Cardinal Capital Partners Inc.

Consolidated Financial Statements

December 31, 2014 and 2013

Management's Responsibility for Financial Reporting

The accompanying consolidated financial statements of the Company have been prepared by management in accordance with International Financial Reporting Standards. These consolidated financial statements contain estimates based on management's judgment. Management maintains an appropriate system of internal controls to provide reasonable assurance that transactions are authorized, assets safeguarded, and proper records maintained.

The Audit Committee of the Board of Directors reviews the results of the annual audit and the consolidated financial statements prior to submitting the consolidated financial statements to the Board for approval.

The Company's auditors, MNP LLP, are appointed by the shareholders to conduct an audit and their report follows.

"signed Chris Carmichael"
Chris Carmichael
Chief Executive Officer

"signed Andrew Hilton"
Andrew Hilton
Chief Financial Officer

Toronto, Canada
April 29, 2015

Independent Auditor's Report

To the Shareholders of Cardinal Capital Partners Inc.:

We have audited the accompanying consolidated financial statements of Cardinal Capital Partners Inc., which comprise the consolidated statements of financial position as at December 31, 2014 and 2013, and the consolidated statements of comprehensive income (loss), changes in shareholders' equity (deficiency), and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Cardinal Capital Partners Inc. as at December 31, 2014 and 2013, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 to the consolidated financial statements which highlights the existence of a material uncertainty relating to conditions that cast significant doubt on Cardinal Capital Partners Inc.'s ability to continue as a going concern.

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Mississauga, Ontario
April 29, 2015

MNP LLP

Cardinal Capital Partners Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	December 31 2014	December 31 2013
Assets		
Current		
Cash	$ 4,395	$ 4,286
Interest and fees receivable	-	6,247
Prepaid expenses	-	4,633
Bridge loan (note 5)	-	100,000
	$ 4,395	$ 115,166
Liabilities		
Current		
Accounts payable and accrued liabilities (note 8)	$ 50,829	$ 57,589
Short-term loan (note 5)	-	50,000
	50,829	107,589
Shareholders' Equity (Deficiency)		
Share capital (note 6(b))	8,123,310	8,123,310
Contributed surplus	15,347,579	15,341,539
Deficit	(23,517,323)	(23,457,272)
	(46,434)	7,577
	$ 4,395	$ 115,166

Going concern (note 1); Liquidity risk (note 10); Subsequent events (note 11)

On Behalf of the Board

Signed: “Chris Carmichael “ , Director

Signed: “Peter MacLean “ , Director

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

Cardinal Capital Partners Inc.

Consolidated Statements of Changes in Shareholders' Equity (Deficiency)

For the years ended December 31, 2014 and 2013

(Expressed in Canadian dollars)

	Share Capital	Contributed Surplus	Deficit	Total
	$	$	$	$
Balance, January 1, 2013	7,998,310	15,341,539	(23,398,505)	(58,656)
Net (loss) for the year	-	-	(58,767)	(58,767)
Shares issued in private placements	125,000	-	-	125,000
Balance, December 31, 2013	8,123,310	15,341,539	(23,457,272)	7,577

	Share Capital	Contributed Surplus	Deficit	Total
	$	$	$	$
Balance, January 1, 2014	8,123,310	15,341,539	(23,457,272)	7,577
Net (loss) for the year	-	-	(60,051)	(60,051)
Issuance of stock options	-	6,040	-	6,040
Balance, December 31, 2014	8,123,310	15,347,579	(23,517,323)	(46,434)

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

Cardinal Capital Partners Inc.
Consolidated Statements of Comprehensive (Loss)
For the years ended December 31, 2014 and 2013
(Expressed in Canadian dollars)

	2014 $	2013 $
Revenue		
Interest	230	6,247
Loan fees	-	2,000
	230	8,247
Expenses		
General office and administration (note 8)	54,127	63,891
Share-based compensation (notes 6(c) and 8)	6,040	-
Interest expense	114	3,123
	60,281	67,014
Net (loss) before income taxes	(60,051)	(58,767)
Income taxes (note 9)	-	-
Net (loss) and comprehensive (loss) for the year	(60,051)	(58,767)
Basic and diluted net (loss) per share (note 7)	(0.01)	(0.01)
Weighted average number of shares outstanding	9,566,579	8,415,894

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

Cardinal Capital Partners Inc.
Consolidated Statements of Cash Flows
For the years ended December 31, 2014 and 2013
(Expressed in Canadian dollars)

	2014	2013
Operating activities		
Net (loss) for the year	$ (60,051)	$ (58,767)
Items not affecting cash:		
Share-based compensation	6,040	-
Changes in accounts payable and accrued liabilities	(6,760)	(10,742)
Changes in prepaid expenses	4,633	(4,633)
Changes in interest and fees receivable	6,247	(6,247)
Net cash flows (used in) operating activities	(49,891)	(80,389)
Investing activities		
Repayment (issuance) of bridge loan	100,000	(100,000)
Net cash flows from (used in) investing activities	100,000	(100,000)
Financing activities		
Proceeds from issuance of common shares (note 6(b))	-	125,000
(Repayment of) proceeds from notes and loans payable	(50,000)	50,000
Net cash flows (used in) generated by financing activities	(50,000)	175,000
Increase (decrease) in cash	109	(5,389)
Cash, beginning of year	4,286	9,675
Cash, end of year	$ 4,395	$ 4,286

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

1. Nature of Business and Going Concern

Cardinal Capital Partners Inc. (“the Company” or “Cardinal”) was a merchant bank that assumed the role of participating lender in the acquisition, development, sales and management of real estate properties that met a predetermined set of guidelines within North American markets. On September 30, 2009 the Company ceased its operations upon the sale of its wholly-owned subsidiary Global Development Resources, Inc. (USA) (“GDR USA”). As a result of the sale of GDR USA, the Company no longer has continuing operations.

Cardinal is a publicly traded company incorporated and domiciled in Ontario. The Company’s registered office is as follows: 201-55 York Street, Toronto, ON M5J 1R7. The Company’s common shares are listed on the NEX board of the Toronto Venture Exchange under the symbol CCP.H.

Since inception, the Company has incurred losses and net cash outflows from operations and has funded operations through common stock issuances and debt in order to meet its strategic objective. As at December 31, 2014 the Company had $4,395 in assets to satisfy liabilities of $50,829. As a result of the foregoing, there exists significant doubt about the Company's ability to continue as a going concern. Management is continuing to pursue additional financing and other business opportunities in order to secure sufficient working capital to meet its operational requirements and be able to pay its existing liabilities. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue to fund its operations. These consolidated financial statements do not include any adjustments that might be necessary if the going concern assumption was not appropriate.

2. Basis of Presentation

Statement of Compliance

These consolidated financial statements, including comparative periods, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the IFRS Interpretations Committee (“IFRIC”).

These consolidated financial statements are prepared using IFRSs in effect at April 29, 2015, the date of the Board of Directors approving the consolidated financial statements. Significant accounting policies used in the preparation of the consolidated financial statements are described in Note 3.

3. Summary of Significant Accounting Policies

Basis of Consolidation

All significant intercompany transactions and balances have been eliminated.

(i) Subsidiaries

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: Eco Logic Chemical Technologies Inc. and Eco Logic Solutions Inc., both of which are inactive.

3. Summary of Significant Accounting Policies - continued

Use of Estimates

The preparation of these consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. While management believes that the estimates and assumptions are reasonable, actual results may differ materially from those estimates.

Provisions

The Company recognizes provisions, typically for asset retirement obligations and employee benefits, when a legal or constructive obligation exists as a result of past events, when it is probable that there will be an outflow of economic benefits from the entity, and a reliable estimate of the amount of the obligation can be made. When a provision is expected to settle beyond the immediate term, the provision is measured at the present value of future cash flows, discounted at prevailing market interest rates. With the passage of time, a finance expense is recorded as the provision accretes.

Foreign Currency Translation

The Canadian dollar is the functional and reporting currency of the Company's business and these consolidated financial statements are expressed in Canadian dollars. Monetary assets and liabilities denominated in currencies other than Canadian dollars are translated into Canadian dollars at the rate of exchange in effect at the end of the reporting period. Revenues and expenses are translated at the transaction exchange rate. Foreign currency gains and losses resulting from translation are reflected in net income or loss of the period.

Financial Instruments

Financial assets are classified into one of four categories: fair value through profit or loss, held-to-maturity, loans and receivables and available-for-sale; financial liabilities are classified into one of two categories: fair value through profit or loss and other financial liabilities. The subsequent treatment of changes in fair value depends on their initial classification, as follows: fair value through profit or loss financial assets are measured at fair value and changes in fair value are recognized in net income or loss; available-for-sale financial assets are measured at fair value with changes in fair value recorded in other comprehensive income or loss until the investment is derecognized or impaired at which time the amounts are recorded in net income or loss.

Cash is designated as loans and receivables and is measured at amortized cost. Interest and loan fees receivable and the bridge loan are designated as loans and receivables which are measured at amortized cost, subject to impairment reviews. Accounts payable, accrued liabilities and short-term loans are designated as other financial liabilities which are measured at amortized cost. The fair values of all financial instruments outstanding at December 31, 2014 approximate their carrying values.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest method, less impairment.

Loans receivable are recorded at amortized cost, net of specific loan loss provisions.

3. Summary of Significant Accounting Policies – continued

Impairment of Loans and Provision for Loan Losses

Loans are considered to be impaired when there is objective evidence that, as a result of one or more events that have occurred after the initial recognition of the loan; the estimated future cash flows of the loan have been affected. Objective evidence of impairment of a loan could include: significant financial difficulty of the borrower, breach of contract such as a default or delinquency in interest or principal payments; or it becomes probable that the borrower will enter bankruptcy or other financial reorganization.

Specific Provision for Loan Losses

At a minimum of each reporting period, management assesses whether there are indicators that loan loss provisions are required for each loan in the Company's loan portfolio based on economic and market trends, the impairment status of loans, market value of the asset, and appraisals, if any, of the security underlying loans receivable. If these factors indicate that the carrying value of loans may not be recoverable, or the repayment of contractual amounts due may be delayed, management compares the carrying value of the affected loans with the discounted present value of their estimated future cash flows. To the extent that discounted estimated future cash flows are less than the loan carrying value, a specific loan loss provision is recorded. Any subsequent recognition of interest income on a loan for which a specific loan loss provision exists is calculated at the discount rate used in determining the provision, which may differ from the contracted loan interest rate.

Should the cash flow assumptions used to determine the original loan loss provision change, the loan loss provision may be reversed. A loan loss provision is reversed only to the extent that the revised carrying value of the loan does not exceed its amortized cost that would have been recorded had no loan loss provision been recognized.

Revenue Recognition

Interest income is recorded on an accrual basis using the effective interest method. Under the effective interest method, the interest realized is not necessarily the same as the stated loan interest rate. When a loan is classified as impaired, the original expected timing and amount of future cash flows may be revised to reflect new loan circumstances. These revised cash flows are discounted using the original effective interest rate to determine the impaired carrying value of the loan. Interest income is thereafter recognized on this impaired carrying value using the effective interest rate. Additional changes to the amount or timing of future cash flows could result in further loan losses, or the reversal of prior loan losses, which would also impact the amount of subsequent interest income recognized. Loan commitment, origination, structuring fees and bonuses are recorded as income over the life of the loan. Interest and fees collected in advance are recorded as deferred revenue and recognized in income as set out above.

Income Taxes

Income tax expense comprises current and deferred components.

Current income tax expense is the expected tax payable for the current period's taxable income based on rates enacted or substantively enacted at the end of the reporting period and any adjustments to previous estimates.

Deferred income taxes are calculated using the asset and liability method. Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in expected future tax rates is recognized in net (loss) income in the period that includes the date of substantive enactment of the revised tax rates. Deferred tax assets are recognized to the extent that it is probable that they will be realized.

3. Summary of Significant Accounting Policies – continued

Earnings (loss) per Share

Basic earnings (loss) per share are calculated using the weighted average number of common shares outstanding during the period.

Diluted earnings per share is calculated by dividing net earnings available to common shareholders for the period by the diluted weighted average number of common shares outstanding during the period. The diluted weighted average number of shares includes the potential dilution from common shares issuable through stock options, if dilutive, using the treasury stock method. The treasury stock method assumes that the proceeds from any shares issued on the exercise of stock options are used by the Company to repurchase and cancel shares at the average market price of the Company's share price for the period. As such, where the strike price of stock options exceeds the average market price of the Company's shares for the reporting period, the inclusion of these shares under the treasury stock method would be anti-dilutive, so these shares are excluded from the calculation of the weighted average number of diluted common shares.

In years that the Company reports a net loss, loss per share is not presented on a diluted basis, as the result would be anti-dilutive.

Share - based Payment Transactions

The fair value of share options granted to employees, officers and directors is recognized as an expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized immediately. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted.

4. New and Revised IFRS's in Issue but Not Yet Effective

A number of new standards and issued amendments to standards and interpretations are not yet effective for the period ending December 31, 2014, and have not been applied when preparing these consolidated financial statements. The following standard is the only such standard which management believes may be applicable to the Company. The Company does not anticipate any impact on its consolidated financial statements as a result of adopting the following new standard:

IFRS 9 - Financial instruments

IFRS 9, "Financial instruments" ("IFRS 9") was issued by the IASB in its final form in July 2014 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with 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. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

(Expressed in Canadian dollars)

5. Bridge Loan

In June, 2013 the Company advanced a bridge loan (the "Loan") in the amount of $100,000 to a private company. In connection with the Loan, the Company received a short-term loan in the amount of $50,000. The loan payable bore interest at 12% and was due upon receipt of the Loan. The loan payable was secured by a charge on all property and assets of the Company. In the first quarter of 2014 the Loan was fully recovered and the loan payable was repaid.

6. Share Capital

a) Authorized

Unlimited (December 31, 2013 – unlimited) common shares
Unlimited (December 31, 2013– unlimited) preferred shares

b) Shares issued and outstanding

	Number of Shares		Amount
Common shares			
Balance, December 31, 2012	7,066,579	$	7,998,310
Shares issued in private placement (i)	2,500,000		125,000
Balance, December 31, 2013 and 2014	9,566,579	$	8,123,310

(i) On June 18, 2013, the Company issued 2,500,000 common shares at a price of $0.05 per share for gross proceeds of $125,000. The shares issued were subject to a four-month hold period which expired October 18, 2013. The proceeds of the financing were used for general working capital purposes.

c) Stock Options Outstanding

Cardinal has a stock option plan (the "Plan") which was approved by the Board of Directors of the Company. The total amount of shares reserved for issuance under the Plan is equal to 10% of the outstanding common shares.

The Plan is for the benefit of the employees, officers and directors and certain consultants of Cardinal and its subsidiaries. The Plan is administered by the Compensation Committee of the Board of Directors of the Company. The Compensation Committee may from time to time designate individuals to whom options to purchase shares of the capital stock of the Company may be granted and the number of shares to be optioned to each. The option price per share which is the subject of any option shall be fixed by the Board of Directors when such option is granted. The option price can be discounted according to the rules of the Exchange at the time the option is granted. It is Cardinal's policy that options vest fully upon issuance. The period during which an option is exercisable shall not exceed five years from the date the option is granted. The options may not be assigned, transferred or pledged. Subject to any grace period allowed under the policies of the Exchange, the options will expire upon the termination of the employment or office with Cardinal or any of its subsidiaries or death of an individual. The total number of shares to be optioned to any one individual cannot exceed five percent of the total of the issued and outstanding shares.

On April 2, 2014 the Company announced that under its stock option plan, it had granted to directors and officers of the Company incentive stock options to purchase a total of 400,000 common shares of the Company at an exercise price of $0.10 per share, expiring April 2, 2016 and vesting immediately. These incentive stock options are subject to acceptance by the TSX Venture Exchange (the "TSXV"). The number of shares reserved for issuance under the plan is 956,658 of which, subsequent to this grant, 400,000 have been granted.

(Expressed in Canadian dollars)

6. Share Capital – continued

c) Stock Options Outstanding - continued

The Company determined the fair value of these stock options at December 31, 2014 using the Black-Scholes option pricing model with the assumptions as follows:

Exercise price	0.10
Stock price	0.05
Risk-free interest rate	1.10%
Expected life	2 years
Expected volatility	100%
Dividend rate	0%

The weighted average remaining contractual life and weighted average exercise price of options outstanding and of options exercisable as at December 31, 2014 are as follows:

	Options Outstanding			Options Exercisable	
Exercise Price	Number Outstanding	Weighted-Average Exercise Price	Average Remaining Contractual Life (years)	Number Exercisable	Weighted-Average Exercise Price
$0.10	400,000	$0.10	1.26	400,000	$0.10
Total	400,000	$0.10	1.26	400,000	$0.10

7. Net Income (Loss) per Share

Net income (loss) per share has been calculated using the weighted average number of common shares outstanding during the period. Diluted loss per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potential common shares from the assumed exercise of stock options, if dilutive.

8. Related Party Transactions and Balances

a) At December 31, 2014 accounts payable and accrued liabilities included $Nil (December 31, 2013 - $5,650) payable to officers and directors of the Company.

b) On May 30, 2014 the Company announced that it has executed a definitive agreement (the "Agreement") for a business combination (the "Transaction") with Cogonov Inc. ("Cogonov"), a private Ontario corporation. The Transaction is expected to take the form of an amalgamation, arrangement, share purchase, or similar form of business combination. Under the terms of the Agreement, the Transaction will be structured such that each Cardinal shareholder will receive one (1) combined entity ("Amalco") share for each three (3) Cardinal shares owned and each Cogonov shareholder will receive one and one quarter (1.25) Amalco shares for each one (1) Cogonov share owned. Chris Carmichael, Chief Executive Officer and Director of the Company is the Chief Financial Officer of Cogonov. Completion of the Transaction is subject to a number of conditions, including Exchange acceptance and disinterested Shareholder approval.

(Expressed in Canadian dollars)

8. Related Party Transactions and Balances - continued

The transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Compensation of key management personnel

The remuneration expense of directors and other members of key management personnel during the years ended December 31, 2014 and 2013 were as follows:

		2014		2013
Salaries and benefits	$	2,000	$	25,000
Share-based compensation		6,040		-
Total	$	8,040	$	25,000

9. Income Taxes

The following table reconciles the expected income tax recovery at the Canadian Federal and Provincial statutory rate of 26.5% (2013 – 26.5%) to the amount recognized in the consolidated statements of comprehensive (loss):

		2014		2013
Net (loss) before recovery of income taxes	$	(60,051)	$	(58,767)
Expected income tax (recovery) expense	$	(15,910)	$	(15,570)
Tax rate changes and other adjustments		-		(22,780)
Non-deductible expenses		1,600		-
Expiry of non-capital losses not previously recognized		43,840		-
Change in tax benefits not recognized		(29,530)		38,350
Income tax recovery reflected in the consolidated statements of comprehensive (loss)	$	-	$	-

Unrecognized Deferred Tax Assets

Deferred income tax assets have not been recognized in respect of the following items:

		2014		2013
Non-capital losses	$	3,060,540	$	3,171,970
Net capital losses	$	9,219,660	$	9,219,660

(Expressed in Canadian dollars)

9. Income Taxes - continued

The net capital losses may be carried forward indefinitely, but can only be used to reduce capital gains. The non-capital loss carry forwards expire as noted below. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

2015	1,954,350
2027	336,580
2028	258,920
2029	109,520
2030	111,260
2031	89,370
2032	87,760
2033	58,770
2034	54,010
	$ 3,060,540

10. Risk Management and Financial Risks

Capital Management

The Company manages its shareholders' equity (currently a deficiency) as capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue project opportunities for the benefit of its shareholders. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may attempt to issue new shares or debt, or adjust the amount of cash. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits. The Company is not subject to any externally imposed capital requirements.

Financial Risks

The Company's risk exposures and the impact on its financial instruments are summarized below:

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2014, the Company had current assets of $4,395 (December 31, 2013 - $115,166) to settle current liabilities of $50,829 (December 31, 2013 - $107,589). (See note 1).

Credit Risk

The credit risk relates to the cash on hand, which is held in a single financial institution.

11. Subsequent Events

There were no subsequent events that would have a material impact on these financial statements.