

**Consolidated Condensed Interim Financial Statements
(Unaudited)**

AirIQ Inc.

For the three months and six months ended September 30, 2015

Notice to Reader:

The following consolidated condensed interim financial statements have been prepared by management of AirIQ Inc. and have not been reviewed by the Company's external auditors.

AirIQ Inc.

**CONSOLIDATED CONDENSED INTERIM
STATEMENTS OF FINANCIAL POSITION
(UNAUDITED)**

(in thousands of Canadian dollars)

	30-Sep-2015	31-Mar-2015
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents (note 5)	202	186
Prepaid expenses and deposits	75	146
Trade and other receivables (note 15)	348	374
Inventory (note 6)	93	74
Costs of deferred revenues (note 8)	260	207
Total current assets	978	987
Non-current assets		
Property, plant and equipment (note 7)	632	464
Costs of deferred revenues (note 8)	115	103
Total non-current assets	747	567
Total assets	1,725	1,554
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities (notes 13 and 15)	419	569
Deferred revenue (note 8)	614	524
Total current liabilities	1,033	1,093
Non-current liabilities		
Deferred revenue (note 8)	254	241
Total non-current liabilities	254	241
Total liabilities	1,287	1,334
Shareholders' equity (deficiency)		
Share capital (note 10(a))	91,375	91,375
Other paid-in capital (note 10(c))	4,483	4,483
Contributed surplus (note 10(b))	2,680	2,663
Deficit	(98,100)	(98,301)
Total shareholders' equity (deficiency)	438	220
Total liabilities and shareholders' equity (deficiency)	1,725	1,554
Commitments and contingencies (note 14)		

Authorized for issue on behalf of the Board:

"Vernon Lobo"
Director

"Donald Gibbs"
Director

See accompanying notes

AirIQ Inc.

**CONSOLIDATED CONDENSED INTERIM STATEMENTS OF
INCOME AND COMPREHENSIVE INCOME
(UNAUDITED)**

(in thousands of Canadian dollars except per share amounts)

	3 months ended		6 months ended	
	September 30		September 30	
	2015	2014	2015	2014
	\$	\$	\$	\$
Revenues	757	672	1,579	1,349
Direct cost of sales (notes 6 and 7)	267	255	644	491
Gross profit	490	417	935	858
Expenses				
Sales and marketing	112	117	244	245
Research and development	25	50	54	101
General and administration	214	172	391	330
Foreign exchange loss (gain)	(12)	(6)	(3)	(1)
Total expenses	339	333	686	675
Operating profit before other expenses	151	84	249	183
Other expenses				
Interest expense (note 9 (c))	—	10	—	21
Depreciation and amortization (notes 7 and 8)	24	22	48	56
Total other expenses	24	32	48	77
Net income and comprehensive income for the period	127	52	201	106
Profit per share (basic and diluted) (note 18)	0.01	0.00	0.01	0.00

See accompanying notes

AirIQ Inc.

**CONSOLIDATED CONDENSED INTERIM
STATEMENTS OF CASH FLOWS
(UNAUDITED)
(in thousands of Canadian dollars)**

	3 months ended		6 months ended	
	September 30		September 30	
	2015	2014	2015	2014
	\$	\$	\$	\$
Cash flows from operating activities				
Net profit for the period	127	52	201	106
Adjustments to reconcile profit before tax to net cash used in operating activities				
Stock-based compensation (note 11)	8	5	17	12
Depreciation of property, plant and equipment (note 7)	40	27	79	60
Amortization of customer contracts (note 8)	—	2	—	10
Amortization of costs of deferred revenues	74	(39)	140	(139)
Interest expense	—	4	—	8
Accretion expense on loan (note 9)	—	6	—	13
Changes in non-cash balances related to operations				
Trade and other receivables	(2)	(34)	26	(75)
Inventory	100	(4)	(19)	(22)
Prepaid expenses and deposits	15	3	71	8
Accounts payable and accrued liabilities	(179)	(33)	(150)	(67)
Deferred revenue	39	32	103	154
Costs of deferred revenues	(103)	52	(205)	101
Total cash (outflows) from operating activities	119	73	263	169
Cash flows from investing activities				
Purchase of property, plant and equipment	(113)	(61)	(247)	(122)
Total cash (outflows) from investing activities	(113)	(61)	(247)	(122)
Cash flows from financing activities				
Repayment of employee share loan	—	2	—	47
Interest paid	—	(4)	—	(15)
Total cash inflows from financing activities	—	(2)	—	32
Net change in cash and cash equivalents	6	10	16	79
Cash and cash equivalents at beginning of period	196	152	186	83
Cash and cash equivalents at end of period	202	162	202	162

See accompanying notes

AirIQ Inc.

**CONSOLIDATED CONDENSED INTERIM STATEMENTS
OF CHANGES IN EQUITY (DEFICIENCY)
(UNAUDITED)**

(in thousands of Canadian dollars)

	Share capital \$	Other paid-in capital \$	Contributed surplus \$	Deficit profit \$	Share purchase loan receivable \$	Total \$
Balance March 31, 2014	91,382	4,483	2,633	(98,503)	(119)	(124)
Profit for the period	—	—	—	106	—	106
Share capital issued	—	—	—	—	—	—
Repayment of employee share loan	—	—	—	—	40	40
Shares returned to treasury	(7)	—	—	—	7	—
Stock based compensation	—	—	12	—	—	12
Balance at September 30, 2014	91,375	4,483	2,645	(98,397)	(72)	34
Income for the period	—	—	—	—	—	—
Repayment of employee share loan	—	—	—	—	72	72
Stock based compensation	—	—	18	—	—	18
Balance March 31, 2015	91,375	4,483	2,663	(98,301)	—	220
Income for the period	—	—	—	201	—	201
Stock based compensation	—	—	17	—	—	17
Balance September 30, 2015	91,375	4,483	2,680	(98,100)	—	438

See accompanying notes

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

1. CORPORATE INFORMATION

AirIQ Inc. (“AirIQ” or the “Company”) is a public company that trades on the TSX Venture Exchange (“TSXV”), under the symbol “IQ”. The Company was formed under the *Canada Business Corporations Act*. The Company’s principal business is to develop and operate an asset management system using specialized software, digitized mapping, wireless communications, the internet and the Global Positioning System (“GPS”). The Company’s head office is located at 1845 Sandstone Manor, Unit 10 in Pickering, Ontario.

These consolidated condensed interim financial statements have been authorized for issue by the Board of Directors on November 4, 2015.

2. BASIS OF PREPARATION

These consolidated condensed interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board (“IASB”) and using the same accounting policies and methods as were used for the Company’s annual financial statements and notes thereto for the year ended March 31, 2015, except for any new accounting pronouncements which have been adopted. These consolidated condensed interim financial statements do not include all of the information and disclosures required by International Financial Reporting Standards (“IFRS”) for annual financial statements. Accordingly, these consolidated condensed interim financial statements should be read in conjunction with the Company’s annual financial statements as at and for the year ended March 31, 2015 and the accompanying notes thereto.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the consolidated condensed interim financial statements are disclosed in note 4.

These consolidated condensed interim financial statements have been prepared on a historical cost basis except for cash equivalents which are carried at fair value. In addition, the consolidated condensed interim financial statements are prepared using the accrual basis of accounting except for cash flow information. These consolidated condensed interim financial statements should be read in conjunction with the Company’s financial statements for the year ended March 31, 2015.

These consolidated condensed interim financial statements are presented in Canadian dollars, which is also the Company’s functional currency, and all values are rounded to the nearest thousand (CDN \$’000), unless otherwise indicated.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the previous financial year. See note 3 in the consolidated financial statements for the year ended March 31, 2015 for details.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of consolidated condensed interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the date of the consolidated condensed interim financial statements and the reported amounts of revenue and expenses during the reporting periods. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. Critical accounting estimates are reviewed quarterly by the Audit Committee of the Board of Directors. Management's judgment is applied to the following areas: income taxes, share-based payment transactions, warranty provisions, asset impairments, useful lives of depreciable assets, net realizable value of inventory, fair value of assets acquired in business combinations, legal claim and contingency provisions.

5. CASH AND CASH EQUIVALENTS

Cash at banks and on hand earns interest at floating rates based on daily bank deposit rates.

	30-Sep-2015	31-Mar-2015
	\$	\$
Cash	202	171
Restricted cash equivalents	—	15
	202	186

Restricted cash equivalents is comprised of restricted cash in support of a letter of credit guaranteeing payment of services for a supplier of the Company. In April 2015, an irrevocable standby letter of credit for \$15 was released.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

6. INVENTORY

Inventory consists of components used to assemble hardware equipment and finished goods. For the three months and six months ended September 30, 2015, the amount of inventory recognized as an expense in cost of goods sold was \$127 and \$355, respectively (three months and six months ended September 30, 2014 – \$92 and \$200, respectively). Inventory is valued at the lower of cost or net realizable value. As at September 30, 2015 all inventory was carried at cost.

7. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	Host system assets \$	Office equipment \$	Leasehold improvements \$	Service contract equipment \$	Total \$
Cost					
Balance at March 31, 2015	827	53	84	271	1,235
Assets retired for the period	(353)	(46)	(84)	—	(483)
Additions for the period	98	11	4	134	247
Balance at September 30, 2015	572	18	4	405	999
Depreciation and impairment losses					
Balance at March 31, 2015	553	52	84	82	771
Assets retired for the period	(353)	(46)	(84)	—	(483)
Depreciation for the period	47	1	—	31	79
Balance at September 30, 2015	247	7	—	113	367
Carrying amounts					
At March 31, 2015	274	1	—	189	464
At September 30, 2015	325	11	4	292	632

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

7. PROPERTY PLANT AND EQUIPMENT continued

Service contract equipment relates to the equipment installed in customer vehicles that is used to communicate information for the provision of telematics services. The Company retains ownership of this equipment and expects to remove the equipment from the customer vehicle at the end of the service contract. The service contracts, under which this equipment is provided, range between monthly and three years. Rental units returned to the Company are recognized as impaired.

Depreciation expense for the property, plant and equipment for the three months and six months ended September 30, 2015 is \$40 and \$79, respectively (three months and six months ended September 30, 2014 - \$27 and \$60, respectively) of which \$16 and \$31, respectively (three months and six months ended September 30, 2014 - \$7 and \$14, respectively) is included in direct cost of sales relating to service contract equipment.

The Company continues to assess the carrying value of its property, plant and equipment and determines whether the host system assets, development equipment and office equipment are impaired. No impairment charges were recorded during the three months and six months ended September 30, 2015 or September 30, 2014.

8. DEFERRED REVENUE AND COSTS OF DEFERRED REVENUES

	Deferred revenue	Costs of deferred revenues
	\$	\$
Balance, March 31, 2015	765	310
At March 31, 2015:		
Current	524	207
Non-current	241	103
Changes during the period:		
Deferred during the period	471	205
Released to the consolidated condensed interim statements of income (loss)	(368)	(140)
Balance, September 30, 2015	868	375
At September 30, 2015:		
Current	614	260
Non-current	254	115

The Company assesses the carrying value of its costs of deferred revenues at least annually or whenever events or changes in circumstances indicate that their carrying value may be impaired. As a result of the assessment, the Company recorded no impairment charge for the three months and six months ended September 30, 2015 and September 30, 2014.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

9. FINANCING

(a) Credit Facility

On December 15, 2014, the Company announced a change in bankers and the establishment of a revolving demand facility with Royal Bank of Canada (“RBC”). The credit facility is a standard operating line with certain covenants, including a first priority general security over the Company’s assets. In connection with the facility, the Company’s lender, Mosaic Capital Partners, L.P. (“Mosaic”), agreed to subordinate its security interest to the Bank. As at September 30, 2015, the Company has not made a draw on the credit facility, and no interest or carrying charges have been incurred.

(b) Non-Brokered Private Placement

On December 17, 2013, the Company issued a total of 7,700,000 common shares under a private placement at a price of \$0.05 per share for gross proceeds of \$385.

Certain officers, directors and insiders of the Company purchased common shares under the offering, representing approximately 56% of the total number of common shares issued under the private placement. The remaining approximate 44% of the total number of common shares issued under the private placement (representing approximately 11.75% of the issued and outstanding shares of the Company post-offering) were purchased by employees and consultants of the Company (see note 10(d) – Share Capital and Reserves – Share purchase loan receivable).

Pursuant to applicable Canadian securities laws, the securities issued under the private placement were subject to a four-month holding period from the date of closing of the private placement, which expired on April 17, 2014. A total of \$8 was paid in connection with the private placement and final approval of the private placement from the TSXV was received.

(c) Loan

On December 17, 2013, the Company entered into a credit agreement with Mosaic Capital Partners LP (“Mosaic”) for a loan of \$100. Pursuant to the terms of the credit agreement, the Company executed a promissory note in favour of Mosaic for \$100. The loan had a maturity date of June 17, 2015 and bore interest at a rate of 15% per annum, calculated daily and payable monthly in arrears. The Company paid a fee of \$5 to Mosaic in connection with the advance of the loan. The work fee was recorded against the carrying value of the loan to be accreted over the term of the loan. The amount accreted as an expense for the three months and six months ended September 30, 2015 related to the work fee was \$nil and \$nil, respectively (three months and six months ended September 30, 2014 - \$1 and \$2, respectively). Interest only was payable on the loan on a monthly basis, and the loan was secured by a charge over all of AirIQ’s property and assets. The loan was not convertible into shares of the Company.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

9. FINANCING continued

(c) Loan continued

In consideration of this loan, the Company issued 700,000 warrants to Mosaic to purchase up to 700,000 common shares of the Company (the “Warrants”) at an exercise price of \$0.05 per share. The Warrants will expire on December 17, 2018. The Warrants were valued at \$35 (see note 10(c) – Share Capital and Reserves – Other paid-in capital) and recorded against the carrying value of the loan to be accreted over the term of the loan. The amount accreted as an expense for the three months and six months ended September 30, 2015 related to the Warrants was \$nil and \$nil, respectively (three months and six months ended September 30, 2014 - \$5 and \$11, respectively). Concurrent with this loan and the issuance of the Warrants, Mosaic agreed to cancel warrants to purchase up to 133,333 common shares of the Company which were granted to Mosaic on November 30, 2009 as part of a financing.

Mosaic is a shareholder of the Company and Vernon Lobo, a director and Chairman of AirIQ, is a managing director of Mosaic. During the Company’s approval of the loan, Mr. Lobo declared his conflict on the matter and abstained from voting.

On February 26, 2015, the Company repaid the loan in full, and the Company is no longer indebted to Mosaic.

The loan discussed in this note 9(c) above shall be referred to as the “Loan” and the promissory note issued pursuant to the Loan shall be referred to as the “Promissory Note”.

The Company paid to the lender a total of \$nil and \$nil, respectively, related to interest on the Loan during the three months and six months ended September 30, 2015 (three months and six months ended September 30, 2014 - \$4 and \$8, respectively), which is included in interest expense in the consolidated condensed interim statement of income (loss).

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

10. SHARE CAPITAL AND RESERVES

a) Common shares

The Company is authorized to issue an unlimited number of common shares without par value. The holders of common shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

The following is a summary of changes in common share capital during the period from September 30, 2014 to September 30, 2015:

	Number of Shares #	Issue Price \$	Amount \$
Balance at September 30, 2014	28,928,947		91,375
Balance at March 31, 2015	28,928,947		91,375
Balance at September 30, 2015	28,928,947		91,375

As of September 30, 2015, the Company had a total of 28,928,947 common shares issued and outstanding.

b) Contributed Surplus

The following is a summary of changes in contributed surplus from March 31, 2015 to September 30, 2015:

	\$
Balance at March 31, 2015	2,663
Stock-based compensation charge	17
Balance at September 30, 2015	2,680

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

10. SHARE CAPITAL AND RESERVES continued

c) Other paid in capital

As at September 30, 2015, the Company had outstanding warrants as follows:

Number of warrants	Exercise price	Expiry Date
700,000	\$0.05	December 17, 2018

On December 17, 2013, in consideration of a \$100 loan from Mosaic to the Company, the Company issued 700,000 warrants to purchase 700,000 common shares in the capital of the Company at a price of \$0.05 per share (note 9(c) – Financing – Loans). On the same date, Mosaic and the Company agreed to cancel 133,333 warrants issued to Mosaic with an exercise price of \$4.00 per warrant, unexercised. The 133,333 warrants were issued to Mosaic on November 30, 2009 in connection with a private placement and would have expired on November 30, 2014. The TSXV agreed to the cancellation of the 133,333 warrants and the issuance of the 700,000 warrants.

No warrants were granted during the three months and six months ended September 30, 2015.

The fair value of the warrants at the date of issue was estimated using a Black-Scholes option pricing model that takes into account the exercise price, the term of the warrant, the impact of dilution, the share price at issue date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the warrant.

d) Share purchase loans receivable

On December 12, 2013, the Company entered into loan agreements with its employees and consultants in the aggregate amount of \$156 to facilitate the purchase of shares of the Company pursuant to the December 17, 2013 private placement (see note 9(b) – Financings – Non-brokered Private Placement). A total of 3,111,000 common shares were purchased by the employees and consultants pursuant to such private placement at a price of \$0.05 per share. The loans were interest free and principal only was repayable in equal monthly or bi-monthly installments over a one year term. The loans were secured solely with the pledge of the shares purchased with the loan proceeds and were otherwise non-recourse loans. The outstanding balances on the employee loans were assigned to the holding companies of Messrs. Michael Robb and Vernon Lobo, two of the directors of the Company, and, on February 24, 2015, all of the share purchase loans were repaid in full, and the shares held as security for such loans, were released to their respective owners.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

10. SHARE CAPITAL AND RESERVES continued

d) Share purchase loans receivable continued

Shares purchased with these loans have been accounted for as share based compensation expense as the only security for the loans are the issued Company shares. Share based compensation expense of \$nil and \$nil, respectively, was recorded for the three months and six months ended September 30, 2015 in relation to the share purchase loans (three months and six months ended September 30, 2014 - \$5 and \$12, respectively)

The fair value of the loan arrangements were determined using the Black-Scholes option pricing model that takes into account the share price at the date the loans were issued, the term of the loan, the impact of dilution, the purchase price of the shares and expected price volatility of the shares, the expected dividend yield and the risk free interest rate for the term of the loans.

e) Nature and Purpose of Equity and Reserves

The reserves recorded in equity on the Company's consolidated statements of financial position include 'Other paid-in capital', 'Contributed surplus', "Share purchase loans receivable" and 'Accumulated deficit'.

'Other Paid-In Capital' is used to recognize the value of share warrants prior to exercise.

'Contributed Surplus' is used to recognize the value of share option grants prior to exercise.

'Share Purchase Loans Receivable' is used to record the value of loans issued to purchase shares of the Company and their related repayments.

'Accumulated Deficit' is used to record the Company's change in deficit from earnings from period to period.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

11. SHARE-BASED PAYMENTS

a) Option Plan Details

The Company has an incentive stock option plan (the “Plan”) under which non-transferable options to purchase common shares of the Company may be granted to directors, officers, employees or consultants of the Company. Under the Plan, the Company is authorized to issue options for common shares in aggregate up to 10% of the number of common shares of the Company outstanding from time to time. Any increase in the issued and outstanding common shares will result in an increase in the available number of common shares issuable under the Plan, and any exercise of options will make new grants available under the Plan, effectively resulting in a re-loading of the number of options available to grant under the Plan. The terms of the Plan provide that the directors have the right to grant options to acquire common shares of the Company at not less than the average closing price of the shares on the trading exchange for the 10 trading days immediately preceding the date of grant of the options. Options under the Plan are typically granted by the Board of Directors for a term of 10 years, consistent with the terms of the Plan. No amounts are paid or payable by the recipient on receipt of the option, and the options granted are not dependent on any performance-based criteria. The vesting period for options granted to employees of the Company is typically four years with 25% vesting after the first year from the date of grant, and 6.25% vesting in each quarter thereafter. Board and Committee member options typically vest over a one-year period; 25% each quarter from the date of grant. Under the Plan, in the absence of any determination by the Board of Directors, the earliest exercise date for options granted under the Plan is one year from the date of grant, at which time 25% of the options granted shall vest, following which 2.0833% of options granted vest each month thereafter. Pursuant to the Plan, options granted to eligible employees and consultants terminate and are no longer exercisable upon the earlier of (a) 12 months after the death, disability or retirement of an option holder, or (b) the end of the option term, or (c) 30 days after termination of employment without cause or immediately in the event such employee or consultant is terminated for cause. Options granted to eligible directors terminate and are no longer exercisable upon the earlier of (i) twelve months after the death of the option holder; and (ii) the latest exercise date of the option.

As at September 30, 2015, the Company has reserved 2,892,895 (September 30, 2014 – 2,892,895) common shares for future issuance under the Plan, representing 10% of the issued and outstanding common shares of the Company as of such date.

On September 16, 2015 the Company granted options to non-executive directors to purchase 250,000 common shares in the capital of the Company at a price of \$0.07 per share. These options have a term of ten (10) years, vest over one (1) year from date of grant; 25% each quarter, and will expire on September 16, 2025.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

11. SHARE-BASED PAYMENTS continued

a) Option Plan Details continued

The Company recorded share-based compensation expense of approximately \$8 and \$17, respectively (three months and six months ended September 30, 2014 - \$5 and 12, respectively), of which \$5 and \$10, respectively (three months and six months ended September 30, 2014 - \$nil and \$nil, respectively) related to director fees [and the remaining \$3 and \$7, respectively, related to options granted during the three months and six months ended September 30, 2015 (three months and six months ended September 30, 2014 - \$5 and \$12, respectively).]

Share option activity within the Plan is as follows:

	Three months ended 30-Sep-2015		Three months ended 30-Sep-2014	
	Number of options #	Weighted average exercise price \$	Number of options #	Weighted average exercise price \$
Outstanding options, beginning of period	2,205,339	0.20	1,671,380	0.44
Granted	250,000	0.07	250,000	0.08
Expired	—	—	(900)	15.60
Outstanding options, end of period	2,455,339	0.19	1,920,480	0.39
Exercisable, end of period	1,780,339	0.24	1,264,230	0.54

No common shares of AirIQ were issued from treasury pursuant to the exercise of stock options issued under the Company's Plan for either of the period ended September 30, 2015 or September 30, 2014.

Outstanding and exercisable options under the Plan as at September 30, 2015 are summarized as follows:

Exercise price range \$	Number outstanding #	Outstanding		Exercisable	
		Weighted average exercise price \$	Weighted remaining contractual life (years)	Number outstanding and exercisable #	Weighted average exercise price \$
0.05 — 1.60	2,426,427	0.11	7.37	1,751,427	0.13
6.00 — 8.00	28,912	6.63	1.49	28,912	6.63
	2,455,339	0.19	8.86	1,780,339	0.24

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

11. SHARE-BASED PAYMENTS continued

b) Fair Value of Options Issued During the Period

The weighted average fair value at grant date of options granted during the period ended September 30, 2015 was \$0.07 per option (September 30, 2014 - \$0.08).

No options have been exercised during the three months and six months ended September 30, 2015 or September 30, 2014.

c) Options Issued

The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The model inputs for options granted during the six month period ended September 30, 2015 included:

Grant Date	Expiry Date	Share Price at Grant Date	Exercise Price	Risk-Free Interest Rate	Expected Life	Volatility Factor	Dividend Yield
16-Sep-2015	16-Sep-2025	\$0.07	\$0.07	3.61%	12 months	181%	nil%

The model inputs for options granted during the six month period ended September 30, 2014 included:

Grant Date	Expiry Date	Share Price at Grant Date	Exercise Price	Risk-Free Interest Rate	Expected Life	Volatility Factor	Dividend Yield
17-Sep-2014	17-Sep-2024	\$0.08	\$0.08	3.61%	120 months	171%	nil%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

12. NATURE OF EXPENSES

	Three months ended		Six months ended	
	September 30		September 30	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
	\$	\$	\$	\$
Salaries and benefits	162	157	335	330
Consulting	51	31	94	60
Computer operating	37	35	67	73
Commercial, officer and director insurance	19	18	38	37
Rent and maintenance	13	26	37	53
Legal fees, audit and tax	10	11	23	22
Public reporting costs	23	28	27	31
Stock-based compensation				
Directors' fees	5	—	10	—
Employees, consultants	3	5	7	12
Other	16	22	48	57
	339	333	686	675

AirIQ Inc.

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13. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors and officers, and enterprises that are controlled by these individuals, as well as certain person performing similar functions.

The following is a summary of the Company's related party transactions during the periods ended September 30, 2015 and September 30, 2014:

a) Key Management Compensation

Key management personnel compensation is comprised of:

	Three months ended September 30, 2015	Three months ended September 30, 2014
	\$	\$
Consulting fees and benefits	33	30
Share-based payments	2	—
	35	30

(b) Related party transactions

The Company has identified MR Accounting & Bookkeeping Inc. as a related party as this corporation has an officer in common with the Company and is controlled by such officer. The Company owed MR Accounting & Bookkeeping Inc. \$nil as at September 30, 2015 (September 30, 2014 - \$nil).

The Company has also identified Mosaic as a related party as this corporation has a director in common with the Company. During the three months and six months ended September 30, 2015, Mosaic was paid approximately \$nil and \$nil, respectively, related to work fees and interest as per the Loan (note 9(c)) (three months and six months ended September 30, 2014 – approximately \$4 and \$8, respectively).

The Company has identified DRGibbs and Associates as a related party as this corporation has a director in common with the Company and is controlled by such director. The Company owed DRGibbs and Associates \$31 at September 30, 2015 (September 30, 2014 - \$31) which is included in accounts payable and accrued liabilities. The Company is also owed \$36 from Mr. Gibbs at September 30, 2015 which is included in trade and other receivables.

See also notes 9 and 10.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

14. COMMITMENTS AND CONTINGENCIES

- (a) Leases relate to office lease terms of 24 months payable in monthly instalments in advance. As of September 30, 2015, there are no annual lease payments under capital lease.

The Company leases its office space and the future minimum annual operating lease payments for office space are as follows:

	\$
2015	15
2016	30
2017	8
	53

- (b) At March 31, 2015, the Company had an outstanding irrevocable standby letter of credit as security for a certain supply agreement of \$15. In April, 2015 this irrevocable standby letter of credit was released.
- (c) The Company, in the course of its normal operations, is subject to claims, lawsuits, patent infringement claims and contingencies. Accruals are made in instances where it is probable that liabilities may be incurred and where such liabilities can be reasonably estimated. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company has no reason to believe that the ultimate outcome of these matters would have a significant impact on its consolidated financial position.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

15. FINANCIAL INSTRUMENTS

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receives quarterly reports from the Company's Chief Financial Officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. There have been no changes in the risks, objectives, policies and procedures during the three months and six months ended September 30, 2015.

The Company's financial instruments are exposed to certain financial risks, including credit risk liquidity risk, currency risk, and interest rate risk.

The Company's exposure to these risks and its methods of managing the risks remain consistent.

The Company is exposed to the following risks related to financial assets and liabilities:

(a) Currency risk

Currency risk is the risk that variations in exchange rates between U.S. and Canadian currencies will affect the Company's operating and financial results. The Company's consolidated activities that result in exposure to fluctuations in foreign currency exchange rates consist of the sale of products to customers in foreign currencies and the purchases of services and raw materials from suppliers invoiced in foreign currencies. The Company does not use derivative instruments to reduce its exposure.

The carrying amount of the Company's U.S. currency denominated monetary assets and liabilities is as follows:

	September 30, 2015	March 31, 2015
	\$	\$
Cash	142	85
Trade and other receivables	153	170
Accounts payable and accrued liabilities	(58)	(84)
	237	171

For the three months and six months ended September 30, 2015, all else being equal, a strengthening of 1.0% of the US dollar against the Canadian dollar would have a positive impact of \$3 on net profit and comprehensive profit. A weakening of 1.0% of the US dollar against the Canadian dollar would have the opposite impact on net income and comprehensive income.

AirIQ Inc.

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

15. FINANCIAL INSTRUMENTS continued

(b) Credit risk

Credit risk refers to the potential that a customer or counterparty to a financial instrument will fail to discharge its contractual obligations, and arises principally from the Company's receivables from customers and its cash. The maximum credit risk exposure for these balances is their carrying values.

The Company attempts to mitigate its credit risk over cash by dealing only with large financial institutions with good credit ratings. All of the financial institutions that the Company deals with meet these qualifications.

The Company is exposed to credit risk from customers. The Company performs ongoing credit evaluations of new and existing customers' financial condition and reviews the collectability of its trade accounts receivable in order to mitigate any possible credit losses.

Allowance for doubtful accounts and past due receivables are reviewed by management at each reporting date. The Company's policy for determining the required allowance is to provide 100% for all aged balance over 180 days and to review all remaining balances on a customer-by-customer basis. Accounts receivable are written off once determined not to be collectible.

The following table sets forth the continuity of allowance for doubtful accounts for the periods indicated

Closing balance, March 31, 2015	6
Provisions made during the period	—
Provisions used during the period	(6)
Closing balance, September 30, 2015	—

The following table sets forth details of the accounts receivable as at September 30, 2015 and March 31, 2015:

	September 30, 2015	March 31, 2015
	\$	\$
Trade accounts receivable, before allowances	302	316
Less allowance for doubtful accounts	—	(6)
Other receivables	46	40
Trade and other receivables	348	350

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(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

15. FINANCIAL INSTRUMENTS continued

(b) Credit risk continued

Pursuant to their respective terms, accounts receivable are aged as follows as at September 30, 2015 and March 31, 2015:

	September 30, 2015	March 31, 2015
	\$	\$
Current	223	188
31-60 days	107	120
61-90 days	2	18
Over 91 days	16	24
Total accounts receivable	348	350

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company collecting its accounts receivable in a timely manner and by maintaining sufficient cash in excess of anticipated needs. At September 30, 2015 the Company's accounts payable and accrued liabilities were \$419 (September 30, 2014 - \$481).

The following table details the Company's contractual maturities for its financial liabilities, including interest payments and operating lease commitments as at September 30, 2015:

	Payments due by period					
	Total	2015	2016	2017	2018	2019
	\$	\$	\$	\$	\$	\$
Accounts payable and accrued liabilities	419	419	—	—	—	—
Operating leases	53	15	30	8	—	—
	472	434	30	8	—	—

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Management feels that the Company is not currently subject to significant interest rate risk as the Company currently does not have any interest-bearing debt with floating rates.

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(in thousands of Canadian dollars except share and per share amounts)

For the three months and six months ended September 30, 2015

16. CAPITAL MANAGEMENT

The capital structure of the Company consists of loans and equity consisting of issued share capital, other paid-in capital, contributed surplus, share purchase loans receivable and deficit and is capital surplus in the amount of \$299 as at September 30, 2015 (September 30, 2014 – capital surplus of \$34). The Company's objectives when managing capital is to ensure that the Company will continue as a going concern, so that it can provide products and services to its customers and returns to its shareholders.

The Company manages its capital to ensure that financial flexibility is present to increase shareholder value through organic growth, selective acquisitions and dispositions as well as allow the Company to respond to changes in economic and /or marketplace conditions. In order to maintain or adjust its capital structure, the Company may, upon approval from its Board of Directors, balance its overall capital structure through the issuance of new shares, the purchase of shares for cancellation pursuant to a normal course issuer bid, raising debt or refinancing existing debt with different characteristics or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company's capital management objectives, policies and processes have remained unchanged during the three months and six months ended September 30, 2015.

17. SEGMENTED INFORMATION

The Company has one reportable segment. The Company's property, plant and equipment are located in Canada and have a net book value of \$632 as at September 30, 2015 (September 30, 2014 - \$386).

18. NET INCOME (LOSS) PER SHARE

Weighted Average Number of Common Shares:

	Three months ended		Six months ended	
	September 30		September 30	
	2015	2014	2015	2014
Issued common shares at beginning of period	28,928,947	29,058,947	28,928,947	29,058,947
Effect of shares returned to treasury	–	(32,319)	–	(98,033)
Weighted average number of common shares (basic and diluted)	28,928,947	29,026,628	28,928,947	28,960,914

For the three months and six months ended September 30, 2015, diluted net income (loss) per share did not include the effect of 2,455,339 stock options (three months and six months ended September 30, 2014 – 1,920,480) and 700,000 warrants (three months and six months ended September 30, 2014 – 700,000) as they are anti-dilutive.