EnWave Corporation

Condensed Consolidated Interim Financial Statements

Three months ended December 31, 2017 and 2016

(Unaudited – prepared by management)
(expressed in thousands of Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, the financial statements must be accompanied by a notice indicating that they have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by CPA (Chartered Professional Accountants) Canada for a review of interim financial statements by an entity's auditor.

EnWave Corporation

Condensed Consolidated Interim Statements of Financial Position

As at December 31, 2017 and September 30, 2017

(Unaudited, expressed in thousands of Canadian dollars)

	Note	December 31, 2017	September 30, 2017
		$	$
Assets			
Current assets			
Cash and cash equivalents	4(a)	**10,942**	1,319
Restricted cash	4(b)	**250**	250
Trade receivables	5	**2,428**	2,617
Due from customers on contract	13(a)	**2,187**	2,378
Prepaids and other receivables	6	**184**	186
Inventory	7	**2,549**	2,973
		18,540	9,723
Non-current assets			
Plant and equipment		**2,550**	2,675
Intangible assets		**836**	946
		3,386	3,621
Total assets		**21,926**	13,344
Liabilities			
Current liabilities			
Trade and other payables	8	**1,814**	2,181
Amounts due to related parties	11(d)	**73**	74
Customer deposits and deferred revenue	13(a)	**995**	926
Current portion of other liability	10(b)	**-**	41
		2,882	3,222
Non-current liabilities			
Amounts due to related parties	11(d)	**73**	90
		73	90
Total liabilities		**2,955**	3,312
Equity			
Attributable to shareholders of the parent			
Share capital	9(b)	**62,991**	54,967
Warrants	9(c)	**1,898**	749
Contributed surplus		**7,469**	7,322
Foreign currency translation reserve		**438**	430
Deficit		**(55,815)**	(55,199)
		16,981	8,269
Non-controlling interest		**1,990**	1,763
Total equity		**18,971**	10,032
Total liabilities and equity		**21,926**	13,344
Contingencies and commitments	10		
Subsequent event	16		

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

EnWave Corporation

Condensed Consolidated Interim Statements of Net Loss

For the three months ended December 31, 2017 and 2016

(Unaudited, expressed in thousands of Canadian dollars, except per share data)

	Note	Three months ended December 31,	
		2017 **$**	**2016** **$**
Revenues	13	**4,519**	3,467
Direct costs		**(3,093)**	(2,683)
		1,426	784
Expenses			
General and administration		**593**	535
Sales and marketing		**590**	305
Research and development		**272**	291
Amortization of intangible assets		**139**	254
Stock-based compensation	9(d)	**147**	22
Foreign exchange loss (gain)		**94**	(9)
Finance (income) expense, net		**(12)**	4
		1,823	1,402
Net loss for the period		**(397)**	(618)
Net (loss) income attributed to:			
Shareholders of the parent company		**(616)**	(690)
Non-controlling interest		**219**	72
		(397)	(618)
Basic and diluted loss per common share		**(0.01)**	(0.01)
Weighted average number of shares outstanding – basic and diluted		**95,781,183**	90,775,549

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

EnWave Corporation

Condensed Consolidated Interim Statements of Comprehensive Loss

For the three months ended December 31, 2017 and 2016

(Unaudited, expressed in thousands of Canadian dollars)

	Three months ended December 31,	
	2017 **$**	**2016** **$**
Net loss for the period	**(397)**	(618)
Other comprehensive loss		
Items that may be subsequently reclassified to profit or loss		
Foreign exchange translation	**16**	60
Total comprehensive loss for the period	**(381)**	(558)
Comprehensive (loss) income attributed to:		
Shareholders of the parent company	**(608)**	(659)
Non-controlling interest	**227**	101
Total comprehensive loss for the period	**(381)**	(558)

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

EnWave Corporation

Condensed Consolidated Interim Statements of Changes in Equity

For the three months ended December 31, 2017 and 2016

(Unaudited, expressed in thousands of Canadian dollars)

	Attributable to shareholders of the parent								
	Share capital								
	Number	Value $	Warrants $	Contributed surplus $	Foreign currency translation reserve $	Deficit $	Total $	Non-controlling interest $	Total equity $
Balance – September 30, 2016	90,772,759	54,905	749	6,446	495	(51,808)	10,787	1,422	12,209
Net (loss) income for the period	-	-	-	-	-	(690)	(690)	72	(618)
Effects of foreign currency translation	-	-	-	-	31	-	31	29	60
Shares issued on exercise of options	3,333	3	-	(1)	-	-	2	-	2
Restricted share rights	-	-	-	12	-	-	12	-	12
Stock-based compensation	-	-	-	10	-	-	10	-	10
Balance – December 31, 2016	90,776,092	54,908	749	6,467	526	(52,498)	10,152	1,523	11,675
Net (loss) income for the period	-	-	-	-	-	(2,701)	(2,701)	333	(2,368)
Effects of foreign currency translation	-	-	-	-	(96)	-	(96)	(93)	(189)
Shares issued on exercise of options	56,667	59	-	(14)	-	-	45	-	45
Restricted share rights	-	-	-	81	-	-	81	-	81
Stock-based compensation	-	-	-	788	-	-	788	-	788
Balance – September 30, 2017	90,832,759	54,967	749	7,322	430	(55,199)	8,269	1,763	10,032
Net (loss) income for the period	-	-	-	-	-	(616)	(616)	219	(397)
Effects of foreign currency translation	-	-	-	-	8	-	8	8	16
Shares issued for prospectus and private placement	9,530,000	8,884	1,310	-	-	-	10,194	-	10,194
Share issue costs	-	(1,067)	(134)	-	-	-	(1,201)	-	(1,201)
Shares issued on exercise of agent's warrants	225,000	207	(27)	-	-	-	180	-	180
Restricted share rights	-	-	-	33	-	-	33	-	33
Stock-based compensation	-	-	-	114	-	-	114	-	114
Balance – December 31, 2017	100,587,759	62,991	1,898	7,469	438	(55,815)	16,981	1,990	18,971

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

EnWave Corporation

Condensed Consolidated Interim Statements of Cash Flows

For the three months ended December 31, 2017 and 2016

(Unaudited, expressed in thousands of Canadian dollars)

	Note	Three months ended December 31, 2017 $	2016 $
Cash flows from operating activities			
Net loss for the period		**(397)**	(618)
Items not affecting cash			
Depreciation and amortization		**483**	489
Stock-based compensation	9(d)	**147**	22
Finance (income) expense, net		**(12)**	4
Foreign exchange loss (gain)		**94**	(9)
		315	(112)
Changes in non-cash working capital			
Trade receivables		**195**	(194)
Prepaids and other receivables		**12**	19
Inventory		**345**	(410)
Trade and other payables		**(78)**	279
Due to/from related parties		**(23)**	(246)
Due from customers on contract and deferred revenue		**179**	(374)
Net cash generated from (used in) operating activities		**945**	(1,038)
Cash flows from investing activities			
Acquisition of plant and equipment		**(177)**	(49)
Finance income received		**16**	11
Net cash used in investing activities		**(161)**	(38)
Cash flows from financing activities			
Proceeds from prospectus offering and private placement	9(b)	**10,006**	-
Share issue costs	9(b)	**(1,014)**	-
Proceeds from exercise of agent's warrants	9(c)	**180**	2
Payment of other liability	10(b)	**(322)**	(120)
Net cash generated from (used in) financing activities		**8,850**	(118)
Effect of foreign exchange translation on cash		**(11)**	39
Increase (decrease) in cash and cash equivalents		**9,623**	(1,155)
Cash and cash equivalents - Beginning of the period		**1,319**	4,590
Cash and cash equivalents - End of the period		**10,942**	3,435
Non-cash transactions			
Acquisition of plant and equipment through accounts payable		**9**	(6)
Acquisition of intangible assets through accounts payable		**30**	-
Warrants issued for share issue costs		**187**	-

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

1 Nature of operations

EnWave Corporation ("EnWave") was incorporated under the Canada Business Corporations Act on July 14, 1999. The Company's principal business is the design, construction, marketing and sales of microwave-vacuum food and biomaterial dehydration machines that utilize proprietary dehydration technologies developed by the Company.

The registered office of the Company is 1000 Cathedral Place - 925 West Georgia Street, Vancouver, BC V6C 3L2, Canada.

The Company holds a 51% partnership interest in NutraDried, LLP ("NutraDried"), a partnership formed in the United States of America. NutraDried develops, manufactures, markets and sells certain dehydrated food products under the Company's nutraDRIED™ trademark throughout North America. NutraDried Creations, LLP ("Creations") owns the remaining 49% partnership interest in NutraDried. EnWave and NutraDried are collectively referred to as "the Company".

2 Basis of preparation

Statement of compliance

These condensed consolidated interim financial statements ("interim financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as applicable to the preparation of interim financial statements, as set out in International Accounting Standard ("IAS") 34, *Interim Financial Reporting*. They do not include all the information required for a complete set of IFRS financial statements and should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended September 30, 2017. There are selected explanatory notes included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual consolidated financial statements as at and for the year ended September 30, 2017.

These interim financial statements were approved for issuance by the Board of Directors for issue on February 22, 2018.

Critical accounting estimates

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. The Company regularly reviews its estimates and assumptions; however, it is possible that circumstances may arise which may cause actual results to differ from management estimates, and these differences could be material. Estimates and underlying assumptions are reviewed on an ongoing basis and revisions to estimates are recorded prospectively.

Revenue recognition

The recognition of revenue as of the consolidated statement of financial position date requires management to make significant estimates primarily relating to the percentage-of-completion method to determine the amount of revenue to recognize. The stage of completion is measured by reference to the actual contract costs incurred as a percentage of total estimated costs for each contract. If the total actual contract costs were to differ by 10% from management's estimated contract costs, the amount of revenue recognized in the period would be increased or decreased by $146 (2016 - $550).

Impairment of inventory

The Company measures inventory at the lower of cost and net realizable value, and in the event the net realizable value exceeds cost, an impairment charge is recorded. This determination requires judgement, which includes, among other factors, the selling price, less the estimated costs of completion and selling expenses.

Impairment of non-financial assets

At each reporting date, the Company assesses its non-financial assets to determine whether there are any indications of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated. Non-financial assets that do not generate independent cash flows are grouped together into a cash generating unit ("CGU"), which represents the lowest level at which largely independent cash flows are generated. The recoverable amount of a CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is calculated as the present value of the estimated future cash flows discounted at appropriate discount rates. These calculations require the use of estimates and assumptions.

Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of loss on a straight-line basis over the period of the lease. The Company leases certain plant and equipment and assesses whether substantially all the risks and rewards of ownership rest with the Company or the lessee.

When the Company determines that substantially all the risks and rewards of ownership rest with the Company, the Company records the lease payments earned; however, when assessed as a finance lease, the amounts are capitalized at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Warranty provision

The Company recognizes revenue from the sale of machines to customers. Machines are sold with a manufacturer's warranty valid for a fixed period not exceeding one year. The Company estimates, based on past experience with similar sales, that the warranty costs will not exceed 1% of revenues. The Company therefore recognizes a provision for warranty equal to 1% of revenue recognized.

3 Significant accounting policies

The accounting policies adopted are consistent with the September 30, 2017 annual consolidated financial statements.

Accounting standards and amendments issued and not yet adopted

The standards, amendments, and interpretations issued before 2018 but not yet adopted by the Company have been disclosed in note 3 of the Company's September 30, 2017, annual consolidated financial statements. No additional standards, amendments, and interpretations were issued in the three months ended December 31, 2017. The Company is currently considering the impact of adopting these standards, amendments, and interpretations on its consolidated financial statements and cannot reasonably estimate the effect at this time, except as specifically mentioned below:

IFRS 15 - Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers (IFRS 15). In April 2016, the IASB issued amendments to clarify the standard and provide additional transition relief for modified contracts and completed contracts. IFRS 15 applies to all revenue contracts with customers and provides a model for the recognition and measurement of the sale of some non-financial assets such as property, plant, and equipment, and intangible assets. It sets out a five-step model for revenue recognition and applies to all industries. The core principle is that revenue should be recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration that the entity expects to be entitled to in exchange for those goods or services. IFRS 15 requires numerous disclosures, such as the disaggregation of total revenue, disclosures about performance obligations, changes in contract asset and liability account balances, and key judgements and estimates. In addition, the accounting for loss-making contracts will fall under the onerous contracts guidance in IAS 37 Provisions, Contingent Liabilities and Contingent Assets. The Company has started reviewing the implementation of IFRS 15 and provides regular updates to the Audit Committee, including a work plan. Major provisions of IFRS 15 include determining which goods and services are distinct and require separate accounting (performance obligations), determining the total transaction price, estimating and recognizing variable consideration, identifying and accounting for contract modifications, and determining whether revenue should be recognized at a point in time or over time (including guidance on measuring the stage of completion). IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The Company is currently assessing the potential effect of these requirements on its consolidated financial statements, including the timing of revenue recognition. The impact of the transition to IFRS 15 on the consolidated financial statements is not yet known, and the Company expects to report more detailed information, including estimated quantitative financial impacts, if material, prior to October 1, 2018.

The mandatory effective date of IFRS 15 is for years starting on or after January 1, 2018, with earlier application permitted. This standard may be adopted using a full retrospective or modified retrospective approach. The Company has not yet selected the transition method it will apply or quantified the financial reporting impact of adopting this standard. The Company intends to adopt IFRS 15 in its consolidated financial statements for the year commencing October 1, 2018.

IFRS 9 - Financial Instruments

In July 2014, the IASB issued IFRS 9 *Financial Instruments* (IFRS 9) to introduce new requirements for the classification and measurement of financial assets and financial liabilities, including derecognition. IFRS 9 requires that all financial assets be subsequently measured at amortized cost or fair value. The new standard also requires that changes in fair value attributable to a financial liability's credit risk be presented in other comprehensive income, not in profit or loss. In addition, it includes a single expected-loss impairment model and a reformed approach to hedge accounting. This standard is effective on or after January 1, 2018, on a retrospective basis subject to certain exceptions. The impact of the transition to IFRS 9 on the consolidated financial statements is not yet known, and the Company expects to report more detailed information, including estimated quantitative financial impacts, if material, prior to its adoption on October 1, 2018.

(Unaudited, expressed in thousands of Canadian dollars)

IFRS 16 - Leases

In January 2016, IFRS 16, *Leases,* was issued which requires, among other things, lessees to recognize leases traditionally recorded as operating leases in the same manner as financing leases. The standard replaces IAS 17, *Leases,* and is effective for annual periods beginning on or after January 1, 2019 with earlier application permitted. The Company is in the process of assessing the impact of the new standard.

4 Cash and cash equivalents and restricted cash

a) Cash and cash equivalents

	December 31, 2017 $	September 30, 2017 $
Funds held in current accounts	10,942	1,319

b) Restricted cash

As at December 31, 2017, the Company had a $250 (September 30, 2017 - $250) restricted cash deposit held as collateral for the Company's foreign exchange contracts and company credit card.

5 Trade receivables

The following amounts are receivables from customers in the normal course of business:

	December 31, 2017 $	September 30, 2017 $
Trade receivables	2,428	2,617
Less: Allowance for doubtful accounts	-	-
	2,428	2,617

6 Prepaids and other receivables

	December 31, 2017 $	September 30, 2017 $
Prepaid expenses	184	172
Indirect tax receivables	-	14
Other receivables	-	-
	184	186

(Unaudited, expressed in thousands of Canadian dollars)

7 Inventory

	December 31, 2017 $	September 30, 2017 $
Machine parts and work-in-progress	2,177	2,433
Food products	291	448
Packaging supplies	81	92
	2,549	2,973

8 Trade and other payables

	December 31, 2017 $	September 30, 2017 $
Trade payables	1,038	1,194
Accrued liabilities	508	278
Provision for warranty	178	166
Personnel related accruals	64	543
Indirect tax payable	26	-
	1,814	2,181

9 Share capital

a) Authorized: unlimited number of voting common shares without par value. Issued and outstanding: 100,587,759.

Authorized: unlimited number of voting preferred shares, issuable in series. Issued and outstanding: Nil.

b) Issued and fully paid:

	Share capital Number	Share capital Value $
Balance – October 1, 2016	90,772,759	54,905
Shares issued on exercise of options	60,000	62
Balance – September 30, 2017	90,832,759	54,967
Shares issued on exercise of Agent's Warrants (i)	225,000	207
Shares issued with the Offering (ii)	9,530,000	8,884
Share issue costs	-	(1,067)
Balance – December 31, 2017	100,587,759	62,991

i) On October 17, 2017, the Company issued 225,000 common shares upon the exercise of 225,000 agent's warrants that were issued in connection with an October 22, 2015 private placement (the "Agent's Warrants") for gross proceeds of $180. A reclassification of $27 from contributed surplus to share capital was recorded on the exercise of the Agent's Warrants.

(Unaudited, expressed in thousands of Canadian dollars)

ii) On November 15, 2017, the Company completed a prospectus offering of 8,760,000 Units concurrently with a private placement of 770,000 Units for an aggregate of 9,530,000 Units of the company at a purchase price of $1.05 per Unit (the "Offering"). Each Unit (a "Unit") consisted of one common share of the Company and one-half of one common share purchase warrant. Each warrant is exercisable into one common share of the Company at an exercise price of $1.50 per share expiring November 15, 2022. The aggregate gross proceeds of the Offering was $10,006.

Total share issue costs with respect to the Offering amounted to $1,201, which consisted of cash share issue costs of $1,014 related to underwriters' commissions, underwriters' and Company legal fees, transfer agent fees and other expenses, and $187 non-cash share issue costs related to the fair value of 525,539 warrants issued as compensation to the underwriters (the "Underwriter's Warrants").

c) Warrants

The continuity of share purchase warrants during the three months ended December 31, 2017 and 2016 is as follows:

	Number of warrants	Weighted average exercise price $	Fair value at grant date $
Balance – October 1, 2016 and September 30, 2017	3,350,000	1.17	0.25
Exercised:			
Agent's Warrants (i)	(225,000)	0.80	0.35
Issued:			
Warrants (i) (ii)	4,877,500	1.49	0.27
Underwriter's Warrants (iii)	525,539	1.05	0.36
Balance – December 31, 2017	8,528,039	1.36	0.27

i) On October 17, 2017, the Company issued 112,500 warrants in connection with the exercise of 225,000 Agent's Warrants. Each warrant issued entitles the holder to purchase one common share of the Company at $1.20 expiring on October 22, 2020. The fair value of the warrants at the date of grant was estimated at $0.46 per warrant using the Black-Scholes model based on the following assumptions: Stock price volatility 58%, risk-free interest rate 1.55%, dividend yield 0%, and expected life of 3.0 years.

ii) On November 15, 2017 the company issued 4,765,000 warrants in connection with the Offering. Each Unit from the Offering consisted of one common share and one-half of a share purchase warrant. Each whole warrant issued is exercisable into one common share of the Company at an exercise price of $1.50 per share expiring on November 15, 2022. The fair value of the warrants at the date of grant was estimated at $0.27 per warrant using the Black-Scholes model based on the following assumptions: Stock price volatility 39%, risk-free interest rate 1.63%, dividend yield 0%, and expected life of 5.0 years.

iii) On November 15, 2017, in connection with the Offering, the Company issued 525,539 Underwriter's Warrants to the underwriters as compensation for the Offering. The fair value of the Underwriter's Warrants was calculated using the Black-Scholes model to be $187, or $0.36 per each Underwriter's Warrant, and was included in the share issue costs of the Offering. The following assumptions were used in estimating the fair value of the Underwriter's Warrants: Stock price volatility 42%, risk-free interest rate

(Unaudited, expressed in thousands of Canadian dollars)

1.44%, dividend yield 0%, and expected life of 2.0 years. Each Underwriter's Warrant entitles the holder to purchase one common share and one-half of a share purchase warrant at an exercise price of $1.05, and expire on November 15, 2019. The share purchase warrants issued on exercise will have the same terms as the warrants issued as part of the Offering.

The following table summarizes the warrants that remain outstanding as at December 31, 2017:

Exercise Price $	**Number of Warrants**	**Expiry Date**
1.05	525,539	November 15, 2019
1.20	3,237,500	October 22, 2020
1.50	4,765,000	November 15, 2022
	8,528,039	

d) Stock options

The Company's stock option plan (the "Option Plan") is available to eligible persons, whereby up to 10% of the issued common shares of the Company may be reserved for issuance under the Option Plan. The aggregate number of common shares reserved for issuance to any person within any one year may not exceed 5% of the number of outstanding common shares, on a non-diluted basis.

The exercise price of the options will be determined by the Board of Directors at the time of grant of the options, such price not to be less than the last daily closing price of the Company's common shares prior to the date of grant, less the discount permitted by the policies of the Securities Exchange.

Options issued under the Option Plan will vest in the terms approved by the Board of Directors for each specific grant, except for options granted to individuals engaged in investor relations activities, which must vest over a 12-month period according to the Option Plan.

The changes in options for the three months ended December 31, 2017 and 2016 were as follows:

	2017		**2016**	
	Number of options	**Weighted average exercise price $**	**Number of options**	**Weighted average exercise price $**
Outstanding, beginning of the period	6,611,000	1.14	5,616,000	1.23
Options granted	-	-	110,000	1.18
Options exercised	-	-	(3,333)	0.67
Options expired	(675,000)	1.37	(590,000)	1.76
Outstanding, end of the period	**5,936,000**	**1.11**	**5,132,667**	**1.17**
Exercisable, end of the period	**4,662,668**	**1.11**	**3,514,014**	**1.27**

There were no option granted during the three months ended December 31, 2017. The weighted average fair value of options granted during the three months ended December 31, 2016 was $0.38 per option.

The following weighted average assumptions were used in calculating the fair value of the stock options granted using the Black-Scholes model for the three months ended December 31, 2017 and 2016:

(Unaudited, expressed in thousands of Canadian dollars)

	Three months ended December 31 , 2017	2016
Risk-free interest rate	-	0.54%
Expected life	-	3.65 years
Estimated volatility	-	43%
Forfeiture rate	-	1.46%
Dividend rate	-	0.00%

Stock options outstanding as at December 31, 2017 have the following expiry date and exercise prices:

Year of expiry	**Exercise price per share $**	**Number of options**
2018	1.40 - 1.80	360,000
2019	1.10 - 1.40	1,310,000
2020	0.80 - 1.00	186,000
2021	0.84 - 1.28	2,240,000
2022	0.97 - 1.10	1,840,000
		5,936,000

During the three months ended December 31, 2017, the Company recorded stock-based compensation expense of $147 (2016 - $22), which includes compensation expense for stock options and for restricted share rights (“RSRs”). The fair value of each option and RSR is accounted for in the consolidated statement of loss over the vesting period, and the related credit is included in contributed surplus.

e) Restricted Share Rights

On March 23, 2015, the shareholders of the Company approved the RSR Plan pursuant to which the Company reserved up to a maximum of 1,000,000 common shares for RSRs. The common shares reserved under the RSR Plan, together with stock options outstanding under the Option Plan, cannot exceed in aggregate 10% of the issued and outstanding shares of the Company.

The changes in RSRs for the three months ended December 31, 2017 and 2016 were as follows:

	Three months ended December 31, 2017		**Three months ended December 31, 2016**	
	Number of RSRs	**Weighted average grant date fair value $**	**Number of RSRs**	**Weighted average grant date fair value $**
Outstanding, beginning of the period	380,000	1.02	150,000	0.95
RSRs granted	-	-	-	-
RSRs vested	-	-	-	-
RSRs forfeited	-	-	-	-
Outstanding, end of the period	**380,000**	**1.02**	**150,000**	**0.95**

(Unaudited, expressed in thousands of Canadian dollars)

During the three months ended December 31, 2017, stock-based compensation expense of $33 (2016 - $12) was recorded for the RSRs vested during the period. RSRs vest three years from the award date, in accordance with the RSR Plan.

10 Contingencies and commitments

a) Commitments payable to vendors by the Company

The Company has entered into various lease agreements for the rental of office space, plant facilities, and laboratory facilities. The Company also pays additional rent to cover its share of operating costs and property taxes.

	December 31, 2017 $	**September 30, 2017 $**
Less than 1 year	377	392
Between 1 and 5 years	966	1,007
More than 5 years	-	48
Total	1,343	1,447

b) Other liability

On December 6, 2010, the Company entered into an Asset Purchase Agreement (the “INAP APA”) to acquire the patents and know-how for the MIVAP® vacuum microwave dehydration technology. The agreement with INAP covers the US, Canadian and worldwide rights. Pursuant to the INAP APA, and for amounts in excess of the minimum royalty amounts, a portion of the license or royalty fees collected from the Company’s customers who purchase EnWave equipment that makes use of the acquired patents is remitted to INAP; in the case of North American food applications the percentage is 25%, and for non-food applications in North American markets is 12.5%. For non-North American usage, the Company remits to INAP 50% of license or royalty fees collected from food applications and 25% from non-food.

The acquired intangible asset was recorded at the fair value of the estimated minimum royalty amounts and subsequently at each reporting date at amortized cost. As at December 31, 2017, there was no remaining minimum royalty obligation payable by the Company, and the amount of the other liability $nil (September 30, 2017 - $41).

11 Related party transactions

a) Key management personnel compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or its subsidiaries, including any external director of the Company and/or its subsidiaries.

Remuneration of key management personnel of the Company during the three months ended December 31, 2017 and 2016 comprises the following expenses:

(Unaudited, expressed in thousands of Canadian dollars)

	Three months ended December 31, 2017 $	2016 $
Salaries, bonuses and short-term employee benefits	406	294
Stock-based compensation	62	61
	468	355

b) Sale of goods

During the three months ended December 31, 2017 the Company did not have any sales to related parties. The Company, through its subsidiary NutraDried, recorded sales of $1,088 to Spire Brands, LLC ("Spire") for the three months ended December 31, 2016. Spire is related to NutraDried by way of Creations' equity ownership interest in Spire; Creations is the non-controlling partner of NutraDried. The Company terminated its Master Distribution Agreement ("MDA") with Spire effective on January 15, 2017. The sales terms with Spire were governed by the MDA between the Company and Spire and were on terms equivalent to those that prevail in arm's length transactions.

c) Purchases from related parties

The Company had purchases from related parties for the three months ended December 31, 2017 and 2016 in the normal course of business as shown in the table below:

	Three months ended December 31, 2017 $	2016 $
Consulting, management and directors' fees	23	199
Stock-based compensation	29	29
Facilities rent and other	5	26
	57	254

d) Balances payable to related parties

The following amounts are due to related parties:

	December 31, 2017 $	September 30, 2017 $
Equipment loans to BW Leasing (i)	139	154
Other payables to related parties (ii)	7	10
	146	164

	December 31, 2017 $	September 30, 2017 $
Current portion	73	74
Long-term portion	73	90
	146	164

(i) BW Leasing is an entity under common control of Creations, the non-controlling interest partner in NutraDried.

(ii) Other payables to related parties includes amounts due for rent, expense reimbursements, and other accruals.

12 Financial instruments and risk management

The Company's cash and cash equivalents, restricted cash, trade receivables, receivable from related parties, trade and other payables, and amounts due to related parties are measured at amortized cost subsequent to initial measurement. Fair value measurement requires classification of financial instruments within a hierarchy that prioritizes the inputs to fair value measurement. When measuring the fair value of an asset or liability, the Company uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy, based on the inputs used in the valuation techniques, as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly;

Level 3 - Inputs that are not based on observable market data.

Fair values

The Company's financial assets and liabilities are classified into the following categories:

Cash and cash equivalents	Loans and receivables
Restricted cash	Loans and receivables
Trade receivables	Loans and receivables
Due from customers on contract	Loans and receivables
Trade and other payables	Other financial liabilities
Amounts due to related parties	Other financial liabilities
Customer deposits and deferred revenue	Other financial liabilities
Other liability	Other financial liabilities

The fair value of financial assets and liabilities classified as loans and receivables and other financial liabilities (excluding other liability) approximates their carrying value due to their short-term nature.

The Company uses derivative financial instruments to reduce its exposure to risks associated with fluctuations in foreign exchange rates. The fair value measurement of the foreign exchange derivatives is classified within Level 2 of the fair value hierarchy.

The Company did not hold any held-to-maturity or available-for-sale financial instruments during the three months ended December 31, 2017 and 2016.

Financial risk factors

The use of financial instruments exposes the Company to a number of risks. These risks include credit risk, liquidity risk, and market risk. The Company has established policies and procedures to manage these risks, with the objective of minimizing the adverse effects that changes in the variable factors underlying these risks could have on the Company's consolidated financial statements.

(Unaudited, expressed in thousands of Canadian dollars)

Credit risk

Credit risk is the risk that a counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss being incurred by the Company. Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents, restricted cash, trade receivables, and due from customers on contract. The Company mitigates its exposure to credit loss by maintaining cash balances with major Canadian financial institutions.

The Company provides credit to its customers in the normal course of business and, as such, has exposure to credit risk in relation to the collection of trade receivables. Prior to issuing credit, management reviews the customer, taking into account its financial position, historical experience, and other factors. The Company minimizes its credit risk associated with trade receivables by maintaining ongoing close contact with customers, by requiring commercial letters of credit, and by reviewing individual account balances, and proactively following up on overdue amounts. The Company maintains an allowance for doubtful accounts relating to specific losses estimated on individual exposures. As at December 31, 2017, and September 30, 2017, the Company has recorded $nil allowance for doubtful accounts.

The Company is exposed to credit risk in trade receivables by way of concentration of credit with a small number of customers. The Company determines its concentration of credit risk if the balance is more than 10% of total revenue or trade receivables. The Company expects these customers to remain as large customers in the future. Significant change in these customer relationships could materially impact the Company's future financial results. The Company seeks and ordinarily obtains progress advances in respect of its construction contracts. The maximum exposure to loss arising from trade receivables is equal to their total carrying amounts.

The Company transacts with a number of Canadian chartered banks and other brokerages. Due to the creditworthiness of its counterparties, the Company regards all changes in fair value of foreign exchange derivatives as arising only from changes in market factors, including foreign exchange rates. The Company monitors the exposure to any single counterparty along with its financial position. If it is determined that a counterparty has become materially weaker, the Company will work to reduce its credit exposure to that counterparty.

The following table provides information regarding the aging of receivables as at December 31, 2017:

	Neither past due nor impaired	Past due but not impaired		
	0 - 30	**31 - 90**	**91 - 365**	**Over 365**
Trade receivables	2,172	154	102	-
Due from customers on contract	2,187	-	-	-
	4,359	154	102	-

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

(Unaudited, expressed in thousands of Canadian dollars)

The Company manages liquidity risk through ongoing management and forecasting of cash flows, budgeting, and equity financings. Cash flow forecasting is performed to monitor cash requirements and to manage capital management decisions. Such forecasting takes into account current and potential customers, contractual obligations and the Company's technology development and commercialization expectations.

The Company's investment policy is to invest its cash in highly liquid short-term interest bearing investments with varying maturities selected with regards to the expected timing of expenditures from continuing operations. All of the Company's foreign exchange derivatives outstanding at December 31, 2017 were due to be settled within 6 months.

The Company attempts to ensure that sufficient funds are raised from equity financing to meet its operating requirements, after taking into account existing cash. The Company manages liquidity risk through the management of its capital structure and financial leverage. At December 31, 2017, the Company had cash and cash equivalents of $10,942 to settle current liabilities of $2,882.

a) Financial assets maturity table:

	0 - 30	**31 - 90**	**91 - 365**	**Over 365**
Cash and cash equivalents and restricted cash	10,942	-	250	-
Trade receivables	2,428	-	-	-
Due from customers on contract	92	807	1,288	-
	13,462	807	1,538	-

b) Financial liabilities, excluding other liability, maturity table:

	0 - 30	**31 - 90**	**91 - 365**	**Over 365**
Trade and other payables	1,814	-	-	-
Amounts due to related parties	-	14	59	73
	1,814	14	59	73

Market risk

Market risk is the risk that the fair value of future cash flows of the Company will fluctuate due to changes in interest rates and foreign currency exchange rates.

Interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest risk from the interest rate impact on cash and cash equivalents and restricted cash. The Company earns interest on deposits based on current market interest rates, which during the three months ended December 31, 2017 ranged from 1.10% to 1.87% (2016 - 0.60% to 1.40%). A 1% change in interest rates would affect the results of operations by approximately $38 (2016 - $31).

The Company pays interest on certain amounts payable to related parties. The interest rates are fixed and the Company considers the interest rate risk to be low.

(Unaudited, expressed in thousands of Canadian dollars)

Foreign exchange risk

The Company is exposed to the following foreign exchange risks related to the fluctuation of foreign exchange rates:

(i) The Company operates in the United States and a portion of its expenses are incurred in US dollars and Euros;

(ii) The Company is exposed to currency risk through an increasing number of customers with contracts denominated in US dollars;

(iii) The Company purchases machine parts from European suppliers and is exposed to currency risk as a portion of its expenses are incurred in Euros.

A significant change in the currency exchange rate of the Canadian dollar relative to the US dollar and Euro currencies could have an effect on the Company's results of operations. As at December 31, 2017, all of the Company's liquid assets and liabilities were held in Canadian dollars and US dollars.

The Company enters into foreign exchange derivative contracts to minimize exposure to foreign currencies when appropriate. During the three months ended December 31, 2017, the Company incurred a loss on foreign exchange derivatives, included within foreign exchange loss, of $nil (2016 - $5). At December 31, 2017, and September 30, 2017 the Company held no foreign exchange contracts. The fair values of the foreign exchange derivatives are recurring measurements and are determined whenever possible based on observable market data. If observable market data on the financial derivatives is not available, the Company uses observable spot and forward foreign exchange rates to estimate their fair values.

A change in the value of the Canadian dollar by 10% relative to foreign currencies the Company is exposed to would have affected the Company's loss for the three months ended December 31, 2017 and 2016 as follows:

	2017	**2016**
Currency	**$**	**$**
US dollar	197	196
Euro	(3)	(47)

Capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk.

In the management of capital, the Company includes the components of equity attributable to common shareholders. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt and acquire or dispose of assets. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

(Unaudited, expressed in thousands of Canadian dollars)

There were no changes in the Company's approach to capital management in the period. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

13 Revenues

a) Revenue breakdown for the three months ended December 31, 2017 and 2016 is as follows:

	Three months ended December 31,	
	2017	**2016**
	$	**$**
Equipment sales and construction contracts	1,628	1,726
Product sales	2,398	1,322
Equipment rental fees, testing fees and other	290	297
Royalties and licensing fees	203	122
	4,519	3,467

Included in due from customers on contract on the consolidated statement of financial position is $2,187 (September 30, 2017 - $2,378) related to work performed on equipment construction contracts where revenue has been recognized; however, the amounts are still to be invoiced to the customer based on the contract terms.

Customer deposits and deferred revenue of $995 (September 30, 2017 - $926) relate to deposits received from customers on equipment orders, but which are not yet recognizable as revenue.

Individual customers representing over 10% of the total revenue during the three months ended December 31, 2017 and 2016 were as follows:

	2017		**2016**	
Customer	**$**	**%**	**$**	**%**
A	608	14	1,088	31
B	558	12	1,004	29
C	518	11	-	-
Others	2,835	63	1,375	40
	4,519	100	3,467	100

b) Trade receivables from customers representing more than 10% of the total amount were as follows:

	December 31, 2017		**September 30, 2017**	
Customer	**$**	**%**	**$**	**%**
X	517	21	574	22
Y	353	15	551	21
Z	314	13	-	-
Others	1,244	51	1,492	57
	2,428	100	2,617	100

(Unaudited, expressed in thousands of Canadian dollars)

14 Expenses by nature

Details of consolidated expenses by nature for direct costs, general and administration, sales and marketing, and research and development expenses for the three months ended December 31, 2017 and 2016 are shown below.

	Three months ended Decmber 31,	
Details of expenses by nature	**2017 $**	**2016 $**
Cost of materials	1,971	1,765
Salaries, wages and employee expenses	1,295	1,254
Commissions, travel and promotion	401	130
Depreciation of plant and equipment	344	235
Professional services	218	194
Other expenses	151	69
Rent	120	113
Office and courier	48	54
Total expenses	4,548	3,814

15 Segmented information

The Company has assessed its operating segments to be EnWave USA and EnWave Canada according to the manner in which information is used by the Chief Operating Decision Maker. NutraDried comprises the EnWave USA operating segment. The results of operations and the assets for each segment are shown below.

As at	**December 31, 2017**			**September 30, 2017**		
	EnWave Canada $	**EnWave USA $**	**Total $**	**EnWave Canada $**	**EnWave USA $**	**Total $**
Assets						
Trade receivables	797	1,631	2,428	1,823	794	2,617
Receivable from related parties	-	-	-	-	-	-
Inventory	2,177	372	2,549	2,433	540	2,973
Plant and equipment	1,115	1,435	2,550	1,225	1,450	2,675
Intangible assets	820	16	836	929	17	946
	4,909	3,454	8,363	6,410	2,801	9,211
Liabilities						
Trade and other payables	1,299	515	1,814	1,751	430	2,181
Amounts due to related parties	7	139	146	10	154	164
Customer deposits and deferred revenue	995	-	995	926	-	926
Other liability	-	-	-	41	-	41
	2,301	654	2,955	2,728	584	3,312

Three months ended	**December 31, 2017**			**December 31, 2016**		
	EnWave Canada $	**EnWave USA $**	**Total $**	**EnWave Canada $**	**EnWave USA $**	**Total $**
Revenues	2,121	2,398	4,519	2,145	1,322	3,467
Expenses	(2,934)	(1,982)	(4,916)	(2,889)	(1,196)	(4,085)
Net (loss) income	(813)	416	(397)	(744)	126	(618)

Revenues for EnWave Canada comprise all equipment sales and construction contracts, royalties and licensing fees, and equipment rental fees, testing fees and other referred to in note 13(a) and account for approximately 47% of the consolidated revenues. Revenues for EnWave USA relate to product sales referred to in note 13(a) and account for approximately 53 of the consolidated revenues.

16 Subsequent event

On February 21, 2018, the Company entered into a binding agreement with NutraDried Creations LLP to purchase its 49% non-controlling interest in NutraDried, LLP for total cash consideration of US $1,800 (CAD $2,266). Concurrently with the closing of the purchase of the non-controlling interest, the Company, pursuant to the laws of Washington State, converted NutraDried LLP from a Limited Liability Partnership into a Limited Liability Corporation named NutraDried Food Company, LLC. After the close of the transaction, the Company owns 100% of the equity interest in NutraDried, its consolidated subsidiary.