

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Triton Emission Solutions Inc.

**Form: 10-Q**

**Date Filed: 2015-08-17**

Corporate Issuer CIK: 1143238

**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, 2015**

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

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

**COMMISSION FILE NUMBER 000-33309**

**TRITON EMISSION SOLUTIONS INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation or organization)

**33-0953557**

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

**151 San Francisco Street, Suite 201  
San Juan, Puerto Rico**

(Address of principal executive offices)

**00901**

(Zip Code)

**(800) 648-4287**

(Registrant's telephone number, including area code)

**Not Applicable**

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

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) **Smaller reporting company**

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: **As of August 14, 2015, the Registrant had 88,095,005 shares of common stock outstanding.**

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## **PART I - FINANCIAL INFORMATION**

### **ITEM 1. FINANCIAL STATEMENTS.**

The accompanying unaudited financial statements have been prepared in accordance with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X, and, therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three and six month periods ended June 30, 2015 are not necessarily indicative of the results that can be expected for the year ending December 31, 2015.

Unless the context otherwise requires, all references in this report to "Triton," "the Company," "we," "us," or "our" are to Triton Emission Solutions Inc., collectively with its subsidiaries Ecolutions, Inc., and Triton Emission Solutions International AB.

**TRITON EMISSION SOLUTIONS INC.  
CONSOLIDATED BALANCE SHEETS**

	June 30, 2015	December 31, 2014
	(Unaudited)	
<b>ASSETS</b>		
Current assets		
Cash	\$ 323,988	\$ 560,144
Accounts receivable	23,668	3,975
Prepays	74,262	62,554
Deferred financing costs	18,797	-
Loan receivable	-	1,200,000
Work in progress	524,738	337,471
	965,453	2,164,144
Deferred financing costs	-	20,161
Equipment	37,917	31,093
	\$ 1,003,370	\$ 2,215,398
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities		
Accounts payable	\$ 166,128	\$ 144,913
Accrued liabilities	39,399	68,914
Wages payable	14,060	55,895
Unearned revenue	2,075,000	2,075,000
Notes and advances payable	523,637	637,207
Due to related parties	5,887	21,767
Loan payable	36,884	-
Derivative liability	1,284,559	2,991,185
	4,145,554	5,994,881
Long-term loan	-	603
Total liabilities	4,145,554	5,995,484
Stockholders' deficit		
Common stock \$0.001 par value, 200,000,000 common shares authorized, 88,095,005 issued and outstanding at June 30, 2015 and December 31, 2014	88,095	88,095
Obligation to issue shares	46,410	46,410
Additional paid in capital	62,823,968	62,324,449
Accumulated deficit	(66,109,996)	(66,250,486)
Accumulated other comprehensive income	9,339	11,446
	(3,142,184)	(3,780,086)
	\$ 1,003,370	\$ 2,215,398

The accompanying notes are an integral part of these unaudited interim consolidated financial statements

**TRITON EMISSION SOLUTIONS INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Consulting revenue	\$ 26,848	\$ -	\$ 40,315	\$ -
Survey revenue	-	-	-	15,000
Royalty revenue	10,171	3,862	11,863	13,810
<b>Total revenues</b>	<b>37,019</b>	<b>3,862</b>	<b>52,178</b>	<b>28,810</b>
Amortization	2,478	1,312,924	4,530	1,534,549
General and administrative expenses	534,853	926,053	997,272	1,462,495
Research and development	13,168	5,055	58,067	13,423
Royalty fee	-	(195,833)	-	(170,833)
<b>Loss before other items</b>	<b>(513,480)</b>	<b>(2,044,337)</b>	<b>(1,007,691)</b>	<b>(2,810,824)</b>
<b>Other items</b>				
Accretion expense	(32,316)	(86,824)	(36,281)	(136,313)
Financing costs	(8,676)	-	(13,515)	-
Gain on change in fair value of derivative liability	898,166	-	1,706,626	-
Impairment of loan	-	(150,000)	-	(150,000)
Non-cash consulting fees	-	-	-	(9,677,730)
Interest expense	(4,640)	(91,444)	(9,130)	(155,060)
Stock-based compensation	(223,598)	-	(499,519)	-
<b>Net income (loss)</b>	<b>\$ 115,456</b>	<b>\$ (2,372,605)</b>	<b>\$ 140,490</b>	<b>\$ (12,929,927)</b>
<b>Net income (loss) per share - basic and diluted</b>	<b>\$ 0.00</b>	<b>\$ (0.03)</b>	<b>\$ 0.00</b>	<b>\$ (0.10)</b>
Weighted average number of shares outstanding - basic	88,095,005	87,995,005	88,095,005	128,878,983
Weighted average number of shares outstanding - diluted	88,475,774	87,995,005	88,475,774	128,878,983

The accompanying notes are an integral part of these unaudited interim consolidated financial statements

**TRITON EMISSION SOLUTIONS INC.**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT**  
**(Unaudited)**

	Common shares		Obligation to Issue Shares	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
	Number of Shares	Amount					
Balance at December 31, 2013	187,995,005	\$ 187,995		-\$ 2,240,253	(4,487,416)	\$ 11,665	(2,047,503)
Shares cancelled upon cancellation of employment agreement	(154,000,000)	(154,000)	-	154,000	-	-	-
Fair value of warrants issued on long-term financing	-	-	-	1,536,353	-	-	1,536,353
Fair value of warrants issued for consulting services	-	-	-	9,677,730	-	-	9,677,730
Shares issued for patents	54,000,000	54,000	-	52,326,000	-	-	52,380,000
Obligation to issue shares	-	-	46,410	-	-	-	46,410
Net loss for the six months ended June 30, 2014	-	-	-	-	(12,929,927)	-	(12,929,927)
Balance at June 30, 2014	87,995,005	87,995	46,410	65,934,336	(17,417,343)	11,665	48,663,063
Adjustment for fair value of warrants issued on long-term financing	-	-	-	(1,536,353)	-	-	(1,536,353)
Adjustment to fair value of warrants issued for consulting services	-	-	-	(2,509,506)	-	-	(2,509,506)
Fair value of stock-based compensation	-	-	-	300,524	-	-	300,524
Fair value of warrants issued for investor relations services	-	-	-	88,548	-	-	88,548
Shares issued for investor relations services	100,000	100	-	46,900	-	-	47,000
Net loss for the six months ended December 31, 2014	-	-	-	-	(48,833,143)	-	(48,833,143)
Translation to reporting currency	-	-	-	-	-	(219)	(219)
Balance at December 31, 2014	88,095,005	88,095	46,410	62,324,449	(66,250,486)	11,446	(3,780,086)
Fair value of stock-based compensation	-	-	-	499,519	-	-	499,519
Net income for the six months ended June 30, 2015	-	-	-	-	140,490	-	140,490
Translation to reporting currency	-	-	-	-	-	(2,107)	(2,107)
Balance at June 30, 2015	88,095,005	\$ 88,095	46,410	\$ 62,823,968	(66,109,996)	\$ 9,339	(3,142,184)

The accompanying notes are an integral part of these unaudited interim consolidated financial statements



**TRITON EMISSION SOLUTIONS INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	Six months ended June 30, 2015	
	2015	2014
<b>Cash flows used in operating activities</b>		
Net income (loss)	\$ 140,490	\$ (12,929,927)
Non cash items		
Accretion expense	36,281	136,313
Amortization	4,530	1,534,549
Consulting services	-	9,677,730
Financing costs	13,515	-
Foreign exchange (gain) loss	(22,798)	844
Gain on change in fair value of derivative liability	(1,706,626)	-
Stock-based compensation	499,519	-
Website design	-	46,410
Changes in operating assets and liabilities		
Accounts receivable	(19,672)	(239)
Prepays	(11,702)	68,072
Work in progress	(187,267)	(741,511)
Accounts payable	9,403	324,723
Accrued liabilities	(29,519)	(142,801)
Wages payable	(41,476)	-
Unearned revenue	-	975,000
Due to related parties	(15,497)	(31,261)
Accrued interest	9,130	155,060
Net cash used in operating activities	(1,321,690)	(927,038)
<b>Cash flows from financing activities</b>		
Long-term loan	1,200,000	2,000,000
Notes and advances payable	-	48,286
Repayment of notes payable	(100,000)	-
Repayment of accrued interest on notes payable	-	(104,000)
Net cash provided by financing activities	1,100,000	1,944,286
<b>Cash flows used in investing activities</b>		
Acquisition of equipment	(11,354)	-
Net cash used in investing activities	(11,354)	-
Effects of foreign currency exchange	(3,112)	-
Net increase (decrease) in cash	(236,156)	1,017,248
Cash, beginning	560,144	177,986
Cash, ending	\$ 323,988	\$ 1,195,234
Cash paid for:		
Income tax	\$ -	\$ -
Interest	\$ -	\$ 104,000

The accompanying notes are an integral part of these unaudited interim consolidated financial statements

**TRITON EMISSION SOLUTIONS INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2015**

**NOTE 1 - ORGANIZATION AND NATURE OF OPERATIONS**

Triton Emission Solutions Inc. (the "Company") was incorporated in the state of Delaware on March 2, 2000 and is listed on the OTCQB under the symbol "DSOX". On August 25, 2014, the Company changed its name from Poly Shield Technologies Inc. to Triton Emission Solutions Inc. On November 13, 2014, the Company established a wholly owned subsidiary in Sweden, Triton Emission Solutions International AB (the "Subsidiary").

The Company's main focus is the development and marketing of its proprietary DSOX Fuel Purification Systems, designed to remove sulfur from marine fuel and exhaust gases. The technology is currently aimed at the maritime industry which includes vessels for cruise-line, freight shipping and tanker companies.

**Basis of presentation**

The unaudited interim consolidated financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. They do not include all information and notes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material change in the information disclosed in the notes to the financial statements included in the Annual Report on Form 10-K of the Company for the year ended December 31, 2014. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2015, are not necessarily indicative of the results that may be expected for the year ending December 31, 2015. For further information, these unaudited interim consolidated financial statements and the related notes should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2014, included in the Company's report on Form 10-K.

**Reclassifications**

Certain prior period amounts in the accompanying unaudited consolidated interim financial statements have been reclassified to conform to the current period's presentation. These reclassifications had no effect on the consolidated results of operations or financial position for any period presented.

**Going Concern**

The accompanying unaudited consolidated interim financial statements have been prepared assuming the Company will continue as a going concern. Continuation as a going concern is dependent upon the ability of the Company to obtain the necessary financing to meet its obligations and pay its liabilities arising from normal business operations when they come due and ultimately upon its ability to achieve profitable operations. The outcome of these matters cannot be predicted with any certainty at this time and raises substantial doubt that the Company will be able to continue as a going concern. These unaudited interim consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern. Management intends to obtain additional funding by borrowing funds from its directors and officers, issuing promissory notes and/or a private placement of common stock.

**NOTE 2 - RELATED PARTY TRANSACTIONS**

Amounts due to related parties at June 30, 2015 and December 31, 2014:

	<b>June 30, 2015</b>	<b>December 31, 2014</b>
Due to a company controlled by the Chief Financial Officer ("CFO")	\$ 703	\$ 703
Due to a former President	294	294
Due to a former Chief Executive Officer ("CEO")	2,656	2,656
Due to the former Vice President of Engineering	148	12,298
Due to the CEO and President of Subsidiary	2,086	5,816
Due to related parties	<u>\$ 5,887</u>	<u>\$ 21,767</u>

Amounts are unsecured, due on demand and bear no interest.



During the six months ended June 30, 2015 and 2014, the Company incurred the following expenses with related parties:

	June 30, 2015	June 30, 2014
Salary paid to the CEO	\$ 74,659	\$ --
Fair value of options issued to the CEO (Notes 3 and 7)	197,731	--
Administrative fees incurred to a company controlled by the CFO	67,500	150,000
Management fees incurred to the CFO	22,500	22,500
Management fees incurred to the Senior Vice President of Business Development	--	112,500
Salary paid to the Senior Vice President of Business Development	135,000	--
Consulting and survey fees incurred to the former Vice President of Engineering	--	70,002
Salary paid to the former Vice President of Engineering	60,668	--
Fair value of options issued to the former Vice President of Engineering (Note 7)	63,660	--
Consulting and management fees incurred to the President and Chief Technical Officer ("CTO")	--	90,000
Fair value of warrants issued for consulting services to the President and CTO	--	9,677,730
Salary paid to the President and CTO	135,000	31,644
Fair value of options issued to a Director and Chairman (Note 7)	216,631	--
Salary paid to the President and CEO of the Subsidiary	60,829	--
Fair value of options issued to the President and CEO of the Subsidiary (Notes and 7)	10,151	--
Consulting fees incurred to the former President	--	15,000
Consulting fees incurred to the former CEO	--	252,000
<b>Total transactions with related parties</b>	<b>\$ 1,044,329</b>	<b>\$ 10,421,376</b>

### NOTE 3 - EMPLOYMENT AGREEMENTS

#### Employment Agreement with CEO

On March 6, 2015, the Company entered into an employment agreement (the "Aasen Agreement") with Mr. Aasen, pursuant to which Mr. Aasen has agreed to join the Company as its Chief Executive Officer and a Director, effective on March 23, 2015. Mr. Aasen is entitled to an annual base salary of \$270,000 per year beginning March 23, 2015. In addition to the base salary, the Company granted Mr. Aasen options to purchase up to 3,000,000 restricted shares of the Company's common stock at an exercise price of \$0.50 per share (the "Aasen Options"). 1,000,000 of the Aasen Options vested on March 23, 2015. The remaining 2,000,000 Aasen Options will vest at a rate of 500,000 shares per year, beginning March 23, 2016. Upon a change-in-control, any options that have not vested will immediately vest and become exercisable. The options will expire 5 years after the vesting date. During the six months ended June 30, 2015 the Company recorded \$197,731 (June 30, 2014 - Nil) as stock-based compensation associated with the grant of Aasen Options.

#### Employment Agreement with CEO of the Subsidiary

On January 6, 2015, the Subsidiary entered into an employment agreement effective as of December 1, 2014, pursuant to which Mr. Karlsson agreed to act as the Subsidiary's President and Chief Executive Officer. Mr. Karlsson is entitled to an annual base salary of \$120,000 per year beginning on December 1, 2014. In addition, the Company granted Mr. Karlsson options to purchase up to 100,000 shares of the Company's common stock at an exercise price of \$0.50 per share (the "Karlsson Options"). The Karlsson Options vest on December 1, 2015 and will expire on December 1, 2020. During the six months ended June 30, 2015 the Company recorded \$10,151 (June 30, 2014 - Nil) as stock-based compensation associated with the grant of Karlsson Options.



## NOTE 4 - EQUIPMENT

Amortization schedule for the equipment at June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014
Book value	\$ 31,093	\$ 39,413
Additions	11,354	--
Amortization	(4,530)	(8,320)
Equipment	\$ 37,917	\$ 31,093

The equipment consists of testing and laboratory tools and machinery, and is amortized on a straight-line basis over its useful life of five years.

## NOTE 5 - NOTES AND ADVANCES PAYABLE

The tables below summarize the short-term loans outstanding as at June 30, 2015 and December 31, 2014:

### As at June 30, 2015

	Principal outstanding	Interest rate per annum	Accrued interest	Total
\$	27,000	8%	\$ 8,608	\$ 35,608
	49,500	7%	19,213	68,713
	152,317	6%	30,943	183,260
	236,056	0%	--	236,056
\$	464,873		\$ 58,764	\$ 523,637

### As at December 31, 2014

	Principal outstanding	Interest rate per annum	Accrued interest	Total
\$	27,000	8%	\$ 7,227	\$ 34,227
	49,500	7%	16,876	66,376
	163,779	6%	27,509	191,288
	345,316	0%	--	345,316
\$	585,595		\$ 51,612	\$ 637,207

All loans are unsecured and due on demand.

On April 7, 2015, the Company received a demand notice to repay outstanding notes payable totaling \$198,000 and \$303,469 (CAD\$378,972) of which \$152,146 (CAD\$190,000) of the principal amount accrues interest at a rate of 6% per annum, compounded monthly. On April 17, 2015, the Company made a payment of \$100,000 and submitted a proposal for extended repayment terms (Note 8).

## NOTE 6 - KF BUSINESS VENTURES LP LOANS AND DERIVATIVE LIABILITY

### First KF Business Ventures Loan Agreement

On January 15, 2014, the Company entered into a binding letter agreement with KF Business Ventures LP ("KF"), a company controlled by a director of the Company (the "Lender"), which was superseded by the formal definitive loan agreement signed on February 11, 2014, and further amended on March 10, 2014, and September 8, 2014 (the "First KF Loan Agreement"). Under the First KF Loan Agreement the Lender agreed to lend to the Company up to \$2,000,000 in four equal installments of \$500,000 each (the "First KF Loan"). Pursuant to the First KF Loan Agreement (as amended on March 10, 2014) the principal and interest were to become payable in 18 equal monthly installments commencing on January 1, 2015, with the Company having the right to prepay the First KF Loan at any time in increments of not less than \$250,000. The First KF Loan is unsecured and has effective interest rate of 1,130%.

In consideration for the First KF Loan Agreement, as amended on March 10, 2014 (the “March Amendment”), the Company issued to the Lender non-transferrable share purchase warrants to purchase a total of 6,904,546 shares exercisable at a price of \$1.00 per share (Note 7). Warrants for 2,450,000 shares were to expire on January 15, 2015, and warrants for 4,454,546 shares expire on January 15, 2018. The Lender may choose to exercise the warrants for up to 3,452,273 shares of common stock by way of a cashless exercise. The warrants have a down-round provision whereby the exercise price of the warrants are adjusted to the lowest offering price of any options, warrants or shares issued subsequent to the issuance of these warrants (the “Down-Round Provision”).

The warrants were determined to be a derivative under ASC 815; therefore, at initial measurement, the proceeds were allocated to the warrants first and any residual proceeds to the loan.

At issuance date, the fair value of the warrants was \$5,128,110 and a value of \$Nil was allocated to the loan. A financing charge of \$3,128,110 was recorded on the transaction.

On September 8, 2014, the Company entered into a Second Amendment Agreement (the “September Amendment”) to extend the maturity of the First KF Loan to January 15, 2016, and replace 18 equal monthly installments with a one-time payment of principle and accrued interest. Furthermore, the Company was given an option to further extend the repayment of the First KF Loan to January 15, 2017.

The extension to January 15, 2017, may be granted upon the Company issuing to the Lender additional share purchase warrants (the “Extension Warrants”) that will be equal to one-half of the outstanding principal and unpaid interest as at January 15, 2016. The Extension Warrants will have an initial exercise price of \$0.50 per share expiring on September 1, 2021.

As consideration for the September Amendment, the Company issued to the Lender additional warrants for the purchase of up to 2,350,000 shares (the “September Warrants”), with an initial exercise price of \$0.50 per share and expiring on January 15, 2019, with cashless exercise rights for up to 1,175,000 shares. In addition, the Company agreed to decrease the exercise price for all warrants previously issued to the Lender under the First KF Loan (the “Amended Warrants”) from \$1.00 per share to \$0.50 per share and extend the expiration date of warrants for up to 2,450,000 shares of the Company’s common stock from January 15, 2015 to January 15, 2016. The 2,350,000 warrants also have the Down-Round Provision.

The incremental increase in the fair value of the Amended Warrants and the fair value of the September Warrants was determined to be \$1,477,842 and has been recorded as a financing cost.

During the six months ended June 30, 2015, the Company recognized accretion expense of \$29,132 (June 30, 2014 - \$136,313).

At June 30, 2015, the fair value of the derivative liability associated with the warrants was \$467,309 (December 31, 2014 - \$1,203,944).

The fair values of the warrants and adjustments were determined using the Black-Scholes option pricing model at the grant date, and were revalued at the reporting dates using the following assumptions:

	At December 31, 2014	At June 30, 2015
Expected Warrant Life	1.04-4.04 years	0.55-3.55 years
Risk-Free Interest Rate	0.25%-1.38%	0.11%-1.63%
Expected Dividend Yield	Nil	Nil
Average Expected Stock Price Volatility	115%	125%

## Second KF Business Ventures Loan Agreement

On July 28, 2014, the Company entered into a second loan agreement with the Lender (the “Second KF Loan Agreement”). Under the Second KF Loan Agreement, the Lender agreed to lend to the Company \$2,400,000 (the “Second KF Loan”), to be advanced in eight equal installments of \$300,000 each, commencing on September 1, 2014, and on the first day of each consecutive calendar month thereafter until fully advanced.





The initial maturity date under the Second KF Loan Agreement is January 15, 2016, which can be extended to January 15, 2017. The Second KF Loan is unsecured and has an effective interest rate of 1,729%.

The extension may be granted upon the Company issuing to the Lender additional share purchase warrants (the "Extension Warrants") that will equal to one-half of the outstanding principal and unpaid interest as at January 15, 2016. The Extension Warrants will have an initial exercise price of \$0.50 per share and expiring on September 1, 2021.

In consideration for the Second KF Loan Agreement, the Company issued to the Lender non-transferrable share purchase warrants for a total of 9,600,000 shares of the Company's common stock, exercisable at a price of \$0.50 per share for a period expiring September 1, 2019 (Note 7). The Lender may choose to exercise the warrants for up to 4,800,000 shares of common stock by way of a cashless exercise. The warrants have the Down-Round Provision.

The warrants were determined to be a derivative under ASC 815; therefore, at initial measurement, the proceeds were allocated to the warrants first and any residual proceeds to the loan.

At issuance date, the fair value of the warrants was \$5,388,652 and a value of \$Nil was allocated to the loan. A financing charge of \$2,988,652 has been recorded on the transaction.

During the six months ended June 30, 2015, the Company recognized accretion expense of \$7,149 (June 30, 2014 - Nil).

At June 30, 2015, the fair value of the derivative liability associated with the warrants was \$817,250 (December 31, 2014 - \$1,787,241).

The fair value of all the warrants issued under the Second KF Loan Agreement was calculated using the Black-Scholes option pricing model at the grant date, and was revalued at the reporting date using the following assumptions:

	At December 31, 2014	At June 30, 2015
Expected Warrant Life	4.67 years	4.18 years
Risk-Free Interest Rate	1.73%	1.63%
Expected Dividend Yield	Nil	Nil
Expected Stock Price Volatility	121%	127%

A summary of the derivative liability associated with the warrants under the First and Second KF Loan Agreements is as follows:

As at June 30, 2015			
	Fair value at December 31, 2014	Change on revaluation at reporting date	Total fair value at June 30, 2015
2,200,000 warrants issued January 15, 2014	\$ 105,294	\$ (79,365)	\$ 25,929
250,000 warrants issued March 10, 2014	11,965	(9,019)	2,946
4,000,000 warrants issued January 15, 2014	606,769	(375,315)	231,454
454,546 warrants issued March 10, 2014	68,951	(42,649)	26,302
9,600,000 warrants issued July 28, 2014	1,787,241	(969,991)	817,250
2,350,000 warrants issued September 8, 2014	410,965	(230,287)	180,678
<b>Total Derivative Liability</b>	<b>\$ 2,991,185</b>	<b>\$ (1,706,626)</b>	<b>\$ 1,284,559</b>

## KF Business Ventures Deferred Financing Costs

The Company recorded \$37,150 in legal fees associated with securing both KF Loans. These fees are amortized over the remaining life of the loans; as of June 30, 2015, the Company recorded \$13,515 (June 30, 2014 - Nil) in financing costs associated with the amortization of these legal fees.

## NOTE 7 - SHARE CAPITAL

The Company did not have any transactions that resulted in the issuance of its common stock during the six month period ended June 30, 2015.

### Warrants

During the six month period ended June 30, 2015, the Company did not have any transactions that resulted in the issuance of the share purchase warrants.

A continuity of warrants for the six months ended June 30, 2015 and the year ended December 31, 2014 is as follows:

	<b>June 30, 2015</b>	<b>December 31, 2014</b>
Warrants beginning	29,104,546	--
Warrants issued	--	29,104,546
Warrants outstanding	29,104,546	29,104,546

At June 30, 2015, the weighted-average exercise price and remaining contractual life of the outstanding share purchase warrants were \$0.67 and 2.71 years, respectively.

Details of warrants outstanding as at June 30, 2015 are as follows:

<b>Exercise price</b>	<b>Expiry date</b>	<b>Number of warrants outstanding</b>
\$0.50	January 15, 2016	2,450,000
\$1.00	March 10, 2017	10,000,000
\$0.50	January 15, 2018	4,454,546
\$0.50	August 1, 2018	250,000
\$0.50	January 15, 2019	2,350,000
\$0.50	September 1, 2019	9,600,000
		29,104,546

## Options

Effective September 8, 2014, the Company adopted the 2014 Stock Option Plan (the "2014 Plan"). The 2014 Plan allows the Company to grant awards to its officers, directors and employees. In addition, the Company may grant awards to individuals who act as consultants to the Company, so long as those consultants do not provide services connected to the offer or sale of the Company's securities in capital raising transactions and do not directly or indirectly promote or maintain a market for the Company's securities.

The Company reserved a total of 13,200,000 shares of its common stock for issuance under the 2014 Plan. However, under the terms of the 2014 Plan, at any time after January 1, 2015, the Company can increase the number of authorized shares available under the 2014 Plan up to 15% of the total number of shares of common stock then outstanding.

On September 8, 2014, the Company granted options to acquire up to 2,500,000 shares of the Company's common stock to a Director (the "Options"). These Options were issued under the 2014 Plan. The Options vest at a rate of 500,000 shares per year, beginning September 1, 2014, and have initial exercise price of \$0.50 per share, subject to adjustment in the event that the Company subsequently issues any shares of its common stock or any options, warrants, convertible instruments or similar instruments at a purchase, exercise or conversion price less than \$0.50 per share. The Options expire 5 years after the vesting date thereof. During the six month period ended June 30, 2015, the Company expensed stock based compensation of \$216,631 associated with this grant (June 30, 2014 – Nil).

On January 6, 2015, the Company granted options to acquire up to 100,000 shares of the Company's common stock at an exercise price of \$0.50 per share to the CEO and President of the Subsidiary. These Options were issued under the 2014 Plan (Note 3). The Options vest on December 1, 2015, and expire on December 1, 2020, subject to certain early termination conditions. During the six month period ended June 30, 2015, the Company expensed stock based compensation of \$10,151 associated with this grant (June 30, 2014 - Nil).

On March 6, 2015, the Company granted options to acquire up to 3,000,000 shares of the Company's common stock at an exercise price of \$0.50 per share to the CEO and a director of the Company. These Options were issued under the 2014 Plan (Note 3). Options to acquire up to 1,000,000 restricted shares of the Company's common stock vested on March 23, 2015. The remaining 2,000,000 options vest at a rate of 500,000 shares per year, beginning March 23, 2016. The options expire 5 years after the vesting date. The Company recorded \$197,731 as stock-based compensation associated with the grant of these options.

On May 1, 2015, the Company granted options to acquire up to 500,000 shares of the Company's common stock at an exercise price of \$0.50 per share to the former Vice President of Engineering and a former director of the Company, who continues to be an employee of the Company. These Options were issued under the 2014 Plan. The options vested at the grant date and expire on May 1, 2020. The Company recorded \$63,660 as stock-based compensation associated with the grant of these options.

On May 1, 2015, the Company granted options to acquire up to 100,000 shares of the Company's common stock at an exercise price of \$0.50 per share to an employee of its Subsidiary. These Options were issued under the 2014 Plan. The options vest on May 5, 2016, and expire on May 5, 2021, subject to certain early termination conditions. The Company recorded \$2,061 as stock-based compensation associated with the grant of these options.

On June 1, 2015, the Company granted options to acquire up to 100,000 shares of the Company's common stock at an exercise price of \$0.50 per share to an employee of its Subsidiary. These Options were issued under the 2014 Plan. The options vested at the grant date and expire on June 1, 2020, subject to certain early termination conditions. The Company recorded \$9,285 as stock-based compensation associated with the grant of these options.

A continuity of options for the six month period ended June 30, 2015 and the year ended December 31, 2014 is as follows:

	<b>June 30, 2015</b>	<b>December 31, 2014</b>
Options beginning	2,500,000	--
Options issued	3,800,000	2,500,000
Options outstanding	6,300,000	2,500,000
Options exercisable	2,100,000	500,000



At June 30, 2015, the weighted-average exercise price and remaining contractual life of the outstanding options to purchase the share of the Company's common stock were \$0.50 and 6.17 years, respectively.

Details of options outstanding as at June 30, 2015 are as follows:

<b>Exercise price</b>	<b>Grant date</b>	<b>Number of options granted</b>	<b>Number of options exercisable</b>
\$0.50	September 8, 2014	2,500,000	500,000
\$0.50	January 6, 2015	100,000	-
\$0.50	March 6, 2015	3,000,000	1,000,000
\$0.50	May 1, 2015	500,000	500,000
\$0.50	May 1, 2015	100,000	-
\$0.50	June 1, 2015	100,000	100,000
		<b>6,300,000</b>	<b>2,100,000</b>

## **NOTE 8 - SUBSEQUENT EVENTS**

1. On July 8, 2015, the Company granted options to acquire up to 100,000 shares of the Company's common stock at an exercise price of \$0.50 per share to its employee. These Options were issued under the 2014 Plan. The options vested at the grant date and expire on July 8, 2020, subject to certain early termination conditions.
2. On July 28, 2015, the Company entered into a loan agreement with its President and Chief Technical Officer (the "Lender"), whereby the Lender agreed to lend to the Company \$200,000 in exchange for an unsecured Promissory Note. The principle amount accumulates interest at 6% per annum compounded monthly and is due on demand and not earlier than 90 days following execution of the Loan.
3. On July 28, 2015, the Company received a second demand notice from Lenders, for repayment of balance owed on the loans advanced to the Company during 2012 through 2014 (Note 5). On August 4, 2015, the Company reached an agreement with the Lenders to extend the repayment of the outstanding loans in consideration for a \$10,000 extension fee (paid). The Company agreed to repay the remaining balance under the non-interest bearing and 6% interest bearing loans in two equal installments, due September 26, 2015 and November 25, 2015.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

### **Cautionary Statement Regarding Forward-Looking Statements**

The information in this Quarterly Report contains forward-looking statements. These forward-looking statements involve risks and uncertainties, including statements regarding Triton's capital needs, business strategy and expectations. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined from time to time, in other reports Triton files with the Securities and Exchange Commission.

The forward-looking statements in this Quarterly Report on Form 10-Q for the interim period ended June 30, 2015, are subject to risks and uncertainties that could cause actual results to differ materially from the results expressed in or implied by the statements contained in this report. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives requires the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and accordingly, no opinion is expressed on the achievability of those forward-looking statements. No assurance can be given that any of the assumptions relating to the forward-looking statements specified in the following information are accurate.

All forward-looking statements are made as of the date of the filing of this Quarterly Report on Form 10-Q and Triton disclaims any obligation to publicly update these statements, or disclose any difference between its actual results and those reflected in these statements. Triton may, from time to time, make oral forward-looking statements. Triton strongly advises that the above paragraphs and the risk factors described in this Quarterly Report and in Triton's other documents filed with the United States Securities and Exchange Commission should be read for a description of certain factors that could cause the actual results of Triton to materially differ from those in the oral forward-looking statements. Triton disclaims any intention or obligation to update or revise any oral or written forward-looking statements whether as a result of new information, future events or otherwise.

### **OVERVIEW**

We were incorporated under the laws of the State of Delaware on March 2, 2000. We are in the business of developing and marketing emission abatement technologies for the marine industry worldwide.

Currently our main efforts are directed towards development and marketing of our DSOX-20 Pre-Combustion Fuel Purification System (the "DSOX-20", or "DSOX System"), which superseded our previous DSOX-15 model, to various divisions of the marine industry, including, but not limited to, cruise, cargo and tanker ships.

In addition to the DSOX System, we have developed an exhaust gas scrubber that we call the "Njord", which can be used in conjunction with our DSOX-20 or installed as a standalone system, depending on the space allowed in a ship's funnel.

The discussion provided in this Quarterly Report should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the United States Securities and Exchange Commission (the "SEC") on April 15, 2015.

## **Update on Current projects**

### Magical Cruise Company, Limited (the "DCL Project")

As of the date of this Quarterly Report on Form 10-Q we continue with the commissioning and certification process of our DSOX System installed onboard a Magical Cruise Company, Limited ("DCL") vessel. We completed the installation of the DSOX System in April 2015, and are currently focused on optimizing the various elements of the installation in order to successfully obtain certification. If we are unable to obtain certification for the installed system, then DCL will have the option of applying amounts paid by them for the initial DSOX System towards the purchase price of our Njord.

### LMS Ship Management Inc. (the "LMS Project")

On or about June 19, 2014, we began the installation of our first DSOX System in Mobile, Alabama for LMS Ship Management Inc. ("LMS"). The DSOX System being installed for LMS represents a combination of two DSOX-15 Systems. Originally, our agreement with LMS called for installation of two separate DSOX-15 Systems onboard two cargo ships operated and managed by LMS. However, in discussions with LMS, it was agreed that we would combine the two DSOX Systems into one combined stand-alone on-shore system.

During the first quarter of fiscal 2015 we suspended the LMS Project in order to allow us to focus on commissioning the DCL Project. As of the date of this Quarterly Report on Form 10-Q the LMS Project remains suspended. Due to the similarities of the DSOX Systems for both projects, we are planning to apply the technological improvements and the knowledge from the DCL Project to the LMS Project, which we expect will be restarted shortly after completion of the DCL Project.

## **RECENT CORPORATE DEVELOPMENTS**

The following significant developments occurred during the quarter ended June 30, 2015, and up to the date of the filing of this report:

### Resignation of Mr. Buczek as Director and Officer

On April 15, 2015, Jeffrey M. Buczek resigned as a member of our Board of Directors and on May 1, 2015, Mr. Buczek also resigned from his position as Vice President of Engineering. Mr. Buczek's resignation was not due to, and was not caused by, in whole or in part, any disagreement with us, whether related to our operations, policies, practices or otherwise. Mr. Buczek continues to be employed by us in a non-executive capacity as Project Manager. We have no immediate plans to fill the vacancy created by Mr. Buczek's resignation from the Board of Directors.

### Appointment by Triton International of Vice President of Engineering

On May 1, 2015, our wholly owned subsidiary, Triton Emission Solutions International AB ("Triton International"), appointed Mohamed Abdul Hameed as its Vice President of Engineering. Mr. Hameed is entitled to an annual base salary of \$108,000 per year beginning April 1, 2015. In addition to the base salary, we granted Mr. Hameed options to purchase up to 100,000 restricted shares of our common stock at an exercise price of \$0.50 per share vesting on May 1, 2016.

### Bridge Financing

On July 28, 2015, we entered into a loan agreement (the "Norling Loan") with Paer Tomas Rasmus Norling, our President and Chief Technical Officer, whereby Mr. Norling agreed to lend us \$200,000. The principle amount under the Norling Loan accumulates interest at 6% per annum, compounded monthly, and is due on demand following 90 days after the execution of the Norling Loan.

## RESULTS OF OPERATIONS

### Three Months Summary

	Three Months Ended		Percentage Increase / (Decrease)
	June 30, 2015	June 30, 2014	
Revenue	\$ 37,019	\$ 3,862	858.5%
Operating expenses	(550,499)	(2,048,199)	(73.1)%
Accretion expense	(32,316)	(86,824)	(62.8)%
Financing costs	(8,676)	-	n/a
Gain on change in fair value of derivative liability	898,166	-	n/a
Interest expense	(4,640)	(91,444)	(94.9)%
Impairment of loan	-	(150,000)	(100.0)%
Stock-based compensation	(223,598)	-	n/a
Net income (loss)	\$ 115,456	\$ (2,372,605)	(104.9)%

### Six Months Summary

	Six Months Ended		Percentage Increase / (Decrease)
	June 30, 2015	June 30, 2014	
Revenue	\$ 52,178	\$ 28,810	81.1%
Operating expenses	(1,059,869)	(2,839,634)	(62.7)%
Accretion expense	(36,281)	(136,313)	(73.4)%
Financing costs	(13,515)	-	n/a
Gain on change in fair value of derivative liability	1,706,626	-	n/a
Interest expense	(9,130)	(155,060)	(94.1)%
Impairment of loan	-	(150,000)	(100.0)%
Non-cash consulting fees	-	(9,677,730)	(100.0)%
Stock-based compensation	(499,519)	-	n/a
Net income (loss)	\$ 140,490	\$ (12,929,927)	(101.1)%

### Revenues

Our revenue increased by 858.5% to \$37,019 during the three months ended June 30, 2015, from \$3,862 during the three months ended June 30, 2014. The increase in revenue was attributed to \$26,848 in consulting fees charged by our wholly owned subsidiary, Triton International, on the use and installation of emission abatement technologies. In addition, we recorded \$10,171 in royalty revenue from our agreement with WebTech Wireless ("WebTech"), which is scheduled to terminate on October 31, 2015.

On a year-to-date basis, our revenue increased by \$23,368, or 81.1% from \$28,810 we recorded during the six months ended June 30, 2014 to \$52,178 we recorded during the six months ended June 30, 2015. The increase was mainly associated with \$40,315 generated by Triton International for consulting fees on the use and installation of emission abatement technologies. This revenue was offset by the \$1,947 decrease in royalty revenue from our agreement with WebTech, and lack of revenue from ship surveys.

### Operating Expenses

During the three month period ended June 30, 2015 our operating expenses decreased by 73.1% to \$550,499 from \$2,048,199 during the three months ended June 30, 2014. This change was mainly associated with our efforts to control our overall operating costs, suspension of our LMS Project for the installation of the land-based DSOX System for LMS, and completion of the installation phase of the DSOX System on board a vessel operated by DCL.

During the six month period ended June 30, 2015, our operating expenses decreased by 62.7% to \$1,059,869 from \$2,839,634 for the six months ended June 30, 2014.





The most significant year-to-date changes in our operating expenses were as follows:

- Our research and development costs during the period ended June 30, 2015 increased by \$44,644 to \$58,067 incurred during this period. These increases were associated with the LMS Project, as majority of work done on the project during the first quarter of the fiscal 2015 was determined to be a part of further development of our DSOX System.
- Our amortization expense decreased by \$1,530,019, from \$1,534,549 recorded during the six month period ended June 30, 2014 to \$4,530 recorded during the six month period ended June 30, 2015. The greater amortization expense for 2014 was associated with emission abatement technologies we acquired from Mr. Norling on March 10, 2014, which initially were recorded as an intangible asset, subject to amortization, and were expensed at December 31, 2014 as research and development costs.
- In order to comply with our agreements for the installation and servicing of the DSOX Systems we were required to acquire Marine and Workers Compensation insurance, which resulted in an overall increase of \$26,651 to our insurance expense from \$58,393 incurred during the six month period ended June 30, 2014 to \$ 85,044 incurred during the six month period ended June 30, 2015.
- During the six month period ended June 30, 2015, our travel and entertainment expenses decreased by \$47,515, relative to the same period in fiscal 2014. This decrease was mainly associated with our concentration on installations of our DSOX Systems, which resulted in reduced travel requirements.
- During the six month period ended June 30, 2015, our advertising and marketing expenses decreased by \$99,672 and \$32,358, respectively, relative to the same period in fiscal 2014. The decreases were associated with the shift of our efforts from building a public awareness for our Company and products to our ongoing installation projects.
- During the six month period ended June 30, 2015, our administrative, consulting and management fees decreased by \$79,135, \$400,402 and \$180,000, respectively. These decreases were mainly associated with restructuring of our administrative functions and transition to the payroll system, which is reflected in a \$607,576 increase to our costs associated with salaries and wages.
- Our concentration on ongoing installation projects as well as our efforts to control operating costs resulted in a decrease to our professional fees of \$131,098 from \$158,716 incurred during the six month period ended June 30, 2014 to \$27,618 incurred during the six month period ended June 30, 2015.
- During the six month period ended June 30, 2015, our web design and maintenance fees decreased by \$93,835 to \$2,270. The greater web design fees during the fiscal 2014 were associated with the redesign of our corporate website, which we continue to maintain and update as required.
- On June 24, 2014, we signed a Restated and Amended Teak Shield License Agreement, which resulted in termination of our obligations pursuant to the original Teak Shield License. As a result, we were released from any and all obligations pursuant to the original Teak Shield License, which resulted in reversal of the royalty fees of \$170,833 we recorded at June 30, 2014.

#### **Other Items**

During the six month period ended June 30, 2015, we recorded \$13,515 in financing costs associated with legal fees we incurred to secure the First KF Loan and the Second KF Loan and \$36,281 in accretion expense that resulted from the difference between the stated interest rate and the implied interest rate we used to determine the fair value of the proceeds we received pursuant to the First KF Loan and the Second KF Loan. During the same period in fiscal 2014, our accretion expense was determined to be \$136,313, and resulted from initial recognition of warrants issued for the First KF Loan and

the Second KF Loan as a non-derivative liability, resulting in a greater portion of the loan proceeds being subject to accretion.

Our interest expense associated with obligations other than the KF Loans decreased by \$145,930, or 94.1% from \$155,060 for the six month period ended June 30, 2014, to \$9,130 for the six month period ended June 30, 2015. This decrease was associated with repayment of the Acamar Loan in September 2014.

During the six month period ended June 30, 2014, we recorded \$9,677,730 in non-cash consulting fees associated with the fair value of the warrants to acquire up to 10,000,000 shares of our common stock we issued to Mr. Norling as part of his Management Consulting Agreement with us. We did not incur any non-cash consulting expenses during the six month period ended June 30, 2015.

During the six month period ended June 30, 2015, we recorded \$499,519 in stock-based compensation in respect of options to acquire up to 6,300,000 shares of our common stock (subject to certain vesting conditions) we granted to our directors, officers and employees under the 2014 Plan. We did not incur similar expenses during the six month period ended June 30, 2014.

The above items were offset by a gain of \$1,706,626 on a change in the fair value of the derivative liability associated with the fair value of the warrants we issued to KF Business Ventures LP pursuant to the First KF Loan and the Second KF Loan. The change in the fair value of the derivative liability was a result of the decrease in the market price of our common stock at June 30, 2015, as compared to the market price of the stock at December 31, 2014.

## Liquidity and Capital Resources

Our financial position was as follows at June 30, 2015 and December 31, 2014:

Working Capital	June 30, 2015	December 31, 2014
Current assets	\$ 965,453	\$ 2,164,144
Current liabilities	4,145,554	5,994,881
Working capital deficit	\$ (3,180,101)	\$ (3,830,737)

As of June 30, 2015, we had a cash balance of \$323,988, a working capital deficit of \$3,180,101, of which \$1,284,559 was attributed to the fair value of the derivative liability associated with the warrants we issued to KF Business Ventures LP as partial consideration for the First KF Loan and the Second KF Loan, and cash flows used in operations of \$1,321,690 for the six months then ended. During the six month period ended June 30, 2015, we funded our operations with \$1,200,000 we received pursuant to the Second KF Loan, and, to a minor extent, with the cash we received from royalties and consulting fees.

Our balance sheet at June 30, 2015, does not reflect the full amount payable on account of principal and interest under the First KF Loan and the Second KF Loan. Since the warrants issued as consideration for the First KF Loan and the Second KF Loan were determined to be a derivative liability, pursuant to the guidance provided by ASC 815, the proceeds were allocated to the warrants, with amount over and above cash proceeds recorded as financing costs. The loan portion of the debt was assigned a Nil value, and is being accreted over the life of the loans using an implied interest rate of 1,130% on the First KF Loan and 1,729% on the Second KF Loan.

As of June 30, 2015, we owed a total of \$4,795,706 to KFBV under the terms of the First KF Loan and the Second KF Loan, consisting of \$4,400,000 in principal amount of all advances made to that date plus accrued interest thereon calculated using the stated interest rate of 10% per annum compounded monthly. The First KF Loan and the Second KF Loan are due and payable on January 15, 2016, when the value of the loans will amount to \$5,063,314, unless prepaid earlier. We may extend the due date of the First KF Loan and the Second KF Loan to January 15, 2017, provided that we issue additional warrants to KFBV. Extending the due date of these loans may result in a dilution of the interests of our stockholders. A description of the First KF Loan and the Second KF Loan are provided under "*Net Cash Provided by Financing Activities*".

Subsequent to the quarter ended June 30, 2015, we arranged for an additional bridge financing totaling \$200,000 with our CTO and President, Rasmus Norling (the "Norling Loan"). The principle due under this bridge financing accrues interest at a rate of 6% per annum, compounded monthly, and is payable on demand following 90 days after the date the Norling Loan was executed.



In April 2015, Quarry Bay Capital LLC and another unrelated third party lender provided us with a demand notice for the repayment of demand loans advanced to us during 2012 through 2014. A total of \$198,000 and \$303,469 (CAD\$378,972) was outstanding under the loans at the time the demand notice was provided \$152,146 (CAD\$190,000) of the principal amount advanced accrues interest at a rate of 6% per annum, compounded monthly. The remaining principal amounts were advanced interest free. In April 2015, we made arrangements to pay \$100,000 of the total amounts outstanding (which amount has been paid), with the balance to be repaid in 90 days. We have not yet repaid the balance of the amount outstanding. In August 2015 we made additional arrangements with the lenders whereby we have agreed to repay the amounts owing in two equal installments, due September 26, 2015 and November 25, 2015 in consideration for an “extension fee” of \$10,000, which extension fee has been paid.

We did not generate sufficient cash flows from our operating activities to satisfy our cash requirements for the first and the second quarters of 2015. Our only significant source of financing during the six month period ended June 30, 2015 came from our loans from KFBV. The amount of cash that we have generated from our operations to date is significantly less than our current debt obligations, including our debt obligations under the First KF Loan and the Second KF Loan.

There is no assurance that we will be able to generate sufficient cash from our operations to repay the amounts owing under the First KF Loan and the Second KF Loan when due, or to service our other debt obligations. If we are unable to generate sufficient cash flow from our operations to repay the amounts owing when due, we may be required to raise additional financing from other sources, exercise our limited deferral rights under the terms of the First KF Loan and the Second KF Loan, or re-negotiate the terms of our debt obligations. Our ability to raise financing from sources is restricted under the terms of the First KF Loan Agreement and the Second KF Loan Agreement. Under the terms of those agreements, we may not incur additional debt financing (other than trade payables incurred in the ordinary course of business), sell any material assets, sell any of our equity securities as part of any transaction that would result in a change in control, or engage in any corporate reorganization while any amounts remain outstanding under those agreements without KFBV’s prior written consent.

Although Robert C. Kopple, the Chairman of our Board of Directors, is the principal of KFBV, there is no assurance that we will be able to obtain additional financing from KFBV, re-negotiate the terms of the First KF Loan or the Second KF Loan, or obtain KFBV’s consent to other financing alternatives, if needed.

## Cash Flows

	Six Months Ended	
	June 30,	
	2015	2014
Cash flows used in operating activities	\$ (1,321,690)	\$ (927,038)
Cash flows provided by financing activities	1,100,000	1,944,286
Cash flows used in investing activities	(11,354)	-
Effects of foreign currency exchange	(3,112)	-
Net increase (decrease) in cash during the period	\$ (236,156)	\$ 1,017,248

## Net Cash Used in Operating Activities

Net cash used in operating activities during the six month period ended June 30, 2015, was \$1,321,690. This cash was primarily used to cover our cash operating expenses of \$1,035,089 and increase our work in progress by \$187,267, which was associated with payments we made to our contractors for the manufacturing of the DSOX Systems as well as to acquire necessary parts and equipment. We also decreased our wages payable by \$41,476, and reduced our accrued liabilities and amounts due to related parties by \$29,519 and \$15,497, respectively. In addition, increases in our accounts receivable and prepaid expenses of \$19,672 and \$11,702, respectively, further increased our cash used in operations. These uses of cash were offset by a \$9,403 increase in accounts payable and \$9,130 in interest accrued on short-term notes and advances payable.

Net cash used in operating activities during the six months ended June 30, 2014, was \$927,038. This cash was primarily used to cover our cash operating expenses of \$1,534,081 and increase our work in progress by \$741,511, which was associated with payments we made to our contractors for the manufacturing of our first DSOX System for the LMS Project, as well as acquire necessary parts and equipment. In addition we used \$31,261 to reduce the amounts due to related parties and \$142,801 to reduce our accrued liabilities, which were in part associated with the reversal of royalty fees payable for the Teak Shield License. These uses of cash were offset by \$975,000 we received as a deposit for the Purchase and Services Agreement with DCL. The uses of cash were further offset by decrease in prepaid expenses of \$68,072, increase in our accounts payable of \$324,723 and increase in interest accrued on the notes and advances payable of \$155,060.

#### Non-cash transactions

During the six months ended June 30, 2015, our net income was further decreased by the following expenses that did not have any impact on cash used in operations:

- \$499,519 in stock-based compensation associated with the fair value of options to purchase up to 6,300,000 shares of our common stock we granted to our directors, officers and employees under our 2014 Stock Option Plan;
- \$13,515 in financing costs associated with legal fees to secure the First KF Loan and the Second KF Loan and \$36,281 accretion expense that resulted from the difference between the stated interest rate and implied interest rate we used to determine the fair value of the proceeds we received pursuant to the above loans; and
- \$4,530 in amortization expense we recorded on our testing and laboratory equipment.

The negative effects of the above non-cash transactions were offset by the following items:

- \$1,706,626 gain we recorded on the revaluation of the derivative liability associated with the warrants we issued to KF Business Ventures LP as consideration for the First KF Loan and the Second KF Loan. Pursuant to the guidance provided by ASC 815, the derivative liability must be revalued at each reporting period based on the value of the underlying variable on the specific date; since the price of our common stock at June 30, 2015 was significantly lower compared to the price at December 31, 2014 this resulted in gain on revaluation; and
- \$22,798 gain that resulted from foreign exchange fluctuations on Canadian Dollar denominated loans and advances we received.

During the six months ended June 30, 2014, our net loss was affected by the following items that did not have any impact on cash used in operations:

- \$136,313 accretion expense that resulted from the difference between stated interest rate and implied interest rate we used to determine the fair value of the proceeds we received pursuant to the First KF Loan Agreement;
- \$9,677,730 in non-cash consulting fees associated with the fair value of warrants to purchase up to 10,000,000 shares of our common stock issued to Mr. Norling as part of his Consulting Agreement with us;
- \$1,534,549 in amortization expense associated with our intangible assets as well as testing and laboratory equipment; and
- \$46,410 and \$844 in web design and loss on foreign exchange fluctuations on Canadian Dollar denominated loans and advances we received.

#### **Net Cash Provided by Financing Activities**

During the six months ended June 30, 2015, we received \$1,200,000 from KF Business Ventures LP ("KFBV") pursuant to our Second KF Loan Agreement. Robert C. Kopple, Chairman of our Board of Directors, is the principal of KFBV. During the same period we used \$100,000 to reduce our non-interest bearing loans with unrelated parties.

During the six months ended June 30, 2014, we received \$2,000,000 from KF Business Ventures LP, pursuant to our First KF Loan. In addition, we received an advance for the total of CAD\$50,000 (\$48,286) from an unrelated party. These financing activities were reduced by \$104,000 we paid to partially reduce interest we owed under the Acamar Loan Agreement we entered into on April 19, 2012.

#### First Loan Agreement with KF Business Ventures LP

On January 15, 2014, we entered into a binding letter agreement (the “Letter Agreement”) with KFBV, which was superseded by a formal definitive Loan Agreement signed on February 11, 2014, and further amended by that Amendment No. 1 to Loan Agreement dated March 10, 2014 and by that Amendment No. 2 to Loan Agreement dated September 8, 2014 (as amended, the “First KF Loan Agreement”). Under the First KF Loan Agreement, KFBV agreed to lend to us up to \$2,000,000 (the “First KF Loan”). Under the terms of the First KF Loan Agreement, we may not incur additional debt financing (other than trade payables incurred in the ordinary course of business), sell any material assets, sell any of our equity securities, which may result in a change in control, or engage in any corporate reorganization while any amounts remain outstanding under those agreements without KFBV’s prior written consent.

The First KF Loan accumulates interest at a rate of 10% per annum, compounded monthly, with the full principal plus interest due and payable on January 15, 2016. We may prepay the outstanding balance under the First KF Loan at any time in increments of not less than \$250,000.

As additional consideration for KFBV agreeing to loan us the funds and certain amendments made to the First KF Loan Agreement we issued to KFBV non-transferrable warrants for the purchase of up to 9,245,546 shares of our common stock as follows:

No. of Shares	Ex. Price	Expiration Date
2,450,000	\$0.50 per share	Jan. 15, 2016
4,454,546	\$0.50 per share	Jan. 15, 2018
2,350,000	\$0.50 per share	Jan. 15, 2019
<b>9,254,546</b>	<b>Total</b>	

The warrants issued to KFBV in connection with the First KF Loan may be exercised by way of a cashless exercise for a total of up to 4,627,273 shares of our common stock. If, at any time prior to the expiration date of these warrants, we issue additional shares of common stock, or options, warrants, convertible notes or similar rights to acquire shares of our common stock for a purchase, exercise or conversion price per share less than the exercise price of these warrants, the exercise price will be adjusted to equal such lower price.

We may extend the maturity date of the First KF Loan to January 15, 2017, by issuing to KFBV additional share purchase warrants equal to one-half of the outstanding principal and unpaid interest at January 15, 2016, with an initial exercise price of \$0.50 per share and expiring on September 1, 2021.

#### Second Loan Agreement with KF Business Ventures LP

On July 28, 2014, we entered into a second loan agreement (the “Second KF Loan Agreement”) with KFBV for an additional \$2,400,000. Advances under the Second KF Loan were conditional upon (1) our agreeing to amend the First KF Loan Agreement (see “*First Loan Agreement with KF Business Ventures LP*”); (2) our issuing to KFBV non-transferrable share purchase warrants for a total of 9,600,000 shares of our common stock, exercisable at a price of \$0.50 per share for a period expiring September 1, 2019, with cashless exercise rights for up to 4,800,000 shares; and (3) our agreeing with KFBV on a monthly budget for our Company. In addition, we agreed to appoint Robert C. Kopple, the principal of KFBV as Chairman of our Board of Directors. Under the terms of the First and Second KF Loan Agreements, we may not incur additional debt financing (other than trade payables incurred in the ordinary course of business), sell any material assets, sell any of our equity securities, which may result in a change in control, or engage in any corporate reorganization while any amounts remain outstanding under those agreements without KFBV’s prior written consent.





Amounts payable under the Second KF Loan Agreement accumulate interest at a rate of 10% per annum, compounded monthly and will become payable in full on January 15, 2016. We may extend the maturity date of the loan to January 15, 2017, by issuing the Lender additional share purchase warrants equal to one-half of the outstanding principal and unpaid interest at January 15, 2016, with an initial exercise price of \$0.50 per share and expiring on September 1, 2021.

As of June 30, 2015, we owed a total of \$4,795,706 to KFBV under the terms of the First KF Loan and the Second KF Loan, consisting of the full principal amount of all advances made to that date plus accrued interest thereon.

### **Net Cash Used in Investing Activities**

During the six month period ended June 30, 2015, we paid \$11,354 acquiring the necessary equipment for testing our DSOX Fuel Purification Systems. We did not have similar transactions during the same period in fiscal 2014.

### ***Going Concern***

The notes to our financial statements at June 30, 2015, disclose our uncertain ability to continue as a going concern. We were in the business of selling, marketing, distributing and installing global wireless tracking and telematics equipment in Europe until November 1, 2004, when we exchanged our rights to sell, market, distribute and install global wireless tracking and telematics equipment in Europe as well as specific assets and liabilities, for a royalty of 6% on future gross sales to qualified customers in Europe. This royalty agreement ends on October 31, 2015, which will end the revenue from this source. Our emission abatement technologies have begun generating revenue only recently. To date revenue related to these technologies has been limited to consulting on the use and implementation of these systems and conducting surveys on ships for the potential installation of our emission abatement systems.

We have accumulated a deficit of \$66,109,996 since inception and increased sales will be required to fund and support our operations. We plan to mitigate our losses in future years by controlling our operating expenses and actively seeking contracts for our emission abatement technologies. As of the date of this Quarterly Report we have been contracted to install a land-based DSOX Fuel Purification System for LMS Ship Management Inc. ("LMS"), install DSOX System on board a vessel operated by Magical Cruise Company, Limited ("DCL"), and entered into a Term Sheet Agreement for installation of two DSOX Systems for Prestige Cruise Holding Inc. Despite these contracts we cannot provide assurance that we will be successful in generating additional sales. In addition, we have yet to record revenue from our LMS and DCL contracts, since the installations of our DSOX System for LMS has been currently suspended and DSOX System installed onboard DCL vessel is going through the commissioning process; we also have no assurance that we will be able to record revenues from subsequent installations in the future. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

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

None.

### **CRITICAL ACCOUNTING POLICIES**

An appreciation of our critical accounting policies is necessary to understand our financial results. These policies may require management to make difficult and subjective judgments regarding uncertainties, and as a result, such estimates may significantly impact our financial results. The precision of these estimates and the likelihood of future changes depend on a number of underlying variables and a range of possible outcomes. Other than our accounting for our royalty revenue, our critical accounting policies do not involve the choice between alternative methods of accounting. We have applied our critical accounting policies and estimation methods consistently.

### ***Principals of Consolidation***

The unaudited consolidated interim financial statements include the accounts of Triton Emission Solutions Inc. and our wholly-owned subsidiaries, Ecolutions, Inc., and Triton Emission Solutions International AB. On consolidation, we eliminate all significant intercompany balances and transactions.



## ***Revenue Recognition***

### Royalty revenue

Royalty revenue is recognized when pervasive evidence of an agreement exists, when it is received or when the royalty income is determinable and collectability is reasonably assured.

### Survey and consulting revenue

Revenue is realized when the service has been provided, the income is determinable and collectability is reasonably assured.

### Revenue from the installation and servicing of the Fuel Purification Systems

Revenue is recognized using the completed contract method whereby revenue is only recognized when all the following conditions have been met: pervasive evidence of an agreement exists, when delivery of the product has occurred and title has transferred or services have been provided, and when collectability is reasonably assured.

Deposits received prior to the delivery of goods and services are recorded as unearned revenue.

## ***Accounts Receivable***

Receivables represent valid claims against debtors for royalties arising on or before the balance sheet date and are reduced to their estimated net realizable value. An allowance for doubtful accounts is based on an assessment of the collectability of all past due accounts. At June 30, 2015 and 2014, our allowance for doubtful accounts was \$0.

## ***Long-lived Assets***

In accordance with ASC 360, "Property, Plant, and Equipment", we tests our long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. We assess the recoverability based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount exceeds fair value.

## ***Equipment***

Equipment is stated at cost and is amortized over its estimated useful life on a straight-line basis over 5 years.

## ***Foreign Currency Translation and Transaction***

The functional currency for the parent company is the U.S. dollar, the functional currency for the Company's Swedish subsidiary is the Swedish krona. The Company translates assets and liabilities to U.S. dollars using exchange rates in effect at the reporting date, and translates revenues and expenses using average exchange rates during the period. Exchange gains and losses arising from the translation of foreign entity financial statements are included as a component of other comprehensive income or loss.

Transactions denominated in currencies other than the functional currency of the legal entity are re-measured to the functional currency of the legal entity at the exchange rates in effect on the date of a transaction. Any associated transactional currency re-measurement gains and losses are recognized in current operations.



### ***Foreign Exchange Risk***

We are subject to foreign exchange risk on our royalty and consulting revenue and some purchases which are denominated in Canadian dollars and/or Swedish kronor. Foreign currency risk arises from the fluctuation of foreign exchange rates and the degree of volatility of these rates relative to the U.S. dollar. Foreign exchange rate fluctuations may adversely impact our results of operations as exchange rate fluctuations on transactions denominated in currencies other than our functional currency result in gains and losses that are reflected in our Statement of Operations. To the extent the U.S. dollar weakens against foreign currencies, the translation of these foreign currency-denominated transactions will result in increased net revenue. Conversely, our net revenue will decrease when the U.S. dollar strengthens against foreign currencies. We do not believe that we have any material risk due to foreign currency exchange.

### ***Stock Options and other Share-based Compensation***

For equity awards, such as stock options, total compensation cost is based on the grant date fair value and for liability awards, such as stock appreciation rights, total compensation cost is based on the settlement value. We recognize the stock-based compensation expense for all awards over the service period required to earn the award, which is the shorter of the vesting period or the time period an employee becomes eligible to retain the award at retirement.

### ***Work in Progress***

Work in progress consists of cost of parts and equipment, as well as fees charged by external consultants required to build the Fuel Purification Systems and has been recorded at the lower of cost and net realizable value.

### ***Fair Value of Financial Instruments***

Our financial instruments include cash, accounts receivable, loan receivable, accounts payable, accrued liabilities, notes and advances payable, and amounts due to related parties. The fair values of these financial instruments approximate their carrying values due to their short maturities.

### ***Concentration of Credit Risk***

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash and trade accounts receivable.

At June 30, 2015, we had \$191,416 in cash on deposit with a large chartered Canadian bank, \$115,706 on deposit with large U.S. bank, and \$16,866 on deposit with Swedish bank. Of these deposits approximately \$311,066 was insured. As part of our cash management process, we perform periodic evaluations of the relative credit standing of these financial institutions. We have not experienced any losses in cash balances and do not believe we are exposed to any significant credit risk on our cash.

Accounts receivable consists of royalty and consulting income and is not collateralized. We continually monitor the financial condition of our customers to reduce the risk of loss. We routinely assess the financial strength of our sources of revenue income and as a consequence, concentration of credit risk is limited. At June 30, 2015, we had \$23,668 in accounts receivable outstanding, of which \$2,385 was attributable to our royalty revenue from WebTech, and \$21,283 - to consulting fees charged by our wholly owned subsidiary, Triton International.

### ***Recent Accounting Standards and Pronouncements***

Recent accounting pronouncements issued by the Financial Accounting Standards Board or other authoritative standards groups with future effective dates are either not applicable or are not expected to be significant to our financial statements.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not Applicable.

### **ITEM 4. CONTROLS AND PROCEDURES.**

In connection with the preparation of this Quarterly Report on Form 10-Q, an evaluation was carried out by our management, with the participation of our Chief Executive Officer and the Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act") as of June 30, 2015. Based on the evaluation, our management concluded, as of the end of the period covered by this report, that our disclosure controls and procedures were effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Securities and Exchange Commission's rules and forms.

During the quarter ended June 30, 2015, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. LEGAL PROCEEDINGS.**

None.

### **Item 1A. RISK FACTORS.**

The following are certain risk factors that could affect our business, financial position, results of operations or cash flows. These risk factors should be considered along with the forward-looking statements contained in this Quarterly Report on Form 10-Q because these factors could cause our actual results or financial condition to differ materially from those projected in forward-looking statements. The following discussion is not an all-inclusive listing of risks, although we believe these are the more material risks that we face. If any of the following occur, our business, financial position, results of operations or cash flows could be negatively affected. We caution the reader to keep these risk factors in mind and refrain from attributing undue certainty to any forward-looking statements, which speak only as of the date of this Quarterly Report.

**We have earned only limited revenues from the sale of products or services related to the DSOX-15, DSOX-20 and other technologies.**

Our current principal business focus is on the research, development and marketing of products and services related to the DSOX Technology. However, our efforts in this area are in the development stage and we have earned only limited revenues related to this product. There is also no assurance that we will be able to earn revenues from this businesses line in the future.

**Although we have entered into sales contracts for our Emission Technologies, we have not yet obtained certification that our DSOX Systems meet current MEPC standards.**

Although we have entered into sales contracts with LMS and DCL, and have a term sheet agreement with Prestige, for the installation of our DSOX Systems, and we have completed installation of our DSOX System on board a DCL vessel, we have not yet obtained certification that our DSOX System installed on board the DCL vessel meets current MEPC standards. In addition, we have temporarily suspended the installation of our DSOX System for LMS. As a result, we have not yet recorded revenue from the sale of these products, and there is no assurance that the emission abatement systems installed by us will obtain certification under Current MEPC Standards.





**Flag Ship Approval under Regulation 4 of Marpol Annex VI is made on a ship by ship basis.**

The approval of the emission abatement technologies is made on a ship by ship basis and it is very difficult to receive a type approval for the system prior to installation. We cannot guarantee that our DSOX Systems and future installations of the exhaust scrubbers will receive type approval. Failure to receive type approval on future installations could have a significant material impact on the financial results of our Company.

**Changes in government policies, regulations and laws could adversely affect our financial results.**

We expect the majority of our future revenue to come from sales of our DSOX-20 Fuel Purification System, and our newly developed exhaust gas scrubber Njord, which are heavily dependent on current and future IMO Regulations being enforced by international signatories to MARPOL Annex VI. Currently the United States, Canada and the E.U. have Emission Control Area's (ECA) in place that apply stringent engine emission standards and fuel sulfur limits to ships that operate in these ECA's as set under MARPOL Annex VI. While sulfur oxide limit restrictions in these ECA's have been reduced to the expected 0.1% by mass limit on January 1, 2015, there can be no assurance that the additional reductions in limits will continue to occur as scheduled. A change in the current and upcoming IMO regulations could have a significant material impact on our financial results.

**Unforeseen complications during the installation of our DSOX and Njord Systems can potentially halt ships operation, which could adversely affect our sales, results of operations or cash flows, as well as increase potential for lawsuits filed against us.**

Our DSOX Fuel Purification System as well as our exhaust gas scrubber, Njord, can be installed on a ship without disruption to the ship's operations. The DSOX-20 can also be bypassed if needed, reducing the potential operational impact in case of any technical issues. However, if the planning and/or execution of the installation process have flaws, we can face a situation where the ship's operation may have to be halted in order to complete installation. Depending on the type of ship and its machinery, this risk can be mitigated by scheduling the operation of a different engine. However, if the alternative engine is not available, or if bypassing our DSOX System is not possible, we will have no choice but to stop the operation of the ship.

**We have a lack of operating history in the emission abatement industry and there is no assurance that our business efforts in this industry will be successful.**

Although our Board of Directors and Executive Officers have extensive business experience and relevant experience in the emission abatement industry, some of our competitors may have top management with greater experience in the emission abatement industry. They may also have greater financial resources than we do at this time. We intend to continue attracting experienced management, sales and consulting teams to develop our business and our products. However, since we have no history of earning revenue in this business line, there is no assurance that our business efforts will prove successful.

**Our royalty agreement with WebTech Wireless ("WebTech") expires on October 31, 2015.**

From November 2004 up to the date of the filing of this Quarterly Report, our primary source of revenue was from royalties received from WebTech on the sale of global wireless tracking and telematics equipment from qualified customers. However, our royalty agreement with Webtech is scheduled to expire on October 31, 2015, which will stop the cash flow from this source. Should we be unable to realize revenue from the sale of our emission abatement technologies, our operations will become completely reliant on our ability to generate funds through the equity and debt financing.

**Inability to protect and enforce our intellectual property rights could adversely affect our financial results.**

Intellectual property rights, including patents, trade secrets, confidential information, trademarks, tradenames and other forms of trade dress, are important to our business. We endeavor to protect our intellectual property rights in jurisdictions in which our products are produced or used and in jurisdictions into which our products are imported. However, we may be unable to obtain protection for our intellectual property in key jurisdictions. We have designed and implemented internal controls to restrict access to and distribution of our intellectual property. Despite these precautions, our intellectual property is vulnerable to unauthorized access through employee error or actions, theft and cybersecurity incidents, and other security breaches.



**Demand for and supply of our products and services may be adversely affected by several factors, some of which we cannot predict or control, that could adversely affect our financial position, results of operations or cash flows.**

The demand for our products and services could be affected by several factors, including:

- economic downturns in the markets in which we sell our products;
- competition from other products;
- changes in customer preferences;
- product obsolescence or technological changes that render our products less desirable to use or more expensive to produce;
- changes in environmental regulations that may make our products illegal to sell and distribute in their present form; and
- inability of our suppliers to obtain materials used in production due to factors such as work stoppages, shortages or supplier plant shutdowns.

If any of these events occur, the demand for and supply of our products and services could suffer, which could have a material adverse effect on our financial position, results of operations and cash flows.

**Current and future disruptions in the global credit and financial markets could limit our access to financing, which could negatively impact our business.**

Domestic and foreign credit and financial markets have experienced extreme disruption in the past seven years, including volatility in security prices, diminished liquidity and credit availability, declining valuations of certain investments and significant changes in the capital and organizational structures of certain financial institutions. We are unable to predict the likely duration and severity of the continuing disruption in the credit and financial markets or of any related adverse economic conditions. These market conditions may limit our ability to access the capital necessary to grow and maintain our business. Accordingly, we may be forced to delay raising capital, issue shorter tenors than we prefer or pay unattractive interest rates, which could increase our interest expense, decrease our profitability and significantly reduce our financial flexibility. Overall, our results of operations, financial condition and cash flows could be materially adversely affected by the disruptions in the global credit and financial markets.

**The global economic downturn may have a negative effect on our business and operations.**

The global economic downturn has caused a general tightening in the credit markets, lower levels of liquidity, increases in the rates of default and bankruptcy, and lower business spending, all of which may have a negative effect on our business, results of operations, financial condition and liquidity. Potential customers may be unable to fund purchases or may decide to reduce purchases or inventories or may cease to continue in business. In addition, our suppliers may not be able to supply us with needed raw materials on a timely basis, may increase prices or go out of business, which could result in our inability to meet customer demand or could affect our gross margins.

The timing, strength or duration of any recovery in the global economic markets remains uncertain, and there can be no assurance that market conditions will improve in the near future or that our results will not continue to be materially and adversely affected. Such conditions make it very difficult to forecast operating results, make business decisions and identify and address material business risks. There can be no assurance that the economy and our operating results will continue to improve, that the economy will not experience another significant downturn. In such an event, our operating results, financial condition and business could be adversely affected.

The agreements governing our debt contain various covenants that limit our ability to take certain actions, failure to comply with which could have a material adverse effect on us.

The agreements governing our senior secured term loan contain a number of covenants that, among other things, limit our ability to: transfer or sell all or substantially all of our assets or make certain other restricted payments. Any future refinancing of the term loan is likely to contain similar restrictive covenants.



**Our Chief Technical Officer, Senior Vice President of Business Development and Chairman of our Board each hold a significant amount of our outstanding Common Stock. Together, they hold approximately 58% of our common stock and are able to exert considerable influence over our actions.**

Rasmus Norling, a director and our Chief Technical Officer and President, and Mitchell Miller, a director and our Senior Vice President of Business Development, each own approximately 23.1% of our outstanding common stock. Robert C. Kopple, Chairman of our Board of Directors, owns approximately 11.8% of our outstanding common stock. Mr. Kopple and Mr. Norling also own a significant number of warrants and options to purchase additional shares of our common stock, further increasing the number of shares beneficially owned by our executive officers and members of our Board of Directors. In addition, Mr. Kopple is the principal of KF Business Ventures, LP, our principal creditor, which has loaned to us a total of \$4,400,000 under the First KF Loan and the Second KF Loan.

Our executive officers and directors have the power to exert considerable influence over our actions and the outcome of matters on which our stockholders are entitled to vote, including the election of directors and other significant corporate actions. The interests of Mr. Norling, Mr. Miller and Mr. Kopple may be different from the interests of our shareholders.

**The loss of key members of our senior management team could disrupt the management of our business.**

We believe that our success depends on the continued contributions of the members of our senior management team, including Mr. Rasmus Norling, our Chief Technical Officer and one of our principal stockholders. The loss of Mr. Norling's services could impair our ability to identify and secure new customer contracts, to maintain good customer relationships and to otherwise manage our business, which could have a material adverse effect on our financial performance and our ability to compete.

**We are subject to risks associated with selling our products internationally.**

Our non-domestic sales efforts are subject to varying degrees of regulation in each of the foreign jurisdictions in which we may seek to provide services. Local laws and regulations, and their interpretation and enforcement, differ significantly among those jurisdictions, and can change significantly over time. Future regulatory, judicial and legislative changes or interpretations may have a material adverse effect on our ability to deliver services in foreign jurisdictions.

In addition to these international regulatory risks, some of the other risks inherent in conducting business internationally include:

- economic, political and social instability;
- currency restrictions and exchange rate fluctuations;
- potential submission to the jurisdiction of a foreign court or arbitration panel;
- import and export quotas;
- longer payment cycles and problems collecting accounts receivable;
- potential vessel seizure, terrorist attacks, piracy, kidnapping, the expropriation of assets and other governmental acts;
- pandemics or epidemics that disrupt worldwide trade or the movement of vessels;
- additional U.S. and other regulation of non-domestic operations, including regulation under the Foreign Corrupt Practices Act as well as other anti-corruption laws; and
- the imposition of unanticipated or increased taxes, increased environmental and safety regulations or other forms of public and governmental regulation that increase our operating expenses.

Many of these risks are beyond our control, and we cannot predict the nature or the likelihood of the occurrence or corresponding effect of any such events, each of which could have an adverse effect on our financial condition and results of operations.

**As of June 30, 2015, we owed approximately \$4,795,706 under the terms of the First KF Loan and the Second KF Loan. In addition to these amounts, we have other significant short term liabilities. There is no assurance that we will be able to service our debt obligations when due.**

We have generated only limited cash from our operations to date. The amount of cash that we have generated from our operations to date is significantly less than our current debt obligations. There is no assurance that we will be able to generate sufficient cash from our operations to repay the amounts owing under the First KF Loan and the Second KF Loan when due, or to service our other debt obligations. If we are unable to generate sufficient cash flow from our operations to repay the amounts owing when due, we may be required to raise additional financing from other sources, exercise our limited deferral rights under the terms of the First KF Loan and the Second KF Loan, or re-negotiate the terms of our debt obligations.

We have not raised significant financing from any sources other than the First KF Loan and the Second KF Loan and our bridge financing with Mr. Rasmus Norling, and there is no assurance that we will be able to raise additional financing in the future in amounts sufficient to repay our obligations under these loans or on commercially reasonable terms. In addition, our ability to raise financing from other sources is restricted under the terms of the First KF Loan Agreement and the Second KF Loan Agreement. Under the terms of the KF Loan Agreements, we may not incur additional debt financing (other than trade payables incurred in the ordinary course of business), sell any material assets, sell any of our equity securities, which could potentially result in a change in control, or engage in any corporate reorganization while any amounts remain outstanding under those agreements without the prior written consent from the lender, KF Business Ventures, LP ("KFBV").

As of June 30, 2015, we owed a total of \$4,795,706 to KFBV under the terms of the First KF Loan and the Second KF Loan, consisting of the full principal amount of all advances made to that date plus accrued interest thereon. Outstanding principal plus interest under the First KF Loan and the Second KF Loan is due on January 15, 2016. We may extend the maturity date for these loans by one year to January 15, 2017, provided that we issue additional share purchase warrants to KFBV in an amount equal to one-half of the outstanding principal plus interest with an initial exercise price of \$0.50 per share and expiring on September 1, 2021. Exercising this deferral right could significantly dilute the interests of our existing stockholders.

If we are unable to pay our debt obligations when due, we may need to seek to re-negotiate the terms of our debt obligations. Although Robert C. Kopple, the Chairman of our Board of Directors, is the principal of KFBV, there is no assurance that we will be able to re-negotiate the terms of the First KF Loan or the Second KF Loan if necessary. If we are unable to pay our debt obligations when due and we are subsequently unable to re-negotiate the terms of our debt obligations, our business could fail and our investors could lose their investment.

**Because our stock is a penny stock, stockholders will be more limited in their ability to sell their stock.**

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or quotation system.

Because our securities constitute "penny stocks" within the meaning of the rules, the rules apply to us and to our securities. The rules may further affect the ability of owners of shares to sell our securities in any market that might develop for them. As long as the quotation price of our common stock is less than \$5.00 per share, the common stock will be subject to Rule 15c-9 under the Exchange Act. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that:

- contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading;
- contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements of securities laws;
- contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price;
- contains a toll-free telephone number for inquiries on disciplinary actions;
- defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and
- contains such other information and is in such form, including language, type, size and format, as the SEC shall require by rule or regulation.



The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with: (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that, prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our stock.

*FOR ALL OF THE AFORESAID REASONS AND OTHERS SET-FORTH AND NOT SET-FORTH HEREIN, AN INVESTMENT IN OUR SECURITIES INVOLVES A CERTAIN DEGREE OF RISK. ANY PERSON CONSIDERING TO INVEST IN OUR SECURITIES SHOULD BE AWARE OF THESE AND OTHER FACTORS SET-FORTH IN THIS REPORT AND IN THE OTHER REPORTS AND DOCUMENTS THAT WE FILE FROM TIME TO TIME WITH THE SEC AND SHOULD CONSULT WITH HIS/HER LEGAL, TAX AND FINANCIAL ADVISORS PRIOR TO MAKING AN INVESTMENT IN OUR SECURITIES. AN INVESTMENT IN OUR SECURITIES SHOULD ONLY BE ACQUIRED BY PERSONS WHO CAN AFFORD TO LOSE THEIR TOTAL INVESTMENT.*

## **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

None.

## **ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

## **ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

## **ITEM 5. OTHER INFORMATION.**

### Option Grants to Employees

During the interim period ended June 30, 2015, we granted options to purchase a total of up to 700,000 shares of our common stock to an employee of our Company and employees of Triton International. The options are exercisable at a price of \$0.50 per share and vest at various dates over the next twelve months expiring 5 years following the respective vesting date. Exercise of the options is contingent on the availability of an applicable exemption from the registration and prospectus exemptions of applicable securities laws.

## **ITEM 6. EXHIBITS.**

The following exhibits are either provided with this Quarterly Report or are incorporated herein by reference:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	Articles of Incorporation.(1)
3.2	Certificate of Amendment to Certificate of Incorporation - Name Change to Artescope Inc.(1)
3.3	Certificate of Amendment to Certificate of Incorporation - Name Change to GlobeTrac Inc.(2)
3.4	Certificate of Amendment to Certificate of Incorporation - Name Change to Poly Shield Technologies Inc.(7)
3.5	Certificate of Amendment to Certificate of Incorporation - Name Change to Triton Emission Solutions Inc.(29)
3.6	Bylaws.(1)





**Exhibit****Number Description of Exhibit**

10.1	Termination and Transfer Agreement dated for reference November 1, 2004, among the Company, Global Axxess Corporation Limited, WebTech Wireless International and WebTech Wireless Inc.(3)
10.4	Technology License Agreement with Option to Purchase dated March 12, 2012, between the Company, Teak Shield Corp., and Robert and Marion Diefendorf.(4)
10.5	Loan Agreement dated April 19, 2012, between GlobeTrac Inc. and Acamar Investments Inc.(5)
10.6	Acamar Promissory Note dated April 19, 2012, given the Company in favor of Acamar Investments, Inc.(5)
10.7	Security Agreement dated April 19, 2012, granted by GlobeTrac Inc. in favor of Acamar Investments Inc.(5)
10.8	Loan Agreement dated June 29, 2012, in respect of the principal sum of CDN \$40,000 between the Company and Quarry Bay Capital LLC.(6)
10.9	Loan Agreement dated June 29, 2012, in respect of the principal sum of CDN \$100,000 between the Company and Quarry Bay Capital LLC.(6)
10.10	Loan Agreement dated June 29, 2012, in respect of the principal sum of CDN \$50,000 between the Company and Quarry Bay Capital LLC.(6)
10.11	Extension letter dated October 17, 2012, from Acamar Investments, Inc.(7)
10.12	Amendment No. 1 to Loan Agreement and Promissory Note dated November 16, 2012, between the Company and Acamar Investments, Inc.(8)
10.13	Employment Agreement between Rasmus Norling and Poly Shield Technologies Inc. dated December 1, 2012.(9)
10.14	U.S. Patent Assignment Agreement dated January 12, 2013, between Rasmus Norling and Poly Shield Technologies Inc. (10)
10.15	European Patent Assignment Agreement dated January 12, 2013, between Rasmus Norling and Poly Shield Technologies Inc.(10)
10.16	Share Purchase Agreement dated January 31, 2013, between Rasmus Norling and Poly Shield Technologies Inc.(11)
10.17	Collaboration Agreement dated November 15, 2012, between Ecolutions, Inc. and Green Tech Marine AS.(11)
10.18	Master Distributor Agreement dated November 15, 2012, between Ecolutions, Inc. and Green Tech Marine AS.(11)
10.19	License Agreement dated November 15, 2012, between Ecolutions, Inc. and Green Tech Marine AS.(11)
10.20	Share Purchase Agreement dated April 8, 2013, between J. Douglas Faulkner and Poly Shield Technologies Inc.(12)
10.21	Sales and Purchase Agreement dated July 18, 2013 between LMS Shipmanagement, Inc. and Poly Shield Technologies Inc.(13)
10.22	Purchase and sale Agreement dated August 16, 2013 between Prestige Cruise Holdings, Inc., and Poly Shield Technologies Inc.(14)
10.23	Divestiture and Share Purchase Agreement amongst Octavio Viveros, New World Technologies Group, Inc., and Poly Shield Technologies Inc. dated effective as of December 2, 2013.(15)
10.24	Addendum to December 1, 2012 Employment Agreement, dated effective as of December 30, 2013.(16)
10.25	Letter Agreement dated January 15, 2014 between Poly Shield Technologies Inc. and KF Business Ventures, LP.(17)
10.26	Loan Agreement dated as of January 15, 2014 between Poly Shield Technologies Inc. and KF Business Ventures, LP.(18)
10.27	Addendum No. 2 to December 1, 2012 Employment Agreement, dated effective as of February 28, 2014.(19)
10.28	Technology Transfer Agreement between Paer Tomas Rasmus Norling and Poly Shield Technologies Inc. dated effective as of March 10, 2014.(20)
10.29	Management Consulting Agreement between Paer Tomas Rasmus Norling and Poly Shield Technologies Inc. dated effective as of March 10, 2014.(20)
10.30	Amendment No. 1 to Loan Agreement between Poly Shield Technologies Inc. and KF Business Ventures, LP dated effective as of March 10, 2014.(20)

**Exhibit****Number Description of Exhibit**

10.31	Purchase and Services Agreement between Magical Cruise Company, Limited and Poly Shield Technologies Inc. dated effective as of April 15, 2014.(21)
10.32	Loan Agreement and Promissory Note dated April 17, 2014 between Poly Shield Technologies Inc. and New World Technologies Group Inc.(22)
10.33	Loan Agreement and Promissory Note dated May 22, 2014 between Poly Shield Technologies Inc. and New World Technologies Group Inc.(22)
10.34	Loan Agreement and Promissory Note dated June 30, 2014 between Poly Shield Technologies Inc. and New World Technologies Group Inc.(22)
10.35	Amended and Restated Technology License Agreement among Poly Shield Technologies Inc., Teak Shield Corp., Marion Diefendorf and the Estate of Robert Diefendorf entered into on June 24, 2014.(22)
10.36	Management Consulting Agreement between Joao da Costa and Poly Shield Technologies Inc. dated effective as of June 25, 2014.(23)
10.37	Management Consulting Agreement between Mitchell Reed Miller and Poly Shield Technologies Inc. dated effective as of June 25, 2014.(23)
10.38	Loan Agreement between Poly Shield Technologies Inc. and KF Business Ventures, LP dated July 28, 2014.(24)
10.39	Management Consulting Agreement between Robert Lipp and Triton Emission Solutions Inc. dated effective as of September 3, 2014.(25)
10.40	Amendment No. 2 to that Loan Agreement dated January 15, 2014 between the Triton Emission Solutions Inc. and KF Business Ventures LP dated effective July 29, 2014.(26)
10.41	2014 Stock Option Plan(26)
10.42	Non-Qualified Stock Option Agreement for Robert C. Kopple dated September 8, 2014(26)
10.43	Amendment No. 1 to Sales and Purchase Agreement dated as of January 12, 2015 between LMS Shipmanagement, Inc. and Triton Emission Solutions Inc.(27)
10.44	Employment Agreement dated March 6, 2015, and effective as of March 23, 2015, between Anders Aasen and Triton Emission Solutions Inc.(28)
10.45	Loan Agreement dated July 28, 2015, in respect of the principal sum of \$200,000 between the Company and Paer Tomas Rasmus Norling.(30)
14.1	Code of Ethics.(2)
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

**Notes:**

- (1) Filed as an exhibit to our Registration statement on Form SB-2 filed on August 2, 2001.
- (2) Filed as an exhibit to our Quarterly Report on Form 10-QSB filed on April 15, 2003.
- (3) Filed as an exhibit to our Current Report on Form 8-K filed on November 14, 2005.
- (4) Filed as an exhibit to our Current Report on Form 8-K filed on March 16, 2012.
- (5) Filed as an exhibit to our Current Report on Form 8-K filed on April 23, 2012.
- (6) Filed as an exhibit to our Current Report on Form 8-K filed on July 13, 2012.
- (7) Filed as an exhibit to our Current Report on Form 8-K filed on November 6, 2012.
- (8) Filed as an exhibit to our Current Report on Form 8-K filed on December 7, 2012.
- (9) Filed as an exhibit to our Current Report on Form 8-K filed on December 11, 2012.
- (10) Filed as an exhibit to our Current Report on Form 8-K filed on January 17, 2013.
- (11) Filed as an exhibit to our Current Report on Form 8-K filed on February 6, 2013.
- (12) Filed as an exhibit to our Quarterly Report on Form 10-Q filed on May 14, 2013.
- (13) Filed as an exhibit to our Current Report on Form 8-K filed on July 24, 2013.



- (14) Filed as an exhibit to our Current Report on Form 8-K filed on August 22, 2013.
- (15) Filed as an exhibit to our Current Report on Form 8-K filed on December 9, 2013.
- (16) Filed as an exhibit to our Current Report on Form 8-K filed on January 3, 2014.
- (17) Filed as an exhibit to our Current Report on Form 8-K filed on January 17, 2014.
- (18) Filed as an exhibit to our Current Report on Form 8-K filed on February 18, 2014.
- (19) Filed as an exhibit to our Current Report on Form 8-K filed on March 3, 2014.
- (20) Filed as an exhibit to our Current Report on Form 8-K filed on March 11, 2014.
- (21) Filed as an exhibit to our Current Report on Form 8-K filed on April 17, 2014.
- (22) Filed as an exhibit to our Quarterly Report on Form 10-Q filed on August 14, 2014.
- (23) Filed as an exhibit to our Current Report on Form 8-K filed on July 1, 2014.
- (24) Filed as an exhibit to our Current Report on Form 8-K filed on August 1, 2014.
- (25) Filed as an exhibit to our Current Report on Form 8-K filed on September 9, 2014.
- (26) Filed as an exhibit to our Current Report on Form 8-K filed on September 12, 2014.
- (27) Filed as an exhibit to our Current Report on Form 8-K filed on January 26, 2015.
- (28) Filed as an exhibit to our Current Report on Form 8-K filed on March 12, 2015.
- (29) Filed as an exhibit to our Current Report on Form 8-K filed on August 27, 2014.
- (30) Filed as an exhibit to our Current Report on Form 8-K filed on August 3, 2015.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### TRITON EMISSION SOLUTIONS INC.

Date: August 17, 2015

By: /s/ Anders Aasen

**ANDERS AASEN**

Chief Executive Officer

(Principal Executive Officer)

Date: August 17, 2015

By: /s/ John da Costa

**JOHN DA COSTA**

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

**TRITON EMISSION SOLUTIONS INC.  
CERTIFICATIONS PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anders Aasen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ending June 30, 2015 of Triton Emission Solutions 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 17, 2015

/s/ Anders Aasen

Anders Aasen

Chief Executive Officer

**TRITON EMISSION SOLUTIONS INC.  
CERTIFICATIONS PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, John da Costa, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ending June 30, 2015 of Triton Emission Solutions 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 17, 2015

/s/ John da Costa

John da Costa

Chief Financial Officer



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

In connection with the Quarterly Report of Triton Emission Solutions Inc. (the "Company") on Form 10-Q for the period ending June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Anders Aasen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) 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 the Company.

Dated: August 17, 2015

/s/ Anders Aasen

Anders Aasen

Chief Executive Officer

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

In connection with the Quarterly Report of Triton Emission Solutions Inc. (the "Company") on Form 10-Q for the period ending June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John da Costa, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) 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 the Company.

Dated: August 17, 2015

/s/ John da Costa

John da Costa

Chief Financial Officer