

ENPAR Technologies Inc.

Management's Discussion and Analysis

November 24, 2017

Management's Discussion and Analysis ("**MD&A**") of the financial condition, results of operation and cash flows for the quarter ended September 30, 2017 ("**the period**") should be read in conjunction with the financial statements and accompanying notes for the same period. This discussion covers the most recently completed year and the subsequent period to August 28, 2017.

The financial statements ("**financial statements**") of ENPAR Technologies Inc. were approved for issuance by the Board of Directors on November 24, 2017. The financial statements were prepared using accounting policies consistent with International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board ("**IASB**"). All comparisons of results for the quarter ended September 30, 2017 are against results for the quarter and period ended September 30, 2016. All dollar amounts refer to Canadian dollars except where otherwise stated.

Management's Discussion and Analysis contains certain forward-looking statements and information related to ENPAR Technologies Inc., which are based on the beliefs of Management as well as assumptions made by and information currently available to ENPAR. These statements, which can be identified by the use of forward-looking terminology such as "anticipates," "believes," "estimates," "expects," "may," "will," "should" or the negative thereof or other variations thereon and similar expressions, as they relate to ENPAR or its management, are intended to identify forward-looking statements.

The forward-looking statements relate to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued research and development and marketing of ENPAR's patented and proprietary technologies. Such statements reflect the current views of ENPAR management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of ENPAR to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

The Company disclaims any obligation to update or revise any forward-looking statements if circumstances or management's estimates or opinions should change, except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.

Additional information relating to ENPAR Technologies Inc. ("**ENPAR**" or "**the Company**" or "**the Corporation**") is available on the SEDAR web site at www.sedar.com.

Description of the business

The company was incorporated on February 15, 1996 under the laws of the Province of Ontario. The company provides innovative patented and proprietary technologies for: 1) the treatment of waste water and drinking water that are contaminated by metals or nutrients (e.g. arsenic, nitrate/ammonia) associated with the mining, metal processing, chemical, agricultural, municipal and waste management sectors; and, 2) the environmentally friendly recovery of nickel and other valuable metals from waste mill sulphide tailings associated with the mining sector.

Overall performance

ENPAR continues to focus on marketing and business development efforts during the current year via establishment of strategic alliances and non-exclusive and exclusive distributorships. The Company is currently marketing its technologies in Asia, Europe, the Middle East, North America, South America and South Africa.

Selected financial information

The following table provides selected financial information, which should be read in conjunction with the financial statements and the accompanying notes of the Company.

	Nine months ended September 30, 2017	Audited Year ended December 31, 2016	Audited Year ended December 31, 2015
Total Revenues	\$674,298	\$590,790	\$292,318
Net loss	(\$376,200)	(\$1,109,535)	(\$644,347)
Net loss per share – basic and diluted	≈ (\$0.01)	≈ (\$0.01)	(\$0.01)
Total assets	\$1,286,434	\$489,838	\$1,317,552

The following summary of quarterly results was prepared by management for the previous eight quarters.

	3rd Quarter Sep 30, 2017	2nd Quarter June 30, 2017	1st Quarter Mar 31, 2017	4th Quarter Dec 31, 2016	3rd Quarter Sep 30, 2016	2nd Quarter Jun 30, 2016	1st Quarter Mar 31, 2016	4th Quarter Dec 31, 2015
Total Revenues	\$188,769	\$284,085	\$201,444	\$127,867	206,922	\$253,276	\$2,725	\$54,654
Net gain (loss)	(\$164,541)	(\$69,611)	(\$142,048)	(\$624,550)	(\$85,935)	(\$169,656)	(\$229,394)	(\$384,529)
Net gain (loss) per share – basic and diluted	≈ (\$0.01)	≈ (\$0.01)	≈ (\$0.01)	≈ (\$0.01)	≈ (\$0.01)	≈ (\$0.01)	≈ (\$0.01)	≈ (\$0.01)

ENPAR's revenue of \$188,769 decreased for the quarter ended September 30, 2017 as compared to \$206,922 for the same quarter in 2016. This decrease was due to the timing in the number of projects and business activities, and the timing of those projects in progress.

Project revenue for test units are normally recorded when risks and benefits of ownership are transferred, which is generally upon delivery. Receivables are normally due and payable within 30 days of delivery; however, management, in an effort to gain strategic relationships, may enter into a payment schedule with key customers who have an on-going relationship with ENPAR and its technologies.

The net loss for the third quarter in 2017 was \$164,541 or approximately \$0.01 per share, compared to a net loss of \$85,935 or approximately \$0.01 per share for the same quarter in 2016. Direct expenses include office salaries, labour, general overhead, professional consulting, travel, and a percentage of general and administrative costs. Direct expenses decreased from \$217,823 for the third quarter in 2016 to \$216,486 for the same quarter in 2017. General and administrative expenses include marketing, research and development, and accounting and auditor fees, as well as director fees and public company expenses; these increased from \$39,209 for the second quarter in 2016 to \$75,959 for the same quarter in 2017.

Cash flow from operations for the nine-month period ended September 30, 2017 was \$82,675 compared to negative \$1,030,302 for the same period in 2016. The expense for share-based payments was \$107,544 for the nine-month period ended September 30, 2017 as compared to \$137,498 for the same period in 2016.

There is no certainty that the money spent by ENPAR on research and development of its electrochemical water treatment technologies will result in the acquisition of large scale commercial sales. The long-term profitability of ENPAR will be related in part to the success of its marketing and business development initiatives, which may be affected by a number of factors that are beyond the control of the Company. The success of the Corporation will largely depend upon the performance of its officers, consultants and employees.

Key projects

Sept 07, 2016 the company announced that ENPAR has partnered with a multinational petrochemical services company to facilitate sales of ENPAR's patented electrochemical water treatment systems. Over the past 25 years, this Petrochemical Services Company has developed environmentally responsible, innovative, cost effective processes to facilitate the development of progressive solution management practices in the petroleum industry. Following a successful test program which identified the complementary nature of ENPAR's patented systems, ENPAR received a contract to construct a containerized plant valued at approximately \$140,000.

November 3, 2016 the company announced that following a successful design/construction phase (refer to March 08, 2016), ENPAR engaged in commissioning the state-of-the-art AmmEL ammonia

treatment plant at a site located in Virginia, USA. In collaboration with their partner, a respected American Engineering Firm, ENPAR selected this emerging ammonia treatment sector as the initial stage of its strategic sales and marketing plan. Total revenue for completed project was \$404,000.

This patented AmmEL treatment plant has been designed to treat an equivalent of 200 m³ per day of waste water containing up to 27 mg of ammonium-nitrogen per litre. The AmmEL system is unique in its ability to consistently achieve less than 1 mg ammonium-nitrogen per litre in the treated water.

January 18, 2017 the company announced that ENPAR'S patented AmmEL system represents a new paradigm in the treatment of ammonia in waste waters. At the Virginia site (refer to ENPAR's press release dated November 03, 2016), the remotely controlled, fully automated AmmEL plant successfully reduced toxic ammonia in waste water from concentrations exceeding 175 parts per million (ppm) to less than 1 ppm. This robust system will operate continuously or intermittently during periods of limited precipitation.

ENPAR's patented AmmEL system is a proven approach capable of achieving strict treatment guidelines even under extremely cold water conditions (zero degrees centigrade). In contrast to conventional treatment approaches, this disruptive technology converts toxic ammonia into environmentally friendly nitrogen gas without producing nitrate (a carcinogen) or the well-known greenhouse gas nitrous oxide (releasing 1 kg of N₂O into the atmosphere is reportedly equivalent to 298 kg of CO₂).

February 7, 2017 the company announced that it received a purchase order from Chemsbro of Saudi Arabia for an ESD water treatment plant with an approximate value of CAD \$1,500,000.

February 14, 2017 the company announced that ENPAR completed construction of the containerized, electrochemical treatment plant (refer to press release dated September 07, 2016). The plant was shipped to an industrial site owned and operated by ENPAR's strategic partner in the petrochemical services industry.

This initial commercial plant, valued at CAD \$140,000, integrates several innovative process stages to enhance product recovery and to facilitate the treatment of a broader range of process and waste streams.

March 31, 2017 the company announced that it engaged the services of FrontTier Merchant Capital Group ("FrontTier") for Investor Relations Services. FrontTier is an experienced and reputable Investor Relations group with a home office in Toronto, Canada. FrontTier will assist the Company by increasing market awareness for the company utilizing a number of financial market communications initiatives. The core of which will be facilitating in-person introductions for the company with institutional and retail brokers and investors in a number of cities across Canada, the US, Europe and Australasia.

April 06, 2017 the company announced that they received the initial payment of CAD \$800,000 from Chemsbro of Saudi Arabia for the purchase of its patented ESD (Electro-Static Deionization) water treatment plant.

Senior Officers' compensation

There were no long-term incentive awards made to the Chief Executive Officer or any other officer of the Corporation during the quarter ended September 30, 2017. None of the Chief Executive Officers, senior officers or directors of the Corporation is indebted to the Corporation. The Chief Financial Officer is entitled to receive \$1,000 quarterly. The Corporate Secretary is entitled to receive \$1,000 quarterly. Fees of \$5,000 for the nine-months ended were paid to Senior Officers for 2017.

Employment contracts

The Directors entered into a written employment agreement with Dr. Gene S. Shelp, President and Chief Executive Officer of the Corporation effective September 29, 2003. The terms of the agreement are in compliance with the requirements of the TSX Venture Exchange. The Corporation has no compensatory plan or arrangement with respect to the Chief Executive Officer that results or will result from the resignation, retirement or any other termination of employment of such officer's employment with the Corporation from a change of control of the Corporation or a change in the Chief Executive Officer's responsibilities following a change of control.

Compensation of directors

Directors of the Corporation, with the exception of the Chairman of the Board, are entitled to receive \$1,250 quarterly, as well as \$500 for each meeting or committee meeting attended in person, \$200 for each meeting attended by electronic communication, and reimbursement of expenses incurred in attending such meetings. The Chairman of the Board is entitled to receive \$5,000 quarterly in cash, as well as the attendance fees and reimbursement of expenses as described for the other directors. The by-laws of the Corporation provide that the remuneration to be paid to directors shall be determined from time to time by the Board of Directors. No fees were paid to Directors in 2017.

Insurance

The company currently maintains a comprehensive insurance package at a cost of \$10,891 for the quarter ended September 30, 2017, compared to \$11,322 for the same quarter in 2016. The package includes Commercial General Liability and Pollution Liability with an incident and aggregate limit of \$5,000,000, a Professional Liability with a claim limit of \$2,000,000, and a Directors' and Officers' Liability Policy with a per Claim limit and Aggregate limit of \$2,000,000. The company also carries key man insurance for three executives.

Risks and uncertainties

ENPAR faces a number of risk factors and uncertainties due to the nature of the water treatment technologies business in which it is engaged, the limited extent of the Company's assets and the present stage of development. The factors given below, among others, should be considered.

KEY EMPLOYEES

ENPAR's future growth and its ability to develop depend on its ability to attract and retain highly qualified personnel. The Company is highly dependent on the principal members of its senior management group and the loss of their services might impede ENPAR's business strategy and growth.

CONFLICTS OF INTEREST

Certain members of the Company's directors and officers serve or may agree to serve as directors or officers of other reporting companies or may have significant shareholdings in other reporting companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms.

MARKET CONDITIONS

The principal business of the Company is development and sales of 1) electrochemical wastewater and drinking water treatment technologies, and 2) hydrometallurgical metal recovery technologies. The ability to attract capital to the Company is largely dependent on the efficacy of its technologies. Relaxed enforcement of government water quality standards and regulations, or lower prices for key metals may represent the primary barriers to deployment of the Company's products. If, as a result of the inability to attract investors, financing was not available to meet cash operating costs, the feasibility of continuing operations would be evaluated and if warranted, would be discontinued. Although market conditions cannot be predicted with certainty, the Company monitors those conditions, among other factors and issues, all of which have the potential to affect sales.

GOVERNMENT REGULATIONS

Management anticipates that some of the future demand for the Company's technologies will be generated by the enactment or enforcement of human health and environmental regulations and standards directly affecting water treatment facilities or the management of waste mill sulphide tailings associated with the mining sector. Delays in the introduction of new regulations, or decreased government enforcement action relating to existing regulations, could slow the rate of growth in demand for some of the Company's products within Canada.

COMPETITION AND TECHNOLOGICAL CHANGE

The water treatment marketplace is highly competitive. The ability of the Company to market its current array of products and to introduce new products or enhancements of existing products could require significant additional research and development expenditures. The future success of the Company depends substantially on its ability to develop new or enhanced products that achieve marketplace acceptance. While ENPAR has developed unique, proprietary technologies, there is

significant competition from various companies that supply long-standing water treatment systems. With respect to ENPAR's hydrometallurgical system, there is currently no competition for the recovery of nickel directly from waste mill sulphide tailings, but as the technology is expanded to other applications, competition may be expected.

While there can be no assurance of the ability of ENPAR to penetrate target markets and sustain a share of those markets, the Company has no knowledge of existing or upcoming technologies that would render obsolete or significantly displace our products in the near future. However, such risk exists and, if it was to materialize, would have an adverse impact on the future growth of the Company.

Although markets remain highly competitive, ENPAR remains committed to meeting client needs by setting leadership standards in the design and delivery of innovative, highly efficient, cost-effective technologies for water treatment or metal recovery.

LICENSES AND PERMITS

The operations of the Company require licenses and permits from various government authorities. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to design, construct and maintain continued operations of its technologies that economically justify the cost.

PATENTS

Although a patent has a statutory presumption of validity, its issuance is not conclusive as to its validity or as to the enforceability of its claims. Moreover, the laws of certain countries may not protect proprietary rights to the same extent, as do the laws of Canada, the United States and the United Kingdom. Accordingly, there can be no assurance that the Company's patents will afford legal protection against competitors, nor can there be any assurance that the patents will not be infringed by others or that others will not obtain patents that the Company would need to license. Furthermore, successful challenges to certain of the Company's patents could materially and adversely affect its competitive and financial condition.

FOREIGN EXCHANGE RATES

Management anticipates that the Company will engage in international operations within the near term and expects to incur costs and expenses in a number of foreign currencies other than the Canadian dollar. The exchange rates covering such currencies can vary substantially. Substantial portions of our expenses will be incurred in United States dollars while our financing is conducted in Canadian dollars. Fluctuations in exchange rates between the U.S. dollar and the Canadian dollar and between the U.S. dollar and certain other currencies give rise to foreign currency exposure, either favourable or unfavourable, which may materially affect and may continue to affect our results of operations and financial condition. The Company does not hedge foreign currencies against our functional currencies.

SHARE PRICE FLUCTUATIONS

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered in the development stages, have experienced fluctuations in price which would not necessarily be related to the Company's operations and asset values. There is no assurance that fluctuation in share price will not continue to occur.

Liquidity and Capital resources

ENPAR has no history of profitable operations because its technologies are at the early stage of commercialization. Therefore, the Company is subject to many risks common to comparable companies, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources, as well as a lack of revenues.

The financial statements for the quarter ended September 30, 2017 have been prepared on the basis of accounting principles applicable to a going concern. This assumes that ENPAR will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

ENPAR's ability to continue as a going concern in the short term is dependent upon its ability to obtain financing. The Company obtains financing by the issuance of share capital. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing in the near future will result in the delay or the indefinite postponement of further research and development and marketing initiatives.

ENPAR's financial statements reflect management's opinion that the going concern assumption is appropriate. If the going concern assumption was not appropriate for these financial statements, then adjustments would be necessary in the carrying values of assets, liabilities, reported income and expenses, and the balance sheet classifications used.

Off-balance sheet arrangements

The Company had no off-balance sheet arrangements.

Related party transactions

Included in general and administrative expenses are fees paid to the six directors of the Company in the amount of \$NIL (2015: \$NIL). These expenses were paid in the normal course of operations and were measured at the exchange amount, which are the amounts agreed to by the related parties.

Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while attempting to maximize the return to shareholders through the optimization of a reasonable debt and equity balance commensurate with current operating requirements. The capital structure consists of debt, cash and cash equivalents and shareholders' equity, excluding accumulated other comprehensive income (loss). The Company raises capital, as necessary, to meet its needs and to take advantage of perceived opportunities, and therefore does not have a numeric target for its capital structure. There were no changes to the Company's approach to capital management during the current year compared to the year ended December 31, 2016. The Company does not have any covenants respecting its capital ratios.

Financial instruments

ENPAR's financial instruments predominantly consist of cash, short-term deposits, HST receivable and accounts payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation. As at September 30, 2017, cash and cash equivalents were \$548,004.

Outstanding share data

On March 27, 2017, the company closed a private placement to accredited investors for 2,650,000 Units at a price of \$0.10 per unit. Each Unit is comprised of one Common Share in the capital stock of the Corporation and 0.50 of a Common Share Purchase Warrant exercisable for a period of two (2) years from the date of closing. Should the Investor wish to fully exercise the Warrants, the Investor is entitled to purchase a total of 1,325,000 additional Common Shares at price of \$0.15 per share. The Company paid no commissions on this private placement. All securities issued under, or in connection with, the Offering are subject to a four-month hold period under applicable Canadian securities laws.

On September 28, 2017, the company closed a private placement to accredited investors for 3,500,000 Units at a price of \$0.10 per unit. Each Unit is comprised of one Common Share in the capital stock of the Corporation and 0.50 of a Common Share Purchase Warrant exercisable for a period of

two (2) years from the date of closing. Should the Investor wish to fully exercise the Warrants, the Investor is entitled to purchase a total of 1,750,000 additional Common Shares at price of \$0.15 per share. The Company paid \$26,400 was paid in commissions on this private placement. All securities issued under, or in connection with, the Offering are subject to a four-month hold period under applicable Canadian securities laws.

Basic income (loss) per share was calculated on the basis of the weighted average number of common shares outstanding for the year. Fully dilutive income (loss) per share has not been disclosed as the exercise of the common share purchase options and warrants outstanding as at September 30, 2017 and 2016 would have anti-dilutive effect.

ENPAR's authorized capital stock consists of an unlimited number of common shares and an unlimited number of first preferred shares. The Company has 116,353,919 common shares outstanding as at September 30, 2017. To date the Company has not issued any first preferred shares.

WARRANTS AND OPTIONS

During the quarter, the Company did not grant any stock options to employees or consultants. 5,425,000 options expired during the quarter. The Company's stock option plan has a total of 19,907,450 options representing the maximum number of options that can be outstanding and exercisable. The Company had outstanding at period end, 12,725,000 options to purchase common shares at an average exercise price of \$0.10.

In determining the share based payments expense for the period, the fair value of the options were estimated using a Black-Scholes option pricing model with the following weighted average assumptions used for grants as follows: dividend yield of 0%; expected volatility of 68-83% (2016: 73%); risk-free interest rate of 1% (2016: 1%); and expected life of 2 to 10 years.

During the period ending September 30, 2017, the Company granted 1,750,000 warrants to investors, and 3,687,500 warrants expired. As at September 30, 2017, the Company has a total of 8,408,334 warrants outstanding and exercisable with a weighted average exercise price of \$0.14.

Accounting standards, policy changes, and critical accounting estimates

Please refer to note 1 of this financial statement for the quarter ended September 30, 2017 for our significant accounting policies and critical accounting estimates.

Approval

The Board of Directors and the Audit Committee of the Corporation have approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.