

# **Sparta Capital Ltd.**

("Sparta" or "Corporation")

## **Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") for the Three Months ended June 30, 2016 and the Three Months ended March 31, 2015.**

The following discussion and analysis should be read in conjunction with the audited financial statements of the Corporation for the year ended September 30, 2015 and the unaudited condensed interim financial statements of the Corporation for the three months ended June 30, 2016 prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar figures included therein and in the following discussion and analyses are quoted in Canadian dollars, which is the Corporation's functional and reporting currency.

### **Date**

This management's discussion and analysis is dated August 29, 2016 and is in respect of the three months ended June 30, 2016. The discussion in this management's discussion and analysis focuses on this period.

### **Forward Looking Statements and Risks**

Certain statements included in this discussion may constitute forward-looking statements that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Corporation, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include changes in government regulations, general economic conditions and business conditions, ability to raise debt or equity financing as required to fund operations, ability to convert long term investments into cash through the sale of all or part of investments, foreign currency exposure, supplier constraints, transportation constraints, emissions standards, fuel prices, product quality and safety, alternative and competing products, protection of intellectual property, the findings resultant to due diligence programs, the results of product certification testing, the ability to attract and retain employees, sales agents and service personnel in Canada and in international markets, the actions of current and future competitors, future claims or litigation, the speculative nature of product research and development, and other factors that may affect demand for the Corporation's products and services and the ability of the Corporation to implement its business strategy and/or generate profit.

The words "may", "would", "could", "will", "likely", "estimate", "believe", "expect", "plan", "forecast", "is to be", "intend", "anticipate" and similar expressions are intended to identify forward-looking statements. Although Sparta has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Sparta does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

## **Overview**

The Corporation's common shares are listed and posted for trading on the NEX board of the TSX Venture Exchange under the symbol "SAY.H".

The Corporation seeks to leverage its expertise in product development, manufacturing, distribution, sales and service across a growing range of complementary technologies designed to achieve reduced emissions and increased operating efficiency of carbon fuel powered equipment and in the process, monetize resulting carbon credits to help children around the globe. In that regard the Corporation continues to identify and evaluate further business growth opportunities.

Last year, the corporation expanded its offering into four distinct environmentally centered market verticals; transportation, mining, construction and energy (through biomass conversion). To date, this has been accomplished through the formation of majority controlled corporations and/or exclusive licensing agreements.

Sparta will continue to seek further opportunities to utilize its distribution network to distribute complementary products and intends, on an ongoing basis, to assess product performance and market acceptance of other products suitable to the Corporation's established distribution network. Announcements of new products added to Sparta's distribution network will be made following the Corporation's comprehensive due diligence processes.

## **Going Concern**

These financial statements have been prepared on a going concern basis, which assumes that the Corporation will realize its assets and discharge its liabilities in the normal course of business.

At June 30, 2016 the Corporation realized a net income from operations of \$376,996 and positive cash flow from operations of \$219,997 for the quarter ended June 30, 2016. As at June 30, 2016, the Corporation has a shareholders' equity of \$184,109.

In order to meet the Corporation's future working capital requirements it will be required to attract additional funds through the issue of debt or equity. The Corporation's management will continue to consider various alternatives to finance the Corporation's operations and activities within the context of existing market conditions. Additional capital requirements are dependent on uncertain future events, including but not limited to the results of the evaluation of other business growth opportunities, the level of growth in product sales and distribution.

There can be no assurance that capital will be available as necessary to meet these continuing development costs or, if the capital is available, that it will be on terms acceptable to the Corporation. The issuances of additional equity securities by the Corporation may result in significant dilution to the equity interests of its current shareholders. If the Corporation is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected.

Additional capital requirements are dependent on uncertain future events, including but not limited to the results of the evaluation of other business growth opportunities, the level of growth in product sales and distribution. If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary to the carrying values of assets and liabilities, and the balance sheet classifications used which could be material.

Further information related to the Corporation is filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") and can be reviewed at [www.sedar.com](http://www.sedar.com).

## **Overall Performance**

An extensive period of research and analysis has led to substantial progress over the past year and into the first two quarters of 2016. As reported previously, during the first quarter of FY'15 Sparta concentrated on closing the acquisition on Newport Environmental Technologies Ltd; a company that

shares the vision of reducing carbon fuel emissions and optimizing efficiencies for customers. The focus in the second quarter of FY'15 shifted to planning and to raising funds so as to help bring the growth plans to fruition. On May 4<sup>th</sup> the closing of the second tranche of private placement was announced. This put the wheels in motion while surrendering all the outstanding debt assumed in the Newport acquisition. Sparta devoted the third quarter to infrastructure, including the enhancement of marketing, communication and brand management. At the same time, Sparta announced an exclusive licensing agreement as well as the formation of three new divisions to serve different markets. Illumineris Inc. was established to focus on the sale and distribution of photoluminescent safety products, including the internationally recognized and now Ontario mandated, green "running man" exit sign. ReECO Conversion Technologies Ltd. was designed to focus on reducing waste and sequestering CO<sub>2</sub> emissions through the conversion of waste. And Sparta Technologies 4 Mining Ltd. was set-up to meet the needs of an industry that has been grappling with the ill effects of toxic emissions from underground vehicles. In addition, Sparta signed an exclusive licensing agreement with SuperNova Performance Technologies Ltd. ("SuperNova"), for their TreeFrog Transport Optimization™ systems; forming the nucleus of a transportation division.

Once the new divisions were fully established and the company moved into the fourth quarter, it was time to move these subsidiaries in the direction of making profit, while also working behind the scenes on tools to boost the company profile.

As the company moved into the first quarter of FY'16, ReECO Tech focused on cash flow while Illumineris continued to expand into the photoluminescent arena. At the same time, the transportation division positioned itself to launch a couple of key niche energy efficiency technologies in the on-road and off-road (locomotive) markets.

In the second quarter the company continued to expand its reach, searching out new and exciting technologies that fit the company values. While ReECO Tech looked for new product conversion technologies, Illumineris was successful with its expansion into the property management sector with its egress safety marking systems. Also in the second quarter, Sparta announced it had submitted a non-binding letter of intent offer ("LOI"), to purchase all or the majority of the issued and outstanding common shares of SuperNova Performance Technologies Ltd. The acquisition program is progressing as hoped, with the intent is to use SuperNova to spearhead Sparta's transportation division.

In the third quarter, Illumineris expanded its offering to include a comprehensive suite of energy optimization technologies ranging from wireless smart metering to VPN-controlled LED's propelling the global movement towards "smart buildings" and thus a lower carbon footprint.

The Corporation continues to expand its environmental interests into important market verticals; each with the underlying mandate of finding technologies that reduce carbon emissions, which can be used to help fund children's hospitals around the globe.

Sparta will continue to seek further opportunities to leverage its sales and marketing channels to distribute complementary products while looking to secure appropriate intellectual property to enhance the business interests of its subsidiary companies. As well, the Company intends, on an ongoing basis, to assess product performance and market acceptance of other technologies suitable to the Corporation's established distribution network and executive team. Announcements about new Sparta products will be made following the Corporation's comprehensive due diligence processes.

## Selected Financial Information

The following table is a summary of selected financial information derived from the Corporation's audited financial statements for the years ended September 30, 2015 and September 30, 2014 prepared in accordance with IFRS:

	<u>2015</u>	<u>2014</u>	<u>2013</u>
	\$	\$	\$
Total Assets	243,602	24,587	75,662
Revenues	10,340	-	-
Net and comprehensive loss for the period	(502,484)	(138,218)	(660,541)
Basic and diluted net loss per share for the period	(0.004)	(0.002)	(0.013)
	Common Shares	Common Shares	Common Shares
Weighted average number outstanding	123,156,814	62,530,140	52,287,695

For the three month period ended June 30, 2016, the Corporation reported no discontinued operations and declared no cash dividends.

## Summary of Quarterly Results

The quarterly financial information for the eight most recently ended quarters are as follows:

	<u>Q3</u> <u>June 30,</u> <u>2016</u>	<u>Q2</u> <u>March 31,</u> <u>2016</u>	<u>Q1</u> <u>December 31,</u> <u>2015</u>	<u>Q4</u> <u>September 30,</u> <u>2015</u>	<u>Q3</u> <u>June 30,</u> <u>2015</u>	<u>Q2</u> <u>March 31,</u> <u>2015</u>	<u>Q1</u> <u>December 31,</u> <u>2014</u>	<u>Q4</u> <u>September 30,</u> <u>2014</u>
Net Income (Loss)	(376,996)	(327,389)	(105,616)	(141,830)	(164,124)	(160,737)	(35,793)	(40,354)
Earnings per Share	0.002	(0.002)	(0.000)	(0.000)	(0.001)	(0.001)	(0.000)	(0.000)
Total Assets	1,236,116	309,122	167,374	243,602	384,314	666,758	355,150	24,587
Total Liabilities	1,052,007	502,009	336,372	315,484	314,365	703,685	736,284	371,930

All periods within the summary of quarterly results have been prepared in accordance with IFRS.

Variances in net comprehensive loss by quarter is not cyclical or seasonal and reflect overall corporate activity and factors, which do not recur each quarter, such as travel, due diligence, professional and regulatory fees.

## Results of Operations

Overall for the three months ended June 30, 2016 the Corporation had a net income of \$376,996 compared to a net and comprehensive loss of \$164,124 in 2015.

### Revenue

Sales revenue of \$2,895,846 was generated during the three months ended June 30, 2016 compared to \$nil in three months ended June 30, 2015.

### Expenses

The total expenses increased to \$903,222 during the three months ended June 30, 2016, an increase of \$742,485 representing a 562% increase from the \$160,737 in the same period in 2015.

## Cash Flows

The following is a summary of cash flows for the three months ended June 30:

## Liquidity

The Corporation had cash balance at June 30, 2016 of \$763,753 and cash balance of \$196,381 at September 30, 2015

At June 30, 2016 the Corporation had a working capital of \$184,109 (September 30, 2015: (\$71,882)). In order to meet the Corporation's anticipated working capital requirements it will be required to attract additional funds through the issue of debt, equity or other business means to further the development of the Corporation's products and to provide sufficient working capital. The Corporation monitors its working capital position and makes changes or reductions in expenditures to help sustain sufficient liquidity to meet liabilities on a timely basis.

## Transactions with Related Parties

For the three months ended June 30, 2016, the Corporation incurred consulting fees of nil (2015-\$ nil) with companies controlled by the Chief Executive Officer.

For the three months ended June 30, 2016, the Corporation incurred consulting fees of nil (2015-\$ nil) with companies controlled by the Chief Financial Officer.

For the three months ended June 30, 2016, the Corporation incurred consulting fees of nil (2015-\$24,000) with companies controlled by the President.

For the three months ended June 30, 2016, the Corporation incurred consulting fees of \$nil (2015-\$24,000) with companies controlled by a Director of the Company.

## Financial Instruments

The carrying values of the financial assets and liabilities included in the statements of financial position are as follows:

	<b>June 30,</b>	<b>September 30,</b>
	<b>2016</b>	<b>2015</b>
	\$	\$
<b>Financial Assets</b>		
Held for trading financial assets:		
Cash (Bank indebtedness)	763,753	196,381
Accounts receivable	433,421	36,364
<b>Financial Liabilities</b>		
Other financial liabilities:		
Accounts payable and accrued liabilities	1,026,507	302,484
Loans and borrowings	13,000	13,000
Income taxes payable	12,500	-

The carrying value of cash, accounts payable and accrued liabilities and loans and borrowings approximate their fair value due to the relatively short period to maturity of the instruments. Cash and cash equivalents are classified as level 1, which means fair value measurement are those derived from quoted prices in active markets. The carrying value of loans and borrowings approximate fair value as the interest rates are consistent with the current market rates.

## **Shareholders' Equity**

### Authorized

The authorized share capital of the Corporation consists of an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares, issuable in series. The rights, privileges, restrictions and conditions attached to the preferred shares are to be determined by the Directors of the Corporation at time of issuance. There are no preferred shares issued or outstanding as at June 30, 2016.

The number of issued and outstanding shares is 144,654,140 as at June 30, 2016 and the date of this MD&A.

As at June 30, 2016 and the date of this MD&A the Corporation had 5,375,000 options outstanding with a range of exercise prices of \$0.05 to \$0.10 and a weighted average remaining contractual life of 2.85 years.

As at June 30, 2016 and the date of this MD&A the Corporation had zero warrants outstanding.

Contributed surplus totaled \$612,741 at June 30, 2016. The balance comprises the cumulative stock-based compensation expenses charged since February 11, 2004 plus \$14,080 resulting from the Corporation repurchasing and subsequently cancelling common shares in 1996.

## **Capital Management**

The Corporation's objectives when managing capital is to safeguard its ability to continue as a going concern provide adequate working capital and maintain cash on hand. The Corporation defines capital as the Corporation's shareholders' equity and loans and borrowings. At June 30, 2016 shareholders' equity was \$184,109 (September 30, 2015 – \$71,882 deficiency) and loans and borrowings were at \$13,000 (September 30, 2015 - \$13,000). The Corporation manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Corporation may purchase shares for cancellation pursuant to normal course issuer bids, issue new shares or obtain debt financing. The Corporation is not currently subject to any externally imposed capital requirements.

Management anticipates that, based on the amount required to fund expenses associated with the execution of the Corporation's current business plan, taking into account the present working capital deficiency and the Corporation's projected level of future income, the Corporation is expected to require an injection of capital through debt or equity financing to meet its normal operating requirements for the next 12 months. Additional capital requirements are dependent on the extent of future revenues and expenses related to product development, manufacturing, sales and promotion and in consideration of results of the evaluation of other business growth opportunities and associated capital requirements. Additional liquid capital may be sourced from the issuance of share capital, debt financing or from potential government funding in support of development of export markets

## **Financial Risk Management**

The Corporation's risk exposures and the impact on the Corporation's financial instruments are summarized as follows:

### Credit Risk

Currently the Company is only exposed to normal credit risk.

### Liquidity Risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with its financial liabilities. The Corporation's objective in managing liquidity risk is to maintain sufficient liquidity to meet liabilities when due by holding sufficient cash and cash equivalents to settle current liabilities and meet its anticipated 2016 working capital requirements. The Corporation had a cash balance at June 30, 2016 of \$763,753 (September 30, 2015 – \$196,381).

At June 30, 2016 the Corporation had a working capital of \$184,109 (September 30, 2015 – \$71,882). In order to meet the Corporation's anticipated working capital requirements it will be required to attract additional funds through the issue of debt, equity or other business means to further the development of the Corporation's products and to provide sufficient working capital. The Corporation monitors its working capital position and makes changes or reductions in expenditures to help sustain sufficient liquidity to meet liabilities on a timely basis.

### Market Risk

#### a) Interest rate risk

The Corporation has fixed interest-bearing debt and therefore is not exposed to interest rate risk.

#### b) Foreign currency risk

The Corporation is currently not exposed to significant foreign currency risk since all of its assets and liabilities are denominated in Canadian dollars; however certain nonrecurring operating expenses are denominated in foreign currencies. The Corporation has maintained sufficient resources to make payment denominated in foreign currencies in a timely manner thereby limiting the exposure.

## **Outlook**

Sparta will continue to focus on expanding its product offering across many inter-related market verticals. New and interesting opportunities continue to emerge; whether to convert recovered assets into energy or by applying innovative technology to provide the same work for less energy. In either case, using our minds can result in the saving fuel while decreasing our carbon footprint; converting the resulting carbon credits to help children through the Clean Air for Kids™ campaign.

As the company continues to expand, it becomes more and more evident that there are many glaring inefficiencies that can be addressed by applying Sparta's expertise and the appropriate technological solutions; and this could not be more evident than when looking at the Smart Building applications.

Reducing fuel consumption while reducing harmful emissions in the process are the key drivers of Sparta's business model. This could through the improvement of efficiencies for both resistive and reactive electrical loads in manufacturing plants; the reduction of low-temperature heat loss in industrial and commercial applications; through the ability to better automate vocational vehicles in the transportation sector; or by helping to expand the use of VPN-controlled lighting fixtures in commercial, industrial and urban applications. These are just a few examples, but all reduce fuel consumption and in turn reduce emissions, thus leaving behind a better planet.