



ENABLENCE TECHNOLOGIES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS ("MD&A")

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016

DATED: NOVEMBER 29, 2016

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following is a discussion and analysis of the financial condition of Enablence Technologies Inc. ("Enablence" or the "Company") at September 30, 2016 compared to June 30, 2016 and results of operations for the three months ended September 30, 2016 compared to the three months ended September 30, 2015.

This MD&A should be read in conjunction with our unaudited condensed consolidated financial statements and accompanying notes for the three months ended September 30, 2016 as well as our audited consolidated financial statements and accompanying notes for the three months ended June 30, 2016. References made herein to "Enablence", the "Company", "we" and "our" mean Enablence, its subsidiaries, collectively, unless the context indicates otherwise. All amounts (including numbers of common shares, options and warrants) included in the MD&A are in thousands, except per share amounts or as indicated otherwise. All financial amounts are in US\$, unless stated otherwise. Other continuous disclosure filings for the Company are available on [www.sedar.com](http://www.sedar.com)

While the financial statements have been prepared on the basis of accounting principles applicable to a going concern, several adverse conditions and events cast substantial doubt upon the validity of this assumption at this time. The Company's continued existence is dependent upon its ability to secure additional financing and to attain profitable operations. Management is active in addressing these issues although there is no assurance that they will be successful. If the going concern assumption were not appropriate for these financial statements, adjustments might be necessary in the carrying values of assets and liabilities and the balance sheet classifications.

The effective date of this MD&A is November 29, 2016.

### **FORWARD-LOOKING STATEMENTS**

This MD&A includes certain forward-looking statements that are based upon current expectations, which involve risks and uncertainties associated with our business and the environment in which the business operates. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements, including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend" and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts, but reflect management's current expectations regarding future results or events. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. The Company does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in the Company's expectations, except as prescribed by applicable securities laws.

Key assumptions made in preparing the forward-looking statements contained in this MD&A include, but are not limited to, the following:

- The Company will be able to raise sufficient financing to meet its financial obligations as they come due, and will be able to renegotiate certain financial obligations as they come due.
- The Company will continue to successfully reduce product costs to improve the Company's gross margin and/or avoid any margin erosion associated with competitive pricing pressure.
- Enablence will develop and deliver new products on time in order to satisfy the requirements of current and future customers and contribute to near-term profitability.

- Enablence will be able to attract and retain key people

## **SUBSEQUENT EVENTS**

Subsequent to September 30, 2016, the Company received short-term, non-interest bearing, unsecured bridge loans in the amount of CAD\$2,087.

During October 2016, 625 warrants were exercised for gross proceeds of CAD\$38.

## **OVERVIEW**

### ***ENABLENCE'S BUSINESS***

Enablence designs, manufactures and sells optical components and subsystems for all three segments of optical networks - access, metro and long-haul markets - to a global customer base. It utilizes its patented technologies, including planar lightwave circuit ("PLC") intellectual property, know-how and trade secrets in the production of an array of photonic components. The Company's product lines address: access - connecting homes and businesses to the network; metro - communication rings within large cities; and long-haul - linking cities, countries and continents. The Company offers leading expertise in transmission, switching & routing, wavelengths management, and signal performance management for networks ranging from 1.25 to 100 gigabits per second. The Company's current product line includes multiple wavelength channel transmission and receiving optical subassembly (TOSA/ROSA), and wavelength management products. The Company is expanding its TOSA/ROSA production capacity by collaborating with a manufacturing partner. Some new capacity has been put into use in the second half of calendar 2016 while more capacity is expected to be added in the first half of calendar 2017. The Company also earns revenues from engineering and design services, generally for products on the Company's roadmap and retains any IP developed under such contracts.

Enablence's PLC optical chip technology enables the integration of sub-components (such as waveguides, photodetectors, lasers and transimpedance amplifiers) onto one platform, which forms a photonic integrated circuit ("PIC") chip. The Company's core technology is portable to many markets that require filtering technology to separate and multiplex various optical signals. The chip-based integration capabilities of the Enablence platform technology makes it a solution for an array of applications including telecommunications, data centres and sensor systems, biomedical and aerospace applications and instrumentation.

The Company has a 49% ownership interest in a joint venture, Sunblence Technologies Co., ("Sunblence"), which is located in Foshan, China. Sunblence develops, manufactures and sells splitter chips, based primarily on Enablence's planar lightwave circuit ("PLC") technology, to the Chinese market. The balance of the 51% ownership interest is held by SUNSEA Telecommunications Co., Ltd., ("SUNSEA"). During the three months-ended June 30, 2014, the Company wrote off its investment in Sunblence due to the identification of certain impairment indicators at that time. There were no changes recorded in the current period.

## **RESULTS OF OPERATIONS**

### **Summary of Unaudited Quarterly Results**

The following table sets forth unaudited summary results of operations for the past eight quarters. The information for the fiscal period ended December 31, 2014 and subsequent quarters has been taken from our unaudited consolidated financial statements that, in management's opinion, have been prepared on a basis consistent with the unaudited consolidated financial statements for the fiscal period ended September 30, 2016.

All normal recurring adjustments necessary for a fair presentation of information presented, have been included in the amounts stated below to present fairly the unaudited quarterly results when read in conjunction with the above-noted consolidated financial statements.

	<u>31-Dec</u> <u>2014</u>	<u>31-Mar</u> <u>2015</u>	<u>30-Jun</u> <u>2015</u>	<u>30-Sep</u> <u>2015</u>	<u>31-Dec</u> <u>2015</u>	<u>31-Mar</u> <u>2016</u>	<u>30-Jun</u> <u>2016</u>	<u>30-Sep</u> <u>2016</u>
Revenue	\$ 299	\$ 428	\$ 231	\$ 205	\$ 194	\$ 544	\$ 680	\$ 548
Gross Margin	(789)	(998)	(1,916)	(692)	(665)	(247)	(720)	(175)
GM %	(263.9%)	(233.2%)	(829.4%)	(337.6%)	(342.8%)	(45.4%)	(105.9%)	(31.9%)
Expenses								
Research & development	823	716	762	656	710	1,177	1,227	1,134
Sales & marketing	104	53	32	1	-	1	9	6
General & administration	466	435	691	397	454	704	509	535
Stock-based compensation	160	129	(23)	40	39	71	112	84
Expenses	<u>1,553</u>	<u>1,333</u>	<u>1,462</u>	<u>1,094</u>	<u>1,203</u>	<u>1,953</u>	<u>1,857</u>	<u>1,759</u>
Operating loss	<u>(2,342)</u>	<u>(2,331)</u>	<u>(3,378)</u>	<u>(1,786)</u>	<u>(1,868)</u>	<u>(2,200)</u>	<u>(2,577)</u>	<u>(1,934)</u>
Other expense	(38)	(31)	(186)	(146)	(16)	(24)	(316)	(94)
Gain on settlement of debt	-	-	-	-	-	-	176	-
Loss on sale of equipment	-	-	-	-	-	(127)	-	-
Foreign exchange (loss) gain	(15)	(21)	(14)	(37)	3	17	8	(1)
Net loss	<u>(2,395)</u>	<u>(2,383)</u>	<u>(3,578)</u>	<u>(1,969)</u>	<u>(1,881)</u>	<u>(2,334)</u>	<u>(2,709)</u>	<u>(2,029)</u>
Weighted average shares outstanding	168,124	183,264	212,220	232,881	376,962	469,858	395,085	509,071
Basic and diluted income (loss) per share								
Continuing operations	(\$0.01)	(\$0.01)	(\$0.02)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)
Adjusted EBITDA <sup>(1)</sup>	(1,902)	(1,922)	(3,170)	(1,491)	(1,583)	(1,888)	(2,406)	(1,710)

(1) Adjusted EBITDA does not have a standardized meaning according to IFRS and is defined and reconciled to net income (loss) below.

## NON-GAAP FINANCIAL MEASURES

Management reports and analyzes its financial results and performance using a range of financial measures. Some of these measures, such as revenues, net income and cash flow from operating activities, are defined by IFRS. Other measures are not defined by IFRS.

One key non-IFRS measure used by management is "Adjusted EBITDA". The Company discloses Adjusted EBITDA as a supplemental non-GAAP financial performance measure because the Company believes it is a useful metric by which to compare the performance of our business from period to period. The Company understands that measures similar to Adjusted EBITDA are broadly used by analysts, rating agencies and investors in assessing our performance. Accordingly, we believe that the presentation of Adjusted EBITDA provides useful information to investors.

Adjusted EBITDA comprises: net income (loss) excluding the following: finance income and expense, income tax recovery and expense, depreciation, amortization, losses on write-off or sale of equipment, foreign exchange gains and losses in earnings, and stock-based compensation expense. Therefore, it may not be comparable to similar measurements presented by other companies. The reconciliation of Adjusted EBITDA with the IFRS measure of net income (loss) is as follows:

	<u>31-Dec</u> <u>2014</u>	<u>31-Mar</u> <u>2015</u>	<u>30-Jun</u> <u>2015</u>	<u>30-Sep</u> <u>2015</u>	<u>31-Dec</u> <u>2015</u>	<u>31-Mar</u> <u>2016</u>	<u>30-Jun</u> <u>2016</u>	<u>30-Sep</u> <u>2016</u>
Net loss for the period	(2,395)	(2,383)	(3,578)	(1,969)	(1,881)	(2,334)	(2,709)	(2,029)
Add (deduct):								
Net interest and other expense	38	31	186	146	16	24	316	94
Amortization	280	280	231	255	246	241	59	140
Gain on settlement of debt	-	-	-	-	-	-	(176)	-
Loss on sale of equipment	-	-	-	-	-	127	-	-
Foreign exchange (gain) loss	15	21	14	37	(3)	(17)	(8)	1
Stock-based compensation expense	160	129	(23)	40	39	71	112	84
"Adjusted EBITDA"	<u>(1,902)</u>	<u>(1,922)</u>	<u>(3,170)</u>	<u>(1,491)</u>	<u>(1,583)</u>	<u>(1,888)</u>	<u>(2,406)</u>	<u>(1,710)</u>

## SUMMARY OF RESULTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016 COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2015

The following table sets forth a summary of key earnings information from our consolidated financial statements for the three months ended September 30, 2016 and 2015.

	Three months ended			
	September 30, 2016	September 30, 2015	Increase (decrease)	
Revenues	\$ 548	\$ 205	\$ 343	167%
Cost of revenues	723	897	(174)	(19%)
Gross margin	(175)	(692)	517	(295%)
	(32%)	(338%)		
Operating expenses:				
Research and development	1,134	656	478	73%
Sales and marketing	6	1	5	500%
General and administrative	535	397	138	35%
Stock based compensation	84	40	44	110%
Total operating expenses	1,759	1,094	665	61%
Loss from operations	(1,934)	(1,786)	(148)	8%
Other income (expenses):				
Finance and other income	-	22	(22)	
Finance expense	(94)	(168)	74	(79%)
Foreign exchange (loss)gain	(1)	(37)	36	
Net loss	(2,029)	(1,969)	(60)	3%
Other comprehensive income (net of tax):				
Foreign currency translation gain	15	227	(212)	(1413%)
Comprehensive loss	\$ (2,014)	\$ (1,742)	\$ (272)	14%

Enableness converts foreign currency-denominated transactions related to the statement of comprehensive loss at the average exchange rates for the periods. As such, changes in the exchange rate between the United States dollar and the Canadian dollar can have an impact on the reported results for each fiscal period. The average exchange rate for the three months ended September 30, 2016 in terms of the Canadian dollar equivalent of US\$1 was CAD \$1.305 as compared to CAD \$1.309 for the same period of the prior year.

### REVENUES

Revenue for the three months ended September 30, 2016 was \$548 as compared to \$205 for the same period of the prior year. The increase in the current year is primarily related to the sale of the Company's new TOSA/ROSA products.

During the three months ended September 30, 2016, three customers accounted for 66% of the Company's total revenue (26%, 25%, and 15% individually). Three customers accounted for 73% (34%, 29% and 10% individually) of the Company's total revenue during the three months ended September 30, 2015.

The geographic split of revenue (based on ship-to location of the customer) is as follows:

	<b>Three months ended</b>	
	<b>September 30, 2016</b>	<b>September 30, 2015</b>
Americas	\$ 96	\$ 38
Asia Pacific	385	77
Europe, Middle East and Africa	67	90
	<b>\$ 548</b>	<b>\$ 205</b>

## **GROSS MARGIN**

The Company's cost of revenues is comprised of a number of elements, some of which vary directly with the level of revenues, such as material costs and the cost of products manufactured by third parties, and some of which do not vary significantly with the level of revenues, including many overhead costs such as compensation of operations staff, amortization and facilities costs.

Gross margin for the three months ended September 30, 2016 was (\$175) as compared to (\$692) for the same period of the prior year. This improvement in gross margin is due to an increase in revenues, partially offset by lower material and labour costs as a result of reduced sales from the low margin legacy products as well as lower amortization.

## **OPERATING EXPENSES**

**R&D** expenses for the three months ended September 30, 2016 was \$1,134 as compared to \$656 for the same period of the prior year, an increase of 73% or \$478. The current three months increase is due primarily to the \$450 of R&D development services provided by Irix, a related party, to assist in new product development, which commenced in January 2016, partially offset by a decrease in staff and related compensation costs.

**Sales & Marketing** expenses for the three months ended September 30, 2016 was \$6 as compared to \$1 for the same period of the prior year. There were minimal sales and marketing activities undertaken as the Company focused on improving production and yields of new products.

**General & Administration** expenses for the three months ended September 30, 2016 was \$535 as compared to \$397 for the same period of the prior year. The increase is primarily due to higher compensation costs.

**Stock-based compensation** for the three months ended September 30, 2016 was \$84 as compared to \$40 for the same period of the prior year for the prior three months. The higher expense in the current year is mainly related to expensing of options granted in February 2016.

## **FINANCE EXPENSE**

Interest and finance expense for the three months ended September 30, 2016 was \$94 as compared to \$168 for the same period of the prior year. The Company's interest expense is a function of the balance of debt, and applicable interest rates, and the average foreign exchange rate between the underlying currency of the debt security and the U.S. dollar.

Interest expense in the current period primarily relates to interest on long term loans. The prior periods balance included transaction fees associated with the acquisition of the secured bank

debt by the Consortium on August 21, 2015 (see below) and for initiating the loan facility with EDC.

The table below sets out the Notes Payable balances outstanding:

		<b>September 30, 2016</b>	June 30, 2016
Bridge Loan	(a)	11	11
Loan from Export Development Canada	(b)	<b>3,808</b>	1,698
		<b>\$ 3,819</b>	\$ 1,709
Less current portion		<b>250</b>	11
Long term portion		<b>\$ 3,569</b>	\$ 1,698

(a) During the quarter ended September 30, 2014, the Company received short-term, non-interest bearing, unsecured bridge loans (“Bridge Loan”) in the amount of CAD\$720 from certain related and unrelated parties of which CAD\$420 was provided by companies controlled by directors of the Company. The companies that provided the Bridge loan were issued 4,800 warrants exercisable at a price of \$0.15. These warrants expired on September 25, 2015. During the year ended June 30, 2016, CAD\$92 of the Bridge loan was converted to common shares on October 23, 2015 and, all amounts other than the remaining balance of \$11 (CAD\$14) outstanding at September 30, 2016, were repaid during the year ended June 30, 2016.

(b) On March 3, 2016, the Company closed a secured term loan facility with Export Development Canada (“EDC”) of up to CAD\$3 million. In August 2016, the loan facility was increased to CAD\$5 million. The loan facility is designed to finance up to 85% of the value of purchase orders from a major telecommunications equipment provider, ZTE Corporation, a strategic investor in the Company. The loan facility is available in the form of a term loan for a period of 18 months from the date of draw. Repayment of principal is to commence 18 months after the first draw on the loan. Principal then is to be repaid in 17 equal monthly instalments. Interest is payable monthly at the rate of prime plus 10% resulting in a rate of 12.7% at September 30, 2016 (June 30, 2016 -12.7%). The loan facility is secured against all of the assets of the Company and is guaranteed by the Company’s subsidiaries.

### **FOREIGN EXCHANGE GAIN (LOSS)**

Foreign exchange gains and losses include realized and unrealized gains and losses on foreign exchange, including those that arise as a result of converting assets and liabilities denominated in currencies other than the functional currency of the entity into the functional currency of the entity at the balance sheet date and realized gains or losses arising from the settlement of these balances during the period.

During the three months ended September 30, 2016 the Company recorded a foreign exchange loss of \$1 as compared to a loss of \$37 in the same period of the prior year.

### **INCOME TAXES**

There were no income taxes payable or recoverable in the current or prior three months.

## **NET LOSS**

The net loss from operations for the three months ended September 30, 2016 was \$2,029 and was consistent with the net loss of \$1,969 for the same period of the prior year. The significant improvement in gross profit was offset by increased R&D and G&A costs as the Company increased resources to accelerate the development of its new products.

## **FOREIGN CURRENCY TRANSLATION GAIN**

During the three months ended September 30, 2016 the Company recorded a foreign exchange translation gain of \$15 as compared to a gain of \$227 in the same period of the prior year. The gain in the prior year was due primarily to the impact of translating large balances of USD denominated debt held by the Canadian entity.

## **LOSS PER COMMON SHARE**

The table below presents the basic and diluted loss per common share for each of the comparative fiscal periods.

	<b>Three months ended</b>	
	<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>
Basic and diluted loss per common share:		
From continuing operations	\$(0.01)	\$(0.01)
Weighted Average Number of Common Shares	509,071	232,881

Due to a net loss from continuing operations, financial instruments, including warrants and options, are anti-dilutive.

## **OUTLOOK**

The Company's financial position continues to remain challenged. Raising additional financing and cash conservation measures and cost saving strategies continue to be considered. In the event the Company is unable to raise the additional financing, the Company will have to look at other alternatives including the possibility of ceasing operations. The Company also continues to be highly dependent on additional equity financing in the longer term, until revenues and gross margins increase to a point at which operations become profitable. There is no certainty that additional funding in the immediate or longer term will be secured.

As reported previously, in February 2016, the Company signed an updated Business Cooperation Agreement with a Strategic Investor in conjunction with the closing of equity financing of CAD\$4.6 million from the same investor. Products covered under the Agreement include advanced TOSA / ROSA products which are based on our unique hybrid integration technology. The volume requirements for products covered under this Agreement are expected to increase significantly during the next 12 months, and we are expected to meet certain milestones in connection with the Agreement. This is an important step for the Company on its roadmap to entering the high end TOSA/ROSA market which places significant reliance on our PLC integration platform and provides a growth engine for the Company in the foreseeable future.

TOSA/ROSA products currently shipping and under development using our proprietary PIC technology are expected to contribute positively to our financial status, assuming we are able to successfully ramp up capacity, increase production levels and reduce product unit costs. In this regard, the Company recently entered into an agreement with a large, well-established manufacturing partner, in order to work with them to fulfill these production objectives. Our ability to quickly ramp up the existing TOSA/ROSA production capacity is our top priority in both meeting our Strategic Investor's supply requirement and achieving financial success in the new emerging datacenter market.

Assuming the immediate financing requirements are achieved, we expect that during the next few quarters, our financial status will be impacted by a number of factors: 1) The pursuit of additional equity financing from potential investors. The timing and amount of funding from our investors will impact the timing of the ramp-up of our production capacity and our product delivery, which is currently constrained by limited financial resources. 2) The success of continuing with cost efficiencies and production improvement initiatives. We aim to further reduce costs and expect that our profitability on TOSA/ROSA products will improve significantly as a result of product development and capacity expansion. 3) The adjustment of the existing product portfolio. To minimize cash consumption and focus our limited resources on the demands of the fast growing TOSA/ROSA market, we will continue to phase-out low volume/low margin products. Such initiatives will continue to have a negative impact on our revenue in the short term, as we transition to and ramp up our TOSA/ROSA product volume over the next several quarters.

## LIQUIDITY

The Company's objectives when managing its liquidity and capital structure are to generate sufficient cash to fund the Company's operating, debt service and organic growth requirements. During the three months ended September 30, 2016, Enableness was successful in increasing the EDC loan facility designed to finance customer purchase orders from \$3 million to \$5 million. Further financing details are also within the Subsequent Events section above.

Enableness has not generated positive cash flow from operations since its inception, and has relied on cash from the issuance of shares and debt to fund its operations. The table below sets out the cash, cash equivalents, and working capital at September 30, 2016 and June 30, 2016.

	<b>September 30, 2016</b>	<b>June 30, 2016</b>
Cash and Cash Equivalents	\$ 364	\$ 650
Restricted cash	<u>4</u>	<u>4</u>
	<u><b>368</b></u>	<u><b>654</b></u>
Working Capital deficiency	<b>(2,226)</b>	(1,950)

The working capital deficiency from operations at September 30, 2016 was \$2,226 as compared to a working capital deficiency of \$1,950 at June 30, 2016. The increase in deficiency is primarily due to a portion of the long-term loans becoming due and payable within the next 12 months.

The chart below highlights the Company's cash flows during the three months ended September 30, 2016 and 2015.

	<b>Three months ended</b>	
	<b>September 30</b>	
	<b>2016</b>	<b>2015</b>
<b>Cash used in Operating activities</b>	<b>(2,054)</b>	<b>(1,731)</b>
<b>Investing activities</b>		
Purchase of property, plant and equipment	(363)	(31)
	<b>(363)</b>	<b>(31)</b>
<b>Financing activities</b>		
Advances from long-term loans	2,109	-
Proceeds from exercise of warrants	6	-
Repayment of bank loans	-	(1,347)
Repayment of operating line of credit	-	(465)
Advances from lending Consortium	-	1,649
Advances from bridge and short-term loans	-	656
Subscriptions received in advance of financing clo	-	610
Net proceeds from issuance of units	-	1,036
	<b>2,115</b>	<b>2,139</b>
Effect of foreign currency translation	16	184
Net change in cash and cash equivalents	<b>(286)</b>	<b>561</b>

At September 30, 2016, the Company had cash available of \$364 (not including \$4 of restricted cash). The Company consumed \$2,054 in operating activities for the three months ended September 30, 2016 due mainly to the low revenue level and losses from operations. The Company has sustained significant losses since its inception, and expects to incur losses in its next few quarters. The Company's ability to reach profitability is dependent on successful introduction of new products, improved margins, revenue growth and additional financing. There can be no assurance that Enablence will gain adequate market acceptance for its new products or be able to generate sufficient gross margins to reach profitability.

### Equity Financing

The authorized share capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series. At September 30, 2016, there are 509,175 common shares and no preferred shares outstanding.

During the three months ended September 30, 2016, 125 warrants were exercised for gross proceeds of \$6.

On February 2, 2016, the Company completed a non-brokered private placement with ZTE Corporation ("Strategic Investor") for 77,000 common shares at a price of CDN\$0.06 per share amounting to gross proceeds of \$3,280 (CDN\$4,620). The securities are subject to a four month hold period which expires on June 3, 2016. As a result of the closing, the Strategic Investor held approximately 19% of the issued and outstanding shares of the Company. As part of the financing, (i) the Strategic Investor entered into a voting agreement with certain shareholders of the Company to vote in favour of one nominee of the Strategic Investor to the Board of Directors of the Company, (ii) the Strategic Investor will have a right of participation to maintain its

percentage of shareholdings in the Company in future issuances of securities by the Company, and (iii) the Company has put in place a Product Roadmap Development Committee which will make recommendations to the Board of Directors on future product development (iv) an updated version of the Business Cooperation Agreement from December 2014 was signed by the Company and the Strategic Investor.

On November 12, 2015, the Company announced a non-brokered private placement for up to CAD\$2,000 at a price of CAD\$0.0525 per unit. Each unit was comprised of one common share and one half of one common share purchase warrant. Each full warrant is exercisable for a period of eighteen months at an exercise price of \$0.07 per warrant. The financing was completed in two parts. The first part closed on November 24, 2015 for gross proceeds of \$1,455 (CAD\$1,936) from the issuance of 36,880 shares and 18,440 warrants. The shares and warrants are subject to a four month hold period expiring on March 25, 2016. The remainder of the financing closed on December 7, 2015 for gross proceeds of \$48 (CAD\$64) from the issuance of 1,215 shares and 608 warrants. The shares and warrants were subject to a four month hold period which expired on April 5, 2016.

On September 15, 2015, the Company announced a proposed conversion of up to CAD\$3,000 of existing debt arrangements into units at a price of \$0.0525 per unit, with each unit comprised of one common share and one half warrant. Each full warrant was exercisable for a period of 18 months at an exercise price of \$0.07 per warrant. Additionally, the Company proposed to convert up to CAD\$1,000 of existing debt arrangements, with certain insiders of the Company, for shares at a price of \$0.0525 per share. Such Insiders would not receive warrants as part of this conversion. The proposed conversion was completed on October 23, 2015 with the conversion of \$2,810 of debt and the issuance of 70,528 shares and 25,740 warrants. The securities are subject to a four month hold period which expired on February 24, 2016. During the three months ended June 30, 2016, 3,214 of the warrants issued on conversion were exercised resulting in cash proceeds of \$173 (CDN\$225).

On August 21, 2015 the Company announced an overall financing and debt conversion package (the "Financing") of up to CAD\$10,000. The Financing includes three components, the first of which is a non-brokered private placement financing (the "Equity Financing") for a minimum of CAD\$4,000 at a price of \$0.05 CAD per unit ("Unit), which was completed on October 5, 2015 (see details below). The second component of the Financing, which is conditional, is the provision of a loan facility for up to CAD\$3,000 (the "Loan Facility") by a senior, investment grade lender. Enablence has received a "Non-Binding Indication" letter from the prospective lender. The Loan Facility is subject to a number of closing conditions including the completion of the Equity Financing for a minimum CAD\$4,000 which occurred on October 5, 2015 (see details below). The Loan Facility is designed to finance purchase orders from ZTE Corporation to Enablence and is to be in the form of a term loan with principal repayment commencing 18 months after funds are drawn. The Loan Facility would be secured against the assets of the Company with first ranking priority. The third component is, as part of the Financing, that certain existing non-secured debt arrangements (not to exceed CAD \$3,000), may be required to be converted into equity.

In order to meet a condition of the new senior, secured lender, Enablence used proceeds from the Financing to repay its existing senior secured debt. This existing secured bank debt was acquired by a lending group ("Consortium") in Canada in August 2015, secured against the assets of the Company in Canada and the United States, to replace the existing secured facility with a bank in the United States.

The total amount owing to the Consortium at August 21, 2015, as a result of its acquisition of the Company's bank debt, was \$1,638. This is comprised of the bank debt outstanding just prior to August 21, 2015 of \$1,468, plus additional fees and legal costs of \$170 associated with the transaction. Interest on the Consortium debt accrues at the same rate as previously on the

bank debt, which is prime rate as published in the Wall Street Journal plus 3.25%. The Consortium debt includes \$209 invested by a related party and a company controlled by one of the directors of Enablene, De Jong & Co. The final portion of the Consortium debt was fully repaid in February 2016.

The CAD\$4,000 Equity Financing was completed in three tranches: The first tranche of the financing closed on September 14, 2015 for \$159 (CAD\$210) with the sale of 4,200 units resulting in the issuance of 4,200 shares and 2,100 warrants. The second tranche of the financing closed on September 18, 2015 for \$465 (CAD\$615) with the sale of 12,300 units resulting in the issuance of 12,300 shares and 6,150 warrants. The third and final tranche closed on October 5, 2015 for \$2,407 (CAD\$3,175) with the sale of 63,500 units resulting in the issuance of 63,500 shares and 31,750 warrants. The shares and warrants were subject to a four-month holding period. During the three months ended June 30, 2016, 200 warrants were exercised resulting in cash proceeds of \$9 (CDN\$12).

## CAPITAL RESOURCES

Enablene finances its operations through the issuance of common shares and debt. The Company may also receive cash proceeds on the issue of additional common shares on the exercise of options and warrants depending in part on the market price for its shares.

The Company periodically evaluates the opportunity to raise additional funds through either the public or private placement of equity capital to strengthen its financial position and to provide sufficient cash reserves to protect itself from the effects of the volatile economic conditions that are difficult to predict.

See the Liquidity and Subsequent Events sections above for details on financings completed during the three months ended September 30, 2016 and for loans secured during and subsequent to the period. The continued equity funding will help to position Enablene to address the increased demand it is experiencing in its 100G/s components business and to focus on its customer needs and future growth opportunities.

Enablene is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares. There are 509,800 common shares issued and outstanding as of November 29, 2016 and no preferred shares issued and outstanding. The common shares of Enablene trade on the TSX Venture Exchange under the symbol "ENA" or "ENA.V".

## OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

The table below presents the Company's contractual obligations from continuing operations (note that amounts do not include future interest costs).

	to September 30, 2017	to September 30, 2018	to September 30, 2019	Total
Accounts payable and accrued liabilities	\$ 3,033	\$ -	\$ -	\$ 3,033
Loans payable	239	2,677	892	3,808
Bridge and other short-term loans payable	11			11
Total	\$ 3,283	\$ 2,677	\$ 892	\$ 6,852

The Company is required to comply with certain obligations with respect to the loan payable to Export Development Canada which is secured against the assets of the Company (see Finance Expense section above and the references to notes payable).

The Company is exposed to currency risk as certain transactions are denominated in Canadian dollars. Management is evaluating foreign exchange risk management strategies, however, the Company has not entered into forward, swap or option contracts to manage its exposures to fluctuations in foreign exchange rates.

Enableness has not entered into any other material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, or derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

## **TRANSACTIONS WITH RELATED PARTIES**

At September 30, 2016 ZTE Corporation, ("ZTE"), a strategic investor held 18.66% of the issued and outstanding shares of the Company. During the three months ended September 30, 2016, the Company recorded sales with ZTE of \$81. At September 30, 2016, the Company had an accounts receivable balance from ZTE of \$234 (June 30, 2016 - \$153). In addition, at September 30, 2016, included in deferred revenue is a balance of \$693 related to pre-payments received from ZTE in previous periods for the fulfilment of certain purchase orders (June 30, 2016 - \$693).

As at September 30, 2016, Irix Holding Ltd. ("Irix"), owned 39,408 Enableness common shares, which represents approximately 7.7% of the issued and outstanding common shares of the Company. In January 2016 the Company entered into a one year R&D Services Agreement (the "Service Agreement") with Suzhou Irix Ltd. and Irix Photonics Inc. ("Irix Photonics"). Irix Photonics was created to carry out the operations of Irix and is a company controlled by the CEO and Chief Financial Officer ("CFO") of Enableness. Pursuant to the Service Agreement, for R&D services provided by Irix Photonics for the development of a new product and assistance in ramping up its volume production, Enableness will pay Irix Photonics \$150/month ("Service Fees") over a twelve month term. In addition, if certain agreed upon volume production milestones are met during the twelve month period, Irix Photonics may be eligible for the payment of a success fee ("Success Fee"). The Success Fee amounts to \$2 million less any Service Fees previously paid. The Company will retain ownership of all Intellectual Property associated with the products under the agreement. During the three months ended, September 30 2016, the Company paid Irix Photonics \$450 of service fees, pursuant to this agreement.

During the year ended June 30, 2015, the Company entered into a Strategic Partnership agreement with Irix and Suzhou Irix Ltd., whereby, all parties work together on product development. During the three months ended September 30, 2016 Irix Photonics charged \$9 for travel expenses incurred in the provision of product development services by its engineers (2015 -\$24). These travel expenses were paid prior to the end of the quarter on September 30, 2016.

During the three months ended September 30, 2016, the Company recorded consulting fee expenses for Todd Zhang of \$30. During the quarter ended September 30, 2015 consulting fee of \$29 was recorded for both Todd Zhang and Evan Chen. These amounts are payable to Irix. At September 30, 2016, the total amount owing to Irix related to consulting fee expense is \$342 (June 30, 2016 - \$312).

Paradigm Capital Partners Limited ("PCPL") is a shareholder of Enableness and is a company controlled by close family members of a director of Enableness. Subsequent to the end of the quarter, the Company received CAD\$1,662 in short-term, non-interest bearing, unsecured bridge loans from an individual related to PCPL.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. During the three months ended September 30, 2016 the Company did not enter into any material transactions with related parties outside of those noted elsewhere in the MD&A.

## **RISKS AND UNCERTAINTIES**

The Company operates in a dynamic, rapidly changing environment that involves risks and uncertainties, and as a result, management expectations may not be realized for a number of reasons. An investment in Enablene common shares is speculative and involves a high degree of risk and uncertainty. The Company is highly dependent on additional financing to continue operations and there is no certainty that it will be able to obtain such financing. The current global economic crises pose additional risks and uncertainties which may materially affect management's expectations.

Any investor should also consider carefully these risks and the risks and uncertainties that are detailed in our Annual MD&A filed October 28, 2016 and available at [www.sedar.com](http://www.sedar.com).

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses and the related disclosures of contingent assets and liabilities.

Significant estimates in the accompanying financial statements relate to the impairment of property, plant and equipment, valuation of debt and equity instruments, inventory provisions and certain accruals and provisions. Actual results could differ from these estimates.

Significant judgements in the accompanying financial statements relate to inventory cost capitalization, the functional currency determinations and recognition of deferred tax assets.

## **RESTATEMENT OF AMORTIZATION IN PRIOR PERIODS**

During 2016, the Company determined that certain errors had accumulated in its calculations of amortization for prior periods. These errors resulted in amortization being understated for prior periods. As a result the Company has restated its amortization for previous periods as follows:

<b>Impact on equity (increase (decrease) in equity)</b>	<b>July 1, 2014</b>
	\$
Property, plant and equipment	(146)
Total assets	(146)
Net impact on equity	(146)

## **CHANGES IN ACCOUNTING POLICIES**

The following is a list of standards and amendments that have been issued but are not yet effective and have not yet been adopted by the Company:

IFRS 9 - Financial instruments

IFRS 9, "Financial instruments", (IFRS 9) was issued by the IASB on July 24, 2014 and will replace IAS 39, "Financial instruments: recognition and measurement" (IAS 39). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Final amendments released on July 24, 2014 also introduce a new expected loss impairment model and limited changes to the classification and measurement requirements for financial assets. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of this standard and amendments on its consolidated financial statements.

#### IFRS 15 - Revenue from Contracts with Customers

IFRS 15, "Revenue from Contracts with Customers", (IFRS 15) was issued by the IASB on May 28, 2014, and will replace IAS 18, "Revenue", IAS 11, "Construction contracts", and related interpretations on revenue. IFRS 15 sets out the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 uses a control based approach to recognize revenue which is a change from the risk and reward approach under the current standard. Companies can elect to use either a full or modified retrospective approach when adopting this standard. It is effective for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of IFRS 15 on its consolidated financial statements.

### **FINANCIAL AND OTHER INSTRUMENTS**

Enablence's financial instruments consist of cash and cash equivalents, accounts receivable, restricted cash, accounts payable and accrued liabilities, and notes payable. Unless otherwise noted, it is the opinion of Enablence's management that Enablence is not exposed to significant interest, currency or credit risk arising from these financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation.

### **ADDITIONAL INFORMATION**

Additional information related to the Company can be found on SEDAR at: [www.sedar.com](http://www.sedar.com).