

VALDOR TECHNOLOGY INTERNATIONAL INC.
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2016 and 2015
(Stated in US Dollars)
(Unaudited – Prepared by Management)

UNAUDITED FINANCIAL STATEMENTS: In accordance with National Instrument 51-102 of the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statements for the nine months ended September 30, 2016 and 2015.

VALDOR TECHNOLOGY INTERNATIONAL INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
September 30, 2016 and December 31, 2015
(Stated in US Dollars)
(Unaudited - Prepared by Management)

	September 30, <u>2016</u>	December 31, <u>2015</u>
<u>ASSETS</u>		
Current		
Cash	\$ 4,279	\$ 881
Accounts receivable	69,465	108,272
Inventories	2,258	-
Prepaid expenses and deposit	23,987	6,441
Discontinued operations	<u>20,762</u>	<u>75,127</u>
	120,751	190,721
Equipment – Note 5	<u>3,568</u>	<u>4,706</u>
Total Assets	<u>\$ 124,319</u>	<u>\$ 195,427</u>
<u>LIABILITIES</u>		
Current		
Accounts payable and accrued liabilities	\$ 409,186	\$ 388,374
Loans payable – Note 6	37,658	32,512
Due to related parties – Note 7	664,226	343,107
Current portion of lease obligation – Note 12	10,867	10,867
Discontinued operations	<u>194,802</u>	<u>179,147</u>
	1,316,739	954,007
Convertible debentures – Note 8	300,227	274,246
Lease obligation – Note 12	<u>10,025</u>	<u>10,025</u>
Total liabilities	<u>1,626,991</u>	<u>1,238,278</u>
<u>SHAREHOLDERS' DEFICIT</u>		
Equity portion of convertible debentures – Note 8	45,385	45,385
Share capital – Note 9	22,759,673	22,732,750
Contributed surplus	3,751,860	3,738,757
Accumulated other comprehensive income	104,074	158,366
Accumulated deficit	<u>(27,514,572)</u>	<u>(27,073,108)</u>
Attributable to parent	(853,580)	(397,850)
Non-controlling interest	<u>(649,092)</u>	<u>(645,001)</u>
Total Shareholders' Deficit	<u>(1,502,672)</u>	<u>(1,042,851)</u>
Total Liabilities and Shareholders' Deficit	<u>\$ 124,319</u>	<u>\$ 195,427</u>

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

"Elston Johnston"

Director

"Brian Findlay"

Director

Elston Johnston

Brian Findlay

SEE ACCOMPANYING NOTES

VALDOR TECHNOLOGY INTERNATIONAL INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND
COMPREHENSIVE LOSS
for the three and nine months ended September 30, 2016 and 2015
(Stated in US Dollars)
(Unaudited - Prepared by Management)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Revenue – Note 11	\$ 26,811	\$ 48,160	\$ 91,113	\$ 164,949
Direct costs	<u>373</u>	<u>5,808</u>	<u>8,073</u>	<u>87,312</u>
	<u>26,438</u>	<u>42,352</u>	<u>83,040</u>	<u>77,637</u>
Expenses				
Administration and general – Schedule I	108,449	195,809	499,914	910,785
Amortization and depreciation	379	304	1,137	911
Marketing	1	(1,278)	272	3,383
Research and development	-	4,960	2,414	29,329
Interest and accretion – Note 8	13,987	14,587	40,804	41,079
Share-based payments – Notes 9 and 10	<u>4,454</u>	<u>66,355</u>	<u>20,753</u>	<u>235,888</u>
	<u>127,270</u>	<u>280,737</u>	<u>565,294</u>	<u>1,221,375</u>
Loss before other items	(100,832)	(238,385)	(482,254)	(1,143,738)
Other item:				
Gain on write-off of accounts payable	23,690	-	23,690	-
Insurance proceeds	<u>803</u>	<u>-</u>	<u>13,009</u>	<u>-</u>
Net loss from continuing operations	(76,339)	(238,385)	(445,555)	(1,143,738)
Net loss from discontinued operations – Note 15	<u>-</u>	<u>(129,784)</u>	<u>-</u>	<u>(445,244)</u>
Net loss for the period	<u>(76,339)</u>	<u>(368,169)</u>	<u>(445,555)</u>	<u>(1,588,982)</u>
Other comprehensive income				
Exchange differences on translating into presentation currency	<u>20,503</u>	<u>35,637</u>	<u>(54,292)</u>	<u>104,348</u>
Total comprehensive loss for the period	<u>\$ (55,836)</u>	<u>\$ (332,532)</u>	<u>\$ (499,847)</u>	<u>\$ (1,484,634)</u>
Basic and diluted loss per share – Continuing operations	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Discontinued operations	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
All operations	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Weighted average number of shares outstanding – basic and diluted	<u>113,542,220</u>	<u>111,997,776</u>	<u>113,260,713</u>	<u>107,837,465</u>

Losses attributable to:	For the three months ended September 30, 2016			For the three months ended September 30, 2015		
	Shareholders of parent	Non-controlling interest	Total	Shareholders of parent	Non-controlling interest	Total
Net loss from continuing operations	\$ (76,402)	\$ 63	\$ (76,339)	\$ (236,084)	\$ (2,301)	\$ (238,385)
Net loss from discontinued operations	\$ -	\$ -	\$ -	\$ (121,997)	\$ (7,787)	\$ (129,784)
Net loss for the period	\$ (76,402)	\$ 63	\$ (76,339)	\$ (358,081)	\$ (10,088)	\$ (368,169)
Total comprehensive loss for the period	\$ (55,899)	\$ 63	\$ (55,836)	\$ (322,444)	\$ (10,088)	\$ (332,532)
	For the nine months ended September 30, 2016			For the nine months ended September 30, 2015		
Net loss from continuing operations	\$ (441,464)	\$ (4,091)	\$ (445,555)	\$ (1,132,593)	\$ (11,145)	\$ (1,143,738)
Net loss from discontinued operations	\$ -	\$ -	\$ -	\$ (418,529)	\$ (26,715)	\$ (445,244)
Net loss for the period	\$ (441,464)	\$ (4,091)	\$ (445,555)	\$ (1,551,122)	\$ (37,860)	\$ (1,588,982)
Total comprehensive loss for the period	\$ (495,756)	\$ (4,091)	\$ (499,847)	\$ (1,446,774)	\$ (37,860)	\$ (1,484,634)

SEE ACCOMPANYING NOTES

VALDOR TECHNOLOGY INTERNATIONAL INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
for the nine months ended September 30, 2016 and 2015
(Stated in US Dollars)
(Unaudited - Prepared by Management)

	<u>2016</u>	<u>2015</u>
Operating Activities		
Net loss for the period from continuing operations	\$ (445,555)	\$ (1,143,738)
Charges to net loss not affecting cash:		
Amortization and depreciation	1,138	911
Accretion	10,753	9,581
Accrued interest	27,338	28,566
Unrealized foreign exchange loss	(476)	332
Share-based payments	20,753	235,888
Gain on write-off of Accounts payable	<u>23,690</u>	<u>-</u>
	(362,359)	(868,460)
Changes in non-cash working capital balances related to operations:		
Accounts receivable	38,290	10,142
Subscriptions receivable	-	(210)
Inventories	(2,258)	18,988
Prepaid expenses and deposit	(17,546)	59,373
Accounts payable and accrued liabilities	<u>(61,090)</u>	<u>(50,579)</u>
Cash provided by (used in) operating activities – continuing operations	(404,963)	(830,746)
Cash provided by (used in) operating activities – discontinued operations	<u>70,019</u>	<u>9,284</u>
Cash flows used in operating activities from all operations	<u>(334,944)</u>	<u>(821,462)</u>
Financing Activities		
Due to related parties	321,089	(26,687)
Loans payable	(2,042)	12,639
Proceeds from issuance of common shares	<u>19,273</u>	<u>733,729</u>
Cash provided by (used in) financing activities – continuing operations	338,320	719,681
Cash provided by (used in) financing activities – discontinued operations	<u>-</u>	<u>(9,243)</u>
Cash flows provided by financing activities from all operations	<u>338,320</u>	<u>710,438</u>
Effect of unrealized foreign exchange gain (loss) on cash	<u>22</u>	<u>(155)</u>
Increase (decrease) in cash during the period	3,398	(111,179)
Cash, beginning of the period	<u>881</u>	<u>130,772</u>
Cash, end of the period	<u>\$ 4,279</u>	<u>\$ 19,593</u>

Supplemental disclosure – See Note 16

VALDOR TECHNOLOGY INTERNATIONAL INC.
CONDENSED INTERIM CONSOLIDATED STATEMENT OF SHAREHOLDERS' DEFICIENCY
for the nine months ended September 30, 2016 and 2015
(Stated in US Dollars)
(Unaudited - Prepared by Management)

	Share capital		Subscriptions	Equity portion	Contributed	Accumulated	Accumulated	Non-	Total
	Issued	Amount	(receivable)	of convertible	Surplus	Other	Deficit	Controlling	
	Shares		received in	debentures		Comprehensive		Interest	
			advance			Income			
Balance, December 31, 2014	100,105,720	\$ 21,889,807	\$ 166,466	\$ 45,385	\$ 3,286,632	\$ 24,854	\$ (25,403,911)	\$ (618,836)	\$ (609,603)
Shares issued for cash:									
Pursuant to a private placement									
– at CDN\$0.10	11,710,500	932,039	-	-	-	-	-	-	932,039
On exercise of share purchase warrants – at CDN\$0.10	100,000	7,631	-	-	-	-	-	-	7,631
Shares issued as finders fees	126,000	10,028	-	-	-	-	-	-	10,028
Share issue cost	-	(10,028)	-	-	-	-	-	-	(10,028)
Share subscription received (receivable)	-	-	(203,931)	-	-	-	-	-	(203,931)
Share-based payments	-	-	-	-	235,888	-	-	-	235,888
Exchange differences on translating to presentation currency	-	-	-	-	-	104,348	-	-	104,348
Net loss for the period	-	-	-	-	-	-	(1,551,124)	(37,860)	(1,588,984)
Balance, September 30, 2015	<u>112,042,220</u>	<u>\$ 22,829,477</u>	<u>\$ (37,465)</u>	<u>\$ 45,385</u>	<u>\$ 3,522,520</u>	<u>\$ 129,202</u>	<u>\$ (26,955,035)</u>	<u>\$ (656,696)</u>	<u>\$ (1,122,612)</u>
Balance, December 31, 2015	113,042,220	22,732,750	-	45,385	3,738,757	158,366	(27,073,108)	(645,001)	(1,042,851)
Shares issued for cash:									
Pursuant to exercise of stock options									
– at CDN\$0.05	500,000	19,273	-	-	-	-	-	-	19,273
Allocation of options exercised	-	7,650	-	-	(7,650)	-	-	-	-
Share-based payments	-	-	-	-	20,753	-	-	-	20,753
Exchange differences on translating to presentation currency	-	-	-	-	-	(54,292)	-	-	(54,292)
Net loss for the period	-	-	-	-	-	-	(441,464)	(4,091)	(445,555)
Balance, September 30, 2016	<u>113,542,220</u>	<u>\$ 22,759,673</u>	<u>\$ -</u>	<u>\$ 45,385</u>	<u>\$ 3,751,860</u>	<u>\$ 104,074</u>	<u>\$ (27,514,572)</u>	<u>\$ (649,092)</u>	<u>\$ (1,502,672)</u>

SEE ACCOMPANYING NOTES

Note 1 Nature of Operations

The Company was incorporated under the British Columbia Company Act on March 19, 1984 and is publicly traded on the TSX Venture Exchange. During the year ended December 31, 2013, the Company's principal business was developing, manufacturing and marketing of fiber optic products. During the year ended December 31, 2014, the Company expanded its business to include the developing, manufacturing and marketing of video streaming products. During the year ended December 31, 2015, the Company sold substantially all of the assets and certain liabilities in connection with the video streaming operations (Note 15).

The address of the Company's corporate office is 450 - 789 West Pender Street, Vancouver, BC V6C 1H2 and the Company's operations are at 3116 Diablo Avenue, Hayward, CA 94545-2702.

Note 2 Basis of Preparation

a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in accordance with International Accounting Standard ("IAS") IAS 34 "Interim Financial Reporting".

These condensed interim consolidated financial statements do not include all of the information and disclosures required to be included in annual consolidated financial statements prepared in accordance with IFRS. These condensed interim consolidated financial statements should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2015.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on November 29, 2016.

b) Going Concern of Operations

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. As at September 30, 2016, the Company has not achieved profitable operations, has accumulated losses of \$27,514,572 since inception and expects to incur further losses in the development of its business, and has a working capital deficiency of \$1,195,988, all of which are material uncertainties that cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations and management is intending to secure additional financing as may be required, there is no assurance it will be able to do so in the future. These condensed interim consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Note 2 Basis of Preparation – (cont'd)

c) Basis of Measurement

The preparation of financial statements in compliance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. See Note 4 for use of estimates and judgments made by management in the application of IFRS.

The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss and available-for-sale financial assets. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The condensed interim consolidated financial statements have been presented in US dollars.

Note 3 Summary of Significant Accounting Policies

These condensed interim consolidated financial statements have been prepared using accounting policies consistent with those used in the preparation of the Company's annual audited consolidated financial statements for the year ended December 31, 2015.

The Company's significant accounting policies are disclosed in Note 3 to the annual financial statements and these condensed interim consolidated financial statements should be read in conjunction with the Company's annual audited consolidated financial statements for the year ended December 31, 2015.

Future Accounting Pronouncements

The following new standards and amendments are not yet effective and have not been applied in preparing these condensed interim consolidated financial statements. The Company does not plan to early adopt any of these standards and amendments and is currently evaluating their potential impacts.

Note 3 Summary of Significant Accounting Policies – (cont'd)

Future Accounting Pronouncements – (cont'd)

- Amendments to IAS 7 *Statement of Cash Flows* require that the following changes in liabilities arising from financing activities are disclosed (to the extent necessary): (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes. One way to fulfil the new disclosure requirement is to provide a reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities. Finally, the amendments state that changes in liabilities arising from financing activities must be disclosed separately from changes in other assets and liabilities. These amendments are effective for reporting periods beginning on or after January 1, 2017.
- IFRS 9 *Financial Instruments* introduces new requirements for the classification and measurement of financial assets, and will replace 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 classification options available in IAS 39. This standard is effective for reporting periods beginning on or after January 1, 2018.
- IFRS 15 *Revenue from Contracts with Customers* provides a single principle-based framework to be applied to all contracts with customers. IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service. This standard is effective for reporting periods beginning on or after January 1, 2018.
- IFRS 16 *Leases* establishes a single lease accounting model requiring lessees to recognize assets and liabilities for all leases unless the leases term is twelve months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with the approach to lessor accounting in IFRS 16 substantially unchanged from the predecessor standards IAS 17 Leases. The standard replaces IAS 17 Leases and related interpretations. This standard is effective for reporting periods beginning on or after January 1, 2019.

Note 4 Use of Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Note 4 Use of Estimates and Judgments – (cont'd)

Critical estimates which are most subject to uncertainty and have the most significant risk of resulting in a material adjustment to the carrying values of assets and liabilities within the next twelve months are as follows:

a) Recoverability of accounts receivable and allowance for doubtful accounts

The Company makes allowances for doubtful accounts based on an assessment of the recoverability of account receivables. Allowances are applied to account receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. Management analyses historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in customer payment terms when making a judgment to evaluate the adequacy of the allowance for doubtful accounts. Where the expectation is different from the original estimate, such difference will impact the carrying value of accounts receivable.

b) Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility, forfeiture rate, and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 9.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are included in the following notes:

a) Going concern

The assessment of the Company's ability to continue as a going concern requires significant judgment. The consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, as disclosed in Note 2.

b) Functional currency

The analysis of the functional currency for each entity of the Company is a significant judgment. In concluding that the Canadian dollar is the functional currency of the parent and the US dollar is the functional currency of the US subsidiaries, management considered the currency that mainly influences the costs of providing goods and services in each jurisdiction in which the Company operates.

Valdor Technology International Inc.
Notes to the Condensed Interim Consolidated Financial Statements
September 30, 2016
(Stated in US Dollars)
(Unaudited – Prepared by Management) – Page 5

Note 5 Equipment

	<u>Information system</u>	<u>Office equipment</u>	<u>Machinery and equipment</u>	<u>Total</u>
<u>Cost</u>				
Balance December 31, 2014	\$ 89,798	\$ 4,967	\$ 83,315	\$ 178,080
Disposition	<u>(89,798)</u>	<u>-</u>	<u>(80,700)</u>	<u>(170,498)</u>
Balance December 31, 2015 and September 30, 2016	<u>\$ -</u>	<u>\$ 4,967</u>	<u>\$ 2,615</u>	<u>\$ 7,582</u>
<u>Depreciation and impairment loss</u>				
Balance December 31, 2014	\$ -	\$ 981	\$ 15,475	\$ 16,456
Depreciation	12,561	736	27,080	40,377
Disposition	<u>(12,561)</u>	<u>-</u>	<u>(41,396)</u>	<u>(53,957)</u>
Balance December 31, 2015	-	1,717	1,159	2,876
Depreciation	<u>-</u>	<u>745</u>	<u>393</u>	<u>1,138</u>
Balance September 30, 2016	<u>\$ -</u>	<u>\$ 2,462</u>	<u>\$ 1,552</u>	<u>\$ 4,014</u>
<u>Carrying amounts</u>				
Balance, December 31, 2015	<u>\$ -</u>	<u>\$ 3,250</u>	<u>\$ 1,456</u>	<u>\$ 4,706</u>
Balance, September 30, 2016	<u>\$ -</u>	<u>\$ 2,505</u>	<u>\$ 1,063</u>	<u>\$ 3,568</u>

Note 6 Loans payable

The loans payable are non-interest bearing, unsecured and due on demand.

Note 7 Due to Related Parties

Due to related parties, representing amounts due to current directors and officers of the Company and companies controlled by directors and officers, and are non-interest bearing, unsecured and are due on demand.

Note 8 Convertible Debentures

During the year ended December 31, 2014, the Company issued CDN\$401,000 convertible debentures of which 20% of the principal amount of the debentures may be convertible into units consisting of one common share and one non-transferable share purchase warrant at CDN\$0.10 of principal outstanding (ie. up to 802,000 units may be issued upon conversion). Each warrant will have a term of three years from the date of issuance of the debentures and entitle the holder to purchase one common share. The non-transferable share purchase warrants are exercisable at the price of CDN\$0.20 per share. The convertible debentures are unsecured, bear interest at 12% per annum and mature on February 18, 2017. On initial recognition, the Company bifurcated \$45,385 (CDN\$49,710) to equity and \$320,728 (CDN\$351,290) to the carrying value of the loan, which will be accreted to \$366,113 (CDN\$401,000) over the term of the convertible debentures. During the nine months ended September 30, 2016, the Company recognized accretion and interest of \$10,753 (CDN\$14,208) (September 30, 2015: \$9,580 (CDN\$12,070)). The effective interest rate of the debentures is 18%.

Note 9 Share Capital

a) Authorized:

Unlimited common shares without par value
50,000,000 preferred shares without par value

Nature and Purpose of Equity and Reserves:

The reserves recorded in equity on the Company's consolidated statements of financial position include 'Contributed Surplus', 'Accumulated Other Comprehensive Income', 'Accumulated Deficit' and 'Non-Controlling Interest'.

'Contributed Surplus' is used to recognize the value of stock option grants prior to exercise and the allocated value of the warrants issued as part of unit issuances.

'Accumulated Other Comprehensive Income' is used to record the change in cumulative foreign currency adjustment on conversion from the functional currency of the parent company to the presentation currency.

'Accumulated Deficit' is used to record the Company's change in deficit from profits or losses from year to year.

'Non-Controlling Interest' is used to record the change in equity in subsidiaries not attributable, directly or indirectly, to the Company.

Note 9 Share Capital – (cont'd)

b) Issued:

Shares issued during the nine month period ended September 30, 2016

During the period the Company issued 500,000 common shares upon the exercise of share purchase options at CDN\$0.05 per share for gross proceeds of CDN\$25,000 (\$19,273).

Shares issued during the year ended December 31, 2015

On February 11, 2015, the Company completed a non-brokered private placement for a total of 11,710,500 units at a price of CDN\$0.10 per unit for gross proceeds of CDN\$1,171,050 of which CDN\$193,116 (\$166,466) was received during the year ended December 31, 2014 and is recorded as subscriptions received in advance and CDN\$50,000 (\$36,765) was not collected. The 500,000 common shares related to this amount were later returned to treasury. Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at a price of CDN\$0.10 on or before February 11, 2018. The Company uses the residual method and have allocated CDN\$995,392 (\$792,233) to the shares and CDN\$175,658 (\$139,806) to the warrants. Finders' fees of 126,000 units were paid in respect to this financing and have similar terms as the non-brokered private placement. The Company fair valued the finders' units at CDN\$12,600 (\$10,028) and have allocated CDN\$1,890 (\$1,504) to the warrants attached to the unit.

During the year the Company issued 100,000 common shares upon the exercise of warrants at CDN\$0.10 per share for gross proceeds of CDN\$10,000 (\$7,631).

During the year the Company issued 1,500,000 common shares upon the exercise of options at CDN\$0.05 per share for gross proceeds of CDN\$75,000 (\$57,758). The share price of the Company's shares on the date of exercise was CDN\$0.10.

c) Commitments:

Stock-Based Compensation Plan

The Company has established a formal stock option plan in accordance with the policies of the TSX-V under which it is authorized to grant options up to a maximum of 22,600,000 common shares to officers, directors, employees and consultants. The exercise price of each option is not less than the market price of the Company's stock on the trading day immediately before the date of grant. No option will be exercisable until it has vested. Options vest immediately unless a vesting schedule is imposed by the board, or unless the options are granted to an Eligible Person providing Investor Relations Activities to the Company, in which case a maximum of 25% of the options vest on a quarterly basis. The options are for a maximum term of ten years.

The Company has granted employees and directors common share purchase options. These options are granted with an exercise price in accordance with the stock option plan.

Note 9 Share Capital – (cont'd)

c) Commitments: (cont'd)

Stock-Based Compensation Plan (cont'd)

On February 12, 2016, the Company granted 500,000 share purchase options to consultants at an exercise price of CDN\$0.05 per share expiring on February 12, 2019. These options vest as of the date granted.

A summary of the status of the stock option plan as of September 30, 2016 and 2015 and changes during the periods then ended on those dates is presented below:

	2016		2015	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Outstanding at the beginning of the period	7,350,000	CDN\$0.11	9,325,000	CDN\$0.11
Granted	500,000	CDN\$0.05	11,250,000	CDN\$0.09
Exercised	(500,000)	CDN\$0.05	-	-
Expired/Forfeited	-	-	(850,000)	CDN\$0.14
	<u>7,350,000</u>	<u>CDN\$0.11</u>	<u>19,725,000</u>	<u>CDN\$0.10</u>
Options outstanding at end of the period				
	<u>7,350,000</u>	<u>CDN\$0.11</u>	<u>19,725,000</u>	<u>CDN\$0.10</u>
Options exercisable at end of the period	<u>5,250,000</u>		<u>12,500,000</u>	

At September 30, 2016, the Company has 7,350,000 share purchase options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Outstanding	Exercisable	Exercise Price	Expiry Date
15,000	15,000	CDN \$0.15	October 6, 2016
250,000	250,000	CDN \$0.10	November 23, 2017
400,000	400,000	CDN \$0.10	December 19, 2017
735,000	735,000	CDN \$0.13	January 7, 2018
1,750,000	1,750,000	CDN \$0.10	March 11, 2019
<u>4,200,000</u>	<u>2,100,000</u>	CDN \$0.10	January 2, 2020
<u><u>7,350,000</u></u>	<u><u>5,250,000</u></u>		

Note 9 Share Capital – (cont'd)

c) Commitments: – (cont'd)

Stock-Based Compensation Plan – (cont'd)

As of September 30, 2016, the 7,350,000 options outstanding have a weighted average remaining contractual life of 2.68 years.

Stock-based compensation charges are expensed for stock options granted and vested with a corresponding increase to contributed surplus. Upon exercise of stock options, consideration paid on the exercise of stock options and purchase of stock is credited to share capital.

During the nine month ended September 30, 2016, the Company recorded stock-based compensation expense of \$20,753 (September 30, 2015: \$235,888) for stock options vested during the period. The fair value of share purchase options granted was estimated on the grant date for options granted to employees and each vesting date for options granted to consultants using the Black Scholes option pricing model. The weighted average assumptions used in calculating fair value were as follows: 0.69% (September 30, 2015 0.48% - 0.96%) risk free rate, 0% (September 30, 2015 – 0%) dividend yield, 81% (September 30, 2015 – 64% - 82%) expected annualized volatility, 5.00 years (September 30, 2015 – 0.82 – 5.00 years) expected stock option life and 30% (September 30, 2015 – 30%) forfeiture rate. Expected annualized volatility was estimated by reference to historical volatility of the Company with a comparable period in their lives.

Share Purchase Warrants

A summary of the status of share purchase warrants as of September 30, 2016 and 2015 and changes during the periods then ended on those dates is presented below:

	2016		2015	
	Warrants	Weighted Average Exercise Price	Warrants	Weighted Average Exercise Price
Balance, beginning of the period	52,812,500	CDN\$0.18	55,303,000	CDN\$0.20
Issued	-	-	11,836,500	CDN\$0.10
Exercised	-	-	(100,000)	CDN\$0.10
Expired	(20,874,000)	CDN\$0.20	-	-
Balance, end of the period	31,938,500	CDN\$0.16	67,039,500	CDN\$0.18

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Note 9 Share Capital – (cont'd)

c) Commitments: – (cont'd)

Share Purchase Warrants (cont'd)

At September 30, 2016, the Company has 31,938,500 share purchase warrants outstanding as follows:

<u>Outstanding</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
5,777,000	CDN \$0.20	February 19, 2017
14,425,000	CDN \$0.20	June 23, 2017
<u>11,736,500</u>	CDN \$0.10	February 11, 2018
<u>31,938,500</u>		

Note 10 Related Party Transactions

The Company incurred the following expenses with related parties of the Company:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Administrative expenses				
Consulting fees	\$ -	\$ (911)	\$ -	\$ 45,439
Office and miscellaneous				
– secretarial services	765	1,131	1,968	4,207
Rent	61	5,142	9,904	16,072
Share-based payments	<u>106</u>	<u>26,060</u>	<u>312</u>	<u>35,711</u>
	<u>932</u>	<u>31,422</u>	<u>12,184</u>	<u>101,429</u>
Key management compensation				
Consulting fees	27,202	45,078	141,522	174,614
Management fees	16,090	16,000	47,678	50,003
Salaries, wages and benefits	-	21,814	18,000	95,428
Share-based payments	<u>4,345</u>	<u>6,680</u>	<u>12,784</u>	<u>82,247</u>
	<u>47,637</u>	<u>89,572</u>	<u>219,984</u>	<u>402,292</u>
	<u>\$ 48,569</u>	<u>\$ 120,994</u>	<u>\$ 232,168</u>	<u>\$ 503,721</u>

These transactions were measured by the amounts agreed upon by the related parties.

Note 11 Segmented Information and Economic Dependence

As at September 30, 2016, the Company only has one reportable segment. During the year ended December 31, 2015, the Company sold the video streaming operations and has treated this as discontinued operations in the current and prior period financial results. See Note 15 for details.

During the three and nine months ended September 30, 2016, the Company was economically dependent on one (2015: three) customers who each accounted for more than 10% of revenue from continuing operations and in aggregate accounted for 74% (2015: 47%) of sales.

During the nine months ended September 30, 2016 and 2015, all of the revenue from continuing operations is generated from the sale of products.

The Company's revenues are allocated to geographic segments for the three and nine months ended September 30, 2016 and 2015 as follows:

	Three months ended September 30,		Nine months ended September 30,	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
United States of America	\$ 26,811	\$ 45,246	\$ 86,225	\$ 154,859
Asia	-	1,737	4,888	6,813
Europe	-	1,177	-	3,277
	<u>\$ 26,811</u>	<u>\$ 48,160</u>	<u>\$ 91,113</u>	<u>\$ 164,949</u>

The Company's net income (loss) and total non-current assets are allocated to geographic segments as follows:

Net losses		Three months ended September 30,		Nine months ended September 30,	
		<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Canada		\$ 77,391	\$ 200,049	\$ 377,377	\$ 957,991
United States of America		<u>(1,052)</u>	<u>38,336</u>	<u>68,178</u>	<u>185,747</u>
		<u>\$ 76,339</u>	<u>\$ 238,385</u>	<u>\$ 445,555</u>	<u>\$ 1,143,738</u>
				September 30, <u>2016</u>	December 31, <u>2015</u>
Canada				\$ -	\$ -
United States of America				<u>3,568</u>	<u>4,706</u>
Total non-current assets				<u>\$ 3,568</u>	<u>\$ 4,706</u>

Note 12 Financial Instruments

A fair value hierarchy prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
 Level 2 – 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); and
 Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying amounts of cash, accounts receivable, accounts payable and accrued liabilities, loans payable, promissory note payable, and due to related parties approximate their fair values due to their short term nature.

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

a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. The Company provides credit to its clients in the normal course of operations. It carries out, on a continuing basis, credit checks on its clients and maintains provisions for contingent losses. The Company's maximum exposure to credit risk is the carrying amounts of cash and accounts receivable on the consolidated statements of financial position.

b) Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. As at September 30, 2016, the Company has a working capital deficiency of \$1,195,988. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. The Company may seek additional financing through equity and debt offerings and advances from related parties, but there can be no assurance that such financing will be available on terms acceptable to the Company.

Future minimum annual lease payments due under lease obligation are as follows:

2016	\$ 14,775
2017	7,389
Total minimum lease payments	<u>22,164</u>
Less amount representing imputed interest of 22%	<u>1,272</u>
Balance of obligation	20,892
Current portion	<u>10,867</u>
Long-term portion	<u>\$ 10,025</u>

Note 12 Financial Instruments – (cont'd)

c) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The company is not exposed to significant risks associated with the effects of fluctuations in the prevailing levels of market interest rates.

d) Foreign Currency Risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The majority of the Company's operations are carried out in the United States of America; however the majority of financing is carried out in Canada. The parent company's operations are in Canada and operate in Canadian dollars. As at September 30, 2016, the Company has Canadian dollars cash of CDN\$2,691, accounts receivable of CDN\$3,555, accounts payable of CDN\$434,775, convertible debentures payable of CDN\$401,000, and due to related parties of CDN\$871,230 translated at USD\$1 for every CDN\$1.3117. These factors expose the Company to foreign currency exchange rate risk, which could have a material adverse effect on the ultimate profitability of the Company. A 10% change in the exchange rate would change other comprehensive income/loss by approximately \$131,000. The Company currently does not plan to enter into foreign currency future contracts to mitigate this risk.

Note 13 Management of Capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to pursue the development of its business and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' deficit, as well as cash.

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. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

The Company is dependent on the capital markets as its main source of operating capital and the Company's capital resources are largely determined by the strength of the technology and telecommunications markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support.

The Company is not subject to any external capital requirements. There is no change to the Company's approach to capital management during the period ended September 30, 2016 and 2015.

Note 14 Contingency

The Company is required to file certain foreign reporting information tax returns, and may be exposed to interest and penalties, estimated by management to be \$119,000. Management believes it is unlikely that any interest and penalties would be assessed once the Company files the forms to comply with the filing requirement, and accordingly has not accrued any amounts in the consolidated financial statements.

The Company is contingently liable for the remaining unpaid \$50,000 from Niagara Video Corp. to Viewcast Inc. in connection to the Compromise and Settlement Agreement as disclosed in Note 15.

Note 15 Discontinued Operations

On December 31, 2015, the Company entered into an asset purchase agreement with Niagara Video Corp. (“Acquirer”) whereby the Acquirer purchased all of the assets in connection with the Company’s video streaming operations and assumed certain liabilities from the Company for total consideration of \$95,000 in cash with \$38,000 payable upon closing of the asset purchase agreement, \$32,000 to be placed in trust to cover the assumed liabilities and \$25,000 payable in monthly installments of \$5,000 per month commencing on April 1, 2016.

The Company is entitled to a royalty of 1% of net sales from products sold by the Company to the Acquirer for a period of 2 years from closing up to a maximum of \$500,000.

The Company will also receive 400,000 common shares of the Acquirer which equals to 20% of the initial equity.

In addition, the Company entered into a Compromise and Settlement Agreement with the Acquirer and Viewcast, Inc. (“Viewcast”), the seller of Videoware assets to the Company whereby Viewcast agreed to release and discharge the Company from any and all claims, demands, actions or causes of action which Viewcast has or may have against the Company upon payment in full by the Acquirer as follows:

- \$115,000 within 10 business days of closing of the asset purchase agreement (paid)
- \$50,000 payable in monthly instalments of \$5,000 starting April 1, 2016

In addition, Viewcast is entitled to a royalty of 3% of gross sales from products sold by the Acquirer for a period of 5 years beginning October 1, 2016 and will receive 200,000 shares of the Acquirer.

The net loss from discontinued operations for the three and nine months ended September 30, 2015 are as follows:

	Three months ended September 30, <u>2015</u>	Nine months ended September 30, <u>2015</u>
Revenue	\$ 215,032	\$ 601,942
Cost of goods sold	(111,646)	(306,267)
Expenses	<u>(233,170)</u>	<u>(740,919)</u>
Net loss from discontinued operations	<u>\$ (129,784)</u>	<u>\$ (445,244)</u>

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Note 15 Discontinued Operations – (cont'd)

The following table provides additional information with respect to the gain on sale of discontinued operations:

Consideration on disposal of discontinued operations		
Cash to the Company	\$	95,000
Cash to Viewcast		165,000
Shares of Niagara Video Corp.		-
Total consideration		<u>260,000</u>
Less net assets of discontinued operations		
Inventory		258,011
Property and equipment		116,542
Intangible assets		174,667
Contingent consideration		<u>(294,468)</u>
Net assets of discontinued operations		<u>254,752</u>
Gain on disposal of net assets to the Acquirer		5,248
Gain on debt settlement with Viewcast		<u>248,356</u>
Gain on sale of discontinued operations	\$	<u>253,604</u>

Note 16 Supplemental Cash Flows Information

		<u>2016</u>	<u>2015</u>
Share issue costs paid by issuance of shares	\$	-	\$ 10,028
Equipment acquired under lease obligation	\$	-	\$ -
Interest received (paid)	\$	-	\$ -
Income taxes received (paid)	\$	-	\$ -
Dividends received (paid)	\$	-	\$ -

VALDOR TECHNOLOGY INTERNATIONAL INC. Schedule I
CONDENSED INTERIM CONSOLIDATED SCHEDULE OF ADMINISTRATIVE AND
GENERAL EXPENSES
for the three and nine months ended September 30, 2016 and 2015
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	Three months ended September 30,		Nine months ended September 30,	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Consulting fees – Note 10	\$ 27,488	\$ 82,093	\$ 187,525	\$ 531,562
Entertainment and travel	13	2,379	2,616	21,999
Insurance, licenses and permits	-	1,035	225	3,047
Investor relations	-	1,766	-	12,898
Legal and accounting fees	5,699	4,022	43,019	35,845
Management fees – Note 10	16,090	16,000	47,678	50,003
Office and miscellaneous – Note 10	3,725	6,295	11,080	20,011
Rent – Note 10	13,976	16,129	48,889	46,235
Repairs and maintenance	1,641	1,117	2,451	9,518
Salaries, wages and benefits – Note 10	34,378	53,599	131,606	143,952
Stock exchange filing fees	106	6,110	6,197	23,155
Telephone and utilities	4,674	4,455	13,095	8,391
Transfer agent fees	659	809	5,533	4,169
	<u>\$ 108,449</u>	<u>\$ 195,809</u>	<u>\$ 499,914</u>	<u>\$ 910,785</u>