

FLEXIBLE SOLUTIONS INTERNATIONAL INC  
Form 10-Q  
November 14, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

OR  
TRANSITION REPORT PURSUANT TO 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-31540

FLEXIBLE SOLUTIONS INTERNATIONAL INC.  
(Exact Name of Issuer as Specified in Its Charter)

Nevada  
(State or other jurisdiction of incorporation  
or organization)

91-1922863  
(I.R.S. Employer Identification No.)

6001 54 Ave.  
Taber, Alberta, Canada  
(Address of Issuer's Principal Executive Offices)

T1G 1X4  
(Zip Code)

Issuer's telephone number: (250) 477-9969

NA

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  
No

Class of Stock	No. Shares Outstanding	Date
Common	11,522,991	November 14, 2017



FORM 10-Q

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are “forward-looking statements” for the purposes of the federal and state securities laws, including, but not limited to: any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words “may,” “could,” “will,” “estimate,” “intend,” “continue,” “believe,” “expect,” “anticipate” or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Except for our ongoing obligation to disclose material information as required by the federal securities laws, we do not intend, and undertake no obligation, to update any forward-looking statement.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The factors impacting these risks and uncertainties include but are not limited to:

Increased competitive pressures from existing competitors and new entrants;

Increases in interest rates or our cost of borrowing or a default under any material debt agreement;

Deterioration in general or regional economic conditions;

Adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;

Loss of customers or sales weakness;

Inability to achieve future sales levels or other operating results;

The unavailability of funds for capital expenditures; and

Operational inefficiencies in distribution or other systems.

For a detailed description of these and other factors that could cause actual results to differ materially from those expressed in any forward-looking statement, please see “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016.







## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements.

## FLEXIBLE SOLUTIONS INTERNATIONAL, INC.

## CONDENSED INTERIM CONSOLIDATED BALANCE SHEETS

(U.S. Dollars -- Unaudited)

	September 30, 2017	December 31, 2016
Assets		
Current		
Cash and cash equivalents	\$6,317,564	\$2,470,066
Accounts receivable (see Note 3)	2,923,381	3,008,153
Inventory (see Note 4)	4,418,600	3,786,093
Prepaid expenses	157,868	228,699
Total current assets	13,817,413	9,493,011
Property, plant and equipment (see Note 5)	1,656,754	3,393,944
Patents (see Note 6)	83,562	95,890
Long term deposits (see Note 7)	26,833	26,163
Investment (see Note 8)	103,730	122,480
Deferred tax asset	2,622,464	2,026,999
Total Assets	\$18,310,756	\$15,158,487
Liabilities		
Current		
Accounts payable and accrued liabilities	\$962,223	\$902,037
Deferred revenue	2,703	95,308
Taxes payable	325,898	893,867
Line of credit (see Note 9)	250,000	250,000
Current portion of long term debt (see Note 10)	201,193	201,193
Total current liabilities	1,742,017	2,342,405
Long term debt (see Note 10)	201,194	352,089
Total Liabilities	1,943,211	2,694,494
Stockholders' Equity		
Capital stock		
Authorized		
50,000,000 Common shares with a par value of \$0.001 each		
1,000,000 Preferred shares with a par value of \$0.01 each		
Issued and outstanding		
11,507,991 (December 31, 2016: 11,457,991) common shares	11,508	11,458
Capital in excess of par value	14,967,142	14,842,863
Accumulated other comprehensive loss	(555,351)	(1,087,208)
Retained earnings (Deficit)	1,944,246	(1,303,120)
Total Stockholders' Equity	16,367,545	12,463,993
Total Liabilities and Stockholders' Equity	\$18,310,756	\$15,158,487

-- See Notes to Unaudited Interim Condensed Consolidated Financial Statements --



FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
 CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE  
 INCOME (LOSS)

For the Three Months Ended September 30, 2017 and 2016

(U.S. Dollars -- Unaudited)

	Three Months Ended September 30,	
	2017	2016
Sales	\$3,269,386	\$3,117,034
Cost of sales	2,274,150	1,997,597
Gross profit	995,236	1,119,437
Operating expenses		
Wages	428,335	370,613
Administrative salaries and benefits	256,676	209,256
Advertising and promotion	2,192	5,902
Investor relations and transfer agent fee	37,403	32,806
Office and miscellaneous	84,809	67,026
Insurance	81,124	79,522
Interest expense	11,402	11,318
Rent	62,630	23,060
Consulting	32,771	32,981
Professional fees	52,290	77,151
Travel	21,506	22,420
Telecommunications	5,707	6,145
Shipping	4,262	2,424
Research	38,691	13,865
Commissions	5,816	5,351
Currency exchange	47,606	(14,740)
Utilities	4,466	3,231
Total operating expenses	1,177,686	948,331
Income (loss) before other items and income tax	(182,450)	171,106
Gain (loss) on sale of equipment	-	4,934
Loss on involuntary disposition (net of tax)	(307,432)	-
Interest income	241	2,161
Income (loss) before income tax	(489,641)	178,201
Provision for income taxes	(210,717)	92,237
Net income (loss)	(278,924)	85,964
Other comprehensive income	305,428	196,503
Comprehensive income	26,504	282,467

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Net income (loss) per share (basic and diluted)	\$ (0.02)	\$ 0.01
Weighted average number of common shares - basic	11,498,491	11,434,187
Weighted average number of common shares – diluted	11,769,792	11,694,530

-- See Notes to Unaudited Interim Condensed Consolidated Financial Statements --



## FLEXIBLE SOLUTIONS INTERNATIONAL, INC.

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

For the Nine Months Ended September 30, 2017 and 2016

(U.S. Dollars -- Unaudited)

	Nine Months Ended September 30,	
	2017	2016
Sales	\$12,655,460	\$12,162,852
Cost of sales	7,684,828	6,821,554
Gross profit	4,970,632	5,341,298
Operating expenses		
Wages	1,225,037	1,119,031
Administrative salaries and benefits	752,879	632,773
Advertising and promotion	15,487	17,228
Investor relations and transfer agent fee	111,480	96,544
Office and miscellaneous	190,258	215,455
Insurance	218,661	228,695
Interest expense	35,698	33,876
Rent	183,638	69,261
Consulting	100,717	93,814
Professional fees	168,215	145,838
Travel	94,668	106,939
Telecommunications	19,093	18,070
Shipping	13,035	12,056
Research	70,229	77,870
Commissions	59,983	65,078
Bad debt expense	1,191	-
Currency exchange	89,350	(3,760)
Utilities	15,976	12,131
	3,365,595	2,940,899
Income before other items and income tax	1,605,037	2,400,399
Gain on sale of equipment	-	6,848
Gain on involuntary disposition (net of tax)	1,938,286	-
Write down of inventory	(51,346)	-
Interest income	323	2,161
Income before income tax	3,492,300	2,409,408

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Deferred tax expense	23,404	-
Provision for income taxes	221,530	1,020,413
Net income	3,247,366	1,388,995
Other comprehensive income	531,857	130,933
Comprehensive income	3,779,223	1,519,928
Net income per share (basic and diluted)	\$0.28	\$0.12
Weighted average number of common shares - basic	11,470,196	11,468,392
Weighted average number of common shares – diluted	11,715,934	11,616,265

-- See Notes to Unaudited Interim Condensed Consolidated Financial Statements --





FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
 CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS  
 For the Nine Months Ended September 30, 2017 and 2016  
 (U.S. Dollars -- Unaudited)

	Nine Months Ended September 30,	
	2017	2016
Operating activities		
Net income	\$3,247,366	\$1,388,995
Stock compensation expense	68,750	31,923
Depreciation	189,513	405,186
Decrease in deferred tax asset	17,512	133,572
Gain on involuntary disposition	(1,938,286)	-
Changes in non-cash working capital items:		
(Increase) Decrease in accounts receivable	95,318	(277,579)
(Increase) Decrease in inventory	(664,985)	141,995
(Increase) Decrease in prepaid expenses	73,351	(38,213)
Increase (Decrease) in accounts payable	(341,517)	(36,959)
Increase (Decrease) in taxes payable	(612,236)	434,444
Increase (Decrease) in deferred revenue	(95,400)	-
Cash provided by operating activities	39,386	2,183,364
Investing activities		
Long term deposits	-	(350)
Investment	18,750	-
Proceeds from insurance	3,419,610	-
Sale (purchase) of property and equipment	(57,876)	(101,762)
Cash provided by (used in) investing activities	3,380,484	(102,112)
Financing activities		
Short term line of credit	-	50,000
Loan repayment	(150,895)	(150,895)
Repurchase of common stock	-	(1,575,000)
Proceeds from issuance of common stock	55,580	26,080
Cash (used in) financing activities	(95,315)	(1,649,815)

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Effect of exchange rate changes on cash	522,943	(7,937)
Inflow of cash	3,847,498	423,500
Cash and cash equivalents, beginning	2,470,066	2,498,738
Cash and cash equivalents, ending	\$6,317,564	\$2,922,238
Supplemental disclosure of cash flow information:		
Income taxes paid	\$833,766	\$452,654
Interest paid	\$34,107	\$33,876

-- See Notes to Unaudited Interim Condensed Consolidated Financial Statements -

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FLEXIBLE SOLUTIONS INTERNATIONAL, INC.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Period Ended September 30, 2017

(U.S. Dollars -- Unaudited)

1.

Basis of Presentation.

These unaudited interim condensed consolidated interim financial statements include the accounts of Flexible Solutions International, Inc. (the “Company”, “we”, or “our”), and its wholly-owned subsidiaries Flexible Fermentation Ltd. (“Flexible Ltd.”), NanoChem Solutions Inc. (“NanoChem”), Flexible Solutions Ltd., Flexible Biomass LP, FS Biomass Inc. and Conserve H2O Ltd. All inter-company balances and transactions have been eliminated. The company was incorporated May 12, 1998 in the State of Nevada and had no operations until June 30, 1998.

The Company and its subsidiaries develop, manufacture and market specialty chemicals which slow the evaporation of water. One of the Company’s products, HEATSAVR®, is marketed for use in swimming pools and spas where its use, by slowing the evaporation of water, allows the water to retain a higher temperature for a longer period of time and thereby reduces the energy required to maintain the desired temperature of the water in the pool. Another product, WATERSAVR®, is marketed for water conservation in irrigation canals, aquaculture, and reservoirs where its use slows water loss due to evaporation. In addition to the water conservation products, the Company also manufactures and markets water-soluble chemicals utilizing thermal polyaspartate biopolymers (hereinafter referred to as “TPAs”), which are beta-proteins manufactured from the common biological amino acid, L-aspartic. TPAs can be formulated to prevent corrosion and scaling in water piping within the petroleum, chemical, utility and mining industries. TPAs are also used as proteins to enhance fertilizers in improving crop yields and as additives for household laundry detergents, consumer care products and pesticides.

These unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements. These financial statements are condensed and do not include all disclosures required for annual financial statements. The organization and business of the Company, accounting policies followed by the Company and other information are contained in the notes to the Company’s audited consolidated financial statements filed as part of the Company’s December 31, 2016 Annual Report on Form 10-K. This quarterly report should be read in conjunction with such annual report.

In the opinion of the Company’s management, these unaudited interim consolidated financial statements reflect all adjustments necessary to present fairly the Company’s consolidated financial position at September 30, 2017, the consolidated results of operations for the three and nine months ended September 30, 2017 and 2016, and the consolidated statements of cash flows for the nine months ended September 30, 2017 and 2016. The results of operations for the three and nine months ended September 30, 2017 are not necessarily indicative of the results to be expected for the entire fiscal year.

2.

Significant Accounting Policies.

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States applicable to a going concern and reflect the policies outlined below.

(a)

Cash and Cash Equivalents.

The Company considers all highly liquid investments purchased with an original or remaining maturity of less than three months at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with several financial institutions.

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(b)

Inventories and Cost of Sales

The Company has three major classes of inventory: finished goods, work in progress and raw materials and supplies. In all classes, inventory is valued at the lower of cost or market. Cost is determined on a first-in, first-out basis. Cost of sales includes all expenditures incurred in bringing the goods to the point of sale. Inventory costs and costs of sales include direct costs of the raw material, inbound freight charges, warehousing costs, handling costs (receiving and purchasing) and utilities and overhead expenses related to the Company's manufacturing and processing facilities.

(c) Allowance for Doubtful Accounts

The Company provides an allowance for doubtful accounts when management estimates collectability to be uncertain. Accounts receivable are continually reviewed to determine which, if any, accounts are doubtful of collection. In making the determination of the appropriate allowance amount, the Company considers current economic and industry conditions, relationships with each significant customer, overall customer credit-worthiness and historical experience.

(d) Property, Equipment and Leaseholds.

The following assets are recorded at cost and depreciated using the methods and annual rates shown below:

Computer hardware	30% Declining balance
Furniture and fixtures	20% Declining balance
Manufacturing equipment	20% Declining balance
Office equipment	20% Declining balance
Boat	20% Declining balance
Building and improvements	10% Declining balance
Technology	20% Declining balance
Leasehold improvements	Straight-line over lease term

Property and equipment are written down to net realizable value when management determines there has been a change in circumstances which indicates its carrying amount may not be recoverable. No write-downs have been necessary to date.

(e) Impairment of Long-Lived Assets.

In accordance with FASB Codification Topic 360, "Property, Plant and Equipment (ASC 360), the Company reviews long-lived assets, including, but not limited to, property and equipment, patents and other assets, for impairment annually or whenever events or changes in circumstances indicate the carrying amounts of assets may not be recoverable. The carrying value of long-lived assets is assessed for impairment by evaluating operating performance and future undiscounted cash flows of the underlying assets. If the expected future cash flows of an asset is less than its carrying value, an impairment measurement is indicated. Impairment charges are recorded to the extent that an asset's carrying value exceeds its fair value. Accordingly, actual results could vary significantly from such estimates. There were no impairment charges during the periods presented.

(f)

Foreign Currency.

The functional currency of three of the Company's subsidiaries is the Canadian Dollar. The translation of the Canadian Dollar to the reporting currency of the Company, the U.S. Dollar is performed for assets and liabilities using exchange



rates in effect at the balance sheet date. Revenue and expense transactions are translated using average exchange rates prevailing during the year. Translation adjustments arising on conversion of the Company's financial statements from the subsidiary's functional currency, Canadian Dollars, into the reporting currency, U.S. Dollars, are excluded from the determination of income (loss) and are disclosed as other comprehensive income (loss) in the condensed interim consolidated statements of operations and comprehensive income (loss).



Foreign exchange gains and losses relating to transactions not denominated in the applicable local currency are included in operating income (loss) if realized during the year and in comprehensive income (loss) if they remain unrealized at the end of the year.

(g)

Revenue Recognition.

Revenue from product sales is recognized at the time the product is shipped since title and risk of loss is transferred to the purchaser upon delivery to the carrier. Shipments are made F.O.B. shipping point. The Company recognizes revenue when there is persuasive evidence of an arrangement, delivery to the carrier has occurred, the fee is fixed or determinable, collectability is reasonably assured and there are no significant remaining performance obligations. When significant post-delivery obligations exist, revenue is deferred until such obligations are fulfilled. To date, there have been no such significant post-delivery obligations.

Since the Company's inception, product returns have been insignificant; therefore, no provision has been established for estimated product returns.

Deferred revenues consist of products sold to distributors with payment terms greater than the Company's customary business terms due to lack of credit history or operating in a new market in which the Company has no prior experience. The Company defers the recognition of revenue until the criteria for revenue recognition has been met, and payments become due or cash is received from these distributors.

(h) Stock Issued in Exchange for Services.

The Company's common stock issued in exchange for services is valued at estimated fair market value based upon trading prices of the Company's common stock on the dates of the stock transactions. The corresponding expense of the services rendered is recognized over the period that the services are performed.

(i) Stock-based Compensation.

The Company recognizes compensation expense for all share-based payments in accordance with FASB Codification Topic 718, Compensation — Stock Compensation, (ASC 718). Under the fair value recognition provisions of ASC 718, the Company recognizes share-based compensation expense, net of an estimated forfeiture rate, over the requisite service period of the award.

The fair value at grant date of stock options is estimated using the Black-Scholes-Merton option-pricing model. Compensation expense is recognized on a straight-line basis over the stock option vesting period based on the estimated number of stock options that are expected to vest. Shares are issued from treasury upon exercise of stock options.

(j)

Comprehensive Income (Loss).

Other comprehensive income refers to revenues, expenses, gains and losses that under generally accepted accounting principles are included in comprehensive income, but are excluded from net income as these amounts are recorded directly as an adjustment to stockholders' equity. The Company's other comprehensive income (loss) is primarily comprised of unrealized foreign exchange gains and losses.





(k) Income Per Share.

Basic earnings per share is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding in the period. Diluted earnings per share are calculated giving effect to the potential dilution of the exercise of options and warrants. Common equivalent shares, composed of incremental common shares issuable upon the exercise of stock options and warrants are included in diluted net income per share to the extent that these shares are dilutive. Common equivalent shares that have an anti-dilutive effect on net income per share have been excluded from the calculation of diluted weighted average shares outstanding for the three and nine months ended September 30, 2017 and 2016.

(l) Use of Estimates.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and would impact the results of operations and cash flows.

Estimates and underlying assumptions are reviewed at each period end. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas requiring the use of management estimates include assumptions and estimates relating to the asset impairment analysis, share-based payments and warrants, valuation allowances for deferred income tax assets, determination of useful lives of property, plant and equipment, and the valuation of inventory.

(m) Financial Instruments.

The fair market value of the Company's financial instruments comprising cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and short term line of credit were estimated to approximate their carrying values due to immediate or short-term maturity of these financial instruments. The Company maintains cash balances at financial institutions which at times exceed federally insured amounts. The Company has not experienced any material losses in such accounts.

The Company is exposed to foreign exchange and interest rate risk to the extent that market value rate fluctuations materially differ from financial assets and liabilities, subject to fixed long-term rates.

(n) Fair Value of Financial Instruments

In August 2009, an update was made to Fair Value Measurements and Disclosures — “Measuring Liabilities at Fair Value.” This update permits entities to measure the fair value of liabilities, in circumstances in which a quoted price in an active market for an identical liability is not available, using a valuation technique that uses a quoted price of an identical liability when traded as an asset, quoted prices for similar liabilities or similar liabilities when traded as assets or the income or market approach that is consistent with the principles of Fair Value Measurements and Disclosures. Effective upon issuance, the Company has adopted this guidance with no material impact to the Company's consolidated financial statements.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs described below, of which the first two are considered observable and the last unobservable, that may be used to measure fair value.





Level 1 – Quoted prices in active markets for identical assets or liabilities

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity which is significant to the fair value of the assets or liabilities.

The fair values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and the short term line of credit for all periods presented approximate their respective carrying amounts due to the short term nature of these financial instruments

(o) Contingencies

Certain conditions may exist as of the date the financial statements are issued which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Legal fees associated with loss contingencies are expensed as incurred.

(p) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance so that the assets are recognized only to the extent that when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will be realized.

Per FASB ASC 740 "Income taxes" under the liability method, it is the Company's policy to provide for uncertain tax positions and the related interest and penalties based upon management's assessment of whether a tax benefit is more likely than not to be sustained upon examination by tax authorities. At September 30, 2017, the Company believes it has appropriately accounted for any unrecognized tax benefits. To the extent the Company prevails in matters for

which a liability for an unrecognized benefit is established or is required to pay amounts in excess of the liability, the Company's effective tax rate in a given financial statement period may be affected. Interest and penalties associated with the Company's tax positions are recorded as interest expense in the condensed interim consolidated statements of operations and comprehensive income (loss).



(q) Risk Management.

The Company's credit risk is primarily attributable to its accounts receivable. The amounts presented in the accompanying consolidated balance sheets are net of allowances for doubtful accounts, estimated by the Company's management based on prior experience and the current economic environment. The Company is exposed to credit-related losses in the event of non-payment by customers. Credit exposure is minimized by dealing with only credit worthy counterparties. Accounts receivable for the Company's three primary customers totaled \$1,964,413 (67%) at September 30, 2017 (December 31, 2016 - \$2,032,646 or 67%).

The credit risk on cash and cash equivalents is limited because the Company limits its exposure to credit loss by placing its cash and cash equivalents with major financial institutions.

In order to manage its exposure to foreign exchange risks, the Company is closely monitoring the fluctuations in the foreign currency exchange rates and the impact on the value of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities. The Company has not hedged its exposure to currency fluctuations.

(r) Equity Method Investment

The Company accounts for investments using the equity method of accounting if the investment provides the Company the ability to exercise significant influence, but not control, over the investee. Significant influence is generally deemed to exist if the Company's ownership interest in the voting stock of the investee ranges between 20% and 50%, although other factors, such as representation on the investee's board of directors, are considered in determining whether the equity method of accounting is appropriate. Under the equity method of accounting, the investment is recorded at cost in the consolidated balance sheets under other assets and adjusted for dividends received and the Company's share of the investee's earnings or losses together with other-than-temporary impairments which are recorded through interest and other loss, net in the consolidated statements of operations and comprehensive income (loss).

(s) Adoption of new accounting principles

In July 2015, the FASB issued ASU 2015-11, Simplifying the Measurement of Inventory. The standard will require inventory to be measured at the lower of cost or net realizable value. The guidance will not apply to inventories for which cost is determined using the last-in, first-out method or the retail inventory method. The standard is effective for annual and interim reporting periods beginning after December 15, 2016. Adoption of this standard had no effect on our consolidated financial statements.

In March 2016, the FASB issued Accounting Standards Update No. 2016-09, Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). This standard was issued as part of the FASB's Simplification Initiative that involve several aspects of the accounting for share based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. Some of the areas for simplification apply only to nonpublic entities. For public business entities, ASU 2016-09 is effective for annual periods beginning after December 15, 2016 and interim periods within those annual periods. The method of adoption is dependent on the specific aspect of accounting addressed in this new guidance. Early adoption is permitted in any interim or annual period. Adoption of this standard had no effect on our consolidated financial statements.

(t) Accounting Pronouncements Not Yet Adopted

In January 2017, the FASB issued ASU 2017-04, Simplifying the Test for Goodwill Impairment. The standard eliminates step two in the current two-step impairment test under ASC 350. Under the new standard, a goodwill impairment will be recorded for any excess of a reporting unit's carrying value over its fair value. A prospective transition approach is required. The standard is effective for annual and interim reporting periods beginning after December 15, 2019 with early adoption permitted for annual and interim goodwill impairment testing dates after January 1, 2017. We do not expect the standard to have a material impact on our consolidated financial statements.



In February 2016, the FASB issued ASU 2016-02, Leases. The standard will require lessees to recognize most leases on their balance sheet and makes selected changes to lessor accounting. The standard is effective for annual and interim reporting periods beginning after December 15, 2018. A modified retrospective transition approach is required, with certain practical expedients available. We are currently evaluating the impact the adoption of this standard will have on our consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which has been updated through several revisions and clarifications since its original issuance. The standard will require revenue recognized to represent the transfer of promised goods or services to customers at an amount that reflects the consideration which a company expects to receive in exchange for those goods or services. The standard also requires new, expanded disclosures regarding revenue recognition. The standard will be effective January 1, 2018 with early adoption permissible beginning January 1, 2017. We are currently evaluating the transition method we will elect and the effect on our consolidated financial statements.

3. Accounts Receivable.

	September 30, 2017	December 31, 2016
Accounts receivable	\$2,963,925	\$3,044,652
Allowances for doubtful accounts	(40,544)	(36,499)
	\$2,923,381	\$3,008,153

4. Inventory.

	September 30, 2017	December 31, 2016
Completed goods	\$1,761,747	\$1,646,465
Work in progress	206,110	2,572
Raw materials	2,450,743	2,137,056
	\$4,418,600	\$3,786,093

5. Property, Plant & equipment.

	September 30, 2017	Accumulated	September 30, 2017
	Cost	Depreciation	Net
Buildings	\$3,164,847	\$2,376,064	\$788,783
Computer hardware	40,904	39,236	1,668
Furniture and fixtures	17,673	10,748	6,925
Office equipment	435	32	403
Manufacturing equipment	2,451,018	2,050,644	400,374
Trailer	9,613	1,082	8,531

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Boat	34,400	13,347	21,053
Leasehold improvements	85,432	28,235	57,197
Land	371,820	-	371,820
	\$6,176,142	\$4,519,388	\$1,656,754

December 31, 2016 Accumulated December 31, 2016

	Cost	Depreciation	Net
Buildings	\$4,762,094	\$2,967,370	\$1,794,724
Computer hardware	89,480	85,784	3,696
Furniture and fixtures	32,439	23,142	9,297
Office equipment	17,745	16,788	957
Manufacturing equipment	5,236,404	4,102,635	1,133,769
Trailer	12,859	12,250	609
Boat	34,400	9,632	24,768
Leasehold improvements	85,432	15,419	70,013
Technology	101,748	101,748	-
Land	356,111	-	356,111
	\$10,728,712	\$7,334,768	\$3,393,944

Amount of depreciation expense for 2017: \$177,184 (2016: \$393,630).

6.  
Patents.

In fiscal 2005, the Company started the patent process for additional WATER\$AVR® products. Patents associated with these costs were granted in 2006 and they have been amortized over their legal life of 17 years.

	September 30, 2017 Cost	Accumulated Amortization	September 30, 2017 Net
Patents	\$212,426	\$128,864	\$83,562

	December 31, 2016 Cost	Accumulated Amortization	December 31, 2016 Net
Patents	\$197,448	\$101,558	\$95,890

Increase in 2017 cost was due to currency conversion. 2017 cost in Canadian dollars - \$265,102 (2016 - \$265,102 in Canadian dollars).

Amount of amortization for 2017 - \$12,329 (2016 - \$11,556)

Estimated amortization expense over the next five years is as follows:



2017 \$16,438  
2018 16,438  
2019 16,438  
2020 16,438  
2021 16,438

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7.

## Long Term Deposits.

The Company has reclassified certain security deposits to better reflect their long term nature. Long term deposits consist of damage deposits held by landlords and security deposits held by various vendors.

	September 30, 2017	December 31, 2016
Long term deposits	\$26,833	\$26,163

8.

## Equity Method Investment

The Company has a 42% ownership interest in ENP Peru Investments LLC (“ENP Peru”), which we acquired in fiscal 2016. ENP Peru is located in Illinois and leases warehouse space. We account for this investment using the equity method of accounting. A summary of our investment is as follows:

Balance, January 1, 2016	-
Capital contributions	\$150,066
Return of equity	(12,500)
Loss in equity method investment	(15,086)
Balance, December 31, 2016	\$122,480
Return of equity	(18,750)
Balance, September 30, 2017	\$103,730

9.

## Short-Term Line of Credit.

In May 2017, the Company signed a new agreement with Harris Bank (“the Bank”) to renew the expiring credit line. The revolving line of credit is for an aggregate amount of up to the lesser of (i) \$3,000,000, or (ii) 75% of eligible domestic accounts receivable and certain foreign accounts receivable plus 40% of inventory. The loan has an annual interest rate of 4.75%.

The Revolving Line of Credit contains customary affirmative and negative covenants, including the following: compliance with laws, provision of financial statements and periodic reports, payment of taxes, maintenance of inventory and insurance, maintenance of operating accounts at the Bank, the Bank’s access to collateral, formation or acquisition of subsidiaries, incurrence of indebtedness, dispositions of assets, granting liens, changes in business, ownership or business locations, engaging in mergers and acquisitions, making investments or distributions and affiliate transactions. The covenants also require that the Company maintain a minimum ratio of qualifying financial assets to the sum of qualifying financial obligations. As of September 30, 2017, Company was in compliance with all loan covenants.

To secure the repayment of any amounts borrowed under the Revolving Line of Credit, the Company granted the Bank a security interest in substantially all of the assets of NanoChem Solutions Inc., exclusive of intellectual property assets.

Short-term borrowings outstanding under the Revolving Line as of September 30, 2017 were \$250,000 (December 31, 2016 - \$250,000).



10.

## Long Term Debt.

In September 2014, NanoChem Solutions Inc. signed a \$1,005,967 promissory note with Harris Bank with a rate of prime plus 0.5% to be repaid over 5 years with equal monthly installments plus interest. This money was used to retire the previously issued and outstanding debt obligations. The balance owing at September 30, 2017 was \$402,387 (December 31, 2016 - US\$553,282).

The Company has committed to the following repayments:

2017 \$50,299  
 2018 \$201,193  
 2019 \$150,895

As of September 30, 2017, Company was in compliance with all loan covenants.

September 30, 2017    December 31, 2016

## Continuity

Balance, beginning of period	\$553,282	\$754,475
Plus: Proceeds from loans	--	-
Less: Payments on loan	150,895	201,193
Balance, end of period	\$402,387	\$553,282

## Outstanding balance at:

Long term debt – Harris	402,387	553,282
Long term debt	\$402,387	\$553,282
Less: current portion	(201,193)	(201,193)
Balance	\$201,194	\$352,089

11.

## Stock Options.

The Company adopted a stock option plan ("Plan"). The purpose of this Plan is to provide additional incentives to key employees, officers, directors and consultants of the Company and its subsidiaries in order to help attract and retain the best available personnel for positions of responsibility and otherwise promote the success of its business. It is intended that options issued under this Plan constitute non-qualified stock options. The general terms of awards under the option plan are that 100% of the options granted will vest the year following the grant.

The maximum term of options granted is 5 years.

The Company may issue stock options to provide incentives to directors, key employees and other persons who contribute to the success of the Company. The exercise price of all incentive options are issued for not less than fair market value at the date of grant.







The following table summarizes the Company's stock option activity for the year ended December 31, 2016 and the nine month period ended September 30, 2017:

	Number of shares	Exercise price per share	Weighted average exercise price
Balance, December 31, 2015	1,190,000	\$0.75 - \$2.45	\$1.34
Granted	168,000	\$1.42	\$1.42
Cancelled or expired	(515,000)	\$0.75 - 2.45	\$1.61
Exercised	(30,000)	\$1.00 - 1.21	\$1.09
Balance, December 31, 2016	813,000	\$0.75 - 2.22	\$1.19
Cancelled or expired	(92,000)	\$1.00 - 2.22	\$1.97
Exercised	(50,000)	\$0.75 - 1.21	\$1.11
Balance, September 30, 2017	671,000	\$0.75 - 1.42	\$1.09
Exercisable, September 30, 2017	508,000	\$0.75 - 1.21	\$0.98

The fair value of each option grant is calculated using the following weighted average assumptions:

#### 2016

Expected life - years	3.0
Interest rate	1.37%
Volatility	75.64%
Dividend yield	--%
Weighted average fair value of options granted	\$0.7073

The Company did not grant any options during the nine months ended September 30, 2017. Vesting of options granted in previous years resulted in expenses in the amount of \$16,975 for consultants and \$51,775 for employees during the nine months ended September 30, 2017.

The Company did not grant any options during the nine months ended September 30, 2016. Vesting of options granted in previous years resulted in expenses in the amount of \$8,910 for consultants and \$23,013 for employees during the nine months ended September 30, 2016.

As of September 30, 2017, there was approximately \$23,058 of compensation expense related to non-vested awards. This expense is expected to be recognized over a weighted average period of 0.25 years.

The aggregate intrinsic value of vested options outstanding at September 30, 2017 is \$373,770.

12.  
Capital Stock.

During the nine months ended September 30, 2017, the Company issued the following shares upon the exercise of employee stock options:

Date Issued	Number of Shares Issued
March 10, 2017	3,000
June 6, 2017	5,000
June 15, 2017	20,000
July 7, 2017	10,000
September 5, 2017	12,000



During the nine months ended September 30, 2016, the Company issued the following shares upon the exercise of employee and consultant stock options:

Date Issued	Number of Shares Issued
August 11, 2016	9,000
September 22, 2016	15,000

On January 6, 2016, the Company repurchased 1,750,000 shares of its common stock at \$0.90 per share for a total purchase price of \$1,575,000. The shares were returned to treasury and cancelled.

13.

Segmented, Significant Customer Information and Economic Dependency.

The Company operates in two segments:

(a) Development and marketing of two lines of energy and water conservation products (as shown under the column heading “EWCP” below), which consists of a (i) liquid swimming pool blanket which saves energy and water by inhibiting evaporation from the pool surface, and (ii) food-safe powdered form of the active ingredient within the liquid blanket and which is designed to be used in still or slow moving drinking water sources.

(b) Manufacture of biodegradable polymers (“BCPA’s”), used by the petroleum, chemical, utility and mining industries to prevent corrosion and scaling in water piping. This product can also be used in detergents to increase biodegradability and in agriculture to increase crop yields by enhancing fertilizer uptake.

The accounting policies of the segments are the same as those described in Note 2, Significant Accounting Policies. The Company evaluates performance based on profit or loss from operations before income taxes, not including nonrecurring gains and losses and foreign exchange gains and losses.

The Company’s reportable segments are strategic business units that offer different, but synergistic products and services. They are managed separately because each business requires different technology and marketing strategies.

Nine months ended September 30, 2017:

	EWCP	BPCA	Total
Revenue	\$606,476	\$12,048,984	\$12,655,460
Interest revenue	183	140	323
Interest expense	54	35,644	35,698
Depreciation and amortization	44,302	145,211	189,513
Segment profit (loss)	1,980,968	1,266,398	3,247,366
Segment assets	354,851	1,385,465	1,740,316
Expenditures for segment assets	(50,470)	(7,406)	(57,876)

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Nine months ended September 30, 2016:

	EWCP	BPCA	Total
Revenue	\$750,415	\$11,412,437	\$12,162,852
Interest revenue	1	2,160	2,161
Interest expense	59	33,817	33,876
Depreciation and amortization	244,644	160,542	405,186
Segment profit (loss)	(492,829)	1,881,824	1,388,995
Segment assets	2,097,841	1,614,891	3,712,732
Expenditures for segment assets	(6,130)	(95,632)	(101,762)

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The sales generated in the United States and Canada are as follows:

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
Canada	\$265,175	\$361,683
United States and abroad	12,390,285	11,801,169
Total	\$12,655,460	\$12,162,852

The Company's property, equipment, leasehold and patents are located in Canada and the United States as follows:

	September 30, 2017	December 31, 2016
Canada	\$354,851	\$1,966,564
United States	1,385,465	1,523,270
Total	\$1,740,316	\$3,489,834

Three customers accounted for \$7,527,184 (59%) of sales during the nine months ended September 30, 2017 (2016 - \$7,154,393 or 59%). Three customers accounted for \$1,964,413 of accounts receivable (67%) at September 30, 2017 (December 31, 2016 - \$2,032,646 or 67%).

14.  
Commitments.

The Company is committed to minimum rental payments for property and premises aggregating approximately \$777,775 over the term of two leases, the last expiring on October 31, 2021.

Commitments in the next five years are as follows:

2017	\$49,855
2018	\$201,840
2019	\$205,580
2020	\$209,400
2021	\$111,100

15.  
Subsequent Events.

In October 2017, the Company paid outright for a 3,000 sq. ft. building and 1 acre of land in Taber, AB Canada. Purchased for \$275,000CAD (\$219,560USD), the building will be used for manufacturing and office space.

16.  
Comparative Figures.

Certain of the comparative figures have been reclassified to conform with the current period's presentation.







Item 2.

Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

The Company develops, manufactures and markets specialty chemicals that slow the evaporation of water. The Company also manufactures and markets biodegradable polymers which are used in the oil, gas and agriculture industries.

Results of Operations

The Company has two product lines:

Energy and Water Conservation products - The Company's HEAT\$AVR® product is used in swimming pools and spas. The product forms a thin, transparent layer on the water's surface. The transparent layer slows the evaporation of water, allowing the water to retain a higher temperature for a longer period of time and thereby reducing the energy required to maintain the desired temperature of the water. WATER\$AVR®, a modified version of HEAT\$AVR®, can be used in reservoirs, potable water storage tanks, livestock watering ponds, canals, and irrigation ditches.

BCPA products - The Company's second class of products, TPA's (i.e. thermal polyaspartate biopolymers), are biodegradable polymers used by the petroleum, chemical, utility and mining industries to prevent corrosion and scaling in water piping. TPA's can also be used in detergents to increase biodegradability and in agriculture to increase crop yields by enhancing fertilizer uptake.

Material changes in the Company's Statement of Operations for the three and nine months ended September 30, 2017 are discussed below:

Nine Months ended September 30, 2017

Item	Increase (I) or Decrease (D)	Reason
Sales		
EWCP products	D	Loss of Taber, AB manufacturing facility to fire.
BPCA products	I	Increased sales across all market verticals due to increased success in sales activity.
Gross Profit, as a % of sales	D	Temporary increase in costs after loss of the EWCP manufacturing plant to fire along with increased aspartic acid costs