

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended **June 30, 2019**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from [ ] to [ ]

Commission file number **000-54756**

**PACIFIC GREEN TECHNOLOGIES INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**N/A**

(I.R.S. Employer  
Identification No.)

**Suite 10212, 8 The Green  
Dover, DE**

(Address of principal executive offices)

**19901**

(Zip Code)

Registrant's telephone number, including area code: **(302) 601-4659**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

**N/A**

Name of Each Exchange On Which Registered

**N/A**

Securities registered pursuant to Section 12(g) of the Act:

**Shares of Common Stock, par value \$0.001**

(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required 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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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.

Large accelerated filer

Non-accelerated filer

Accelerated filer

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.  YES  NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

45,493,439 common shares issued and outstanding as of August 12, 2019.

DOCUMENTS INCORPORATED BY REFERENCE

None.

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## PART I – FINANCIAL INFORMATION

### Item 1. Financial Statements

Our unaudited interim consolidated financial statements for the three month period ended June 30, 2019 form part of this quarterly report. They are stated in United States Dollars (US\$) and are prepared in accordance with United States generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X.

**PACIFIC GREEN TECHNOLOGIES INC.**  
Condensed Consolidated Financial Statements  
June 30, 2019  
(Expressed in US dollars)  
(unaudited)

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**PACIFIC GREEN TECHNOLOGIES INC.**

Consolidated Balance Sheets  
(Expressed in U.S. dollars)  
(unaudited)

	June 30, 2019 \$	March 31, 2019 \$
<b>ASSETS</b>		
Cash	4,020,576	2,863,148
Short-term investments and amounts in escrow (Note 3)	2,574,321	1,736,938
Accounts receivable and other amounts recoverable	2,375,733	778,435
Prepaid expenses and deposits	987,230	870,639
Contract assets (Note 8)	21,894,085	12,237,825
Lease receivable, current portion (Note 4)	427,772	309,772
<b>Total Current Assets</b>	<b>32,279,717</b>	<b>18,796,757</b>
Lease receivable (Note 4)	681,689	784,914
Property and equipment (Note 5)	181,063	31,375
Right of use asset (Note 7)	1,642,102	–
Intangible assets (Note 6)	9,527,302	9,746,255
<b>Total Assets</b>	<b>44,311,873</b>	<b>29,359,301</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	6,763,878	4,511,721
Warranty provision (Note 9)	197,119	121,345
Contract liabilities (Note 8)	34,737,440	18,850,487
Convertible debenture (Note 10)	30,000	30,000
Current portion of operating lease obligation (Note 7)	100,607	–
Due to related parties (Note 12)	98,538	117,005
Derivative liability (Note 11 and 17)	568,540	431,586
<b>Total Current Liabilities</b>	<b>42,496,122</b>	<b>24,062,144</b>
Long-term operating lease obligation (Note 7)	1,240,165	–
<b>Total Liabilities</b>	<b>43,736,287</b>	<b>24,062,144</b>
<b>Stockholders' Equity</b>		
Preferred stock, 10,000,000 shares authorized, \$0.001 par value Nil and nil shares issued and outstanding, respectively	–	–
Common stock, 500,000,000 shares authorized, \$0.001 par value 45,493,439 and 45,493,439 shares issued and outstanding, respectively (Note 13)	45,493	45,493
Additional paid-in capital	90,698,002	90,684,174
Accumulated other comprehensive income	349,460	270,245
Deficit	(90,517,369)	(85,702,755)
<b>Total Stockholders' Equity</b>	<b>575,586</b>	<b>5,297,157</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>44,311,873</b>	<b>29,359,301</b>
Nature of Operations (Note 1)		
Commitments (Note 19)		
Subsequent Events (Note 20)		

(The accompanying notes are an integral part of these consolidated financial statements)

**PACIFIC GREEN TECHNOLOGIES INC.**

Consolidated Statements of Operations and Comprehensive Loss  
(Expressed in U.S. dollars)  
(unaudited)

	Three Months Ended June 30, 2019 \$	Three Months Ended June 30, 2018 \$
Sales (Note 8)	4,764,235	—
Cost of goods sold	<u>(2,817,913)</u>	<u>—</u>
Gross margin	<u>1,946,322</u>	<u>—</u>
Expenses		
Advertising and promotion	545,052	34,517
Amortization of intangible assets	218,953	218,953
Consulting fees (Note 12)	2,892,870	357,084
Depreciation	9,444	2,356
Foreign exchange loss (gain)	250,842	(144,729)
Lease expense	102,462	—
Office and miscellaneous	493,646	62,643
Professional fees	310,686	69,542
Salaries and wage expenses	903,708	—
Stock-based compensation (Note 16)	13,828	—
Transfer agent and filing fees	108,238	17,022
Travel and accommodation	659,017	83,494
Warranty and related (Note 9)	<u>128,704</u>	<u>—</u>
Total expenses	<u>6,637,450</u>	<u>700,882</u>
Loss before other income (expense)	<u>(4,691,128)</u>	<u>(700,882)</u>
Other income (expense)		
Loss on change in fair value of derivative liability (Note 11)	(136,954)	(145,147)
Interest income on finance lease	14,968	
Interest expense	<u>(1,500)</u>	<u>(2,990)</u>
Total other income (expense)	<u>(123,486)</u>	<u>(148,137)</u>
Net loss for the year	(4,814,614)	(849,019)
Other comprehensive income		
Foreign currency translation gain (loss)	<u>79,215</u>	<u>(114,230)</u>
Comprehensive loss for the year	<u>(4,735,399)</u>	<u>(963,249)</u>
Net loss per share, basic and diluted	<u>(0.10)</u>	<u>(0.02)</u>
Weighted average number of shares outstanding *	<u>46,030,439</u>	<u>41,641,116</u>

\*For the period ended June 30, 2019, includes 537,500 stock options as they are exercisable at any time for nominal cash consideration

(The accompanying notes are an integral part of these consolidated financial statements)

**PACIFIC GREEN TECHNOLOGIES INC.**  
Consolidated Statements of Stockholders' Equity  
(Expressed in U.S. dollars)

	Common stock		Common Stock Issuable \$	Additional Paid-in Capital \$	Accumulated Other Comprehensive Income \$	Deficit \$	Stockholders' Equity \$
	Shares #	Amount \$					
Balance, March 31, 2018	40,757,415	40,757	206,675	78,989,346	268,259	(67,764,051)	11,740,986
Shares issued pursuant to private placements	2,164,008	2,164	(206,675)	3,140,511	–	–	2,936,000
Shares issued for services	287,500	288	–	517,212	–	–	517,500
Foreign exchange translation gain	–	–	–	–	(114,230)	–	(114,230)
Net loss for the year	–	–	–	–	–	(849,019)	(849,019)
Balance June 30, 2018	<u>43,208,923</u>	<u>43,209</u>	<u>–</u>	<u>82,647,069</u>	<u>154,029</u>	<u>(68,613,070)</u>	<u>14,231,237</u>
	Common stock		Common Stock Issuable \$	Additional Paid-in Capital \$	Accumulated Other Comprehensive Income \$	Deficit \$	Stockholders' Equity \$
	Shares #	Amount \$					
Balance, March 31, 2019	45,493,439	45,493	–	90,684,174	270,245	(85,702,755)	5,297,157
Fair value of options granted	–	–	–	13,828	–	–	13,828
Foreign exchange translation gain	–	–	–	–	79,215	–	79,215
Net loss for the year	–	–	–	–	–	(4,814,614)	(4,814,614)
Balance June 30, 2019	<u>45,493,439</u>	<u>45,493</u>	<u>–</u>	<u>90,698,002</u>	<u>349,460</u>	<u>(90,517,369)</u>	<u>575,586</u>

(The accompanying notes are an integral part of these consolidated financial statements)

**PACIFIC GREEN TECHNOLOGIES INC.**

## Consolidated Statements of Cash Flows

(Expressed in U.S. dollars)

(unaudited)

	Three Months Ended June 30, 2019 \$	Three Months Ended June 30, 2018 \$
Operating Activities		
Net loss for the year	(4,814,614)	(849,019)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of intangible assets	218,953	218,953
Amortization on right of use asset	92,340	-
Depreciation	9,444	2,356
Interest accretion on finance lease	(14,788)	-
Loss on change in fair value of derivative liability	136,954	145,147
Fair value of stock options granted	13,828	-
Stock issued for services	-	189,467
Changes in operating assets and liabilities:		
Short-term investments and amounts held in trust	(837,383)	-
Accounts receivable and other amounts recoverable	(1,597,298)	(1,442)
Prepaid expenses and deposits	(116,591)	(124,929)
Contract assets	(9,656,260)	-
Lease payments	(393,670)	-
Accounts payable and accrued liabilities	2,252,157	(174,629)
Warranty accrual	75,774	-
Contract liabilities	15,886,953	-
Due to related parties	(18,467)	(124,719)
Net Cash From (Used In) Operating Activities	<u>1,237,332</u>	<u>(718,815)</u>
Investing Activities		
Additions of property and equipment	(159,132)	-
Net Cash Used In Investing Activities	<u>(159,132)</u>	<u>-</u>
Financing Activities		
Proceeds from issuance of common stock	-	2,936,000
Net Cash Provided by Financing Activities	<u>-</u>	<u>2,936,000</u>
Effect of Foreign Exchange Rate Changes on Cash	79,228	(139,332)
Change in Cash	1,157,428	2,077,853
Cash, Beginning of Year	<u>2,863,148</u>	<u>229,882</u>
Cash, End of Year	<u><u>4,020,576</u></u>	<u><u>2,307,735</u></u>
Non-cash Investing and Financing Activities:		
Stock issued for services included in prepaid expenses	-	328,033
Supplemental Disclosures:		
Interest paid	-	-
Income taxes paid	-	-

(The accompanying notes are an integral part of these consolidated financial statements)



**1. Nature of Operations**

Pacific Green Technologies Inc. (the "Company") was incorporated in the state of Delaware, USA on March 10, 1994, under the name of Beta Acquisition Corp. In September 1995, the Company changed its name to In-Sports International, Inc. In August 2002, the Company changed its name to ECash, Inc. On June 13, 2012, the Company changed its name to Pacific Green Technologies Inc. The Company is in the business of acquiring, developing, and marketing emission control technologies.

The condensed consolidated financial statements of the Company should be read in conjunction with the consolidated financial statements and accompanying notes filed with the U.S. Securities and Exchange Commission in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2019. In the opinion of management, the accompanying condensed consolidated financial statements reflect all adjustments of a recurring nature considered necessary to present fairly the Company's financial position and the results of its operations and its cash flows for the periods shown.

The preparation of these condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (US GAAP) requires management to make estimates and assumptions that affect the amounts reported. Actual results could differ materially from those estimates. The results of operations and cash flows for the periods shown are not necessarily indicative of the results to be expected for the full year.

**2. Significant Accounting Policies**

(a) Basis of Presentation

Except for changes described in Note 2(b), the accompanying condensed consolidated financial statements and related notes of the Company have been prepared in accordance with US GAAP, on a basis consistent with those followed in the March 31, 2019 audited consolidated financial statements, and are expressed in US Dollars. The following accounting policies are consistently applied in the preparation of the consolidated financial statements. These consolidated financial statements include the accounts of the Company and the following entities:

Pacific Green Marine Technologies Ltd. (formerly Pacific Green Technologies Marine Limited) ("PGMTL")	Wholly-owned subsidiary
Pacific Green Technologies International Limited ("PGTIL")	Wholly-owned subsidiary
Pacific Green Technologies Asia Limited ("PGTA")	Wholly-owned subsidiary of PGTIL
Pacific Green Technologies China Limited ("PGTC")	Wholly-owned subsidiary of PGTA
Pacific Green Marine Technologies Inc. (PGM Can)	Wholly-owned subsidiary
Pacific Green Marine Technologies Inc. (PGM US)	Wholly-owned subsidiary
Pacific Green Marine Technologies (USA) Inc. (inactive)	Wholly-owned subsidiary of PGM US
Pacific Green Marine Technologies Group Inc (inactive)	Wholly-owned subsidiary of PGM US
Pacific Green Marine Technologies Trading Inc. (new)	Wholly-owned subsidiary of PGM US
Pacific Green Marine Technologies (Norway) SA (new)	Wholly-owned subsidiary of PGM US

All inter-company balances and transactions have been eliminated upon consolidation.

**2. Significant Accounting Policies** (continued)

(b) Recently adopted accounting pronouncements

In February 2016, the FASB issued new lease accounting guidance in ASU No. 2016-02, "Leases". This new guidance was initiated as a joint project with the International Accounting Standards Board to simplify lease accounting and improve the quality of and comparability of financial information for users. This new guidance would eliminate the concept of off-balance sheet treatment for "operating leases" for lessees for the vast majority of lease contracts. Under ASU No. 2016-02, at inception, a lessee must classify all leases with a term of over one year as either finance or operating, with both classifications resulting in the recognition of a defined "right-of-use" asset and a lease liability on the balance sheet. However, recognition in the income statement will differ depending on the lease classification, with finance leases recognizing the amortization of the right-of-use asset separate from the interest on the lease liability and operating leases recognizing a single total lease expense. Lessor accounting under ASU No. 2016-02 is substantially unchanged from the previous lease requirements under US GAAP. ASU No. 2016-02 became effective for public companies with fiscal years beginning after December 15, 2018. Accordingly, the Company's adopted the new guidance as of April 1, 2019.

The Company elected to apply the package of practical expedients which allows entities not to reassess its previous conclusions about lease identification, lease classification, and initial direct costs. The Company elected not to use hindsight to determine lease terms and to not separate non-lease components from the associated lease component. The Company had no operating leases that were adjusted for upon transition. The Company commenced a new operating lease on premises on April 1, 2019 and recognized a right-of-use asset of \$1,778,082 and a lease liability of \$1,365,131 as of April 1, 2019. The difference between the right-of-use asset and lease liability relates to the balance a rent advance. The adoption of the new lease standard did not materially impact the consolidated statement of operations and comprehensive loss or the consolidated statement of cash flows. For additional disclosure and detail, see note 7 below.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements and management does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**3. Short-term Investments and amounts in escrow**

At June 30, 2019, the Company has a \$38,194 (CAD\$50,000) (March 31, 2019 - \$38,147) Guaranteed Investment Certificate ("GIC") held as security against a corporate credit card. The GIC bears interest at 0.5% per annum and matures February 4, 2020.

At June 30, 2019, the Company's solicitor is holding \$2,536,127 (March 31, 2019 - \$1,698,791) relating to proceeds under customer contracts to be released upon satisfying performance obligations.

**4. Lease Receivable**

On December 12, 2017, the Company completed the sale of a constructed ENVI-Marine scrubber system under an energy management lease arrangement. The Company's lease receivable as at June 30, 2019 and March 31, 2019, consists of an amount due from the customer under a long-term lease arrangement.

The payments to the Company under the lease arrangement are calculated under a cost savings model. During March 2019, the Company and lessee have agreed to a revised payment schedule based on a quarterly payment of \$118,000 per quarter through fiscal 2022 in place of the cost saving model. The current portion presented below reflects the minimum expected payments per the lease arrangement for the next twelve months.

At the completion of the minimum required lease payments, the title of the asset transfers to the customer. No amount has been allocated to residual value. Moreover, there are no other variable amounts involved in this lease arrangement.

**PACIFIC GREEN TECHNOLOGIES INC.**  
Notes to the Consolidated Financial Statements  
June 30, 2019  
(unaudited)  
(Expressed in U.S. Dollars)

**4. Lease Receivable (continued)**

	June 30, 2019 \$	March 31, 2019 \$
Current portion, expected within twelve months, net of charter chargebacks	427,772	309,772
Amounts expected thereafter	681,689	784,914
<b>Total</b>	<b>1,109,461</b>	<b>1,094,686</b>

Future lease payments forecasted in annual periods are as follows:

	\$
2020	427,772
2021	472,000
2022	301,114
Interest deemed hereunder	(91,425)
<b>Total</b>	<b>1,109,461</b>

**5. Property and Equipment**

	Cost \$	Accumulated amortization \$	June 30, 2019 Net carrying value \$	March 31, 2019 Net carrying value \$
Furniture and equipment	144,194	9,287	134,907	2,077
Leasehold improvements	25,785	23,635	2,150	4,298
Testing equipment- Scrubber system	44,006	-	44,006	25,000
<b>Total</b>	<b>213,985</b>	<b>32,922</b>	<b>181,063</b>	<b>31,375</b>

Testing equipment is under development and no amortization is being recorded until the asset is ready for use.

**6. Intangible Assets**

	Cost \$	Accumulated amortization \$	Cumulative impairment \$	June 30, 2019 Net carrying value \$	March 31, 2019 Net carrying value \$
Patents and technical information	35,852,556	(5,867,999)	(20,457,255)	9,527,302	9,746,255

On May 17, 2013, the Company entered into an Assignment of Assets agreement with EnviroTechnologies, Inc. ("Enviro"), a non-related party, whereby the Company acquired various patents and technical information related to the manufacture of a wet scrubber for removing sulphur, other pollutants, and the particulate matter from diesel engine exhaust. The intangible assets were initially recorded at the estimated fair value of stock in a share exchange with Enviro, assumed obligations as well indebtedness forgiven. The patents and are being amortized using the straight-line method over the estimated useful life of 17 years.

In prior years, the Company determined that indicators of the impairment existed on these intangible assets. Based on a detailed review of the Company's operations, access to financing and complexities in the technologies, it was determined that management could not support the carrying value of these assets. Accordingly, the Company recorded impairment charges in prior years. No impairment charges were recorded or reversed in 2019 or 2018.

**7. Leases**

The Company has one long-term operating lease for office space in London, United Kingdom. The lease commenced on April 1, 2019 and expires December 25, 2023.

Operating lease assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. As the Company's operating lease does not provide an implicit rate, the discount rate used to determine the present value of the lease payments is the collateralized incremental borrowing rate based on the remaining lease term. The operating lease asset excludes lease incentives. The operating lease does not contain an option to extend or terminate the lease term at the Company's discretion. Operating lease expense is recognized on a straight-line basis over the lease term.

Lease cost during the three month period:

Operating lease expense	\$ 102,462
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Term and discount rate:

Lease term (years)	4.75
Discount rate*	<u>4.50%</u>

\* The Company determined the discount rate with reference to mortgages of similar tenure and terms.

The Company has entered into premises lease agreements with minimum annual lease payments expected over the next five years of the lease as follows:

Fiscal Year	\$
2020 (remainder of year)	-
2021	402,432
2022	402,432
2023	402,432
2024	<u>301,823</u>
Total future minimum lease payments	1,509,119
Imputed interest	<u>(168,347)</u>
Operating lease obligations	<u><u>1,340,772</u></u>

**8. Sales, Contract Assets and Contract Liabilities**

The Company has analyzed its sales contracts under ASC 606 and has identified performance conditions that are not directly correlated with contractual payment terms with customer. As a result of the timing differences between customer payments and satisfaction of performance conditions, contractual assets and contractual liabilities have been recognized.

Contracts are tailored to meet each customer's unique requirements. However, the Company's performance obligations can generally be identified as:

- Specified service works
- Certified design and engineering works
- Delivered equipment to customers
- Commissioned equipment

For the three months ended June 30, 2019, the Company recognized sales revenues in proportion to performance obligations as noted below:

	2019 \$
Specified service works	-
Certified design and engineering works	1,672,927
Delivered equipment to customers, net of obligations	2,788,212
Commissioned equipment	<u>303,096</u>
Total	<u><u>4,764,235</u></u>

**PACIFIC GREEN TECHNOLOGIES INC.**  
Notes to the Consolidated Financial Statements  
June 30, 2019  
(unaudited)  
(Expressed in U.S. Dollars)

**8. Sales, Contract Assets and Contract Liabilities (continued)**

Changes in the Company's contract assets and liabilities for the periods are noted as below:

	Contract Assets \$	Sales (Cost of sales) \$	Contract Liabilities \$
Balance, March 31, 2018	–	–	–
Customer receipts and receivables	–	–	(20,925,437)
Sales recognized in earnings	–	2,074,950	2,074,950
Payments under contracts	14,172,975	–	–
Costs recognized in earnings	(1,935,150)	(1,935,150)	–
Balance, March 31, 2019	<u>12,237,825</u>	<u>–</u>	<u>(18,850,487)</u>
Customer receipts and receivables	–	–	(20,651,188)
Sales recognized in earnings	–	4,764,235	4,764,235
Payments and accruals under contracts	12,474,173	–	–
Costs recognized in earnings	<u>(2,817,913)</u>	<u>(2,817,913)</u>	<u>–</u>
Balance, June 30, 2019	<u>21,894,085</u>	<u>–</u>	<u>(34,737,440)</u>

**9. Warranty provision**

During the three months ended June 30, 2019, the Company recorded a non-cash warranty provision of \$75,774 to pro-actively monitor, perform maintenance and improvements, and to assess the product performance and reliability under various conditions. Product warranty will be recorded at the time of sale and revised based on new information as system performance data becomes available.

A summary of the changes in the warranty provision for the three month periods is shown below:

	\$
Balance, March 31, 2018	–
Provision for warranty	<u>121,345</u>
Balance, March 31, 2019	121,345
Provision for warranty	<u>75,774</u>
Balance, June 30, 2019	<u>197,119</u>

**10. Convertible Debenture**

On November 10, 2015, the Company entered into a \$110,000 convertible debenture with a non-related party, in exchange for \$100,000, net of \$10,000 for legal fees which was deferred and amortized over the term of the debenture. Under the terms of the debenture, the amount is unsecured, bears guaranteed interest at 10% and default interest at 20% per annum, and was due on November 10, 2016. The note remained unpaid and outstanding at maturity. The note is convertible into shares of common stock of the Company equal to the lower of: (a) \$0.40 or (b) 60% of the lowest trading price of the Company's common stock during the 20 consecutive trading days prior to the date of conversion.

The Company analyzed the conversion option under ASC 815, and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. On February 22, 2017, the Company issued 50,000 shares of common stock for the conversion of \$20,000 of this debenture. On September 19, 2017, the Company issued 100,000 shares of common stock for the conversion of \$20,000 of this debenture. On October 4, 2017, the Company issued 320,000 shares of common stock for the conversion of \$40,000 of this debenture. As at June 30, 2019, the carrying value of the debenture was \$30,000 (March 31, 2019 - \$30,000) and the fair value of the derivative liability was \$568,540 (March 31, 2019 - \$431,586) as further discussed in Note 11.

Interest expense on the debenture for the three months ended was recorded as \$1,500 (June 30, 2018 - \$1,500).

**11. Derivative Liability**

The Company records the fair value of the conversion feature of the convertible debenture disclosed in Note 10 in accordance with ASC 815. The fair value of the derivative liability was calculated using a binomial option pricing model. The fair value of the derivative liability is revalued on each balance sheet date with corresponding gains and losses recorded in the consolidated statement of operations. During the three months ended June 30, 2019, the Company recorded a loss on the change in fair value of derivative liability of \$136,954 (June 30, 2018 - \$145,147). As at June 30, 2019, the Company recorded a derivative liability of \$568,540 (March 31, 2019 - \$431,586).

The following inputs and assumptions were used to calculate the fair value of the conversion feature of the convertible debenture outstanding as at June 30, 2019, assuming no expected dividends:

	As at June 30, 2019	As at March 31, 2019
Estimated common stock issuable upon conversion	169,592	165,843
Estimated exercise price per common share	0.40	0.40
Risk-free interest rate	2.2%	2.4%
Expected volatility	79%	62%
Expected life (in years)	0.25	0.25

A summary of the changes in derivative liabilities for the three month periods is shown below:

	June 30, 2019 \$	June 30, 2018 \$
Balance, beginning of period	431,586	75,505
Mark to market adjustment	136,954	145,147
Balance, end of period	568,540	220,652

**PACIFIC GREEN TECHNOLOGIES INC.**  
Notes to the Consolidated Financial Statements  
June 30, 2019  
(unaudited)  
(Expressed in U.S. Dollars)

**12. Related Party Transactions**

- (a) As at June 30, 2019, the Company owed \$18,333 (March 31, 2019 – \$36,800) to Pacific Green Group Ltd (“PGG”), a company controlled by a shareholder of the Company who has a significant influence on the Company’s operations. The amounts owing are unsecured, non-interest bearing, and due on demand
- (b) As at June 30, 2019, the Company owed \$80,205 (March 31, 2019 – \$80,205) to directors of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.
- (c) During the three months ended June 30, 2019, the Company incurred \$275,075 (June 30, 2018 – \$65,000) in consulting fees to companies controlled by a director of the Company who also has a significant influence on the Company’s operations.
- (d) During the three months ended June 30, 2019, the Company incurred \$60,000 (June 30, 2018 – \$60,000) in consulting fees to a company controlled by a director of the Company.
- (e) During the three months ended June 30, 2019, the Company incurred \$3,985 (June 30, 2018 – \$3,750) in consulting fees to a company controlled by a director of the Company.
- (f) During the three months ended June 30, 2019, the Company incurred \$35,000 (June 30, 2018 - \$nil) in consulting fees to a director of the Company.

**13. Common Stock**

During the three months ended, there were no issuances of common stock.

**14. Share Purchase Warrants**

	Number of warrants	Weighted average exercise price \$
Balance, March 31, 2018	1,500,000	1.00
Issued	3,300,000	2.50
Exercised	(500,000)	1.00
Balance, March 31, 2019 and June 30, 2019	<u>4,300,000</u>	<u>2.15</u>

As at June 30, 2019, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price \$	Expiry date
3,300,000	2.50	July 1, 2020
1,000,000	1.00	November 23, 2019
<u>4,300,000</u>		

**15. Stock Options**

The following table summarizes the continuity of stock options:

	Number of options	Weighted average exercise price \$	Weighted average remaining contractual life (years)	Aggregate intrinsic value \$
Balance, March 31, 2018	537,500	0.01	0.7	478,375
Granted	3,065,000	1.59		
Exercised	(150,000)	0.01		
Balance, March 31, 2019	3,452,500	1.41	2.3	5,481,125
Granted	50,000	1.86	2.5	
Balance, June 30, 2019	3,502,500	1.43	2.1	8,140,000

Additional information regarding stock options outstanding as at June 30, 2019 is as follows:

Exercisable			Unvested	
Number of shares	Weighted average remaining contractual life (years)	Range of Exercise price \$	Number of shares	Weighted Average Exercise price \$
537,500	0.7	0.01		
2,915,000	2.7	1.70	50,000	1.86
3,452,500			50,000	

During the three months ended June 30, 2019, the Company granted 50,000 stock options to an officer of the Company. The stock options are exercisable at a discount to market, estimated at an average of \$1.86 per share, and anticipated to vest on August 26, 2020. The options have an estimated fair value of \$3.62 per share. The estimated fair value of the stock options are being recorded over the requisite service period to vesting. For the three months ended, June 30, 2019, the fair value of \$13,828 (June 30, 2018 - \$nil) is recorded as stock-based compensation. The unrecognized fair value of \$167,117 at June 30, 2019, is anticipated to be recorded in fiscal 2020 and 2021 as \$108,251 and \$58,866, respectively.

The Company previously issued 312,500 stock options with an exercise price of \$0.01 per share to the Company's president which were due to expire on April 30, 2019. On April 27, 2019, those stock options were extended for 60 days until June 30, 2019. On June 30, 2019, the Company agreed to a further extension for the stock options till October 31, 2019. The extension of the stock options has not resulted in any material incremental fair value to be recorded.

The fair values were estimated using the Black-Scholes option pricing model assuming no expected dividends or forfeitures and the following weighted average assumptions:

	Three months ended June 30, 2019
Risk-free interest rate	2.48%
Expected life (in years)	2.5
Expected volatility	190%



**16. Stock-based compensation**

The fair value of the Company's share-based transactions for the three month periods are summarized as follows:

	June 30, 2019 \$	June 30 2018 \$
Fair value of stock-options granted to an employee (Note 15)	13,828	—
	<u>13,828</u>	<u>—</u>

**17. Financial Instruments**

The Company's financial instruments consist principally of cash, amounts receivable, amounts in escrow, loan receivable, lease receivable, amounts due from and to related parties, accounts payable and accrued liabilities, loan payable, convertible debenture, and note payable. The recorded values of these financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

The lease receivable is recorded at amortized cost, adjusted for the accretion of interest income which is accreted over the life of the lease using the effective interest method. The present value of the lease receivable represents the future contractual cash flows discounted at a rate of 5.4%.

The Company's derivative financial instruments that are measured and recognized at fair value as of June 30, 2019, on a recurring basis are as noted below in the fair value hierarchy:

	Level 1 \$	Level 2 \$	Level 3 \$
Derivative liability	—	568,540	—
Total	<u>—</u>	<u>568,540</u>	<u>—</u>

**18. Segmented Information**

The Company is located and operates in North America and its subsidiaries are primarily located and operating in Europe and Asia. Significant long-term assets are geographically located as follows:

	June 30, 2019		
	North America \$	Europe \$	Total \$
Property and equipment	48,026	133,037	181,063
Right of use asset	—	1,642,102	1,642,102
Intangible assets	9,527,302	—	9,527,302
	<u>9,575,328</u>	<u>1,775,139</u>	<u>11,350,467</u>
	Asia \$	Europe \$	Total \$
Revenues by customer region	824,000	3,940,235	4,764,235

**18. Segmented Information** (continued)

	June 30, 2018		
	North America \$	Europe \$	Total \$
Property and equipment	13,444	–	13,444
Intangible assets	10,403,115	–	10,403,115
	<u>10,416,559</u>	<u>–</u>	<u>10,416,559</u>
	Asia \$	Europe \$	Total \$
Revenues by customer region	<u>–</u>	<u>–</u>	<u>–</u>

For the three months ended June 30, 2019, 82% (June 30, 2018 – \$nil) of the Company’s revenues were derived from a single customer.

**19. Commitments**

On July 14, 2017, the Company entered into a new memorandum of understanding to establish a new joint venture company in China with a non-related party (the “Supplier”) wherein the Supplier would receive and process orders, manufacture, and install products for the Company’s customers. In return, the Company agreed to design the product, provide strategic pricing, sales and marketing direction, as well as provide technology licenses and technical support (the “Technology”) to the Supplier. During the term of the agreement, the Company will provide the Supplier with a non-transferrable right and license to use the Technology to manufacture and install the product within the Asia and Russia region.

The parties will fund the venture proportionately, 50.1% by the Company and 49.9% by the Supplier, and excess operating cash flows will be distributed on a quarterly basis.

**20. Subsequent Events**

- a) On July 2, 2019, the Company received the resignation of the Chief Operating Officer. The resignation did not result from a disagreement with the Company regarding policies, practices or otherwise. The Company agreed to a payment of \$150,000 and the issuance of 50,000 shares of common stock in full settlement of all accrued and unpaid compensation and bonuses payable for services rendered. Options previously granted or conditionally granted by the Company were concurrently forfeited with the resignation.
- b) Additionally, on July 2, 2019, the Company entered into a settlement agreement with an affiliated shareholder, holding more than 10% of the issued and outstanding securities. The Company was notified that the affiliated shareholder profited from the purchase and sale of the Company’s common stock within a six month period, in violation of Section 16(b) of the Securities Exchange Act of 1934. The affiliated shareholder has disgorged the full amount of profit realized paying the Company approximately \$135,500, in exchange for the forbearance of legal action by the Company.

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled “Risk Factors”, that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are stated in United States dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to “common shares” refer to the common shares in our capital stock.

As used in this annual report and unless otherwise indicated, the terms “we”, “us”, “our” and “our company” mean Pacific Green Technologies Inc., a Delaware corporation, and our wholly owned subsidiaries, (1) Pacific Green Marine Technologies Inc., a Delaware corporation, (2) Pacific Green Marine Technologies Group Inc., a Delaware corporation, (3) Pacific Green Marine Technologies Inc., a Canadian corporation, (4) Pacific Green Marine Technologies Limited, a United Kingdom company, (5) Pacific Green Technologies International Limited, a British Virgin Islands company, (6) Pacific Green Technologies Asia Limited, a Hong Kong company, (7) Pacific Green Technologies China Limited, a Hong Kong company, (8) Pacific Green Marine Technologies Trading Limited and (9) Pacific Green Marine Technologies (Norway) AS, unless otherwise indicated.

## *Strategy*

The Company is the proprietary owner of emission control technologies with three distinct applications:

- ENVI-Marine™, for the marine industry;
- ENVI-Pure™, for the waste to energy and biomass industries; and
- ENVI-Clean™, designed for coal fired power electricity generation and industrial plants involved in steel generation.

The first of the Company's technologies to gain significant traction has been ENVI-Marine™. During the year ended March 31, 2019, the Company secured an order book for its ENVI-Marine™ technology of approximately USD\$180 million. During the current year to date, the Company has added approximately USD\$18 million in additional sales agreements.

The Company proactively seeks the acquisition and development of other technologies designed to improve the environment.

### **ENVI-Marine™**

Diesel exhaust from ships, ferries and tankers includes ash and soot as particulate components and sulphur dioxide as an acid gas. Testing has been conducted on diesel shipping to confirm the application of seawater as a neutralizing agent for sulphur emissions as well as capturing particulate matter. In addition to marine applications, these tests also showed applicability of the system for large displacement engines such as stationary generators, compressors, container handling, heavy construction and mining equipment.

In 2017, the Company manufactured the components for an ENVI-Marine unit that was installed on MV Westminster, a chemical ship owned by Union Maritime Limited ("Union"). Under the terms of an Energy Management Lease dated December 16, 2016, Union will make quarterly payments of \$118,000 to the Company determined as their estimated savings realized by the ENVI-Marine units' operation up to an aggregate of \$1,995,000.

The Company has been actively marketing its ENVI-Marine™ units to ship brokers and ship owners through most of the year. To date, our company and its subsidiaries have successfully executed several agreements;

- on September 5, 2018, the Company announced that its wholly owned subsidiary, Pacific Green Marine Technologies Inc. ("PGMT"), had signed an agreement with an unnamed international operator for twenty-five (25) production slots. The operator, which operates internationally with a substantial fleet of multiple times the production slots they have reserved, has entered into the agreement to secure production availability to December 2021;
- effective September 24, 2018, the Company, owner of the ENVI-Marine™ System Exhaust Gas Scrubbing System (the "ENVI-Marine™ System"), announced that PGMT had executed a sale and purchase agreement dated September 10, 2018, pursuant to which PGMT will manufacture and install the System on up to sixteen Union vessels between now and March 2020 for a value of approximately USD\$29.4 million;
- on November 1, 2018, the Company announced that PGMT had executed an agreement to manufacture and install its ENVI-Marine™ System on three VLCC type vessels owned by Landbridge Group Co. Ltd for a combined value of USD\$9.24 million;
- on November 16, 2018, the Company announced that PGMT had executed an agreement for US\$17.9 million to manufacture and install its ENVI-Marine™ System on six vessels owned by Ridgebury Holdings LLC;
- effective December 3, 2018, the Company issued a news release announcing that PGMT had entered into several agreements pursuant to which it intends to supply its ENVI-Marine™ System during 2019 for 18 vessels owned or managed by Scorpio Bulkers Inc., and 10 Vessels owned or managed by Scorpio Bulkers Inc. in 2020, with a combined value during 2019 and 2020 of approximately USD\$42.4 million;
- effective December 3, 2018, the Company issued a news release announcing its entry into agreements pursuant to which it intends to supply its ENVI-Marine™ System during 2019 for 42 vessels owned or managed by Scorpio Tankers Inc., and 10 Vessels owned or managed by Scorpio Tankers Inc. in 2020, with a combined value during 2019 and 2020 of approximately USD\$79.6 million.

- On July 5, 2019, the Company announced the exercise of an option granted to two customers for an additional 25 ENVI marine units on designated ships for delivery in 2020.

#### **ENVI-Pure™**

Increasing legislation relating to landfill of municipal solid waste has led to the emergence of increasing numbers of waste to energy plants (**WtE**). A WtE plant obviates the need for landfill, burning municipal waste for conversion to electricity. A WtE plant is typically 45-100MW. The ENVI-Pure™ system is particularly suited to WtE as it cleans multiple pollutants in a single system. The Company has successfully tested its ENVI-Pure™ technology at a WtE plant in Edmonton, England, United Kingdom, and is in discussions regarding the installation of its technologies at WtE facilities in China.

#### **ENVI-Clean™**

EnviroTechnologies Inc. has successfully conducted sulphur dioxide demonstration tests at the American Bituminous Coal Partners power plant in Grant Town, West Virginia. The testing achieved a three test average of 99.3% removal efficiency. The implementation of US Clean Air regulations in July 2010 has created additional demand for sulphur dioxide removal in all industries emitting sulphur pollution. Furthermore, China consumes approximately one half of the world's coal, but introduced measures designed to reduce energy and carbon intensity in its 12th Five Year Plan. Applications include regional power facilities and heating for commercial buildings and greenhouses. Typical applications range in size from 1 to 20 megawatts (MW) with power generation occupying the larger end of the range.

Following the signing of a joint venture agreement with Power China SPEM, an ENVI-Clean™ was sold to a steelworks company in Yancheng to remove SO<sub>2</sub> from its 93MW gas combustion powerplant.

The ENVI-Clean™ system removes most of the sulphur dioxide, particulate matter, greenhouse gases and other hazardous air pollutants from the flue gases produced by the combustion of coal, biomass, municipal solid waste, diesel and other fuels.

#### ***Other significant transactions for the period***

On July 2, 2019, the Company announced the resignation of Mr. Lees as the Company's Chief Operating Officer and a Director. Mr. Lees' employment began with the Company in April 2019. Concurrent with the resignation, Mr. Lees and the Company agreed to compensation of \$150,000 and 50,000 restricted shares of common stock in the Company for the extinguishment of stock options granted and performance bonuses.

On July 2, 2019, the Company entered into a settlement agreement with an affiliated shareholder for the disgorgement of profits realized on stock transactions involving a purchase and sale within a six month period, in violation of Section 16(b) of the Securities Exchange Act of 1934. The Company received approximately \$135,500 as a result of the profit disgorgement.

#### **Form of any subsequent acquisitions**

The manner in which we participate in an opportunity will depend upon the nature of the opportunity, our respective needs and desires and those of the promoters of the opportunity, and our relative negotiating strength compared to that of such promoters.

It is likely that we will acquire further participations in business opportunities through the issuance of our common stock, or other of our securities. Although the terms of any such transaction cannot be predicted, it should be noted that in certain circumstances the criteria for determining whether or not an acquisition is a so-called "tax free" reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended, or the Code, depends upon whether the owners of the acquired business own 80% or more of the voting stock of the surviving entity. If a transaction were structured to take advantage of these provisions rather than other "tax free" provisions provided under the Code, all prior stockholders would in such circumstances retain 20% or less of the total issued and outstanding shares of the surviving entity. Under other circumstances, depending upon the relative negotiating strength of the parties, prior stockholders may retain substantially less than 20% of the total issued and outstanding shares of the surviving entity. This could result in substantial additional dilution to the equity of those who were our stockholders prior to such reorganization.

Our stockholders will likely not have control of a majority of our voting securities following a reorganization transaction. As part of such a transaction, our directors may resign and one or more new directors may be appointed without any vote by stockholders.

In the case of an acquisition, the transaction may be accomplished upon the sole determination of management without any vote or approval by our stockholders. In the case of a statutory merger or consolidation directly involving our company, it will likely be necessary to call a stockholders' meeting and obtain the approval of the holders of a majority of our outstanding securities. The necessity to obtain such stockholder approval may result in delay and additional expense in the consummation of any proposed transaction and will also give rise to certain appraisal rights to dissenting stockholders. Most likely, management will seek to structure any such transaction so as not to require stockholder approval.

It is anticipated that the investigation of specific business opportunities and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial management time and attention and substantial cost for accountants, attorneys and others. If a decision is made not to participate in a specific business opportunity, the costs theretofore incurred in the related investigation might not be recoverable. Furthermore, even if an agreement is reached for the participation in a specific business opportunity, the failure to consummate that transaction may result in the loss to us of the related costs incurred.

### **Results of Operations**

The following summary of our results of operations should be read in conjunction with our unaudited interim financial statements for the three months ended June 30, 2019 and 2018.

Revenue for the three months ended June 30, 2019 was \$4,764,235 versus \$nil for the three months ended June 30, 2018. The Company's revenues were derived from the sale of marine scrubber units and related services during 2019. During the three months ended, the Company was in various stages of delivery and commissioning of marine scrubber units on 4 vessels.

During the three months, the Company had realized a gross margin of 41%. Management anticipates realizing margins between 20% and 40% in future periods.

Our financial results for the three months ended June 30, 2019 and 2018 are summarized as follows:

	<b>Three Months Ended June 30,</b>	
	<b>2019</b>	<b>2018</b>
Sales	\$ 4,764,235	\$ –
Cost of goods sold	\$ (2,817,913)	\$ –
Gross margin	<u>\$ 1,946,322</u>	<u>\$ –</u>
<b>Operating expenses</b>		
Advertising and promotion	\$ 545,052	\$ 34,517
Amortization of intangible assets	\$ 218,953	\$ 218,953
Consulting fees	\$ 2,892,870	\$ 357,084
Depreciation	\$ 9,444	\$ 2,356
Foreign exchange loss	\$ 250,842	\$ (144,729)
Lease expense	\$ 102,462	\$ –
Office and miscellaneous	\$ 493,646	\$ 62,643
Professional fees	\$ 310,686	\$ 69,542
Salaries and wages expenses	\$ 903,708	\$ –
Stock-based compensation	\$ 13,828	\$ –
Transfer agent and filing fees	\$ 108,238	\$ 17,022
Travel and accommodation	\$ 659,017	\$ 83,494
Warranty and related	\$ 128,704	\$ –
Total operating expenses	<u>\$ 6,637,450</u>	<u>\$ 700,882</u>

Expenses for the three month period ended June 30, 2019 were \$6,637,450 as compared to \$700,882 for the three month period ended June 30, 2018 as the Company continued to grow its management and operations team in order to deliver the significant order book. Consulting fees increased significantly and were comprised of fees paid to third parties for business development efforts, advisory services as well as amounts paid to the directors of the Company. There were significant increases to advertising, professional and office based costs, alongside salary and travel costs.

For the three month period ended June 30, 2019, our company had a net loss of \$4,814,614 (\$0.10 per share) compared to a net loss of \$849,019 (\$0.02 per share) for the three month period ended June 30, 2018. The Company's operations have increased significantly and personnel, travel and consultancy expenses contributed significantly to the increased loss for the quarter. In addition to the operating expenses noted above, for the three month period ended June 30, 2019, our company had interest expense of \$1,500 (2018 - \$2,990) and loss on change in fair value of derivative liabilities of \$136,954 (2018 - \$145,147) and a lease finance charge of \$14,968 (2018- \$nil).

## Liquidity and Capital Resources

### Working Capital

	At June 30, 2019	At March 31, 2019
Current Assets	\$ 32,279,717	\$ 18,796,757
Current Liabilities	\$ 42,496,122	\$ 24,062,144
Working Capital (Deficit)	\$ (10,216,405)	\$ (5,265,387)

### Cash Flows

	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018
Net Cash From (Used in) Operating Activities	\$ 1,237,332	\$ (718,815)
Net Cash Used in Investing Activities	\$ (159,132)	\$ -
Net Cash Provided by Financing Activities	\$ -	\$ 2,936,000
Effect of Exchange Rate Changes on Cash	\$ 79,228	\$ (139,332)
Net Change in Cash	\$ 1,157,428	\$ 2,077,853

As of June 30, 2019 we had \$4,020,576 in cash, \$32,279,717 in total current assets, \$42,496,132 in total current liabilities and a working capital deficit of \$10,216,405, compared to a working capital deficit of \$5,265,387 at March 31, 2019.

During the three months ended June 30, 2019, we received \$1,237,332 from operating activities, whereas we spent \$718,815 on operating activities for the three month period ended June 30, 2018. Operating cash flows for the three months primarily consist of deposits and installments received from customers and our corresponding manufacturing outlays. We reported our first quarter of positive operating cash flows.

During the three months ended June 30, 2019, we used \$159,132 in investing activities, whereas we used \$nil in investing activities during the three months ended June 30, 2018. Our investing activities related to production of a demonstration scrubber and office equipment.

During the three months ended June 30, 2019, we received \$Nil from financing activities, whereas we received \$2,936,000 from financing activities during the three months ended June 30, 2018 which consisted of proceeds from securities purchase agreements.

### Anticipated Cash Requirements

We do not anticipate requiring additional funds to fund our budgeted expenses over the next 12 months. However, if we do these funds may be raised through asset sales, equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares.



We anticipate that our cash expenses will increase substantially over the next 12 months and will be approximately \$18,300,000 as described in the table below. These estimates may change significantly depending on the nature of our business activities and our ability to raise capital from our shareholders or other sources

<b>Description</b>	<b>Estimated Expenses (\$)</b>
Engineering, research and technical development	360,000
Travel	2,520,000
Legal and accounting fees	1,000,000
Marketing and advertising	1,720,000
Investor relations and capital raising	1,170,000
Management and operating costs	4,250,000
Salaries and consulting fees	4,920,000
General and administrative expenses	2,360,000
<b>Total</b>	<b>\$ 18,300,000</b>

Our general and administrative expenses for the year will consist primarily of transfer agent fees, bank and interest charges and general office expenses. The professional fees are related to our regulatory filings throughout the year and include legal, accounting and auditing fees.

Based on the forecasted expenditures above, we will require a minimum of \$18,300,000 to proceed with our business plan over the next 12 months. As of June 30, 2019, we had \$4,020,576 cash on hand and anticipate significant cash inflows over the next three months as we deliver manufactured goods for installation. Our anticipated profits realized from sales of ENVI marine units are expected to fund our planned expenditure levels. Based on cash resources available, we are scaling up our business development and operational personnel more quickly to meet the demand from ship owners for our products.

Should we require additional funding over the next twelve months, we would intend to raise new cash requirements from private placements, shareholder loans or possibly a registered public offering (either self-underwritten or through a broker-dealer). If we are unsuccessful in raising enough money through such efforts, we may review other financing possibilities such as bank loans. At this time we do not have a commitment from any broker-dealer to provide us with financing. There is no assurance that any financing will be available to us or if available, on terms that will be acceptable to us.

Even though we plan to raise capital through equity or debt financing, we believe that the latter may not be a viable alternative for funding our operations as we do not have sufficient tangible assets to secure any such financing. We anticipate that any additional funding will be in the form of equity financing from the sale of our common stock. However, we do not have any financing arranged and we cannot provide any assurance that we will be able to raise sufficient funds from the sale of our common stock to finance our operations. In the absence of such financing, we may be forced to abandon our business plan.

### **Going Concern**

Our financial statements for the quarter ended June 30, 2019 have been prepared on a going concern basis.

### **Off-Balance Sheet Arrangements**

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

### **Contractual Obligations**

As a “smaller reporting company”, we are not required to provide tabular disclosure obligations.

### **Critical Accounting Policies**

#### *Use of Estimates*

The preparation of these consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Our company regularly evaluates estimates and assumptions related to the useful life and recoverability of property and equipment and intangible assets, collectability of lease receivable, fair values of convertible debentures and derivative liabilities, fair value of stock-based compensation, and deferred income tax asset valuation allowances. Our company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by our company may differ materially and adversely from our company’s estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

#### *Intangible Assets*

Intangible assets are stated at cost less accumulated amortization and are comprised of patents. The patents are amortized straight-line over the estimated useful life of 17 years and reviewed annually for impairment.

#### *Impairment of Long-lived Assets*

Our company reviews long-lived assets such as property and equipment and intangible assets with finite useful lives for impairment whenever events or changes in circumstance indicate that the carrying amount may not be recoverable. If the total of the expected undiscounted future cash flows is less than the carrying amount of the asset, a loss is recognized for the excess of the carrying amount over the fair value of the asset.

### *Revenue Recognition*

The Company derives revenue from the sale of emission control equipment and related services.

Revenue is recognized when control of products or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those promised products or services.

The Company determines revenue recognition through the following five steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, performance obligations are satisfied.

The Company accounts for a contract when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. The Company reserves a 5% warranty provision on the completion of a contract following the final payment, there being a number of milestone based stage payments.

### *Financial Instruments and Fair Value Measurements*

ASC 820, "Fair Value Measurements and Disclosures" requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

#### *Level 1*

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

#### *Level 2*

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

#### *Level 3*

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Our company's financial instruments consist principally of cash, amounts receivable, lease receivable, amounts due from and to related parties, accounts payable and accrued liabilities, loan payable, convertible debenture, and note payable. With the exception of long-term note payable, the recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

The following table represents assets and liabilities that are measured and recognized at fair value as of June 30, 2019, on a recurring basis:

	<u>Level 1</u> <u>\$</u>	<u>Level 2</u> <u>\$</u>	<u>Level 3</u> <u>\$</u>
Derivative liabilities	—	568,540	—
Total	—	568,540	—

#### *Stock-based compensation*

The Company records share-based payment transactions for acquiring goods and services from employees and nonemployees in accordance with ASC 718, Compensation – Stock Compensation, using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are measured at grant-date fair value of the equity instruments issued.

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock-based awards. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the consolidated statement of operations over the requisite service period. The majority of the Company's awards vest upon issuance.

#### *Contract Liabilities and Contract Assets*

Contractual arrangements with customers for the sale of a scrubber unit generally provide for deposits and installments through the procurement and design phases of equipment manufacturing. Amounts received from customers, which are not yet recorded as revenues under the Company's revenue recognition policy are presented as contract liabilities.

Similarly, contractual arrangements with suppliers and manufacturers normally involved with the manufacturing of scrubber units may require advances and deposits at various stages of the manufacturing process. Payments to our manufacturing partners are recorded as contract assets until the equipment is manufactured to specifications and accepted by the customer.

Subsequent to the adoption of ASU 2014-09, Revenue from Contracts with Customers (Topic 606), the Company presents the contract liabilities and contract assets on its balance sheet when one of the parties to the revenue contract has performed before the other.

#### *Warranty Provision*

The Company provides for the estimated costs of warranties at the time revenue is recognized. The specific terms and conditions of those warranties vary depending upon the product sold and geography of sale. The Company's product warranties generally start from the delivery date and continue for up to twelve months. The Company normally has underlying manufacturing guarantees from suppliers. Factors that affect the Company's warranty obligation include product failure rates, anticipated hours of product operations and costs of repair or replacement in correcting product failures. These factors are estimates that may change based on new information that becomes available each period. Similarly, the Company also accrues the estimated costs to address reliability repairs on products no longer in warranty when, in the Company's judgment, and in accordance with a specific plan developed by the Company, it is prudent to provide such repairs. The Company intends to assess the adequacy of recorded warranty liabilities quarterly and makes adjustments to the liability as necessary.

## **Recent Accounting Pronouncements**

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). On April 1, 2018, the Company adopted ASC 606, Revenue from Contracts with Customers and all the related amendments (“new revenue standard”) to all contracts using the modified retrospective method. This new standard introduced a new five-step revenue recognition model to determine how an entity should recognize revenue related to the transfer of goods or services to customers in an amount that reflects the consideration the entity is entitled to receive for those goods or services. Prior to adoption, the Company had only recognized revenue under a single sales-type lease arrangement and, as a result, the impact to revenues for the year ended March 31, 2018 as a result of applying Topic 606 was immaterial. The majority of revenue continues to be recognized when products are shipped or delivered to customers.

In February 2016, the FASB issued new lease accounting guidance in ASU No. 2016-02, “Leases”. This new guidance was initiated as a joint project with the International Accounting Standards Board to simplify lease accounting and improve the quality of and comparability of financial information for users. This new guidance would eliminate the concept of off-balance sheet treatment for “operating leases” for lessees for the vast majority of lease contracts. Under ASU No. 2016-02, at inception, a lessee must classify all leases with a term of over one year as either finance or operating, with both classifications resulting in the recognition of a defined “right-of-use” asset and a lease liability on the balance sheet. However, recognition in the income statement will differ depending on the lease classification, with finance leases recognizing the amortization of the right-of-use asset separate from the interest on the lease liability and operating leases recognizing a single total lease expense. Lessor accounting under ASU No. 2016-02 is substantially unchanged from the previous lease requirements under US GAAP. ASU No. 2016-02 became effective for public companies with fiscal years beginning after December 15, 2018. Accordingly, the Company’s adopted the new guidance as of April 1, 2019.

The Company elected to apply the package of practical expedients which allows entities not to reassess its previous conclusions about lease identification, lease classification, and initial direct costs. The Company elected not to use hindsight to determine lease terms and to not separate non-lease components from the associated lease component. The Company had no operating leases that were adjusted for upon transition. The Company commenced a new operating lease on premises on April 1, 2019 and recognized a right-of-use asset of \$1,778,082 and a lease liability of \$1,365,131 as of April 1, 2019. The difference between the right-of-use asset and lease liability relates to the balance a rent advance. The adoption of the new lease standard did not materially impact the consolidated statement of operations and comprehensive loss or the consolidated statement of cash flows.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

As a smaller reporting company, we are not required to provide the information required by this Item.

## **Item 4. Controls and Procedures**

### *Evaluation of Disclosure Controls and Procedures*

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and that such information is accumulated and communicated to our management, including our president (our principal executive officer) and chief financial officer (principal financial officer and principal accounting officer), as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our president (our principal executive officer) and chief financial officer (principal financial officer and principal accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2019. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls over financial reporting, our president (our principal executive officer) and chief financial officer (principal financial officer and principal accounting officer) concluded that our disclosure controls and procedures were not effective.

#### ***Management's Report on Internal Control Over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Our company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including our president (our principal executive officer, principal financial officer and principal accounting officer), our company conducted an evaluation of the effectiveness of our company's internal control over financial reporting as of June 30, 2019 using the criteria established in "*Internal Control - Integrated Framework*" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of June 30, 2019, our company determined that there were control deficiencies that constituted material weaknesses, as described below.

- *We do not have an Audit Committee* – While not being legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is an utmost important entity level control over our company's financial statements. Currently the board of directors acts in the capacity of the audit committee, and does not include a member that is considered to be independent of management to provide the necessary oversight over management's activities.
- *We require additional accounting personnel* – The Company has signed over one hundred contracts in the financial year ended March 31 2019 for a combined value of approximately USD\$180 million. The growth of corporate controls, processes and procedures have lagged behind that of operations, leading to a number of classification and quantification matters identified during the audit for the year ended March 31 2019. The Company is in the process of recruiting additional accounting personnel to achieve due segregation of duties and to undertake regular and thorough reviews of all accounting entries. During the current financial year, a review of all the Company's accounting procedures will be undertaken in conjunction with our auditor to ensure best practice is observed.

As a result of the material weaknesses described above, management has concluded that our company did not maintain effective internal control over financial reporting as of June 30, 2019 based on criteria established in Internal Control—Integrated Framework issued by COSO.

***Changes in Internal Control over Financial Reporting***

There has been no change in our internal control over financial reporting identified in connection with our evaluation we conducted of the effectiveness of our internal control over financial reporting as of June 30, 2019, that occurred during the fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

This quarterly report does not include an attestation report of our company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit our company to provide only management's report in this annual report.

***Continuing Remediation Efforts to address deficiencies in Company's Internal Control over Financial Reporting***

When the Company has sufficient personnel available, then our board of directors, in particular and in connection with the aforementioned deficiencies, will establish the following remediation measures:

- We will attempt to increase the amount of members on our board of directors and nominate an audit committee or a financial expert in the next fiscal year, 2019-2020.
- We will appoint additional personnel to assist with the preparation of our company's monthly financial reporting and cost reporting.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### Item 1A. Risk Factors

As a “smaller reporting company” we are not required to provide the information required by this Item.

### Item 2. Unregistered Sales of Equity Securities

None.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

None.

### Item 6. Exhibits

<b>Exhibit Number</b>	<b>Description</b>
<b>(2)</b>	<b>Plan of Acquisition, Reorganization, Arrangement Liquidation or Succession</b>
2.1	<a href="#">Assignment and Share Transfer Agreement dated June 14, 2012 between our company, Pacific Green Technologies Limited and Pacific Green Group Limited (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)</a>
<b>(3)</b>	<b>Articles of Incorporation and Bylaws</b>
3.1	<a href="#">Articles of Incorporation filed on July 3, 2012 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)</a>
3.2	<a href="#">Certificate of Amendment filed on August 15, 1995 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)</a>
3.3	<a href="#">Certificate of Amendment filed on August 5, 1998 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)</a>
3.4	<a href="#">Certificate of Amendment filed on October 15, 2002 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)</a>
3.5	<a href="#">Certificate of Amendment filed on May 8, 2006 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)</a>
3.6	<a href="#">Certificate of Amendment filed on May 29, 2012 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)</a>
3.7	Bylaws filed on July 3, 2012 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)

\* Filed herewith.



<b>Exhibit Number</b>	<b>Description</b>
3.8	<a href="#">Certificate of Amendment filed on November 30, 2012 (incorporated by reference to our Current Report on Form 8-K filed on December 11, 2012)</a>
<b>(4)</b>	<b>Instruments Defining the Rights of Security Holders, Including Indentures</b>
4.1	<a href="#">Share Certificate relating to shares held by our company in the Ordinary Share Capital of Peterborough Renewable Energy Limited (incorporated by reference to our Current Report on Form 8-K filed on December 12, 2013)</a>
<b>(10)</b>	<b>Material Contracts</b>
10.1	<a href="#">Consulting Agreement dated May 1, 2010 between our company and Sichel Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)</a>
10.2	<a href="#">Representation Agreement dated June 7, 2010 between Pacific Green Group Limited and EnviroTechnologies, Inc. (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)</a>
10.3	<a href="#">Peterborough Agreement dated October 5, 2011 between EnviroResolutions, Inc., Peterborough Renewable Energy Limited and Green Energy Parks Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)</a>
10.4	<a href="#">Promissory Note dated June 2012 between our company and Pacific Green Group Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)</a>
10.5	<a href="#">Assignment and Share Transfer Agreement dated June 14, 2012 between our company, Pacific Green Technologies Limited and Pacific Green Group Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)</a>
10.6	<a href="#">Non-Executive Director Agreement dated December 18, 2012 between our company and Neil Carmichael (incorporated by reference to our Current Report on Form 8-K filed on December 19, 2012)</a>
10.7	<a href="#">Supplemental Agreement dated March 5, 2013 between EnviroResolutions, Inc., Peterborough Renewable Energy Limited and Green Energy Parks Limited (incorporated by reference to our Annual Report on Form 10-K filed on July 1, 2013)</a>
10.8	<a href="#">Supplemental Agreement dated March 5, 2013 between our company, EnviroTechnologies Inc. and EnviroResolutions Inc. (incorporated by reference to our Current Report on Form 8-K filed on March 13, 2013)</a>
10.9	<a href="#">Form of Share Exchange Agreement dated April 3, 2013 between our company and Shareholders of EnviroTechnologies Inc. (incorporated by reference to our Current Report on Form 8-K filed on April 8, 2013)</a>
10.10	<a href="#">Form of Share Exchange Agreement dated April 25, 2013 between our company and Shareholders of EnviroTechnologies Inc. (incorporated by reference to our Current Report on Form 8-K filed on April 30, 2013)</a>
10.11	<a href="#">Stock Purchase Agreement dated May 16, 2013 between our company and Shareholders of Pacific Green Energy Parks (incorporated by reference to our Current Report on Form 8-K/A filed on June 3, 2013)</a>
10.12	<a href="#">Debt Settlement Agreement dated May 17, 2013 between our company, EnviroResolutions, Inc. and EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K/A filed on June 3, 2013)</a>
10.13	<a href="#">Form of Share Exchange Agreement between our company and Shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on August 9, 2013)</a>
10.14	<a href="#">Form of Share Exchange Agreement between our company and Shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on August 30, 2013)</a>
10.15	<a href="#">Agreement dated September 26, 2013 between our company and Andrew Jolly (incorporated by reference to our Current Report on Form 8-K filed on October 3, 2013)</a>
10.16	<a href="#">Form of Share Exchange Agreement between our company and Shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on October 22, 2013)</a>
10.17	<a href="#">Agreement dated October 22, 2013 between our company and Chris Williams (incorporated by reference to our Current Report on Form 8-K filed on December 5, 2013)</a>
10.18	<a href="#">Form of Subscription Agreement between our company and the subscribers (incorporated by reference to our Current Report on Form 8-K filed on December 24, 2013)</a>
10.19	<a href="#">Form of Share Exchange Agreement between our company and certain shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on December 27, 2013)</a>

<b>Exhibit Number</b>	<b>Description</b>
10.20	<a href="#">Agreement dated January 27, 2014 between our company and Pöyry Management Consulting (UK) Limited (incorporated by reference to our Quarterly Report on Form 10-Q filed on February 19, 2014)</a>
10.21	<a href="#">Form of Subscription Agreement between our company and the subscribers (incorporated by reference to our Current Report on Form 8-K filed on March 11, 2014)</a>
10.22	<a href="#">Loan Agreement between our company and Intrawest Overseas Limited dated May 27, 2014 (incorporated by reference to our Quarterly Report on Form 10-Q filed on August 19, 2014)</a>
10.23	<a href="#">Put Option Agreement between our company and Intrawest Overseas Limited dated May 27, 2014 (incorporated by reference to our Quarterly Report on Form 10-Q filed on August 19, 2014)</a>
10.24	<a href="#">Investor Relations Agreement dated September 22, 2015 between Pacific Green Technologies Inc. and Midam Ventures, LLC (incorporated by reference to our Current Report on Form 8-K filed on December 8, 2015).</a>
10.25	<a href="#">Investor Relations Agreement dated October 24, 2015 between Pacific Green Technologies Inc. and Red Rock Marketing Media, Inc. (incorporated by reference to our Current Report on Form 8-K filed on December 21, 2015)</a>
10.26	<a href="#">Convertible Note dated November 10, 2015 issued to Tangiers Investment Group, LLC (incorporated by reference to our Current Report on Form 8-K filed on November 24, 2015).</a>
10.27	<a href="#">Commercial Joint Venture Agreement between PowerChina SPEM Company Limited and Pacific Green Technologies China Limited dated November 17, 2015 (incorporated by reference to our Current Report on Form 8-K filed on December 21, 2015).</a>
<b>(14)</b>	<b>Code of Ethics</b>
14.1	<a href="#">Code of Ethics and Business Conduct (incorporated by reference to our Annual Report on Form 10-K filed on July 15, 2014)</a>
<b>(31)</b>	<b>Rule 13a-14 (d)/15d-14(d) Certifications</b>
31.1*	<a href="#">Section 302 Certification by the Principal Executive Officer</a>
31.2*	<a href="#">Section 302 Certification by the Principal Financial Officer and Principal Accounting Officer</a>
<b>(32)</b>	<b>Section 1350 Certifications</b>
32.1*	<a href="#">Section 906 Certification by the Principal Executive Officer</a>
32.2*	<a href="#">Section 906 Certification by the Principal Financial Officer and Principal Accounting Officer</a>
<b>(99)</b>	<b>Additional Exhibits</b>
99.1	<a href="#">Peterborough Renewable Energy Limited Directors' Report and Financial Statements for the period ended December 31, 2012 (incorporated by reference to our Current Report on Form 8-K filed on December 12, 2013)</a>
<b>101*</b>	<b>Interactive Data Files</b>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**PACIFIC GREEN TECHNOLOGIES INC.**  
(Registrant)

Dated: August 12, 2019

By: /s/ Neil Carmichael  
**Neil Carmichael**  
President, Secretary, Treasurer and Director  
(Principal Executive Officer)

Dated: August 12, 2019

By: /s/ Richard Oliver  
**Richard Oliver**  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: August 12, 2019

By: /s/ Neil Carmichael  
**Neil Carmichael**  
President, Secretary, Treasurer and Director  
(Principal Executive Officer,)

Dated: August 12, 2019

By: /s/ Richard Oliver  
**Richard Oliver**  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

Dated: August 12, 2019

By: /s/ Scott Poulter  
**Scott Poulter**  
Executive Director

**CERTIFICATION PURSUANT TO  
18 U.S.C. ss 1350, AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Neil Carmichael, certify that:

1. I have reviewed this quarterly report on Form 10-Q for June 30, 2019 of Pacific Green Technologies Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2019.

*/s/ Neil Carmichael*

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Neil Carmichael  
President, Secretary, Treasurer and Director  
(Principal Executive Officer)  
Pacific Green Technologies Inc.

**CERTIFICATION PURSUANT TO  
18 U.S.C. ss 1350, AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Richard Oliver, certify that:

1. I have reviewed this quarterly report on Form 10-Q for June 30, 2019 of Pacific Green Technologies Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 12, 2019.

*/s/ Richard Oliver*

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Richard Oliver  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)  
Pacific Green Technologies Inc.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Neil Carmichael, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of Pacific Green Technologies Inc. for the period ended June 30, 2019 (the **Report**) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Pacific Green Technologies Inc.

Dated: August 12, 2019

*/s/ Neil Carmichael*

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Neil Carmichael  
President, Secretary, Treasurer and Director  
(Principal Executive Officer)  
Pacific Green Technologies Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Pacific Green Technologies Inc. and will be retained by Pacific Green Technologies Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Richard Oliver, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of Pacific Green Technologies Inc. for the period ended June 30, 2019 (the **Report**) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Pacific Green Technologies Inc.

Dated: August 12, 2019

*/s/ Richard Oliver*

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Richard Oliver  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)  
Pacific Green Technologies Inc.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Pacific Green Technologies Inc. and will be retained by Pacific Green Technologies Inc. and furnished to the Securities and Exchange Commission or its staff upon request.