Environmental Waste International Inc.

Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014

(Unaudited)

Notice to Reader

The accompanying unaudited condensed interim financial statements of Environmental Waste International Inc. ("EWI" or the "Company") for the three months ended March 31, 2014, have been prepared by management and approved by the Board of Directors of the Company. These statements have not been audited, reviewed or verified by the Company's external auditors or any other accounting firm.

Environmental Waste International Inc.
Notes to the interim Condensed Consolidated Financial Statements
March 31, 2014
Amounts in Canadian Dollars
(Unaudited)

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FINANCIAL STATEMENTS

Responsibility for unaudited interim consolidated financial statements

The accompanying unaudited interim consolidated financial statements for Environmental Waste International Inc. have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") consistently applied. The most significant of these accounting principles have been set out in the December 31, 2013 audited financial statements.

Auditor Involvement

The auditor of Environmental Waste International Inc. has not performed a review of these unaudited interim financial statements.

Ajax, Ontario
May 30, 2014

Amounts in Canadian Dollars

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at [Canadian Dollars]	**March 31 2014** $	**December 31 2013** $
ASSETS		
Current		
Cash and cash equivalents	**212,120**	130,044
Accounts receivable	**31,317**	125,017
Loans receivable *[note 4]*	**16,579**	15,954
Prepaid expenses and sundry	**55,583**	67,540
Total current assets	**315,599**	338,555
Property and equipment *[note 5]*	**1,573,381**	1,596,248
Intangible assets *[note 6]*	**1,232,220**	1,400,254
	3,121,200	3,335,057

Approved by the Board:

"Emanuel Gerard"	*"Daniel Kaute"*
Director	Director

Amounts in Canadian Dollars

As at

[Canadian Dollars]	March 31 2014 $	December 31 2013 $
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	**288,633**	386,803
Provisions *[note 7]*	**255,000**	255,000
Loans payable *[note 8[a]]*	**497,000**	497,000
Current portion of term loan payable *[note 8[b]]*	**2,000,000**	2,000,000
Current portion of mortgages payable *[note 8[c]]*	**14,316**	14,316
Deferred revenue	**29,740**	45,042
Total current liabilities	**3,084,689**	3,198,161
Mortgages payable *[note 8[c]]*	**830,936**	834,456
Total liabilities	**3,915,625**	4,032,617
Commitments and contingencies *[note 11]*		
Shareholders' equity (deficiency)		
Capital stock *[note 9]*	**44,114,338**	43,668,244
Contributed surplus *[note 9]*	**4,340,189**	3,975,352
Warrants *[note 9]*	**748,541**	893,426
Equity component of convertible loans *[note 9]*	**—**	63,820
Deficit	**(49,896,133)**	(49,197,042)
Equity attributable to owners of the Parent	**(693,065)**	(596,200)
Non-controlling interests	**(101,360)**	(101,360)
Total shareholders' equity (deficiency)	**(794,425)**	(697,560)
	3,121,200	3,335,057

Events after the reporting period *[note 13]*

See accompanying notes to the interim condensed consolidated financial statements

Amounts in Canadian Dollars

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

Three months ended March 31
[Canadian Dollars]

	2014	2013
	$	$
REVENUE		
Sales and other	**42,424**	28,460
EXPENSES		
Operating, labour and manufacturing *[note 6]*	**469,862**	637,669
Stock-based compensation *[note 9]*	**52,226**	—
Amortization of property and equipment *[note 5]*	**22,867**	23,906
Amortization of intangible assets *[note 6]*	**168,031**	168,031
Interest on loans payable	**12,452**	12,461
Interest on mortgages payable	**19,317**	19,517
Foreign exchange loss (gain)	**(3,240)**	(8,021)
	741,515	853,563
Loss before non-controlling interests	**(699,091)**	**(825,103)**
Non-controlling interests	**—**	—
Net loss and comprehensive loss for the period	**(699,091)**	(825,103)
Loss per share - basic and diluted	**(0.006)**	(0.008)
Weighted average number of shares outstanding - basic and diluted *[note 9]*	**118,781,092**	103,169,181

See accompanying notes to the interim condensed consolidated financial statements

Amounts in Canadian Dollars

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

Three months ended March 31
[Canadian Dollars]

	Capital stock $	Contributed surplus $	Warrants $	Equity portion of convertible loans $	Deficit $	Total attributable to owners of the parent $	Non-controlling interests $	Total $
Balance, December 31, 2013	43,668,244	3,975,352	893,426	63,820	(49,197,042)	(596,200)	(101,360)	(697,560)
Private placement *[note 9]*	446,094	—	103,906	—	—	550,000	—	550,000
Warrants issued *[note 8 and 9]*	—	—	63,820	(63,820)	—	—	—	—
Options issued *[note 9]*	—	52,226	—	—	—	52,226	—	52,226
Warrants expired *[note 9]*	—	312,611	(312,611)	—	—	—	—	—
Net loss and comprehensive loss for the year	—	—	—	—	(699,091)	(699,091)	—	(699,091)
Balance, March 31, 2014	44,114,338	4,340,189	748,541	—	(49,896,133)	(693,065)	(101,360)	(794,425)
Balance, December 31, 2012	42,353,325	3,091,483	1,012,611	63,820	(45,973,960)	547,279	(135,758)	411,521
Private placement *[note 9]*	688,525	—	196,475	—	—	885,000	—	885,000
Options exercised *[note 9]*		—	—	—	—	0	—	—
Options issued *[note 9]*	—	—	—	—	—	0	—	—
Warrants expired *[note 9]*	—	700,000	(700,000)	—	—	—	—	—
Net loss and comprehensive loss for the year	—	—	—	—	(825,103)	(825,103)	—	(825,103)
Balance, March 31, 2013	43,041,850	3,791,483	509,086	63,820	(46,799,063)	607,176	(135,758)	471,418

See accompanying notes to the interim condensed consolidated financial statements

Amounts in Canadian Dollars

Environmental Waste International Inc.

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

Three months ended March 31
[Canadian Dollars]

	2014	**2013**
	$	$
OPERATING ACTIVITIES		
Net loss for the period	**(699,091)**	(825,103)
Add (deduct) items not involving cash		
Amortization of property and equipment	**22,867**	23,906
Amoritzation of intangible assets	**168,031**	168,031
Stock-based compensation	**52,226**	—
	(455,967)	(633,166)
Changes in non-cash working capital balances related to operations		
Accounts receivable	**93,700**	3,358
Loans receivable	**(625)**	—
Prepaid expenses and sundry	**11,957**	(15,085)
Deferred revenue	**(15,302)**	(16,150)
Accounts payable and accrued liabilities	**(98,167)**	(150,977)
Cash used in operating activities	**(464,404)**	(812,020)
INVESTING ACTIVITIES		
Cash used in investing activities	**—**	—
FINANCING ACTIVITIES		
Net proceeds from issuance of common stock on private placement	**550,000**	885,000
Repayments of mortgages payable	**(3,520)**	(3,320)
Cash provided by financing activities	**546,480**	881,680
Net increase in cash during the period	**82,076**	69,660
Cash and cash equivalents, beginning of period	**130,044**	673,578
Cash and cash equivalents, end of period	**212,120**	743,238

See accompanying notes to the interim condensed consolidated financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Environmental Waste International Inc. is incorporated under the Ontario Business Corporations Act and is listed on the TSX Venture Exchange under the symbol EWS. The Company's business is the design, development and sale of environmentally sound devices utilizing EWI's patented Reverse Polymerization process and dealing with environmental waste disposal, including the development, advancement, licensing and sale of its technology and related machines throughout the world. The Company's registered office is located at 360 Frankcom Street, Ajax, Ontario, L1S 1R5.

The Company's success depends on the completion and commercialization of its Reverse Polymerization technology. There is no assurance that EWI will be successful in the completion and development and commercialization of this process. Based on its current operating and financial plans, management of the Company believes that is can successfully obtain additional financing to enable it to continue operations. In the absence of additional financing, the Company is not expected to have sufficient funds to meet its obligations. Management continues to monitor the cash needs and is considering various alternatives to raise additional financing. There can be no assurances that the Company will be able to secure the necessary financing. Accordingly, the financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of the Company to continue as a going concern.

2. BASIS OF PRESENTATION

[a] Statement of compliance

The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards 34 "Interim Financial Reporting" ("IAS 34"). The notes presented in these unaudited interim condensed consolidated financial statements include only significant events and transactions occurring since our last fiscal year end and are not fully inclusive of all matters required to be disclosed in our annual audited consolidated financial statements.

The policies applied in these unaudited interim condensed consolidated financial statements are based on International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Board of Directors approved the interim condensed consolidated financial statements on May 27, 2014.

[b] Basis of measurement

These unaudited condensed consolidated financial statements have been prepared on the historical cost basis except for certain instruments that are measured at fair value.

[c] Functional and presentation currency

These unaudited condensed consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

[d] Use of significant estimates and assumptions

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and contingent liabilities and the determination of the Company's ability to continue as a going concern. Actual results could differ materially from these estimates and assumptions. The Company reviews its estimates and underlying assumptions on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and may impact future periods. Management has applied significant estimates and assumptions to:

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. These calculations are based on available data, other observable inputs and projections of cash flows, all of which are subject to estimates and assumptions. Recoverable amounts are also sensitive to assumptions about the future usefulness of in-process development and the related marketing rights. At March 31, 2014, management concluded that none of the Company's non-financial assets were impaired.

Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date on which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires the determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

Development costs

Development costs are capitalized in accordance with the accounting policy note in the Company's annual audited consolidated financial statements for the year ended December 31, 2013.. In determining the amounts to be capitalized, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. After assessing all available facts and circumstances, management has determined that no development costs meet the recognition criteria to date.

3. SIGNIFICANT ACCOUNTING POLICIES

The Company's principal accounting policies were outlined in the Company's annual audited consolidated financial statements for the year ended December 31, 2013 and have been applied consistently to all periods presented in these unaudited interim condensed consolidated financial statements, except as described below in new standards and interpretations adopted during 2014. These statements should be read in conjunction with the annual audited consolidated financial statements for the year ended December 31, 2013.

[a] Basis of consolidation

These unaudited condensed interim consolidated financial statements include the accounts of the Company and the following subsidiaries: Environmental Waste Management Corporation [100% equity interest], Jaguar Carbon Sales Limited [100% equity interest], Ellsin [100% equity interest], EWI Rubber Inc. [100% equity interest], 2228641 Ontario Limited [100% equity interest] and EWILP [Company is primary beneficiary]. The ultimate parent of the Company is Environmental Waste International Inc.

[b] New standards and interpretations adopted during 2014

IAS 32 *Offsetting Financial Assets and Financial Liabilities – Amendments to IAS 32*

These amendments clarify the meaning of "currently has a legally enforceable right to set-off" and the criteria for non-simultaneous settlement mechanisms of clearing houses to qualify for offsetting. These are effective for annual periods beginning on or after 1 January 2014. The adoption of these amendments did not have a material impact on the consolidated financial statements.

Amounts in Canadian Dollars

IFRIC 21 Levies

In May 2013, International Financial Reporting Standards Interpretations Committee Interpretation 21, Levies (“IFRIC”) was issued. IFRIC 21 provides guidance on when to recognize a liability to pay a levy imposed by a government that is accounted for in accordance with IAS 37, *Provisions, Contingent Liabilities and Contingent Assets.* IFRIC is effective for annual periods beginning on or after January 1, 2014 and is applied retrospectively. The Company adopted IFRIC 21 in its consolidated financial statements for the annual period beginning on January 1, 2014. The adoption did not have a material impact on the consolidated financial statements.

IAS 36 *Impairment of Assets*

In May 2013, IASB published amendments to IAS 36, Impairment of Assets which reduce the circumstances in which the recoverable amount of cash-generating units is required to be disclosed and clarifies the disclosures required when an impairment loss has been recognized or reversed in the period. The amendment is effective for annual periods beginning on or after January 1, 2014. The Company adopted the IAS 36 amendments in its consolidated financial statements for the annual period beginning on January 1, 2014. The adoption did not have a material impact on the consolidated financial statements.

[c] New standards and interpretations not yet effective

IFRS 9*Financial Instruments*

In November 2009, the IASB issued IFRS 9, which covers classification and measurement as the first phase of its project to replace IAS 39. In October 2010, the IASB also incorporated new accounting requirements for liabilities. The standard introduces new requirements for measurement and eliminates the current classification of loans and receivables, available-for-sale and held-to-maturity, currently in IAS 39. There are new requirements for the accounting of financial liabilities as well as a carryover of requirements from IAS 39. In subsequent phases, the IASB is addressing hedge accounting and impairment of financial assets. In November 2013, the mandatory effective date of IFRS 9 of January 1, 2015 was removed and the effective date will be determined when the remaining phases of IFRS 9 are finalized. The Company is currently monitoring the developments of this standard and assessing the impact that the adoption of this standard may have on the consolidated financial statements.

4. LOANS RECEIVABLE

Loans receivable consist of the following:

	March 31, 2014 $	**December 31, 2013** $
Loan receivable, with interest at 12% per annum was repayable on October 11, 2013	**16,579**	15,954

Amounts in Canadian Dollars

5. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

Cost	Land $	Building $	Fixture $	Computer equipment $	Office equipment $	Equipment - gas engine $	Total $
At December 31, 2013 March 31, 2014	**68,261**	**984,994**	**71,060**	**36,725**	**26,735**	**719,169**	**1,906,944**
Accumulated amortization							
At December 31, 2013	—	111,601	14,211	27,507	15,085	142,292	310,696
Amortization charge	—	8,643	1,522	692	24	11,986	22,867
At March 31, 2014	**—**	**120,244**	**15,733**	**28,199**	**15,109**	**154,278**	**333,563**
Net book value							
At March 31, 2014	**68,261**	**864,750**	**55,327**	**8,526**	**11,626**	**564,891**	**1,573,381**
At December 31, 2013	68,261	873,393	56,849	9,218	11,650	576,877	1,596,248

6. INTANGIBLE ASSETS

Intangible assets consist of the following:

	Technology rights $	Acquired in-process development $	Marketing rights $	Total $
Cost				
At December 31, 2013 and March 31, 2014	**500,000**	**2,750,000**	**610,610**	**3,860,610**
Accumulated amortization				
At December 31, 2013	500,000	1,604,167	356,189	2,460,356
Amortization charge	—	137,500	30,531	168,031
At March 31, 2014	**500,000**	**1,741,667**	**386,720**	**2,628,387**
Net book value				
At March 31, 2014	—	**1,008,333**	**223,890**	**1,232,223**
At December 31, 2013	—	1,145,833	254,421	1,400,254

There is one main research and development project: the TR900 tire recycling prototype. To date, management has determined that the related development costs that are not eligible for capitalization have been expensed and are recognized in operating, labour and manufacturing expenses. A total of $76,943 [2013 - $158,200) was recognized in operating, labour and manufacturing expenses related to development costs.

Amounts in Canadian Dollars

7. PROVISIONS

The provision balance is comprised of an accrual of one year annual salary to former senior management of the Company. The Company was party to a claim made by former senior management whose employment was terminated on March 1 2013, who is seeking four years severance pay in the amount of $1,020,000 *[see note 11[b]]*. Management believes that this claim for 48 months of pay is inflated and without merit and has provided for one year salary of $255,000, less any amount already paid, as the Company believes the likelihood of payout of this amount is probable.

8. LOANS AND BORROWINGS

[a] Loans payable consists of the following:

	March 31 2014 $	**December 312 013** $
Fixed rate loan due to relative of former director, with interest at 10% per annum, repayable on April 30, 2014	**301,000**	301,000
Fixed rate loans due to former directors, with interest at 10% per annum, repayable on April 30, 2014	**112,000**	112,000
Fixed rate loans due to directors of the Company, with interest at 10% per annum, repayable on April 30, 2014	**84,000**	84,000
	497,000	497,000
Less current portion	**497,000**	497,000
	—	—

During fiscal 2010, the Company borrowed a total amount of $497,000 from a relative of a former director of the Company and from five directors of the Company by way of convertible loans *[see note 8(a)]*. The Company bifurcated the equity component from the financial liability component. The value of the financial liability component was determined to be $433,180. As a result, an amount of $63,820 was added to shareholders' equity at that time. On March 10, 2014, the Company issued 798,000 common share purchase warrants to the debt holders who agreed to extend the maturity of the debt until April 30, 2014 and relinquish the convertible feature of the debt, in consideration for the issuance of these warrants. *[see note 9]*

Subsequent to the period, on April 30, 2014, the Company repaid the $301,000 and $112,000 loans above from the proceeds of a new promissory note issued for $500,000, and extended the terms of the remaining $84,000 loans payable. *[see note 13]*

[b] Term loan payable consists of the following:

	March 31 2014 $	**December 31 2013** $
Fixed rate, non-revolving term loan from the Northern Ontario Heritage Fund Corporation ("NOHFC"), with interest at 4% per annum compounded monthly, repayable on demand	**2,000,000**	2,000,000
Less current portion	**2,000,000**	2,000,000
	—	—

Amounts in Canadian Dollars

Payments on the loan have not commenced in April 2013 as originally scheduled. The Company has been in negotiations with the NOHFC to amend the terms of the loan including deferring interest payments and is waiting for final approval from the NOHFC. The loan is presented as current on the consolidated statement of financial position as it is in default.

The loan is collateralized by a general security agreement covering all of the assets of Ellsin except real property and an assignment of all risks and fire insurance on the subject properties.

[c] Mortgages payable consist of the following:

	March 31 2014 $	**December 31 2013** $
Fixed rate first mortgage, ten-year amortization period, with interest at 6% per annum, calculated monthly, repayable by August 1, 2020	**110,252**	113,772
Fixed rate second mortgage, eight-year amortization period, with interest at 12% per annum, repayable in full on April 15, 2015	**735,000**	735,000
	845,252	848,772
Less current portion	**14,316**	14,316
	830,936	834,456

The collateral for the above mortgages is as follows:

[a] First mortgage

A fixed and floating charge on the business assets of Ellsin by way of a General Security Agreement subordinate to the Northern Ontario Heritage Fund Corporation, covering all assets other than real property.

[b] Second mortgage

Second charge on the property, subordinate to the first charge of $110,252 of Community Development Corporation of Sault Ste. Marie.

[c] Principal repayments over the next five years and thereafter are as follows:

	$
2014	14,316
2015	750,198
2016	16,122
2017	17,130
2018 and thereafter	47,486
	845,252

Amounts in Canadian Dollars

9. SHARE CAPITAL AND RESERVES

	Number of shares #	Amount $
Authorized		
Unlimited common shares		
Issued and outstanding		
Balance, December 31, 2012	102,344,797	42,353,325
Private placement [1]	13,231,666	1,869,800
Share issue costs [1]	-	(21,037)
Warrants issued[1]	-	(580,815)
Options exercised	235,000	46,971
Share Exchange[2]	(35,000)	-
Balance, December 31, 2013	115,776,463	43,668,244
Private placements [3]	4,583,333	550,000
Warrants issued [3]	-	(103,906)
Balance, March 31, 2014	**120,359,796**	**44,114,338**

The Company has placed a stop-trade order on 560,000 of the issued and outstanding shares for shares to be returned to the company.

[1] On March 14, 2013, the Company closed a private placement for 4,425,000 Units with gross proceeds of $885,000, less agent's fees of $nil. Each Unit consists of one common share and 0.50 of a share purchase warrant. A whole share purchase warrant allows for the purchase of one additional common share of EWI at a price of $0.35 per share through to March 14, 2015. All shares issued in the private placement were subject to a hold period that expired on July 15, 2013.

On August 9, 2013, the Company closed a private placement for 3,600,000 Units with gross proceeds of $360,000, less agent's fees of $nil. Each Unit consists of one common share and 0.50 of a share purchase warrant. A whole share purchase warrant allows for the purchase of one additional common share of EWI at a price of $0.175 per share through to August 9, 2015. All shares issued in the private placement were subject to a holding period that expired on December 9, 2013.

On October 17, 2013, the Company closed a private placement for 5,206,666 Units with gross proceeds of $624,800, less agent's fees of $21,037. Each Unit consists of one common share and 0.50 of a share purchase warrant. A whole share purchase warrant allows for the purchase of one additional common share of EWI at a price of $0.21 per share through to October 17, 2015. All shares issued in the private placement were subject to a hold period that expired on February 17, 2014.

[2] During 2013, a shareholder who was formerly involved in the business activities with the Company several years ago cancelled 1,000,000 shares. These shares had restricted trading provisions, and in return, he was issued 965,000 shares with more favorable terms. The new terms include the ability to trade a fixed number of shares at specific dates over the years 2013 to 2017.

[3] On January 31, 2014, the Company concluded a private placement for 4,583,333 Units with proceeds of $550,000. Each Unit consists of one common share and 0.50 of a share purchase warrant. A whole share purchase warrant allows for the purchase of one additional common share of EWI at a price of $0.21 per share through to January 31, 2016. The shares and share purchase warrants are subject to a four month hold period that expires on May 31, 2014.

Share-based payment plans

The Board of Directors have established a stock option plan (the "Plan") under which options to purchase shares are granted to directors, employees, officers and consultants of the Company. The number of options and exercise price thereof is set by the Board of Directors at the time of grant, provided that the exercise price shall not be less than the market price of the common shares on the day immediately preceding the date of grant of the options, on the stock exchange on which such shares are then traded.

Amounts in Canadian Dollars

Subject to the guidelines contained in the Plan the Corporation has adopted a 10% rolling stock option plan (the "New Plan") dated May 6, 2013, approved by the Board on May 9, 2013 and by the shareholders of the Corporation on June 11, 2013, pursuant to which the Board may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Corporation and its subsidiaries to a maximum of 10% of the issued and outstanding Common Shares at the time of the grant. In accordance with the rules and policies of the TSX Venture Exchange, rolling stock option plans must be re-approved by shareholders on an annual basis and management will be asking shareholders to confirm, ratify and re-approve the New Plan at the next Annual General and Special meeting of the shareholders on June 2, 2014.

The following options to purchase shares were outstanding on March 31, 2014 and December 31, 2013:

	2014		**2013**	
	Number of options #	**Weighted average exercise price** $	**Number of options** #	**Weighted average exercise price** $
Balance, beginning of period	**6,835,000**	**0.22**	6,505,000	0.27
Exercised	**-**	**-**	(235,000)	(0.12)
Expired	**-**	**-**	(625,000)	(0.17)
Cancelled	**(318,000)**	**(0.13)**	(3,000,000)	(0.26)
Granted	**20,000**	**0.10**	4,135,000	0.16
Balance, end of period	**6,537,000**	**0.22**	6,835,000	0.22

The following represents the range of exercise prices for outstanding options at March 31, 2014:

	Outstanding and exercisable stock options		
Range of exercise prices $	**Number of options** #	**Weighted average remaining contractual life** [years]	**Weighted average exercise price** $
Less than 0.20	2,135,000	4.43	0.15
0.20 - 0.29	2,977,000	2.86	0.22
0.30 - 0.40	1,425,000	1.47	0.33
	6,537,000	**3.07**	**0.20**

The fair value of all options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0% [2013 – 0%]; expected volatility of 114% to 159%; risk-free interest rates of 0.94% to 1.75%; and an average expected life of five years. This resulted in stock-based compensation expense of $52,226 during the period [2013 - $nil].

Warrants

On March 14, 2013, the Company issued 2,212,500 warrants. Each warrant entitles the holder to acquire an additional common share at $0.35 per share and expires on March 14, 2015.

On August 9, 2013, the Company issued 1,800,000 warrants. Each warrant entitles the holder to acquire an additional common share at $0.175 per share and expires on August 9, 2015.

Amounts in Canadian Dollars

On October 17, 2013, the Company issued 2,603,333 warrants. Each warrant entitles the holder to acquire an additional common share at $0.21 per share and expires on October 17, 2015.

On January 14, 2014 the Company amended the terms of the 3,000,000 common share purchase warrants issued on January 31, 2012. Each warrant entitled the holder to acquire one common share of the Company at $0.50 for a period of two years. The amendment resulted in 2,900,000 of the warrants being cancelled with the remaining 100,000 warrants being amended such that the exercise price was reduced to $0.21 and the expiry date extend to January 31, 2016. Should the closing price of the Company's shares be $0.25 or higher for ten consecutive trading days, the expiry of the warrants will be accelerated to the 30th day following such occurrence.

On January 31, 2014, the Company issued 2,291,667 warrants. Each warrant entitles the holder to acquire an additional common share at $0.21 per share and expires on January 31, 2016.

On March 10, 2014, the Company issued 798,000 common share purchase warrants to holders of previously issued convertible loans in the aggregate amount of $497,000. *[see note 8(a)]* Each warrant entitles the holder to acquire an additional common share at $0.21 per share and expires on April 30, 2015. The Company transferred $63,820 representing the carrying value of the amount that was added to shareholders' equity from Equity Component of Convertible Loans to Warrants.

A summary of the status of the Company's warrants and changes during the period are as follows:

	Number	**Weighted average exercise price**
	#	$
Balance, December 31, 2012	5,500,000	0.50
Expired	(2,500,000)	0.50
Issued	6,615,833	0.50
Outstanding, December 31, 2013	9,615,833	0.50
Cancelled	(2,900,000)	(0.50)
Issued	3,089,667	0.21
Outstanding, March 31, 2014	**9,805,500**	**0.23**

A summary of warrants outstanding and exercisable at March 31, 2014 is set out below:

	Outstanding and exercisable warrants		
Exercise prices	**Number of warrants**	**Weighted average remaining contractual life**	**Weighted average exercise price**
$	#	[years]	$
0.35	2,212,500	0.95	0.08
0.175	1,800,000	1.36	0.03
0.21	2,603,333	1.55	0.05
0.21	100,000	1.84	0.00
0.21	2,291,667	1.84	0.05
0.21	798,000	1.95	0.02
	9,805,500	**1.51**	**0.23**

The fair values of all warrants were estimated on the date of grant using the Black-Scholes option pricing model

Amounts in Canadian Dollars

with the following assumptions: expected dividend yield of 0%; expected volatility of 117% to 147%; risk-free interest rates of 1.01% to 1.18% and an average expected life of two years.
A reconciliation of warrants and changes during the period is set out below:

	Number #	**Amount** $
Balance, December 31, 2012	5,500,000	1,012,611
Expired in the year	(2,500,000)	(700,000)
Warrants granted	6,615,833	580,815
Balance, December 31, 2013	9,615,833	893,426
Expired during the period	(2,900,000)	(312,611)
Warrants granted	3,089,667	167,726
Balance, March 31, 2014	**9,805,500**	**748,541**

Contributed surplus

	2014 $	**2013** $
Balance, beginning of period	**3,091,483**	3,091,483
Stock options granted and/or vested during the period		
Stock options issued	**52,226**	-
Warrants expired during the period	**312,611**	700,000
Balance, end of period	**4,340,189**	3,791,483

Equity component of convertible loans

	2014 $	**2013** $
Balance, beginning of period	**63,820**	63,820
Transfer to warrants	**(63,820)**	-
Balance, end of period	**-**	63,820

During fiscal 2010, the Company borrowed a total amount of $497,000 *[see note 8(a)]*. The Company bifurcated the equity component from the financial liability component. The value of the financial liability component was determined to be $433,180. As a result, an amount of $63,820 was added to shareholders' equity at that time. On March 10, 2014, the Company issued 798,000 common share purchase warrants to the debt holders. The Company transferred $63,820 representing the carrying value of the amount that was added to shareholders' equity from Equity Component of Convertible Loans to Warrants.

Weighted average number of common shares

For the three months ended March 31, 2014 and 2013 the weighted average number of shares outstanding was 118,781,092 and 103,169,181 respectively.

10. RELATED PARTIES

[a] Transactions with related parties other than key management personnel

During the period, the Company engaged in transactions in the normal course of operations with the following related parties. All of these transactions have been accounted for at the exchange amount agreed to by the transacting parties as follows:

Amounts in Canadian Dollars

Interest paid to the directors totaled $13,350 [2013 - $2,100] and to a relative of a former Director of the Company totaled $7,525 [2013 - $7,525].

[b] Transactions with key management personnel

Interest paid to a key management personnel totalled $nil [2013 – $7,350].

The Company recognized as an expense during the three months ended March 31, 2014 salaries and benefits of $108,500 [2013 - $181,500] and share-based payment transactions of $47,545 [2013 - $nil] with respect to key management personnel.

11. COMMITMENTS AND CONTINGENCIES

[a] Commitments

The Company is committed under a long-term lease for premises which expires on August 31, 2017 as follows:

	$
2014	85,624
2015	85,624
2016	85,624
2017	57,082

[b] Contingencies

Under its by-laws, the Company indemnifies its directors/officers, former directors/officers and individuals who have acted at the Company's request to be a director/officer of an entity in which the Company is a shareholder, to the extent permitted by law, against any and all charges, costs, expenses, amounts paid in settlement and damages incurred by the directors and officers as a result of any lawsuit or any judicial, administrative or investigative proceeding in which the directors and officers are sued as a result of their service. Indemnification claims will be subject to any statutory or other legal limitation period. There are no indemnification claims known to the Company at this time. The Company has purchased directors' and officers' liability insurance. No amount has been accrued in these consolidated financial statements with respect to any indemnifications.

During the ordinary course of business activities, the Company may be party to claims and may be contingently liable for litigation. Management believes that adequate provisions have been made in the accounts where required. Although it is not possible to estimate the extent of potential costs and losses, if any, management believes that the ultimate resolution of such contingencies will not have a material adverse effect on the consolidated financial position of the Company.

The former president and CEO whose employment was terminated on March 1, 2013 commenced an action against the Company wherein he is seeking four years of severance pay in the amount of $1,020,000. Management believes that the claim for 48 months is without merit and has provided for one year salary in the amount of $255,000, less any amount already paid *[see note 7]* as the Company believes the likelihood of payout of this amount is probable.

12. SEGMENT INFORMATION

The Company is organized into one operating segment. Management monitors the operating results of the Company on this basis.

Amounts in Canadian Dollars

Revenues from external customers

	2014 $	2013 $
Canada	**-**	-
United States	**42,424**	28,460
	42,424	28,460

Revenue from one customer amounted to $42,424 [2013 - $28,460].

13. EVENTS AFTER THE REPORTING PERIOD

On April 30, 2014 the Company received proceeds of $500,000 from issuance of a new promissory note. The note bears interest at 8% per annum and matures on April 30, 2017. Interest will accrue at a rate of 8% per annum quarterly in arrears, calculated on outstanding principal and accrued but unpaid interest. Interest will be capitalized over the term of the loan, and payable in cash at maturity. On the same date, $413,000 of proceeds were used to repay loans outstanding to a relative of a former director in the amount of $301,000 and former directors in an aggregate amount of $112,000. *[see note 8(a)]*. The remaining loans payable to current directors of $84,000 were extended for a three year period and mature on April 30, 2017.

In consideration for providing the new debt of $500,000 and extension of loans payable of $84,000, the Company has agreed to issue 584,000 common share purchase warrants to the debt holders. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.20 on or before April 30, 2017.

The Company is expected to conclude a private placement prior to the end of May consisting of between 5,000,000 Units and 6,666,667 Units with gross proceeds of between $600,000 and $800,000 following approval by the TSXV. Each Unit consists of one common share and 0.50 of a share purchase warrant. A whole share purchase warrant allows for the purchase of one additional common share of EWI at a price of $0.21 for up to two years following the closing. The shares and share purchase warrants are subject to a four-month hold period.