

Unaudited Condensed Consolidated Interim Financial Statements

Three months ended March 31, 2018 and 2017

(Expressed in United States dollars)

Notice of No Auditors Review of Interim Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the unaudited condensed consolidated interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company.

The Company's independent auditors have not performed a review of these unaudited interim condensed consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditors.

Condensed Consolidated Interim Statements of Financial Position (Unaudited) (Expressed in United States dollars)

Assets	March 31, 2018		December 31, 2017
Current assets	 	-	
Cash	\$ 722,497	\$	1,390,427
Restricted cash (Note 4)	804,532		586,963
Trade and other receivables (Note 5)	5,236,766		7,611,000
Prepaid expenses and deposits	428,539		390,195
Inventory	-		164,405
	7,192,334		10,142,990
Non-current assets			
Plant and equipment (Note 6)	205,830		225,145
Goodwill	3,083,484		3,182,153
Deferred tax assets	717		1,123
Total assets	\$ 10,482,365	\$	13,551,411
Liabilities			_
Current liabilities			
Accounts payable and accrued liabilities	\$ 5,043,762	\$	5,922,790
Loans payable (Note 7)	3,774,230		3,145,631
Deferred revenue	897,518		2,859,209
	9,715,510		11,927,630
Non-current liabilities			
Loans payable (Note 7)	3,600,000		3,600,000
	13,315,510		15,527,630
Shareholders' deficiency			
Share capital (Note 8)	16,576,564		16,575,247
Contributed surplus	3,954,980		3,969,150
Accumulated other comprehensive income	143,926		187,364
Accumulated deficit	 (23,508,615)		(22,707,980)
	(2,833,145)		(1,976,219)
Total liabilities and shareholders' deficiency	\$ 10,482,365	\$	13,551,411

Reporting entity and going concern (Note 1)

Approved on behalf of the Board:

"Nicolas Blitterswyk"
Director, President & Chief Executive Officer

"Michael Doolan" Director

Condensed Consolidated Interim Statements of Operations and Comprehensive Loss for the three months ended March 31,

(Unaudited) (Expressed in United States dollars)

		2017				
Revenue	\$	6,059,933	\$	5,498,094		
Cost of Sales		(4,977,509)		(4,910,895)		
Gross profit		1,082,424		587,199		
Operating expenses Selling, general, and administrative Project loss		(1,182,452) (354,982)		(792,486)		
Loss from operating activities		(455,010)		(205,287)		
Finance expense Finance income		(241,902) 309		(106,616) 3,255		
Loss from operations before income taxes	(696,603)			(308,648)		
Income tax expense		(104,032)		(51,378)		
Net loss for the period		(800,635)		(360,026)		
Other comprehensive income items that are or may be reclassified to profit or loss Foreign currency translation differences		(43,438)		(4,793)		
Comprehensive loss for the period	\$	(844,073)	\$	(364,819)		
Net loss per share attributable to the shareholders of the Company Net loss for the period - basic and diluted	\$	(0.02)	\$	(0.01)		
Weighted average number of shares Basic and diluted	40,773,416 36,217,			36,217,837		

Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency (Unaudited) (Expressed in United States dollars)

			Ac	cumulated other		
	Share capital	Contributed surplus	com	prehensive income	Accumulated deficit	Total
Balance - January 1, 2017	\$ 15,111,782	\$ 3,504,908	\$	69,279	\$ (20,730,081)	\$ (2,044,112)
Net loss for the period	-	-		-	(360,026)	(360,026)
Amount issued on the conversion of restricted share units	27,170	(27,170)		-	-	-
Amount issued on the conversion of warrants	222	-		-	-	222
Share-based compensation	-	17,961		-	-	17,961
Foreign currency translation differences	-	-		4,793	-	4,793
Balance - March 31, 2017	\$ 15,139,174	\$ 3,495,699	\$	74,072	\$ (21,090,107)	\$ (2,381,162)

	Share capital	Contributed surplus	con	nprehensive income	Accumulated deficit	Total
Balance - January 1, 2018	\$ 16,575,247	\$ 3,969,150	\$	187,364	\$ (22,707,980)	\$ (1,976,219)
Net loss for the period	-	-		-	(800,635)	(800,635)
Amount issued on the conversion of restricted share units (Note 8)	1,317	(1,317)		-	-	-
Share-based compensation	-	(12,853)		-	-	(12,853)
Foreign currency translation differences	-	-		(43,438)	-	(43,438)
Balance - March 31, 2018	\$ 16,576,564	\$ 3,954,980	\$	143,926	\$ (23,508,615)	\$ (2,833,145)

Condensed Consolidated Interim Statements of Cash Flows for the three months ended March 31, (Unaudited) (Expressed in United States dollars)

	 2018	-	2017
Cash flow used in operating activities			
Net loss from continuing operations	\$ (800,635)	\$	(360,026)
Adjustment for:			
Depreciation and amortization	13,660		4,296
Income tax recovery	104,032		51,378
Share-based compensation (recovery)	(12,852)		17,961
Net finance expense	241,593		106,616
	(454,202)		(179,775)
Change in trade and other receivables	2,246,112		1,366,661
Change in inventory	159,625		574,878
Change in prepaid expenses and deposits	(49,741)		(106,818)
Change in accounts payable and accrued liabilities	(3,009,653)		1,368,450
Change in deferred revenue	67,560	((2,300,354)
	(1,040,299)		723,042
Income taxes paid	(3,649)		(13,592)
Net finance expenses paid	(52,443)		(44,808)
Cash used in operating activities	(1,096,391)		664,642
Cash flow used in investing activities			
Decrease (addition) to restricted cash	(232,969)		8,881
Cash used in investing activitiies	(232,969)		8,881
Cash flow from financing activities			
Proceeds on issue of share capital and			
warrants, net of issuance costs	-		222
Net proceeds (repayments) of loans payable	724,331		(689,638)
Cash from financing activities	724,331		(689,416)
Increase in cash for the period	 (605,029)		(15,893)
Effect of exchange rate fluctuations on cash	(62,901)		(3,841)
Cash at beginning of period	1,390,427		59,913
Cash at end of period	\$ 722,497	\$	40,179

Notes to Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2018 and 2017

(Unaudited)

(Amounts expressed in United States dollars, unless otherwise indicated)

1. Reporting entity and going concern

(a) Reporting entity

UGE International Ltd. (the "Company" or "UGE") is incorporated under the laws of the Province of Ontario and its common shares are listed on the TSX Venture Exchange under the symbol "UGE". The Company's registered office is located at 20 Victoria Street, 7th Floor, Toronto, Ontario, Canada. The principal business activity of the Company is to provide renewable energy solutions to its customers. Primarily, it provides development, engineering, procurement and construction work in the commercial solar sector.

(b) Going concern

These condensed consolidated interim financial statements have been prepared assuming the Company will continue as a going concern, notwithstanding that the Company has a working capital deficiency and incurred losses from operations. During the three months ended March 31, 2018, the Company had a net loss of \$800,635 and negative cash flow from operations of \$1,096,391. As at March 31, 2018, the Company has a working capital deficiency of \$2,523,176 and shareholders' deficiency of \$2,833,145.

The Company's ability to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business is dependent upon achieving sustained profitability and the ability to raise additional debt or equity financing to fund any working capital deficits. There are various risks and uncertainties affecting the Company's operations including, but not limited to, the market acceptance and rate of commercialization of the Company's offerings, the ability of the Company to successfully execute its business plan, and general global economic conditions, certain of which are beyond the Company's control. The Company's strategy to mitigate these risks and uncertainties is to execute a business plan aimed at continued focus on renewable energy solutions, revenue growth, improving overall gross profit, managing operating expenses and working capital requirements, and securing additional financing, as needed, through one or more of bank loans and equity investments from existing or potential shareholders. There are no guarantees that the funds raised will be sufficient to sustain the Company's ongoing operations beyond twelve months or that additional debt or equity financing will be available to the Company or available at acceptable terms. Failure to implement the Company's business plan could have a material adverse effect on the Company's financial condition and/or financial performance. Accordingly, there are material risks and uncertainties that cast significant doubt about the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements do not include any adjustments or disclosures that would be required if assets are not realized and liabilities and commitments are not settled in the normal course of operations. If the Company is unable to continue as a going concern, then the carrying value of certain assets and liabilities would require revaluation to a liquidation basis, which could differ materially from the values presented in the condensed consolidated interim financial statements.

Notes to Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2018 and 2017

(Unaudited)

(Amounts expressed in United States dollars, unless otherwise indicated)

2. Basis of preparation

(a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. Accordingly, certain disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed. These condensed consolidated interim financial statements were prepared using the same accounting policies and methods as those used in the consolidated financial statements of the Company for the year ended December 31, 2017 and should be read in conjunction with those financial statements.

These condensed consolidated interim financial statements were approved for issuance by the Board of Directors on May 14, 2018.

(b) Basis of presentation and accounting

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries.

All significant intercompany balances and transactions have been eliminated on consolidation.

(c) Functional and presentation currency

These condensed consolidated interim financial statements are presented in United States dollars ("USD"). The functional currency of the Company, UGE Canada Ltd. ("UGE Canada") and UGE RE Inc. ("UGE RE") is the Canadian dollar ("CAD"); the functional currency of UGE USA Inc. ("UGE USA") is USD; and the functional currency of UGE Philippines Inc. ("UGE Philippines") is Filipino pesos ("PhP").

(d) Basis of measurement

These condensed consolidated interim financial statements have been prepared on the historical cost basis.

Notes to Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2018 and 2017

(Unaudited)

(Amounts expressed in United States dollars, unless otherwise indicated)

2. Basis of preparation (continued)

(e) Accounting assumptions, estimates and judgments

The preparation of the condensed consolidated interim financial statements requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenue and expenses during the reporting period. Actual results may differ from these amounts.

Significant areas having estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements include: share-based compensation; valuation of goodwill; and intangible assets.

Critical judgments that management has made in applying the Company's accounting policies that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements include: assessment of the Company's ability to continue as a going concern (Note 1(b)); and determination of the functional currency of the principal operations of the Company (Note 2(c)).

3. New standards and interpretations not yet adopted

The following new standards will be adopted in periods after December 31, 2017.

(a) IFRS 16, Leases ("IFRS 16")

IFRS 16 was issued in January 2016 and it replaces IAS 17 "Leases", IFRIC 4 "Determining Whether an Arrangement Contains a Lease", SIC-15 "Operating Leases-Incentives" and SIC-27 "Evaluating the Substance of Transactions Involving the Legal Form of a Lease".

This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease.

IFRS 16 is effective for annual periods beginning on or after January 1, 2019.

The Company is currently evaluating the impact of adopting the standard noted above and does not expect to adopt it prior to the mandatory effective date.

Notes to Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2018 and 2017

(Unaudited)

(Amounts expressed in United States dollars, unless otherwise indicated)

4. Restricted cash

As at March 31, 2018, the Company has restricted cash of \$804,532 (December 31, 2017 - \$586,963) related to cash security for a construction financing facility (Note 6 – Loan 3) and a letter of credit.

5. Trade and other receivables

	March 31, 2018	December 31, 2017
Trade and other receivables, net of allowance		
for doubtful accounts of \$Nil	\$ 2,357,730	\$ 5,104,762
Unbilled revenue	2,594,236	2,447,422
Corporate income taxes receivable	284,800	58,816
	\$ 5,236,766	\$ 7,611,000

Notes to Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2018 and 2017

(Unaudited)

(Amounts expressed in United States dollars, unless otherwise indicated)

6. Plant and equipment

	Office Leasehold equipment improvements				Vehicles		Total	
Cost								
Balance as at								
January 1, 2017	\$	75,126	\$	31,718	\$	17,780	\$	124,624
Additions		98,990		161,071		-		260,061
Disposals		-		(77,238)		-		(77,238)
Exchange rate effect		7,806		4,889		1,237		13,932
Balance as at								
December 31, 2017		181,922		120,440		19,017		321,379
Exchange rate effect		(4,773)		(3,160)		(499)		(8,432)
Balance as at								
March 31, 2018	\$	177,149	\$	117,280	\$	18,518	\$	312,947
Accumulated depreciation								
Balance as at								
January 1, 2017	\$	47,153	\$	10,515	\$	7,561	\$	65,228
Depreciation expense		21,774		14,958		3,177		39,910
Disposals		-		(14,185)	4,185) -			(14,185)
Exchange rate effect		3,894		757	757 630			5,281
Balance as at								
December 31, 2017		72,821		12,045		11,368		96,234
Depreciation expense		7,207		5,891		562		13,660
Exchange rate effect		(2,046)		(423)		(308)		(2,777)
Balance as at								
March 31, 2018	\$	77,982	\$	17,513	\$	11,622	\$	107,117
Carrying amounts								
December 31, 2017	\$	109,101	\$	108,395	\$	7,649	\$	225,145
March 31, 2018	\$	99,167	\$	99,767	\$	6,896	\$	205,830

Notes to Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2018 and 2017

(Unaudited)

(Amounts expressed in United States dollars, unless otherwise indicated)

7. Loans payable

	March 31, 2018	De	ecember 31, 2017	
Loan 1	\$ 3,600,000	\$	3,600,000	
Loan 2	1,861,680		1,911,840	
Loan 3	1,164,000		273,888	
Loan 4	438,270		561,603	
Loan 5	310,280		398,300	
Total debt	7,374,230		6,745,631	
Current portion	3,774,230		3,145,631	
Non-current portion	\$ 3,600,000	\$	3,600,000	

Loan 1 – Upon the sale of UGE Holdings Ltd. ("UGE Holdings") in 2016, the Company issued promissory notes for a total of \$3,600,000 (December 31, 2017 - \$3,600,000) to a subsidiary of UGE Holdings. These unsecured loans bear a fixed annual interest rate of 6.5% and are due on August 31, 2021.

Loan 2 – As at March 31, 2018, the Company has a promissory note for a total of \$1,861,680 (CAD\$2,400,000) (December 31, 2017 - \$1,911,840, CAD\$2,400,000) to the MH Brigham Foundation ("MBF"). This promissory note bears interest at a rate of 10% per annum and is payable on demand.

Loan 3 – As at March 31, 2018, the Company has a construction financing facility with a maximum limit of \$1,200,000, guaranteed by Export Development Canada. The facility bears interest at a rate equal to TD Bank's prime + 1.45% and is due on demand. As at March 31, 2018, the Company made draws from the facility of \$1,164,000 (December 31, 2017 – \$273,888) and has provided a deposit on all draws equal to \$300,000 recorded as restricted cash.

Loan 4 - As at March 31, 2018, the Company has a revolving demand credit facility with a maximum limit of CAD\$750,000, of which \$438,270 (CAD\$565,000) (December 31, 2017 - \$561,603, CAD\$705,000) was drawn. The credit facility bears interest at prime + 1.45% per annum and is secured by a general security agreement covering all assets of UGE Canada.

Loan 5 – As at March 31, 2018, the Company has an unsecured non-interest-bearing loan with Fritz Construction Services Inc. of \$310,280 (CAD\$400,000) (December 31, 2017 - \$398,300, CAD\$500,000) to assist in the funding of a deposit for a surety bond. The principal is due through monthly repayments of CAD\$50,000 and will be repaid in full by October 31, 2018.

Notes to Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2018 and 2017

(Unaudited)

(Amounts expressed in United States dollars, unless otherwise indicated)

8. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares with no par value.

The issued and outstanding share capital is as follows:

	Three m	onths ended N	March 31, 2018	Three m	onths ended	March 31, 2017
		Number of			Number of	
	Number	special		Number	special	
	of shares	warrants	Amount	of shares	warrants	Amount
Balance at beginning of period	40,770,026	5,100,000	\$ 16,575,247	36,118,927	5,100,000	\$ 15,111,782
Shares issued for conversion of restricted share units Amount issued for exercise	5,000	-	1,317	120,000	-	27,170
of options and warrants	-	=	-	780	=	222
Balance at end of period	40,775,026	5,100,000	\$ 16,576,564	36,239,707	5,100,000	\$ 15,139,174

Restricted share units

The Company has a restricted share unit plan that provides for the granting of restricted share units to directors, officers, employees and consultants of up to 1,005,125 shares of the Company of which 5,286 are available for grant as at March 31, 2018. Upon vesting, the Company will issue shares from treasury to the employees for no additional consideration.

As at March 31, 2018, rights to receive 6,439 shares have been granted to be vested in 2018. During the three months ended March 31, 2018, the Company issued 5,000 shares for the rights that vested.

During the three months ended March 31, 2018, the Company recognized a total of \$1,468 (2017 – \$25,308), as compensation expense pursuant to restricted share units in selling, general, and administration expenses.

Special warrants

As at March 31, 2018, the Company had 5,100,000 special warrants outstanding held by related parties and all are exercisable. The special warrants are convertible into shares of the Company on a one for one basis for no additional consideration provided that at the time on the conversion at least 20% of the issued and outstanding shares of the Company are held by Public Shareholders after the conversion of the special warrants. Public Shareholders are those shareholders who are not directors, officers or other insiders of the Company as defined by the TSX Venture Exchange.

Warrants

As at March 31, 2018, the Company has warrants outstanding allowing the holders to purchase an additional 2,934,310 common shares at an exercise price of CAD\$0.48 per share and 393,767 common shares at an exercise price of CAD\$0.38 per share until June 23, 2018.

As at March 31, 2018, the Company also has warrants outstanding allowing the holders to purchase an additional 1,725,000 common shares at an exercise price of CAD\$0.80 per share and 241,500 common shares at an exercise price of CAD\$0.60 per share until June 26, 2019.

Notes to Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2018 and 2017

(Unaudited)

(Amounts expressed in United States dollars, unless otherwise indicated)

8. Share capital (continued)

Stock options

The Company offers an incentive stock option plan that provides for the granting of options up to 10% of its issued and outstanding common shares to directors, officers, employees and consultants.

The stock option activity is as follow:

		s ended 31, 2018	Decer		ar ended 31, 2017	
		V	/eighted	Decel	V	/eighted
	Number exercise of options price (CAD)		exercise	Number of options		exercise e (CAD)
Balance at beginning of period Granted Forfeited Exercised	3,665,455 - (627,620)	\$	0.47 - 0.46 -	2,972,461 1,353,644 (538,383) (122,267)	\$	0.45 0.50 0.42 0.41
Balance at end of period	3,037,835	\$	0.48	3,665,455	\$	0.47
Balance exercisable at end of period	2,010,694	\$	0.45	1,873,938	\$	0.46

Details of the outstanding stock options are as follows (in CAD):

pri	Exercise ice (CAD)	Number of options outstanding at March 31, 2018	Weighted average remaining life (months)	Veighted average exercise ee (CAD)	Number of options exercisable at March 31, 2018	eighted average exercise (CAD)
\$	1.15	36,300	27	\$ 1.15	36,300	\$ 1.15
	0.78	102,000	32	0.78	102,000	0.78
	0.61	685,440	51	0.61	-	-
	0.45	1,334,095	39	0.45	1,272,394	0.45
	0.40	200,000	41	0.40	200,000	0.40
	0.36	530,000	56	0.35	250,000	0.35
	0.28	150,000	44	0.28	150,000	0.28
		3,037,835	45	\$ 0.48	2,010,694	\$ 0.45

Notes to Condensed Consolidated Interim Financial Statements for the three months ended March 31, 2018 and 2017

(Unaudited)

(Amounts expressed in United States dollars, unless otherwise indicated)

8. Share capital (continued)

During the three months ended March 31, 2018, the Company recorded a recovery to share-based compensation of \$14,320 (2017 – \$7,347), relating to stock options in selling, general, and administrative expenses. The compensation expense was based on the fair value of each stock option on the date of the grant using the Black-Scholes option pricing model with the below weighted average assumptions. There were no stock option grants in the three months ended March 31, 2018.

	December 31,
	2016
Expected life	5 years
Expected volatility in market price of shares	115.4%
Expected dividend rate	0.0%
Risk-free interest rate	1.49%

9. Segmented information

The Company has determined that it operates in one operating segment, renewable energy solutions. During the three months ended March 31, 2018, the Company had revenues in the United States, Canada and the Philippines, and is organized into sales geographic areas consisting of these countries.

Total revenue by geographic area for the three months ended March 31, was as follows:

	2018	<u> </u>	2017
Philippines Canada	\$ 2,204,891 2,154,346	\$	16,843 5,228,392
United States	1,700,696		252,859
	\$ 6,059,933	\$	5,498,094

All non-current assets are related to the Company's Canadian operations.

During the three months ended March 31, the Company had three customers that accounted for more than 10% of consolidated revenue as listed below. No other customer accounted for more than 10% of the Company's consolidated revenue.

	Three months ended	Three months ended March 31,	
	2018	2017	
Customer 1	36%	0%	
Customer 2	24%	0%	
Customer 3	13%	0%	
Customer 4	0%	93%	