

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2017
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-36378

**PROFIRE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

**321 South 1250 West, Suite 1**

Lindon, Utah

(Address of principal executive offices)

20-0019425

(I.R.S. Employer Identification No.)

84042

(Zip Code)

(801) 796-5127

(Registrant's telephone number, including area code)

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, smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of November 3, 2017, the registrant had 53,695,610 shares of common stock issued and 48,423,370 shares of common stock outstanding, par value \$0.001.

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**PART I. FINANCIAL INFORMATION**  
**Item 1 Financial Information**

**PROFIRE ENERGY, INC. AND SUBSIDIARIES**  
Condensed Consolidated Balance Sheets

	As of	
	September 30, 2017	December 31, 2016
	(Unaudited)	
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 9,784,793	\$ 9,316,036
Short term investments	854,323	2,965,536
Investments - other	3,010,000	2,250,000
Accounts receivable, net	7,644,918	5,633,802
Inventories, net	6,934,821	7,839,503
Income tax receivable	55,682	180,981
Prepaid expenses & other current assets	505,082	410,558
Total Current Assets	28,789,619	28,596,416
<b>LONG-TERM ASSETS</b>		
Net deferred tax asset	200,239	60,940
Long-term investments	7,798,848	5,504,997
Property and equipment, net	7,016,570	7,458,723
Goodwill	997,701	997,701
Intangible assets, net	505,875	490,082
Total Long-Term Assets	16,519,233	14,512,443
<b>TOTAL ASSETS</b>	\$ 45,308,852	\$ 43,108,859
<b>CURRENT LIABILITIES</b>		
Accounts payable	794,464	1,220,478
Accrued vacation	192,579	154,307
Accrued liabilities	814,404	284,214
Income taxes payable	774,361	61,543
Total Current Liabilities	2,575,808	1,720,542
<b>TOTAL LIABILITIES</b>	2,575,808	1,720,542
<b>STOCKHOLDERS' EQUITY</b>		
Preferred shares: \$0.001 par value, 10,000,000 shares authorized: no shares issued or outstanding	—	—
Common shares: \$0.001 par value, 100,000,000 shares authorized: 53,692,460 issued and 48,471,890 outstanding at September 30, 2017 and 53,582,250 issued and 50,705,933 outstanding at December 31, 2016	53,692	53,582
Treasury stock, at cost	(6,703,521)	(3,582,805)
Additional paid-in capital	27,249,628	26,800,298
Accumulated other comprehensive loss	(2,096,731)	(2,810,743)
Retained earnings	24,229,976	20,927,985
Total Stockholders' Equity	42,733,044	41,388,317
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	\$ 45,308,852	\$ 43,108,859

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

**PROFIRE ENERGY, INC. AND SUBSIDIARIES**  
Condensed Consolidated Statements of Operations and Other Comprehensive Income (Loss)  
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>REVENUES</b>				
Sales of goods, net	\$ 9,387,232	\$ 4,507,044	\$25,514,149	\$11,942,860
Sales of services, net	662,960	483,769	1,825,528	1,565,649
<b>Total Revenues</b>	<b>10,050,192</b>	<b>4,990,813</b>	<b>27,339,677</b>	<b>13,508,509</b>
<b>COST OF SALES</b>				
Cost of goods sold-product	4,509,191	1,977,658	11,600,019	5,470,866
Cost of goods sold-services	479,206	388,496	1,333,819	1,198,838
<b>Total Cost of Goods Sold</b>	<b>4,988,397</b>	<b>2,366,154</b>	<b>12,933,838</b>	<b>6,669,704</b>
<b>GROSS PROFIT</b>	<b>5,061,795</b>	<b>2,624,659</b>	<b>14,405,839</b>	<b>6,838,805</b>
<b>OPERATING EXPENSES</b>				
General and administrative expenses	2,771,869	2,328,100	8,454,235	7,383,766
Research and development	318,621	263,712	798,142	667,957
Depreciation and amortization expense	125,898	160,216	405,811	461,993
<b>Total Operating Expenses</b>	<b>3,216,388</b>	<b>2,752,028</b>	<b>9,658,188</b>	<b>8,513,716</b>
<b>INCOME (LOSS) FROM OPERATIONS</b>	<b>1,845,407</b>	<b>(127,369)</b>	<b>4,747,651</b>	<b>(1,674,911)</b>
<b>OTHER INCOME (EXPENSE)</b>				
Gain (loss) on sale of fixed assets	14,017	—	62,492	(1,705)
Other (expense) income	25,991	82,452	39,377	(189,106)
Interest income	41,672	19,668	127,790	53,030
<b>Total Other Income (Expense)</b>	<b>81,680</b>	<b>102,120</b>	<b>229,659</b>	<b>(137,781)</b>
<b>NET INCOME (LOSS) BEFORE INCOME TAXES</b>	<b>1,927,087</b>	<b>(25,249)</b>	<b>4,977,310</b>	<b>(1,812,692)</b>
Income tax expense (benefit)	709,169	(99,701)	1,846,634	(517,232)
<b>NET INCOME (LOSS)</b>	<b>\$ 1,217,918</b>	<b>\$ 74,452</b>	<b>\$ 3,130,676</b>	<b>\$ (1,295,460)</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
Foreign currency translation gain (loss)	\$ 327,271	\$ (202,520)	\$ 640,927	\$ (1,041,937)
Unrealized gains (losses) on investments, net of tax	10,138	(20,621)	73,085	(20,621)
<b>Total Other Comprehensive Income (Loss)</b>	<b>337,409</b>	<b>(223,141)</b>	<b>714,012</b>	<b>(1,062,558)</b>
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	<b>\$ 1,555,327</b>	<b>\$ (148,689)</b>	<b>\$ 3,844,688</b>	<b>\$ (2,358,018)</b>
<b>BASIC EARNINGS (LOSS) PER SHARE</b>	<b>\$ 0.03</b>	<b>\$ —</b>	<b>\$ 0.06</b>	<b>\$ (0.02)</b>
<b>FULLY DILUTED EARNINGS (LOSS) PER SHARE</b>	<b>\$ 0.02</b>	<b>\$ —</b>	<b>\$ 0.06</b>	<b>\$ (0.02)</b>
<b>BASIC WEIGHTED AVG NUMBER OF SHARES OUTSTANDING</b>	<b>48,552,770</b>	<b>53,215,385</b>	<b>49,613,704</b>	<b>53,274,855</b>
<b>FULLY DILUTED WEIGHTED AVG NUMBER OF SHARES OUTSTANDING</b>	<b>49,369,835</b>	<b>54,091,419</b>	<b>50,346,333</b>	<b>53,274,855</b>

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

**PROFIRE ENERGY, INC. AND SUBSIDIARIES**  
Condensed Consolidated Statements of Cash Flows  
(Unaudited)

	For the Nine Months Ended September 30,	
	2017	2016
<b>OPERATING ACTIVITIES</b>		
Net Income (Loss)	\$ 3,130,676	\$ (1,295,460)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	675,223	764,906
Loss (Gain) on sale of fixed assets	(62,310)	1,705
Bad debt expense	147,470	247,568
Stock options issued for services	648,244	460,212
Changes in operating assets and liabilities:		
Changes in accounts receivable	(2,024,858)	2,594,557
Changes in income taxes receivable/payable	840,343	(785,089)
Changes in inventories	634,646	2,098,574
Changes in prepaid expenses	(93,669)	(119,238)
Changes in deferred tax asset/liability	(139,298)	140,488
Changes in accounts payable and accrued liabilities	588,868	(710,012)
<b>Net Cash Provided by Operating Activities</b>	<b>4,345,335</b>	<b>3,398,211</b>
<b>INVESTING ACTIVITIES</b>		
Proceeds from sale of equipment	140,198	59,013
Purchase of investments	(869,554)	(11,143,504)
Purchase of fixed assets	(214,632)	(7,140)
	—	—
<b>Net Cash Used in Investing Activities</b>	<b>(943,988)</b>	<b>(11,091,631)</b>
<b>FINANCING ACTIVITIES</b>		
Value of equity awards surrendered by employees for tax liability	(25,667)	(99)
Purchase of Treasury stock	(3,120,716)	(261,544)
<b>Net Cash Used in Financing Activities</b>	<b>(3,146,383)</b>	<b>(261,643)</b>
Effect of exchange rate changes on cash	213,793	348,348
<b>NET INCREASE IN CASH</b>	<b>468,757</b>	<b>(7,606,715)</b>
<b>CASH AT BEGINNING OF PERIOD</b>	<b>9,316,036</b>	<b>19,281,501</b>
<b>CASH AT END OF PERIOD</b>	<b>\$ 9,784,793</b>	<b>\$ 11,674,786</b>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
<b>CASH PAID FOR:</b>		
Interest	\$ —	\$ —
Income taxes	\$ 1,282,157	\$ —

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

**PROFIRE ENERGY, INC. AND SUBSIDIARIES**  
**Notes to the Condensed Consolidated Financial Statements**  
**As of September 30, 2017, and December 31, 2016**

**NOTE 1 - CONDENSED FINANCIAL STATEMENTS**

Except where the context otherwise requires, references herein to the "Company" are to Profire Energy, Inc. and its wholly owned subsidiary, taken together.

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments, except for the adoption of ASU 2016-09 discussed below) necessary to present fairly the financial position, results of operations and cash flows at September 30, 2017 and for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements contained in its transition report on Form 10-K for the transition period ended December 31, 2016. The results of operations for the period ended September 30, 2017 and 2016 are not necessarily indicative of the operating results for the full years.

**NOTE 2 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Organization and Line of Business*

This Organization and Summary of Significant Accounting Policies of the Company is presented to assist in understanding the Company's consolidated financial statements. The Company's accounting policies conform to accounting principles generally accepted in the United States of America ("US GAAP").

Profire Energy, Inc. was established on October 9, 2008 upon the closing of transactions contemplated by an Acquisition Agreement among The Flooring Zone, Inc., Profire Combustion, Inc. (the "Subsidiary") and the shareholders of the Subsidiary. Following the closing of the transactions, The Flooring Zone, Inc. was renamed Profire Energy, Inc. (the "Parent").

Pursuant to the terms and conditions of the Acquisition Agreement, 35,000,000 shares of restricted common stock of the Parent were issued to the three shareholders of the Subsidiary in exchange for all of the issued and outstanding shares of the Subsidiary. As a result of the transaction, the Subsidiary became a wholly-owned subsidiary of the Parent and the shareholders of the Subsidiary became the controlling shareholders of the Parent.

The Parent was incorporated on May 5, 2003 in the State of Nevada. The Subsidiary was incorporated on March 6, 2002 in the province of Alberta, Canada.

The Company provides burner and chemical management products and services for the oil and gas industry primarily in the Canadian and US markets.

*Significant Accounting Policies*

There have been no changes to the significant accounting policies of the Company from the information provided in Note 1 of the Notes to the Consolidated Financial Statements in the Company's most recent 10-K, except as discussed below.

Stock-Based Compensation

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. Several aspects of the accounting for share-based payment awards are simplified under ASU No. 2016-09, including accounting for and classification of various taxes, classification of awards as equity or liabilities, classification of various amounts on the statement of cash flows, and accounting for forfeitures. This standard became effective for the Company on January 1, 2017.

As part of this standard, companies can choose whether to recognize forfeitures as they occur or continue to estimate forfeitures with periodic true-ups. The Company has elected to recognize forfeitures as they occur. This election was made on a modified

## NOTE 2 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

retrospective basis with the cumulative effect recognized in beginning retained earnings of the current period; therefore, amounts in prior periods have not been restated. The total adjustment was \$171,315 as a reduction of APIC and increase in retained earnings.

### Recent Accounting Pronouncements

The Company has evaluated all recent accounting pronouncements and determined that the adoption of pronouncements applicable to the Company has not had or is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

### Reclassification

Certain balances in previously issued consolidated financial statements have been reclassified to be consistent with the current period presentation. The reclassification had no impact on financial position, net income, or stockholders' equity.

## NOTE 3 – INVENTORY

Inventories consisted of the following at each balance sheet date:

	As of	
	September 30, 2017	December 31, 2016
Raw materials	\$ 69,149	\$ 940,527
Finished goods	7,120,645	7,112,098
Work in process	—	—
Subtotal	7,189,794	8,052,625
Reserve for Obsolescence	(254,973)	(213,122)
Total	\$ 6,934,821	\$ 7,839,503

## NOTE 4 – STOCKHOLDERS' EQUITY

As of September 30, 2017 and December 31, 2016, the Company held 5,220,570 and 2,876,317 shares of its common stock in treasury at a total cost of \$6,703,521 and \$3,582,805, respectively. All purchases of treasury stock have been made at market rates.

On May 25, 2017, the Company repurchased 1,300,000 shares of its common stock from the Company's CEO for a total price of \$1,703,000. This repurchase is included in the treasury stock described in the preceding paragraph. For further details, refer to the Stock Redemption Agreement filed as exhibit 10.2 to the Company's quarterly report for the quarterly period ended June 30, 2017.

## **NOTE 5 - FINANCIAL INSTRUMENTS AND INVESTMENTS**

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs.

A fair value hierarchy is used to prioritize the quality and reliability of the information used to determine fair values. Categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is divided into the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair value.

The carrying value of cash, accounts receivable, accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. Investments are presented at fair value as of the balance sheet date and accumulated gains or losses on those investments are reported in other comprehensive income. Management is of the opinion that the Company is not exposed to significant interest or credit risks arising from financial instruments and any declines in the value of investments are temporary in nature.



**NOTE 5 - FINANCIAL INSTRUMENTS AND INVESTMENTS (CONTINUED)**

The following tables show the adjusted cost, unrealized losses and fair value of the Company's money market funds and investments held as of September 30, 2017 and December 31, 2016:

		September 30, 2017					
		Adjusted Cost	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short Term Investments	Long Term Investments
Level 1							
Money Market Funds	\$	336,372	\$ —	\$ 336,372	\$ 336,372	\$ —	\$ —
Mutual Funds		1,626,236	(35,246)	1,590,990	—	—	1,590,990
Subtotal		1,962,608	(35,246)	1,927,362	336,372	—	1,590,990
Level 2							
Certificates of Deposit	\$	3,010,000	\$ —	\$ 3,010,000	\$ —	\$ 3,010,000	\$ —
Corporate Bonds		2,384,269	(18,896)	2,365,373	—	454,252	1,911,121
Municipal Bonds		4,705,311	(8,503)	4,696,808	—	400,071	4,296,737
Subtotal		10,099,580	(27,399)	10,072,181	—	3,864,323	6,207,858
Total	\$	12,062,188	\$ (62,645)	\$ 11,999,543	\$ 336,372	\$ 3,864,323	\$ 7,798,848

		December 31, 2016					
		Adjusted Cost	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short Term Investments	Long Term Investments
Level 1							
Money Market Funds	\$	1,053,844	\$ —	\$ 1,053,844	\$ 1,053,844	\$ —	\$ —
Mutual Funds		1,473,536	(90,495)	1,383,041	—	—	1,383,041
Subtotal		2,527,380	(90,495)	2,436,885	1,053,844	—	1,383,041
Level 2							
Certificates of Deposit	\$	2,250,000	\$ —	\$ 2,250,000	\$ —	\$ 2,250,000	\$ —
Corporate Bonds		2,246,956	(29,419)	2,217,537	—	400,053	1,817,484
Municipal Bonds		4,929,249	(59,294)	4,869,955	—	2,565,483	2,304,472
Subtotal		9,426,205	(88,713)	9,337,492	—	5,215,536	4,121,956
Total	\$	11,953,585	\$ (179,208)	\$ 11,774,377	\$ 1,053,844	\$ 5,215,536	\$ 5,504,997

## NOTE 6 – SEGMENT INFORMATION

The Company operates in the United States and Canada. Segment information for these geographic areas is as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2017	2016	2017	2016
<u>Sales</u>				
Canada	1,982,739	1,273,863	5,024,957	3,461,708
United States	8,067,453	3,716,950	22,314,720	10,046,801
Total Consolidated	10,050,192	4,990,813	27,339,677	13,508,509
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2017	2016	2017	2016
<u>Profit (Loss)</u>				
Canada	193,636	(114,114)	(141,874)	(572,136)
United States	1,024,282	188,566	3,272,550	(723,324)
Total Consolidated	1,217,918	74,452	3,130,676	(1,295,460)
	As of			
	September 30, 2017	December 31, 2016		
<u>Long-lived assets</u>				
Canada	\$ 1,547,689	\$ 1,472,207		
United States	14,971,544	13,040,236		
Total Consolidated	\$ 16,519,233	\$ 14,512,443		

## NOTE 7 – STOCK BASED COMPENSATION

On February 27, 2017, the Company issued 74,711 shares of common stock to one of its directors in settlement of previously vested restricted stock units ("RSUs"). During the nine-month period, the Company issued 29,999 shares of common stock to an employee in settlement of previously vested RSUs and the Company issued 5,500 shares of common stock to employees in exercise of previously vested stock options. The compensation cost for all of these issuances was already recognized in prior periods as the awards vested.

On September 20, 2017, the Company issued a total of 96,081 RSUs to the directors of the Company. Half of the RSUs vested immediately and the remaining half will vest on June 15, 2018. The Company estimates the fair value of the RSUs at their intrinsic value at the time of grant, which was \$1.85 per share for a total of \$177,750.

## NOTE 8 – BASIC AND DILUTED EARNINGS PER SHARE

The following table is a reconciliation of the numerator and denominators used in the earnings per share calculation:

	Three Months Ended September 30, 2017			Nine Months Ended September 30, 2017		
	Income (Numerator)	Weighted Average Shares (Denominator)	Per-Share Amount	Income (Numerator)	Weighted Average Shares (Denominator)	Per-Share Amount
<b>Basic EPS</b>						
Net income available to common stockholders	1,217,918	48,552,770	\$ 0.03	3,130,676	49,613,704	\$ 0.06
<b>Effect of Dilutive Securities</b>						
Stock options & RSUs	—	817,065		—	732,629	
<b>Diluted EPS</b>						
Net income available to common stockholders + assumed conversions	1,217,918	49,369,835	\$ 0.02	3,130,676	50,346,333	\$ 0.06

Options to purchase 1,569,730 shares of common stock at a weighted average price of \$3.17 per share were outstanding during the three and nine months ended September 30, 2017, but were not included in the computation of diluted EPS because the options' exercise price was greater than the average market price per share of common stock. These options, which expire between March 2018 and October 2025, were still outstanding at September 30, 2017.

	Three months ended September 30, 2016			Nine Months Ended September 30, 2016		
	Income (Numerator)	Weighted Average Shares (Denominator)	Per-Share Amount	Income (Numerator)	Weighted Average Shares (Denominator)	Per-Share Amount
<b>Basic EPS</b>						
Net income available to common stockholders	74,452	53,215,385	\$ —	(1,295,460)	53,274,855	\$ (0.02)
<b>Effect of Dilutive Securities</b>						
Stock options & RSUs	—	876,034		—	—	
<b>Diluted EPS</b>						
Net income available to common stockholders + assumed conversions	74,452	54,091,419	\$ —	(1,295,460)	53,274,855	\$ (0.02)

Options to purchase 1,343,500 and 2,343,579 shares of common stock at a weighted average price of \$2.17 and \$2.83 per share were outstanding during the three and nine months ended September 30, 2016, respectively, but were not included in the computation of diluted EPS because the Company reported a net loss during the periods and the impact of these shares would be antidilutive. These options, which expire between February 2017 and October 2025, were still outstanding at September 30, 2016.

#### NOTE 9 – SUBSEQUENT EVENTS

In accordance with ASC 855 "Subsequent Events," Company Management reviewed all material events through November 3, 2017, the date this report was available to be issued, and the following subsequent events occurred:

During the period beginning October 1, 2017 and ended November 3, 2017, the Company repurchased 51,670 shares of common stock for a total repurchase price of \$92,758 pursuant to its previously authorized repurchase program. All repurchases were made at market rates.

On October 12, 2017, the Compensation Committee of the Board of Directors approved a long term incentive plan for the Company's Chief Financial Officer. For further details, refer to the Restricted Stock Unit Award Agreement filed as exhibit 10.1 to the Company's current report on Form 8-K filed on October 17, 2017.

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

This discussion summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and capital resources during the three and nine month periods ended September 30, 2017 and 2016. For a complete understanding, this Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the *Financial Statements* and *Notes to the Financial Statements* contained in this quarterly report on Form 10-Q and our transition report on Form 10-K for the nine-month transition period ended December 31, 2016.

### Forward-Looking Statements

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are based on Management's beliefs and assumptions and on information currently available to Management. For this purpose, any statement contained in this report that is not a statement of historical fact may be deemed to be forward-looking, including, but not limited to, statements relating to our future actions, intentions, plans, strategies, objectives, results of operations, cash flows and the adequacy of or need to seek additional capital resources and liquidity. Without limiting the foregoing, words such as "may", "should", "expect", "project", "plan", "anticipate", "believe", "estimate", "intend", "budget", "forecast", "predict", "potential", "continue", "should", "could", "will" or comparable terminology or the negative of such terms are intended to identify forward-looking statements; however, the absence of these words does not necessarily mean that a statement is not forward-looking. These statements by their nature involve known and unknown risks and uncertainties and other factors that may cause actual results and outcomes to differ materially depending on a variety of factors, many of which are not within our control. Such factors include, but are not limited to, economic conditions generally and in the industry in which we and our customers participate; competition within our industry; legislative requirements or changes which could render our products or services less competitive or obsolete; our failure to successfully develop new products and/or services or to anticipate current or prospective customers' needs; price increases; limits to employee capabilities; delays, reductions, or cancellations of contracts we have previously entered into; sufficiency of working capital, capital resources and liquidity and other factors detailed herein and in our other filings with the United States Securities and Exchange Commission (the "SEC" or "Commission"). Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated.

Forward-looking statements are predictions and not guarantees of future performance or events. Forward-looking statements are based on current industry, financial and economic information which we have assessed but which by its nature is dynamic and subject to rapid and possibly abrupt changes. Our actual results could differ materially from those stated or implied by such forward-looking statements due to risks and uncertainties associated with our business. 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. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements and we hereby qualify all our forward-looking statements by these cautionary statements.

These forward-looking statements speak only as of their dates and should not be unduly relied upon. We undertake no obligation to amend this report or revise publicly these forward-looking statements (other than pursuant to reporting obligations imposed on registrants pursuant to the Exchange Act) to reflect subsequent events or circumstances, whether as the result of new information, future events or otherwise.

The following discussion should be read in conjunction with our financial statements and the related notes contained elsewhere in this report and in our other filings with the Commission.

## **Overview of Products & Services**

We design, assemble, install, service, and sell oilfield-management technologies. Our flagship products are burner-management systems that monitor and manage burners found throughout the industry. We believe our products provide major benefits to our customers including improved efficiency, increased safety, and enhanced compliance with evolving industry regulation. We also sell related products such as flare ignition systems, fuel-train components, secondary airplates, valve actuators, solar packages, and chemical-management systems. Our products and services aid oil and natural gas producers in the safe and efficient production and transportation of oil and natural gas.

### **Principal Products and Services**

In the oil and natural gas industry, there are numerous demands for heat generation and control. Oilfield vessels of all kinds, including line-heaters, dehydrators, separators, treaters, amine reboilers, and free-water knockout systems require heat to satisfy their various functions, which is provided by a burner flame inside the vessel. This burner flame is integral to the operation of the vessel because these vessels use the flame's heat to facilitate the proper function of the vessel. Such functions include separating, storing, transporting and purifying oil and gas (or even water). For example, the viscosity of oil and moisture content (and temperature) of gas are critical to a number of oilfield processes, and are directly affected by the heat provided by the burner flame inside the vessel. Our burner-management systems help ignite, monitor, and manage this burner flame, reducing the need for employee interaction with the burner, such as for the purposes of re-ignition or temperature monitoring.

Oil and gas producers can use our burner-management systems to achieve increased safety, greater operational efficiencies, and improved compliance with changing industry regulations. We believe, despite the recent industry down-turn, there is a growing trend in the oil and gas industry toward enhanced control, process automation, and data logging, partly for potential regulatory-satisfaction purposes. We continue to assess compliance-interest in the industry, especially given the budgetary constraints we have observed over the last two years. We believe that enhanced burner-management products and services can help our customers be compliant with such regulatory requirements, where applicable. In addition to selling products, we train and dispatch service technicians to service burner flame installations in Canada and throughout the United States.

We initially developed our first burner-management system in 2005. Since 2005, we have released several iterations of our initial burner-management system, increasing features and capabilities, while maintaining compliance with Canadian Standards Association (CSA) and Underwriters Laboratories (UL) ratings.

Our burner-management systems have become widely used in Western Canada, and throughout many regions in the United States. We have sold our burner-management systems to many large energy companies, including Anadarko, Chesapeake, ConocoPhillips, Devon, Encana, Exxon-Mobil, Petro-Canada, Shell and others. Our systems have also been sold or installed in other parts of the world, including France, Italy, Ukraine, India, Nigeria, the Middle East, Australia, and Brazil. While we have an interest in expanding our long-term international distribution capabilities, our current principal focus is on the North American oil and gas market.

### *Product Extension: PF3100*

In September 2015, the Company unveiled its next generation burner-management system which is designed to operate, monitor, and control more complex, multi-faceted oilfield applications. The PF3100, is an advanced management system designed to work with other Profire-engineered modules, specific to different applications, thus allowing the system to expertly manage a wide variety of applications.

Throughout the industry, Programmable Logic Controllers (PLC) are used to operate and manage custom-built oilfield applications. Though capable, PLC's can be expensive, tedious, and difficult to use. Our unique solution, the PF3100, can help manage and synchronize custom applications helping oilfield producers meet deadlines and improve profitability through an off-the-shelf solution with dynamic customization. The Company is selling the PF3100 for initial use in the oil and gas industry's natural-draft and forced-air markets.

The Company frequently assesses market needs by participating in industry conferences and soliciting feedback from existing and potential customers, and looks for opportunities to provide quality solutions to the oil and gas producing companies it serves. Upon identifying a potential market need, the Company begins researching the market and developing products that might have feasibility for future sale.

### *Additional Complementary Products*

In addition to our burner-management systems, we also sell complementary oilfield products to help facilitate improved oilfield safety and efficiency. Such products help manage fuel flow (e.g., valves and fuel-trains), meter air flow (e.g., airplates), generate power on-site (e.g., solar packages), ignite and direct flame (e.g., flare stack igniter and nozzles), and other necessary functions. We have invested heavily to develop innovative complementary products which we anticipate will help bolster continued long-term growth. Some of these products are resold from third parties (e.g., solar packages), while some are proprietary (e.g., flare stack igniter) or patent-pending (e.g., inline pilot and valve technologies).

### *Chemical-Management Systems*

In addition to the burner-management systems and complementary technologies we have sold historically, we acquired the assets of VIM Injection Management ("VIM") in November 2014, which extended our product offering to include chemical-management systems.

Chemical injection is used for a wide variety of purposes in the oil and gas industry including down-hole inhibition of wax, hydrates, and corrosion agents, so that product can flow more efficiently to the wellhead. Once at the wellhead, chemical injection can also be used to further process the oil or gas before it is sent into a pipeline, and with other applications.

Currently, a variety of pumps are used to meter the chemicals injected, but are often inaccurate in injecting the proper amount of chemical, as they may not account for all of the variables that affect how much chemical should be injected (e.g., pressure, hydrogen sulfide concentration, etc.) nor the optimal efficiency rates of varying pump systems.

Inaccurate injection levels are problematic because the chemicals injected are expensive, and over-injection causes unnecessary expense for producers. Under-injection can also be problematic because it often results in the creation of poor product (i.e., with wax, hydrate, or corrosion agents) and causes problems with pipeline audits.

Our chemical-management systems monitor and manage the chemical-injection process to ensure that optimal levels of chemicals are injected. This improves the efficiency of the pump and production quality of the well, improves safety for workers that would otherwise be exposed to these chemicals, and improves compliance with pipeline operators. Like our burner-management systems, our chemical-management systems can be monitored and managed remotely via SCADA or other remote-communication systems. We hold a U.S. patent related to our chemical management system and its process for supplying a chemical agent to a process fluid.

## Results of Operations

### Comparison quarter over quarter

The table below presents certain financial data comparing the current quarter to prior quarters:

	For the three months ended				
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
Total Revenues	\$10,050,192	\$9,464,951	\$7,824,495	\$7,022,330	\$4,990,813
Gross Profit Percentage	50.4%	52.6%	55.8%	50.7%	52.6%
Operating Expenses	\$3,216,388	\$3,145,669	\$3,296,131	\$2,890,716	\$2,752,028
Net Income (Loss)	\$1,217,918	\$1,312,647	\$600,071	\$608,896	\$74,452
Operating Cash Flow	\$1,579,809	\$800,580	\$1,964,946	\$538,358	\$1,108,674

As oil prices have increased over the past twelve-months, we have seen increased capital budgets from our customers and an increased willingness to invest in new equipment. Revenues have steadily increased each quarter for the past year primarily due to increased sales volumes. If oil prices remain at or above current levels and our customers' capital budgets increase, we expect that sales volumes will continue to increase at a moderate pace. From the quarter ended September 30, 2016 to the quarter ended September 30, 2017, revenues increased 101% with only a 17% increase in operating expenses, which enabled us to significantly increase net income 1536% between the two periods.

Our gross profit percentage fluctuates each quarter due to changes in product mix. Over the past year it has stayed fairly consistent and we expect it to remain so, with normal product mix fluctuations, in future periods. We believe that our gross profit percentage could improve as the PF3100 becomes a larger contributor to revenue in future periods.

For over a year we have been focusing on optimizing and right-sizing our operations to be able to facilitate growth without increasing costs more than necessary. Our operating expenses for the quarter ended September 30, 2016 have increased \$464,360 compared to the same quarter in the prior year, primarily due to additional staffing and labor costs required to support the revenue growth we have experienced.

Due to the reasons discussed above, net income increased 1536% compared to the same quarter last year. We have also increased operating cash flows 42% in that same time frame. We believe we are positioned well for continued growth in future periods.

### Comparison of the nine months ended September 30, 2017 and 2016

The table below presents certain financial data comparing the nine months ended September 30, 2017 to the same period ended September 30, 2016:

	For the nine months ended			
	September 30, 2017	September 30, 2016	\$ Change	% Change
Total Revenues	\$27,339,677	\$13,508,509	\$13,831,168	102%
Gross Profit Percentage	53%	51%	N/A	2%
Operating Expenses	\$9,658,188	\$8,513,716	\$1,144,472	13%
Net Income (Loss)	\$3,130,676	\$(1,295,460)	\$4,426,136	342%
Operating Cash Flow	\$4,345,335	\$3,398,211	\$947,124	28%

We have made changes to right-size our operations to enable us to increase revenues while keeping costs low and we are seeing the results of those changes. Revenues during the nine month period ended September 30, 2017 compared to the same nine month period last year have increased 102% while operating expenses have only increased 13%. As a result of our right-sizing efforts, those changes have flowed through to our bottom line, resulting in a 342% increase in net income. Our gross profit percentage has remained fairly consistent, with a slight change due to product mix.

During the past nine months, we were able to finance our treasury stock repurchases of \$3,120,716 entirely from our cash flow from operations. We continue to believe that repurchasing our stock is an appropriate use of our excess cash at this time.

## Liquidity and Capital Resources

Working capital at September 30, 2017 was \$26,213,811 compared to \$26,875,874 at December 31, 2016. This change was due to an increase in revenues and related collections offset by increased accruals for income taxes and payroll-related costs and the repurchase of \$3,120,716 worth of common stock (including 1,300,000 shares of common stock from our CEO for an aggregate purchase price of \$1,703,000). We currently do not have any material commitments for capital expenditures, although we are committed to maintaining the assets we have already acquired. We believe our available cash resources are sufficient to cover expected capital expenditures for the foreseeable future, and we have no current plans to incur debt financing.

## Off-Balance Sheet Arrangements

We have not engaged in any off-balance sheet arrangements, nor do we plan to engage in any in the foreseeable future.

## **Item 3. Quantitative and Qualitative Disclosure about Market Risk**

As a smaller reporting company, this section is not required.

## **Item 4. Controls and Procedures**

### Evaluation of Disclosure Controls and Procedures

Our Management, with the participation of the Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 as of the end of the period covered by this Report. Based on this evaluation, the Principal Executive Officer and Principal Financial Officer concluded that as of the end of the period covered by this Report, our disclosure controls and procedures were not effective due to material weaknesses identified as part of our 2016 year-end review of internal controls over financial reporting. A material weakness is a control deficiency, or combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the registrant's annual or interim financial statements will not be prevented or detected on a timely basis. For more information on material weaknesses identified by Management during our internal assessment, see our transition report on Form 10-K for the nine-month transition period ended December 31, 2016.

### Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### Management's Remediation Initiatives

Management has been actively developing a remediation plan and been implementing new controls and processes to address the aforementioned deficiencies. Upon receiving the results of our internal controls review, we have taken actions to strengthen our internal control structure, including the following:

- Hired third parties to provide advice on COSO framework and risk control matrices;
- Implemented Company-wide trainings over internal controls in relation with new accounting standard operating procedures, including the requirement of supplying supporting evidence, proving the level of precision with which a control is performed, etc.;
- Required evidence of review in nearly all controls;
- Reviewed and updated each employee's access within the enterprise resource management system;
- Required purchase orders agree with sales orders within a certain threshold;
- Required written and verbal confirmation for wire transfers;
- Revised the processes over financial reporting, including preparation of the cash flow statement and tax provision; and
- Implemented new controls over equity awards to ensure compliance with laws, regulations, and plan limitations.

Management continues to meet with key managers and control owners to evaluate the effectiveness of internal controls and to ensure implementation of remediation initiatives.



*Limitations on the Effectiveness of Internal Controls*

An internal control system, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by Management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

To the best of our knowledge, there are no legal proceedings pending or threatened against us that may have a material impact on us and there are no actions pending or threatened against any of our directors or officers that are adverse to us.

#### **Item 1A. Risk Factors**

In addition to the other information set forth in this quarterly report on Form 10-Q, you should carefully consider the risks discussed in our Transition Report on Form 10-K for the nine-month transition period ended December 31, 2016, which risks could materially affect our business, financial condition or future results. These risks are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also have a material, adverse effect on our business, financial condition or future results.

#### ***Disruptions, failures or security breaches of our information technology infrastructure could have a negative impact on our operations.***

Information technology is critically important to our business operations. We use information technology to manage all business processes including manufacturing, financial, logistics, sales, marketing and administrative functions. These processes collect, interpret and distribute business data and communicate internally and externally with employees, suppliers, customers and others.

We invest in industry standard security technology to protect the Company's data and business processes against risk of data security breach and cyber attack. Our data security management program includes identity, trust, vulnerability and threat management business processes as well as adoption of standard data protection policies. We measure our data security effectiveness through industry accepted methods and remediate significant findings. Additionally, we certify our major technology suppliers and any outsourced services through accepted security certification standards.

While we believe that our security technology and processes provide adequate measures of protection against security breaches and in reducing cybersecurity risks, disruptions in or failures of information technology systems are possible and could have a negative impact on our operations or business reputation. Failure of our systems, including failures due to cyber attacks that would prevent the ability of systems to function as intended, could cause transaction errors, loss of customers and sales, and could have negative consequences to our Company, our employees, and those with whom we do business.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

As previously reported, on June 26, 2014, the SEC declared effective our registration statement on Form S-1 (File No. 333-196462). The registration statement related to 6,000,000 shares of our common stock; 4,500,000 shares of our common stock were sold by the Company and 1,500,000 shares of our common stock were sold by certain selling stockholders. On July 2, 2014, we sold 4,500,000 shares of our common stock at the price of \$4.00 per share, for an aggregate sale price of \$18,000,000.

Although we have used a portion of the proceeds from the offering to fund our operations, acquire the CMS technology, and stock repurchases, our existing cash balances continue to reflect some unused proceeds from the offering. We expect to use the remaining proceeds from the offering for expansion of our sales and service team to match the demand for our product, in research and development efforts to create new products, and for other working capital purposes. We may also use a portion of the remaining proceeds to fund possible investments in, or acquisitions of, complementary businesses, solutions or technologies. In addition, the amount and timing of what we actually spend for these purposes may vary significantly and will depend on a number of factors, including our future revenue and cash generated by operations and other factors. Accordingly, our Management will have discretion and flexibility in applying the remaining proceeds of the offering. Pending any uses, as described above, we intend to invest the net proceeds in high quality, investment grade, short-term fixed income instruments which include corporate, financial institution, federal agency or U.S. government obligations.

On May 26, 2016, the Company announced that its Board of Directors had approved a share repurchase program authorizing the Company to repurchase up to \$2,000,000 worth of the Company's common stock from time to time through May 25, 2017. On May 25, 2017, when the original repurchase program expired, the Board of Directors approved another repurchase program authorizing the Company to repurchase up to \$2,000,000 worth of common stock through May 31, 2018. As of September 30,

2017, the Company had repurchased a total of 1,520,570 shares of common stock pursuant to the repurchase programs for an aggregate purchase price of \$2,000,521.

On May 25, 2017, the Company entered into a Stock Redemption Agreement (the “Stock Redemption Agreement”) with Hatch Family Holdings Company, LLC, which is wholly owned by Brenton W. Hatch, the Company’s Chairman and Chief Executive Officer. Pursuant to the Stock Redemption Agreement, the Company repurchased 1,300,000 shares of its common stock for an aggregate purchase price of \$1,703,000. The shares repurchased pursuant to the Stock Redemption Agreement were not purchased as part of the Company’s share repurchase program.

The table below sets forth additional information regarding our share repurchases during the three months ended September 30, 2017:

<b>Period</b>	<b>(a) Total Number of Shares Purchased(1)</b>	<b>(b) Weighted Average Price Paid Per Share</b>	<b>(c) Total Number of Shares Purchased as Part of Publicly Announced Plans</b>	<b>(d) Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans</b>
July, 2017	89,073	\$ 1.38	89,073	\$ 1,756,565
August, 2017	61,132	\$ 1.32	61,132	\$ 1,672,604
September, 2017	48,241	\$ 1.31	48,241	\$ 1,590,051
Total	198,446		198,446	

(1) All shares were repurchased in open market transactions pursuant to the \$2 million repurchase program authorized by our Board of Directors, which commenced on May 26, 2017 and expires on May 31, 2018.

### **Item 3. Defaults Upon Senior Securities**

We do not have any debt nor any current plans to obtain debt financing.

### **Item 4. Mine Safety Disclosures**

This item is not applicable.

### **Item 5. Other Information**

This item is not applicable.

## Item 6. Exhibits

Exhibits. The following exhibits are included as part of this report:

<a href="#">Exhibit 10.1+</a>	Amended and Restated Employment Agreement, dated August 3, 2017, by and between Profire Energy, Inc. and Ryan W. Oviatt (incorporated by reference to Exhibit 10.1 to Company's Current Report on Form 8-K filed on August 9, 2017).
<a href="#">Exhibit 10.2+</a>	Amended and Restated Employment Agreement, dated August 3, 2017, by and between Profire Energy, Inc. and Brenton W. Hatch (incorporated by reference to Exhibit 10.1 to Company's Current Report on Form 8-K filed on August 9, 2017).
<a href="#">Exhibit 10.3+</a>	Restricted Stock Unit Award Agreement dated October 12, 2017, between Profire Energy, Inc. and Ryan Oviatt (incorporated by reference to Exhibit 10.1 to Company's Current Report on Form 8-K filed on October 17, 2017).
<a href="#">Exhibit 31.1*</a>	Certification of Principal Executive Officer Pursuant to Rule 13a-14(a)
<a href="#">Exhibit 31.2*</a>	Certification of Principal Financial Officer Pursuant to Rule 13a-14(a)
<a href="#">Exhibit 32.1*</a>	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350
<a href="#">Exhibit 32.2*</a>	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350
Exhibit 101.INS*	XBRL Instance Document
Exhibit 101.SCH*	XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF*	XBRL Taxonomy Definition Linkbase Document
Exhibit 101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

+ Indicates Management contract or compensatory plan or arrangement

\* Filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **PROFIRE ENERGY, INC.**

Date: November 8, 2017

By: /s/ Brenton W. Hatch  
Brenton W. Hatch  
Chief Executive Officer

Date: November 8, 2017

By: /s/ Ryan W. Oviatt  
Ryan W. Oviatt  
Chief Financial Officer

**EXHIBIT 31.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934**

I, Brenton W. Hatch, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Profire Energy, Inc.;
  2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
  4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
    - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
  5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
-

- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2017

By: /s/ Brenton W. Hatch  
Brenton W. Hatch  
Chief Executive Officer

**EXHIBIT 31.2**

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934**

I, Ryan W. Oviatt, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Profire Energy, Inc.;
  2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
  3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
  4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
    - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
  5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
-



- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2017

By: /s/ Ryan W. Oviatt  
Ryan W. Oviatt  
Chief Financial Officer

**EXHIBIT 32.1**

**CERTIFICATION OF PRINCIPAL  
EXECUTIVE OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this quarterly report on Form 10-Q of Profire Energy, Inc. (the "Company") for the period ended September 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "*Report*"), I, Brenton W. Hatch, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2017

By: /s/ Brenton W. Hatch

Brenton W. Hatch

Chief Executive Officer

**EXHIBIT 32.2**

**CERTIFICATION OF PRINCIPAL  
FINANCIAL OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this quarterly report on Form 10-Q of Profire Energy, Inc. (the "Company") for the period ended September 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "*Report*"), I, Ryan W. Oviatt, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2017

By: /s/ Ryan W. Oviatt

Ryan W. Oviatt

Chief Financial Officer