts due from EWILP for management fees, interest and principal on notes are recorded on a cash basis as the Company does not have reasonable assurance as to the collectability. EWI has the right, but not the obligation, to re acquire all assigned rights to the patents, proprietary software and system design portfolio through the purchase of all outstanding LP Units. This option can be exercised from January 10, 2010 through to November 1, 2017 by issuing $7,000,000 in EWI stock at its then fair market value, based on the 10 day average trading price, to be not less than $0.50 per share. Because the Company has the power to govern the financial and operating policies of EWILP by way of the management services agreement and because, in substance, the activities of EWILP are being conducted on behalf of the Company such that the Company primarily benefits from EWILP's operations, management concluded that the Company controls this entity and therefore has consolidated the entity in these consolidated financial statements.

The following are the estimates and assumptions that have been made in applying the Company's accounting policies that have the most significant effect on the amounts in the consolidated financial statements:

**a) Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. These calculations are based on available data, other observable inputs and projections of cash flows, all of which are subject to estimates and assumptions. Recoverable amounts are also sensitive to assumptions about the future usefulness of in-process development and the related marketing rights. At the year end, management concluded that none of the Company's non-financial assets were impaired.

**b) Income taxes**

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Because the Company has a history of losses, it has not recognized the value of any deferred tax assets in its consolidated statements of financial position.

**c) Share-based payment transactions**

The Company measures the cost of equity‐settled transactions with employees by reference to the fair value of the equity instruments at the date on which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires the determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 14.

**d) Fair value of intangible assets acquired in a business combination**

On January 27, 2011, the Company acquired the remaining shares of Ellsin. Management applied judgment in the valuation of the intangible assets acquired, including in-process development and marketing rights. Assumptions with respect to similar past transactions and the cost of development to date were considered in determining the values assigned to the intangible assets acquired in this transaction.

**e) Development costs**

Development costs are capitalized in accordance with the accounting policy in note 4. In determining the amounts to be capitalized management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. After assessing all available facts and circumstances, management has determined that no development costs meet the recognition criteria to date.

## 6. ACCOUNTING STANDARDS

**ADOPTION OF NEW ACCOUNTING STANDARDS**
Effective January 1, 2013, the Company adopted the following IFRS standards:

**IFRS 10, Consolidated Financial Statements**
IFRS 10, Consolidated Financial Statements, provides a single consolidation model that identifies control as the basis for consolidation for all types of entities. IFRS 10 replaces IAS 27, Consolidated and Separate Financial Statements, and Standing Interpretations Committee (“SIC”) 12, Consolidation – Special Purpose Entities.

**IFRS 11, Joint Arrangements**
IFRS 11, Joint Arrangements, describes the accounting for arrangements in which there is joint control by focusing on the rights and obligations of the arrangements, rather than its legal form. IFRS 11 also removes the ability to use proportionate consolidation for joint ventures. IFRS 11 replaces IAS 31, Interests in Joint Ventures, and SIC 13, Jointly Controlled Entities – Non-Monetary Contributions by Venturers.

**IFRS 12, Disclosure of Interests in Other Entities**
IFRS 12, Disclosure of Interests in Other Entities, is a new standard that addressed the disclosure requirements for all interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities

**IFRS 13, Fair Value Measurement**

IFRS 13, Fair Value Measurement, replaces the fair value measurement guidance currently dispenses across different IFRS standards with a single definition of fair value and a comprehensive framework for measuring fair value when such measurement is required under other IFRSs. It also establishes disclosure requirements about fair value measurements.

These standards have been adopted and applied in these interim unaudited consolidated financial statements. The application of these standards has not had any material impact on the amounts reported for the current year or prior year.

The IASB made a number of amendments to IAS 19, Employee Benefits, none of which apply to the Company as the Company does not have any defined benefit pension plans.

**STANDARDS ISSUED BUT NOT YET EFFECTIVE**

The Company has not yet adopted certain standards, interpretations to existing standards and amendments which have been issued but have an effective date of later than January 1, 2013.

The IASB amended the following standards that the Company is in the process of reviewing to determine the impact on the unaudited consolidated financial statements:
In December 2011, the IASB amended both IAS 32, Financial Instruments – Presentation and IFRS 7, Financial Instruments – Disclosures by moving the disclosure requirements in IAS 32 to IFRS 7 and enhancing the disclosures about offsetting financial assets and liabilities. The effective date of the amendments is January 1, 2015.

**7. BUSINESS COMBINATION**

On January 27, 2011, the Company announced that it had completed the acquisition of 62.5% of the voting shares of Ellsin, a private company based in Canada which is undertaking the construction of a tire recycling prototype in Sault Ste. Marie, Ontario. The Company has acquired Ellsin to ensure the continuation of the development of the prototype. The Company previously held a 37.5% interest in Ellsin. The acquisition date fair value of the equity interest in Ellsin held by the Company immediately before the acquisition was $611,145. A gain of $611,145 was recognized in the consolidated statements of loss and comprehensive loss as a result of remeasuring the Company's equity interest in Ellsin to fair value immediately before the acquisition. In consideration for the purchase, the Company issued 2,263,500 of its common shares for total proceeds of $1,018,575. Transaction costs of $6,910 were incurred and recorded as operating, labour and manufacturing expenses. The fair value of the identifiable assets and liabilities of Ellsin at the date of acquisition were as follows:

| | Fair value recognized on acquisition |
|---|---|
| | $ |
| **Assets** | 9,293 |
| Cash and cash equivalents | 279,606 |
| Accounts receivable | 567,252 |
| Prepaid expenses and sundry | 1,021,011 |
| Property and equipment | 3,360,610 |
| Intangible assets | 5,237,772 |
| | |
| **Liabilities** | (598,160) |
| Settlement of pre-existing relationship with acquiree | 1,343,281 |
| Accounts payable and accrued liabilities | 1,832,931 |
| Loan payable | 1,030,000 |
| Mortgages payable | 3,608,052 |
| **Total identifiable net assets at fair value** | 1,629,720 |
| **Purchase consideration transferred** | 1,629,720 |

**8. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consist of the following:

| | **September 30, 2013** | December 31, 2012 |
|---|---|---|
| | $ | $ |
| Cash | **143,611** | 307,106 |
| Cash equivalents | **-** | 366,472 |
| | **143,611** | 673,578 |

Cash at banks earns interest at floating rates based on daily bank deposit rates. Cash equivalents are made for varying periods no greater than three months, depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates.

**9. LOANS RECEIVABLE**

Loans receivable consist of the following:

| | **September 30, 2013** | December 31, 2012 |
|---|---|---|
| | $ | $ |
| Loan receivable, with interest at 12% per annum payable on October 11, 2013 | **14,924** | 14,924 |
| | **14,924** | 14,924 |

**10. PROPERTY AND EQUIPMENT**

Property and equipment consist of the following:

| | **Land** | **Building** | **Fixtures** | **Computer equipment** | **Equipment** | **Equipment - gas engine** | **Total** |
|---|---|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ | $ | $ |
| **COST** | | | | | | | |
| **At December 31, 2012** | 68,261 | 984,994 | 71,060 | 35,565 | 26,735 | 719,169 | 1,905,784 |
| **Additions** | - | - | - | - | - | - | - |
| **At September 30,2013** | **68,261** | **984,994** | **71,060** | **35,565** | **26,735** | **719,169** | **1,905,784** |
| **Acumulated Amortization** | | | | | | | |
| **At December 31, 2012** | - | 75,210 | 9,474 | 24,053 | 13,069 | 94,346 | 216,152 |
| **Additions** | - | 27,293 | 3,553 | 2,591 | 1,647 | 35,958 | 71,043 |
| **At September 30,2013** | - | **102,503** | **13,027** | **26,644** | **14,716** | **130,304** | **287,195** |
| **Net Book Value** | | | | | | | |
| **At September 30,2013** | **68,261** | **882,491** | **58,033** | **8,921** | **12,019** | **588,865** | **1,618,589** |
| **At December 31, 2012** | 68,261 | 909,784 | 61,586 | 11,512 | 13,666 | 624,823 | 1,689,632 |

### 11. INTANGIBLE ASSETS

Intangible assets consist of the following:

| | Acquired in-process development | Marketing rights | Total |
|---|---|---|---|
| | $ | $ | $ |
| **COST** | | | |
| **At December 31, 2012** | **2,750,000** | **610,610** | **3,360,610** |
| **ACCUMULATED AMORTIZATION** | | | |
| **At December 31, 2012** | 1,054,167 | 234,067 | 1,288,234 |
| Amortization charge | 412,500 | 91,593 | 504,093 |
| **At September 30,2013** | **1,466,667** | **325,660** | **1,792,327** |
| **NET BOOK VALUE** | | | |
| **At September 30,2013** | **1,283,333** | **284,950** | **1,568,282** |
| **At December 31, 2012** | **1,695,833** | **376,543** | **2,072,376** |

There is one main research and development project: the TR900 tire recycling prototype. To date, management has determined that the related development costs that are not eligible for capitalization have been expensed and are recognized in operating, labour and manufacturing expenses. In the nine month period ended September 30, 2013 a total of $237,399 (2012 - $194,166) was recognized in operating, labour and manufacturing expenses related to development costs.

### 12. PROVISIONS

The provision balance is comprised of an accrual for retroactive salary to former senior management. Currently there is uncertainty with respect to the amount and validity of this provision, and also with respect to the timing of any such payment of this provision, which is dependent on the cash flows of the Company.

### 13. LOANS AND BORROWINGS

**[a] Loans payable consist of the following:**

| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| | $ | $ |
| Fixed rate loan due to a relative of the former President and CEO of the Company, with interest at 10% per annum, repayable in full on April 30, 2014. | **301,000** | 301,000 |
| Fixed rate loan due to directors and former directors of the Company, with interest at 10% per annum, repayable in full on April 30, 2014. | **196,000** | 196,000 |
| | **497,000** | 497,000 |
| Less current portion | **497,000** | 497,000 |
| | — | — |

During fiscal 2010, the Company borrowed a total amount of $497,000 from a relative of the former President of the Company and from three directors and two former directors of the Company by way of convertible loans. The Company bifurcated the equity component from the financial liability component. The value of the financial liability component was determined to be $433,180. As a result, an amount of $63,820 was added to shareholders' equity.

As of September 30, 2013, the terms of the above loans, including extension to April 30, 2014 have been agreed to by all the parties involved. In addition, with respect to the extension of the term and the removal of the convertible option on the loans, the TSX has approved the issuance of 798,000 warrants at $0.20 to the lenders expiring April 30, 2015, and will be issued subsequent to the end of this fiscal quarter.

The loan of $301,000, from the relative of the former President and CEO, is secured by a GSA, a General Security Agreement over the assets of the Company.

**b] Term loan payable consists of the following:**

| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| | $ | $ |
| Fixed rate, non-revolving term loan from the Northern Ontario Heritage Fund Corporation, with interest at 4% per annum compounded monthly, repayable by March 23, 2020 | 1,981,535 | 1,981,535 |
| Less current portion | 246,042 | 246,042 |
| | 1,735,493 | 1,735,493 |

Payments on the loan have not commenced in April 2013 as originally scheduled. The loan is collateralized by a general security agreement covering all of the assets of Ellsin except real property and an assignment of all risks and fire insurance on the subject properties. Arrangements are presently being negotiated with the NOHFC to review the loan including extending the repayment terms.

**LOANS AND BORROWINGS (Continued)**

**[c] Mortgages payable consist of the following:**

| | September 30, 2013 | Dec 31, 2012 |
|---|---|---|
| | $ | $ |
| Fixed rate first mortgage, ten-year amortization period, with interest at 6% per annum, calculated monthly, repayable by August 1, 2020 | **117,222** | 127,252 |
| Fixed rate second mortgage, with interest only at 12% per annum, repayable in full on April 15, 2015 | **735,000** | 735,000 |
| | **852,222** | 862,252 |
| Less currrent portion | **14,100** | 13,480 |
| | **838,122** | 848,772 |

The collateral for the above mortgages is as follows:

[a] First mortgage

A fixed and floating charge on the business assets of Ellsin by way of a General Security Agreement subordinate to the Northern Ontario Heritage Fund Corporation, covering all assets other than real property.

[b] Second mortgage

Second charge on the property, subordinate to the first charge of $117,222 of Community Development Corporation of Sault Ste. Marie.

[c] Principal repayments over the next five years and thereafter are as follows:

| | $ |
|---|---|
| 2013 | 3,450 |
| 2014 | 14,315 |
| 2015 | 750,198 |
| 2016 | 16,122 |
| 2017 and thereafter | 68,137 |
| | 852,222 |

**14. SHARE CAPITAL AND RESERVES**

| | Number of shares | Amount |
|---|---|---|
| | # | $ |
| **Authorized** | | |
| Unlimited common shares | | |
| **Issued and outstanding** | | |
| Balance, December 31, 2011 | **93,859,797** | **40,551,465** |
| Private placement [1] | 8,000,000 | 2,000,000 |
| Warrants issued [1] | — | (312,611) |
| Options exercised | 485,000 | 114,471 |
| **Balance, December 31, 2012** | **102,344,797** | **42,353,325** |
| Private placement [2] | **8,025,000** | **1,245,000** |
| Warrants issued [2] | — | **(262,275)** |
| Options exercised | **235,000** | **46,971** |
| Share exchange [3] | **(35,000)** | **—** |
| **Balance, September 30, 2013** | 110,569,797 | 43,383,021 |

The Company has placed a stop-trade order on 1,560,000 of the issued and outstanding shares for shares returned to the Company.

**(1)** On January 30, 2012, the Company completed an non-brokered private placement for 8,000,000 Units at $0.25 for gross proceeds of $2,000,000. Each Unit consists of one common share and 0.375 of a Share Purchase Warrant. A whole Share Purchase Warrant allows for the purchase of one additional common share of EWI at a price of $0.50 per share through to January 30, 2014. All shares issued in the private placement were subject to a hold period that expired on May 30, 2012. Using the Black-Scoles Model to value the warrant portion of the Units sold, $312,611 was allocated to warrants. After the allocation of the warrant portion sold of $312,611, the net credit to Share Capital was $1,687,389.

**(2)** On March 14, 2013, the Company completed a non-brokered private placement for 4,425,000 Units at $0.20 for gross proceeds of $885,000. Each Unit consists of one common share and one half of a Share Purchase Warrant. A whole share purchase warrant allows for the purchase of one additional common share of EWI at a price of $0.35 per share through March 14, 2015. All shares issued in the private placement were subject to a hold period that expired on July 15, 2013. Using the Black-Scholes Model to value the warrant portion of the Units sold, $196,475 was allocated to warrants. After the allocation of the warrant portion sold of $196,475, the net credit to Share Capital was $688,525.

On August 9, 2013, the Company completed an non-brokered private placement for 3,600,000 Units at $0.10 for gross proceeds of $360,000. Each Unit consists of one common share and 0.50 of a Share Purchase Warrant. A whole Share Purchase Warrant allows for the purchase of one additional common share of EWI at a price of $0.175 per share through to August 9, 2015. All shares issued in the private placement are subject to a hold period expiring on December 9, 2013. Using the Black-Scoles Model to value the warrant portion of the Units sold, $65,800 was allocated to warrants. After the allocation of the warrant portion sold of $65,800, the net credit to Share Capital was $294,200.

**(3)** During the nine months ended September 30, 2013, a shareholder who was formerly involved in business activities with the Company several years ago cancelled 1,000,000 shares. These shares had restricted trading provisions, and in return, he was issued 965,000 shares with more favourable terms. The new terms include the ability to trade a fixed number of shares at specific dates over the years 2013 to 2017.

**Share-based payment plans**

The Board of Directors have established a stock option plan under which options to purchase shares are granted to directors, employees, officers and consultants of the Company. The number of options and exercise price thereof is set by the Board of Directors at the time of grant, provided that the exercise price shall not be less than the closing market price of the common shares on the day immediately preceding the date of grant of the options, less a discount of up to 25%, in accordance with the policies of the TSX-V. The options issued to date vest over a period between six months and three years and generally expire from five years from the date of grant.

On June 11, 2013, at the Annual General and Special Shareholders' meeting, the shareholders approved the resolution to adopt a new 2013 Option Plan. This plan is a 10% rolling plan which allows for options issued equal to a maximum of 10% of the shares issued at the time of the grant. Under the new 2013 Option plan and based on the the number of common shares issued and outstanding, the options available for issue increased from 8,700,000 to 10,700,480, representing 10% of the total number of shares in issue.

The following options to purchase shares were outstanding on September 30, 2013 and December 31, 2012:

| | **September 30, 2013** | | December 31, 2012 | |
|---|---|---|---|---|
| | **Number of options** | **Weighted average exercise price** | Number of options | Weighted average exercise price |
| | # | $ | # | $ |
| **Balance, beginning of year** | **6,560,000** | **0.27** | 6,505,000 | 0.26 |
| Exercised | **(235,000)** | **(0.12)** | (485,000) | (0.15) |
| Forfeited/Expired | **(625,000)** | **(0.17)** | (960,000) | (0.28) |
| Cancelled | **(2,815,000)** | **(0.27)** | - | - |
| Granted | **3,985,000** | **0.17** | 1,500,000 | 0.26 |
| **Balance, end of period/year** | **6,870,000** | **0.22** | **6,560,000** | 0.27 |

| **Range of exercise prices** | **Outstanding and exercisable stock options** | | |
|---|---|---|---|
| | **Number of options** | **Weighted average remaining contractual life** | **Weighted average exercise price** |
| $ | # | (years) | $ |
| Less than 0.25 | 4,395,000 | 4.34 | 0.17 |
| 0.25 - 0.30 | 1,700,000 | 2.32 | 0.27 |
| 0.35 - 0.40 | 775,000 | 2.39 | 0.36 |
| | 6,870,000 | 3.62 | 0.20 |

The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 114% to 159%; risk-free interest rates of 1.1% to 1.6%; and an average expected life of five years. This resulted in stock-based compensation expense for the nine months ended September 30, 2013 of $132,523 (September 30, 2012 - $Nil).

**Warrants**

On January 30, 2012, the Company issued 3,000,000 warrants. Each warrant entitles the holder to acquire an additional common share at $0.50 per share and expires on January 30, 2014. Using the Black-Scoles Model to value the warrant portion of the Units sold, $312,611 was allocated to warrants.

On March 14, 2013, the Company issued 2,212,500 warrants. Each warrant entitles the holder to acquire an additional common share at $0.35 per share and expires on March 14, 2015. Using the Black-Scholes Model to value the warrant portion of the Units sold, $196,475 was allocated to warrants.

On August 9, 2013, the Company issued 1,800,000 warrants. Each warrant entitles the holder to acquire an additional common share at $0.175 per share and expires on August 9, 2015. Using the Black-Scholes Model to value the warrant portion of the Units sold, $65,800 was allocated to warrants.

**Warrants (continued)**

A summary of the status of the Company's warrants and changes during the year are as follows:

| | Number | Weighted average exercise price |
|---|---|---|
| | # | $ |
| Balance, December 31, 2011 | 2,500,000 | 0.50 |
| Issued | 3,000,000 | 0.50 |
| Outstanding, December 31, 2012 | 5,500,000 | 0.50 |
| Expired | (2,500,000) | (0.50) |
| Issued | 4,012,500 | 0.27 |
| **Outstanding, September 30, 2013 (see Note 13(a))** | **7,012,500** | **0.37** |

A summary of warrants outstanding and exercisable at September 30, 2013 is set out below:

| Exercise prices | Outstanding and exercisable stock warrants | | | |
|---|---|---|---|---|
| | Number of warrants | Weighted average remaining contractual life | | Weighted average exercise price |
| $ | # | [years] | | $ |
| | **7,012,500** | **1.08** | | **0.37** |

The fair values of all warrants were estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 117% to 140%; risk-free interest rate of 1.0% to 1.2% and an average expected life of two years.

| **Reconciliation:** | Number | Amount |
|---|---|---|
| | # | $ |
| Balance, December 31, 2011 | 2,500,000 | 700,000 |
| Warrants granted | 3,000,000 | 312,611 |
| Balance, December 31, 2012 | **5,500,000** | 1,012,611 |
| Expired | (2,500,000) | (700,000) |
| Warrants granted | 4,012,500 | 262,275 |
| **Outstanding, September 30, 2013 (see Note 13 (a))** | **7,012,500** | 574,886 |

| **Contributed surplus** | **Sept 30, 2013** | Dec 31, 2012 |
|---|---|---|
| | $ | $ |
| Balance, beginning of period | **3,091,483** | 2,851,515 |
| Stock options issued | **132,523** | 281,689 |
| Stock options exercised during the period | **(18,771)** | (41,721) |
| Value of warrants expired | **700,000** | — |
| **Balance, end of period** | **3,905,235** | 3,091,483 |

| **Equity component of convertible loans** | **Sept 30, 2013** | Dec 31, 2012 |
|---|---|---|
| | $ | $ |
| **Balance, beginning and end of year** | **63,820** | 63,820 |

**Per share amounts**

For the nine month period ended September 30, 2013, the weighted average number of shares outstanding was 106,356,797 (September 30, 2012 - 101,300,747). As at September 30, 2013, the Company had 6,870,000 (December 31, 2012 - 6,560,000) stock options, 7,012,500 warrants (exercisable for 7,012,500 shares) (December 31, 2012 - 5,500,000 warrants (exercisable for 5,500,000 common shares)) that were outstanding and anti-dilutive and therefore were excluded from the computation of diluted loss per share.

**15. GOVERNMENT ASSISTANCE**

The Company has outstanding claims for federal scientific research and experimental development tax credits ("SR&ED tax credits") for the years 2004 through 2012 inclusive, the value of which is approximately $2,242,184. Since these claims have not been formally approved, the benefit thereof has not been reflected in these consolidated financial statements. The tax credits will be recorded in the period when reasonable assurance of their realization exists. During the nine months ended September 30, 2013, the Company recognized $130,192 ( 2012 - $881,663) as a recovery of expenses for claims for which the tax credits have been realized.

## 17. INVESTMENT IN ASSOCIATE

During fiscal 2009, the Company obtained a 37.5% interest in Ellsin, and determined that it had significant influence by considering such factors as representation on Ellsin's Board of Directors and the ability to influence the activities of Ellsin. Until the acquisition of the remaining 62.5% in fiscal 2011, the Company has applied the equity method of accounting to its investment in Ellsin. Ellsin's fiscal year end was October 31. Prior to the Company's acquisition of the remaining shares of Ellsin (Note 7), the share of the Company's losses in Ellsin exceeded the original amount invested. The excess of the share of the Company's losses over the original amount invested was not recognized since the Company did not have the legal obligation to fund Ellsin's ongoing losses.

## 18. FINANCIAL INSTRUMENTS

### [a] Fair value information

The fair values of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturities of these instruments.

The fair values of loans and borrowings are as follows:

| | Sept 30, 2013<br>$ | Dec 31, 2012<br>$ |
|---|---|---|
| Loans payable | **497,000** | **497,000** |
| Mortgages payable | **684,191** | **684,191** |
| Term loan payable | **1,993,496** | **1,993,496** |
| | **3,174,687** | **3,174,687** |

The fair values of the loans and borrowings are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. These fair value measurements use other observable inputs such as interest rates and are considered to be 'Level 2' fair value measurements in the fair value hierarchy. No adjustment to the fair value has been made during interim 2013 fiscal periods.

### [b] Financial risk management objectives and policies

The Company's principal financial liabilities comprise accounts payable and accrued liabilities and various loans and borrowings. The main purpose of these financial liabilities is to finance the Company's operations. The Company's accounts receivable arise from its operations.

The Company is exposed to credit risk and liquidity risk.

**Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade accounts receivable) and from its financing activities, including deposits with banks and financial institutions. Customer credit risk is managed subject to the Company's established policies, procedures and controls relating to customer credit risk management. The requirement for an impairment is analyzed at each reporting date on an individual basis. The maximum exposure to credit risk at the reporting date is the carrying value of trade accounts receivable and cash and cash equivalents.

**Liquidity risk**

Liquidity risk is the risk that the Company will not meet its obligations under its various loans and borrowings. The Company is exposed to liquidity risk from its financing activities, primarily for its various loans and borrowings and accounts payable and accrued liabilities. The Company monitors its risk to a shortage of funds regularly. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined below. The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments, including expected interest payments:

| <u>As at December 31, 2012</u> | Less than 1 year<br>$ | 2 - 3 years<br>$ | 3 - 5 years<br>$ | Greater than<br>$ | Total<br>$ |
|---|---|---|---|---|---|
| Accounts payable and accrued liabilities and provisions | **711,766** | **—** | **—** | **—** | **711,766** |
| Loans payable | **503,841** | **—** | **—** | **—** | **503,841** |
| Mortgages payable | **108,949** | **890,429** | **41,505** | **55,341** | **1,096,224** |
| Term loan payable | **246,042** | **656,112** | **656,112** | **738,094** | **2,296,360** |
| **Total** | **1,570,598** | **1,546,541** | **697,617** | **793,435** | **4,608,191** |

**[c] Capital management**

The Company's objectives when managing its capital are:

[i] to maintain a flexible capital structure that optimizes the cost of capital at acceptable risk while providing an appropriate return to its shareholders;
[ii] to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business;
[iii] to safeguard the Company's ability to obtain financing should the need arise; and
[iv] to maintain financial flexibility in order to have access to capital in the event of future acquisitions and to improve current and new research and development for new technologies.

The Company manages the following as capital:

| | Sept 30, 2013<br>$ | Dec 31, 2012<br>$ |
|---|---|---|
| Interest-bearing loans and borrowings | **3,330,757** | **3,340,787** |
| Trade payables and other provisions | **582,880** | **711,766** |
| Less cash and cash equivalents | **(143,611)** | **(673,578)** |
| Net debt | **3,770,026** | **3,378,975** |
| Equity | **(508,014)** | **411,521** |
| **Total capital** | **3,262,012** | **3,790,496** |

The Company manages its capital structure and makes adjustments to it in accordance with the objectives stated above, as well as responding to changes in economic conditions and the risk characteristics of the underlying assets. The Company monitors the return on capital, which is defined as total shareholders' equity. There were no changes in the Company's approach to capital management during the period ended September 30, 2013. The Company is not subject to externally imposed capital requirements.

## 19. RELATED PARTY DISCLOSURES

**[a] Subsidiaries and ultimate parent**

The consolidated financial statements include the results of the Company and the following subsidiaries: Environmental Waste Management Corporation (100% equity interest), Jaguar Carbon Sales Limited (100% equity interest), Ellsin (100% equity interest), EWI Rubber Inc. (100% equity interest), 2228641 Ontario Limited (100% equity interest) and EWILP (Company is primary beneficiary). The ultimate parent of the Company is Environmental Waste International Inc.

**[b] Transactions with related parties other than key management personnel**

During the nine month period ended September 30, 2013 the Company engaged in transactions in the normal course of operations with the following related parties. All of these transactions have been accounted for at the exchange amount agreed to by the transacting parties as follows:

Interest paid to the three directors and two former for the nine month period ended September 30, 2013 totalled $9,187 (September 30, 2012 - $9,187) and to a relative of the former President of the Company totalled $22,575 (September 30, 2012 - $22,575).

**[c] Transactions with key management personnel**

Interest paid to a key management personnel for the nine month period ended September 30, 2013 totalled $5,512 (September 30, 2012 - $5,512).

**[d] Other transactions**

During the fiscal 2012, the Company loaned $90,000 to the former President of the Company and $30,000 to a former director of the Company to purchase shares from the Company's treasury. These share purchase loans bear interest at 1% per annum and mature on June 27, 2017. Since these loans can be settled by the former President and director surrendering a fixed amount of shares, the Company does not have a right to receive cash or another financial asset and, as a result, these loans have not been recognized as receivables on the consolidated statements of financial position. These loans have been accounted for as share-based payment transactions as they represent contracts that gives the holders the right, but not the obligation, to subscribe to the Company’s shares at a fixed price for a specified period of time. On June 26, 2013, at the request of the former President, the $90,000 loan was cancelled.

**20. COMMITMENTS AND CONTINGENCIES**

**[a] Commitments**

The Company is committed under a long-term lease for premises which expires on August 31, 2017.

Future approximate minimum lease payments for the ensuing five years including estimated tenant's share of operating expenses and realty taxes required under leases for the rental of premises are as follows:

| | $ |
|---|---|
| 2013 | 21,406 |
| 2014 | 85,624 |
| 2015 | 85,624 |
| 2016 | 85,624 |
| 2017 | 57,082 |

**[b] Contingencies**

Under its by-laws, the Company indemnifies its directors/officers, former directors/officers and individuals who have acted at the Company's request to be a director/officer of an entity in which the Company is a shareholder, to the extent permitted by law, against any and all charges, costs, expenses, amounts paid in settlement and damages incurred by the directors and officers as a result of any lawsuit or any judicial, administrative or investigative proceeding in which the directors and officers are sued as a result of their service. Indemnification claims will be subject to any statutory or other legal limitation period. There are no indemnification claims known to the Company at this time. The Company has purchased directors' and officers' liability insurance. No amount has been accrued in these consolidated financial statements with respect to any indemnifications.

During the ordinary course of business activities, the Company may be party to claims and may be contingently liable for litigation. Management believes that adequate provisions have been made in the accounts where required. Although it is not possible to estimate the extent of potential costs and losses, if any, management believes that the ultimate resolution of such contingencies will not have a material adverse effect on the consolidated financial position of the Company.

During the period, the former president and CEO whose employment was terminated on March 1, 2013, commenced an action against the Company wherein he is seeking four years of severance pay in the amount of $1,020,000. Management believes that this claim for 48 months of pay is highly inflated and is without merit as there is no basis for the alleged events on which this claim is based.

**21. SEGMENT INFORMATION**

The Company is organized into one operating segment. Management monitors the operating results of the Company on this basis.

**Geographic information**

**Revenues include sales from external customers as follows:**

| | **Sept 30, 2013** | **Sept 30, 2012** |
|---|---|---|
| | $ | $ |
| Canada | **1,974** | 514 |
| United States | **105,583** | 84,525 |
| | **107,557** | 85,039 |

Revenue from one customer amounted to $105,583 [2012 - $84,525].

**Non-current assets**

All of the Company's non-current assets are located in Canada.

**22. SUBSEQUENT EVENTS**

a) On October 17, 2013 the Company completed a private placement financing for 5,206,666 units raising $624,800 through sale of units at a subscription price $0.12 each. Each unit consists of one common share and a half warrant. Each whole warrant permits entitles the holder to acquire one common share at an exercise price of $0.21 for a period of two years. All shares and share purchase warrants are subject to a four month hold period that expires on February 17, 2014.