

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Triton Emission Solutions Inc.

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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 **March 31, 2016**

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

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

Accelerated filer

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 May 13, 2016, the Registrant had 88,170,005 shares of common stock outstanding.

Table of Contents

<u>Part I - Financial Information</u>	1
<u>Item 1. Financial Statements.</u>	1
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.</u>	2
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk.</u>	12
<u>Item 4. Controls and Procedures.</u>	12
<u>Part II - Other Information</u>	13
<u>Item 1. Legal Proceedings.</u>	13
<u>Item 1A. Risk Factors.</u>	13
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.</u>	18
<u>Item 3. Defaults Upon Senior Securities.</u>	18
<u>Item 4. Mine Safety Disclosures.</u>	18
<u>Item 5. Other Information.</u>	18
<u>Item 6. Exhibits.</u>	19
<u>Signatures</u>	22

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

The accompanying unaudited consolidated 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 month period ended March 31, 2016 are not necessarily indicative of the results that can be expected for the year ending December 31, 2016.

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
(EXPRESSED IN US DOLLARS)

	March 31, 2016	December 31, 2015
	(Unaudited)	
ASSETS		
Current assets		
Cash	\$ 337,124	\$ 112,138
Accounts receivable	6,100	27,111
Prepays	63,258	46,776
Loan receivable	300,000	1,200,000
Work in progress	529,221	559,789
	1,235,703	1,945,814
Equipment	29,937	32,578
	\$ 1,265,640	\$ 1,978,392
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ 132,471	\$ 112,449
Accrued liabilities	62,292	75,304
Wages payable	6,902	30,467
Unearned revenue	2,075,000	2,075,000
Notes and advances payable	941,728	1,063,420
Due to related parties	27,684	40,486
Derivative liabilities - warrants	376,988	945,962
Derivative liability - conversion feature	1,721,132	2,335,498
Loans payable	2,533,648	-
	7,877,845	6,678,586
Long-term loans	-	2,003,049
Total liabilities	7,877,845	8,681,635
Stockholders' deficit		
Common stock \$0.001 par value, 200,000,000 common shares authorized, 88,170,005 issued and outstanding at March 31, 2016 (December 31, 2015 - 88,145,005)	88,170	88,145
Obligation to issue shares	46,410	46,410
Additional paid in capital	63,164,417	63,045,602
Accumulated deficit	(69,918,172)	(69,890,583)
Accumulated other comprehensive income	6,970	7,183
	(6,612,205)	(6,703,243)
	\$ 1,265,640	\$ 1,978,392

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

TRITON EMISSION SOLUTIONS INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(EXPRESSED IN US DOLLARS)
(Unaudited)

	Three months ended March 31,	
	2016	2015
Consulting revenue	\$ 22,006	\$ 13,467
Royalty revenue	-	1,692
Total revenues	22,006	15,159
Amortization	2,641	2,052
General and administrative expenses	559,376	462,419
Research and development	8,734	44,899
Loss before other items	(548,745)	(494,211)
Other items		
Accretion expense	(527,179)	(3,965)
Change in fair value of derivative liabilities	1,183,340	808,460
Interest	(17,415)	(9,329)
Stock-based compensation	(117,590)	(275,921)
Net income (loss)	(27,589)	25,034
Foreign exchange translation	(213)	(1,826)
Comprehensive income (loss)	\$ (27,802)	\$ 23,208
Net income (loss) per share - basic and diluted	\$ (0.00)	\$ 0.00
Weighted average number of shares outstanding - basic	88,152,423	88,095,005
Weighted average number of shares outstanding - diluted	88,152,423	88,355,531

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

TRITON EMISSION SOLUTIONS INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
(EXPRESSED IN US DOLLARS)
(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, 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	-	-	-	275,921	-	-	275,921
Net income for the period ended March 31, 2015	-	-	-	-	25,034	-	25,034
Translation to reporting currency	-	-	-	-	-	(1,826)	(1,826)
Balance at March 31, 2015	88,095,005	88,095	46,410	62,600,370	(66,225,452)	9,620	(3,480,957)
Fair value of stock-based compensation	-	-	-	428,619	-	-	428,619
Fair value of warrants issued for investor relation services	-	-	-	12,163	-	-	12,163
Shares issued for investor relation services	50,000	50	-	4,450	-	-	4,500
Net loss for the period ended December 31, 2015	-	-	-	-	(3,665,131)	-	(3,665,131)
Translation to reporting currency	-	-	-	-	-	(2,437)	(2,437)
Balance at December 31, 2015	88,145,005	88,145	46,410	63,045,602	(69,890,583)	7,183	(6,703,243)
Fair value of stock-based compensation	-	-	-	117,590	-	-	117,590
Shares issued for investor relation services	25,000	25	-	1,225	-	-	1,250
Net loss for the period ended March 31, 2016	-	-	-	-	(27,589)	-	(27,589)
Translation to reporting currency	-	-	-	-	-	(213)	(213)
Balance at March 31, 2016	88,170,005	88,170	46,410	63,164,417	(69,918,172)	6,970	(6,612,205)

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

TRITON EMISSION SOLUTIONS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(EXPRESSED IN US DOLLARS)
(Unaudited)

	Three Months Ended March 31,	
	2016	2015
Cash flows used in operating activities		
Net income (loss)	\$ (27,589)	\$ 25,034
Non-cash items		
Accretion expense	527,179	3,965
Amortization	2,641	2,052
Interest expense	3,420	4,839
Foreign exchange loss (gain)	14,313	(27,663)
Gain on change in fair value of derivative liability	(1,183,340)	(808,460)
Investor relations fees, non-cash	1,250	-
Stock-based compensation	117,590	275,921
Changes in operating assets and liabilities		
Accounts receivable	21,157	(6,351)
Prepays	(16,418)	10,681
Work in progress	30,528	(113,375)
Accounts payable	15,541	(31,932)
Accrued liabilities	(13,049)	33,384
Wages payable	(23,853)	(37,201)
Due to related parties	(12,784)	(6,764)
Accrued interest	13,995	4,490
Net cash used in operating activities	(529,419)	(671,380)
Cash flows from financing activities		
Long-term loan	900,000	900,000
Repayment of notes payable	(150,000)	-
Net cash provided by financing activities	750,000	900,000
Effects of foreign currency exchange	4,405	(1,826)
Net increase in cash	224,986	226,794
Cash, beginning	112,138	560,144
Cash, ending	\$ 337,124	\$ 786,938
Cash paid for:		
Income tax	\$ -	\$ -
Interest	\$ -	\$ -

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

TRITON EMISSION SOLUTIONS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2016
(Unaudited)

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 (the "DSOX") and Njord Exhaust Gas Scrubber (the "Njord") 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, 2015. 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 months ended March 31, 2016, are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. 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, 2015, 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.

During the period ended March 31, 2016, the Company adopted ASU 2015-03 Guidance on Presentation of Debt Issuance Costs issued by the Financial Accounting Standards Board ("FASB") and started recognizing financing costs associated with loans received as a direct deduction from the face amount of the loans. The amortization of the financing costs is being reported as interest expense. The Company reclassified its prior period balances to conform to the current period's presentation.

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, other than notes payable to related parties and KF Business Ventures loans (Notes 4 and 5), at March 31, 2016 and December 31, 2015:

	March 31, 2016	December 31, 2015
Due to a company controlled by the Chief Financial Officer ("CFO")	\$ 703	\$ 703
Due to the Chief Executive Officer ("CEO")	11,988	10,490
Due to the President and Chief Technical Officer ("CTO")	14,798	14,798
Due to the former Vice President ("VP") of Engineering	195	195
Due to the CEO and President of Subsidiary	--	14,300
Due to related parties	\$ 27,684	\$ 40,486

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

The Company incurred the following expenses with related parties:

	March 31, 2016	March 31, 2015
Salary paid to the CEO	\$ 67,500	\$ 7,159
Fair value of options issued to the CEO (Note 6)	35,093	156,971
Administrative fees incurred to a company controlled by the CFO	45,000	22,500
Management fees incurred to the CFO	--	22,500
Salary paid to the President and CTO	67,500	67,500
Fair value of options issued to a Director and Chairman (Note 6)	79,371	114,098
Salary paid to the Senior VP of Business Development	67,500	67,500
Salary paid to the former VP of Engineering	21,000	35,001
Salary paid to the President and CEO of the Subsidiary	26,105	27,882
Fair value of options issued to the President and CEO of the Subsidiary (Note 7)	--	4,852
Total transactions with related parties	\$ 409,069	\$ 525,963

NOTE 3 - EQUIPMENT

Amortization schedule for the equipment:

	March 31, 2016	December 31, 2015
Beginning of period	\$ 32,578	\$ 31,093
Additions	--	11,354
Amortization	(2,641)	(9,869)
End of period	\$ 29,937	\$ 32,578

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

NOTE 4 - NOTES AND ADVANCES PAYABLE

The tables below summarize the short-term loans outstanding as at March 31, 2016 and December 31, 2015:

As at March 31, 2016				
	Principal Outstanding	Interest Rate per Annum	Accrued Interest	Total
	\$ 27,000	8%	\$ 10,810	\$ 37,810
	49,500	7%	22,920	72,420
	146,481	6%	37,879	184,360
	26,942	0%	--	26,942
	600,000	6%	20,196	620,196
	\$ 849,923		\$ 91,805	\$ 941,728

As at December 31, 2015				
	Principal Outstanding	Interest Rate per Annum	Accrued Interest	Total
	\$ 27,000	8%	\$ 10,068	\$ 37,068
	49,500	7%	21,674	71,174
	137,283	6%	32,948	170,231
	173,911	0%	--	173,911
	600,000	6%	11,036	611,036
	\$ 987,694		\$ 75,726	\$ 1,063,420

Quarry Bay and Tradex Loans and Advances

On April 7, 2015, the Company received a demand notice to repay outstanding notes payable issued to Quarry Bay Capital LLC. and Tradex Capital Corp.

On April 17, 2015, the Company made a payment of \$100,000. 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. The lenders agreed to extend the repayment term of 50% of the amount outstanding to September 26, 2015 and the repayment term of the remaining 50% balance to November 25, 2015. As at December 31, 2015, the Company repaid a total of \$150,000.

During the three month period ended March 31, 2016, the Company repaid an additional \$150,000. The repayments were applied to non-interest bearing loans only. Subsequent to March 31, 2016, further \$50,000 was repaid.

As at March 31, 2016				
	Principal Outstanding	Interest Rate per Annum	Accrued Interest	Total
Quarry Capital Loan*	\$ 146,481	6%	\$ 37,879	\$ 184,360
Tradex Capital Loan*	11,942	0%	--	11,942
	\$ 158,423		\$ 37,879	\$ 196,302

*The carrying value of these loans are denoted in Canadian dollars and are translated into US dollars at the end of each reporting period.

As at December 31, 2015				
	Principal Outstanding	Interest Rate per Annum	Accrued Interest	Total
Quarry Capital Loan	\$ 33,000	0%	\$ --	\$ 33,000
Quarry Capital Loan*	137,283	6%	32,949	170,232
Tradex Capital Loan	15,000	0%	--	15,000
Tradex Capital Loan*	110,910	0%	--	110,910
	\$ 296,193		\$ 32,949	\$ 329,142

*The carrying value of these loans are denoted in Canadian dollars and are translated into US dollars at the end of each reporting period.

Norling Bridge Loans

On July 28, 2015 and November 6, 2015, the Company entered into a two separate bridge loan agreements (the "Norling Loans") with its President and CTO, Rasmus Norling. Pursuant to the Norling Loans, Mr. Norling agreed to lend to the Company total of \$400,000 in exchange for unsecured promissory notes.

The loans have an effective interest rate of 6%, respectively, and are due December 31, 2016.

During the three month period ended March 31, 2016, the Company recorded \$6,102 in interest expense associated with the Norling Loans (2015 - \$Nil). As at March 31, 2016, the Company owed \$413,096 (2015 - \$406,995) under the Norling Loans.

KF Business Ventures Bridge Loan

On August 31, 2015, the Company entered into a bridge loan agreement with KF Business Ventures, LP ("KFBV"), a company controlled by a director of the Company, whereby KFBV agreed to lend to the Company \$200,000 in exchange for an unsecured promissory note (the "KFBV Bridge Loan").

The loan has an effective interest rate of 6%, and is due December 31, 2016.

During the three month period ended March 31, 2016, the Company recorded \$3,059 in interest expense associated with the KFBV Bridge Loan (2015 - \$Nil). As at March 31, 2016, the Company owed \$207,100 (2015 - \$204,041) under the KFBV Bridge Loan.

NOTE 5 - KFBV 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 ("KFBV"), 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, September 8, 2014, and on December 17, 2015 (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%, which was due primarily to the recording of non-cash accretion interest.

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 (the "First KF Warrants") (Note 6). Warrants for 2,450,000 shares had an original expiry date of January 15, 2015, and warrants for 4,454,546 shares had an original expiry date of January 15, 2018. At the discretion of the Lender the First KF Warrants for up to 3,452,273 shares of common stock could have been acquired by way of a cashless exercise.

The First KF Warrants included a down-round provision whereby the exercise price of the First KF Warrants could have been adjusted to the lowest offering price of any options, warrants or shares issued subsequent to the issuance of the First KF Warrants (the "Down-Round Provision"). The First KF Warrants were determined to be a derivative under ASC 815; therefore, at initial measurement, the proceeds were allocated to the fair value of the warrants first and any residual proceeds to the principal of the First KF Loan.

At issuance date, the fair value of the First KF Warrants was \$5,128,110 and a value of \$Nil was allocated to the principal.

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 principal and accrued interest. Furthermore, the Company was given an option to further extend the repayment of the First KF Loan to January 15, 2017 by issuing additional share purchase warrants (the "First Extension Warrants") equal to one-half of the outstanding principal and unpaid interest as at January 15, 2016. The Extension Warrants were to 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 the First KF Warrants (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 September Warrants also included the Down-Round Provision (Note 6).

The incremental increase in the fair value of the Amended Warrants and the fair value of the September Warrants was determined to be \$970,893 and was recorded as a financing cost during the year ended December 31, 2014.

On December 17, 2015 (the "December Amendment Date"), as part of the second definitive Letter Agreement with KFBV (the "Second KF Letter Agreement"), which was superseded by a formal Loan Agreement dated January 8, 2016, the Company agreed to decrease the exercise price for Amended Warrants and September Warrants from \$0.50 per share to \$0.10 per share and extend the expiration date of warrants to January 15, 2021. In addition, the Company exercised its option to extend the maturity of the First KF Loan to January 15, 2017 by issuing the Lender 1,194,332 First Extension Warrants, being an equivalent to one-half of the outstanding principal and unpaid interest on the First KF Loan as at January 15, 2016. First Extension Warrants have an initial exercise price of \$0.10 per share expiring on September 1, 2021.

The incremental increase in the fair value of the Amended Warrants and September Warrants and the fair value of the First Extension Warrants was determined to be \$167,706 and has been recorded as a financing cost during the year ended December 31, 2015.

During the three month period ended March 31, 2016, the Company recognized accretion expense of \$239,079 (March 31, 2015 - \$3,504).

At March 31, 2016, the fair value of the derivative liabilities associated with the warrants issued pursuant to the First KF Loan Agreement was \$129,442 (December 31, 2015 - \$296,033).

At March 31, 2016 and December 31, 2015 the fair values of Amended Warrants, September Warrants, and First Extension Warrants were revalued using the Binomial Lattice model using the following assumptions:

	At March 31, 2016	At December 31, 2015
Expected Warrant Life	4.8 - 5.42 years	5 - 5.71 years
Risk-Free Interest Rate	1.26%	1.73%-1.76%
Expected Dividend Yield	Nil	Nil
Expected Stock Price Volatility	32-60%	32-60%

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 was January 15, 2016, with an option to further extend the maturity date to January 15, 2017 by issuing additional share purchase warrants (the "Second Extension Warrants") equal to one-half of the outstanding principal and unpaid interest as at January 15, 2016. The Second KF Loan is unsecured and has an effective interest rate of 1,729%, which was due primarily to the valuation of the warrants issued as consideration for the Second KF Loan.

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 (the "Second KF Warrants") (Note 11). At the discretion of the Lender the Second KF Warrants for up to 4,800,000 shares of common stock can be acquired by way of a cashless exercise.

The Second KF Warrants were determined to be a derivative under ASC 815; therefore, at initial measurement, the proceeds were allocated to the fair value of the Second KF Warrants first and any residual proceeds to the loan principal.

At issuance date, the fair value of the Second KF Warrants was \$5,388,652 and a value of \$Nil was allocated to the principal.

On December 17, 2015, as part of the Second KF Letter Agreement, which was superseded by a formal Loan Agreement dated January 8, 2016, the Company agreed to decrease the exercise price for the Second KF Warrants from \$0.50 per share to \$0.10 per share and extend the expiration date of these warrants to January 15, 2021. The Second KF Warrants included a down-round provision whereby the exercise price of the Second KF Warrants could have been adjusted to the lowest offering price of any options, warrants or shares issued subsequent to the issuance of the Second KF Warrants. In addition, the Company exercised its option to extend the maturity of the Second KF Loan to January 15, 2017 by issuing the Lender 1,337,320 Second Extension Warrants, being an equivalent to one-half of the outstanding principal and unpaid interest as at January 15, 2016. Second Extension Warrants have an initial exercise price of \$0.10 per share expiring on September 1, 2021.

The incremental increase in the fair value of the Second KF Warrants and the fair value of the Second Extension Warrants was determined to be \$83,656 and has been recorded as a financing cost during the year ended December 31, 2015.

During the three month period ended March 31, 2016, the Company recognized accretion expense of \$288,053 (March 31, 2015 - \$461).

At March 31, 2016, the fair value of the derivative liabilities associated with the Second KF Warrants and the Second Extension Warrants was \$121,626 (December 31, 2015 - \$375,369).

At March 31, 2016 and December 31, 2015, the fair values of the Second KF Warrants and Second Extension Warrants were revalued using the Binomial Lattice model using the following assumptions:

	At March 31, 2016	At December 31, 2015
Expected Warrant Life	4.8 - 5.42 years	5.05 - 5.71 years
Risk-Free Interest Rate	1.26%	1.73% - 1.76%
Expected Dividend Yield	Nil	Nil
Expected Stock Price Volatility	15% - 60%	15% - 60%

Third KF Business Ventures Loan Agreement

On December 17, 2015, the Company entered into a Second KF Letter Agreement with the Lender, which was ratified by the formal definitive loan agreement signed on January 8, 2016 (the "Third KF Loan Agreement"). Under the Third KF Loan Agreement, the Lender agreed to lend to the Company \$1,500,000 (the "Third KF Loan"), to be advanced in five equal installments of \$300,000 each, commencing on execution of the Second KF Letter Agreement, and on the first day of each consecutive calendar month thereafter until fully advanced.

As of March 31, 2016, the Company received \$1,200,000 under the Third KF Loan Agreement; the remaining \$300,000 was recorded as a loan receivable and was received subsequent to March 31, 2016.

The maturity date under the Third KF Loan Agreement is January 15, 2017. The Third KF Loan is unsecured and has an effective interest rate of 2,339%, which was due primarily to the recording of non-cash accretion interest. At the discretion of the Lender the principal and accrued but unpaid interest under the Third KF Loan may be converted into shares of the Company's common stock at a conversion price of \$0.10 per share, in minimum increments of \$250,000 (the "Third KF Loan Conversion Feature"). The Down-Round Provision is included in the Third KF Loan Conversion Feature.

In consideration for the Third KF Loan Agreement, the Company issued to the Lender non-transferrable share purchase warrants for a total of 8,000,000 shares of the Company's common stock, exercisable at a price of \$0.10 per share for a period expiring January 15, 2021 (the "Third KF Warrants"). At the discretion of the Lender the Third KF Warrants for up to 4,000,000 shares of common stock can be acquired by way of a cashless exercise (Note 6). The Down-Round Provision is included in the Third KF Warrants.

The Third KF Warrants and the Third KF Loan Conversion Feature were determined to be derivatives under ASC 815; therefore, at initial measurement, the proceeds were allocated to the Third KF Warrants and the Third KF Loan Conversion Feature on a pro-rata basis first and any residual proceeds to the principal.

At issuance date, the fair value of the Third KF Warrants and the Third KF Loan Conversion Feature was \$509,760 and \$990,239 respectively and a value of \$1 was allocated to the principal.

During the three month period ended March 31, 2016, the Company recognized accretion expense of \$47 (2015 - \$Nil).

At March 31, 2016, the fair value of the derivative liability associated with the Third KF Warrants and the Third KF Loan Conversion Feature was \$125,920 (2015 - \$274,560) and \$1,721,132 (2015 - \$2,335,498), respectively.

The fair value of the Third KF Warrants was calculated using the Binomial Lattice model at the grant date, and was revalued at the reporting dates using the following assumptions:

	At March 31, 2016	At December 31, 2015
Expected Warrant Life	4.80 years	5.05 years
Risk-Free Interest Rate	1.26%	1.76%
Expected Dividend Yield	Nil	Nil
Average Expected Stock Price Volatility	60%	60%

The fair value of the Third KF Loan Conversion Feature was calculated using the Binomial Lattice model at the grant date, and was revalued at the reporting dates using the following assumptions:

	At March 31, 2016	At December 31, 2015
Expected Life	0.79 years	1.04 years
Risk-Free Interest Rate	0.59%	0.65%
Expected Dividend Yield	Nil	Nil
Expected Stock Price Volatility	57%	57%

Summary of the Loans Payable

A summary of the discounted carrying value, deferred financing costs, accumulated accrued interest, and principal of the loans payable is as follows:

As at March 31, 2016				
	Discounted Carrying Value	Principal Outstanding	Accumulated Accrued Interest	Total
First KF Loan Payable	\$ 1,543,169	\$ 2,000,000	\$ 438,743	\$ 2,438,763
Second KF Loan Payable	1,001,329	2,400,000	330,712	2,730,712
Third KF Loan Payable*	48	1,500,000	22,681	1,522,681
	2,544,546	5,900,000	792,136	6,692,136
Deferred Financing Costs	(10,898)	--	--	-
	\$ 2,533,648	\$ 5,900,000	\$ 792,136	\$ 6,692,136

* As at March 31, 2016, \$300,000 in principal under the Third KF Loan remained receivable.

As at December 31, 2015				
	Discounted Carrying Value	Principal Outstanding	Accumulated Accrued Interest	Total
First KF Loan Payable	\$ 1,304,090	\$ 2,000,000	\$ 378,897	\$ 2,378,897
Second KF Loan Payable	713,276	2,400,000	263,700	2,663,700
Third KF Loan Payable*	2	1,500,000	1,151	1,501,151
	2,017,368	5,900,000	643,748	6,543,748
Deferred Financing Costs	(14,319)	-	-	-
	\$ 2,003,049	\$ 5,900,000	\$ 643,748	\$ 6,543,748

* As at December 31, 2015, \$1,200,000 in principal under the Third KF Loan remained receivable.

Summary of the Derivative Liability - Conversion Feature

A summary of the derivative liabilities associated with the Conversion Feature under the Third KF Loan Agreement is as follows:

As at March 31, 2016				
	Fair Value at December 31, 2015	Incremental Increase in Fair Value for Issuance	Change on Revaluation at Reporting Date	Fair value at March 31, 2016
Third KF Loan Conversion Feature	\$ 2,335,498	\$ Nil	\$ (614,366)	\$ 1,721,132

As at December 31, 2015				
	Fair Value at December 31, 2014	Incremental Increase in Fair Value for Issuance	Change on Revaluation at Reporting Date	Fair Value at December 31, 2015
Third KF Loan Conversion Feature	\$ Nil	\$990,239	\$ 1,345,259	\$ 2,335,498

Summary of the Derivative Liabilities - Warrants

A summary of the derivative liabilities associated with the warrants under the KF Loan Agreements and their amendments is as follows:

As at March 31, 2016

	Fair Value at December 31, 2015	Incremental Increase in Fair Value for Modification / Issuance	Change on Revaluation at Reporting Date	Fair Value at March 31, 2016
9,254,546 warrants (Amended Warrants and September Warrants)	\$ 253,944	\$ Nil	\$ (143,445)	\$ 110,499
1,194,332 warrants (First Extension Warrants)	42,089	Nil	(23,146)	18,943
9,600,000 warrants (Second KF Warrants)	329,472	Nil	(229,056)	100,416
1,337,320 warrants (Second Extension Warrants)	45,897	Nil	(24,687)	21,210
8,000,000 warrants (Third KF Warrants)	274,560	Nil	(148,640)	125,920
Total	\$ 945,962	\$ Nil	\$ (568,974)	\$ 376,988

As at December 31, 2015

	Fair value at December 31, 2014	Incremental Increase in Fair Value for Modification / Issuance	Change on Revaluation at Reporting Date	Fair Value at December 31, 2015
9,254,546 warrants (Amended Warrants and September Warrants)	\$ 1,203,944	\$ 91,603	\$ (1,041,603)	\$ 253,944
1,194,332 warrants (First Extension Warrants)	--	76,103	(34,014)	42,089
9,600,000 warrants (Second KF Warrants)	1,787,241	(1,558)	(1,456,211)	329,472
1,337,320 warrants (Second Extension Warrants)	--	85,214	(39,317)	45,897
8,000,000 warrants (Third KF Warrants)	--	509,760	(235,200)	274,560
Total	\$ 2,991,185	\$ 761,122	\$ (2,806,345)	\$ 945,962

KF Business Ventures, Deferred Financing Costs

The Company recorded \$50,538 (December 31, 2015 - \$50,538) in legal fees associated with securing the KFBV Loans. These fees are amortized over the remaining life of the loans; as of March 31, 2016, the Company recorded \$3,420 (March 31, 2015 - \$4,839) in interest expense associated with the amortization of these legal fees. During the period ended March 31, 2016, the Company started recognizing the deferred financing costs related to the loans as a direct deduction from the face amount of the loans.

NOTE 6 - SHARE CAPITAL

On March 4, 2016, pursuant to the Consulting Agreement with an unrelated party for investor relations services dated for reference September 4, 2015, the Company issued to the Consultant 25,000 shares of its common stock with a fair value of \$1,250.

As of March 31, 2016, the Company has reserved further 25,000 shares of its common stock for issuance on June 4, 2016.

Warrants

A continuity schedule of warrants is as follows:

	March 31, 2016	December 31, 2015
Warrants, beginning	39,886,198	29,104,546
Warrants, issued	--	10,781,652
Warrants, outstanding	39,886,198	39,886,198

Details of warrants outstanding as at March 31, 2016 are as follows:

Exercise price	Expiry date	Number of warrants outstanding
\$1.00	March 10, 2017	10,000,000
\$0.50	August 1, 2018	500,000
\$0.10	January 15, 2021	26,854,546
\$0.10	September 1, 2021	2,531,652
		39,886,198

At March 31, 2016, the weighted-average exercise price and remaining contractual life of the outstanding share purchase warrants were \$0.33 and 3.84 years, respectively.

Options

A summary of options is as follows:

	March 31, 2016	December 31, 2015
Options, beginning	6,300,000	2,600,000
Options, granted	--	3,800,000
Options, forfeited	--	(100,000)
Options, outstanding	6,300,000	6,300,000
Options, exercisable	3,200,000	2,700,000

During the three month period ended March 31, 2016, the Company did not grant any options.

At March 31, 2016, the weighted-average exercise price and remaining contractual life of the outstanding options to purchase the shares of the Company's common stock were \$0.34 and 5.40 years, respectively.

Details of options outstanding as at March 31, 2016 are as follows:

Exercise price	Grant date	Number of options granted	Number of options exercisable
\$0.10	September 8, 2014	2,500,000	1,000,000
\$0.50	December 1, 2014	100,000	100,000
\$0.50	March 6, 2015	3,000,000	1,500,000
\$0.50	May 1, 2015	500,000	500,000
\$0.50	May 1, 2015	100,000	--
\$0.50	July 8, 2015	100,000	100,000
		6,300,000	3,200,000

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 had initial exercise price of \$0.50 per share. The Options expire 5 years after the vesting date thereof. On December 17, 2015, the Options were repriced to \$0.10 in accordance with the provisions under the Stock Option Agreement with the Director.

During the three month period ended March 31, 2016, the fair value of these Options was \$953,885, of which \$79,371 was recognized as stock-based compensation during the period ended March 31, 2016 (2015 - \$114,098).

The fair value was determined using the Black-Scholes Option pricing model at the grant date using the following assumptions:

At September 8, 2014	
Expected Option Life	5 years
Average Risk-Free Interest Rate	1.98%
Expected Dividend Yield	Nil
Average Expected Stock Price Volatility	118%

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. Options to acquire up to 1,000,000 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.

During the three month period ended March 31, 2016, the fair value of these Options was \$413,944, of which \$35,093 was recognized as stock-based compensation during the period ended March 31, 2016 (2015 - \$156,971).

The fair value was determined using the Black-Scholes Option pricing model at the grant date using the following assumptions:

At March 23, 2015	
Expected Option Life	5 years
Risk-Free Interest Rate	1.41 - 1.71%
Expected Dividend Yield	Nil
Average Expected Stock Price Volatility	126%

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.

During the three month period ended March 31, 2016, the fair value of these Options was \$12,711, of which \$3,126 was recognized as stock-based compensation during the period ended March 31, 2016 (2015 - \$Nil).

The fair value was determined using the Black-Scholes Option pricing model at the grant date using the following assumptions:

At May 1, 2015	
Expected Option Life	5 years
Risk-Free Interest Rate	1.71%
Expected Dividend Yield	Nil
Average Expected Stock Price Volatility	126%

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 March 31, 2016, 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 research, development and marketing of our Njord Exhaust Gas Scrubber System (the "Njord System"). The main purpose and goal of the Njord System is to clean the exhaust gases from excess sulfur following the internal combustion process within a ship's engine.

The Njord System is the latest addition to our emission control solutions, which can be used as a standalone system installed inside a ship's funnel or in conjunction with our DSOX Fuel Purification System (the "DSOX-20" or "DSOX System"). Its fairly small size and capability of working in both open and closed loop modes makes the system versatile for installation on new builds as well as for retrofitting existing vessels. Its unique design does not require the addition of any chemicals and results in minimal back pressure, allowing for an extended longevity of a ships' engine.

In addition to the Njord System we continue working on the improvement of our DSOX System, a patent pending pre-combustion de-sulfurization technology which was designed to remove alkali metals, such as sulfur and sodium, from heavy marine fuel. The DSOX-20 is based on our patent pending Bio Scrubber platform, integrating it with additional new proprietary technologies that we acquired from Mr. Norling, our President and Chief Technical Officer ("CTO"), in March 2014.

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, 2015, filed with the United States Securities and Exchange Commission (the "SEC") on April 14, 2016.

Update on Current Projects

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

We installed a DSOX 20 onboard a DCL vessel in 2015. As of the date of this Quarterly Report on Form 10-Q we are working on creating a step by step test plan to complete the testing and certification process onboard the vessel to ensure that the installed DSOX System meets current MEPC Standards. The plan, once prepared, will have to be approved by DCL's management and Lloyd's Register prior to our recommencing testing. 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 exhaust scrubber.

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

Installation of the DSOX System for LMS is currently suspended. We have encountered several delays due to the unique design of the system, which required numerous additional engineering and mechanical changes. Once we resume and complete installation, we will work with LMS to obtain certification that the installed system meets current Marine Environmental Protection Committee (the "MEPC") sulfur oxide limits for marine fuel set out in MARPOL Annex VI (the "Current MEPC Standards"). If we are unable to obtain certification for the installed system, then LMS will have the option to apply the amounts paid by them towards the purchase price of our Njord Scrubbers.

Njord Prototype

During the first quarter of our fiscal 2016, we completed construction of the Njord prototype. We are planning to use this prototype in our initial testing and analysis of the benefits of the Njord System for controlling exhaust emissions prior to an actual installation onboard a ship. In addition to testing, we will be using the Njord Prototype in our marketing and sales initiatives, since it was built as a fully functional yet miniature version of the actual Njord System that could be installed onboard virtually any vessel.

RECENT CORPORATE DEVELOPMENTS

On January 8, 2016, we entered into a formal definitive agreement (the "Third KF Loan Agreement") with KF Business Ventures, LP ("KFBV" or the "Lender") pursuant to the binding letter agreement between us and KFBV dated December 17, 2015 (the "Letter Agreement").

As contemplated under the Letter Agreement, KFBV agreed to lend to us up to \$1,500,000 (the "Third KF Loan"), to be advanced in five equal installments of \$300,000 each. As of March 31, 2016, KFBV had advanced to us \$1,200,000 under the Third KF Loan Agreement, the remaining \$300,000 was advanced in April 2016.

The principal outstanding under the Third KF Loan bears interest at a rate of 10% per annum, compounded monthly, and is payable in a single lump-sum payment of principal and all accrued and unpaid interest on January 15, 2017 (the "Maturity Date"). At KFBV's discretion, principal and accrued but unpaid interest under the Third KF Loan may be converted into shares of the Company's common stock at a conversion price of \$0.10 per share, in minimum increments of \$250,000. We have the right to prepay the amounts outstanding under the Third KF Loan at any time in minimum increments of \$250,000, subject to KFBV's right to exercise its conversion rights.

For further information on the Third KFBV Loan Agreement, please refer to the Current Report on Form 8-K we filed with the U.S. Securities and Exchange Commission (the "SEC") on February 1, 2016 and to the Annual Report on Form 10-K, which we filed with the SEC on April 14, 2016.

RESULTS OF OPERATIONS

Three Months Summary

	Three Months Ended		Percentage Increase / (Decrease)
	March 31, 2016	March 31, 2015	
Revenue	\$ 22,006	\$ 15,159	45.2%
Operating expenses	(570,751)	(509,370)	12.1%
Accretion expense	(527,179)	(3,965)	13,195.8%
Gain on change in fair value of derivative liability	1,183,340	808,460	46.4%
Interest expense	(17,415)	(9,329)	86.7%
Stock-based compensation	(117,590)	(275,921)	(57.4)%
Net income (loss)	\$ (27,589)	\$ 25,034	(210.2)%

Revenues

Our revenue increased by 45.2% to \$22,006 during the three months ended March 31, 2016, from \$15,159 during the three months ended March 31, 2015. The increase in revenue was attributed to an \$8,539 increase in consulting fees charged by our wholly owned subsidiary, Triton International, on the use and installation of emission abatement technologies. This increase was offset by a \$1,692 decrease to our royalty revenue from our agreement with WebTech Wireless ("WebTech"), which terminated on October 31, 2015.

We did not record any revenue from our main operations, being installation and servicing of our DSOX and Njord Systems (collectively, the "Emission Technologies"), at March 31, 2016, as the installations of our DSOX Systems for LMS and DCL projects were not completed.

Operating Expenses

During the three month period ended March 31, 2016, our operating expenses increased by \$61,381, or 12.1% from \$509,370 for the period ended March 31, 2015, to \$570,751 during the same period ended March 31, 2016.

The most significant changes during the three month period ended March 31, 2016 were as follows:

- During the three month period ended March 31, 2016, our payroll expenses increased by \$64,663, from \$281,503 incurred during the three months ended March 31, 2015 to \$346,166 incurred during the three months ended March 31, 2016.
- Our research and development costs during the period ended March 31, 2016, decreased by \$36,165 to \$8,734 incurred during this period. This decrease was associated with suspension of our LMS and DCL Projects during the year ended December 31, 2015.
- During the three month period ended March 31, 2016, our marketing expenses increased by \$21,492, from \$15,050 we incurred during the three months ended March 31, 2015 to \$36,542 we incurred during the three months ended March 31, 2016. The increase was associated with the completion of our Njord Scrubber prototype, which was recorded as part of marketing costs.
- During the three month period ended March 31, 2016, our travel and entertainment expenses decreased by \$11,389, to \$20,076 incurred during the three month period then ended. This decrease was mainly associated with our efforts to control our operating costs.
- Our efforts to control our operating costs resulted in decreases to our professional fees of \$16,511, bank charges of \$1,287 and filing fees of \$4,562 as compared to the three month period ended March 31, 2015.

Other Items

During the three month period ended March 31, 2016, we recorded \$527,179 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, the Second KF Loan and the Third KF Loan (collectively, the "KF Loans"). During the same period of fiscal 2015, our accretion expense was determined to be \$3,965.

Our interest expense increased by \$8,086, or 86.7% from \$9,329 for the three month period ended March 31, 2015, to \$17,415 for the three month period ended March 31, 2016. This increase was mainly associated with interest accrued on the additional bridge financing we arranged during the third and fourth quarters of our fiscal 2015 with Mr. Norling and KFBV and with the accretion of deferred financing costs associated with the Third KF Loan.

During the three month period ended March 31, 2016, we recorded \$117,590 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) granted to our directors, officers and employees under the 2014 Plan.

The above items were offset by a gain of \$1,183,340 on a change in the fair value of the derivative liabilities associated with the warrants we issued to KFBV pursuant to the KF Loans and the conversion feature available under the Third KF Loan Agreement. The change in the fair values of the derivative liabilities was a result of the decrease in the market price of our common stock at March 31, 2016 as compared to the market price of the stock at December 31, 2015.

Liquidity and Capital Resources

Our financial position was as follows at March 31, 2016 and December 31, 2015:

<u>Working capital</u>	<u>March 31, 2016</u>	<u>December 31, 2015</u>
Current assets	\$ 1,235,703	\$ 1,945,814
Current liabilities	7,877,845	6,678,586
Working capital deficit	\$ (6,642,142)	\$ (4,732,772)

As of March 31, 2016, we had a cash balance of \$337,124, a working capital deficit of \$6,642,142, and cash flows used in operations of \$529,419 for the three months then ended. Of our working capital deficit at March 31, 2016, \$376,988 was attributed to the fair value of the derivative liability associated with the warrants we issued to KFBV as partial consideration for the KF Loans, and \$1,721,132 was attributed to the conversion feature included in the Third KF Loan Agreement. During the three month period ended March 31, 2016, we funded our operations with \$900,000 we received pursuant to the Third KF Loan Agreement, and, to a minor extent, with cash received from consulting fees.

Our balance sheets at March 31, 2016 and December 31, 2015 do not reflect the full amount payable on account of principal and interest under the KF Loans. Since the warrants issued as partial consideration for the KF Loans and the conversion feature available under the Third KF Loan Agreement were determined to be a derivative liability, pursuant to the guidance provided by ASC 815, the proceeds were allocated to the warrants and conversion feature, with amounts over and above cash proceeds recorded as financing costs. The principal amounts owing under the First KF Loan, the Second KF Loan and the Third KF Loan were assigned a \$Nil value, and are being accreted over the life of the loans using an implied interest rate of 1,130% on the First KF Loan, 1,729% on the Second KF Loan, and 2,339% on the Third KF Loan.

As of March 31, 2016, we owed a total of \$6,392,136 (2015 - \$5,343,748) to KFBV under the terms of the First KF Loan, the Second KF Loan and the Third KF Loan, consisting of \$5,600,000 (2015 - \$4,700,000) 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 KF Loans are due and payable on January 15, 2017, when the value of the loans will amount to \$7,021,659, unless prepaid earlier. A description of the KF Loans is provided under "Net Cash Provided by Financing Activities".

In April 2015, Quarry Bay Capital LLC (“Quarry Bay”) and Tradex Capital Corp. (“Tradex”) provided us with a demand notice for the repayment of demand loans advanced to us during 2012 through 2014. (the Quarry Bay and Tradex loans and advances are hereinafter referred to as the “Quarry and Tradex Loans”).

In April 2015, we made arrangements to pay \$100,000 of the total amount outstanding under the Quarry and Tradex Loans (which amount has been paid), with the balance to be repaid in 90 days following the first payment. 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. On September 26, 2015, we reached a verbal agreement with the lenders to extend the agreed upon repayments to a future date to be mutually agreed upon. Concurrently with entering into the Third KF Loan Agreement, we renegotiated the repayment terms of the Quarry and Tradex Loans, and agreed to make \$50,000 monthly payments until such time that all Quarry and Tradex Loans are paid in full. During the period covered by this Quarterly Report on Form 10-Q we repaid \$200,000 under the Quarry and Tradex Loans.

We did not generate sufficient cash flows from our operating activities to satisfy our cash requirements during the three month period ended March 31, 2016. Our only significant source of financing during the three month period ended March 31, 2016 came from the Third KF Loan. 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 KF Loans, which will become due and payable on January 15, 2017.

There is no assurance that we will be able to generate sufficient cash from our operations to repay the amounts owing under the KF Loans 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, or re-negotiate the terms of our debt obligations. Our ability to raise financing from other sources is restricted under the terms of the KF Loan Agreements. 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 KF Loans, or obtain KFBV’s consent to other financing alternatives, if needed.

Cash Flows

	Three Months Ended	
	March 31,	
	2016	2015
Cash flows used in operating activities	\$ (529,419)	\$ (671,380)
Cash flows provided by financing activities	750,000	900,000
Effects of foreign currency exchange	4,405	(1,826)
Net increase in cash during the period	\$ 224,986	\$ 226,794

Net Cash Used in Operating Activities

Net cash used in operating activities during the three month period ended March 31, 2016, was \$529,419. This cash was primarily used to cover our cash operating expenses of \$544,536, increase our prepaid expenses by \$16,418, and decrease accrued liabilities by \$13,049, wages payable by \$23,853 and amounts due to related parties by \$12,784. These uses of cash were offset by decreases in accounts receivable of \$21,157 and work in progress of \$30,528, and increases in accounts payable and interest accrued on the notes payable of \$15,541 and \$13,995, respectively.

Net cash used in operating activities during the three month period ended March 31, 2015, was \$671,380. This cash was primarily used to cover our cash operating expenses of \$524,312 and increase our work in progress by \$113,375, 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 \$37,201, and reduced our accounts payable and amounts due to related parties by \$31,932 and \$6,764, respectively. In addition, an increase in our accounts receivable of \$6,351 further increased our cash used in operations. These uses of cash were offset by a \$10,681 decrease in prepaid expenses and a \$33,384 increase in our accrued liabilities, in addition to \$4,490 in interest accrued on short-term notes and advances payable.

Non-cash transactions

During the three months ended March 31, 2016, our net loss was further increased by the following expenses that did not have any impact on cash used in operations:

- \$117,590 in stock-based compensation associated with the fair value of options to purchase up to 6,300,000 shares of our common stock previously granted to our directors, officers and employees under our 2014 Stock Option Plan;
- \$527,179 in 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 KF Loans and \$3,420 in interest expense associated with the deferred financing fees to secure these Loans.

In addition, we recorded \$2,641 in amortization expense on our testing and laboratory equipment, \$1,250 in stock-based compensation for investor relation services pursuant to the Consulting Agreement we entered into on September 4, 2015 with Robert Lipp, and a \$14,313 loss that resulted from foreign exchange fluctuations on Canadian Dollar denominated loans and advances we received.

The negative effects of the above non-cash transactions were offset by the \$1,183,340 gain we recorded on the revaluation of the derivative liability associated with the warrants we issued to KFBV as consideration for the KF Loans, as pursuant to the guidance provided by ASC 815, we must revalue derivative liability at each reporting period based on the value of the underlying variable on the reporting date; since the price of our common stock at March 31, 2016, was significantly lower compared to the price at December 31, 2015, this resulted in gain on revaluation.

During the three months ended March 31, 2015, our net income was decreased by the following expenses that did not have any impact on cash used in operations:

- \$275,921 in stock-based compensation associated with the fair value of options to purchase up to 2,500,000 shares of our common stock issued to Mr. Kopple as compensation for acting as one of our directors and as our Chairman, the fair value of options to purchase up to 100,000 shares of our common stock issued to Anders Karlsson as compensation for acting as the CEO, President and a director of Triton International; and fair value of the options to purchase up to 3,000,000 shares of our common stock issued to Anders Aasen as compensation for acting as our CEO and Director;
- \$4,839 in interest expense associated with deferred financing fees to secure the First KF Loan and the Second KF Loan and \$3,965 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
- \$2,052 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:

- \$808,460 gain we recorded on the revaluation of the derivative liability associated with the warrants we issued to KFBV as consideration for the First KF Loan and the Second KF Loan; and
- \$27,663 gain that resulted from foreign exchange fluctuations on Canadian Dollar denominated loans and advances we received.

Net Cash Provided by Financing Activities

During the three month period ended March 31, 2016, we received \$900,000 from KFBV pursuant to our Third KF Loan Agreement. Robert C. Kopple, Chairman of our Board of Directors, is the principal of KFBV. These financing activities were reduced by \$150,000 we paid to Quarry Bay and Tradex as partial repayment of loans and advances we received from these lenders during our fiscal 2012 through 2014.

During the three month period ended March 31, 2015, we received \$900,000 from KFBV pursuant to our Second KF Loan Agreement.

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 on March 10, 2014, September 8, 2014 and January 8, 2016 (as amended, the "First KF Loan Agreement"). Under the First KF Loan Agreement, KFBV agreed to lend to us \$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.

Amounts payable under the First KF Loan Agreement accumulate interest at a rate of 10% per annum, compounded monthly.

On December 17, 2015, we exercised our right to extend the maturity date of the First KF Loan to January 15, 2017 by issuing to KFBV warrants to acquire up to additional 1,194,332 shares of our common stock with an initial exercise price of \$0.10 per share, expiring on September 1, 2021 (the "First Loan Extension Warrants").

As additional consideration for KFBV agreeing to loan us the funds and make amendments to the terms of the First KF Loan Agreement we issued to KFBV non-transferrable warrants for the purchase of up to 10,448,878 shares of our common stock, including the First Loan Extension Warrants, as follows:

No. of Shares	Ex. Price	Expiration Date
2,450,000	\$0.10 per share	Jan. 15, 2021
4,454,546	\$0.10 per share	Jan. 15, 2021
2,350,000	\$0.10 per share	Jan. 15, 2021
1,194,332	\$0.10 per share	Sep. 1, 2021
10,448,878	Total	

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 5,224,439 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.

Second Loan Agreement with KF Business Ventures, LP

On July 28, 2014, we entered into a second loan agreement with KFBV, which was amended on January 8, 2016 (as amended, the "Second KF Loan Agreement"). Under the Second KF Loan Agreement KFBV agreed to lend to us \$2,400,000 (the "Second KF Loan"). Under the terms of the Second 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.

Amounts payable under the Second KF Loan Agreement accumulate interest at a rate of 10% per annum, compounded monthly.

On December 17, 2015, we exercised our right to extend the maturity date of the Second KF Loan to January 15, 2017, by issuing to KFBV warrants to acquire up to additional 1,337,320 shares of our common stock with an initial exercise price of \$0.10 per share expiring on September 1, 2021 (the "Second KF Loan Extension Warrants").

Following are the warrants we granted to KFBV in connection with the Second KF Loan, including the Second KF Loan Extension Warrants:

No. of Shares	Ex. Price	Expiration Date
9,600,000	\$0.10 per share	Jan. 15, 2021
1,337,320	\$0.10 per share	Sep. 1, 2021
10,937,320	Total	

The warrants issued to KFBV in connection with the Second KF Loan may be exercised by way of a cashless exercise for a total of up to 5,468,660 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.

Third Loan Agreement with KF Business Ventures, LP

On December 17, 2015, we entered into a binding letter agreement with KFBV, which was superseded by a formal definitive Loan Agreement signed on January 8, 2016 (the "Third KF Loan Agreement"). Under the Third KF Loan Agreement, KFBV agreed to lend to us up to \$1,500,000, to be advanced in five equal installments of \$300,000 each, beginning on December 17, 2015, with the remaining installments advanced on the first day of each consecutive calendar month thereafter (the "Third KF Loan"). Advances under the Third KF Loan were conditional upon (1) our agreeing to amend the terms of the 9,254,546 warrants previously issued to KFBV under the terms of the First KF Loan Agreement, as amended, and the 9,600,000 warrants previously issued to KFBV under the terms of the Second KF Loan Agreement, (the "Existing Warrants") such that the exercise price for the Existing Warrants was reduced to \$0.10 per share and the expiration date for the Existing Warrants was extended to January 15, 2021; and (2) our issuing to KFBV additional non-transferrable share purchase warrants for a total of 8,000,000 shares of our common stock, exercisable at a price of \$0.10 per share expiring on January 15, 2021.

The warrants issued to KFBV in connection with the Third KF Loan may be exercised by way of a cashless exercise for a total of up to 4,000,000 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.

At the discretion of KFBV the principal and accrued but unpaid interest under the Third KF Loan may be converted into shares of the Company's common stock at a conversion price of \$0.10 per share, in minimum increments of \$250,000 (the "Third KF Loan Conversion Feature").

As of March 31, 2016, we owed a total of \$6,392,136 to KFBV under the terms of the KF Loans consisting of the full principal amount of all advances made to that date plus accrued interest thereon. Subsequent to March 31, 2016, KFBV advanced to us the remaining \$300,000 in principal under the terms of the Third KF Loan Agreement, bringing the total principal amount payable to KFBV as at the date of the filing of this Quarterly Report under the KF Loans to \$5,900,000.

Going Concern

The notes to our financial statements at March 31, 2016, 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 ended on October 31, 2015, which ended the revenue from this source. Our emission abatement technologies have generated only limited revenue.

We have accumulated a deficit of \$69,918,172 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 of 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 projects have not been completed; 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.

Principles 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

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

Survey revenue

We recognize the revenue from ship surveys when the service has been provided and the income is determinable and collectability is reasonably assured.

Revenue from the installation and servicing of the Fuel Purification Systems

We recognize the revenue 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 March 31, 2016, 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 Exchange Risk

We are subject to foreign exchange risk on our royalty revenue, 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 Stock-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, notes and advances payable, amounts due to related parties, loans payable and derivative liability. 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 March 31, 2016, we had \$222,741 in cash on deposit with a large chartered Canadian bank, \$92,419 on deposit with a large US bank, and \$21,964 on deposit with a Swedish bank. Of these deposits approximately \$92,659 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 income from our consulting services 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 source of revenue income and as a consequence, concentration of credit risk is limited. At March 31, 2016, we had \$6,100 in accounts receivable outstanding.

Deferred Financing Costs

During the period ended March 31, 2016, we adopted ASU 2015-03 Guidance on Presentation of Debt Issuance Costs issued by the Financial Accounting Standards Board ("FASB") and started recognizing financing costs associated with loans received as a direct deduction from the face amount of the loans. The amortization of the financing costs is being reported as interest expense.

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 March 31, 2016. 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 March 31, 2016, 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.

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 our Emission Technologies.

Our current principal business focus is on the research, development and marketing of products and services related to our Emission Technologies. However, our efforts in this area are in the development stage and we have earned only limited revenues related to this technology. 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 and Njord 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 our efforts on the LMS Project awaiting results of the onboard testing of the DCL Project, which was halted in October 2015 due to the vessel's scheduled maintenance in dry-dock. Since then, shore based chemical testing has been continuing for the DCL Project. We expect to continue onboard testing in late May/June 2016. As a result, we have not yet recorded revenue from the LMS or DCL Projects, and there is no assurance that our DSOX Systems as well as future installations of the Njord Systems 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 Njord System, 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, the previously scheduled reduction of the sulfur oxide limit in non-ECA zones may be postponed from its original 2020 implementation to 2025. There can be also no assurance that other reductions in limits will be implemented as planned. A change in the current and upcoming IMO regulations may 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 expertise in the emission abatement industry, some of our competitors may have top management with greater experience and 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") expired on October 31, 2015.

From November 2004, our primary source of revenue was from royalties received from WebTech on the sale of global wireless tracking and telematics equipment from qualified customers. Our royalty agreement with Webtech expired on October 31, 2015, which stopped the cash flow from this source. Until we are able to start generating revenue from the sale of our emission abatement technologies, our operations will continue to be reliant on our ability to generate funds through 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.

Disruptions in the global credit and financial markets could limit our access to financing, which could negatively impact our business.

Disruptions to credit and financial markets, 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 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 disruptions in the global credit and financial markets.

Global economic downturns may have a negative effect on our business and operations.

Global economic downturns cause 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, may decide to reduce purchases or inventories, or may cease to continue in business. In addition, our supplier 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.

Such conditions may make it very difficult to forecast operating results, make business decisions and identify and address material business risks and 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 debt obligations 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 58.4% 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 12.2% 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 (See "Security Ownership of Certain Beneficial Holders and Management"). In addition, Mr. Kopple is the principal of KF Business Ventures, LP, our principal creditor, which has loaned to us a total of \$5,900,000 under the First KF Loan, the Second KF Loan, and the Third 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 March 31, 2016, we owed approximately \$6,392,136 under the terms of the KF Loans. 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 KF Loans 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 or re-negotiate the terms of our debt obligations.

We have not raised significant financing from any sources other than the KF Loans, 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 KF Loan Agreements. 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, which could potentially 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.

As of March 31, 2016, we owed a total of \$6,392,136 to KFBV under the terms of the KF Loans, consisting of the full principal amount of all advances made to that date plus accrued interest thereon. Subsequent to the March 31, 2016, KFBV advanced to us an additional \$300,000 in principal under the terms of the Third KF Loan Agreement, bringing the total principal amount payable to KFBV under the KF Loans to \$5,900,000. Outstanding principal plus interest under the KF Loans is due on January 15, 2017.

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 KF Loans 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.

On December 17, 2015, we agreed to issue warrants for the purchase of up to an aggregate of 8,000,000 shares of our common stock to KF Business Ventures, LP (“KFBV” or the “Lender”). The warrants were issued as additional consideration for KFBV agreeing to lend us up to \$1,500,000 (the “Third KF Loan”) under the terms of our loan agreement dated January 8, 2016 (the “Third KF Loan Agreement”). The warrants were issued on January 8, 2016, are exercisable at a price of \$0.10 per share and expire on January 15, 2021. On the same day we also agreed to amend the terms of the 18,854,546 warrants (the “Existing Warrants”) previously issued to KFBV under the terms of our first loan agreement with KFBV dated January 15, 2014, as amended (the “First KF Loan Agreement”) and our second loan agreement with KFBV dated July 28, 2014, as amended (the “Second KF Loan Agreement”, the First KF Loan Agreement and the Second KF Loan Agreement together being the “Existing Loan Agreements”). The exercise price for the Existing Warrants was reduced to \$0.10 per share and the expiration date for the Existing Warrants was extended to January 15, 2021. In addition, we exercised our right to extend the maturity date of the Existing Loan Agreements to January 15, 2017, by agreeing to issue to KFBV warrants to purchase up to 2,531,652 shares of our common stock for an exercise price of \$0.10 per share expiring on September 1, 2021. The transaction was completed on January 8, 2016, when we entered into a formal definitive agreement with KFBV. Robert C. Kopple, our Chairman and a member of the Board of Directors, is the principal of KFBV. The warrants were issued pursuant to the exemptions from registration provided by Rule 506 of Regulation D of the Securities Act of 1933 on the basis of representations provided by KFBV that it is an “accredited investor” as defined in Rule 501 of Regulation D.

On September 4, 2015, we entered into a consulting agreement with an independent consultant. As consideration for the consultant’s agreement to provide us with investor relations services we issued the consultant 25,000 shares at the time of the execution of the consulting agreement, and reserved for issuance further 75,000 shares of our common stock. 50,000 of the reserved shares were issued on December 4, 2015 and March 4, 2016 in equal tranches of 25,000 shares each. The remaining 25,000 shares are scheduled to be issued on June 4, 2016. In addition to the shares of our common stock, we issued the consultant non-transferrable warrants to purchase up to 250,000 shares of our common stock at a price of \$0.50 per share expiring on August 1, 2018. The shares and warrants were issued pursuant to the exemption from the registration requirements of the Securities Act of 1933 provided by Rule 506 of Regulation D on the basis of representations provided by the consultant that he is an accredited investor, as that term is defined in Regulation D.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None

ITEM 6. EXHIBITS.

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

Exhibit

Number Description of Exhibit

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)
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)

Exhibit

Number	Description of Exhibit
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)
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 Triton Emission Solutions Inc. and Paer Tomas Rasmus Norling.(30)
10.46	Loan Agreement dated August 31, 2015, in respect of the principal sum of \$200,000 between Triton Emission Solutions Inc. and KF Business Ventures, LP.(31)
10.47	Consulting Agreement between Robert Lipp and Triton Emission Solutions Inc. dated effective as of September 4, 2015.(32)
10.48	Amendment No. 2 to Sales and Purchase Agreement dated as of November 5, 2015 between LMS Shipmanagement, Inc. and Triton Emission Solutions Inc. (36)
10.49	Loan Agreement dated November 6, 2015, in respect of the principal sum of \$200,000 between Triton Emission Solutions Inc. and Paer Tomas Rasmus Norling.(33)
10.50	Amendment to Sales and Purchase Agreement dated as of December 1, 2015 between LMS Shipmanagement, Inc. and Triton Emission Solutions Inc.(36)
10.51	Letter Agreement dated December 17, 2015 between Triton Emission Solutions Inc. and KF Business Ventures, LP.(34)
10.52	Loan Agreement dated January 8, 2016 between Triton Emission Solutions Inc. and KF Business Ventures, LP.(35)

Exhibit**Number Description of Exhibit**

10.53	Amendment Agreement to those loan agreements dated as of January 15, 2014, July 28, 2014, and August 31, 2015 between Triton Emission Solutions Inc. and KF Business Ventures, LP dated January 8, 2016.(35)
10.54	Amendment Agreement to those loan agreements dated July 28, 2015 and November 6, 2015 between Triton Emission Solutions Inc. and Paer Tomas Rasmus Norling dated January 8, 2016.(35)
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.
- (31) Filed as an exhibit to our Current Report on Form 8-K filed on September 4, 2015.
- (32) Filed as an exhibit to our Current Report on Form 8-K filed on September 10, 2015.
- (33) Filed as an exhibit to our Current Report on Form 8-K filed on November 12, 2015.
- (34) Filed as an exhibit to our Current Report on Form 8-K filed on December 23, 2015.
- (35) Filed as an exhibit to our Current Report on Form 8-K filed on February 1, 2016.
- (36) Filed as an exhibit to our Annual Report on Form 10-K filed on April 14, 2016.

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: May 16, 2016

By: /s/ Anders Aasen
ANDERS AASEN
Chief Executive Officer
(Principal Executive Officer)

Date: May 16, 2016

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 March 31, 2016 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: May 16, 2016

/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 March 31, 2016 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: May 16, 2016

/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 March 31, 2016, 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: May 16, 2016

/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 March 31, 2016, 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: May 16, 2016

/s/ John da Costa
John da Costa
Chief Financial Officer