

Wamco Technology Group Ltd.

UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS

For the three month periods ended March 31, 2017 and 2016

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim condensed financial statements of Wamco Technology Group Ltd., are the responsibility of the management and Board of Directors of the Company.

The unaudited interim condensed financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Lisa McCormack", President
Lisa McCormack

"Marco Guidi", CFO
Marco Guidi

NOTICE TO READER

The accompanying unaudited interim condensed financial statements of the Company have been prepared by and are the responsibility of management. The unaudited interim financial statements for the three months ended March 31, 2017 and 2016 have not been reviewed by the Company's auditors.

WAMCO TECHNOLOGY GROUP LTD.
UNAUDITED INTERIM STATEMENTS OF FINANCIAL POSITION
(expressed in Canadian dollars)

| As at, | March 31, 2017 | December 31, 2016 |
|--------------------------------------|---------------------------|------------------------------|
| ASSETS | | |
| Current | \$ | \$ |
| Cash (Note 10) | 7,857 | 7,921 |
| Trade and other receivables (Note 3) | 11,815 | 5,513 |
| Prepaid expenses | 5,000 | 5,000 |
| | 24,672 | 18,434 |
| LIABILITIES | | |
| Current | | |
| Trade and other payables (Note 4) | 26,198 | 243,940 |
| Due to related parties (Note 5) | 5,000 | 7,500 |
| | 31,198 | 251,440 |
| EQUITY | | |
| Share capital (Note 6) | 3,358,777 | 3,079,922 |
| Contributed surplus (Note 7) | 15,000 | 15,000 |
| Deficit | (3,380,303) | (3,327,928) |
| | (6,526) | (233,006) |
| | 24,672 | 18,434 |

Nature of Operations and Going Concern (Note 1)

Approved on behalf of the Board:

"Joe Whipple" Director

"Lisa McCormack" Director

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

WAMCO TECHNOLOGY GROUP LTD.
UNAUDITED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(expressed in Canadian dollars)

| For the three month periods ended March 31, | 2017 | 2016 |
|---|------------------|-------------|
| Expenses | \$ | \$ |
| Accounting, audit and legal | 49,158 | 3,643 |
| Filing and Transfer Agent Fees | 3,153 | 754 |
| General and administrative | 64 | 65 |
| Net loss and comprehensive loss for the period | (52,375) | (4,462) |
| Loss per share | | |
| Basic and fully diluted | (0.027) | (0.005) |
| Weighted average number of common shares outstanding | | |
| Basic and fully diluted | 1,966,206 | 966,245 |

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

WAMCO TECHNOLOGY GROUP LTD.
UNAUDITED INTERIM STATEMENTS OF CHANGES IN EQUITY
(expressed in Canadian dollars)

| | Share Capital | | Reserves | | Total |
|---|-------------------|---------------------|---------------------|-----------------------|---------------------|
| | Number of Shares* | Amount | Contributed surplus | Deficit | |
| Balance at January 1, 2016 | 966,245 | \$ 3,064,922 | \$ 15,000 | \$ (3,269,780) | \$ (189,858) |
| Total comprehensive loss for the period | - | - | - | (4,462) | (4,462) |
| Balance at March 31, 2016 | 966,245 | \$ 3,064,922 | \$ 15,000 | \$ (3,274,242) | \$ (194,320) |
| Private placement | 60,000 | 15,000 | - | - | 15,000 |
| Total comprehensive loss for the period | - | - | - | (53,686) | (53,686) |
| Balance at December 31, 2016 | 1,026,245 | \$ 3,079,922 | \$ 15,000 | \$ (3,327,928) | \$ (233,006) |
| Private placement | 5,577,099 | 278,855 | - | - | 278,855 |
| Total comprehensive loss for the period | - | - | - | (52,375) | (52,375) |
| Balance at March 31, 2017 | 6,603,344 | \$ 3,358,777 | \$ 15,000 | \$ (3,380,303) | \$ (6,526) |

* Number of shares outstanding reflects the five for one share consolidation on January 24, 2017 of the Company's issued and outstanding shares

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

WAMCO TECHNOLOGY GROUP LTD.
UNAUDITED INTERIM STATEMENTS OF CASH FLOWS
(expressed in Canadian dollars)

| For the three month periods ended March 31, | 2017 | 2016 |
|---|--------------|--------------|
| Cash flows used in operating activities | \$ | \$ |
| Net Loss for the period | (52,375) | (4,462) |
| Changes in non-cash working capital accounts: | | |
| HST recoverable | (6,302) | 561 |
| Repayment of due to related parties | (2,500) | - |
| Accounts payable and accrued liabilities | 61,113 | 7,846 |
| Cash flows provided by (used in) operating activities | (64) | 3,945 |
| Net increase (decrease) increase in cash | (64) | 3,945 |
| Cash, beginning of period | 7,921 | 6,009 |
| Cash, end of period | 7,857 | 9,954 |

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

WAMCO TECHNOLOGY GROUP LTD.
NOTES TO THE UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2017 and 2016

1. NATURE OF OPERATIONS AND GOING CONCERN CONSIDERATIONS

Wamco Technology Group Ltd. (the "Company") was incorporated under the laws of the Province of British Columbia on December 14, 1995. On September 1, 2011, the Company completed articles of amendment and continued the Company under the laws of the Province of Ontario. The Company's head office is located at 400 – 365 Bay Street, Toronto, ON, M5H 2V1. The Company's last operation was that of an online gaming website and wireless connectivity services. The business ventures were discontinued in the year ended December 31, 2003. The Company is currently seeking project opportunities.

As at March 31, 2017, the Company had a working capital deficiency of \$6,526 (December 31, 2016 – \$233,006 working capital deficiency), had not yet achieved profitable operations, had accumulated losses of \$3,380,303 (December 31, 2016 - \$3,327,928) and expects to incur further losses in the development of its business, all of which casts doubt upon the Company's ability to continue as a going concern. The application of the going concern assumption is dependent upon the Company's ability to generate future profitable operations and obtain necessary financing to do so.

Management believes the Company will be able to acquire sufficient funds to cover planned operations throughout the next twelve month period by securing additional financing through the issue of new equity, among other things. Nevertheless, there is no assurance that these initiatives will be successful.

These financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Management believes the going concern assumption to be appropriate for these financial statements. If the going concern assumption was not appropriate, adjustments might be necessary to the carrying value of the assets and liabilities, reported revenues and expenses, and the balance sheet classifications used in the financial statements.

2. BASIS OF PRESENTATION

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

2.2 Basis of presentation

These condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's December 31, 2016 annual financial statements.

2. BASIS OF PRESENTATION (continued)

2.3 Recent accounting pronouncements

New Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2018 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. 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. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity’s own credit risk in other comprehensive income, rather than within profit or loss. 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. Earlier adoption is permitted. The Company has not yet determined the impact of the amendments on the Company’s financial statements.

IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”). In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers. IFRS 15 specifies how and when to recognize revenue as well as requires entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, Revenue, IAS 11, Construction Contracts, and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 must be applied in an entity’s first annual IFRS financial statements for periods beginning on or after January 1, 2017. Application of the standard is mandatory and early adoption is permitted. The Company has not yet determined the impact of the amendments on the Company’s financial statements.

WAMCO TECHNOLOGY GROUP LTD.
NOTES TO THE UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2017 and 2016

3. TRADE AND OTHER RECEIVABLES

The Company's trade and other receivables arise from harmonized sales tax ("HST") receivable due from government taxation authorities. These are broken down as follows:

| | March 31, 2017 | December 31, 2016 |
|--|---------------------------|----------------------|
| | \$ | \$ |
| HST receivable | 11,815 | 5,513 |
| Total trade and other receivables | \$ 11,815 | \$ 5,513 |

These trade and other receivables are outstanding for less than 30 days after filing the necessary government taxation returns.

At March 31, 2017, the Company anticipates full recovery of these amounts and therefore no impairment has been recorded against these receivables. The credit risk on the receivables has been further discussed in Note 8. The Company holds no collateral for any receivable amounts outstanding as at March 31, 2017.

4. TRADE AND OTHER PAYABLES

Trade and other payables of the Company are principally comprised of amounts outstanding for trade purchases relating to operating and financing activities. The usual credit period taken for trade purchases is between 30 to 90 days.

The following is an aged analysis of the trade and other payables:

| | March 31, 2017 | December 31, 2016 |
|---------------------------------------|---------------------------|----------------------|
| | \$ | \$ |
| Less than 1 month | 16,837 | 38,244 |
| 1 – 3 months | 5,813 | 4,557 |
| Over 3 months | 3,548 | 201,139 |
| Total trade and other payables | \$ 26,198 | \$ 243,940 |

5. RELATED PARTY TRANSACTIONS

During the three month period ended March 31, 2017, \$5,000 (2016 - \$3,000) was charged for services by the Chief Financial Officer.

Amounts due to related parties represent amounts owing to directors for cash advances. The amounts are unsecured, bear no interest and have no specified terms of repayment. As at March 31, 2017, \$5,000 (December 31, 2016 - \$7,500) is owing to directors for cash advances.

As at March 31, 2017, \$5,650 (December 31, 2016 - \$89,270) in amounts due to related parties was included in trade and other payables.

WAMCO TECHNOLOGY GROUP LTD.
NOTES TO THE UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2017 and 2016

6. SHARE CAPITAL

- (a) Authorized – 100,000,000 Common shares without par value
10,000,000 Preferred shares without par value

Common shares

The issued and outstanding common shares are as follows:

| | Number of Shares* | Amount \$ |
|-----------------------------------|----------------------|--------------|
| Balance, January 1, 2016 | 966,245 | 3,064,922 |
| Private placement | 60,000 | 15,000 |
| Balance, December 31, 2016 | 1,026,245 | 3,079,922 |
| Private placement | 5,577,099 | 278,855 |
| Balance, March 31, 2017 | 6,603,244 | 3,358,777 |

** Number of shares outstanding reflects the five for one share consolidation on January 24, 2017 of the Company's issued and outstanding shares*

On April 15, 2016, the Company closed a private placement for aggregate gross proceeds of \$15,000 through the issuance of 300,000 common shares of the Company at a price of \$0.05 per common share.

On January 24, 2017, the Company filed articles of amendment giving effect to the consolidation of its issued and outstanding common shares on a one (1) for five (5) basis, resulting in its previously outstanding 5,131,362 common shares of the Company being consolidated into approximately 1,026,245 common shares. The Consolidation was approved by shareholders at an annual and special meeting held on August 20, 2015.

On March 16, 2017, the Company settled an aggregate of \$278,855 of indebtedness owed to certain arm's length and non-arm's length creditors through the issuance of an aggregate of 5,577,099 common shares of the Company at a price of \$0.05 per Common Share. All common shares issued in connection with the debt settlement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

7. CONTRIBUTED SURPLUS

On December 3, 2003, the Company surrendered and cancelled all 1,500,000 performance escrow shares as a result of the disposal of a subsidiary company, reducing share capital and increasing contributed surplus by \$15,000.

WAMCO TECHNOLOGY GROUP LTD.
NOTES TO THE UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2017 and 2016

8. FINANCIAL INSTRUMENTS

Fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data.

The Company's financial instruments as at March 31, 2017 include cash, trade and other receivables, trade and other payables and due to related parties. Fair value of cash is determined based on transaction value and is categorized as Level 1 measurement. Fair value of trade and other payables are determined from transaction values which were derived from observable market inputs. Fair values of these financial instruments are based on Level 2 measurements. The Company records its financial instruments at their carrying amounts which approximates fair value, unless otherwise disclosed in the financial statements. The carrying amounts approximate fair values due to the short-term maturities of these financial instruments.

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

Interest rate risk

The Company's cash includes bank deposits that are subject to floating interest rates. The Company's current policy is to invest excess cash in bank deposits by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

The Company's credit risk is primarily attributable to cash and HST recoverable included in current assets. The Company has no material concentration of credit risk arising from operations. Cash consists of bank deposits and cash held in trust with the Company's legal counsel, from which, management believes the risk of loss is remote. As at March 31, 2017, the Company's receivables primarily consist of amounts due from the Canadian government. The Company's receivables are normally collected within a 30-60 day period. The Company has not experienced any collection issues to March 31, 2017. The Company is exposed to credit risk with regards to debtors refusing payment and the government denying the Company claims filed.

The Company's maximum exposure to credit risk as at March 31, 2017 is the carrying value of cash and HST recoverable.

WAMCO TECHNOLOGY GROUP LTD.
NOTES TO THE UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2017 and 2016

8. FINANCIAL INSTRUMENTS (*continued*)

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 March 31, 2017, the Company had current assets of \$24,672 (December 31, 2016 - \$18,434) compared to current liabilities of \$31,198 (December 31, 2016 - \$251,440). The ability of the Company to continue to pursue its activities and continue as a going concern is dependent on its ability to secure additional equity or other financing. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. As at March 31, 2017, the Company had a working capital deficiency of \$6,526 (December 31, 2016 – \$233,006 working capital deficiency).

9. CAPITAL MANAGEMENT

The Company considers its capital to include components of equity.

The Company's objectives in managing its capital are: to maintain adequate levels of funding to support its expenditures arising from the Company's activities; to safeguard the Company's ability to continue as a going concern in order to pursue project opportunities; to maintain a flexible capital structure for its projects for the benefit of its stakeholders; to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit.

The Company considers its capital to be share capital, reserve accounts and deficit, which as at March 31, 2017 totaled a deficiency of \$6,526 (December 31, 2016 – \$233,006 deficiency).

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to pursue project opportunities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company currently has no major sources of revenue; as such the Company is dependent on external financing to fund its activities. In order to pursue project opportunities and pay for administrative costs, the Company will continue to assess its existing working capital position and raise additional amounts as needed.

The Company's investment policy is to invest its cash in bank deposits, to ensure it is available for upcoming expenditures.

The Company expects its capital resources will be sufficient to pursue project opportunities and carry out operations through its current operating period. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three month period ended March 31, 2017. The Company is not subject to externally imposed capital requirements.

10. CASH

Cash in the statement of financial position comprise cash at banks and in the Company's lawyer's trust account.

**WAMCO TECHNOLOGY GROUP LTD.
NOTES TO THE UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2017 and 2016**

11. PROPOSED TRANSACTION

On March 31, 2017, the Company announced that it and certain of its principal shareholders have entered into a binding agreement (the "Agreement") with TCG Acquisition Corp. ("TCG") which outlines the general terms and conditions of a proposed transaction pursuant to which Wamco will acquire all of the issued and outstanding securities of TCG in exchange for securities of Wamco. The proposed transaction is anticipated to be carried out by way of amalgamation or other similar transaction, pursuant to which TCG will amalgamate with a wholly-owned subsidiary of Wamco (the "Proposed Transaction"). As a result of the Proposed Transaction, the Company will continue on with the business of TCG.

As contemplated by the Agreement, Wamco and TCG intend to apply to the Canadian Stock Exchange ("CSE") for the listing of the Wamco Shares (the "Listing"). TCG is a privately held company incorporated pursuant to the Business Corporations Act (Ontario). TCG has been formed for the initial purpose of making investments primarily in the United States.

The Proposed Transaction is subject to, among other things, receipt of the requisite shareholder approvals, approval of the CSE, and additional conditions as described in the Agreement. Holders of greater than 70% of the Wamco Shares have entered into agreements to support the Proposed Transaction.

Prior to the completion of the Proposed Transaction, Wamco will call a meeting of its shareholders for the purpose of approving, among other matters, (i) a possible consolidation of the issued and outstanding Wamco Shares (the "Consolidation"); (ii) a change of name of Wamco to a name to be determined by TCG and acceptable to regulatory authorities; (iii) the election of nominees of TCG to the board of directors of Wamco; (iv) the approval of the Proposed Transaction, if required under applicable law; and (v) such other matters as the parties or the CSE may require. Upon closing of the Proposed Transaction, the board of directors of Wamco will be reconstituted in a manner that complies with the requirements of the CSE and applicable securities laws. TCG shall be entitled to all nominees on the reconstituted board, subject to the receipt of applicable regulatory approvals. In connection with the Proposed Transaction, TCG intends to undertake one or more equity financings (the "TCG Financing").

Upon closing of the Proposed Transaction, all securities of TCG issued in connection with the TCG Financing will automatically be exchanged for post-Consolidation Wamco Shares on the same terms as existing TCG securities.