

NOTE TO READER

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations*, part 4, subsection 4.3(3)(a) released by the Canadian Securities Administrators, Questor Technology Inc. discloses that the Company's independent auditor has not reviewed the unaudited condensed consolidated financial statements for the three-month periods ended March 31, 2017 and 2016.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Stated in Canadian dollars

	Notes	<i>Unaudited</i> March 31 2017	<i>Audited</i> December 31 2016
ASSETS			
Current assets			
Cash	3	\$5,518,835	\$6,733,897
Trade and other receivables		1,690,327	1,055,393
Inventories		552,873	689,083
Prepaid expenses and deposits		549,001	541,530
Current tax assets		139,355	155,736
Total current assets		8,450,391	9,175,639
Non-current assets			
Property and equipment	4, 14	5,575,411	4,593,863
Intangible assets	5	1,792,505	1,793,410
Deferred tax assets		-	96,236
Goodwill		687,398	687,398
Total non-current assets		8,055,314	7,170,907
Total assets		\$16,505,705	\$16,346,546
LIABILITIES AND EQUITY			
Current liabilities			
Trade payables, accrued liabilities and provisions		\$880,319	\$1,029,201
Deferred revenue and deposits		284,877	534,034
Current portion of lease inducement		4,336	17,336
Total current liabilities		1,169,532	1,580,571
Non-current liabilities			
Deferred tax liabilities		112,055	-
Total non-current liabilities		112,055	-
Total liabilities		1,281,587	1,580,571
Capital and reserves			
Issued capital	6	6,256,990	6,256,990
Reserves		1,202,537	1,163,705
Retained earnings		7,694,403	7,278,233
Cumulative translation adjustment		70,188	67,047
Total equity		15,224,118	14,765,975
Total liabilities and equity		\$16,505,705	\$16,346,546

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

*Stated in Canadian dollars
Unaudited*

For the three months ended March 31	Notes	2017	2016
Revenue	11	\$3,023,279	\$2,223,799
Cost of sales		1,562,297	1,309,921
Gross profit		1,460,982	913,878
Administration expenses		803,633	757,031
Depreciation of administrative assets	4	10,267	10,504
Amortization of intangible assets	5	905	905
Net foreign exchange losses		13,824	160,856
Other income	11	(5,099)	(16,708)
Profit before tax		637,452	1,290
Income tax expense (recovery)		221,282	(2,869)
Profit for the period		\$416,170	\$4,159
Other comprehensive income, net of income tax			
Exchange differences on translating foreign operations		3,141	13,737
Total comprehensive income		\$419,311	\$17,896
Earnings per share	13		
Basic		\$0.02	\$0.00
Diluted		\$0.02	\$0.00

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

*Stated in Canadian dollars
Unaudited*

	Issued capital	Reserves	Retained earnings	Cumulative Translation Adjustment	Total equity
Balance at December 31, 2015	\$6,031,141	\$1,108,074	\$7,722,999	\$7,031	\$14,869,245
Loss for the year	-	-	(444,766)	-	(444,766)
Share-based payments	-	148,454	-	-	148,454
Stock options exercised	225,849	(92,823)	-	-	133,026
Translation of foreign operations	-	-	-	60,016	60,016
Balance at December 31, 2016	\$6,256,990	\$1,163,705	\$7,278,233	\$67,047	\$14,765,975
Profit for the period	-	-	416,170	-	416,170
Share-based payments	-	38,832	-	-	38,832
Stock options exercised	-	-	-	-	-
Translation of foreign operations	-	-	-	3,141	3,141
Balance at March 31, 2017	\$6,256,990	\$1,202,537	\$7,694,403	\$70,188	\$15,224,118

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

*Stated in Canadian dollars
Unaudited*

For the three months ended March 31	Notes	2017	2016
Cash flows from (used in) operating activities			
Profit for the period		\$416,170	\$4,159
Adjustments for:			
Income tax expense		221,282	(2,869)
Depreciation of property and equipment	4	175,028	135,194
Amortization of intangible assets	5	905	905
Share-based payments	7	38,832	55,842
Movements in non-cash working capital	15	(896,410)	1,383,403
Income taxes (paid)		-	(267,571)
Net cash generated from (used in) operating activities		(44,193)	1,309,063
Cash used in investing activities			
Payments for property and equipment		(1,156,586)	(183,693)
Net cash used in investing activities		(1,156,586)	(183,693)
Cash from financing activities			
Net cash from financing activities		-	-
Net increase (decrease) in cash		(1,200,779)	1,125,369
Cash at beginning of the period		6,733,897	5,127,371
Effects of exchange rate changes on the balance of cash held in foreign currencies		(14,283)	(123,885)
Cash at end of the period		\$5,518,835	\$6,128,855

The accompanying notes are an integral part of these unaudited consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2017

*Stated in Canadian dollars unless otherwise specified
Unaudited*

1. DESCRIPTION OF BUSINESS

Questor Technology Inc. ("Questor" or the "Company") is incorporated in Canada under the Business Companies Act (*Alberta*). Questor is a public, international environmental Cleantech company founded in 1994 and headquartered in Calgary, Alberta, with field offices located in; Grande Prairie, Alberta; Brighton, Colorado; and Brooksville, Florida. The Company is active in Canada, the United States, Europe and Asia and is focused on clean air technologies that safely and cost effectively improves air quality, support energy efficiency and greenhouse gas emission reductions. Questor designs, manufactures and services high efficiency waste gas combustion systems; as well as, power generation systems and water treatment solutions utilizing waste heat. The Company's proprietary incinerator technology is utilized worldwide in the effective management of Methane, Hydrogen Sulphide gas, Volatile Organic Hydrocarbons, Hazardous Air Pollutants and BTEX gases ensuring sustainable development, community acceptance and regulatory compliance. Questor and its subsidiary, ClearPower Systems are providing solutions for landfill biogas, syngas, waste engine exhaust, geothermal and solar, cement plant waste heat in addition to a wide variety of oil and gas projects in Canada, throughout the United States, the Caribbean, Western Europe, Russia, Thailand, Indonesia and China.

The Company's common shares are traded on the TSX Venture Exchange under the symbol "QST".

The address of the Company's corporate and registered office is 1121, 940 – 6th Avenue S.W., Calgary, Alberta, Canada, T2P 3T1.

2. SIGNIFICANT ACCOUNTING POLICIES

These consolidated interim financial statements follow the same accounting policies and methods of application as the most recent annual financial statements.

For purposes of calculating income tax expense during interim periods, the Company utilizes estimated annualized income tax rates. Current income tax expense is only recognized when taxable income is such that current income taxes becomes payable.

3. CASH

Certain cash balances are held in foreign currencies of which the Canadian dollar equivalent is as follows:

As at	March 31, 2017	December 31, 2016
Canadian dollars	\$2,919,426	\$3,010,837
United States dollars	2,587,500	3,711,809
Other non-Canadian currencies	11,909	11,251
	\$5,518,835	\$6,733,897

4. PROPERTY AND EQUIPMENT

Cost	Rental incinerators and trailers	Light vehicles, tools & equipment	Waste heat to power generator	Office equipment & leasehold improvements	Total
Balance at December 31, 2015	\$4,677,958	\$597,938	\$159,268	\$329,001	\$5,764,165
Additions	-	164,524	-	\$11,475	175,999
Transfer from working in progress	1,278,197	-	-	-	1,278,197
Disposal	(104,310)	-	-	-	(104,310)
Balance at December 31, 2016	\$5,851,845	\$762,462	\$159,268	\$340,476	\$7,114,051
Additions	-	-	-	4,365	4,365
Transfers from work in progress	1,152,221	-	-	-	1,152,221
Balance at March 31, 2017	\$7,004,066	\$762,462	\$159,268	\$344,841	\$8,270,637
Accumulated depreciation					
Balance at December 31, 2015	\$1,442,193	\$251,972	\$-	\$229,259	\$1,923,424
Depreciation charges included in:					
Cost of sales	472,827	89,926	-	1,807	564,560
Disposal	(10,124)	-	-	-	(10,124)
Depreciation expense	-	-	-	42,338	42,338
Balance at December 31, 2016	\$1,904,896	\$341,898	\$-	\$273,404	\$2,520,198
Depreciation charges included in:					
Cost of sales	143,936	9,833	-	10,992	164,761
Depreciation expense	-	-	-	10,267	10,267
Balance at March 31, 2017	\$2,048,832	\$351,731	\$-	\$294,663	\$2,695,226
Carrying amounts					
At December 31, 2016	\$3,946,949	\$420,564	\$159,268	\$67,072	\$4,593,853
At March 31, 2017	\$4,955,234	\$410,731	\$159,268	\$50,178	\$5,575,411

5. INTANGIBLE ASSETS

Cost	Development Costs & drawings	Patents	Total
Balance at December 31, 2016	\$2,074,791	\$15,225	\$2,090,016
Additions	-	-	-
Balance at March 31, 2017	\$2,074,791	\$15,225	\$2,090,016
Accumulated Amortization			
Balance at December 31, 2016	\$284,832	\$11,774	\$296,606
Amortization expense	600	305	905
Balance at March 31, 2017	\$285,432	\$12,078	\$297,511
Carrying Amounts			
At December 31, 2016	1,789,959	3,451	1,793,410
At March 31, 2017	\$1,789,359	\$3,147	\$1,792,505

The Company has not amortized any of the waste heat to power development expenses as the technology has not reach the commercialization stage.

6. ISSUED CAPITAL

Authorized

The Company is authorized to issue an unlimited number of common shares without nominal or par value.

Shares issued and outstanding

Shares issued and outstanding	Number of shares	Share capital
Shares issued and outstanding January 1, 2016	25,964,870	\$6,031,141
Issue of ordinary shares under employee share option plan	480,000	225,849
Shares issued and outstanding, December 31, 2016	26,444,870	6,256,990
Issue of ordinary shares under employee share option plan	-	-
Shares issued and outstanding, March 31, 2017	26,444,870	\$6,256,990

Share options granted under the Company's employee share option plan

The Company's did not grant employee share options during the period ended March 31, 2017.

Share-based payments for the three months ended March 31, 2017 were \$38,832 (2016 - \$55,842).

7. SHARE-BASED PAYMENTS

The Board of Directors has adopted and approved a share option plan for the directors, officers, consultants and key employees and affiliates of the Company. The share option plan was approved by the shareholders of the Company on June 15, 2001 and as amended on September 15, 2016.

Each share option converts into one common share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

The Board of Directors grants share options from time to time based on its assessment of the appropriateness of doing so in light of the long-term strategic objectives of the Company, its current stage of development, the need to retain or attract particular key personnel, the number of share options already outstanding and overall market conditions.

The share options outstanding and exercisable at March 31, 2017 are as follows:

	Number	Exercise price ⁽¹⁾
Balance at beginning of the year	1,145,500	\$1.16
Granted	-	-
At March 31, 2017	1,145,500	\$1.16
Exercisable at March 31, 2017	209,000	\$2.01

(1) *Weighted average.*

The following share-based payment arrangements were in existence at March 31, 2017:

At March 31, 2017

Number outstanding	Grant date	Expiry date	Remaining contractual life	Exercise price	Fair value at grant date	Number exercisable
12,500	25-Apr-12	25-Apr-17	0.6	0.28	0.20	12,500
273,000	15-Apr-14	15-Apr-19	2.04	2.48	1.76	136,500
20,000	09-Jun-14	09-Jun-19	2.19	3.99	2.78	10,000
200,000	20-Jan-16	20-Jan-21	3.8	0.77	0.56	50,000
640,000	7-Dec-16	7-Dec-21	4.69	0.65	0.44	-
1,145,500			3.81 ⁽¹⁾	\$ 1.16 ⁽²⁾		209,000

At December 31, 2016

Number outstanding	Grant date	Expiry date	Remaining contractual life	Exercise price	Fair value at grant date	Number exercisable
12,500	25-Apr-12	25-Apr-17	0.32	0.28	0.20	12,500
273,000	15-Apr-14	15-Apr-19	2.29	2.48	1.76	136,500
20,000	09-Jun-14	09-Jun-19	2.44	3.99	2.78	10,000
200,000	20-Jan-16	20-Jan-21	4.06	0.77	0.56	-
640,000	7-Dec-16	7-Dec-21	4.94	0.65	0.44	-
1,145,500			4.06 ⁽¹⁾	\$ 1.16 ⁽²⁾		159,000

⁽¹⁾ *Weighted average number of years.*

⁽²⁾ *Weighted average.*

8. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to:

- Deploy capital to provide an appropriate return on investment to its shareholders;
- Maintain financial flexibility in order to preserve the Company's ability to meet financial obligations; and
- Maintain a capital structure that provides financial flexibility to execute on strategic opportunities.

The Company's strategy is formulated to maintain a flexible capital structure consistent with the objectives as stated above and to respond to changes in economic conditions and the risk characteristics of the underlying assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather promotes year-over-year sustainable profitable growth. The Company is not subject to any externally imposed capital requirements other than the financial tests and covenants associated with its credit facilities as described in note 9. At March 31, 2017, Questor was in compliance with these covenants.

The Company's capital structure consists of equity and cash. In order to maintain or alter the capital structure, the Company may adjust capital spending, refinance existing credit facilities, raise new debt and issue common shares. It is expected, however, that Questor's funds generated from operations and cash amounts will provide sufficient capital resources and liquidity to fund existing operations in 2017 and anticipated capital expenditures.

A key measure the Company utilizes in evaluating its capital structure is the ratio of debt-to-total capitalization. Debt-to-total capitalization is calculated as debt divided by total capitalization. Debt is defined as total short- and long-term borrowings unadjusted for cash balances. Equity is defined as capital and reserves attributable to equity holders. Total capitalization is defined as the sum of debt unadjusted for cash balances and the book value of equity.

The debt-to-total capitalization ratio was as follows:

As at March 31, 2017	
Short-term borrowings	\$ -
Long-term borrowings	-
Debt	-
Equity	15,224,118
Total capitalization	\$15,224,118
Debt-to-total capitalization ratio	0.00%

9. SHORT-TERM BORROWINGS

The Company has available a revolving demand operating loan to a maximum of \$560,000, the availability of which is subject to specified margin requirements. The revolving demand operating loan bears interest at bank prime plus 1 percent per annum. The Company has provided a general security agreement and an assignment of insurance proceeds as security. Up to \$100,000 of this loan is available to secure the issue of letters of credit and/or letters of guarantee for suppliers. At December 31, 2016 and 2015, the Company had no outstanding amount of letters of guarantee on this facility.

The Company has a demand revolving foreign exchange facility established to a maximum of USD 250,000 (2015- USD \$630,000) to purchase foreign forward exchange contracts in order to hedge against currency fluctuations. This facility is secured by a general security agreement and an assignment of insurance proceeds. The availability of this facility is also subject to the Company meeting certain financial covenants. No amounts have been drawn on this facility to date.

None of the borrowing facilities are subject to standby fees and there is no specified facility expiration or renewal date.

All of the borrowing facilities have financial tests and other covenants customary for these types of facilities. At the end of each fiscal quarter the Company's debt-to-tangible-net-worth must be less than 2.5 and the Company's working capital ratio must be greater than 1.25. At the end of each fiscal year, Questor's debt service coverage ratio must be in excess of 1.25. The Company was in compliance with all debt covenants at March 31, 2017

10. FINANCIAL INSTRUMENTS

The Company's financial instruments consist, from time to time, of cash and cash equivalents, short-term investments, trade and other receivables, short-term and long-term borrowings and trade payables, accrued liabilities and provisions. The carrying amounts of the current financial assets and current financial liabilities recognized in the Company's consolidated financial statements at the end of each reporting period approximate their fair value due to their short period to maturity. At March 31, 2017, there were no investments, short-term or long-term borrowings outstanding. The Company did not hold or issue any derivative financial instruments during the period.

11. REVENUE AND OTHER INCOME

The following is an analysis of Questor's revenue:

For the three months ended March 31	2017	2016
Equipment Sales	\$1,227,800	\$1,428,418
Equipment Rentals	1,507,377	650,091
Services & Repair	288,102	145,290
	\$3,023,279	\$2,223,799

The following is an analysis of Questor's other income:

For the three months ended March 31	2017	2016
Government assistance	\$-	\$9,166
Net interest income	5,099	7,344
Other	-	198
	\$5,099	\$16,708

12. INFORMATION ABOUT MAJOR CUSTOMERS

Revenue from the top ten customers represents 93 percent of the Company's revenue for the three months ended March 31, 2017 (2016 - 98 percent). Revenue from the largest customer represented 45 percent of the Company's revenue in first quarter 2017 (2016 - 26 percent). Three customers represented 10 percent or more of Questor's revenues in the three month period ended March 31, 2017 (2016 – four customers).

13. EARNINGS PER SHARE

Basic earnings per share

For the three months ended March 31	2017	2016
Profit for the period attributable to ordinary equity holders	\$419,311	\$4,159
Weighted average number of ordinary shares for the purposes of basic earnings per share	26,444,870	25,964,870
Basic earnings per share	\$0.02	\$0.00

Diluted earnings per share

For the three months ended March 31	2017	2016
Profit for the period attributable to ordinary equity holders	\$419,311	\$4,159
Weighted average number of ordinary shares for the purposes of diluted earnings per share	27,027,380	26,474,401
Diluted earnings per share	\$0.02	\$0.00

The weighted average number of ordinary shares for the purposes of diluted earnings per share reconciles to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

For the three months ended March 31	2017	2016
Weighted average number of ordinary shares for the purposes of basic earnings per share	26,444,870	25,964,870
Shares deemed to be issued for no consideration in respect of employee options	582,510	509,531
Weighted average number of ordinary shares for the purposes of diluted earnings per share	27,027,380	26,474,401

14. SEGMENTED INFORMATION

The Company reports its financial results as one reportable segment.

The following table provides information regarding revenue on a geographic basis as determined by the location of the customer or third party.

Revenue

For the three months ended March 31	2017	2016
Canada	\$293,682	\$1,791,769
United States	2,224,943	432,030
International	504,654	-
	\$3,023,279	\$2,223,799

The following table provides information regarding the location of the Company's property and equipment on a geographic basis as determined by the location of the customer or third party.

Property and equipment

All other of the Company's non-current assets are located in Canada.

As at	March 31, 2017	December 31, 2016
Canada	\$711,024	\$1,405,363
United States	4,864,387	3,188,500
	\$5,575,411	\$4,593,863

15. MOVEMENTS IN NON-CASH WORKING CAPITAL

For the three months ended March 31	2017	2016
Trade and other receivables	\$(2,239,930)	\$1,274,364
Inventories	175,216	567,072
Prepaid expenses and deposits	(7,471)	9,685
Trade payables, accrued liabilities and provisions	1,437,933	(454,718)
Net current tax excluding income tax	(249,158)	-
Lease inducement	(13,000)	(13,000)
	\$(896,410)	\$1,383,403

16. COMMITMENTS

The Company's commitments are described in Note 21 to its audited consolidated financial statements as at and for the year ended December 31, 2016. On February 6, 2017, the Company entered into a commercial building lease agreement. The term of the lease is six years, commencing December 1, 2018 and expiring November 30, 2024. The lease agreement includes a fixturing period of June 1, 2017 to November 30, 2018. Total commitments over the lease period are \$1,296,000, which is comprised of total base rent payable \$576,000 and total operating costs of \$720,000.

17. RELATED PARTY TRANSACTIONS

In the normal course of business, the Company may transact with related parties. There are no related party transactions as at March 31, 2016 and 2017.

18. SEASONALITY AND CYCLICALITY OF OPERATIONS

There are a number of factors contributing to quarterly variations that may not be reflective of the Company's future performance. A significant portion of the Company's operations are carried on in Western Canada and Northern United States where activity levels in the oilfield services industry are subject to a degree of seasonality due to volatility in the weather and temperatures. Oilfield services demand is driven by customer capital spending and drilling programs which are affected by oil and natural gas commodity prices, changes in legislation and seasonal behaviours. Other factors causing variation include the Company's mix of products and services delivered, and the currency in which the sales are transacted.

19. CONTINGENCIES

From time to time, the Company is subject to costs and other effects of legal proceedings, settlements, investigations, claims and actions. The Company determines whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. The Company assesses potential liabilities by analyzing the claims using available information. The Company develops its views on estimated losses in consultation with outside counsel handling our defense in these matters. Should developments in any of these matters cause a change in our determination as to an unfavorable outcome and result in the need to recognize a material accrual, or should any of these matters result in a final adverse judgment or be settled for significant amounts, they could have a material adverse effect on our results of operations, cash flows and financial position in the period or periods in which such change in determination, judgment or settlement occurs.

Notwithstanding the uncertainty as to the final outcome, based on the information currently available to it, the Company does not currently believe these matters in aggregate will have a material adverse effect on its consolidated financial position.