Unaudited Interim Condensed Consolidated Financial Statements of

ONEnergy Inc.

As at and for the three months ended March 31, 2018

ONEnergy Inc.

Interim Condensed Consolidated Statements of Financial Position
(Unaudited, in thousands of Canadian dollars)

As at	Note	**March 31, 2018**	December 31, 2017
Assets			
Current assets			
Cash		**$ 1,881**	$ 268
Accounts and other receivables		**489**	681
Inventory		**12**	83
Prepaid expenses and deposits		**32**	23
		2,414	1,055
Assets classified as held for sale	5	**23,431**	28,800
		25,845	29,855
Non-current assets			
Property and equipment		**187**	204
Intangible assets		**-**	1
Total assets		**$ 26,032**	$ 30,060
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities		**$ 7,341**	$ 6,210
Advances from Cricket Energy Holdings Inc.	5	**1,973**	3,478
Convertible note payable	7	**1,180**	1,183
Promissory note payable	8	**216**	203
		10,710	11,074
Liabilities relating to assets classified as held for sale	5	**19,972**	19,470
		30,682	30,544
Shareholders' equity			
Share capital	10	**39,236**	39,236
Contributed surplus		**1,394**	1,370
Accumulated other comprehensive income		**252**	318
Deficit		**(45,532)**	(41,408)
		(4,650)	(484)
Total liabilities and shareholders' equity		**$ 26,032**	$ 30,060

Commitments and contingencies (note 14)

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Approved by the Board of Directors:

(Signed) – *David Rattee*
Director

(Signed) – *Lawrence Silber*
Director

ONEnergy Inc.

Interim Condensed Consolidated Statements of Loss and Comprehensive Loss
(Unaudited, in thousands of Canadian dollars, except per share amounts)

Three month periods ended March 31	Note		**2018**		2017
Continuing Operations					
Revenue	11	**$**	**130**	$	637
Cost of sales	11,12		**90**		514
Gross margin			**40**		123
Expenses					
Selling	12		**142**		299
General and administrative	12		**380**		934
			522		1,233
Loss before the undernoted			**(482)**		(1,110)
Other gains (expenses)					
Finance income			**-**		1
Finance cost			**(85)**		(5)
Foreign exchange loss			**(10)**		(5)
Loss from continuing operations			**(577)**		(1,119)
Discontinued Operations					
Loss from discontinued operations	5		**(3,547)**		(1,526)
Total loss			**(4,124)**		(2,645)
Other comprehensive income					
Unrealized loss on translation of foreign operations, classified as discontinued operations			**(66)**		(2)
Other comprehensive loss			**(66)**		(2)
Total comprehensive loss		**$**	**(4,190)**	$	(2,647)
Loss per share from continuing operations					
Basic and diluted	10	**$**	**(0.02)**	$	(0.05)
Loss per share attributable to shareholders					
Basic and diluted	10	**$**	**(0.17)**	$	(0.11)
Weighted average number of shares outstanding					
Basic and diluted (in thousands)	10		**23,975**		23,975

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

ONEnergy Inc.

Interim Condensed Consolidated Statements of Changes in Shareholders' Equity
(Unaudited, in thousands of Canadian dollars)

	Share capital (note 10)					
	Shares	Amount	Deficit	Contributed surplus	Accumulated other comprehensive income	Shareholders' Equity
Balance as at January 1, 2017	23,975	$ 39,236	$ (33,217)	$ 1,273	$ 272	$ 7,564
Net loss for the period	-	-	(2,645)	-	-	(2,645)
Other comprehensive loss	-	-	-	-	(2)	(2)
Stock compensation (note 10)	-	-	-	25	-	25
Balance as at March 31, 2017	**23,975**	**$ 39,236**	**$ (35,862)**	**$ 1,298**	**$ 270**	**$ 4,942**
Balance as at January 1, 2018	23,975	$ 39,236	$ (41,408)	$ 1,370	$ 318	$ (484)
Net loss for the period	-	-	(4,124)	-	-	(4,124)
Other comprehensive loss	-	-	-	-	(66)	(66)
Stock compensation (note 10)	-	-	-	24	-	24
Balance as at March 31, 2018	**23,975**	**$ 39,236**	**$ (45,532)**	**$ 1,394**	**$ 252**	**$ (4,650)**

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

ONEnergy Inc.

Interim Condensed Consolidated Statements of Cash Flows
(Unaudited, in thousands of Canadian dollars)

Three month periods ended March 31	Note	**2018**	2017
Cash flows from the following:			
Operating activities			
Loss from continuing operations		**$ (577)**	$ (1,119)
Items not affecting cash			
Depreciation of property and equipment		**17**	18
Amortization of intangible assets		**1**	3
Finance costs		**85**	5
Stock based compensation	10	**24**	25
Cash flows provided by operating activities of discontinued operations		**(682)**	415
Change in non-cash operating assets and liabilities	13	**1,385**	(198)
Cash provided by (used in) operating activities		**253**	(851)
Investing activities			
Increase in restricted cash		**-**	(104)
Cash flows provided by investing activities of discontinued operations		**3,516**	935
Cash provided by investing activities		**3,516**	831
Financing activities			
Finance costs paid		**(75)**	(5)
Increase (decrease) in advances from Cricket Energy Holdings Inc.		**(1,505)**	344
Cash flows used in financing activities of discontinued operations		**(670)**	(1,099)
Cash used in financing activities		**(2,250)**	(760)
Effect of foreign currency translation		**94**	(27)
Increase (decrease) in cash		**1,613**	(807)
Cash and cash equivalents, beginning of period		**268**	2,746
Cash and cash equivalents, end of period		**$ 1,881**	$ 1,939

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

1. Nature of operations

Look Communications Inc. ("Look") was formed on October 31, 1999 under the *Canada Business Corporations Act* ("CBCA"). On July 8, 2013, pursuant to articles of amendment, Look changed its name to ONEnergy Inc. ("ONEnergy"). On July 9, 2013, ONEnergy completed a change-of-business transaction and a concurrent private placement. On May 19, 2015 the Shareholders approved a resolution continuing the Company under the *Business Corporations Act* (Ontario) ("OBCA") and discontinuing the Company under the CBCA. On August 4, 2015, the Company continued under the OBCA.

The unaudited interim condensed consolidated financial statements are comprised of ONEnergy and its wholly owned subsidiaries which include:

(a) Sunwave Gas & Power Inc. ("Sunwave"), Sunwave USA Holdings Inc., Sunwave Gas & Power New York Inc., Sunwave Gas & Power Illinois Inc., Sunwave Gas & Power Massachusetts Inc., Sunwave Gas & Power Connecticut Inc., Sunwave Gas & Power Pennsylvania Inc. and Sunwave Gas & Power Ohio Inc. (collectively referred to as "Gas & Power");
(b) Sunwave Home Comfort Inc. (referred to as "Home Comfort");
(c) 0867893 B.C. Ltd. dba PVL Projects ("PVL");
(d) ONEnergy USA Holdings Inc.; and
(e) 2594834 Ontario Inc.

References to the Company and/or its various subsidiaries include ONEnergy, Gas & Power, Home Comfort and PVL. The Company is domiciled in Canada and the address of its registered office is 155 Gordon Baker Road, Suite 301, Toronto, Ontario, Canada M2H 3N5.

ONEnergy operates in the Gas & Power, Home Comfort and Energy Efficiency (as described below) businesses. The Company's Gas & Power business involves the sale of natural gas and electricity in Ontario, and electricity in Connecticut, Pennsylvania, Massachusetts and Ohio, to residential and commercial customers under short or long-term fixed-price, price-protected or variable-priced contracts, under the brand name Sunwave Gas & Power™. Gas & Power was classified as held for sale as at March 31, 2018 and December 31, 2017; see note 5(b). The Company's Home Comfort business, under the brand name Sunwave Home Comfort™, owns a portfolio of furnaces, boilers and air conditioners ("HVAC") and water heaters, which are rented to residential customers in Ontario and Alberta, under long-term water heater and HVAC rental programs. In addition, Home Comfort sells and installs HVAC and water heaters directly to residential customers. Home Comfort was classified as held for sale as at March 31, 2018 and December 31, 2017; see note 5(a). Under its Energy Efficiency business, the Company provides a variety of products and services including high efficiency lighting, commercial HVAC products and services, energy storage (battery) products and services, energy auditing services, energy management software products and services and commercial solar photovoltaic design and construction to help commercial, industrial, manufacturing, retail and institutional clients minimize their energy consumption under the ONEnergy brand.

The Common Shares of the Company are listed on the TSX Venture Exchange (the "Exchange") under the symbol OEG.

These unaudited interim condensed consolidated financial statements were approved for issue by the Board of Directors on May 30, 2018.

2. Summary of significant accounting policies

Statement of compliance

These unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed. Unless otherwise disclosed, the accounting policies and methods of their application followed in the preparation of these unaudited interim condensed consolidated financial statements are consistent with those used in the audited consolidated financial statements for the year ended December 31, 2017.

Basis of presentation

The notes presented in these unaudited interim condensed consolidated financial statements include only significant events and transactions and do not include all required disclosures as required under IFRS as issued by the IASB. The unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2017.

The unaudited interim condensed consolidated financial statements are presented in Canadian dollars, the functional currency of the Company, and all values are rounded to the nearest thousand, except per share amounts.

The unaudited interim condensed consolidated financial statements are prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. The unaudited interim condensed consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

As at March 31, 2018, the Company has an accumulated deficit of $45,532 (December 31, 2017 - $41,408), including a net loss of $4,124 for the three months ended March 31, 2018 (net loss of $2,645 for the three months ended March 31, 2017). To address its financing needs, the Company will work towards concluding the previously announced sale of its Home Comfort business, entering into and concluding the sale of the Gas & Power business as well as securing additional debt and/or equity financing. Whether and when the Company can achieve the above is uncertain. As a result, there is material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

There can be no assurance that the Company will have sufficient capital to fund its ongoing operations or develop and deploy any further products without future financing. If adequate funds are not available or the Company is unable to obtain additional customers and contracts, the Company may have to substantially reduce or eliminate planned expenditures and seek additional financing from shareholders or lenders. If the Company is unable to obtain additional financing when and if required, the Company may be unable to continue operations.

Seasonality

The customers of Gas & Power typically consume more natural gas during the winter months than the summer months and while they typically consume more electricity during the summer months, electricity consumption is subject to less seasonality than natural gas. The combined impact of natural gas and electricity consumption seasonality on the results of the Company is that revenue and cost of sales will be typically higher in the quarters ended December 31 and March 31.

Principles of consolidation

The unaudited interim condensed consolidated financial statements include the accounts of the Company and all of its wholly-owned subsidiaries for which it has the power to govern the financial and operating policies. All material inter-company balances and transactions are eliminated.

3. Significant accounting judgments, estimates and assumptions

There have been no material revisions to the nature and amount of changes in estimates of amounts reported in the audited consolidated financial statements for the year ended December 31, 2017.

4. Accounting policy developments

(a) Accounting standards applied in the reporting period

IFRS 2, *Share-Based Payment* was amended in June 2016 with "Amendment to IFRS 2 – Classification and Measurement of Share Based Payment Transactions." These amendments address the classification and measurement of share-based payment transactions for a number of situations where existing guidance is not clear. The amendments were applied with an effective date of January 1, 2018 with no impact to the interim condensed consolidated financial statements.

IFRS 9, *Financial Instruments* ("IFRS 9") is part of the IASB's wider project to replace IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 retains but simplifies the mixed measurement model where the basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset.

The standard is effective for annual periods beginning on or after January 1, 2018. Under the transitional provisions, management has opted to retain prior figures as reported under the previous standards, recognizing the cumulative effect, if any, of applying IFRS 9 as an adjustment to the opening balance of equity as at the date of initial application.

Upon adoption of the new standard, the classification of loans and receivables no longer exists and all financial assets classified as loans and receivables, including cash, restricted cash and accounts and other receivables, have been classified as financial assets at amortized cost. The Company's energy derivatives continue to be classified as fair value through profit or loss. The Company's financial liabilities except for energy derivatives also continue to be classified as financial liabilities at amortized cost.

The impact of applying IFRS 9, including the adoption of the 'expected loss' impairment model and the effects of own credit risk on the changes in fair value of liabilities at fair value through profit or loss, was determined to be insignificant. Accordingly, no adjustments were considered necessary to the unaudited interim condensed consolidated financial statements as a result of adopting IFRS 9 with an effective date of January 1, 2018.

IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"): In May 2014, the IASB issued IFRS 15 which supersedes existing standards and interpretations including IAS 18, *Revenue* and IFRIC 13, *Customer Loyalty Programs*. IFRS 15 introduces a single model for recognizing revenue from contracts with customers with the exception of certain contracts under other IFRSs such as IAS 17, *Leases*. This Standard requires revenue to be recognized in a method that depicts the transfer of promised goods or services to a customer and at an amount that reflects the expected consideration receivable in exchange for transferring those goods or services.

This standard is effective for annual periods beginning on or after January 1, 2018 and is required to be applied retrospectively to all contracts that are not complete on the date of initial application. Under the transitional provisions, management has opted to retain prior figures as reported under the previous standards, recognizing the cumulative effect, if any, of applying IFRS 15 as an adjustment to the opening balance of equity as at the date of initial application. Upon adoption of the new standard, the Company identified the following areas as being affected by the new standard:

- Costs incurred to acquire a customer contract are required to be recognized as an asset and amortized over the expected life of the contract. Prior to the adoption of IFRS 15, commissions incurred in obtaining Gas & Power contracts were expensed as incurred. Management has assessed the impact of contract acquisition costs related to contracts lasting for greater than one year and has determined the amount related to the change to be immaterial.

- Under the Energy Efficiency segment, management has reviewed the contracts to identify distinct performance obligations and whether each identified obligation is satisfied over time or at a point in time. Prior to the adoption of IFRS 15, revenue from contracts in the Energy Efficiency segment was measured at a point of time, being at the time of completion of the project under contract. Management has assessed the impact of the timing of recognition of distinct performance obligations and concluded that certain contracts under the Energy Efficiency segment should be recognized over a period of time as certain of the contracts contain distinct performance obligations that enhance an asset ultimately controlled by the customer. However, based on the analysis conducted, the amount related to the change was determined to be immaterial.

Accordingly, no adjustments were made to the unaudited interim condensed consolidated financial statements as a result of adopting IFRS 15 with an effective date of January 1, 2018.

(b) Accounting standards issued but not yet applied

The IASB has issued the following standard and interpretation not yet adopted by the Company but will have an impact on future periods:

- IFRS 16, *Leases* – effective for annual periods beginning on or after January 1, 2019.

The changes are described in the audited consolidated financial statements for the year ended December 31, 2017. Management continues to assess the impact of this Standard on the consolidated financial statements. As at the date of these unaudited interim condensed consolidated financial statements, there have been no significant changes to the disclosure related to the implementation and potential effects of this Standard that was included in the audited consolidated financial statements for the year ended December 31, 2017.

5. Discontinued operations

(a) Home Comfort

In December 2015 the Company formally commenced the process to sell Home Comfort. Home Comfort has been operating in a highly competitive environment which has seen its major competitors consolidate, making it difficult for management to derive real growth and profitability from the segment. As a result, management has decided this is a non-core business. At March 31, 2018 and December 31, 2017 Home Comfort was classified as held for sale and as a discontinued operation.

During 2015, the Company reviewed a number of proposals to acquire Home Comfort. In December 2015, Cricket Energy Holdings Inc. (“Cricket”) expressed an interest in acquiring Home Comfort. As an indication of their continued interest, Cricket advanced a further $1,485 in cash and working capital support during the three months ended March 31, 2018. The advances carry no interest and are repayable on demand. Certain assets were sold to Cricket during the three months ended March 31, 2018 with a portion of the proceeds used to repay the advances from Cricket. The balance outstanding as at March 31, 2018 was $1,973 (December 31, 2017 - $3,478). On March 9, 2017, the Company entered into a letter of intent (“LOI”) with Cricket whereby Cricket will acquire Home Comfort for $8,300. One of Cricket’s significant shareholders is also a shareholder of ONEnergy. The purchase price will be satisfied with cash and a promissory note. In addition, the Company will deliver a promissory note to Cricket for the working capital advances outstanding on closing. The promissory notes will be non-interest bearing and will be payable on demand. The disposition of Home Comfort was approved by shareholders at a special meeting of shareholders held on September 28, 2017 (the “Special Meeting”). Cricket and the Company are currently negotiating a definitive agreement (the “Home Comfort Sale Agreement”) which will set forth the detailed terms of Home Comfort’s sale to Cricket. The Home Comfort Sale Agreement was expected to be executed in conjunction with the completion of the transaction with OZZ Electric Inc. However, that transaction was terminated due to circumstances beyond the Company’s control. The sale is subject to final Exchange approval and is expected to close during 2018.

The results of Home Comfort for the period are presented below:

Three month periods ended March 31		**2018**		2017
Revenue	**$**	**572**	$	642
Cost of sales		**-**		12
Gross margin		**572**		630
Expenses				
Selling		**(8)**		22
General and administrative		**67**		158
		59		180
Income before the undernoted		**513**		450
Other gains (expenses)				
Finance cost		**(192)**		(245)
Gain on disposal of equipment		**6**		27
Impairment loss recognized on the remeasurement to estimated fair value less costs to sell		**(385)**		(280)
Loss from discontinued operations	**$**	**(58)**	$	(48)
Loss per share from discontinued operations				
Basic and diluted	**$**	**(0.00)**	$	(0.00)

Deferred tax assets have not been recognized for the following:

As at		**March 31, 2018**		December 31, 2017
Non-capital tax loss carry-forwards	**$**	**85**	$	170
Excess of tax over book basis – property and equipment		**1,051**		950
	$	**1,136**	$	1,120

Unrecognized losses available for carryforward will expire in the taxation years ending December 31 as follows:

Year		Amount
2034	$	321
	$	321

The major classes of assets and liabilities of Home Comfort classified as held for sale are as follows:

As at		March 31, 2018		December 31, 2017
Assets				
Current assets				
Restricted cash	**$**	**431**	$	466
		431		466
Non-current assets				
Property and equipment		**10,338**		14,346
Assets classified as held for sale	**$**	**10,769**	$	14,812
Liabilities				
Current liabilities				
Current portion of long-term debt (note 9)		**1,739**		1,736
		1,739		1,736
Non-current liabilities				
Long-term debt (note 9)		**6,616**		7,145
Liabilities relating to assets classified as held for sale	**$**	**8,355**	$	8,881

Following the classification as discontinued operations, an impairment loss of $385 was recognized during the three months ended March 31, 2018 (three months ended March 31, 2017 - $280) to reduce the carrying amount of the assets in the disposal group to the fair value less costs to sell. This was recognized in discontinued operations in the unaudited interim condensed consolidated statement of loss.

The major categories of expenses are as follows:

Three month periods ended March 31		2018		2017
Cost of equipment sales	**$**	**-**	$	12
Selling cost		**(15)**		9
Personnel		**20**		20
Professional fees		**-**		5
Office and other expenses		**54**		146
	$	**59**	$	192

Three month periods ended March 31		2018		2017
Reported as				
Cost of sales	**$**	**-**	$	12
Selling		**(8)**		22
General and administrative		**67**		158
	$	**59**	$	192

(b) Gas & Power

In November 2017 the Company formally commenced a process to sell Gas & Power. Gas & Power has been operating in a highly competitive regulated environment which has seen competitors consolidate, making it difficult for management to derive real growth and profitability from the segment. As a result, management has decided this is a non-core business. The disposal of Gas & Power is due to be completed within the next 12 months. At March 31, 2018 and December 31, 2017 Gas & Power was classified as held for sale and as a discontinued operation.

The results of Gas & Power for the period are presented below:

Three month periods ended March 31	**2018**	2017
Revenue	**$ 12,282**	$ 11,004
Cost of sales	**12,971**	10,493
Gross margin	**(689)**	511
Expenses		
Selling	**379**	440
General and administrative	**419**	495
	798	935
Loss before the undernoted	**(1,487)**	(424)
Other gains (expenses)		
Change in fair value of derivative instruments (note 15)	**(1,900)**	(1,002)
Finance income	**17**	5
Finance cost	**(118)**	(59)
Foreign exchange gain (loss)	**(1)**	2
Loss from discontinued operations	**$ (3,489)**	$ (1,478)
Loss per share from discontinued operations		
Basic and diluted	**$ (0.15)**	$ (0.06)

The following table presents Gas & Power's revenue for the three months ended March 31, 2018 disaggregated by revenue source:

	Canada	United States	Total
Product type:			
Natural gas	$ 602	$ -	$ 602
Electricity	513	11,167	11,680
	$ 1,115	**$ 11,167**	**$ 12,282**
Customer type:			
Residential	$ 325	$ 5,555	$ 5,880
Commercial	790	5,612	6,402
	$ 1,115	**$ 11,167**	**$ 12,282**

Deferred tax assets have not been recognized for the following:

As at	**March 31, 2018**	December 31, 2017
Non-capital tax loss carry-forwards	**$ 4,326**	$ 3,209
Excess of tax over book basis	**170**	189
	$ 4,496	$ 3,398

Unrecognized losses available for carryforward will expire in the taxation years ending December 31 as follows:

Year	Amount
2032	$ 676
2033	1,726
2034	4,947
2035	5
2036	804
2037	3,220
2038	3,554
	$ 14,932

The major classes of assets and liabilities of Gas & Power classified as held for sale are as follows:

As at	**March 31, 2018**	December 31, 2017
Assets		
Current assets		
Cash	**$ 130**	$ 14
Restricted cash	**5,716**	5,567
Accounts and other receivables	**6,108**	6,643
Natural gas delivered in excess of consumption	**129**	361
Prepaid expenses and deposits	**33**	37
Current portion of energy derivatives (note 15)	**-**	649
	12,116	13,271
Non-current assets		
Energy derivatives (note 15)	**-**	171
Goodwill	**546**	546
Assets classified as held for sale	**$ 12,662**	$ 13,988
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	**$ 4,797**	$ 5,004
Payments received in advance of consumption	**182**	354
Credit facility (note 6)	**5,033**	4,729
Current portion of energy derivative (note 15)	**1,367**	418
	11,379	10,505
Non-current liabilities		
Energy derivative (note 15)	**238**	84
Liabilities relating to assets classified as held for sale	**$ 11,617**	$ 10,589

The major categories of expenses are as follows:

Three month periods ended March 31		**2018**		2017
Cost of gas and electricity	**$**	**12,971**	$	10,493
Selling cost		**253**		177
Personnel		**274**		401
Professional fees		**50**		57
Occupancy		**1**		2
Office and other expenses		**220**		227
Depreciation and amortization		**-**		71
	$	**13,769**	$	11,428

Three month periods ended March 31		**2018**		2017
Reported as				
Cost of sales	**$**	**12,971**	$	10,493
Selling		**379**		440
General and administrative		**419**		495
	$	**13,769**	$	11,428

6. Credit facility

On November 20, 2013, Gas & Power entered into agreements with Shell Energy under which Shell Energy will supply energy, credit support, and environmental commodities to Gas & Power in multiple North American natural gas and power retail markets.

The commodity supply agreements allow for Shell Energy to provide Gas & Power with wholesale electricity, natural gas, carbon offsets, and renewable energy credits in Canada and six US states, namely Connecticut, New York, Pennsylvania, Illinois, Massachusetts and Ohio. The agreements can be further expanded to cover additional states as Gas & Power moves into additional deregulated markets for natural gas and electricity.

Under the credit facility agreements Shell Energy has provided Gas & Power credit arrangements for its Canadian and U.S. operations. Under the Canadian revolving credit facility Shell Energy provides Gas & Power with advances of up to $1,000 for commodity purchases and financial derivatives and related services. Interest is payable on outstanding advances at 4% plus the greater of: (i) 3% or (ii) LIBOR. Under the U.S. revolving credit and collateral credit facilities Shell Energy provides Gas & Power with advances of up to US$15,000 for commodity purchases, certain working capital uses, collateral security support and financial derivatives and related services. Interest is payable on outstanding advances under the revolving credit facility at 4% plus the greater of: (i) 3% or (ii) LIBOR, and under the collateral credit facility at 4% plus the greater of: (i) 4% or (ii) LIBOR. On March 31, 2018, LIBOR was 2.32% (December 31, 2017 – 1.69%). An additional interest rate penalty of 0.50% applies to all facilities in the event that Gas & Power were to be in default of certain financial covenants. Interest is repayable in the month following the month that advances were made. Principal on the revolving credit facility is repayable in the month following the month that advances were made. Principal on the collateral credit facility is repayable by November 20, 2018. No further advances can be made after November 20, 2018.

The agreements are secured by a general security agreement and a pledge of Gas & Power's assets and subject to certain covenant restrictions. As at March 31, 2018, Gas & Power was non-compliant with two covenants in the Shell credit agreements. An additional interest rate penalty of 0.5% is applied until Gas & Power becomes compliant with this covenant.

As at March 31, 2018, Gas & Power had $4,903 (US$3,802) (December 31, 2017 - $4,081) outstanding under the U.S. collateral credit facility and $130 (December 31, 2017 - $648) outstanding under the U.S. revolving credit facility. In 2017 and 2018, no advances were drawn on the Canadian credit facilities. Under the U.S. credit facilities, amounts are available in US$5,000 tranches depending on monthly delivered volumes. As at March 31, 2018, a total of US$5,000 (December 31, 2017 – US$5,000) was available to be drawn on these facilities. Under the Canadian credit facilities, a total of $1,000 (December 31, 2017 - $1,000) was available to be drawn.

Interest is provided at 8.0% per annum on the collateral credit facility plus an interest penalty of 0.5%; and at 7.0% per annum on the revolving credit facility plus an interest penalty of 0.5%.

As partial consideration for entering into the agreements above, Gas & Power has agreed to provide Shell Energy with a “participation” payment based upon the performance of Gas & Power during the term of the agreements. A participation payment is payable to Shell Energy upon Gas & Power reaching certain milestones such as customer count thresholds, an acquisition of control of Gas & Power, a disposition of Gas & Power`s assets or a material public share issuance by Gas & Power or the Company. The payment is based on a certain percentage of Gas & Power`s equity value at the time of the triggering event. The payment, if and when triggered, is a one-time event. For clarity, the calculation of the payment is based on Gas & Power’s equity value at the time of the triggering event, and not upon the equity value of the Company. Given that various events could result in the achievement of triggering milestones, and that the milestones that would trigger a payment may occur at any point over the life of the agreements, as at March 31, 2018 and December 31, 2017 management does not believe it is reasonably possible to estimate either the timing or the amount of such participation payment. No amount for a participation payment to Shell Energy has been accrued as at March 31, 2018 and December 31, 2017.

The credit facility has been reclassified to liabilities relating to assets held for sale.

7. Convertible note payable

As at	March 31, 2018	December 31, 2017
Principal	**$ 1,200**	$ 1,200
Accrued interest payable	**24**	60
Less: unamortized transaction costs	**(44)**	(77)
	$ 1,180	$ 1,183

On August 3, 2017, the Company entered into an agreement to issue a $1,200 convertible note (the “Convertible Note”). The Convertible Note has a 12 month duration, a 12% coupon and is convertible into common shares of the Company at a conversion rate of $0.50 per share. The Convertible Note may be redeemable by the noteholder at par plus $85 plus accrued and unpaid interest upon 30 days written notice. The securities issued under this private placement will be subject to a four-month hold period. The Company incurred transaction costs of $132 and has shown the Convertible Note net of the unamortized transaction costs. The Convertible Note contained an equity component which was considered nominal.

8. Promissory note payable

As at	March 31, 2018	December 31, 2017
Principal	**$ 210**	$ 210
Accrued interest payable	**6**	-
Less: unamortized transaction costs	**-**	(7)
	$ 216	$ 203

During November and December 2017, the Company entered into agreements to issue $210 of promissory notes (the “Promissory Notes”). The Promissory Notes bear interest at 8% per annum and mature on March 31, 2018. Included in the Promissory Notes is $100 advanced by a director. The principal and corresponding interest on the Promissory Notes were repaid in April 2018.

9. Long-term debt

As at	March 31, 2018	December 31, 2017
Equipment financing		
Principal	**$ 8,337**	$ 8,862
Accrued Interest payable	**18**	19
	8,355	8,881
Less: transfer to liabilities relating to assets classified as held for sale (note 5)	**(8,355)**	(8,881)
	$ -	$ -

The Company finances the cost of rental equipment over a period of seven to ten years. The loans bear interest at rates of 8.9% per annum. Principal and interest are repayable on a monthly basis. The lender retains a portion of the financing proceeds as security ("financing reserve"). This financing reserve is currently at $431 (December 31, 2017 - $466) and is included in assets classified as held for sale. The financing reserve becomes available to the Company as the debt is repaid. The loans are secured by the rental contracts and the rental equipment that is financed. The loans have been reclassified to liabilities relating to assets held for sale.

10. Share capital

(a) Authorized

Unlimited Preference Shares – non-voting, issuable in series. The number of shares under each series, designation, privileges, restrictions and conditions attaching thereto to be determined by the Board of Directors prior to issue. No such shares are issued and outstanding.

Unlimited Common Shares - voting, entitled to one vote per share (except at separate meetings of holders of shares of any other class), subject to the rights of holders of any preference shares, entitled to dividends and to the receipt of any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company.

(b) Issued and outstanding

Shares (in thousands)	Common Shares	
Balance, as at March 31, 2018 and December 31, 2017	**23,975**	**$ 39,236**

(c) Stock option plans

On July 9, 2013, the Board approved the 2013 Stock Option Plan ("2013 Plan"). Details of the stock options transactions are as follows:

	Weighted average remaining contractual life	Number of options (in thousands)	Weighted average exercise price
Outstanding as at January 1, 2018	5.85	662	$ 1.24
Granted		-	-
Forfeited		-	-
Outstanding as at March 31, 2018	**5.60**	**662**	**$ 1.24**
Exercisable as at December 31, 2017	5.78	553	1.28
Exercisable as at March 31, 2018	**5.54**	**585**	**$ 1.28**

The Company uses the Black-Scholes option pricing model to estimate fair value of options granted. No options were granted during the three months ended March 31, 2018.

(d) Loss per share

Three month periods ended March 31		2018		2017
Loss from continuing operations	**$**	**(577)**	$	(1,119)
Loss attributable to shareholders	**$**	**(4,124)**	$	(2,645)
Weighted average number of shares outstanding (in thousands)		**23,975**		23,975
Basic and diluted loss per share from continuing operations	**$**	**(0.02)**	$	(0.05)
Basic and diluted loss per share attributable to shareholders	**$**	**(0.17)**	$	(0.11)

Basic loss per share is calculated by dividing the total loss by the weighted average number of shares outstanding during the period. Outstanding stock options, as at March 31, 2018, of 662 (March 31, 2017 – 733) and Deferred Share Units (“DSUs”), as at March 31, 2018, of 506 (March 31, 2017 – 344) have not been factored into the calculation as they are considered anti-dilutive.

(e) Deferred share unit plan

During 2018, the Company awarded no DSUs to non-executive directors.

DSUs are settled at the option of the holder in (i) cash; (ii) Common Shares in the Company or (iii) a combination of cash and Common Shares in the Company.

	Deferred share unit (in thousands)		Weighted average grant price
Outstanding as at January 1, 2018	506	$	0.42
Granted	-		-
Outstanding as at March 31, 2018	**506**	**$**	**0.42**

During the three months ended March 31, 2018 the Company recorded compensation expense of $NIL (three months ended March 31, 2017 – $NIL) related to the DSUs granted. As at March 31, 2018, a liability of $101 (December 31, 2017 – $101) related to the DSUs granted is included in accrued liabilities.

11. Segment disclosure

The Company reports operations in two reportable segments: Gas & Power and Home Comfort. The Company has chosen to organize the entity around differences in products and service. Substantially all of its revenue was derived from these two business segments. The balance of revenue was derived from the Energy Efficiency business which does not meet the quantitative thresholds to be disclosed as a separate reportable segment. The revenue for the Energy Efficiency business is disclosed under Corporate & Others.

Management monitors the operating results of its segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the unaudited interim condensed consolidated financial statements. The Company is not considered to have any key customers.

For the three months ended March 31, 2018

	Gas & Power	Home Comfort	Corporate and Others	Consolidated
Revenue	$ -	$ -	$ 130	$ 130
Cost of sales	-	-	90	90
Gross margin	-	-	40	40
Selling	-	-	142	142
General and administrative	-	-	380	380
Loss before the undernoted	-	-	(482)	(482)
Finance cost	-	-	(85)	(85)
Foreign exchange loss	-	-	(10)	(10)
Loss from continuing operations	-	-	(577)	(577)
Discontinued operations (note 5)	(3,489)	(58)	-	(3,547)
Loss for the year	**$ (3,489)**	**$ (58)**	**$ (577)**	**$ (4,124)**

For the three months ended March 31, 2017

	Gas & Power	Home Comfort	Corporate and Others	Consolidated
Revenue	$ -	$ -	$ 637	$ 637
Cost of sales	-	-	514	514
Gross margin	-	-	123	123
Selling	-	-	299	299
General and administrative	-	-	934	934
Operating loss before the undernoted	-	-	(1,110)	(1,10)
Finance income	-	-	1	1
Finance cost	-	-	(5)	(5)
Foreign exchange loss	-	-	(5)	(5)
Loss from continuing operations	-	-	(1,119)	(1,119)
Discontinued operations (note 5)	(1,478)	(48)	-	(1,526)
Loss for the period	**$ (1,478)**	**$ (48)**	**$ (1,119)**	**$ (2,645)**

Geographic information

Revenue from total operations from external customers:

Periods ended March 31	**2018**	2017
Canada	**$ 1,817**	$ 2,387
United states	**11,167**	9,896
	$ 12,984	$ 12,283

Non-current assets

Non-current assets consist of energy derivatives, property and equipment, intangible assets and goodwill. The energy derivatives and a portion of goodwill are held in the U.S. All other non-current assets are held in Canada.

12. Expenses

Three month periods ended March 31		2018		2017
Cost of equipment sales		**90**		514
Selling cost		**8**		37
Personnel		**226**		316
Professional fees		**97**		448
Litigation costs (note 14(b))		**42**		242
Occupancy		**54**		60
Office and other expenses		**77**		109
Depreciation and amortization		**18**		21
	$	**612**	$	1,747

Three month periods ended March 31		2018		2017
Reported as				
Cost of sales	**$**	**90**	$	514
Selling		**142**		299
General and administrative		**380**		934
	$	**612**	$	1,747

13. Supplemental cash flow information

Change in non-cash operating assets and liabilities consist of the following:

Three month periods ended March 31		2018		2017
Accounts and other receivables	**$**	**192**	$	(287)
Inventory		**71**		35
Natural gas delivered in excess of consumption		**-**		173
Prepaid expenses and deposits		**(9)**		28
Accounts payable and accrued liabilities		**1,131**		(7)
Payments received in advance of consumption		**-**		(140)
	$	**1,385**	$	(198)

14. Commitments and contingencies

(a) Commitments

The minimum payments required under the terms of non-cancellable operating leases are as follows:

March 31, 2018

	Less than one year	Between one and five years	More than five years	Total
Non-cancellable lease	$ 238	$ 305	$ -	**$ 543**
Non-cancellable sublease	(179)	(116)	-	**(295)**
	$ 59	**$ 189**	**$ -**	**$ 248**

(b) Contingencies

(i) Statement of Claim against Gerald McGoey:

On June 1, 2017, Justice Conway of the Ontario Superior Court of Justice granted judgment in favour of the Company against the Company’s former CEO Gerald McGoey and his personal service company Jolian Investments Limited (collectively the “McGoey Defendants”) in the amount of $5,766 plus legal costs and interest, for breach of fiduciary duty in respect of the decision of the former board of directors of the Company to award certain equity cancellation payments and performance bonuses to Look’s senior

management and directors. The judgment also grants both a constructive trust and a tracing order over the damages owing.

On June 27, 2017, the McGoey Defendants filed a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act, and had until September 9, 2017 to make a proposal subject to order of the court. The deadline to file a proposal was extended to October 24, 2017 and further extended to November 14, 2017, by which date a proposal (the "Proposal") was filed with the court. In connection with the Proposal, the Company filed a Proof of Claim in respect of the amounts owing. At the General Meeting of Creditors ("Creditors' Meeting") held on December 12, 2017, creditors who were qualified to vote at the Creditors' Meeting did not approve the Proposal with the result that the McGoey Defendants were each deemed to have thereupon made an assignment in bankruptcy. The Company is now pursuing its collection effort through the bankruptcy process.

On June 30, 2017, the McGoey Defendants filed a Notice of Appeal with the Court of Appeal for Ontario. ONEnergy expects the appeal to be heard in 2018 and is confident the appeal will be dismissed.

(ii) In the normal course of its operations, the Company may be subject to other litigation and claims.

(iii) The Company indemnifies its directors, officers, consultants, and employees against claims and costs reasonably incurred and resulting from the performance of their services to the Company, and maintains liability insurance for its directors and officers.

(iv) Gas & Power is subject to a participation payment to Shell Energy (note 6) upon certain triggering events occurring.

15. Financial instruments and risk management

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies by the Company's management. Periodically throughout the year, the Board of Directors receive reports from the Company's management through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. The Company's activities expose it to a variety of market risks, principally from fluctuating commodity prices in Gas & Power. The Company has established risk management policies and procedures designed to reduce the potentially adverse effects of price volatility on operating results and distributions. The Company maintains commodity risk management strategies that use derivative instruments, within approved risk tolerances to minimize significant, unanticipated fluctuations in earnings caused by market price volatility. Further details regarding these policies are set out below.

Risk management

The main risks arising from the Company's financial instruments are commodity pricing and mark-to-market risk, credit risk, liquidity risk, interest rate risk and currency risk. These risks arise from exposure that occur in the normal course of business and are managed on a consolidated basis.

Commodity pricing and mark-to-market risk

The Company purchases both physical energy commodities, such as natural gas, and financially settled energy instruments such as electricity swap contracts. These commodity products are subject to market fluctuations based upon market supply and demand for such products. The Company experiences fluctuations in the unrealized valuation of its contracts to purchase energy commodities. The Company is also subject to cancellations by customers that may leave the Company with an excess of commodity supply, which may have to be sold into the open market at an indeterminate price. Management actively monitors these positions on a daily basis in accordance with its Risk Management Policy. This policy sets out a variety of limits, most importantly thresholds for open positions in the electricity and natural gas portfolios. The Company's exposure to

market risk is affected by a number of factors, including accuracy of estimation of customer commodity requirements, commodity prices, volatility and liquidity of markets. The Company enters into derivative instruments in order to manage exposures to changes in commodity prices. The inability or failure of the Company to manage and monitor the above market risks could have a material adverse effect on the operations and cash flow of the Company.

The fair values of the Company's financial instruments are significantly influenced by the variability of forward spot prices for electricity and natural gas. Period to period changes in forward spot prices could cause significant changes in the mark to market valuation ("MTM valuation") of these contracts. If forward spot prices increased by 10%, loss for the period would have been $1,607 lower, whereas if forward spot prices decreased by 10%, loss for the period would have been $1,607 higher, primarily as a result of the change in fair value of the Company`s derivative instruments.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. Financial instruments, which are potentially subject to credit risk for the Company, consist primarily of cash and accounts and other receivables.

Credit risk associated with cash is minimized by ensuring this financial asset is placed with financial institutions with high credit ratings.

The LDCs provide billing & collection services and assume the risk of any bad debts from customers for a fee. Therefore, the Company receives the collection of customer account balances directly from the LDCs. Management believes that the risk of the LDCs failing to deliver payment to the Company is minimal. For Home Comfort, in markets where LDCs do not provide billing & collection services for a fee, the customer is billed directly by Home Comfort. The Company's customers are individually insignificant and geographically dispersed. The Company currently believes that its susceptibility to an individually significant write-off as a result of concentrations of customer accounts receivable with those LDCs is remote. For Energy Efficiency, the Company receives deposits in advance of performing installations thereby reducing its overall exposure on individual projects, such that the Company is not susceptible to an individually significant write-off.

Other receivables are comprised primarily of refundable taxes receivable from the Canada Revenue Agency ("CRA"). Refundable taxes are subject to review by the CRA, which may delay receipt. Management believes the risk of the CRA failing to deliver payment to the Company is minimal.

The Company's maximum exposure to credit risk at the end of the reporting period under its financial instruments is summarized as follows:

As at	**March 31, 2018**	December 31, 2017
Accounts and other receivables		
Current	**$ 6,297**	$ 6,943
31- 90 days	**213**	283
Over 90 days	**87**	98
	$ 6,597	$ 7,324

The Company's maximum assessed exposure to credit risk, as at March 31, 2018 and December 31, 2017, is the carrying value of its accounts and other receivables.

Liquidity risk

Liquidity risk is the risk the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled in cash or other financial assets. The Company's approach is to ensure it will have sufficient liquidity to meet operations, tax, capital and regulatory requirements and obligations, and debt repayments under both normal and stressed circumstances. Cash flow projections are prepared and reviewed by management to ensure a sufficient continuity of funding exists.

In the normal course of business, ONEnergy is obligated to make future payments under various non-cancellable contracts and other commitments.

The Company's financial liabilities are comprised of its accounts payable and accrued liabilities, payments received in advance of consumption, derivative instruments, credit facility, financial leases, long-term debt and commitments.

Derivative financial instruments

The Company has fixed-for-floating electricity swaps and gas and electricity forward contracts that are considered financial instruments. The fair value of financial instruments is the estimated amount that the Company would pay or receive to dispose of these supply contracts in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act. The Company has estimated the value of these contracts using a discounted cash flow method which employs market forward curves. The market forward curves are sourced from third parties.

At March 31, 2018, the Company had the following financial instruments classified as fair value through profit and loss:

Fixed-for-floating electricity swaps - Canada

Notional volumes (on-peak/off-peak)	2,880 MWh / 2,898 MWh
Total remaining notional volume	5,778 MWh
Maturity dates	July 31, 2018 to December 31, 2018
Fixed price per MWh (in dollars)	$20.65 to $47.34
Fair value favourable/(unfavourable)	$(89)
Notional value	$91

Physical electricity forward contracts – U.S.

Notional volumes (on-peak/off-peak)	190,883 MWh / 170,944 MWh
Total remaining notional volume	361,827 MWh
Maturity dates	May 31, 2018 to November 30, 2022
Fixed price per MWh (in U.S. dollars)	$24.75 to $52.65
Fair value favourable/(unfavourable)	$(926)
Notional value	$13,300

Natural gas forward contracts - Canada

Total remaining notional volume	216,990 GJ
Maturity dates	April 30, 2018 to October 31, 2020
Fixed price per GJ (in dollars)	$2.47 to $4.55
Fair value favourable/(unfavourable)	$(326)
Notional value	$404

Change in fair value of derivative instruments:

Three month periods ended March 31		**2018**		2017
Fixed-for-floating electricity swaps	**$**	**15**	$	(43)
Physical electricity forward contracts		**(1,970)**		(788)
Natural gas forward contracts		**55**		(171)
	$	**(1,900)**	$	(1,002)

Fair Values

IFRS 7 Financial Instruments: Disclosures requires disclosure of a three-level hierarchy ("FV hierarchy") that reflects the significance of the inputs used in making fair value measurements and disclosures. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for

identical assets and liabilities. Assets and liabilities in Level 2 include those whose valuations are determined using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly. Level 3 valuations are those based on inputs that are unobservable and significant to the overall fair value measurement.

The following tables illustrates the classification of financial assets / (liabilities) in the FV hierarchy.

As at March 31, 2018	Level 1	Level 2	Level 3	Total
Financial assets				
Cash	$ 2,011	$ -	$ -	$ 2,011
Restricted cash	6,147	-	-	6,147
Accounts and other receivables	-	6,597	-	6,597
Energy derivatives	-	-	-	-
Financial liabilities				
Accounts payable and accrued liabilities	-	(12,138)	-	(12,138)
Payments received in advance of consumption	-	(182)	-	(182)
Credit facility	-	(5,033)	-	(5,033)
Advances from Cricket Energy Holdings Inc.	-	(1,973)	-	(1,973)
Convertible note payable	-	(1,180)	-	(1,180)
Promissory note payable	-	(216)	-	(216)
Energy derivatives	-	-	(1,605)	(1,605)
Long-term debt	-	(8,355)	-	(8,355)
	$ 8,158	**$ (22,480)**	**$ (1,605)**	**$ (15,927)**

As at December 31, 2017	Level 1	Level 2	Level 3	Total
Financial assets				
Cash	$ 282	$ -	$ -	$ 282
Restricted cash	6,033	-	-	6,033
Accounts and other receivables	-	7,324	-	7,324
Energy derivatives	-	-	820	820
Financial liabilities				
Accounts payable and accrued liabilities	-	(11,214)	-	(11,214)
Payments received in advance of consumption	-	(354)	-	(354)
Credit facility	-	(4,729)	-	(4,729)
Advances from Cricket Energy Holdings Inc.	-	(3,478)	-	(3,478)
Convertible note payable	-	(1,183)	-	(1,183)
Promissory note payable	-	(203)	-	(203)
Energy derivatives	-	-	(502)	(502)
Long-term debt	-	(8,881)	-	(8,881)
	$ 6,315	**$ (22,718)**	**$ 318**	**$ (16,085)**

Key assumptions used when determining the significant unobservable inputs included in Level 3 of the FV hierarchy consist of:

(i) discount for lack of marketability up to 1.5%. Discount for lack of marketability represents the amounts the Company has determined that market participants would take into account when pricing these derivative instruments;

(ii) discount for counterparty non-performance risk in the range of 0.19% to 0.34%; and

(iii) discount rate of 7%.

The following table illustrates the changes in net fair value of financial assets (liabilities) classified as Level 3 in the FV hierarchy for the periods ended:

Three month periods ended March 31	**2018**	2017
Balance, beginning of period	**$ 318**	$ 309
Gains (losses)	**(533)**	50
Purchases	**(138)**	94
Settlements	**(1,252)**	(1,137)
Balance, end of period	**$ (1,605)**	$ (684)

Classification of financial assets and liabilities

As at March 31, 2018 and December 31, 2017 the carrying value of cash, restricted cash, accounts and other receivables, accounts payable and accrued liabilities, payments in advance of consumption, credit facility and advances from Cricket Energy Holdings Inc. approximates their fair value due to their short-term nature. The carrying value of the convertible note payable and promissory note payable approximates its fair value as its interest payable on outstanding amounts approximates the Company's current cost of debt.

Interest rate risk

The Company is exposed to interest rate fluctuations associated with its floating rate credit facility. The Company's current exposure to interest rate risk does not economically warrant the use of derivative instruments and the Company does not currently believe that it is exposed to material interest rate risk.

Currency risk

Foreign currency risk is created by fluctuations in the fair value or cash flows of financial instruments due to changes in foreign exchange rates and exposure as a result of the Company's U.S. operations.

Although the Company is headquartered in Ontario, the majority of the Company's customers and revenues are in the U.S. A material portion of ONEnergy's income is generated in U.S. dollars and will be subject to currency fluctuations.

ONEnergy may, from time to time, experience losses resulting from fluctuations in the values of its foreign currency transactions, which could adversely affect its operating results. Translation risk is not hedged. With respect to translation exposure, if the Canadian dollar had been 5% stronger or weaker against the U.S. dollar for the three months ended March 31, 2018, assuming that all the other variables had remained constant, comprehensive loss would have been $166 lower/higher (three months ended March 31, 2017 – comprehensive loss $45 lower/higher).

16. Acquisition of Suske Parties

On April 26, 2018, the Company announced it entered into an LOI with Suske Capital Inc. ("Suske Capital"), on behalf of certain Suske Capital subsidiaries and other entities (collectively, the "Suske Parties"), that outlines the basic terms and conditions of a proposed reorganization of ONEnergy and a subsequent business combination (the "Transaction") with the Suske Parties. Completion of the Transaction would potentially result in a reverse takeover and change of business of the Company under the policies of the Exchange.

A definitive agreement ("Definitive Agreement") is being negotiated between ONEnergy and Suske Capital, on behalf of the Suske Parties, which will set forth the detailed terms and conditions of the Transaction as are customary for transactions of this nature. As required under the policies of the Exchange, the Transaction would be subject to the approval of the Company's shareholders and the Exchange.