

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Triton Emission Solutions Inc.

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FORM 10-K

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

For the fiscal year ended December 31, 2019

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.)

c/o 1130 West Pender Street, Unit 820

Vancouver, BC

(Address of principal executive offices)

V6E 4A4

(Zip Code)

Registrant's telephone number, including area code: 1-800-648-4287

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

Title of each class

None

Name of each exchange on which registered

N/A

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

Common Stock - \$0.001 par value

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes **No**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes **No**

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 last 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 (§ 229.405 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 if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>
(Do not check if a smaller reporting company)	Emerging growth company <input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: **\$153,313 based on the closing price on June 28, 2019**.

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

<u>Class</u>	<u>Outstanding at March 30, 2020</u>
common stock - \$0.001 par value	88,195,005

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FORWARD LOOKING STATEMENTS

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 subsidiary Ecolutions, Inc.

The information in this Annual 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 Form 10-K for the fiscal year ended December 31, 2019, 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 Form 10-K 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 Annual 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.

ITEM 1. BUSINESS.**GENERAL**

We were incorporated under the laws of the State of Delaware on March 2, 2000, under the original name 411 Place.com Inc. On February 28, 2001, we changed our name to Artescope, Inc., on July 29, 2002, we changed our name to GlobeTrac Inc., on July 11, 2012, we changed our name to Poly Shield Technologies Inc. and on August 25, 2014, we changed our name to Triton Emission Solutions Inc.

As of the date of this Annual Report on Form 10-K we have not been able to achieve profitable operations; our working capital deficit at December 31, 2019, was \$18,098,411 and we’ve accumulated a deficit of \$81,580,105. As of December 31, 2019, we owed a total of \$11,621,004 to KF Business Ventures, LP (“KFBV”), a company controlled by the Chairman of our Board of Directors, under the terms of three separate loan agreements with KFBV, consisting of the full principal amount of all advances made to that date (\$5,900,000) plus interest and late payment fees accrued thereon. As of the date of this Annual Report on Form 10-K, the loans are in default. Should KFBV serve us with default notice and request a payment of the amounts owed, we will not be able to continue as a going concern and may be required to file for bankruptcy. Should this happen our investors will most likely lose their investment.

The financial statements included with this Form 10-K 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 seek renegotiation of the loans with KFBV, and to obtain additional funding by borrowing funds from its directors and officers, issuing promissory notes and/or a private placement of common stock.

We are in the business of developing and marketing emission abatement technologies for the marine industry worldwide.

Our main products are represented by the Njord Exhaust Gas Scrubber System (the “Njord System”) and the DSOX Fuel Purification System (the “DSOX-20” or “DSOX System”). The main purpose of the Njord System is to clean the exhaust gases from excess sulfur following the internal combustion process within a ships’ engine, whereas the DSOX-20 is a pre-combustion de-sulfurization technology designed to remove alkali metals, such as sulfur and sodium, from heavy marine fuel.

Both systems can work as stand-alone units or can be used in conjunction with one another to get the ultimate results. The fairly small size of Njord System and capability of it 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.

A market for emission abatement technologies in the marine industry has emerged due to the introduction of more stringent regulations proposed by International Maritime Organization (“IMO”) in 2008, which came in force on July 1, 2010. These regulations govern sulfur and nitrogen emission levels in Emissions Control Areas (“ECA”). Currently there are two major ECA’s in effect: a European ECA (which includes the Baltic Sea; the North East Atlantic, including the North Sea and waters to the Northwest adjacent to Southern Norway) and a North-American ECA (which includes a 200 mile zone adjacent to North America for specific waters in the Pacific, Atlantic and Gulf coasts of the United States and Canada; and selected waters in the Caribbean adjacent to Puerto Rico and the U.S. Virgin Islands). As of January 1, 2015, the sulfur emission limits for ships operating in both ECA’s were lowered to 0.1% by mass, as compared to 1.0% by mass limit, which was in effect prior to that date. Outside of the ECA’s, global sulfur fuel limits have been reduced from 4.50% to 3.50% in 2012, and to 0.50% in 2020.

China has established a marine sulphur limit of 0.50% applicable to fuel used while at berth in specific ports in the Pearl River Delta Area, the Yangtze River Delta Area, and the Bohai Sea Area. In 2018, the 0.50% sulphur limit became applicable to all ports within these three areas in China. In 2019, the 0.50% sulphur limit became applicable to all operations with defined emission control area in the Pearl River Delta Area, Yangtze River Delta Area, and the Bohai Sea Area.

In order to meet the regulations for sulphur limits, vessels can use any one of three different compliance options:

- Switch to low-sulfur fuels;
- Convert engines to run on cleaner liquefied natural gas (LNG); or
- Install an exhaust gas scrubber or fuel purification system directly on a ship to decrease the amount of sulfur in regular heavy fuels.

All three of these options currently have their own significant disadvantages. First, current low-sulfur fuels are more expensive than standard fuels, resulting in significantly higher operational costs. Second, most ships and ship engines are not currently equipped for LNG, requiring high capital costs to retrofit current ships and engines to use LNG. Finally, the majority of existing exhaust scrubbers are cost-ineffective due to the amount of space they require. In addition, the size and added weight of existing scrubbers can affect the stability of a ship. Also, existing exhaust scrubbers require the addition of certain chemicals to control pH and neutralize sulphur oxide, which adds significant cost.

Our DSOX System, when fully commissioned and verified, will provide a low-cost alternative to using high cost, low-sulfur fuels by allowing ship operators to clean the sulphur content from standard fuels prior to the combustion process in the ships engine. The DSOX Systems also incorporate our Bio-Scrubber technology, removing alkali metals from existing fuels, decreasing maintenance costs and increasing the useful life of existing engines.

Our Njord Scrubber can be used in conjunction with our DSOX-20, which will allow to further reduce the sulfur content from exhaust gases, or installed as a standalone system, depending on the space allowed in a ship’s funnel.

Products and Technologies

Bio Scrubber Technology Overview

The Bio Scrubber is a patented system designed to significantly reduce the maintenance cost and premature failure of gas turbine engines by removing alkali metals that are usually present in fuel.

Salt, calcium and other alkali metal substances in the fuel stock result in high temperature corrosion and premature failure in gas turbine engine components. During combustion in a gas turbine, sodium from the fuel creates high temperature corrosion of the hot-section components of the gas turbine, such as nozzle, guide vanes and rotor blades, resulting in accelerated oxidation. In some cases, this accelerated oxidation can reduce the operational life of a gas turbine by more than 50%.

By removing alkali metals from the fuel, the Bio Scrubber not only prolongs the life of gas turbine engines, it also significantly reduces operating and maintenance costs.

We acquired our patent application rights to the Bio Scrubber technology directly from Mr. Norling, our former President and Chief Technical Officer ("CTO"), and current major shareholder.

DSOX Pre-Combustion Fuel Purification System Overview

Our DSOX-20 System is a patented 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 patented Bio Scrubber platform, integrating it with additional new proprietary technologies that we acquired from Mr. Norling in March 2014. These additional technologies react with and release the sulfur in the heavy marine fuel, allowing for an even cleaner by-product.

DSOX-20 can be installed on a ship without disruption to the ship's operations as a completely independent fuel treatment system with its own fuel oil separators and fuel quality monitoring system.

Njord Exhaust Gas Scrubber System Overview

The main purpose and goal of the Njord System is to clean the exhaust gases from excess sulfur following the internal combustion process within ships engine.

Njord System can be used as a standalone system installed inside a ship's funnel or in conjunction with our DSOX-20. 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 addition of any chemicals and results in a minimal back pressure allowing for an extended longevity of a ships' engine.

Key Product Markets

Our DSOX and Njord Systems (collectively, the "Emission Technologies") are mainly designed for use within the marine industry, although they can be adapted for use in many other land-based non-marine applications. Due to the relatively small size and light weight of our Emission Technologies, they can be installed on almost any type of marine vessel and can be customized to fit any size engine. Our Emission Technologies can be installed on a ship at any time during the normal operation. However, dry dock would still be preferable for seawater intake and overboard installations. In cases where dry dock is not an option, these installations can be done during dive operations while a ship is in service.

With stringent emission standards of 0.5% sulfur in fuel that came into effect in Europe and worldwide as of January 1, 2020, it is expected that the scrubber market will encompass all ships spending extensive time in international waters as currently it is the most cost-effective solution to complying with the regulations.

Major Customers

We have signed agreements with LMS Ship Management Inc. ("LMS") and Magical Cruise Company, Limited ("DCL") for installation of our DSOX Systems. In addition, we have entered into a binding term sheet agreement with Prestige Cruise Holdings, Inc. ("Prestige"). As of the date of this Annual Report of Form 10-K, the projects contemplated under the above contracts and the term sheet are suspended until we can source sufficient financing.

Competition

The requirement for reduced SOx levels has been enacted since January 1, 2015, and as such the market for emission abatement technologies, such as ours, has been growing rapidly. We are one of the smallest participants in the emission abatement technologies sector and do not represent a competitive presence in the industry.

Distribution and Supply Methods

We are planning to use third party suppliers, with whom we would have to enter into various agreements, for production, as well as installation of our DSOX Systems and other Emission Technologies.

Patent Rights, License Agreements and Royalty Rights

DSOX Technology Rights

The technologies that form the basis of our DSOX Pre-Combustion Fuel Purification System are covered by certain patents.

In 2013, Mr. Norling, our former director, President and CTO, assigned US and European patent applications covering the Bio Scrubber technology to us under the terms of his previous employment agreement with us.

On March 10, 2014, pursuant to a Technology Transfer Agreement between us and Mr. Norling, Mr. Norling sold to us additional technology rights covering all technologies owned by him as of that date that relate to the abatement and reduction of emissions and exhausts from internal combustion engines through the pre-treatment of input fuels, the treatment of exhaust gases produced by such engines, or any combination thereof (collectively, the "Norling Emission Technologies"). These included all of Mr. Norling's right in two patent applications filed by Mr. Norling that relate to the removal of sulfur from diesel fuel. In consideration for these technologies, we agreed to release to Mr. Norling 54,000,000 shares of our common stock that were issued to Mr. Norling under his prior employment agreement with us and subject to escrow restrictions. Under the Technology Transfer Agreement, Mr. Norling acknowledged and agreed that he was not entitled to the release of any of these shares under his previous employment agreement and that the 54,000,000 shares were being released to Mr. Norling in consideration for the technology rights transferred to us. The remaining 100,000,000 shares of common stock previously issued to Mr. Norling under his prior employment agreement were subsequently surrendered and cancelled.

In July 2014, we filed an additional patent application covering the process of using our DSOX-20 System in combination with an exhaust gas scrubber.

On January 10, 2017, the United States Patent and Trademark Office granted us a patent No. US 9,540,571 B2 entitled *In-Line System For De-Salting Diesel Oil Supplied To Gas Turbine Engines*.

On September 26, 2017, the United States Patent and Trademark Office granted us a patent No. US 9,771,523 B2 entitled *Fuel Cleaning System and Method for a Ship*.

On January 30, 2018, the United States Patent and Trademark Office granted us a patent No. US 9,878,300 B2 entitled *Removal of Contaminants from Bunker Oil Fuel*.

On February 12, 2019, the United States Patent and Trademark Office granted us a patent No. US 10,201,782 B2 entitled *Exhaust Gas Scrubber*.

Expenditures on Research and Development During the Last Two Fiscal Years

During the years ended December 31, 2019 and 2018, we did not incur any expenses associated with the research and further development of our Emission Technologies.

Number of Total Employees and Number of Full Time Employees

As of the date of this Annual Report, we do not have any employees. We expect to continue to outsource consulting, legal and accounting services to third parties, as well as use services of external manufacturers, installers, marketing and distribution consultants, as we believe that the use of third-party services is most cost-effective for the current level of operations.

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 Annual Report on Form 10-K 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.

Our consolidated financial statements included with this Annual Report on Form 10-K were prepared by management and have not been audited by an independent auditing firm.

The consolidated financial statements included in this Annual Report on Form 10-K have not been audited by the Company's independent auditor and, therefore, do not comply with the requirements specified in Rule 8-02 of Regulation S-X and guidance to Form 10-K. 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.

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.

The loss of key members of our senior management team in February of 2017 resulted in disruption to our business operations and our ability to finalize current projects.

Our success largely depended on expertise of Mr. Rasmus Norling, our former Chief Technical Officer and an original inventor of our Emission Technologies, as well as Mr. Anders Aasen, our former Chief Executive Officer, who has an extensive business experience with emission abatement technologies specific to marine industry. In February of 2017, Mr. Norling and Mr. Aasen resigned from all positions they held with the Company. These resignations left the Company with no technical expertise and impaired our ability to complete current projects, as well as our ability to identify and secure new customer contracts, and to otherwise manage our business. As of the date of the filing of this Form 10-K we have yet to find successors willing to fill the positions previously held by Mr. Norling and Mr. Aasen, and as such we may have to curtail and even cease our operations.

As of December 31, 2019, we owed \$11,621,004 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 December 31, 2019, we owed a total of \$11,621,004 to KFBV under the terms of the KF Loans, consisting of the full principal amount of all advances made to that date (\$5,900,000) plus interest and late payment fees accrued thereon. Outstanding principal plus interest under the KF Loans was due on January 15, 2017. As of the date of this Annual Report on Form 10-K, the loans are in default, however, we have not been served with a default notice by KFBV.

Since we are not in position to pay our debt obligations, we will most likely seek to re-negotiate the terms of our debt obligations. Although Mr. 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 KFBV Loans. If we are unable to re-negotiate the terms of our debt obligations, our business could fail and our investors could lose their investment.

The Third KF Loan Conversion Feature, available under the Third KF Loan, if exercised by KFBV, will result in substantial dilution to our existing shareholders.

The Third KF Loan Conversion Feature, available under the Third KF Loan, if exercised by KFBV, will require us to issue up to 1,829,749,677 shares of our common stock, exceeding the amount of authorized capital the Company can issue. In the event of an exercise, we may decide to seek shareholder approval to increase our authorized capital to accommodate the exercise. The exercise of the Third KF Loan Conversion Feature will result in substantial dilution to our existing shareholders.

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.

Resignations of Mr. Norling, our former President and CTO, and Mr. Aasen, our former CEO, have left our current Board of Directors and Executive Officers with no relevant expertise in the emission abatement industry. Many of our competitors have top management with relevant experience and have greater financial resources than we do at this time. We intend to seek experienced management and engineers, as well as sales and consulting teams to continue development of 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.

We have yet to obtain 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, we have yet to obtain certification that our DSOX System that was installed on board the DCL vessel meets current MEPC standards. In addition, all our projects have been suspended due to the lack of financing. There is no assurance that our Emission Technologies 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 Emission Technologies will receive type approval. Failure to receive type approval 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 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. 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 Emission Technologies 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.

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.

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.

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 former Chief Technical Officer, former Senior Vice President of Business Development and Chairman of our Board of Directors each hold a significant amount of our outstanding common stock. Together, they hold approximately 56.5% of our common stock and are able to exert considerable influence over our actions.

Rasmus Norling, our former director, Chief Technical Officer and President, and Mitchell Miller, our former director and 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 10.4% of our outstanding common stock. Mr. Kopple also owns 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 current and former 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, and 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 current and former executive officers and directors, as identified above, 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.

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 15g-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 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

Our business and registered office is located at 1130 West Pender Street, Unit 820, Vancouver, BC V6E 4A4. Our Chief Financial Officer ("CFO"), Joao (John) da Costa, provides this space free of charge although he is under no obligation to do so.

ITEM 3. LEGAL PROCEEDINGS.

We are not a party to any pending legal proceedings and, to the best of our knowledge, none of our properties or assets are the subject of any pending legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

MARKET INFORMATION

Quotations for our common stock are entered on the OTC Link alternative trading system on the OTC Pink marketplace under the symbol "DSOX." The table below gives the highest and the lowest prices our shares traded at for each fiscal quarter for the last two fiscal years.

High & Low Bids

Period ended	High	Low	Source ¹
December 31, 2019	\$0.0065	\$0.0026	Yahoo! Finance
September 30, 2019	\$0.009	\$0.0032	Yahoo! Finance
June 30, 2019	\$0.01	\$0.0018	Yahoo! Finance
March 31, 2019	\$0.009	\$0.0011	Yahoo! Finance
December 31, 2018	\$0.024	\$0.0001	Yahoo! Finance
September 30, 2018	\$0.015	\$0.005	Yahoo! Finance
June 30, 2018	\$0.018	\$0.001	Yahoo! Finance
March 31, 2018	\$0.015	\$0.008	Yahoo! Finance

(1) Source: DSOX Historical Prices; Triton Emission Solutions Inc. (DSOX) Stock. (2020, March 23). Retrieved March 23, 2020, from <https://ca.finance.yahoo.com/quote/DSOX/history?period1=1546300800&period2=1577750400&interval=1d&filter=history&frequency=1d>

HOLDERS OF RECORD

As of March 29, 2020, we had approximately 57 holders of record. The number of registered shareholders does not include the beneficial owners of common stock held in street name. The transfer agent for Triton's common stock is Pacific Stock Transfer Company with an address at 6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119 and their telephone number is 702-361-3033.

DIVIDENDS

We have not declared any dividends on our common stock during the past two fiscal years or at any time in our history. Under the provisions of the Delaware General Corporation Law (the "DGCL"), we may only declare dividends:

- (1) Out of our "surplus" as calculated in accordance with the provisions of the DGCL; or
- (2) If there is no "surplus" then out of our net profits for the fiscal year in which the dividend is declared or the preceding fiscal year.

"Surplus" is calculated under the DGCL as the excess of our net assets over our statutory capital, generally meaning the par value of our outstanding common stock. Dividends may not be declared out of net profits if our statutory capital has been diminished by depreciation in the value of our property or by losses or otherwise to an amount less than the aggregate amount of the statutory capital represented the outstanding shares of any class of stock having a preference on the distribution of our assets. We do not currently have any outstanding class of capital stock other than our common stock.

Except as provided for under the DGCL, dividends are declared at the sole discretion of our Board of Directors. We do not expect to declare any dividends in the foreseeable future as we expect to spend any funds legally available for the payment of dividends on the development of our business.

RECENT SALES OF UNREGISTERED SECURITIES

None

PENNY STOCK RULES

The SEC has adopted regulations that regulate broker-dealer practices in connection with transactions in "penny stocks." "Penny stocks" are generally defined as being any equity security that has a market price of less than \$5.00 per share, subject to certain exceptions. These rules require that any broker-dealer who recommends our common stock to persons other than prior customers and accredited investors, must, prior to the sale, make a special written suitability determination for the purchaser and receive the purchaser's written agreement to execute the transaction. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated with trading in the penny stock market. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our securities, which could severely limit their market price and liquidity of our securities. The application of the "penny stock" rules may affect your ability to resell our securities.

ITEM 6. SELECTED FINANCIAL DATA.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and Item 10(f) of Regulation SK and are not required to provide the information required under this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this Annual Report on Form 10-K constitute "forward-looking statements". These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. These statements reflect the current views of management with respect to future events and are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from those described in the forward-looking statements. Such risks and uncertainties include those set forth under this caption "Management's Discussion and Analysis" and elsewhere in this Form 10-K. We do not intend to update the forward-looking information to reflect actual results or changes in the factors affecting such forward-looking information. We advise you to carefully review the reports and documents we file from time to time with the United States Securities and Exchange Commission (the "SEC").

Cautionary Statement of No Auditor Review

The consolidated financial statements included in this Annual Report on Form 10-K have not been audited by the Company's independent auditor and, therefore, do not comply with the requirements specified in Rule 8-02 of Regulation S-X and guidance to Form 10-K. 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.

General

The inclusion of supplementary analytical and related information herein may require us to make estimates and assumptions to enable us to fairly present, in all material respects, our analysis of trends and expectations with respect to our results of operations and financial position taken as a whole. Actual results may vary from the estimates and assumptions we make.

Results of Operation

	Years Ended		Percentage
	December 31, 2019	December 31, 2018	Increase / (Decrease)
Operating expenses	\$ (56,767)	\$ (27,483)	106.6%
Change in fair value of derivative liabilities	391,919	(127,950)	406.3%
Interest expense	(1,684,919)	(1,457,758)	15.6%
Gain on divestiture of subsidiary	-	11,871	(100.0)%
Stock-based compensation	-	(32,684)	(100.0)%
Net loss	\$ (1,349,767)	\$ (1,634,004)	(17.4)%

Revenues

We did not generate any revenue during the years ended December 31, 2019 and 2018. Due to significant shortage of financial resources, we do not expect to have significant operating revenue in the foreseeable future.

Operating Expenses

During the year ended December 31, 2019, our operating expenses totaled \$56,767, an increase of \$29,284, or 106.6%, as compared to \$27,483 we incurred during the year ended December 31, 2018. The largest expense items during the year ended December 31, 2019 included professional fees of \$34,598 (2018 - \$28,531), which were mainly associated with maintenance of our patents and patent applications, filing and regulatory fees of \$8,017 (2018 - \$10,325), and realized loss on foreign exchange, which amounted to \$9,248 (2018 - gain of \$15,151).

Other Items

During the year ended December 31, 2019, we recorded \$391,919 gain on cumulative 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 (2018 - \$127,950 loss). The cumulative change in fair value of the derivative liabilities consisted of \$96,159 gain (2018 - \$29,386) we recorded on the fair values of the derivative liabilities associated with the warrants, and \$295,760 gain (2018 - \$157,336 loss) we recorded on fair value of the derivative liability associated with the conversion feature available under the Third KF Loan Agreement.

During the year ended December 31, 2019, we recorded \$1,559,247 (2018 - \$1,343,305) in interest on KF Loans. Further \$125,672 (2018 - \$114,453) in interest expense was associated with interest accrued on the notes payable we issued to Mr. Norling, KFBV, and to other third-party lenders.

During the year ended December 31, 2018, we recorded \$32,684 in stock-based compensation in respect of options to acquire shares of our common stock granted to our chairman of the board of directors, and recognized \$11,871 gain on divestiture of our subsidiary incorporated in Sweden. We did not have similar transactions during the year ended December 31, 2019.

Liquidity and Capital Resources

Working Capital

Working capital	December 31, 2019	December 31, 2018
Current assets	\$ 13,605	\$ 14,865
Current liabilities	18,112,016	16,763,509
Working capital deficit	\$ (18,098,411)	\$ (16,748,644)

As of December 31, 2019, we had a cash balance of \$1,838, a working capital deficit of \$18,098,411, of which \$31,918 was attributed to the fair value of the derivative liability associated with the warrants we issued to KF Business Ventures LP. as partial consideration for the KF Loans, and \$1,829,750 was attributed to the conversion feature included in the Third KF Loan Agreement. During the year ended December 31, 2019, we used \$27,855 to support our operating activities which we funded with \$28,725 we received from KFBV in advances due on demand and accumulating interest at 10% per year.

As of December 31, 2019, we owed a total of \$11,621,004 (2018 - \$10,061,757) to KFBV under the terms of the First KF Loan, the Second KF Loan and the Third KF Loan, consisting of (i) \$5,900,000 (2018 - \$5,900,000) in principal amount of all advances made to that date, (ii) \$1,343,113 (2018 - \$1,343,113) in accrued interest thereon calculated using the stated interest rate of 10% per annum compounded monthly until January 15, 2017, when all KF Loans became due and payable, (iii) \$4,015,735 (2018 - \$2,456,488) in accrued interest at a default rate of interest, which was calculated on \$7,243,113 owed and payable on January 15, 2017, and (iv) \$362,156 (2018 - \$362,156) in financing costs associated with penalty we accrued on an unpaid balance.

During the year ended December 31, 2019, we did not generate sufficient cash flows from our operating activities to satisfy our cash requirements. Our only significant source of financing during the year ended December 31, 2019, came from KFBV advances. 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 became due and payable on January 15, 2017, and as of the date of the filing of this Form 10-K are in default.

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 Mr. 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

	Years Ended December 31,	
	2019	2018
Cash flows used in operating activities	\$ (27,855)	\$ (39,608)
Cash flows provided by financing activities	28,725	36,170
Cash flows provided by investing activities	-	557
Net increase (decrease) in cash during the year	\$ 870	\$ (2,881)

Net Cash Used in Operating Activities

Net cash used in operating activities during the year ended December 31, 2019, was \$27,855. This cash was used to cover our cash operating expenses of \$47,791 and was offset by \$2,130 decrease in our prepaid expenses, \$13,501 increase in our accounts payable, and \$3,407 and \$898 increases in accrued liabilities and amounts due to related parties, respectively.

Net cash used in operating activities during the year ended December 31, 2018, was \$39,608. This cash was primarily used to cover our cash operating expenses of \$31,386, to increase our prepaid expenses by \$10,857, to decrease our wages payable by \$15,114. These uses of cash were offset by increase in our accounts payable of \$13,360, by an increase in amounts due to related parties of \$3,020, and by an increase in the accrued liabilities of \$1,369.

Non-cash Items

During the years ended December 31, 2019 and 2018, our net loss was further increased by the following expenses that did not have any impact on cash used in operations:

- \$1,684,918 (2018 - \$1,457,758) in interest we accrued on our notes and advances payable, of which \$1,559,247 (2018 - \$1,343,304) were associated with interest we accrued on the balances payable on the KF Loans which became due and payable on January 15, 2017;
- \$391,919 gain (2018 - \$127,950 loss) we recorded on revaluation of the derivative liabilities associated with the warrants we issued to KFBV as consideration for the KF Loans and conversion feature included in the Third KF Loan Agreement, 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.
- \$8,977 loss (2018 - \$15,774 gain) we recorded on changes associated with foreign exchange fluctuations.

In addition to the expenses noted above, during the year ended December 31, 2018, we recorded \$32,684 in stock-based compensation associated with an option to acquire shares of our common stock which we granted to the chairman of our board of directors under the 2014 Plan. We did not have any expenses associated with stock-based compensation during the year ended December 31, 2019.

Net Cash Provided by Financing Activities

During the year ended December 31, 2019, KFBV advanced to us \$28,725 (2018 - \$36,170) for working capital. These advances accumulate interest at 10% per annum and are payable on demand.

As of December 31, 2019, we owed a total of \$11,621,004 under KF Loans, consisting of (i) \$5,900,000 in principal amount of all advances made to that date, (ii) \$1,343,113 in accrued interest thereon calculated using the stated interest rate of 10% per annum, (iii) \$4,015,735 in accrued interest at a default rate of interest, and (iv) \$362,156 in financing costs associated with late payment fee we accrued on an unpaid balance. The KF Loans became due and payable on January 15, 2017, and at December 31, 2019 were in default; however, we have not been served with a default notice by KFBV.

Net Cash Provided by Investing Activities

During the year ended December 31, 2018, we divested our Subsidiary in Sweden for a total cash proceeds of \$557 (SEK5,000). We did not engage in any investing activities during the year ended December 31, 2019.

Going Concern

The notes to our financial statements at December 31, 2019, disclose our uncertain ability to continue as a going concern. As of the date of this Annual Report on Form 10-K we have accumulated a deficit of \$81,580,105, and we are not generating revenue from our emission abatement technologies, therefore additional financing will be required to fund and support our operations.

In February of 2017, majority of our top management resigned from their positions with the Company. Resignations of Mr. Aasen and Mr. Norling have left the Company without technical expertise required for the Company to continue development and marketing of our emission technologies, creating an uncertainty as to our ability to finalize our current projects to install a land-based DSOX Fuel Purification System for LMS, and to install a DSOX System on board of a vessel operated by DCL. These contracts were placed on hold until such time that our technology can be proven through testing. In April 2017 we commissioned Norling Inc. to perform the required tests, which were completed in late June 2017, however, did not yield satisfactory results required to secure a potential contract on installation.

The results of the tests confirmed that more research and further improvements to our emission abatement systems will be required in order to achieve industry-specific requirements. Should we decide to continue our operations and further development of our DSOX and NJORD Systems, we will be required to retain several engineers with relevant experience in the emission abatement technologies to work on the above projects. In order to be able to retain new staff or consultants we will be required to raise additional debt or equity financing, which may become challenging based on the current debt covenants under our existing KFBV Loan Agreements, and our share structure.

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. We have applied our critical accounting policies and estimation methods consistently.

Principles of Consolidation

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

Revenue Recognition

Consulting revenue

Revenue is realized 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.

Foreign Exchange Risk

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

Stock Options and other Share-based Compensation

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

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, long-term loan 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.

At December 31, 2019, we had \$1,838 in cash on deposit with a large chartered Canadian bank. 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.

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 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and in Item 10(f) of Regulation SK and are not required to provide the information required under this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

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TRITON EMISSION SOLUTIONS INC.
CONSOLIDATED BALANCE SHEETS
(EXPRESSED IN US DOLLARS)
(Unaudited, Prepared by Management)

December 31, 2019 December 31, 2018

ASSETS			
Current assets			
Cash	\$	1,838	\$ 968
Prepays		11,767	13,897
Total assets	\$	13,605	\$ 14,865
LIABILITIES AND STOCKHOLDERS' DEFICIT			
Current liabilities			
Accounts payable	\$	479,852	\$ 465,948
Accrued liabilities		43,852	40,445
Wages payable		70,750	70,750
Unearned revenue		2,075,000	2,075,000
Notes and advances payable		1,754,554	1,591,658
Due to related parties		205,336	204,364
Derivative liabilities - warrants		31,918	128,077
Derivative liability - conversion feature		1,829,750	2,125,510
Loans payable		11,621,004	10,061,757
Total liabilities		18,112,016	16,763,509
Stockholders' deficit			
Common stock \$0.001 par value, 200,000,000 common shares authorized, 88,195,005 issued and outstanding at December 31, 2019 and 2018		88,195	88,195
Obligation to issue shares		46,410	46,410
Additional paid-in capital		63,343,169	63,343,169
Accumulated deficit		(81,580,105)	(80,230,338)
Accumulated other comprehensive income		3,920	3,920
Total stockholders' deficit		(18,098,411)	(16,748,644)
Total liabilities and stockholders' deficit	\$	13,605	\$ 14,865

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

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

	Year Ended December 31,	
	2019	2018
General and administrative expenses	\$ 56,767	\$ 27,483
Loss before other items	(56,767)	(27,483)
Other items		
Change in fair value of derivative liability	391,919	(127,950)
Gain on divestiture of subsidiary	-	11,871
Interest	(1,684,919)	(1,457,758)
Stock-based compensation	-	(32,684)
Net loss	(1,349,767)	(1,634,004)
Foreign exchange translation	-	5,317
Comprehensive income loss	\$ (1,349,767)	\$ (1,628,687)
Net loss per share - basic and diluted	\$ (0.02)	\$ (0.02)
Weighted average number of shares outstanding - basic and diluted	88,195,005	88,195,005

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

TRITON EMISSION SOLUTIONS INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
(EXPRESSED IN US DOLLARS)
(Unaudited, Prepared by Management)

	<u>Common shares</u>		Obligation to Issue Shares	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income / (Loss)	Total
	Number of Shares	Amount					
Balance at December 31, 2017	88,195,005	\$ 88,195	\$ 46,410	\$ 63,309,928	\$ (78,596,334)	\$ (1,397)	\$ (15,153,198)
Stock-based compensation	-	-	-	32,684	-	-	32,684
Divestiture of subsidiary	-	-	-	557	-	-	557
Net loss for the year ended December 31, 2018	-	-	-	-	(1,634,004)	-	(1,634,004)
Translation to reporting currency	-	-	-	-	-	5,317	5,317
Balance at December 31, 2018	88,195,005	\$ 88,195	\$ 46,410	\$ 63,343,169	\$ (80,230,338)	\$ 3,920	\$ (16,748,644)
Net loss for the year ended December 31, 2019	-	-	-	-	(1,349,767)	-	(1,349,767)
Balance at December 31, 2019	88,195,005	\$ 88,195	\$ 46,410	\$ 63,343,169	\$ (81,580,105)	\$ 3,920	\$ (18,098,411)

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

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

	Year Ended	
	December 31,	
	2019	2018
Cash flows used in operating activities		
Net loss	\$ (1,349,767)	\$ (1,634,004)
Adjustments to reconcile net loss to net cash used by operating activities:		
Accrued interest	1,684,918	1,457,758
Foreign exchange loss (gain)	8,977	(15,774)
Change in fair value of derivative liability	(391,919)	127,950
Stock-based compensation	-	32,684
Changes in operating assets and liabilities		
Prepays	2,130	(10,857)
Accounts payable	13,501	13,360
Accrued liabilities	3,407	1,369
Wages payable	-	(15,114)
Due to related parties	898	3,020
Net cash used in operating activities	(27,855)	(39,608)
Cash flows from financing activities		
Notes and advances payable	28,725	36,170
Net cash provided by financing activities	28,725	36,170
Cash flows provided by investing activities		
Divestiture of subsidiary	-	557
Net cash provided by investing activities	-	557
Net increase (decrease) in cash	870	(2,881)
Cash, beginning	968	3,849
Cash, ending	\$ 1,838	\$ 968
Cash paid for:		
Income tax	\$ -	\$ -
Interest	\$ -	\$ -

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

TRITON EMISSION SOLUTIONS INC.
NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS
DECEMBER 31, 2019
(Unaudited; Prepared by Management)

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 OTCPink under the symbol "DSOX". On August 25, 2014, the Company changed its name from Poly Shield Technologies Inc. to Triton Emission Solutions Inc.

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.

Going Concern

The accompanying unaudited consolidated 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 obligations and pay its liabilities arising from normal business operations when they come due and ultimately upon its ability to achieve profitable operations.

As of December 31, 2019, the Company had not achieved profitable operations and had a working capital deficit of \$18,098,411 and accumulated a deficit of \$81,580,105. At December 31, 2019, the Company owed a total of \$11,621,004 to KF Business Ventures, LP ("KFBV"), a company controlled by the Company's Chairman, under the terms of three separate loan agreements with KFBV (Note 5). Should KFBV serve the Company with default notice and request a payment of the amounts owed, the Company may not be able to continue as a going concern and may be required to file for bankruptcy. 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 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 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The unaudited consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles ("GAAP") in the United States of America and are presented in US dollars.

Principles of consolidation

The unaudited consolidated financial statements include the accounts of Triton Emission Solutions Inc. and its wholly-owned subsidiary, Ecolutions Inc. On consolidation, all intercompany balances and transactions are eliminated.

Accounting estimates

The preparation of these unaudited consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company regularly evaluates estimates and assumptions related to the fair value of intangible assets, fair value of the derivative liability, useful life and recoverability of equipment, fair value of stock-based compensation, fair value of financial instruments and deferred income tax asset valuation allowances.

The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Revenue recognition

Survey and consulting revenue

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

Revenue from the installation and servicing of the DSOX and Njord Systems

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

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

Income taxes

Income tax expense is based on pre-tax financial accounting income. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on their characteristics. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Loss per share

Basic loss per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of common shares outstanding during the reporting period. Diluted net income per common share includes the potential dilution that could occur upon exercise of the options and warrants to acquire common stock computed using the treasury stock method which assumes that the increase in the number of shares is reduced by the number of shares which could have been repurchased by the Company with the proceeds from the exercise of the options and warrants.

Foreign currency translations

Foreign denominated monetary assets and liabilities are translated into their United States dollar equivalents using foreign exchange rates which prevailed at the balance sheet date. Revenues and expenses are translated at average rates of exchange during the period. Related translation adjustments as well as gains or losses resulting from foreign currency transactions are reported as a component of general and administrative expenses on a statement of operations.

Financial instruments

The Company's financial instruments include cash, accounts receivable, accounts payable, notes and advances payable, and amounts due to related parties. The fair values of these financial instruments approximate their carrying values.

Derivative financial instruments

Derivative financial instruments that are not classified as equity and are not used in hedging relationships are measured at fair value. These include derivative warrant liabilities and derivative conversion option liabilities. Subsequent changes to the estimated fair values are recorded in the statement of operations.

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. The company recognizes 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.

Recent accounting 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 the financial statements of the Company.

NOTE 3 - RELATED PARTY TRANSACTIONS

As at December 31, 2019, the Company owed \$205,336 (2018 - \$204,364) to an entity controlled by the Chief Financial Officer ("CFO") of the Company.

During the year ended December 31, 2019, the Company did not have any transactions with its related parties other than the notes and advances payable (Notes 4 and 5). During the year ended December 31, 2018, the Company recorded \$32,684 in stock-based compensation associated with fair value of options issued to a Director and Chairman (Note 7).

NOTE 4 - NOTES AND ADVANCES PAYABLE

The tables below summarize the short-term loans outstanding as at December 31, 2019 and 2018:

As at December 31, 2019

Principal Outstanding	Interest Rate per Annum	Accrued Interest	Total
\$ 27,000 ⁽¹⁾	8%	\$ 23,993	\$ 50,993
15,000 ⁽²⁾	0%	-	15,000
49,500 ⁽³⁾	7%	44,596	94,096
146,289 ⁽⁴⁾	6%	36,966	183,255
600,000 ⁽⁵⁾	6%	176,314	776,314
110,000 ⁽⁶⁾	15%	52,385	162,385
370,118 ⁽⁷⁾	10%	102,393	472,511
\$ 1,317,907		\$ 436,647	\$ 1,754,554

As at December 31, 2018

Principal Outstanding	Interest Rate per Annum	Accrued Interest	Total
\$ 27,000 ⁽¹⁾	8%	\$ 20,085	\$ 47,085
15,000 ⁽²⁾	0%	--	15,000
49,500 ⁽³⁾	7%	38,252	87,752
139,276 ⁽⁴⁾	6%	25,059	164,335
600,000 ⁽⁵⁾	6%	131,214	731,214
110,000 ⁽⁶⁾	10%	35,885	145,885
341,393 ⁽⁷⁾	10%	58,994	400,387
\$ 1,282,169		\$ 309,489	\$ 1,591,658

- (1) On December 12, 2011, the Company entered into a loan agreement with a third party creditor, whereby the third party creditor agreed to lend to the Company \$15,000 in exchange for an unsecured promissory note. On February 13, 2012, the third party creditor entered into a second loan agreement with the Company, whereby the third party creditor agreed to lend to the Company an additional \$12,000 in exchange for an unsecured promissory note. The loans accrue interest at a rate of 8%, and are due on demand. During the year ended December 31, 2019, the Company recorded \$3,908 in interest expense associated with these loans (2018 - \$3,608). As at December 31, 2019, the Company owed \$50,993 (2018 - \$47,085) under these loans.
- (2) On August 14, 2012, the Company entered into a loan agreement with a third party creditor, whereby the third party creditor agreed to lend to the Company \$15,000 in exchange for an unsecured non-interest bearing promissory note payable on demand.
- (3) In September and October of its Fiscal 2010, the Company entered into a number of loan agreements with a third party creditor, whereby the third party creditor agreed to lend to the Company a total of \$34,500 in exchange for unsecured promissory notes. On November 9, 2010, the Company entered into a loan agreement with another third party creditor, whereby the third party creditor agreed to lend to the Company \$15,000 in exchange for an unsecured promissory note.

The loans accrue interest at a rate of 7%, and are due on demand. During the year ended December 31, 2019, the Company recorded \$6,344 in interest expense associated with the loans from third party creditors (2018 - \$5,916). As at December 31, 2019, the Company owed \$94,096 (2018 - \$87,752) under these loans.

- (4) In 2012 the Company entered into series of Loan Agreements with Quarry Bay Capital LLC for a total of CAD\$190,000 (the "Quarry Bay Loan"). The Quarry Bay Loan accumulates interest at 6% per annum. As at December 31, 2019, the Company owed \$183,255 (2018 - \$164,335), including accrued interest of \$36,966 (2018 - \$25,059) under the Quarry Bay Loan.
- (5) On July 28, 2015, and November 6, 2015, the Company entered into two separate bridge loan agreements (the "Norling Loans") with its major shareholder and former 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. On August 31, 2015, the Company entered into a bridge loan agreement with KFBV, whereby KFBV agreed to lend to the Company \$200,000 in exchange for an unsecured promissory note (the "KFBV Bridge Loan").

The Norling Loans and KFBV Bridge Loan accrue interest at a rate of 6% and were due December 31, 2016. During the year ended December 31, 2019, the Company recorded \$30,040 in interest expense associated with the Norling Loans (2018 - \$28,294) and 15,060 in interest expense associated with the KFBV Bridge Loan (2018 - \$14,185). As at December 31, 2019, the Company owed \$517,082 (2018 - \$487,042) under the Norling Loans and \$259,232 (2018 - \$244,172) under the KFBV Bridge Loan.

As of December 31, 2019, the Norling Loans and KFBV Bridge Loan are in default, however, the Company has not been served with a default notice.

- (6) In September 2016, the Company issued an unsecured promissory note to KFBV for gross proceeds of \$110,000 (the "KFBV Note"). As part of the terms of the KFBV Note the Company agreed to grant KFBV the right to offset the cash payable by KFBV to exercise the warrants to purchase shares of the Company's common stock against the corresponding amount the Company would have to pay for outstanding indebtedness under this KFBV Note.

The KFBV Note has an interest rate of 10% and was due January 15, 2017. Under the terms of the KFBV Note, in the event of default the interest rate increases to 15% per annum until such time that the default is cured. During the year ended December 31, 2019, the Company recorded \$16,500 in interest expense associated with the KFBV Note (2018 - \$16,500). As at December 31, 2019, the Company owed \$162,385 (2018 - \$145,885) under the KFBV Note.

As of December 31, 2019, the KFBV Note is in default, however, the Company has not been served with a default notice.

- (7) During the year ended December 31, 2019, KFBV advanced the Company an additional \$28,725 (2018 - \$36,170) for working capital, bringing the total cash advanced for working capital to \$370,118 (2018 - \$341,393). The working capital advances are unsecured, due on demand and accumulate interest at a rate of 10% per annum compounded monthly. During the year ended December 31, 2019, the Company recorded \$43,399 in interest expense associated with these advances (2018 - \$35,899). As at December 31, 2019, the Company owed \$472,511 (2018 - \$400,387) on account of working capital advances it borrowed from KFBV.

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 KFBV 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"). 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.

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 Company did not repay the First KF Loan on January 15, 2017, when due, and as such the First KF Loan is in default. The Company recorded a penalty on unpaid balance of \$131,978, representing 5% of the full balance due under the First KF Loan on January 15, 2017. The Company has not been served with a default notice by KFBV.

During the year ended December 31, 2019, the Company recorded \$568,229 (2018 - \$489,533) in interest expense on the First KF Loan at 15% per annum, the default rate of interest.

At December 31, 2019, the fair value of the derivative liability associated with the warrants issued pursuant to the First KF Loan Agreement was \$11,643 (December 31, 2018 - \$42,990).

At December 31, 2019 and 2018, the fair values of Amended Warrants, September Warrants, and First Extension Warrants were revalued using the Binomial Lattice model using the following assumptions:

	At December 31, 2019	At December 31, 2018
Expected Warrant Life	1.04 - 1.67 years	2.04 - 2.67 years
Risk-Free Interest Rate	1.58% - 1.59%	2.48% - 2.46%
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 recording of non-cash accretion interest.

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"). 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 Company did not repay the Second KF Loan on January 15, 2017, when due, and as such the Second KF Loan is in default. The Company recorded a penalty on unpaid balance of \$147,779, representing 5% of the full balance due under the Second KF Loan on January 15, 2017. The Company has not been served with a default notice by KFBV.

During the year ended December 31, 2019, the Company recorded \$636,253 (2018 - \$548,140) in interest expense on the Second KF Loan at 15% per annum, the default rate of interest.

At December 31, 2019, the fair value of the derivative liabilities associated with the Second KF Warrants and the Second Extension Warrants was \$12,275 (December 31, 2018 - \$45,087).

At December 31, 2019 and 2018, the fair values of the Second KF Warrants and Second Extension Warrants were revalued using the Binomial Lattice model using the following assumptions:

	At December 31, 2019	At December 31, 2018
Expected Warrant Life	1.04 - 1.67 years	2.04 - 2.67 years
Risk-Free Interest Rate	1.58% - 1.59%	2.46% - 2.48%
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.

The maturity date under the Third KF Loan Agreement was 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"). In case of default, the conversion price is calculated based on a 50% discount to the volume weighted average price of the Company's stock over the last five days of trading immediately preceding the date of exercise. 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. 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 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.

The Company did not repay the Third KF Loan on January 15, 2017, when due, and as such the Third KF Loan is in default. The Company recorded a penalty on unpaid balance of \$82,399, representing 5% of the full balance due under the Third KF Loan on January 15, 2017. The Company has not been served with a default notice by KFBV.

During the year ended December 31, 2019, the Company recorded \$354,765 (2018 - \$305,634) in interest expense on the Third KF Loan at 15% per annum, the default rate of interest.

As a consequence of the Third KF Loan being in default, the conversion price decreased to 50% of the volume weighted average price of the Company's stock over the last five days of trading immediately preceding the date of exercise. The decrease in price may result in the Company having to issue up to 1,829,749,677 shares of its common stock should KFBV decide to exercise its conversion rights under the Third KF Loan Agreement.

At December 31, 2019, the fair value of the derivative liability associated with the Third KF Warrants and the Third KF Loan Conversion Feature were \$8,000 (2018 - \$40,000) and \$1,829,750 (2018 - \$2,125,510), respectively.

At December 31, 2019 and 2018, the fair value of the Third KF Warrants was revalued using the Binomial Lattice model using the following assumptions:

	At December 31, 2019	At December 31, 2018
Expected Warrant Life	1.04 years	2.04 years
Risk-Free Interest Rate	1.59%	2.48%
Expected Dividend Yield	Nil	Nil
Average Expected Stock Price Volatility	60%	60%

At December 31, 2019 and 2018, the fair value of the Third KF Loan Conversion Feature was revalued using the Binomial Lattice model using the following assumptions:

	At December 31, 2019	At December 31, 2018
Amount Eligible for Conversion	\$2,561,650	\$2,125,510
Share Price	\$0.0028	\$0.008
Expected Life	on demand	on demand
Risk-Free Interest Rate	1.48 %	2.44%
Expected Dividend Yield	Nil	Nil
Expected Stock Price Volatility	57%	57%

Summary of KF Loans Payable

A summary of the principal outstanding, accumulated accrued interest, and penalty calculated on KF loans is as follows:

As at December 31, 2019

	Principal Outstanding	Accumulated Accrued Interest	Penalty	Total
First KF Loan Payable	\$ 2,000,000	\$ 2,102,999	\$ 131,978	\$ 4,234,977
Second KF Loan Payable	2,400,000	2,194,200	147,779	4,741,979
Third KF Loan Payable	1,500,000	1,061,649	82,399	2,644,048
	\$ 5,900,000	\$ 5,358,848	\$ 362,156	\$ 11,621,004

**As at December 31,
2018**

	Principal Outstanding	Accumulated Accrued Interest	Penalty	Total
First KF Loan Payable	\$ 2,000,000	\$ 1,534,770	\$ 131,978	\$ 3,666,748
Second KF Loan Payable	2,400,000	1,557,947	147,779	4,105,726
Third KF Loan Payable	1,500,000	706,884	82,399	2,289,283
	\$ 5,900,000	\$ 3,799,601	\$ 362,156	\$ 10,061,757

Summary of the Derivative Liability - Conversion Feature

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

As at December 31, 2019

	Fair Value at December 31, 2018	Change on Revaluation at December 31, 2019	Fair Value at September 30, 2019
Third KF Loan Conversion Feature	\$ 2,125,510	\$(295,760)	\$ 1,829,750

As at December 31, 2018

	Fair Value at December 31, 2017	Change on Revaluation at December 31, 2018	Fair Value at December 31, 2018
Third KF Loan Conversion Feature	\$ 1,968,174	\$157,336	\$ 2,125,510

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 December 31, 2019

	Fair Value at December 31, 2018	Change on Revaluation at December 31, 2019	Fair Value at December 31, 2019
9,254,546 warrants (Amended Warrants and September Warrants)	\$ 37,018	\$ (27,764)	\$ 9,254
1,194,332 warrants (First Extension Warrants)	5,972	(3,583)	2,389
9,600,000 warrants (Second KF Warrants)	38,400	(28,800)	9,600
1,337,320 warrants (Second Extension Warrants)	6,687	(4,012)	2,675
8,000,000 warrants (Third KF Warrants)	40,000	(32,000)	8,000
Total	\$ 128,077	\$ (96,159)	\$ 31,918

As at December 31, 2018

	Fair Value at December 31, 2017	Change on Revaluation at December 31, 2018	Fair Value at December 31, 2018
9,254,546 warrants (Amended Warrants and September Warrants)	\$ 46,273	\$ (9,255)	\$ 37,018
1,194,332 warrants (First Extension Warrants)	7,166	(1,194)	5,972
9,600,000 warrants (Second KF Warrants)	48,000	(9,600)	38,400
1,337,320 warrants (Second Extension Warrants)	8,024	(1,337)	6,687
8,000,000 warrants (Third KF Warrants)	48,000	(8,000)	40,000
Total	\$ 157,463	\$ (29,386)	\$ 128,077

NOTE 6 - UNEARNED REVENUE

During its fiscal 2013 and 2014, the Company received a total of \$2,075,000 in non-refundable deposits on account of the building and installation of its Fuel Purification Systems. In accordance with the Company's policies, the deposits were recorded as unearned revenue.

NOTE 7 - SHARE CAPITAL

During the years ended December 31, 2019 and 2018, the Company did not have any transactions that resulted in issuance of its common stock.

Warrants

A continuity schedule of warrants is as follows:

	December 31, 2019	December 31, 2018
Warrants, beginning	29,386,198	29,886,198
Warrants, expired	-	(500,000)
Warrants, outstanding	29,386,198	29,386,198

Details of warrants outstanding as at December 31, 2019 are as follows:

Exercise price	Expiry date	Number of warrants outstanding
\$0.10	January 15, 2021	26,854,546
\$0.10	September 1, 2021	2,531,652
\$0.10		29,386,198

At December 31, 2019, the weighted-average remaining contractual life of the outstanding share purchase warrants was 1.10 years.

Options

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

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

A continuity schedule of warrants is as follows:

	December 31, 2019	December 31, 2018
Options, beginning	2,500,000	2,500,000
Options, expired	(500,000)	-
Options, outstanding	2,000,000	2,500,000

A summary of options is as follows:

Exercise price	Grant date	Number of options outstanding
\$0.10	September 8, 2014	2,000,000
		2,000,000

At December 31, 2019, the remaining contractual life of the outstanding options to purchase the shares of the Company's common stock was 2.19 years.

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 vested 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 five 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. As at December 31, 2019, 500,000 options expired unexercised.

NOTE 8 - INCOME TAXES

The reported income taxes differ from the amounts obtained by applying statutory rates to the loss before income taxes as follows:

	December 31, 2019	December 31, 2018
Net loss	\$ (1,349,767)	\$ (1,634,004)
Statutory tax rate	21.0%	21.0%
Expected income tax recovery	(283,451)	(343,141)
Permanent differences	82,303	20,006
Change in tax rates	-	243,760
Difference in foreign tax rates	-	119
Change in valuation allowance	(201,148)	(79,256)
Income tax recovery	\$ --	\$ --

The Company's tax-effected future income tax assets and liabilities are estimated as follows:

	December 31, 2019	December 31, 2018
Deferred income tax assets		
Non-capital losses carried forward	\$ 7,272,000	\$ 6,334,130
Intangible asset	6,713,000	7,450,000
Less: Valuation allowance	(13,985,000)	(13,784,298)
Net deferred income tax assets	\$ --	\$ --

At December 31, 2019 and 2018, the Company had a deferred tax asset that related to net operating losses. A full valuation allowance has been established; as management believes it is more likely than not that the deferred tax asset will not be realized.

As at December 31, 2019, the Company had net operating loss carry forwards of approximately \$34,630,535 (2018 - \$30,162,522) to reduce future federal and state taxable income. These losses expire by 2038.

The Company is not currently subject to any income tax examinations by any tax authority. Should a tax examination be opened, management does not anticipate any tax adjustments, if accepted, that would result in a material change to its financial position.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

In connection with the preparation of this Annual Report on Form 10-K, an evaluation was carried out by our Chief Financial Officer and Chairman of our board of directors, 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 December 31, 2019. Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms and that such information is accumulated and communicated to management, including our Chief Financial Officer and Chairman of our board, to allow timely decisions regarding required disclosures.

Based on that evaluation, our management concluded, as of the end of the period covered by this report, that our disclosure controls and procedures were not 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 due to limited segregation of duties.

Management's Report on Internal Controls over Financial Reporting

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. Management is responsible for establishing and maintaining adequate internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002 (SOX). Our internal control over financial reporting is a process designed under the supervision of our former Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and our Board of Directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

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

Management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). As a result of this assessment, it was found that the internal controls cannot be relied upon, due to the limited segregation of duties.

The Consolidated Financial Statements included with this Annual Report on Form 10-K have not been audited by the Company's independent auditor and are sole responsibility of the Company's management. As a result, the Consolidated Financial Statements included with this Annual Report on Form 10-K do not include a report of Independent Registered Public Accounting Firm.

Our independent auditors have not issued an attestation report on management's assessment of our internal control over financial reporting. As a result, this Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. We were not required to have, nor have we, engaged our independent registered public accounting firm to perform an audit of internal control over financial reporting pursuant to the rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report.

Changes in Internal Controls

As of the end of the period covered by this report, there have been no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that materially affected, or are reasonably likely to materially affect, our results of operations.

ITEM 9B. OTHER INFORMATION

Not applicable

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE.**Directors and Executive Officers**

Each of our directors holds office until the earlier of (i) our next annual meeting of our stockholders, (ii) that director's successor has been elected and qualified, or (iii) that director resigns. Our executive officers are appointed by our Board of Directors and hold office until he or she resigns or is removed by the Board.

Our management team is listed below:

Name	Position(s)
Joao (John) da Costa	Chief Financial Officer, Treasurer, Corporate Secretary and Director
Robert Kopple	Chairman and Director

Joao (John) da Costa: Mr. da Costa (55) has been our CFO, Treasurer, Corporate Secretary and a member of our Board of Directors since May 2002. Mr. da Costa previously acted as our Chief Executive Officer and President from February 2006 until May 2012. Mr. da Costa has more than twenty years of experience providing bookkeeping and accounting services to both private and public companies and is the founder and president of Da Costa Management Corp., a company that has provided management and accounting services to public and private companies since August 2003. In addition to Triton Emission Solutions Inc., Mr. da Costa currently serves as the CFO, Treasurer and a director of Red Metal Resources Ltd., a company reporting under the Exchange Act and engaged in the business of acquiring and exploring mineral claims; Mr. da Costa also currently serves as the CFO, Secretary and a director of Kesselrun Resources Ltd., a Canadian reporting company listed on the TSX Venture Exchange, and a director of Live Current Media, Inc., a company reporting under the Exchange Act.

Robert Kopple: Mr. Kopple (76) was appointed as Chairman of our Board of Directors on September 8, 2014, pursuant to the terms of the Second KF Loan Agreement. Mr. Kopple is an experienced investor, businessman, and lawyer who co-founded the firm Kopple and Klinger in 1992 where he advises and assists clients with complex estate and gift tax issues and issues in the transfer of family wealth and family businesses. Mr. Kopple represents non-citizens and non-residents of the United States in a variety of challenging estate and tax issues. Prior to co-founding Kopple and Klinger in 1992, Mr. Kopple practiced at a top national law firm in their Los Angeles office. In addition, Mr. Kopple manages interests in real estate and operating companies. He has provided equity and debt financing for a number of both public and private businesses and serves on the board of directors of several corporations.

Family Relationships

There are no family relationships among the directors, executive officers or persons nominated or chosen by Triton Emission Solutions Inc. to become directors or executive officers.

Involvement in Certain Legal Proceedings

During the past ten years, none of Triton's directors or officers has been:

- a person against whom a bankruptcy petition was filed;
- a general partner or executive officer of any partnership, corporation or business association against which any bankruptcy petition was filed, either at the time of the bankruptcy or two years prior to that time;
- convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or commodities trading or banking activities;

- subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of (1) any court of competent jurisdiction, permanently or temporarily enjoining him or otherwise limiting him from acting, or (2) any Federal or State authority barring, suspending or otherwise limiting for more than 60 days his right to act, as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity, or to be associated with persons engaged in any such activity;
- found by a court of competent jurisdiction in a civil action or by the SEC to have violated any Federal or State securities law, and the judgment in such civil action or finding by the SEC has not been subsequently reversed, suspended, or vacated;
- found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;
- the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:
 - any Federal or State securities or commodities law or regulation, or
 - any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or
 - any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
 - the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Compliance with Section 16(a) of the Exchange Act.

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who beneficially own more than 10% of our equity securities (collectively, the "Reporting Persons"), to file reports of ownership and changes in ownership with the SEC. Under the SEC regulations, Reporting Persons are required to provide us with copies of all forms that they file pursuant to Section 16(a). To our knowledge, based solely upon review of the copies of such reports received or written representations from the reporting persons, we believe that during the period covered by this Annual Report, our directors, executive officers and persons who own more than 10% of our common stock complied with all Section 16(a) filing requirements.

Nomination Procedure for Directors

We do not have a standing nominating committee. Recommendations for candidates to stand for election as directors are made by our Board of Directors. We have not adopted a policy that permits shareholders to recommend nominees for election as directors or a process for shareholders to send communications to our Board of Directors. However, pursuant to Section 3 of Article III of our By-laws, shareholders are able to provide us with information for nominees for directors subject to the conditions provided in Section 3 of Article III of our By-laws.

Identification of Audit Committee

We do not have a separately-designated standing audit committee. Rather, our entire Board of Directors performs the required functions of an audit committee.

Our audit committee is responsible for: (1) selection and oversight of our independent accountant; (2) establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters; (3) establishing procedures for the confidential, anonymous submission by our employees of concerns regarding accounting and auditing matters; (4) engaging outside advisors; and, (5) funding for the outside auditors and any outside advisors engagement by the audit committee.

As of December 31, 2019, we did not have a written audit committee charter or similar document and have not adopted any specific policies or procedures for the engagement of non-audit services.

Audit Committee Financial Expert

John da Costa, our Chief Financial Officer and a member of our Board of Directors qualifies as an “audit committee financial expert”, as defined by Item 407(d)(5) of Regulation S-K promulgated under the Securities Act of 1933 and the Securities Exchange Act of 1934. Notwithstanding the fact that Mr. da Costa is not an independent director, we believe that his experience in preparing, analyzing and evaluating financial statements, as well as his knowledge of public company reporting will provide us with the guidance we need until we are able to expand our board to include independent directors who have the knowledge and experience to serve on an audit committee.

Code of Ethics

We have adopted a Code of Ethics that applies to all our executive officers and employees, including our CEO and CFO. See Exhibit 14.1 - Code of Ethics for more information. We believe that our Code of Ethics is reasonably designed to deter wrongdoing and promote honest and ethical conduct; provide full, fair, accurate, timely and understandable disclosure in public reports; comply with applicable laws; ensure prompt internal reporting of code violations; and provide accountability for adherence to the Code.

ITEM 11. EXECUTIVE COMPENSATION.

The following table summarizes all compensation received by our Executive Officer for the past two fiscal years:

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Non-qualified Deferred Compensation Earnings	All other compensation	Total
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
John da Costa									
CFO,	2019	nil	nil	nil	nil	nil	nil	nil	nil
Treasurer and Secretary	2018	nil	nil	nil	nil	nil	nil	nil	nil

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

As at December 31, 2019, we did not have any equity awards granted to our named executive officer.

We have no plans that provide for the payment of retirement benefits, or benefits that will be paid primarily following retirement, including but not limited to tax-qualified defined benefit plans, supplemental executive retirement plans, tax-qualified defined contribution plans and nonqualified defined contribution plans.

We do not have a compensation committee.

Executive Officer Employment / Consulting Agreements

As at December 31, 2019, there are no employment agreement between us and our named executive officer, and there are no employment agreement or other compensating plan or arrangement with regard to the named executive officer which provides for specific compensation in the event of resignation, retirement, other termination of employment or from a change of control of Triton or from a change in the named executive officer's responsibilities following a change in control.

DIRECTOR COMPENSATION

The following table sets forth the compensation paid to our directors during our December 31, 2019, fiscal year, other than director who was also named executive officers as that term is defined in Item 402(m)(2).

Compensation paid to the director who was also named executive officer during our December 31, 2019 fiscal year is set out in the table above.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Robert C. Kopple ⁽¹⁾	nil	nil	nil	nil	nil	nil	nil

- (1) On September 8, 2014, we issued to Mr. Kopple options to purchase up to 2,500,000 shares of our common stock under our 2014 Stock Option Plan (the "Kopple Options"). The Kopple Options vested at a rate of 500,000 shares per year, beginning September 1, 2014. The initial exercise price of the Kopple Options was \$0.50 per share, subject to adjustment in the event that we subsequently issue any shares of our common stock or any options, warrants, convertible instruments or similar instruments at a purchase, exercise or conversion price less than \$0.50 per share. Under our Third KF Loan Agreement, we issued warrants for the purchase of shares of our common stock exercisable at \$0.10 per share to KFBV. Mr. Kopple is the principal of KFBV. As a result of the issuance of these warrants, the exercise price of the Kopple Options was automatically reduced to \$0.10 per share. The Kopple Options expire five years after the vesting date thereof. As at December 31, 2019, 500,000 options to acquire shares of our common stock expired unexercised, leaving 2,000,000 options available for exercise.

Other than the options granted to Mr. Kopple, we do not have any compensation arrangements with Mr. Kopple for acting as a member of our Board of Directors and as our Chairman.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL HOLDERS AND MANAGEMENT.

The following tables set forth certain information concerning the number of shares of our common stock owned beneficially as of March 30, 2020 by: (i) each person (including any group) known to us to own more than five percent (5%) of any class of our voting securities, (ii) each of our directors and each of our named executive officers (as defined under Item 402(m)(2) of Regulation S-K), and (iii) officers and directors as a group. Unless otherwise indicated, the shareholders listed possess sole voting and investment power with respect to the shares shown.

Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in the following tables does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding. As of March 30, 2020, there were 88,195,005 shares of our common stock issued and outstanding.

Security Ownership of Certain Beneficial Owners (more than 5%)

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class
Common Stock	KF Business Ventures, LP 10866 Wilshire Boulevard Suite 1500 Los Angeles, California 90024	1,868,302,542 ⁽¹⁾	95.9%
Common Stock	Kopple Financial, Inc. 10866 Wilshire Boulevard Suite 1500 Los Angeles, California 90024	1,868,302,542 ⁽¹⁾	95.9%
Common Stock	Robert C. Kopple 10866 Wilshire Boulevard, Suite 1500 Los Angeles, California 90024	1,870,302,542 ⁽¹⁾⁽²⁾	95.9%
Common Stock	Rasmus Norling ⁽¹⁾ 2067 Calle Espana Apt. 2 San Juan, Puerto Rico 09011	20,350,000	23.1%
Common Stock	Mitchell R. Miller ⁽¹⁾ 103 De Diego Avenue Unit 601 San Juan, PR 00911-3529	20,350,000	23.1%

Security Ownership of Management

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class
Common Stock	John da Costa 820 -1130 Pender Street West Vancouver, BC V6E 4A4	nil	nil%
Common Stock	Robert Kopple 10866 Wilshire Boulevard, Suite 1500, Los Angeles, California 90024	1,870,302,542 ⁽¹⁾⁽²⁾	95.9%
Common Stock	Directors and Executive Officers (as a group)	1,870,302,542	95.9%

- (1) KF Business Ventures, LP ("KFBV") is the direct beneficial owner of 1,868,302,542 shares of our common stock. Kopple Financial, as the sole general partner of KFBV, and Mr. Kopple, as the sole executive officer and sole director of Kopple Financial, are the indirect beneficial owners of our securities held directly by KFBV, with shared voting and dispositive power over those securities. The shares beneficially owned by KFBV consist of (i) 9,166,667 shares of our common stock held directly by KFBV; (ii) 26,854,546 shares issuable upon exercise of warrants to purchase shares of our common stock at a price of \$0.10 per share, expiring January 15, 2021 (the First KF Loan Warrants, Second KF Loan Warrants and Third KF Loan Warrants); (iii) warrants to purchase up to 2,531,652 shares of the Issuer's common stock at a price of \$0.10 per share, expiring September 1, 2021 (the First KF Loan Extension Warrants and the Second KF Loan Extension Warrants); and (iv) 1,829,749,677 shares issuable upon the exercise of conversion rights under the Third KF Loan in the aggregate amount of \$ 2,561,650, consisting of \$1,500,000 in principal and \$ 1,061,650 in interest accrued thereon convertible at a price of \$0.0014. The Third KF Loan matured on January 15, 2017 and as of the date of this Annual Report on Form 10-K is in default. The number of shares listed as being acquirable by KFBV upon exercise of the conversion rights associated with the Third KF Loan is calculated as of December 31, 2019, and does not include shares issuable upon the conversion of interest during the period subsequent to December 31, 2019. The Company's authorized capital consists of 200,000,000 common shares and 5,000,000 preferred shares. Should KFBV decide to exercise its conversion rights under the Third KF Loan we may need to seek shareholder approval to increase our authorized capital to accommodate the exercise.

- (2) The shares beneficially owned by Mr. Kopple include (i) the shares beneficially owned by KFBV; (ii) options to purchase up to 500,000 shares of our common stock exercisable at a price of \$0.10 per share, expiring September 1, 2020, (iii) options to purchase up to 500,000 shares of our common stock exercisable at a price of \$0.10 per share, expiring September 1, 2021, (iv) options to purchase up to 500,000 shares of our common stock exercisable at a price of \$0.10 per share, expiring September 1, 2022, and (v) options to purchase up to 500,000 shares of our common stock exercisable at a price of \$0.10 per share, expiring September 1, 2023.

Equity Compensation Plans

The following table sets forth certain information concerning all equity compensation plans previously approved by stockholders and all previous equity compensation plans not previously approved by stockholders, as of December 31, 2019, our most recent fiscal year end:

Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved By Security Holders	None	Not Applicable	None
Equity Compensation Plans Not Approved By Security Holders ⁽¹⁾	2,100,000	\$0.11	11,200,000

- (1) Includes options and warrants to purchase up to 100,000 shares of our common stock outside of our 2014 Stock Option Plan.

2014 Stock Option Plan

Effective September 8, 2014, our Board of Directors adopted our 2014 Stock Option Plan (the "2014 Plan"). The purpose of the 2014 Plan is to enhance the long-term stockholder value of the Company by offering opportunities to directors, officers, employees and eligible consultants of the Company ("Participants") to acquire and maintain stock ownership in the Company in order to give these persons the opportunity to participate in the Company's growth and success, and to encourage them to remain in the service of the Company.

The 2014 Plan allows us to grant awards to our officers, directors and employees. In addition, we may grant awards to individuals who act as our consultants, 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.

A total of 13,200,000 shares of our common stock are available for issuance under the 2014 Plan. The total number of shares available for issuance under the 2014 Plan may be increased by resolution of the Board, provided that the maximum number of shares that may be optioned and sold under the 2014 Plan does not, at any time, exceed 15% of the outstanding shares of our common stock.

Awards under the 2014 Plan may be granted in the form of options to purchase shares of the Company's common stock ("Option Awards"). Option Awards may be made in the form of incentive stock options or non-qualified stock options. Incentive stock options granted under the 2014 Plan are those intended to qualify as "incentive stock options" as defined under Section 422 of the Internal Revenue Code. However, in order to qualify as "incentive stock options" under Section 422 of the Internal Revenue Code, the 2014 Plan must be approved by our stockholders within 12 months of its adoption. The 2014 Plan has not been approved by our stockholders and there is no assurance that the 2014 Plan will be approved by our stockholders. Non-qualified stock options granted under the 2014 Plan are option grants that do not qualify as incentive stock options under Section 422 of the Internal Revenue Code. Stock Awards may be made subject to such terms, conditions and restrictions as the plan administrator may, in its sole discretion, decide, including transfer restrictions and vesting provisions.

The exact terms of the options granted are contained in an option agreement between us and the person to whom such option is granted. Eligible employees are not required to pay anything to receive options. The exercise price for options intending to qualify as incentive stock options must be no less than 100% of the fair market value of our common stock on the date of grant. The exercise price for nonqualified stock options is determined by the Plan Administrator but may not be less than 75% of the fair market value of our common stock on the date of the grant. Fair market value for purposes of the 2014 Plan is calculated based on the average price of our common stock during the 10 trading days prior to the grant date. An option holder may exercise options from time to time, subject to vesting.

Options and Warrants Granted to Consultants Outside of 2014 Plan

On July 23, 2013, we entered into a six-month consulting agreement for a total of \$30,000. This contract may be settled by issuance of 100,000 shares of our common stock. As of the date of this Annual Report, these shares have not yet been earned or issued.

Changes in Control

We are not aware of any arrangements that may result in a change in control.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Director Independence

Our common stock is quoted on the OTC Link alternative trading system on the OTCPink marketplace, which does not have director independence requirements. In determining whether any of our directors are independent, we have applied the definition of "independent director" in Section 803 of the NYSE MKT Company Guide. We have determined that, under that definition, as of the date of this Annual Report on Form 10-K, none of our directors is independent.

Transactions with Related Persons

Since January 1, 2019, the directors, executive officers, or holders of more than 5% of our common stock, or members of their immediate families, as described below, have completed transactions with us in which they had direct or indirect material interests that exceeded the lesser of \$120,000 or 1% of the average of our total assets at year end for the last two completed fiscal years.

Loans from KF Business Ventures, LP

We are party to three separate Loan Agreements with KF Business Ventures, LP ("KFBV"). Mr. Kopple, our Chairman and a member of our Board of Directors, is the principal of KFBV. As of December 31, 2019, we owed a total of \$11,621,004 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. A detailed description of the KF Loans is provided under Item 7 of this Annual Report on Form 10-K.

Note Payable to KF Business Ventures

In September 2016, we issued an unsecured promissory note to KFBV for gross proceeds of \$110,000 (the "KFBV Note"). As part of the terms of the KFBV Note we agreed to grant KFBV the right to offset the cash payable by KFBV to exercise the warrants to purchase shares of the Company's common stock against the corresponding amount the Company would have to pay for outstanding indebtedness under this KFBV Note. The KFBV Note has an interest rate of 10% and was due January 15, 2017. During the year ended December 31, 2019, we recorded \$16,500 in interest expense associated with the KFBV Note. As of the date of the filing of this Annual Report on Form 10-K the KFBV Note is in default, however, we have not been served with a default notice by KFBV.

Bridge Loans from KF Business Ventures, LP and Rasmus Norling

During the year ended December 31, 2015, we entered into several bridge loan agreements with KFBV and Mr. Rasmus Norling, our major shareholder and former President and CTO. Pursuant to the bridge loans, KFBV agreed to lend to us \$200,000 and Mr. Norling agreed to lend to us \$400,000. The principal amounts accumulate interest at 6% per annum compounded monthly and were due on December 31, 2016, as amended. During the year ended December 31, 2019, we recorded \$15,060 in interest expense associated with KFBV Bridge Loan and \$30,040 in interest expense associated with Norling Bridge Loans. As of the date of the filing of this Annual Report on Form 10-K the KFBV and Norling Bridge Loans are in default, however, we have not been served with default notices by KFBV or Mr. Norling.

Advances Received from KF Business Ventures

During the year ended December 31, 2019, KFBV advanced us an additional \$28,725 for working capital. The advances are unsecured, due on demand and accumulate interest at a rate of 10% per annum compounded monthly. During the year ended December 31, 2019, we recorded \$43,399 in interest expense associated with these advances. As at December 31, 2019, we owed \$472,511 on account of advances we borrowed from KFBV.

Administrative and Accounting Services from Da Costa Management Corp.

Da Costa Management Corp. provides us administrative and accounting services. Joao (John) da Costa, our Chief Financial Officer, Treasurer, Secretary and a member of our Board of Directors is the principal of Da Costa Management Corp. During the year ended December 31, 2019, Da Costa Management did not bill us for the services they've provided to us. As of December 31, 2019, we were indebted to Da Costa Management Corp. in the amount of \$205,336 for unpaid fees.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Audit Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for Triton Emission Solutions' audit of annual financial statements and for review of financial statements included in Triton Emission Solutions' Form 10-Q's or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years was:

2019 - \$nil - Dale Matheson Carr-Hilton Labonte, L.L. P. Chartered Accountants

2018 - \$nil - Dale Matheson Carr-Hilton Labonte, L.L. P. Chartered Accountants

Audit-Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountants that are reasonably related to the performance of the audit or review of Triton Emission Solutions' financial statements and are not reported in the preceding paragraph:

2019 - \$nil - Dale Matheson Carr-Hilton Labonte, L.L. P. Chartered Accountants

2018 - \$nil - Dale Matheson Carr-Hilton Labonte, L.L. P. Chartered Accountants

Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning was:

2019 - \$nil - Dale Matheson Carr-Hilton Labonte, L.L. P. Chartered Accountants

2018 - \$nil - Dale Matheson Carr-Hilton Labonte, L.L. P. Chartered Accountants

All Other Fees

The aggregate fees billed in each of the last two fiscal years for the products and services provided by the principal accountant, other than the services reported in paragraphs (1), (2), and (3) was:

2019 - \$nil - Dale Matheson Carr-Hilton Labonte, L.L. P. Chartered Accountants

2018 - \$nil - Dale Matheson Carr-Hilton Labonte, L.L. P. Chartered Accountants

Approval Policies and Procedures

We do not have a separately standing audit committee. As such, our entire board of directors acts as our audit committee. Our Board of Directors annually reviews the qualifications of our principal accountant and approves their engagement as our principal accountant prior to their engagement. All of the non-audit services provided by our principal accountant were either pre-approved by our Board of Directors prior to engagement of the principal accountant for those services, or were approved by our Board of Directors prior to completion of their audit of our annual financial statements. Fees paid for non-audit services in 2019 and 2018 constituted less than 5% of total fees paid to our principal accountants in those years.

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS SCHEDULES.

Financial Statements

The financial statements of Triton Emission Solutions Inc. have been included in Item 8 above.

Financial Statement Schedules

All schedules for which provision is made in Regulation S-X are either not required to be included herein under the related instructions or are inapplicable or the related information is included in the footnotes to the applicable financial statement and, therefore, have been omitted from this Item 15.

Exhibits

All Exhibits required to be filed with the Form 10-K are included in this Annual Report or incorporated by reference to Triton Emission Solutions Inc.'s previous filings with the SEC, which can be found in their entirety at the SEC website at www.sec.gov under SEC File Number 000-33309 and SEC File Number 333-66590.

Exhibit

Number	Description of Exhibit
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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. ⁽³⁾
3.5	Certificate of Amendment to Certificate of Incorporation - Name Change to Triton Emission Solutions Inc. ⁽⁴⁾
3.6	Bylaws. ⁽¹⁾

Exhibit Number	Description of Exhibit
<u>10.1</u>	Termination and Transfer Agreement dated for reference November 1, 2004, among the Company, Global Axxess Corporation Limited, WebTech Wireless International and WebTech Wireless Inc. ⁽⁵⁾
<u>10.2</u>	Loan Agreement dated June 29, 2012, in respect of the principal sum of CDN \$40,000 between the Company and Quarry Bay Capital LLC. ⁽³⁾
<u>10.3</u>	Loan Agreement dated June 29, 2012, in respect of the principal sum of CDN \$100,000 between the Company and Quarry Bay Capital LLC. ⁽³⁾
<u>10.4</u>	Loan Agreement dated June 29, 2012, in respect of the principal sum of CDN \$50,000 between the Company and Quarry Bay Capital LLC. ⁽³⁾
<u>10.5</u>	Employment Agreement between Rasmus Norling and Poly Shield Technologies Inc. dated December 1, 2012. ⁽⁶⁾
<u>10.6</u>	U.S. Patent Assignment Agreement dated January 12, 2013, between Rasmus Norling and Poly Shield Technologies Inc. ⁽⁷⁾
<u>10.7</u>	European Patent Assignment Agreement dated January 12, 2013, between Rasmus Norling and Poly Shield Technologies Inc. ⁽⁷⁾
<u>10.8</u>	Share Purchase Agreement dated January 31, 2013, between Rasmus Norling and Poly Shield Technologies Inc. ⁽⁸⁾
<u>10.9</u>	Collaboration Agreement dated November 15, 2012, between Ecolutions, Inc. and Green Tech Marine AS. ⁽⁸⁾
<u>10.10</u>	Master Distributor Agreement dated November 15, 2012, between Ecolutions, Inc. and Green Tech Marine AS. ⁽⁸⁾
<u>10.11</u>	License Agreement dated November 15, 2012, between Ecolutions, Inc. and Green Tech Marine AS. ⁽⁸⁾
<u>10.12</u>	Sales and Purchase Agreement dated July 18, 2013 between LMS Shipmanagement, Inc. and Poly Shield Technologies Inc. ⁽⁹⁾
<u>10.13</u>	Term Sheet Agreement dated August 16, 2013 between Prestige Cruise Holdings, Inc., and Poly Shield Technologies Inc. (10)
<u>10.14</u>	Addendum to December 1, 2012 Employment Agreement, dated effective as of December 30, 2013. (11)
<u>10.15</u>	Letter Agreement dated January 15, 2014 between Poly Shield Technologies Inc. and KF Business Ventures, LP. (12)
<u>10.16</u>	Loan Agreement dated as of January 15, 2014 between Poly Shield Technologies Inc. and KF Business Ventures, LP. (13)
<u>10.17</u>	Addendum No. 2 to December 1, 2012 Employment Agreement, dated effective as of February 28, 2014. ⁽¹⁴⁾
<u>10.18</u>	Technology Transfer Agreement between Paer Tomas Rasmus Norling and Poly Shield Technologies Inc. dated effective as of March 10, 2014. ⁽¹⁵⁾
<u>10.19</u>	Management Consulting Agreement between Paer Tomas Rasmus Norling and Poly Shield Technologies Inc. dated effective as of March 10, 2014. ⁽¹⁵⁾
<u>10.20</u>	Amendment No. 1 to Loan Agreement between Poly Shield Technologies Inc. and KF Business Ventures, LP dated effective as of March 10, 2014. ⁽¹⁵⁾
<u>10.21</u>	Purchase and Services Agreement between Magical Cruise Company, Limited and Poly Shield Technologies Inc. dated effective as of April 15, 2014. ⁽¹⁶⁾
<u>10.22</u>	Loan Agreement between Poly Shield Technologies Inc. and KF Business Ventures, LP dated July 28, 2014. ⁽¹⁷⁾
<u>10.23</u>	Consulting Agreement between Robert Lipp and Triton Emission Solutions Inc. dated effective as of September 3, 2014. (18)
<u>10.24</u>	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.(19)
<u>10.25</u>	2014 Stock Option Plan.(19)
<u>10.26</u>	Non-Qualified Stock Option Agreement for Robert C. Kopple dated September 8, 2014.(19)

Exhibit Number	Description of Exhibit
10.27	Amendment No. 1 to Sales and Purchase Agreement dated as of January 12, 2015 between LMS Shipmanagement, Inc. and Triton Emission Solutions Inc.(20)
10.28	Employment Agreement dated March 6, 2015, and effective as of March 23, 2015, between Anders Aasen and Triton Emission Solutions Inc.(21)
10.29	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.(22)
10.30	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.(23)
10.31	Consulting Agreement between Robert Lipp and Triton Emission Solutions Inc. dated effective as of September 4, 2015.(24)
10.32	Amendment No. 2 to Sales and Purchase Agreement dated as of November 5, 2015 between LMS Shipmanagement, Inc. and Triton Emission Solutions Inc. (25)
10.33	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.(26)
10.34	Amendment to Sales and Purchase Agreement dated as of December 1, 2015 between LMS Shipmanagement, Inc. and Triton Emission Solutions Inc. (25)
10.35	Letter Agreement dated December 17, 2015 between Triton Emission Solutions Inc. and KF Business Ventures, LP.(27)
10.36	Loan Agreement dated January 8, 2016 between Triton Emission Solutions Inc. and KF Business Ventures, LP.(28)
10.37	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.(28)
10.38	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.(28)
10.39	Promissory Note dated September 13, 2016, in respect of the principal sum of \$110,000 between Triton Emission Solutions Inc. and KF Business Ventures, LP.(29)
10.40	Amendment No. 3 to Sales and Purchase Agreement dated as of December 22, 2016 between LMS Shipmanagement, Inc. and Triton Emission Solutions Inc. (30)
10.41	Executive Recruitment Retained Search Agreement dated as of August 8, 2018 between Flagship Management LLC. and Triton Emission Solutions Inc. (22)
14.1	Code of Ethics ⁽²⁾
21.1	List of Subsidiaries
31.1	Certification of Chairman of the board of directors of the Company 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 Chairman 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-KSB filed on April 15, 2003.
- (3) Filed as an exhibit to our Current Report on Form 8-K filed on July 13, 2012.
- (4) Filed as an exhibit to our Current Report on Form 8-K filed on August 27, 2014.

- (5) Filed as an exhibit to our Current Report on Form 8-K filed on November 14, 2005.
- (6) Filed as an exhibit to our Current Report on Form 8-K filed on December 11, 2012.
- (7) Filed as an exhibit to our Current Report on Form 8-K filed on January 17, 2013.
- (8) Filed as an exhibit to our Current Report on Form 8-K filed on February 6, 2013.
- (9) Filed as an exhibit to our Current Report on Form 8-K filed on July 24, 2013.
- (10) Filed as an exhibit to our Current Report on Form 8-K filed on August 22, 2013.
- (11) Filed as an exhibit to our Current Report on Form 8-K filed on January 3, 2014.
- (12) Filed as an exhibit to our Current Report on Form 8-K filed on January 17, 2014.
- (13) Filed as an exhibit to our Current Report on Form 8-K filed on February 18, 2014.
- (14) Filed as an exhibit to our Current Report on Form 8-K filed on March 3, 2014.
- (15) Filed as an exhibit to our Current Report on Form 8-K filed on March 11, 2014.
- (16) Filed as an exhibit to our Current Report on Form 8-K filed on April 17, 2014.
- (17) Filed as an exhibit to our Current Report on Form 8-K filed on August 1, 2014.
- (18) Filed as an exhibit to our Current Report on Form 8-K filed on September 9, 2014.
- (19) Filed as an exhibit to our Current Report on Form 8-K filed on September 12, 2014.
- (20) Filed as an exhibit to our Current Report on Form 8-K filed on January 26, 2015.
- (21) Filed as an exhibit to our Current Report on Form 8-K filed on March 12, 2015.
- (22) Filed as an exhibit to our Current Report on Form 8-K filed on August 3, 2015.
- (23) Filed as an exhibit to our Current Report on Form 8-K filed on September 4, 2015.
- (24) Filed as an exhibit to our Current Report on Form 8-K filed on September 10, 2015.
- (25) Filed as an exhibit to our Annual Report on Form 10-K filed on April 14, 2016
- (26) Filed as an exhibit to our Current Report on Form 8-K filed on November 12, 2015.
- (27) Filed as an exhibit to our Current Report on Form 8-K filed on December 23, 2015.
- (28) Filed as an exhibit to our Current Report on Form 8-K filed on February 1, 2016.
- (29) Filed as an exhibit to our Quarterly Report on Form 10-Q filed on November 21, 2016.
- (30) Filed as an exhibit to our Annual Report on Form 10-K filed on April 14, 2017.
- (31) Filed as an exhibit to our Quarterly Report on Form 10-Q filed on November 14, 2018.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, Triton Emission Solutions Inc. has caused this report to be signed on their behalf by the undersigned duly authorized persons.

TRITON EMISSION SOLUTIONS INC.

Date: March 30, 2020 By: /s/ Robert Kopple
ROBERT KOPPLE
Chairman of the Board
of Directors

Date: March 30, 2020 By: /s/ John da Costa
JOHN DA COSTA
Chief Financial Officer
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, the following persons on behalf of Triton Emission Solutions Inc. and in the capacities and on the dates indicated have signed this report below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John da Costa</u> John da Costa	Chief Financial Officer, (Principal Accounting Officer,) Corporate Secretary, Treasurer and Member of the Board of Directors	March 30, 2020
<u>/s/ Robert C. Kopple</u> Robert C. Kopple	Chairman and Member of the Board of Directors	March 30, 2020

LIST OF SIGNIFICANT SUBSIDIARIES, EXHIBIT 21

<u>Subsidiary Name</u>	<u>State of Incorporation</u>
Ecolutions, Inc.	Florida

**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 Annual Report on Form 10-K for the year ending December 31, 2019, 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: March 30, 2020

/s/ John da Costa

John da Costa
Chief Financial Officer
(Principal Accounting Officer)

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

I, Robert Kopple, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ending December 31, 2019, 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: March 30, 2020

/s/ Robert Kopple

Robert Kopple

Chairman of the Board Of Directors

**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 Annual Report of Triton Emission Solutions Inc. (the "Company") on Form 10-K for the period ending December 31, 2019, 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: March 30, 2020

/s/ John da Costa

John da Costa

Chief Financial Officer

(Principal Accounting 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 Annual Report of Triton Emission Solutions Inc. (the "Company") on Form 10-K for the period ending December 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert Kopple, Chairman of the Board Of Directors, 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: March 30, 2020

/s/ Robert Kopple
Robert Kopple
Chairman of the Board
Of Directors