Pacific Green Technologies Inc.
Form 10-Q
February 21, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended **December 31, 2016**

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission File Number **000-54756**

PACIFIC GREEN TECHNOLOGIES INC.
(Exact name of registrant as specified in its charter)

Delaware	**N/A**

(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
5205 Prospect Road, Suite 135-226, San Jose, CA	**95129**
(Address of principal executive offices)	(Zip Code)

(408) 538-3373
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)
YES NO

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS

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

25,971,351 common shares issued and outstanding as of February 15, 2017.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Our consolidated unaudited interim financial statements for the three and nine month periods ended December 31, 2016 form part of this quarterly report. They are stated in United States Dollars (US$) and are prepared in accordance with United States generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X.

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PACIFIC GREEN TECHNOLOGIES INC.

Condensed Consolidated Financial Statements

December 31, 2016

(Expressed in US dollars)

(unaudited)

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PACIFIC GREEN TECHNOLOGIES INC.

Condensed Consolidated Balance Sheets

(Expressed in U.S. dollars)

	December 31, 2016 $ (unaudited)	March 31, 2016 $
ASSETS		
Cash	467,740	40,108
Amounts receivable	15,762	4,996
Prepaid expenses	16,628	–
Due from related parties (Note 9)	62,182	50,747
Total Current Assets	562,312	95,851
Property and equipment (Note 3)	845,112	–
Intangible assets (Note 4)	11,709,696	12,366,555
Total Assets	13,117,720	12,462,406
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities (Notes 6 and 9)	1,146,254	821,515
Loan payable (Note 5)	426,206	625,574
Convertible debentures, net of unamortized discount of $nil and $105,018, respectively (Note 6)	110,000	4,982
Current portion of note payable, net of unamortized discount of $72,091 and $33,000, respectively (Note 8)	4,927,909	3,967,000
Due to related parties (Note 9)	4,139,728	5,025,249
Derivative liabilities (Note 7)	620,125	816,216
Total Current Liabilities	11,370,222	11,260,536
Note payable, net of unamortized discount of $nil and $180,507, respectively (Note 8)	–	819,493
Total Liabilities	11,370,222	12,080,029

Nature of Operations and Continuance of Business (Note 1)
Commitments (Note 14)

Subsequent Events (Note 15)		
Stockholders' Equity		
Preferred stock, 10,000,000 shares authorized, $0.001 par value Nil shares issued and outstanding	–	–
Common stock, 500,000,000 shares authorized, $0.001 par value 25,971,351 and 23,104,908 shares issued and outstanding, respectively	25,971	23,105
Common stock issuable (Note 10)	–	150,000
Subscriptions receivable (Note 10)	(721,003)	–
Additional paid-in capital	65,192,943	60,219,306
Accumulated other comprehensive income	175,753	120,760
Deficit	(62,926,766)	(60,130,794)
Total Stockholders' Equity	1,746,898	382,377
Total Liabilities and Stockholders' Equity	13,117,120	12,462,406

(The accompanying notes are an integral part of these condensed consolidated financial statements)

PACIFIC GREEN TECHNOLOGIES INC.

Condensed Consolidated Statements of Operations and Comprehensive Loss

(Expressed in U.S. dollars)

(unaudited)

	Three Months Ended December 31, 2016 $	Three Months Ended December 31, 2015 $	Nine Months Ended December 31, 2016 $	Nine Months Ended December 31, 2015 $
Expenses				
Advertising and promotion	–	10,000	–	10,000
Amortization of intangible assets	218,953	218,953	656,859	656,860
Consulting fees (Note 9)	578,923	227,881	1,002,225	954,050
Depreciation	2,356	–	2,356	–
Engineering fees	4,848	–	233,702	–
Foreign exchange gain	(135,536)	(110,290)	(288,594)	(289,062)
Office and miscellaneous	64,133	25,958	133,372	63,111
Professional fees	61,225	62,716	201,691	148,206
Transfer agent and filing fees	(2,575)	6,501	15,854	27,167
Travel	56,537	36,504	110,139	75,312
Total expenses	848,864	478,223	2,067,604	1,645,644
Loss before other expenses	(848,864)	(478,223)	(2,067,604)	(1,645,644)
Other income (expense)				
Gain (loss) on change in fair value of derivative liabilities (Note 8)	(137,217)	(160,411)	196,091	(1,218,229)
Gain on extinguishment of debt	–	–	–	171,501
Impairment of goodwill (Note 4)	–	–	–	(126,782)
Interest expense (Notes 6)	(314,466)	(297,866)	(924,459)	(931,021)
Total other income (expense)	(451,683)	(458,277)	(728,368)	(2,104,531)
Net loss for the period	(1,300,547)	(936,500)	(2,795,972)	(3,750,175)
Other comprehensive income (loss)				

Foreign currency translation gain	35,388	35,993	54,993	12,253
Comprehensive loss for the period	(1,265,159)	(900,507)	(2,850,965)	(3,737,922)
Net loss per share, basic and diluted	(0.05)	(0.05)	(0.12)	(0.20)
Weighted average number of shares outstanding	24,113,779	20,364,070	23,820,178	18,722,436

(The accompanying notes are an integral part of these condensed consolidated financial statements)

PACIFIC GREEN TECHNOLOGIES INC.

Condensed Consolidated Statements of Cash Flows

(Expressed in U.S. dollars)

(unaudited)

	Nine Months Ended December 31, 2016 $	Nine Months Ended December 31, 2015 $
Operating Activities		
Net loss for the period	(2,795,972)	(3,750,175)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion of discount on note payable and convertible debentures	249,459	251,697
Amortization of intangible assets	656,859	656,860
Depreciation	2,356	–
Gain on extinguishment of debt	–	(171,501)
Impairment of goodwill	–	126,782
Imputed interest	675,000	675,000
Loss (gain) on change in fair value of derivative liabilities	(196,091)	1,218,229
Stock-based compensation	–	353,577
Changes in operating assets and liabilities:		
Amounts receivable	491	599
Prepaid expenses	(16,628)	(119,313)
Due from related parties	(22,692)	–
Advances receivable	–	25,000
Accounts payable and accrued liabilities	324,739	75,009
Due to related parties	(305,060)	74,494
Net Cash Used In Operating Activities	(1,427,539)	(583,742)
Investing Activities		
Cash acquired on acquisition of subsidiary	–	50,064
Purchase of property and equipment	(847,468)	–
Net Cash Provided by (Used In) Investing Activities	(847,468)	50,064

Financing Activities		
Proceeds from issuance of common stock	3,430,500	1,125,000
Proceeds from related parties	–	19,804
Repayments to related parties	(451,352)	(145,375)
Repayment of loan payable	(113,280)	–
Proceeds from convertible debentures	–	100,000
Net Cash Provided by Financing Activities	2,865,868	1,099,429
Effect of Foreign Exchange Rate Changes on Cash	(163,229)	(233,289)
Increase in Cash	427,632	332,462
Cash, Beginning of Period	40,108	1,270
Cash, End of Period	467,740	333,732
Non-cash Investing and Financing Activities:		
Convertible debentures settled with common stock	–	1,606,419
Reallocation of amount due to a related party to amounts receivable	11,257	–
Recognition of debt discount due to derivative	–	110,000
Supplemental Disclosures:		
Interest paid	–	–
Income taxes paid	–	–

(The accompanying notes are an integral part of these condensed consolidated financial statements)

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PACIFIC GREEN TECHNOLOGIES INC.

Notes to the Condensed Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. Dollars)

(unaudited)

1. Nature of Operations and Continuance of Business

Pacific Green Technologies Inc. (the “Company”) is engaged in the commercialization and development of its proprietary emissions control and scrubber technologies. With its technical and manufacturing partners, the Company has developed applications for the marine, manufacturing and utility sectors to reduce pollutants and contaminants from emissions. The Company's goal is to bring new emission control solutions to help address the world’s need for clean and sustainable energy.

The accompanying condensed consolidated financial statements of the Company should be read in conjunction with the consolidated financial statements and accompanying notes filed with the U.S. Securities and Exchange Commission in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2016. In the opinion of management, the accompanying condensed consolidated financial statements reflect all adjustments of a recurring nature considered necessary to present fairly the Company’s financial position and the results of its operations and its cash flows for the periods shown.

The preparation of these condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported. Actual results could differ materially from those estimates. The results of operations and cash flows for the periods shown are not necessarily indicative of the results to be expected for the full year.

These condensed consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, lenders, and note holders, the ability of the Company to obtain necessary equity financing to continue operations, and ultimately the attainment of profitable operations. As at December 31, 2016, the Company has not generated any revenues, has a working capital deficit of $10,807,910, and has an accumulated deficit of $62,926,766 since inception. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. These condensed consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Significant Accounting Policies

(a) Principles of Consolidation

These condensed consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars. These condensed consolidated financial statements include the accounts of the Company and the following entities:

Pacific Green Technologies International Limited (“PGTIL”)	Wholly-owned subsidiary
Pacific Green Technologies Marine Limited (PGTML)	Wholly-owned subsidiary of PGTIL
Energy Park Sutton Bridge Ltd. (“EPSB”)	Wholly-owned subsidiary of PGTIL
Pacific Green Technologies Asia Limited ("PGTA")	Wholly-owned subsidiary of PGTIL
Pacific Green Technologies China Limited ("PGTC")	Wholly-owned subsidiary of PGTA

All inter-company balances and transactions have been eliminated.

(b) Financial Instruments

ASC 820, “Fair Value Measurements and Disclosures” requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

PACIFIC GREEN TECHNOLOGIES INC.

Notes to the Condensed Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. Dollars)

(unaudited)

2. Significant Accounting Policies (continued)

(b) Financial Instruments (continued)

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, VAT receivable, accounts receivable, amounts due from and to related parties, accounts payable and accrued liabilities, loan payable, convertible debentures, and note payable. With the exception of long-term note payable, the recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

The following table represents assets and liabilities that are measured and recognized at fair value as of December 31, 2016, on a recurring basis:

	Level 1 $	Level 2 $	Level 3 $
Cash	467,740	–	–
Derivative liabilities	–	620,125	–
Total	467,740	620,125	–

During the nine months ended December 31, 2016, the Company recognized a gain on change in fair value of derivative liabilities of $196,091 (December 31, 2015 - loss of $1,218,229).

(c) Property and Equipment

Property and equipment is recorded at cost. Depreciation is recorded at the following annual rates:

Furniture and equipment	5 years straight-line
Leasehold improvements	3 years straight-line
Scrubber system	20 years straight-line

(d) Reclassifications

Certain of the figures presented for comparative purposes have been reclassified to conform to the presentation adopted in the current period.

(e) Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-03, “Interest – Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs” ("ASU 2015-03"), which resulted in the reclassification of debt issuance costs from “Other Assets” to inclusion as a reduction of the debt balance. The Company adopted ASU 2015-03 during the three months ended June 30, 2016, with full retrospective application as required by the guidance. The application of this standard did not have a material impact on the Company's consolidated balance sheet or operations for any period presented.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

PACIFIC GREEN TECHNOLOGIES INC.

Notes to the Condensed Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. Dollars)

(unaudited)

3. Property and Equipment

	Cost $	Accumulated amortization $	December 31, 2016 Net carrying value $	March 31, 2016 Net carrying value $
Furniture and equipment	4,155	208	3,947	–
Leasehold improvements	25,784	2,148	23,636	–
Scrubber system	817,529	–	817,529	–
Total	847,468	2,356	845,112	–

As at December 31, 2016, the Company has not recorded depreciation on the scrubber system as it is still being manufactured and has not been placed in use.

4. Intangible Assets

	Cost $	Accumulated amortization $	Impairment $	December 31, 2016 Net carrying value $	March 31, 2016 Net carrying value $
Patents and technical information	35,852,556	(3,685,605)	(20,457,255)	11,709,696	12,366,555

On May 17, 2013, the Company entered into an Assignment of Assets agreement with EnviroTechnologies, Inc. (“Enviro”), whereby the Company acquired various patents and technical information related to the manufacture of a wet scrubber for removing sulphur, other pollutants, and the particulate matter from diesel engine exhaust. In exchange for these assets, the Company waived all obligations owing to the Company as well as agreed to return a total of 88,876,443 of Enviro’s shares back to Enviro. The obligations waived consisted of $237,156 owing to the Company as well as $93,721 of debt owing to Pacific Green Group Limited (“PGG”), which was assigned to the Company. The Company entered into share exchange agreements with Enviro shareholders in which it issued shares of its common stock in exchange for shares of Enviro on a one-for-ten basis. The intangible assets acquired were recorded at cost and is being amortized using the straight-line method over the estimated useful life of 17 years.

5. Loan Payable

As at December 31, 2016, PGTIL, the Company’s wholly-owned subsidiary, owes $426,206 (£345,470) (March 31, 2016 - $625,574 (£435,000)) to a significant shareholder of the Company, which is non-interest bearing, unsecured, and due on demand.

6. Convertible Debentures

(a) On May 27, 2014, the Company issued a $200,000 convertible debenture with a non-related party. Under the terms of the debenture, the amount is unsecured, bears interest at 10% per annum, and is due on May 27, 2015. Pursuant to the agreement, should any portion of the loan remain outstanding past maturity, the interest rate will increase to 15% per annum. The note is convertible into shares of common stock 180 days after the date of issuance (November 27, 2014) until maturity at a conversion rate of 75% of the average closing bid prices of the Company’s common stock for the 45 days ending one trading day prior to the date the conversion notice is sent by the holder to the Company.

The Company analyzed the conversion option under ASC 815, “Accounting for Derivative Instruments and Hedging Activities” (“ASC 815”), and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, the Company recognized the intrinsic value of the embedded beneficial conversion feature of $33,922. On November 27, 2014, the note became convertible resulting in the Company recording a derivative liability of $33,922 with a corresponding adjustment to loss on change in fair value of derivative liabilities. During the nine months ended December 31, 2016, the Company had accreted $nil (2015 - $12,820) of the debt discount to interest expense. On May 4, 2015, the Company issued 1,058,317 shares of common stock for the conversion of $200,000 of this debenture and $18,888 of accrued interest.

PACIFIC GREEN TECHNOLOGIES INC.

Notes to the Condensed Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. Dollars)

(unaudited)

6. Convertible Debentures (continued)

(b) On June 12, 2014, the Company issued a $100,000 convertible debenture with a non-related party. Under the terms of the debenture, the amount is unsecured, bears interest at 10% per annum, and is due on June 12, 2015. Pursuant to the agreement, should any portion of the loan remain outstanding past maturity, the interest rate will increase to 15% per annum. The note is convertible into shares of common stock 180 days after the date of issuance (December 12, 2014) until maturity at a conversion rate of 75% of the average closing bid prices of the Company's common stock for the 45 days ending one trading day prior to the date the conversion notice is sent by the holder to the Company.

The Company analyzed the conversion option under ASC 815, and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, the Company recognized the intrinsic value of the embedded beneficial conversion feature of $9,793. On December 12, 2014, the note became convertible resulting in the Company recording a derivative liability of $9,793 with a corresponding adjustment to loss on change in fair value of derivative liabilities. During the nine months ended December 31, 2016, the Company had accreted $nil (2015 - $1,637) of the debt discount to interest expense. On May 13, 2015, the Company issued 459,418 shares of common stock for the conversion of $100,000 of this debenture and $7,796 of accrued interest.

(c) On November 10, 2015, the Company issued a $110,000 convertible debenture with a non-related party, in exchange for $100,000, net of $10,000 for legal fees which have been deferred and will be amortized over the term of the debenture. Under the terms of the debenture, the amount is unsecured, bears one-time guaranteed interest at 10%, and is due on November 10, 2016. The note is convertible into shares of common stock of the Company equal to the lower of: (a) $0.40 or (b) 60% of the lowest trading price of the Company's common stock during the 20 consecutive trading days prior to the date of conversion. As at December 31, 2016, the Company recorded accrued interest of $14,025 (March 31, 2016 - $11,000), which has been included in accounts payable and accrued liabilities.

The Company analyzed the conversion option under ASC 815, and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, the Company recognized the intrinsic value of the embedded beneficial conversion feature of $110,000. During the nine months ended December 31, 2016, the Company had accreted $105,018 (2015 - $1,426) of the debt discount to interest expense. As at December 31, 2016, the carrying value of the debenture was $110,000 (March 31, 2016 - $4,982) and the fair value of the derivative liability was $620,125 (March 31, 2016 - $816,216).

7. Derivative Liabilities

The Company records the fair value of the conversion price of the convertible debentures disclosed in Note 6 in accordance with ASC 815. The fair value of the derivative liabilities was calculated using a binomial option pricing model. The fair value of the derivative liabilities is revalued on each balance sheet date with corresponding gains and losses recorded in the consolidated statement of operations. During the nine months ended December 31, 2016, the Company recorded a gain on the change in fair value of derivative liabilities of $196,091 (2015 - loss of $1,218,229). As at December 31, 2016, the Company recorded derivative liabilities of $620,125 (March 31, 2016 - $816,216).

The following inputs and assumptions were used to fair value the convertible debenture outstanding as at December 31 and March 31, 2016, assuming no expected dividends:

	November 10, 2015 Convertible Debenture	
	As at December 31, 2016	As at March 31, 2016
Estimated common stock issuable upon extinguishment	310,063	302,500
Estimated exercise price per common share	0.40	0.40
Risk-free interest rate	0.5 %	0.1 %
Expected volatility	164 %	250 %
Expected life (in years)	0.25	0.61

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PACIFIC GREEN TECHNOLOGIES INC.

Notes to the Condensed Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. Dollars)

(unaudited)

7. Derivative Liabilities (continued)

A summary of the activity of the derivative liabilities is shown below:

	$
Balance, March 31, 2016	816,216
Mark-to-market adjustment	(196,091)
Balance, December 31, 2016	620,125

8. Note Payable

	December 31, 2016 $	March 31, 2016 $
Opening balance	4,786,493	4,479,852
Accretion of unamortized discount	141,416	306,641
Ending balance	4,927,909	4,786,493
Less: current portion	(4,927,909)	(3,967,000)
Long-term portion	–	819,493

The principal repayments of the note payable are as follows:

	$
Due on demand	4,000,000
June 12, 2017	1,000,000
	5,000,000

On June 14, 2012, the Company entered into an Assignment and Share Transfer Agreement with PGG, a company controlled by a shareholder of the Company who has a significant influence on the Company's operations, concerning the assignment of the Representation Agreement entered between PGG and Enviro and the purchase of 100% of the issued and outstanding common shares of PGT Limited, a subsidiary of PGG, in exchange for an aggregate of 5,000,000 shares of common stock as well as a $5,000,000 promissory note.

The note payable will be repaid in instalments of $1,000,000 on the anniversary of the agreement beginning on June 12, 2013 with the income earned under the terms of the Representation Agreement. If the Company is unable to meet the repayment schedule, PGG will have the option to either roll over any unpaid portion to the following payment date or to convert the outstanding amount into shares of the Company's stock. The note had been discounted at a market rate of 18% to arrive at the net present value of $3,127,171 as at June 12, 2012. The note is unsecured and cannot itself be used by PGG to cause the Company to become insolvent. During the nine months ended December 31, 2016, the Company recorded imputed interest of $675,000 (2015 - $675,000), at a rate of 18% per annum, which has been included in additional paid-in capital.

9. Related Party Transactions

(a) As at December 31, 2016, the Company was owed $37,195 (March 31, 2016 - $38,506) from a company controlled by a shareholder of the Company who has a significant influence on the Company's operations. The amounts owed are unsecured, non-interest bearing, and due on demand.

(b) As at December 31, 2016, the Company was owed $nil (March 31, 2016 – $11,257) from a director of the Company. The amounts owed are unsecured, non-interest bearing, and due on demand.

(c) As at December 31, 2016, the Company was owed $24,987 (March 31, 2016 - $984) from a shareholder of the Company who has a significant influence in the Company's operations. The amounts owed are unsecured, non-interest bearing, and due on demand.

PACIFIC GREEN TECHNOLOGIES INC.

Notes to the Condensed Consolidated Financial Statements

December 31, 2016

(Expressed in U.S. Dollars)

(unaudited)

9. Related Party Transactions (continued)

(d) As at December 31, 2016, the Company owed $3,989,741 (March 31, 2016 – $4,862,555) to a company controlled by a shareholder of the Company who has a significant influence on the Company's operations. The amounts owing are unsecured, non-interest bearing, and due on demand. On July 20, 2015, the Company entered into a conversion agreement with this company, whereby up to $1,000,000 in outstanding amounts may be converted at a rate of $0.70 per share for a 12 month period between July 20, 2016 and July 20, 2017. The Company determined that the convertible debt contained no embedded beneficial conversion feature as the conversion price was the same as the fair market value of the Company’s common stock on the date of issuance.

(e) As at December 31, 2016, the Company owed $nil (March 31, 2016 – $38,430) to a shareholder of the Company who has a significant influence on the Company's operations. Of this amount, $nil (March 31, 2016 - $20,765) is unsecured, bears interest at the US Bank Prime Rate plus 4%, and is due on demand. The remainder of the amount owing is unsecured, non-interest bearing, and due on demand.

(f) As at December 31, 2016, the Company owed $159,857 (March 31, 2016 – $124,264) to directors of the Company, of which $9,870 (March 31, 2016 - $nil) was recorded in accounts payable and accrued liabilities. The amounts owing are unsecured, non-interest bearing, and due on demand.

(g) During the nine months ended December 31, 2016, the Company incurred $180,000 (2015 – $180,000) in consulting fees to a company controlled by a shareholder of the Company who has a significant influence on the Company's operations.

(h) During the nine months ended December 31, 2016, the Company incurred $186,080 (2015 – $7,563) in consulting fees to companies controlled by directors of the Company.

(i) During the nine months ended December 31, 2016, the Company incurred $nil (2015 - $75,632) in consulting fees to a director of the Company.

10. Common Stock

(a) On April 30, 2016, the Company issued 246,667 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $370,000.

(b) On May 19, 2016, the Company issued 150,000 shares of common stock to a director of the Company relating to a non-brokered private placement at a price of $1.00 per share for proceeds of $150,000, which was recorded as common stock issuable as at March 31, 2016.

(c) On May 21, 2016, the Company issued 97,334 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $146,000.

(d) On May 24, 2016, the Company issued 161,667 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $242,500.

(e) On July 12, 2016, the Company issued 98,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $147,000.

(f) On July 14, 2016, the Company issued 50,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $75,000.

(g) On September 12, 2016, the Company issued 33,333 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $50,000.

(h) On October 27, 2016, the Company issued 85,714 shares of common stock relating to a non-brokered private placement at a price of $1.75 per share for proceeds of $150,000.

(i) On December 21, 2016, the Company issued 11,765 shares of common stock relating to a non-brokered private placement at a price of $1.70 per share for proceeds of $20,000, which has been recorded as share subscription receivable as at December 31, 2016. Refer to Note 15(c).

(j) On December 22, 2016, the Company issued 265,296 shares of common stock relating to a non-brokered private placement at a price of $1.70 per share for proceeds of $451,003, of which $301,003 has been recorded as share subscription receivable as at December 31, 2016. Refer to Notes 15(c), (d), (e), (f), and (g).

(k) On December 23, 2016, the Company issued 1,000,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $1,500,000.

PACIFIC GREEN TECHNOLOGIES INC.

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(unaudited)

10. Common Stock (continued)

(l) On December 31, 2016, the Company issued 1,000,000 units relating to a non-brokered private placement at a price of $1.50 per unit for proceeds of $1,000,000, of which $400,000 has been recorded as share subscription receivable as at December 31, 2016. Each unit consists of one share of common stock, one share purchase warrant exercisable at $1.50 per share for a term of one year, and one share purchase warrant exercisable at $1.50 per share for a term of two years. Refer to Notes 15(g) and (i).

11. Share Purchase Warrants

	Number of warrants	Weighted average exercise price $
Balance, March 31, 2016	934,963	0.001
Issued	1,333,334	1.50
Balance, December 31, 2016	2,268,297	0.88

As at December 31, 2016, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
934,963	0.001	January 8, 2018
666,667	1.50	December 23, 2017
666,667	1.50	December 23, 2018

2,268,297

12. Stock Options

The following table summarizes the continuity of stock options:

	Number of options	Weighted average exercise price $	Weighted average remaining contractual life (years)	Aggregate intrinsic value $
Balance, March 31, 2016	1,529,167	1.15	0.7	2,833,876
Expired	(1,166,667)	1.50		
Balance, December 31, 2016	362,500	0.01	1.5	866,375

Additional information regarding stock options outstanding as at December 31, 2016 is as follows:

	Outstanding and exercisable		
Range of exercise prices $	Number of shares	Weighted average remaining contractual life (years)	Weighted average exercise price $
0.01	362,500	1.5	0.01

13. Segmented Information

The Company is located and operates in the US and its subsidiaries are primarily located and operating in the United Kingdom and China. The Company's scrubber system is located in China while all other non-current assets are located in the US.

PACIFIC GREEN TECHNOLOGIES INC.

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13. Segmented Information (continued)

	December 31, 2016 United States $	China $	Total $
Property and equipment	27,583	817,529	845,112
Intangible assets	11,709,696	–	11,709,696
Total non-current assets	11,737,279	817,529	12,554,808

14. Commitments

(a) On May 1, 2010, the Company entered into consulting agreements with Sichel Limited ("Sichel"), the parent company of PGG. Sichel will assist the Company in developing commercial agreements for green technology and the building of an international distribution centre. Effective December 31, 2013, this consulting agreement was assigned to Pacific Green Development Ltd., a company controlled by a shareholder of the Company who has a significant influence in the Company's operations. The agreement shall continue for four years with consideration as follows:

i) Stock consideration to PGG or to any third party as directed by PGG of 5,000 ordinary shares of common stock of the Company upon signing of the agreement, which have been waived by PGG;

ii) Monthly consultancy fees of $20,000 are to be paid within fourteen days of each month-end. If the Company is unable to pay this fee, then PGG has the option to elect to be paid 5,000 shares of common stock of the Company in lieu of cash;

iii) Sales commission of 10% of sales value excluding shipping and local sales taxes; and

iv) Finance commission of 10% of net proceeds of any funds raised by way of issued of stock, debt or convertible note after any brokers commission as introduced by PGG.

(b) On May 15, 2013, the Company entered into an acquisition agreement to acquire 100% of the issued and outstanding shares of PGTIL. PGTIL plans to develop a biomass power plant facility. As part of the acquisition agreement, the Company is required to issue $3,000,000 payable in shares of common stock in the event of PGTIL either purchasing the property or securing a lease permitting PGTIL to operate a biomass power plant facility. The Company is also required to issue $33,000,000 payable in shares of common stock in the event of PGTIL securing sufficient financing for the construction of the facility.

(c) On November 17, 2015, PGTC entered into a commercial joint venture agreement (the “Agreement”) with a non-related party (the "Supplier") wherein the Supplier would receive and process orders, manufacture, and install products for the Company's customers. In return, the Company agreed to design the product and provide a technology license and technical support (the "Technology") to the Supplier. During the term of the Agreement, the Company will provide the Supplier with a non-transferrable right and license to use the Technology to manufacture and install the product within the Peoples’ Republic of China.

Upon receiving each order from the Company, the Supplier and the Company shall submit to each other the respective estimated budgets. For each project, after receipt of the revenue from the relevant customer, the expenses of the Company and the Supplier shall be deducted and reimbursed from the revenue proportionally. The parties have agreed to share the gross profits at an even split of 50% each.

(d) On August 4, 2016, the Company entered into a three year lease agreement commencing November 15, 2016. The minimum lease payments over the remaining term of the lease are as follows:

Fiscal Year	$
2017	14,148
2018	58,431
2019	61,229
2020	39,339
	173,147

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PACIFIC GREEN TECHNOLOGIES INC.

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14. Commitments (continued)

(e) On August 31, 2016, the Company entered into a six month marketing agent agreement with an unrelated party (the “Agent”) effective September 1, 2016, to appoint the Agent as the Company’s marketing representative for introducing products to appropriate parties in India. Consideration for the Agent’s services are as follows:

i) Monthly fees of $3,615 (AU$5,000) per month from September 1, 2016 for the duration of the term plus travel and entertainment expenses

ii) A payment of $72,300 (AU$100,000) upon signing of a joint venture agreement between the Company and an Indian customer able to distribute, manufacture and sell the products in India. Additionally, upon signing of a joint venture agreement, the Company will grant options to purchase 100,000 shares of common stock of the Company at a 20% discount to the price at the time of the signing of a joint venture agreement, exercisable within 24 months

iii) 10% of net revenue received by the Company in the 12 months period following the signing of the joint venture agreement and 5% of net revenue received by the Company in the 12 months following the initial 12 month period

iv) A commission equal to 3% of the net revenue actually collected for the sale of the products to any client outside of the Indian joint venture agreement

v) 5% of any funds received from equity investors in the Company’s common stock following a direct introduction from the Agent for the first $2.5 million raised and 3% thereafter up to a maximum of $25 million raised

(f) On September 22, 2016, PGTC entered into a one year research and development agreement with a non-related party to conduct testing on the scrubber system after it is installed and accepted by a customer in Yancheng, China. Pursuant to the agreement, PGTC will pay $160,198 (RMB1,050,000) to the non-related party on each of the three- and six-month anniversaries from the date of acceptance of the system.

(g) On October 20, 2016 the Company entered into a Products and Services Purchase Agreement with a non-related party to purchase all the components required to complete an flue gas desulphurization system in consideration for a total purchase price of $1,083,000 (RMB7,506,568). Pursuant to the agreement, 30% of the purchase price is payable upon execution of the agreement, 20% upon final inspection, 40% upon delivery, and 10% within 14 days following installation and commissioning.

(h) On November 19, 2016, the Company entered into an agreement with a non-related party for professional engineering and design services for the Company's emission control systems. Pursuant to the agreement the Company shall pay $31,500 to the consultant on or before December 31, 2016, and a cash bonus of $20,000 to the Professional Chief Engineer of the consultant for the successful performance of the high sulphur test conducted at the joint venture project delivered by the Company and the non-related party.

(i) On December 5, 2016, the Company entered into a three month consulting agreement with a consultant who will provide strategic consulting in the areas of investor relations, public relations, and marketing for the Company for $10,000.

15. Subsequent Events

(a) On January 1, 2017, PGTC entered into a one year tooling development agreement with a non-related party to begin tooling for pending projects in advance of orders to facilitate shorter delivery times. Pursuant to the agreement, PGTC will pay $160,198 (RBM1,050,000), on the 12-month anniversary of the acceptance of the system.

(b) On January 1, 2017, PGTC entered into a nine month sales and marketing agreement with a non-related party to conduct sales and marketing services for the scrubber system in China. Pursuant to the agreement, PGTC will pay $160,198 (RBM1,050,000), on the nine-month anniversary of the acceptance of the system.

(c) On January 3, 2017, the Company received share subscription proceeds of $120,002 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016. Refer to Notes 10(i) and (j).

(d) On January 4, 2017, the Company received share subscription proceeds of $100,001 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016. Refer to Note 10(j).

(e) On January 5, 2017, the Company received share subscription proceeds of $51,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016. Refer to Note 10(j).

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15. Subsequent Events (continued)

(f) On January 17, 2017, the Company received share subscription proceeds of $25,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016. Refer to Note 10(j).

(g) On January 18, 2017, the Company received share subscription proceeds of $200,000 for units at a price of $1.50 per unit relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016. Refer to Note 10(l). Each unit consisted of one share of common stock, one share purchase warrant exercisable at $1.50 per share for a term of one year and one share purchase warrant exercisable at $1.50 per share for a term of two years.

(h) On January 20, 2017, the Company received share subscription proceeds of $25,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016. Refer to Note 10(j).

(i) On January 27, 2017, the Company received share subscription proceeds of $200,000 for units at a price of $1.50 per unit relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016. Refer to Note 10(l). Each unit consisted of one share of common stock, one share purchase warrant exercisable at $1.50 per share for a term of one year and one share purchase warrant exercisable at $1.50 per share for a term of two years.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "could", "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential" or the negative of these ter comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable laws, including the securities laws of the United States, we do not intend to update any of the forward-looking statements so as to conform these statements to actual results.

Our unaudited consolidated financial statements are stated in U.S. dollars and are prepared in accordance with generally accepted accounting principles in the United States. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report.

As used in this current report and unless otherwise indicated, the terms "we", "us", "our" and "our company" mean Pacific Green Technologies Inc., a Delaware corporation, and our wholly owned subsidiaries, Pacific Green Technologies Limited, a United Kingdom corporation, Pacific Green Energy Parks Limited, a British Virgin Islands corporation, and its wholly owned subsidiary, Energy Park Sutton Bridge, a United Kingdom corporation, unless otherwise indicated.

Corporate History

Our company was incorporated in Delaware on March 10, 1994, under the name of Beta Acquisition Corp. In September 1995, we changed our name to In-Sports International, Inc. In August 2002, we changed our name from In-Sports International, Inc. to ECash, Inc. In 2007, due to limited financial resources, we discontinued our operations. Over the course of the last five years, we have sought new business opportunities.

On June 13, 2012, we changed our name to Pacific Green Technologies Inc. and effected a reverse split of our common stock following which we had 27,002 shares of common stock outstanding with $0.001 par value.

Effective December 4, 2012, we filed with the Delaware Secretary of State a Certificate of Amendment of Certificate of Incorporation, wherein we increased our authorized share capital to 510,000,000 shares of stock as follows:

500,000,000 shares of common stock with a par value of $0.001; and

10,000,000 shares of preferred stock with a par value of $0.001.

The increase of authorized capital was approved by our board of directors on July 1, 2012 and by a majority of our stockholders by a resolution dated July 1, 2012.

Effective November 1, 2016, Mr. Jordan Starkman resigned as a Director and, if any, from all offices of our company. Mr. Starkman's resignation was not the result of any disagreements with our company regarding our operations, policies, practices or otherwise. Our board of directors now consists of Andrew Jolly, Alexander Shead and Neil Carmichael.

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Historical Business Overview

On May 1, 2010 we entered into a consulting agreement with Sichel Limited. Sichel has investigated new opportunities for us and has subscribed for new shares of our company's common stock. The consulting agreement entitles Sichel to $20,000 per calendar month. With an effective date of March 31, 2013, the consulting agreement, along with all amounts owed to Sichel, were assigned to Pacific Green Group Limited ("**PGG**"). As at December 31, 2014, we owed Sichel $nil and we owed PGG $5,223,110. Pursuant to the terms of the consulting agreement, if we are unable to pay the monthly consulting fee, PGG may elect to be paid in shares of stock, and if we are unable to make payments for more than six months in any 12 month period, PGG has the right to appoint an officer or director to the board, which right has not been exercised at this time.

New Strategy

Management, assisted by PGG, has identified an opportunity to build a business focused on marketing, developing and acquiring technologies designed to improve the environment by reducing pollution. To this end we entered into and closed an assignment and share transfer agreement, on June 14, 2012, for the assignment of a representation agreement and the acquisition of a company involved in the environmental technology industry.

The assignment and share transfer agreement provided for the acquisition of 100% of the issued and outstanding shares of Pacific Green Technologies Limited, formerly PGG's subsidiary in the United Kingdom. Additionally, PGG assigned to our company a ten year exclusive worldwide representation agreement with EnviroTechnologies Inc., (formerly EnviroResolutions, Inc.), a Delaware corporation, to market and sell EnviroTechnologies' current and future environmental technologies. The representation agreement entitles PGG to a commission of 20% of all sales (net of taxes) generated by EnviroTechnologies. Pursuant to the terms of the assignment and share transfer agreement, all rights and obligations under the representation agreement have been transferred to our company. We currently anticipate that sales under the representation agreement will be our sole source of revenue for the foreseeable future. We had intended to complete an acquisition of EnviroTechnologies, as this would have been a logical step in our development. However, as discussed herein, we have settled with EnviroTechnologies as an alternative.

Both Sichel and PGG are wholly owned subsidiaries of the Hookipia Trust. PGG's wholly owned subsidiary was Pacific Green Technologies Limited. As a result, we acquired Pacific Green Technologies Limited from PGG. Sichel is a significant shareholder of our company and also provides us with consulting services. The sole director of Sichel is also the sole director of PGG. Further, PGG is a significant shareholder of EnviroTechnologies.

The assignment and share transfer agreement closed on June 14, 2012 via the issuance of 5,000,000 shares of our common stock as well as a $5,000,000 promissory note to PGG. We have consequently undertaken the operations of Pacific Green Technologies Limited and PGG's obligations under the representation agreement.

Full consideration contemplated by the assignment and share transfer agreement was $25,000,000 satisfied through the issue of 5,000,000 new shares of our common stock at a price of $4 per share with the balance of $5,000,000 structured as a promissory note over the next five years as follows:

June 12, 2013, $1,000,000 (which remains outstanding and has been rolled over to the following payment date);

June 12, 2014, $1,000,000 (which remains outstanding and has been rolled over to the following payment date);

June 12, 2015, $1,000,000 (which remains outstanding and has been rolled over to the following payment date);

June 12, 2016, $1,000,000 (which remains outstanding and has been rolled over to the following payment date); and

June 12, 2017, $1,000,000.

Under the terms of the promissory note, the loan repayments specified above shall not exceed the amount we earn under the terms of the representation agreement. If we are unable to meet the repayment schedule set out above, PGG will have the option to either roll over any unpaid portion to the following payment date or to convert the outstanding amount into new shares of our common stock. However, the entire amount of the promissory note is due upon the maturity date on the fifth anniversary. The promissory note is unsecured.

The total consideration of $25,000,000 was a purchase price not determined under U.S. GAAP, and both the $25,000,000 total price and the deemed price of $4 per share does not represent the fair value of the stock issued or a value used in accounting for the acquisition. The number of shares issued and the terms of the promissory note were negotiated between the parties and are intended to represent full consideration for the acquisition of Pacific Green Technologies Limited and the representation agreement.

Other Business Matters

Effective December 18, 2012, we entered into a non-executive director agreement with Dr. Neil Carmichael, wherein Dr. Carmichael will receive compensation of $1,000 per year for the term of the agreement and was granted options to purchase up to 62,500 shares of common stock at an exercise price of $0.01 per share of common stock. The options will terminate the earlier of 24 months, or upon the termination of the agreement and Dr. Carmichael’s engagement with our company. The director agreement and related options are in the process of being renewed. As of the date of this quarterly report, the options issued to Dr. Carmichael have not been exercised.

On April 3, 2013, we entered into and closed a share exchange agreement with certain shareholders of EnviroTechnologies. Pursuant to the terms of the share exchange agreement, we agreed to acquire 17,653,872 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for the issuance of 1,765,395 shares of the common stock of our company. We issued an aggregate of 1,765,395 common shares to 47 shareholders.

On April 25, 2013, we entered into and closed share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the share exchange agreement, we agreed to acquire 6,682,357 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for the issuance of 668,238 shares of common stock of our company. We issued an aggregate of 668,238 common shares to 20 shareholders.

On May 15, 2013, we entered into and closed a stock purchase agreement with all five of the shareholders of Pacific Green Energy Parks Limited (“PGEP”), a company incorporated in the British Virgin Islands. PGEP is the sole shareholder of Energy Park Sutton Bridge Limited, a company incorporated in the United Kingdom. PGEP is developing a biomass power plant facility and holds an option to purchase the real property upon which the facility will be built.

Pursuant to the stock purchase agreement, we agreed to acquire all of the 1,752 issued and outstanding common shares of PGEP from the shareholders in exchange for:

1. a payment of $100 upon execution of the stock purchase agreement, which has been paid by us;
2. $14,000,000 paid in common shares in our capital stock at a deemed price at the lower of $4 per share or the average closing price per share of our capital stock in the ten trading days immediately preceding the date of closing of the stock purchase agreement, which have been issued by us;
3. $3,000,000 payable in common shares of our capital stock at a deemed price at the lower of $4 per share or the average closing price per share of our capital stock in the ten trading days immediately preceding the date upon which PGEP either purchases the property or secures a lease permitting PGEP to operate the facility on the property, which has not yet occurred; and
4. subject to leasing or purchasing the property and PGEP securing sufficient financing for the construction of the facility, $33,000,000 payable in common shares of our capital stock at a deemed price at the lower of $4 per share or the average closing price per share of our capital stock in the ten trading days immediately preceding the date that PGEP secures sufficient financing for the construction of the facility, which has not yet occurred.

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All consideration from our company to the shareholders has been and will be issued on a pro-rata, pari-passu basis in proportion to the respective number of shares of PGEP sold by each respective shareholder. On May 15, 2013, pursuant to the stock purchase agreement, we issued an aggregate of 3,500,000 common shares, at an agreed upon deemed price of $4 per share, to the five shareholders.

Pacific Green Energy Parks Limited and its wholly owned subsidiary, Energy Park Sutton Bridge, are now subsidiaries of our company.

On May 17, 2013, we entered into a debt settlement agreement with EnviroTechnologies and EnviroResolutions (collectively, the "**Debtors**"). Pursuant to the terms of the debt settlement agreement, we agreed to release and waive all obligations of the Debtors to repay debts, in the aggregate of $293,406 and CAD$38,079, to us and agreed to return an aggregate of 88,876,443 common shares of EnviroTechnologies to EnviroResolutions. The 88,876,443 common shares of EnviroTechnologies were returned as of June 30, 2016. As consideration for this release and waiver and return of shares, the Debtors agreed to transfer all rights, interests and title to certain intellectual property, the physical embodiments of such intellectual property, and to the supplemental agreement dated March 5, 2013 among EnviroResolutions, PREL and Green Energy Parks Limited ("**GEPL**") (collectively, the "**Debtors' Assets**").

The Debtors' Assets include the intellectual property rights throughout most of the world for the ENVI-Clean™ system, the ENVI-Pure™ system and the ENVI-SEA™ scrubber. The ENVI-Clean™ system removes most of the sulphur dioxide, particulate matter, greenhouse gases and other hazardous air pollutants from the flue gases produced by the combustion of coal, biomass, municipal solid waste, diesel and other fuels. The ENVI-Pure™ emission system combines the ENVI-Clean™ highly effective patent-pending wet scrubbing technology with an innovative wet electrostatic precipitator and a granular activated carbon adsorber to remove particulate matter, acid gases, regulated metals, dioxins and VOCs from the flue gas to levels significantly below those required by strictest international regulations. The ENVI-SEA™ scrubber can be applied to diesel exhaust emissions that require sulphur and particulate matter abatement. Using seawater on a single-pass basis as the scrubbing fluid in combination with its patent pending scrubbing head will provide a highly interactive zone of turbulent mixing for absorption of SO_2, particulate matter and other pollutants from the engine's exhaust.

The following is a brief description of further terms and conditions of the debt settlement agreement that are material to our company:

1. We pay 25% of all funds, if any, received under the supplemental agreement to the Debtors within 14 days upon receipt of funds, if any, pursuant to the supplemental agreement;

2. We enter into definitive agreements with the Debtors to:

a. license the Debtors' Assets back to the Debtors, under arm's length commercial terms, for use in the USA and Canada, with the exception of NRG Energy, Inc. and Edison Mission and affiliates; and

b. have the Debtors provide engineering services to us on terms to be agreed upon, acting reasonably;

3. The Debtors pay pro-rata any third party broker fees and legal fees, if any, that are subsequent costs associated with the Supplemental Agreement; and

4. the Debtors retain possession of, yet make a pilot-scale scrubber available for rental to our company at a nominal cost.

On June 11, 2013, we submitted 24,336,229 common shares of EnviroTechnologies to EnviroTechnologies for cancellation pursuant to our debt settlement agreement with EnviroTechnologies and EnviroResolutions dated May 17, 2013.

Pursuant to a debt settlement agreement dated May 17, 2013 among our company, EnviroTechnologies and EnviroResolutions, on November 22, 2013, our company was transferred a 40% shareholding in PREL by GEPL (who had, prior to this transfer, held all the issued and outstanding shares of PREL). PREL is a limited liability company incorporated under the laws of the United Kingdom.

PREL was incorporated by GEPL to develop a 79MWe waste to energy power station at Peterborough, United Kingdom (the “**Peterborough Plant**”). The Peterborough Plant has full planning permission at 79MWe and environmental agency permits. It is understood that the Peterborough Plant will be built in two stages at a total capital cost of approximately GBP£500 million (approximately US$824,534,442). As of May 17, 2013, PREL owned 20% of Energy Park Investments Limited, the holding company that is currently intended to finance the development of the Peterborough Plant in turn through its wholly owned operating subsidiary Energy Park Peterborough Limited.

On June 17, 2013, we entered into and closed share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the share exchange agreements we acquired 8,061,286 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for the issuance of 806,132 shares of common stock of our company. We issued as aggregate of 806,132 shares of common stock to 19 shareholders

On August 6, 2013, we entered into two share exchange agreements with two shareholders of EnviroTechnologies. Pursuant to the terms of the agreements, we acquired 440,000 issued and outstanding common shares of EnviroTechnologies from one shareholder in exchange for shares of common stock of our company on a 1 for 10 basis. Pursuant to the terms of the other agreement, we acquired 600,000 issued and outstanding common shares of EnviroTechnologies from one shareholder in exchange for shares of common stock of our company on a 1 for 15 basis.

On August 27, 2013, we entered into share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the agreements, we acquired 32,463,489 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for shares of common stock of our company on a 1 for 10 basis.

On September 13, 2013, we submitted 41,564,775 common shares of EnviroTechnologies to EnviroTechnologies for cancellation pursuant to our debt settlement agreement with EnviroTechnologies and EnviroResolutions dated May 17, 2013.

On September 26, 2013, we entered into an agreement with Andrew Jolly, wherein Dr. Jolly agreed to serve as a director of our company. Pursuant to the agreement, our company is to compensate Dr. Jolly for serving as a director of our company at GBP£2,000 (approximately $3,235) per calendar month. Effective October 1, 2013, we appointed Dr. Jolly as a director of our company. Effective September 1, 2014, the monthly fee for Mr. Jolly was reduced to GBP£1,000 (approximately $1,617).

On October 11, 2013, we entered into share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the agreements, we agreed to acquire 674,107 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for shares of common stock of our company on a 1 for 10 basis.

On December 18, 2013, we announced that our company engaged BlueMount Capital to spearhead the development of its proprietary emission control technologies, ENVI-Clean™ and ENVI-Pure™, in the People's Republic of China ("**PRC**"). In addition to corporate finance advisory services both within and outside China, BlueMount offers a tailored service to clients wishing to enter the PRC market with a particular emphasis on companies that own proprietary technology, intellectual property and expertise. To that end, BlueMount provides a comprehensive suite of services to enhance the effectiveness and long-term sustainability of foreign brands entering the PRC market via: Our company's strategic objective is to establish an operating presence in China with established local partners and rapidly rollout its technologies.

On December 27, 2013, we entered into and closed share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the share exchange agreements, we acquired 130,000 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for shares of common stock of our company on a 1 for 10 basis. On December 27, 2013, we issued an aggregate of 13,000 common shares to the shareholders of EnviroTechnologies.

On January 27, 2014, we entered into an agreement with Pöyry Management Consulting (UK) Limited. Pursuant to the agreement, Pöyry is to provide consulting services to us. Our company has agreed to compensate Pöyry a minimum of £5,000 (approximately $ 8,293) as consulting fees for the first year of the agreement and a variable hourly rate as set out in the agreement.

On May 27, 2014, we entered into a $200,000 convertible debenture with Intrawest Overseas Limited. Under the terms of the debenture, the amount is unsecured, bears interest at 10% per annum, and is due on May 27, 2015. Pursuant to the agreement, should any portion of loan remain outstanding past maturity the interest will increase to 15% per annum. The note is convertible into shares of common stock 180 days after the date of issuance (November 27, 2014) until maturity at a conversion rate of 75% of the average offer price of our company's common stock for the 45 days ending one trading day prior to the date the conversion notice is sent by the holder to our company.

Our company analyzed the conversion option under ASC 815, "Accounting for Derivative Instruments and Hedging Activities", and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, our company recognized the intrinsic value of the embedded beneficial conversion feature of $33,922. On November 27, 2014, the note became convertible resulting in our company recording a derivative liability of $33,922 with a corresponding adjustment to loss on change in fair value of derivative liabilities.

On June 12, 2014, we entered into a $100,000 convertible debenture with Gerstle Consulting Pty Limited. Under the terms of the debenture, the amount is unsecured, bears interest at 10% per annum, and is due on June 12, 2015. Pursuant to the agreement, should any portion of loan remain outstanding past maturity the interest will increase to 15% per annum. The note is convertible into shares of common stock 180 days after the date of issuance (December 12, 2014) until maturity at a conversion rate of 75% of the average closing bid prices of our company's common stock for the 45 days ending one trading day prior to the date the conversion notice is sent by the holder to our company.

Our company analyzed the conversion option under ASC 815, "Accounting for Derivative Instruments and Hedging Activities", and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, our company recognized the intrinsic value of the embedded beneficial conversion feature of $9,793. On December 12, 2014, the note became convertible resulting in our company recording a derivative liability of $9,793 with a corresponding adjustment to loss on change in fair value of derivative liabilities.

On June 30, 2015, through our wholly owned subsidiary, Pacific Green Energy Parks Limited, we purchased all of the issued and outstanding shares in Pacific Green Technologies Asia Limited for $1.00 from Alexander Shead.

We entered into an agreement dated July 20, 2015 with Mr. Alexander Shead. Pursuant to this agreement, Mr. Shead has agreed to serve as a director of our company. As a director of our company, Mr. Shead shall be compensated $1,000 for every calendar month of the term of the agreement. The term of the agreement is for 12 months. On July 20, 2015, we appointed Mr. Shead as a director of our company.

On September 22, 2015, our company entered into a consulting agreement (the "**Agreement**") with Midam Ventures, LLC ("**Midam**") wherein Midam will provide investor relations and business advisory services to us from September 23, 2015 to March 23, 2016. Any compensation described in the Agreement shall be deemed earned and vested by Midam even in the case of early termination of the Agreement.

Pursuant to the terms of the Agreement, we will to pay $30,000 in cash and 200,000 common restricted shares of our company to Midam. Effective October 20, 2015, we issued all of the shares pursuant to an exemption from registration relying on the provisions of Rule 506 of Regulation D promulgated under the *Securities Act of 1933*, as amended.

On October 24, 2015, our company entered into a marketing and consulting agreement with Red Rock Marketing Media, Inc. ("**Red Rock**") wherein Red Rock will provide investor relations and business advisory services to us for a period of 40 business days starting on or before the 10 business days after Red Rock receives compensation from our company. Pursuant to the terms of the Agreement, we will to pay $100,000 in cash by October 29, 2015.

On October 27, 2015, our company entered into a loan agreement with a significant shareholder for proceeds of approximately $4,231. The loan is unsecured, bears an interest rate of US Prime Rate plus 4%, and is due on demand.

On November 10, 2015, we issued a convertible note (the "**Note**") to Tangiers Investment Group, LLC ("**Tangiers**") in exchange for an aggregate of $100,000 from Tangiers. The Note is for the aggregate sum of $110,000 with 10% interest as an original issue discount and convertible into our common shares of (the "**Shares**") at a price of equal to the lower of: (a) $.40 per common share of our company or (b) 60% of the lowest trading price of our common stock during the 20 consecutive trading days prior to the date on which the holder of the Note elects to convert all or part of the Note.

On November 17, 2015, Pacific Green Technologies China Limited, a wholly-owned subsidiary of our company, entered into a commercial joint venture agreement with PowerChina SPEM Company Limited ("**PowerChina**") wherein PowerChina would receive and process orders from our company for customers, and manufacture and install products as an engineering procurement construction process. In return, our company agreed to design the product and provide a technology license and technical supports to PowerChina. During the Agreement, we will provide PowerChina with a non-transferrable right and license to use Technology to manufacture and install our product within the Peoples' Republic of China.

Upon receiving each order from us, PowerChina and we shall submit to each other the respective estimated budgets. For each project, after receipt of the revenue from the relevant customer, the budgets of our company and PowerChina shall be deducted and reimbursed from the revenue proportionally. We have agreed to share the gross profit pursuant to an even split of 50% to PowerChina and 50% to our company.

Recent Developments and Transactions

On July 12, 2016, we issued 98,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $147,000.

On July 14, 2016, we issued 50,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $75,000.

On August 4, 2016, we entered into a three year lease agreement commencing November 15, 2016. The minimum lease payments over the term of the lease are as follows:

Year	$
2016	7,389
2017	57,740
2018	60,539
2019	54,868
	180,536

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On August 31, 2016, we entered into a six month marketing agent agreement with an unrelated party (the "Agent") effective September 1, 2016, to appoint the Agent as the Company's marketing representative for introducing products to appropriate parties in India. Consideration for the Agent's services are as follows:

i) Monthly fees of $3,615 (AU$5,000) per month from September 1, 2016 for the duration of the term plus travel and entertainment expenses
ii) A payment of $72,300 (AU$100,000) upon signing of a joint venture agreement between the Company and an Indian customer able to distribute, manufacture and sell the products in India. Additionally, upon signing of a joint venture agreement, the Company will grant options to purchase 100,000 common shares of the Company at a 20% discount to the price at the time of the signing of a joint venture agreement, exercisable within 24 months
iii) 10% of net revenue received by the Company in the 12 months period following the signing of the joint venture agreement and 5% of net revenue received by the Company in the 12 months following the initial 12 month period
iv) A commission equal to 3% of the net revenue actually collected for the sale of the products to any client outside of the Indian joint venture agreement
v) 5% of any funds received from equity investors in the Company's common stock following a direct introduction from the Agent for the first $2.5 million raised and 3% thereafter up to a maximum of $25 million raised

On September 12, 2016, the Company issued 33,333 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $50,000.

On August 31, 2016, through our wholly owned subsidiary Pacific Green Technologies Marine Limited, we entered into a Heads of Agreement with Union Maritime Limited, and its subsidiary, UML Westminster Limited, pursuant to which we have agreement to supply UML Westminster with our Envi-Marine™ Sulphur removal system, beginning with one candidate test system and, subject to performance testing, up to ten additional units. Upon confirmation that the system meets regulated performance standards, UML Westminster has agreed to lease the system for a total sum of $1,995,000 to be paid in variable installments through each operating quarter until the fee has been paid in full. UML Westminster shall also have the right to purchase each system outright during the three years following acceptance of the system at a discount of $80,000 from the balance of the lease payment, or during the fourth and subsequent years following acceptance of the system at a discount of $40,000 from the balance of the lease payment.

On September 22, 2016, through our wholly owned subsidiary Pacific Green Technologies China Limited, we entered into a Research and Development Agreement with POWERCHINA SPEM Limited Company pursuant to which have agreed to implement with POWERCHINA SPEM and quality assurance program in relation to the ENVI-Clean™ system being installed at the Lianxin Steel Group Plant located in Yancheng China. We have agreed to pay RMB 1,050,000 in consideration of POWERCHINA SPEMs services to be paid in two installments of $160,198 payable within 3 months and 6 months, respectively, following the date of acceptance of the ENVI-Clean™ system at the Lianxin Steel Group Plant. The term of the agreement is one year following the date of acceptance of the ENVI-CleanTM system at the Lianxin Steel Group Plant.

On October 20, 2016 we entered into a Products and Services Purchase Agreement with POWERCHINA SPEM Company Limited pursuant to which we have agreed to purchase from POWERCHINA SPEM all the components required to complete an ENVI-Marine^{TM} Flue Gas Desulphurization system in consideration for a total purchase price of RMB 7,506,568 ($1,083,000). 30% of the purchase price is payable upon execution of the agreement, 20% upon final inspection, 40% upon delivery, and 10% within 14 days following installation and commissioning.

On October 27, 2016, we issued 85,714 shares of common stock relating to a non-brokered private placement at a price of $1.75 per share for proceeds of $150,000.

On November 19, 2016, together with our wholly owned subsidiary Pacific Green Technologies China Limited, we entered into a Consulting Agreement with POWERCHINA SPEM Limited Company pursuant to which we have engaged the emission control system engineering and design services of Mr. Li Xionghao. In consideration of the services we have agreed to pay US$31,500 to POWERCHINA SPEM on or before December 31, 2016, and a cash bonus of $20,000 to Mr. Li upon successful performance of a high Sulphur test conducted at the joint venture project delivered by Pacific Green and POWERCHINA SPEM. The term of the agreement is 6 months, following which the parties have agreed to negotiate in good faith to extend the arrangement.

On November 23, 2016, we entered into subscription agreement with Twynam Agricultural Group Pty Limited pursuant to which Twynam purchased 666,667 stock units of our Company at a price of $1.50 per unit. Each unit consists of one common shares, one share purchase warrant exercisable for 12 month to purchase one additional common share at the price of $1.50 per share, and one share purchase warrants exercisable for 24 months to purchase one additional common share at the price of $1.50 per share.

On December 5, 2016, we entered into a three month consulting agreement with Trilogy Media Partners, Inc., an unrelated party (“Trilogy”). Pursuant to the Agreement, Trilogy shall act as an advisor to the Company and provide strategic consulting in the areas of investor relations, public relations and marketing. In consideration for Trilogy’s services, we shall pay Trilogy a total of $10,000.

On December 16, 2016 we entered into an Energy Management Lease with UML Westminster Limited and its parent company, Union Maritime Limited, pursuant to which we have agreed to lease to UML Westminster an Envi-Marine™ emission control system. The Energy Management Lease Agreement is an extension of our Heads of Agreement with UML Westminster and Union Maritime dated August 31, 2016. Pursuant to the Lease the consideration of $1,995,000 will be paid in variable installments following each operating quarter until the fee has been paid in full. Individual payments will be calculated at the rate of $14,50 per hour for open mode operations, or $33 per hour for closed mode operations, with a minimum guarantee of 3,480 hours per year during the term, subject to the exercise of the purchase option by the lessors. UML Westminster shall also have the right to purchase each system outright during the three years following acceptance of the system at a discount of $80,000 from the balance of the lease payment, or during the fourth and subsequent years following acceptance of the system at a discount of $40,000 from the balance of the lease payment.

On December 21, 2016, we issued 11,765 shares of common stock relating to a non-brokered private placement at a price of $1.70 per share for proceeds of $20,000, which has been recorded as share subscription receivable as at December 31, 2016.

On December 22, 2016, we issued 235,884 shares of common stock relating to a non-brokered private placement at a price of $1.70 per share for proceeds of $401,003, of which $251,003 has been recorded as share subscription receivable as at December 31, 2016.

On December 23, 2016, we issued 1,000,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $1,500,000.

On January 1, 2017 we entered into a Tooling Development Agreement with POWERCHINA SPEM Limited Company pursuant to which we have engaged POWERCHINA SPEM to complete tooling for the pending projects of our joint venture. The agreement has a term of one year. In consideration of the eservices we will pay to POWERCHINA SPEM RMB 1,050,000 ($160,198) on the 1st anniversary of the agreement.

On January 1, 2017 we entered into a Sales and Marketing Agreement with POWERCHINA SPEM Limited Company pursuant to which we have engaged POWERCHINA SPEM to assist in the marketing of ENVI-CLEAN™.. The agreement has a term of nine months beginning upon the date of acceptance of the ENVI-CleanTM system at the Lianxin Steel Group Plant. In consideration of the eservices we will pay to POWERCHINA SPEM RMB 1,050,000 ($160,198) upon completion of the term.

On January 3, 2017, we received share subscription proceeds of $120,002 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

On January 4, 2017, we received share subscription proceeds of $100,001 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

On January 5, 2017, we received share subscription proceeds of $51,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

On January 17, 2017, we received share subscription proceeds of $25,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement.

On January 18, 2017, we received share subscription proceeds of $200,000 for shares of common stock at a price of $1.50 per share relating to a non-brokered private placement.

On January 20, 2017, we received share subscription proceeds of $25,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement.

On January 27, 2017, we received share subscription proceeds of $200,000 for shares of common stock at a price of $1.50 per share relating to a non-brokered private placement.

On February 1, 2017, we entered into a two month consulting agreement with Trilogy Media Partners, Inc., an unrelated party (“Trilogy”). Pursuant to the Agreement, Trilogy shall act as an advisor to the Company and provide strategic consulting in the areas of social media advertising. In consideration for Trilogy’s services, we shall pay Trilogy a total of $10,000.

Results of Operations

The following summary of our results of operations should be read in conjunction with our unaudited interim consolidated financial statements for the three and nine months ended December 31, 2016 and 2015.

Our net loss for the three and nine month periods ended December 31, 2016 and 2015 are summarized as follows:

	Three Months Ended December 31,		**Nine Months Ended December 31,**	
	2016	**2015**	**2016**	**2015**
Advertising and promotion	$–	$10,000	$–	$10,000
Amortization of intangible assets	$218,953	$218,953	$656,859	$656,860
Consulting fees	$578,923	$227,881	$1,002,225	$954,050
Depreciation	$2,356	$–	$2,356	$–
Engineering fees	$4,848	$–	$233,702	$–
Foreign exchange gain	$(135,536)	$(110,290)	$(288,594)	$(289,062)
Office and miscellaneous	$64,133	$25,958	$133,372	$63,111
Professional fees	$61,225	$62,716	$201,691	$148,206
Transfer agent and filing fees	$(2,575)	$6,501	$15,854	$27,167

Travel	$56,537	$36,504	$110,139	$75,312
Gain (loss) on change in fair value of derivative liabilities	$(137,217)	$(160,411)	$196,091	$(1,218,229)
Gain on extinguishment of debt	$–	$–	$–	$171,501
Impairment of goodwill	$–	$–	$–	$(126,782)
Interest expense	$(314,466)	(297,866)	$(924,459)	$(931,021)
Net Loss	$(1,300,547)	$(936,500)	$(2,795,972)	$(3,750,175)

Operating expenses for the three month period ended December 31, 2016 were $848,864 as compared to $478,223 for the three month period ended December 31, 2015. Consulting fees were comprised of fees paid to the director of our subsidiary, Pacific Green Technologies Limited; professional fees were comprised of legal, audit and accounting costs. The increase in operating expenses is primarily attributed to increases in consulting fees, travel expenses, and professional fees.

Operating expenses for the nine month period ended December 31, 2016 were $2,067,604 as compared to $1,645,644 for the nine month period ended December 31, 2015. The increase in operating expenses is primarily attributed to increases in consulting fees, travel expenses, stock-based compensation, foreign exchange loss, and professional fees.

For the three month period ended December 31, 2016, our company had a net loss of $1,300,547 ($0.05 per share) compared to a net loss of $936,500 ($0.05 per share) for the three month period ended December 31, 2015. In addition to the operating expenses noted above, for the three month period ended December 31, 2016, our company incurred interest expense of $314,466 as compared to interest expense of $297,866 for the three month period ended December 31, 2015.

For the nine month period ended December 31, 2016, our company had a net loss of $2,795,972 ($0.12 per share) compared to a net loss of $3,750,175 ($0.20 per share) for the nine month period ended December 31, 2015. For the nine month period ended December 31, 2016, our company incurred interest expense of $924,459 as compared to interest expense of $931,021 for the nine month period ended December 31, 2015. For the nine month period ended December 31, 2016, we also had a gain on change in fair value of derivative liabilities of $196,091 compared to a loss of $1,218,229 in the comparative period.

Liquidity and Capital Resources

Working Capital

	As at December 31, 2016	As at March 31, 2016
Current Assets	$ 562,312	$ 95,851
Current Liabilities	$ 11,370,222	$ 11,260,536
Working Capital (Deficit)	$ (10,807,910)	$ (11,164,685)

Cash Flows

	Nine Months Ended December 31, 2016	Nine Months Ended December 31, 2015
Net cash used in operating activities	$ (1,427,539)	$ (583,742)
Net cash provided by (used in) investing activities	$ (847,468)	$ 50,064
Net cash provided by financing activities	$ 2,865,868	$ 1,099,429
Effect of foreign exchange rate changes on cash	$ (163,229)	$ (233,289)
Increase in cash	$ 427,632	$ 332,462

As of December 31, 2016, we had $467,740 in cash, $562,312 in total current assets, $11,370,222 in total current liabilities and a working capital deficit of $10,807,910 As of March 31, 2016, we had a working capital deficit of $11,164,685.

We are dependent on funds raised through debt/equity financing and proceeds from shareholder loans.

During the nine months ended December 31, 2016, we spent $1,427,539 on operating activities, whereas $583,742 was spent on operating activities for the nine month period ended December 31, 2015.

During the nine months ended December 31, 2016, we used $847,468 on investing activities for the purchase of property and equipment, whereas we received $50,064 in investing activities for the nine month period ended December 31, 2015.

During the nine months ended December 31, 2016, we received $2,865,868 from financing activities, which consisted of $3,430,500 in proceeds from share subscriptions received offset by $451,352 in repayments to related parties and $113,280 of loan payable, whereas we received $1,099,429 from financing activities during the nine months ended December 31, 2015 which consisted of $1,125,000 in proceeds from share subscriptions received and $19,804 from related parties offset by $145,375 in repayments to related parties.

Anticipated Cash Requirements

We will require additional funds to fund our budgeted expenses over the next 12 months. These funds may be raised through, equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares.

We anticipate that our cash expenses over the next 12 months (beginning January, 2017) will be approximately $825,000 as described in the table below. These estimates may change significantly depending on the nature of our business activities and our ability to raise capital from our shareholders or other sources.

Description	Estimated Expenses ($)
Legal and accounting fees	200,000
Marketing and advertising	25,000
Investor relations and capital raising	50,000
Management and operating costs	125,000
Salaries and consulting fees	350,000
General and administrative expenses	75,000
Total	$ 825,000

Our general and administrative expenses for the year will consist primarily of transfer agent fees, bank and interest charges and general office expenses. The professional fees are related to our regulatory filings throughout the year and include legal, accounting and auditing fees.

Based on our planned expenditures, we will require approximately $825,000 to proceed with our business plan over the next 12 months. As of December 31, 2016, we had $467,740 cash on hand. If we secure less than the full amount of financing that we require, we will not be able to carry out our complete business plan and we will be forced to proceed with a scaled back business plan based on our available financial resources.

We intend to raise the balance of our cash requirements for the next 12 months from private placements, shareholder loans or possibly a registered public offering (either self-underwritten or through a broker-dealer). If we are unsuccessful in raising enough money through such efforts, we may review other financing possibilities such as bank loans. At this time we do not have a commitment from any broker-dealer to provide us with financing. There is no assurance that any financing will be available to us or if available, on terms that will be acceptable to us.

Even though we plan to raise capital through equity or debt financing, we believe that the latter may not be a viable alternative for funding our operations as we do not have sufficient tangible assets to secure any such financing. We anticipate that any additional funding will be in the form of equity financing from the sale of our common stock. However, we do not have any financing arranged and we cannot provide any assurance that we will be able to raise sufficient funds from the sale of our common stock to finance our operations. In the absence of such financing, we may be forced to abandon our business plan.

Going Concern

Our consolidated financial statements for the nine month period ended December 31, 2016 have been prepared on a going concern basis and contain an additional explanatory paragraph which identifies issues that raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The continuation of our company as a going concern is dependent upon the continued financial support from its shareholders and note holders, the ability of our company to obtain necessary equity financing to continue operations, and ultimately the attainment of profitable operations. As at December 31, 2016, our company has not generated any revenues, has a working capital deficit of $10,807,910, and has an accumulated deficit of $62,926,766 since inception. These factors raise substantial doubt regarding our company’s ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should our company be unable to continue as a going concern.

If our operations and cash flow improve, management believes that we can continue to operate. However, no assurance can be given that management's actions will result in profitable operations or an improvement in our liquidity situation. The threat of our ability to continue as a going concern will cease to exist only when our revenues have reached a level able to sustain our business operations.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Critical Accounting Policies

Use of Estimates

The preparation of these consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Our company regularly evaluates estimates and assumptions related to the useful life and recoverability of intangible assets, valuation of note payable, fair value of convertible debentures, fair value of derivative liabilities, fair value of stock-based compensation, impairment of goodwill, and deferred income tax asset valuation allowances. Our company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by our company may differ materially and adversely from our company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Intangible Assets

Intangible assets are stated at cost less accumulated amortization and are comprised of patents. The patents are amortized straight-line over the estimated useful life of 17 years.

Impairment of Long-lived Assets

Our company reviews long-lived assets such as property and equipment and intangible assets with finite useful lives for impairment whenever events or changes in circumstance indicate that the carrying amount may not be recoverable. If the total of the expected undiscounted future cash flows is less than the carrying amount of the asset, a loss is recognized for the excess of the carrying amount over the fair value of the asset.

Stock-based compensation

Our company records stock-based compensation in accordance with ASC 718, "Compensation – Stock Compensation", using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Our company uses the Black-Scholes option pricing model to calculate the fair value of stock-based awards. This model is affected by our company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to our company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the consolidated statement of operations over the requisite service period.

Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-03, “Interest – Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs” ("ASU 2015-03"), which resulted in the reclassification of debt issuance costs from “Other Assets” to inclusion as a reduction of the debt balance. The Company adopted ASU 2015-03 during the three months ended December 31, 2016, with full retrospective application as required by the guidance. The application of this standard did not have a material impact on the Company's consolidated balance sheet or operations for any period presented.

Our company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the *Securities Exchange Act of 1934*, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our president (our principal executive officer, principal financial officer and principal accounting officer) to allow for timely decisions regarding required disclosure.

As of the end of our quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our president (our principal executive officer, principal financial officer and principal accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president (our principal executive officer, principal financial officer and principal accounting officer) concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this quarterly report.

Changes in Internal Control over Financial Reporting

During the period covered by this report, there were no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

Item 1A. Risk Factors

As a “smaller reporting company” we are not required to provide the information required by this Item.

Item 2. Unregistered Sales of Equity Securities

On July 12, 2016, we issued 98,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $147,000.

On July 14, 2016, we issued 50,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $75,000.

On September 12, 2016, we issued 33,333 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $50,000.

On October 27, 2016, we issued 85,714 shares of common stock relating to a non-brokered private placement at a price of $1.75 per share for proceeds of $150,000.

On December 21, 2016, we issued 11,765 shares of common stock relating to a non-brokered private placement at a price of $1.70 per share for proceeds of $20,000, which has been recorded as share subscription receivable as at December 31, 2016.

On December 22, 2016, we issued 235,884 shares of common stock relating to a non-brokered private placement at a price of $1.70 per share for proceeds of $401,003, of which $251,003 has been recorded as share subscription receivable as at December 31, 2016.

On December 23, 2016, we issued 1,000,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $1,500,000.

On January 3, 2017, we received share subscription proceeds of $120,002 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

On January 4, 2017, we received share subscription proceeds of $100,001 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

On January 5, 2017, we received share subscription proceeds of $51,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

On January 17, 2017, we received share subscription proceeds of $25,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement.

On January 18, 2017, we received share subscription proceeds of $200,000 for shares of common stock at a price of $1.50 per share relating to a non-brokered private placement.

On January 20, 2017, we received share subscription proceeds of $25,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement.

On January 27, 2017, we received share subscription proceeds of $200,000 for shares of common stock at a price of $1.50 per share relating to a non-brokered private placement.

We completed the above described issuances of common shares in reliance on Rule 506 under Regulation D and/or Section 4(2) of the Securities Act of 1933.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

On July 12, 2016, we issued 98,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $147,000.

On July 14, 2016, we issued 50,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $75,000.

On August 4, 2016, we entered into a three year lease agreement commencing November 15, 2016. The minimum lease payments over the term of the lease are as follows:

Year	$
2016	7,389
2017	57,740
2018	60,539
2019	54,868
	180,536

On August 31, 2016, we entered into a six month marketing agent agreement with an unrelated party (the "Agent") effective September 1, 2016, to appoint the Agent as the Company's marketing representative for introducing products to appropriate parties in India. Consideration for the Agent's services are as follows:

i) Monthly fees of $3,615 (AU$5,000) per month from September 1, 2016 for the duration of the term plus travel and entertainment expenses

ii) A payment of $72,300 (AU$100,000) upon signing of a joint venture agreement between the Company and an Indian customer able to distribute, manufacture and sell the products in India. Additionally, upon signing of a joint venture agreement, the Company will grant options to purchase 100,000 common shares of the Company at a 20% discount to the price at the time of the signing of a joint venture agreement, exercisable within 24 months

iii) 10% of net revenue received by the Company in the 12 months period following the signing of the joint venture agreement and 5% of net revenue received by the Company in the 12 months following the initial 12 month period

iv)

A commission equal to 3% of the net revenue actually collected for the sale of the products to any client outside of the Indian joint venture agreement

v) 5% of any funds received from equity investors in the Company's common stock following a direct introduction from the Agent for the first $2.5 million raised and 3% thereafter up to a maximum of $25 million raised

On September 12, 2016, the Company issued 33,333 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $50,000.

On August 31, 2016, through our wholly owned subsidiary Pacific Green Technologies Marine Limited, we entered into a Heads of Agreement with Union Maritime Limited, and its subsidiary, UML Westminster Limited, pursuant to which we have agreement to supply UML Westminster with our Envi-Marine™ Sulphur removal system, beginning with one candidate test system and, subject to performance testing, up to ten additional units. Upon confirmation that the system meets regulated performance standards, UML Westminster has agreed to lease the system for a total sum of $1,995,000 to be paid in variable installments through each operating quarter until the fee has been paid in full. UML Westminster shall also have the right to purchase each system outright during the three years following acceptance of the system at a discount of $80,000 from the balance of the lease payment, or during the fourth and subsequent years following acceptance of the system at a discount of $40,000 from the balance of the lease payment.

On September 22, 2016, through our wholly owned subsidiary Pacific Green Technologies China Limited, we entered into a Research and Development Agreement with POWERCHINA SPEM Limited Company pursuant to which have agreed to implement with POWERCHINA SPEM and quality assurance program in relation to the ENVI-Clean™ system being installed at the Lianxin Steel Group Plant located in Yancheng China. We have agreed to pay RMB 1,050,000 In consideration of POWERCHINA SPEMs services to be paid in two installments of $160,198 payable within 3 months and 6 months, respectively, following the date of acceptance of the ENVI-Clean™ system at the Lianxin Steel Group Plant. The term of the agreement is one year following the date of acceptance of the ENVI-CleanTM system at the Lianxin Steel Group Plant.

On October 20, 2016 we entered into a Products and Services Purchase Agreement with POWERCHINA SPEM Company Limited pursuant to which we have agreed to purchase from POWERCHINA SPEM all the components required to complete an ENVI-Marine™ Flue Gas Desulphurization system in consideration for a total purchase price of RMB 7,506,568 ($1,083,000). 30% of the purchase price is payable upon execution of the agreement, 20% upon final inspection, 40% upon delivery, and 14% within 14 days following installation and commissioning.

On October 27, 2016, we issued 85,714 shares of common stock relating to a non-brokered private placement at a price of $1.75 per share for proceeds of $150,000.

On November 19, 2016, together with our wholly owned subsidiary Pacific Green Technologies China Limited, we entered into a Consulting Agreement with POWERCHINA SPEM Limited Company pursuant to which we have engaged the emission control system engineering and design services of Mr. Li Xionghao. In consideration of the services we have agreed to pay US$31,500 POWERCHINA SPEM on or before December 31, 2016, and a cash bonus of $20,000 to Mr. Li upon successful performance of a high Sulphur test conducted at the joint venture project delivered by Pacific Green and POWERCHINA SPEM. The term of the agreement is 6 months, following which the parties have agreed to negotiate in good faith to extend the arrangement.

On November 23, 2016, we entered into subscription agreement with Twynam Agricultural Group Pty Limited pursuant to which Twynam purchased 666,667 stock units of our Company at a price of $1.50 per unit. Each unit consists of one common shares, one share purchase warrant exercisable for 12 month to purchase one additional common share at the price of $1.50 per share, and one share purchase warrants exercisable for 24 months to purchase one additional common share at the price of $1.50 per share.

On December 5, 2016, we entered into a three-month consulting agreement with Trilogy Media Partners, Inc., an unrelated party (“Trilogy”). Pursuant to the Agreement, Trilogy shall act as an advisor to the Company and provide strategic consulting in the areas of investor relations, public relations and marketing. In consideration for Trilogy’s services, we shall pay Trilogy a total of $10,000.

On December 16, 2016 we entered into an Energy Management Lease with UML Westminster Limited and its parent company, Union Maritime Limited, pursuant to which we have agreed to lease to UML Westminster an Envi-Marine™ emission control system. The Energy Management Lease Agreement is an extension of our Heads of Agreement with UML Westminster and Union Maritime dated August 31, 2016. Pursuant to the Lease the consideration of $1,995,000 will be paid in variable installments following each operating quarter until the fee has been paid in full. Individual payments will be calculated at the rate of $14,50 per hour for open mode operations, or $33 per hour for closed mode operations, with a minimum guarantee of 3,480 hours per year during the term, subject to the exercise of the purchase option by the lessors. UML Westminster shall also have the right to purchase each system outright during the three years following acceptance of the system at a discount of $80,000 from the balance of the lease payment, or during the fourth and subsequent years following acceptance of the system at a discount of $40,000 from the balance of the lease payment.

On December 21, 2016, we issued 11,765 shares of common stock relating to a non-brokered private placement at a price of $1.70 per share for proceeds of $20,000, which has been recorded as share subscription receivable as at December 31, 2016.

On December 22, 2016, we issued 235,884 shares of common stock relating to a non-brokered private placement at a price of $1.70 per share for proceeds of $401,003, of which $251,003 has been recorded as share subscription receivable as at December 31, 2016.

On December 23, 2016, we issued 1,000,000 shares of common stock relating to a non-brokered private placement at a price of $1.50 per share for proceeds of $1,500,000.

On January 1, 2017 we entered into a Tooling Development Agreement with Powerchina Spem Limited Company pursuant to which we have engaged Powerchin Spem to complete tooling for the pending projects of our joint venture. The agreement has a term of one year. In consideration of the eservices we will pay to Powerchina Spem RMB 1,050,000 ($160,198) on the 1st anniversary of the agreement.

On January 1, 2017 we entered into a Sales and Marketing Agreement with Powerchina Spem Limited Company pursuant to which we have engaged Powerchin Spem to assist in the marketing of ENVI-CLEAN™.. The agreement has a term of nine months beginning upon the date of acceptance of the ENVI-CleanTM system at the Lianxin Steel Group Plant. In consideration of the eservices we will pay to Powerchina Spem RMB 1,050,000 ($160,198) upon completion of the term.

On January 3, 2017, we received share subscription proceeds of $120,002 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

On January 4, 2017, we received share subscription proceeds of $100,001 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

On January 5, 2017, we received share subscription proceeds of $51,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement, which was recorded as share subscriptions receivable as at December 31, 2016.

On January 17, 2017, we received share subscription proceeds of $25,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement.

On January 18, 2017, we received share subscription proceeds of $200,000 for shares of common stock at a price of $1.50 per share relating to a non-brokered private placement.

On January 20, 2017, we received share subscription proceeds of $25,000 for shares of common stock at a price of $1.70 per share relating to a non-brokered private placement.

On January 27, 2017, we received share subscription proceeds of $200,000 for shares of common stock at a price of $1.50 per share relating to a non-brokered private placement.

On February 1, 2017, we entered into a two month consulting agreement with Trilogy Media Partners, Inc., an unrelated party ("Trilogy"). Pursuant to the Agreement, Trilogy shall act as an advisor to the Company and provide strategic consulting in the areas of social media advertising. In consideration for Trilogy's services, we shall pay Trilogy a total of $10,000.

Item 6. Exhibits

Exhibit Number	**Description**
(2)	**Plan of Acquisition, Reorganization, Arrangement Liquidation or Succession**
2.1	Assignment and Share Transfer Agreement dated June 14, 2012 between our company, Pacific Green Technologies Limited and Pacific Green Group Limited (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)
(3)	**Articles of Incorporation and Bylaws**
3.1	Articles of Incorporation filed on July 3, 2012 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)
3.2	Certificate of Amendment filed on August 15, 1995 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)
3.3	Certificate of Amendment filed on August 5, 1998 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)
3.4	Certificate of Amendment filed on October 15, 2002 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)
3.5	Certificate of Amendment filed on May 8, 2006 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)
3.6	Certificate of Amendment filed on May 29, 2012 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)
3.7	Bylaws filed on July 3, 2012 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)
3.8	Certificate of Amendment filed on November 30, 2012 (incorporated by reference to our Current Report on Form 8-K filed on December 11, 2012)
(4)	**Instruments Defining the Rights of Security Holders, Including Indentures**
4.1	Share Certificate relating to shares held by our company in the Ordinary Share Capital of Peterborough Renewable Energy Limited (incorporated by reference to our Current Report on Form 8-K filed on December 12, 2013)
(10)	**Material Contracts**
10.1	Consulting Agreement dated May 1, 2010 between our company and Sichel Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)
10.2	Representation Agreement dated June 7, 2010 between Pacific Green Group Limited and EnviroTechnologies, Inc. (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)
10.3	Peterborough Agreement dated October 5, 2011 between EnviroResolutions, Inc., Peterborough Renewable Energy Limited and Green Energy Parks Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)
10.4	Promissory Note dated June 2012 between our company and Pacific Green Group Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)
10.5	Assignment and Share Transfer Agreement dated June 14, 2012 between our company, Pacific Green Technologies Limited and Pacific Green Group Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)
10.6	Non-Executive Director Agreement dated December 18, 2012 between our company and Neil Carmichael (incorporated by reference to our Current Report on Form 8-K filed on December 19, 2012)

10.7	Supplemental Agreement dated March 5, 2013 between EnviroResolutions, Inc., Peterborough Renewable Energy Limited and Green Energy Parks Limited (incorporated by reference to our Annual Report on Form 10-K filed on July 1, 2013)
10.8	Supplemental Agreement dated March 5, 2013 between our company, EnviroTechnologies Inc. and EnviroResolutions Inc. (incorporated by reference to our Current Report on Form 8-K filed on March 13, 2013)
10.9	Form of Share Exchange Agreement dated April 3, 2013 between our company and Shareholders of EnviroTechnologies Inc. (incorporated by reference to our Current Report on Form 8-K filed on April 8, 2013)
10.10	Form of Share Exchange Agreement dated April 25, 2013 between our company and Shareholders of EnviroTechnologies Inc. (incorporated by reference to our Current Report on Form 8-K filed on April 30, 2013)
10.11	Stock Purchase Agreement dated May 16, 2013 between our company and Shareholders of Pacific Green Energy Parks (incorporated by reference to our Current Report on Form 8-K/A filed on June 3, 2013)
10.12	Debt Settlement Agreement dated May 17, 2013 between our company, EnviroResolutions, Inc. and EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K/A filed on June 3, 2013)
10.13	Form of Share Exchange Agreement between our company and Shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on August 9, 2013)
10.14	Form of Share Exchange Agreement between our company and Shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on August 30, 2013)
10.15	Agreement dated September 26, 2013 between our company and Andrew Jolly (incorporated by reference to our Current Report on Form 8-K filed on October 3, 2013)
10.16	Form of Share Exchange Agreement between our company and Shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on October 22, 2013)

Exhibit Number	Description
10.17	Agreement dated October 22, 2013 between our company and Chris Williams (incorporated by reference to our Current Report on Form 8-K filed on December 5, 2013)
10.18	Form of Subscription Agreement between our company and the subscribers (incorporated by reference to our Current Report on Form 8-K filed on December 24, 2013)
10.19	Form of Share Exchange Agreement between our company and certain shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on December 27, 2013)
10.20	Agreement dated January 27, 2014 between our company and Pöyry Management Consulting (UK) Limited (incorporated by reference to our Quarterly Report on Form 10-Q filed on February 19, 2014)
10.21	Form of Subscription Agreement between our company and the subscribers (incorporated by reference to our Current Report on Form 8-K filed on March 11, 2014)
10.22	Loan Agreement between our company and Intrawest Overseas Limited dated May 27, 2014 (incorporated by reference to our Quarterly Report on Form 10-Q filed on August 19, 2014)
10.23	Put Option Agreement between our company and Intrawest Overseas Limited dated May 27, 2014 (incorporated by reference to our Quarterly Report on Form 10-Q filed on August 19, 2014)
10.24	Investor Relations Agreement dated September 22, 2015 between Pacific Green Technologies Inc. and Midam Ventures, LLC (incorporated by reference to our Current Report on Form 8-K filed on December 8, 2015).
10.25	Investor Relations Agreement dated October 24, 2015 between Pacific Green Technologies Inc. and Red Rock Marketing Media, Inc. (incorporated by reference to our Current Report on Form 8-K filed on December 21, 2015)
10.26	Convertible Note dated November 10, 2015 issued to Tangiers Investment Group, LLC (incorporated by reference to our Current Report on Form 8-K filed on November 24, 2015).
10.27	Commercial Joint Venture Agreement between PowerChina SPEM Company Limited and Pacific Green Technologies China Limited dated November 17, 2015 (incorporated by reference to our Current Report on Form 8-K filed on December 21, 2015).
10.28*	Lease Agreement dated August 4, 2016
10.29*	Marketing Agreement dated August 31, 2016
10.30*	Heads of Agreement dated August 31, 2016 with Union Maritime Limited and UML Westminster Limited
10.31*	Research and Development Agreement dated September 22, 2016 with Powerchina Spem Company Limited
10.32*	Products and Services Purchase Agreement dated October 20, 2016 with Powerchina Spem Company Limited
10.33*	Consulting Agreement dated November 19, 2016 with Powerchina Spem Company Limited
10.34*	Subscription Agreement dated November 23, 2016 with Twynam Agricultural Group Pty Limited
10.35*	Consulting Agreement dated December 5, 2016 with Trilogy Media Partners, Inc.
10.36*	Energy Management Lease dated December 16, 2016 with UML Westminster Limited and Union Maritime Limited
10.37*	Tooling Development Agreement dated January 1, 2017 with Powerchina Spem Company Limited
10.38*	Marketing and Sales Agreement dated January 1, 2017 with Powerchina Spem Company Limited
10.39*	Consulting Agreement dated February 1, 2017 with Trilogy Media Partners, Inc.
(14)	**Code of Ethics**
14.1	Code of Ethics and Business Conduct (incorporated by reference to our Annual Report on Form 10-K filed on July 15, 2014)

(21)	**Subsidiaries of the Registrant**
21.1	Pacific Green Technologies Limited, a United Kingdom corporation (wholly owned); Pacific Green Energy Parks Limited, a British Virgin Islands corporation (wholly owned); Energy Park Sutton Bridge, a United Kingdom corporation (wholly owned by Pacific Green Energy Parks Limited).
(31)	**Rule 13a-14 (d)/15d-14d) Certifications**
31.1*	Section 302 Certification by the Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer
(32)	**Section 1350 Certifications**
32.1*	Section 906 Certification by the Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer
(99)	**Additional Exhibits**
99.1	Peterborough Renewable Energy Limited Directors' Report and Financial Statements for the period ended December 31, 2012 (incorporated by reference to our Current Report on Form 8-K filed on December 12, 2013)
101*	**Interactive Data Files**
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

** Filed herewith.*

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PACIFIC GREEN TECHNOLOGIES INC.
(Registrant)

Dated: February 21, 2017 By: /s/ Neil Carmichael
Neil Carmichael
President, Secretary, Treasurer and Director
(Principal Executive Officer,
Principal Financial Officer and
Principal Accounting Officer)