AFRASIA MINERAL FIELDS INC.

Financial Statements

May 31, 2014

Expressed in Canadian Dollars

AFRASIA MINERAL FIELDS INC.

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Afrasia Mineral Fields Inc.

We have audited the accompanying financial statements of Afrasia Mineral Fields Inc., which comprise the statements of financial position as at May 31, 2014 and 2013 and the statements of comprehensive loss, changes in 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 Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the 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 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 financial statements.

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

NEXIA INTERNATIONAL

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Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Afrasia Mineral Fields Inc. as at May 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 qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Afrasia Mineral Fields Inc.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Accountants

September 25, 2014

AFRASIA MINERAL FIELDS INC.

Statements of Financial Position
May 31, 2014 and 2013
(Expressed in Canadian Dollars)

	Note		**2014**		2013
Assets					
Current assets					
Cash		**$**	**863**	$	18,531
Receivables	3		**2,488**		13,290
Prepaids			**416**		417
			3,767		32,238
Property and equipment	4		**1,500**		3,012
		$	**5,267**	$	35,250
Liabilities and Shareholders' Deficiency					
Current liabilities					
Trade payables and accrued liabilities	5	**$**	**64,636**	$	14,981
Due to related parties	7		**25,278**		89,814
			89,914		104,795
Shareholders' Deficiency					
Share capital	6		**8,349,105**		8,349,105
Reserves	6		**204,669**		204,669
Deficit			**(8,638,421)**		(8,623,319)
			(84,647)		(69,545)
		$	**5,267**	$	35,250

Nature and continuance of operations (Note 1)
Proposed transaction (Note 11)

The accompanying notes form an integral part of these financial statements.

Approved on behalf of the board of directors:

"Praveen Varshney"
Praveen Varshney, Director

"Peeyush Varshney"
Peeyush Varshney, Director

AFRASIA MINERAL FIELDS INC.

Statements of Changes in Equity (Deficiency)
(Expressed in Canadian Dollars)

	Share Capital				
	Number of Shares	Amount	Reserves	Deficit	Total Equity (Deficiency)
Balance, May 31, 2012	20,026,663	$ 8,349,105	$ 204,669	$ (8,495,094)	$ 58,680
Net loss for the year	–	–	–	(128,225)	(128,225)
Balance, May 31, 2013	20,026,663	8,349,105	204,669	(8,623,319)	(69,545)
Net loss for the year	–	–	–	(15,102)	(15,102)
Balance, May 31, 2014	**20,026,663**	**$ 8,349,105**	**$ 204,669**	**$ (8,638,421)**	**$ (84,647)**

The accompanying notes form an integral part of these financial statements.

AFRASIA MINERAL FIELDS INC.

Statements of Comprehensive Loss
For the years ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

	Note	2014	2013
Expenses:			
Amortization	4	**$ 1,512**	$ 1,556
Management fees	7	**30,000**	30,000
Office and administration	7	**39,515**	41,316
Professional fees		**46,554**	14,123
Regulatory and transfer agent fees		**11,726**	9,401
Rent		**27,164**	28,031
Travel and promotion		**1,131**	646
Wages and benefits		**–**	3,545
		(157,602)	(128,618)
Gain on forgiveness of payables	7	**142,500**	–
Interest income		**–**	393
		142,500	393
Net and comprehensive loss for the year		**$ (15,102)**	$ (128,225)
Loss per common share Basic and diluted		**$ (0.001)**	$ (0.006)
Weighted average number of common shares outstanding - basic and diluted		**20,026,663**	20,026,663

The accompanying notes form an integral part of these financial statements.

AFRASIA MINERAL FIELDS INC.

Statements of Cash Flows
For the years ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

		2014		2013
Cash provided by (used in):				
Operations:				
Net loss for the year	**$**	**(15,102)**	$	(128,225)
Items not involving cash:				
Amortization		**1,512**		1,556
Gain on forgiveness of payables		**(142,500)**		–
Changes in non-cash operating working capital items:				
Receivables		**10,802**		(3,942)
Prepaids		**1**		(417)
Trade payables and accrued liabilities		**49,655**		(1,346)
Due to related parties		**77,964**		46,694
Change in cash		**(17,668)**		(85,680)
Cash, beginning		**18,531**		104,211
Cash, ending	**$**	**863**	$	18,531
Supplemental cash flow information:				
There were no significant non-cash transactions for the years ended May 31, 2014 and 2013				
Interest paid	**$**	**–**	$	–
Income taxes paid	**$**	**–**	$	–

The accompanying notes form an integral part of these financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Afrasia Mineral Fields Inc. (the “Company” or “Afrasia”) was incorporated on June 24, 1986 under the laws of British Columbia. The Company was listed on the TSX Venture Exchange (“TSX-V”) under the symbol “AFS” and on September 29, 2008 the Company’s listing was transferred from the TSX-V to the NEX board of the TSX-V. Effectively, the trading symbol for the Company changed from “AFS” to AFS.H”.

The Company’s head office, principal address and records office is Suite 2050-1055 West Georgia Street, PO Box 11121, Royal Centre, Vancouver, BC V6E 3P3. The registered office is Suite 700-595 Burrard St., PO Box 49290, Vancouver, BC V7X 1S8.

On January 11, 2013, the Company entered into a Letter of Intent (“LOI”), with CareCorp Holdings BC Ltd. (“CareCorp”), a private company that provides care services for seniors residing in long-term nursing homes. CareCorp’s business activities are carried out by CareCorp and two related private companies. However, the LOI terminated as both parties were unable to negotiate and enter into a definitive agreement by February 28, 2013, the expiry date of the LOI.

On April 7, 2014, the Company entered into a Letter of Intent (the "LOI") with Wmode Inc. ("Wmode") which is an arms’ length private company incorporated under the laws of Alberta. Wmode is a leading technology and service company in the connected device, mobile and app-ecosystem sector. Further discussion of the proposed transaction has been disclosed in Note 11.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to raise adequate financing and to commence profitable operations in the future. To date, the Company has not generated any significant revenues and has not raised funds in the last twelve months. The Company has an accumulated deficit of $8,638,421 including a loss for the year ended May 31, 2014 of $15,102 (2013 - $128,225). These uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

These financial statements do not include any adjustments relating to the recoverability and classification of assets and liabilities which might be necessary should the Company be unable to continue in existence.

The Company has never paid dividends.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

The financial statements were authorized for issue on September 24, 2014 by the directors of the Company.

Statement of compliance and conversion to International Financial Reporting Standards (“IFRS”)

These financial statements, including comparatives, 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 International Financial Reporting Interpretations Committee (“IFRIC”).

Basis of presentation

The financial statements of the Company have been prepared on an accrual basis except for cash flow information, and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Significant accounting judgements, estimates and assumptions

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) The recognition of deferred tax assets and liabilities.

ii) The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred income tax provisions or recoveries could be affected.

Financial instruments

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity investments, and available-for-sale ("AFS"). The Company classifies its financial liabilities as either at FVTPL or loss and other financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at FVTPLwhen they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss. Transaction costs are expensed as incurred.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are initially recognized at the transaction value, including transaction costs and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Financial instruments (cont'd)

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. Held-to-maturity investments are recognized on a trade-date basis and initially measured at fair value, including transaction costs. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

AFS financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. AFS financial assets are measured initially at their fair value including transaction costs directly attributable to the acquisition. They are subsequently measured at fair value. Unrealized gains and losses are recognized in other comprehensive income (loss), except for impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase the asset.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include the following:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it has become probable that the borrower will enter bankruptcy or financial reorganization.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of all financial assets, excluding receivables, is directly reduced by the impairment loss. The carrying amount of receivables is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease relates to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss. On the date of impairment reversal, the carrying amount of the financial asset cannot exceed its amortized cost had impairment not been recognized.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Financial instruments (cont'd)

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations expire, are discharged, or cancelled.

The Company's financial instruments at May 31, 2014 are as follows:

	Loans & receivables	*Fair Value through Profit or Loss*	*Other financial liabilities*
Financial assets			
Cash	$ –	$ 863	$ –
Receivables	2,488	–	–
Financial liabilities			
Trade payables	–	–	64,636
Due to related parties	–	–	25,278
	$ 2,488	$ 863	$ 89,914

Unless otherwise disclosed their carrying values approximate their fair values due to the short term nature of these instruments.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Financial instruments (cont'd)

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Property and equipment

Property and equipment are recorded at cost less accumulated amortization and impairment losses. Where an item of property and equipment comprises significant components with different useful lives, the components are accounted for as separate items of property and equipment.

The cost of replacing part of an item within property and equipment is recognized when the cost is incurred if it is probable that the future economic benefits will flow to the group and the cost of the item can be measured reliably. The carrying amount of the part that has been replaced is expensed. All other costs are recognized as an expense as incurred.

An impairment loss is recognized when the carrying amount of an asset, or its cash generating unit ("CGU"), exceeds its recoverable amount. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period.

Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to CGUs and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

Property and equipment are recorded at cost. Amortization is recorded using the following rates and methods:

Computer	–	55%	declining balance method
Furniture & equipment	–	20%	declining balance method
Leasehold improvements	–	5 years	straight line method

Impairment of long-lived assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to discounted future net cash flows expected to be generated by the asset. When the carrying value exceeds such cash flows, an impairment charge is recognized for the excess.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Units

The proceeds from the issue of units are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the proceeds are allocated to share capital based on the fair value of the common shares and any residual value is allocated to common share purchase warrants.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event, and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligation between related parties.

Share-based payments

The Company operates an employee share option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. To date, share-based payments consist entirely of share options. For share options, the cost of the option is expensed or capitalized as an addition to non-monetary assets depending on the reason for the grant. The corresponding amount is recorded to reserves. The fair value of options granted is determined using a Black–Scholes pricing model which incorporates all market vesting conditions.

The number of share options expected to vest is adjusted on the date of grant such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Income taxes (cont'd)

Deferred tax expense or recovery is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss, nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not provide for the excess.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss per share

Loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. Shares subject to escrow restrictions are excluded from the weighted average number of common shares unless their release is subject only to the passage of time.

Accounting standards issued but not yet effective

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

The Company has not early adopted these standards and is currently assessing the impact that these standards will have on its financial statements.

- IAS 32 (Amendment): Standard amended to clarify requirements for offsetting financial assets and financial liabilities, effective for annual periods beginning on or after January 1, 2014.
- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2018.
- IFRS 9: New standard that replaced IAS 39 for classification and measurement.

(Expressed in Canadian Dollars)

3. RECEIVABLES

		2014		2013
Government Sales Tax credits	$	2,252	$	13,056
Other receivables		236		234
	$	2,488	$	13,290

4. PROPERTY AND EQUIPMENT

		Computer		Equipment		Furniture		Leasehold improvements		Total
Cost:										
At May 31, 2012, 2013, and 2014	$	2,350	$	5,063	$	1,772	$	2,308	$	11,493
Amortization:										
At May 31, 2012	$	646	$	4,610	$	1,438	$	231	$	6,925
Amortization		937		91		67		461		1,556
At May 31, 2013		1,583		4,701		1,505		692		8,481
Amortization		421		362		267		462		1,512
At May 31, 2014	$	2,004	$	5,063	$	1,772	$	1,154	$	9,993
Net book value:										
At May 31, 2013	$	767	$	362	$	267	$	1,616	$	3,012
At May 31, 2014	$	346	$	–	$	–	$	1,154	$	1,500

5. TRADE PAYABLES AND ACCRUED LIABILITIES

		2014		2013
Trade payables	$	34,627	$	480
Accrued liabilities		30,009		14,501
	$	64,636	$	14,981

6. SHARE CAPITAL AND RESERVES

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued – common shares

There were no share issuances during the years ended May 31, 2014 and 2013.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES

(c) Share options

The Company maintains a 10% rolling share option plan (the "Plan") that enables management to grant options to directors, officers, employees and other service providers. The Company follows the Exchange policies where the number of common shares which may be issued pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding shares of the Company from time to time at the date of granting of options and have a maximum of 10 years. Each option agreement with the grantee sets forth, among other things, the number of options granted, the exercise price and the vesting conditions of the options as determined by the Board of Directors. There were no options granted or outstanding at May 31, 2014 and 2013.

7. RELATED PARTY TRANSACTIONS

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors and officers. Key management personnel compensation comprised:

		2014		2013
Administrative services (a)	$	36,000	$	36,000
Management services (a)		30,000		30,000
	$	66,000	$	66,000

(a) On February 1, 2009, the Company entered into a management and administrative agreement with Varshney Capital Corp. ("VCC"), a company controlled by two common directors, whereby the Company agreed to pay management and administrative fees of $2,500 and $3,000 per month, respectively.

During the year ended May 31, 2014, the Company cancelled its management and administrative services fees. As a result of the cancellation, the Company recorded a gain on forgiveness of payables amounting to $142,500 to reflect the forgiveness of accrued charges for the year ended May 31, 2014 and prior years.. The Company recovered $87,500 (2013 – $nil) in management fees and recovered $55,000 (2013 – $nil) in administrative fees to VCC.

Prior to the cancellation, the Company incurred $30,000 (2013 - $30,000) for management fees and $36,000 (2013-$36,000) for administrative fees to VCC.

As at May 31, 2014, $nil (2013 - $89,670) was due to VCC for management and administrative fees and $24,100 (2013 - $nil) was due to VCC for an operating loan. The loan is unsecured, non interest bearing and has no fixed terms of repayment.

(b) As at May 31, 2014, $1,178 (2013 - $nil) was due to a director and officer of the Company for expense reimbursements. This amount was repaid subsequent to May 31, 2014.

(c) As at May 31, 2014, a total of $236 (2013 - $234) was due from companies with directors and officers in common. The amounts resulted from recovery of expenses, were included in receivables and repaid subsequent to May 31, 2014.

(Expressed in Canadian Dollars)

8. INCOME TAXES

The reconciliation of the combined Canadian federal and provincial income tax rate to the income tax recovery presented in the accompanying stated of comprehensive loss is provided below:

Years ended May 31,	2014	2013
Accounting loss before income taxes	$ (15,102)	$ (128,225)
Combined federal and provincial statutory income tax rate	26.0%	25.2%
Income tax recovery at statutory tax rates	$ (3,927)	$ (32,270)
Non-deductible expenditures	48	32
Change in statutory rates and tax credits	–	(23,307)
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	110,578	–
Changes in unrecognized deductible temporary differences and other	(106,699)	55,545
Total	$ –	$ –

The Canadian income tax rate increased during the year due to changes in the law that increased corporate income tax rates in Canada.

Significant components of deferred tax assets that have not been set up are as follows:

As of May 31,	2014	2013
Share issue costs	$ 1,000	$ 1,000
Non-Capital losses	206,000	410,000
Capital assets	6,000	6,000
Allowable capital loss	76,000	–
Mineral properties	217,000	196,000
Total	$ 506,000	$ 613,000

Significant components of deductible and taxable temporary differences, unused tax losses and unused tax credits that have not been included on the statements of financial position are as follows:

	As of May 31,			
	2014	Expiry dates	2013	Expiry dates
Share issue costs	$ 4,000	2035 to 2036	$ 4,000	2034 to 2036
Allowable capital losses	$ 293,000	No expiry date	$ –	No expiry date
Non-Capital losses	$ 793,000	2029 to 2034	$ 1,576,000	2029 to 2033
Capital assets	$ 23,000	Not applicable	$ 24,000	Not applicable
Mineral properties	$ 834,000	Not applicable	$ 754,000	Not applicable

Tax attributes are subject to review, and potential adjustment, by tax authorities.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

At May 31, 2014 and 2013, the Company's financial instruments consist of cash, receivables, trade payables and accrued liabilities and due to related parties. There were no transfers between levels during the year ended May 31, 2014.

Cash is carried at fair value using a Level 1 fair value measurement. The carrying value of receivables and trade payables and accrued liabilities and due to related parties approximate their fair value because of the short-term nature of these instruments or their ability of prompt liquidation.

Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. As a majority of the Company's cash is held by a Canadian bank, there is a concentration of credit risk with one bank in Canada. While there is concentration of risk holding all funds with one institution, this risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. As at May 31, 2014, the Company has cash on hand of $863. Management assesses credit risk of cash as low.

The Company's secondary exposure to credit risk is on its receivables. This risk is minimal as receivables consist of refundable government sales taxes of $2,252 and amounts due from related parties of $236.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates only in Canada and is therefore not exposed to foreign exchange risk arising from transactions denominated in a foreign currency.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will change due to a change in the level of interest rates. The Company is exposed to interest rate risk as its bank account earns interest income at variable rates and is subject to the movement in interest rates. Management considers the interest rate to be minimal.

Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. As at May 31, 2014, the Company had a working capital deficiency of $86,147 (2013 –$72,557). The Company has been successful in re-negotiating its indebtedness however there is no assurance the success of these effort will continue.

10. CAPITAL DISCLOSURE

Management's objective is to manage its capital to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of share capital and working capital.

In order to achieve this objective, management makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust capital structure, management may invest its excess cash in interest bearing accounts of Canadian chartered banks and/or raise additional funds externally as needed. The Company is not subject to externally imposed capital requirements.

11. PROPOSED TRANSACTIONS

On April 7, 2014, the Company announced that it has entered into a LOI with Wmode, an arms' length private company incorporated under the laws of Alberta. It is contemplated that Wmode and Afrasia will enter into a business combination by way of a three corner amalgamation or plan of arrangement in a reverse take-over transaction (the "RTO"), which will result in Wmode becoming a wholly-owned subsidiary of Afrasia or otherwise combining its corporate existence with a wholly-owned Alberta incorporated subsidiary of Afrasia. The formal structure of the RTO is still subject to confirmation as the parties consider corporate, tax and securities law considerations applicable to the RTO. Once the structure is determined, the LOI will be superseded by a definitive agreement between Afrasia and Wmode, and parties will announce the signing of such definitive agreement and its general terms by news release.

As part of and prior to closing the RTO, Afrasia anticipates a consolidation of its issued and outstanding securities on a ten (10) old for one (1) new basis, changing its name to Wmode Corp. or such other name that may be acceptable to applicable regulatory authorities and continuing its jurisdiction of incorporation into Alberta. Afrasia anticipates that upon completion of the RTO the Resulting Issuer will graduate from NEX to Tier 1 of the TSX-V as a Technology issuer.

Pursuant to the RTO, Afrasia Shares will be issued to the holders of Wmode Shares in exchange for all of the issued and outstanding Wmode Shares on the basis of 0.4675 Afrasia Share(s) for each Wmode Share (the "Exchange Ratio").

In accordance with Exchange policies, Afrasia's common shares are currently halted from trading and will remain so until certain documentation required by the Exchange for the RTO can be provided to the TSX-V. The Afrasia common shares may resume trading, following the Exchange's review of the required documentation, or the shares may remain halted until completion of the RTO.

Completion of the consolidation and the RTO is conditional upon, among other things, receipt of all required regulatory and shareholder approvals, the negotiation and execution of definitive documentation and the completion of the financings.

Completion of the RTO is also subject to TSX-V acceptance and disinterested shareholder approval. The RTO 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.

Subsequent to May 31, 2014, the Company issued a promissory note to Wmode for a non-interest bearing loan of $30,000, in accordance to the terms of the LOI. If the LOI or definitive agreement is terminated, the loan is repayable within twelve months from termination date.