
THE STREETWEAR CORPORATION
FINANCIAL STATEMENTS
JANUARY 31, 2011 AND 2010

THE STREETWEAR CORPORATION

FINANCIAL STATEMENTS

JANUARY 31, 2011 and 2010

CONTENTS

	Page
Management's Responsibility	1
Auditors' Opinion	2
Statements of Financial Position	3
Statements of Changes in Equity	4
Statements of Operations and Comprehensive Losses	5
Notes to the Financial Statements	6 - 22

Management's Responsibility

To the Shareholders of The Streetwear Corporation (the "**Corporation**):

The accompanying financial statements of the Company are the responsibility of management.

The financial statements have been prepared by management 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 date of statement of financial position. 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 ("**IFRS**") appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the financial statements and (ii) the financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Corporation, as of the date of and for the periods presented by the financial statements.

The Board of Directors is responsible for reviewing and approving the financial statements together with other financial information of the Corporation 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 financial statements together with other financial information of the Corporation. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements together with other financial information of the Corporation for issuance to the shareholders.

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

December 8, 2011

/s/ Saul Rajsky

Saul Rajsky
Director and Chief Executive Officer

/s/ Martin Selvin

Martin Selvin
Director

Independent Auditors' Report

To the Directors of The Streetwear Corporation

We have audited the accompanying financial statements of The Streetwear Corporation which comprise the statement of financial position as January 31, 2011, 2010 and 2009, the statement of changes in equity and the statements of operations for the years ended January 31, 2011 and 2010, and the related notes including 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 audit. We conducted our audit 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 is sufficient and appropriate to provide a basis for our audit opinion.


Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of The Streetwear Corporation as at January 31, 2011, 2010 and 2019, the statement of changes in equity and the statements of operations and comprehensive income for the years ended January 31, 2011 and 2010 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 indicates that the Company has no active business. In addition the Company has no funds on hand and has a working capital deficiency at January 31, 2011 of \$7,639. These conditions, along with other matters set forth in note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Markham, Ontario
December 8, 2011


CHARTERED ACCOUNTANTS
Licensed Public Accountants

THE STREETWEAR CORPORATION
STATEMENT OF FINANCIAL POSITION
 (All Amounts are in Canadian Dollars)

As at January 31,	2011	2010	February 1 2009
			(Note 14)

LIABILITIES

CURRENT

Accounts payable and accrued liabilities	\$ 7,639	\$ 7,639	\$ 7,639
	7,639	7,639	7,639

SHAREHOLDERS' EQUITY

CAPITAL STOCK (Note 6)			
Issued and Outstanding - 26,509,905	990,988	990,988	990,988
ACCUMULATED DEFICIT	(998,627)	(998,627)	(998,627)
	(7,639)	(7,639)	(7,639)
	\$ ---	\$ ---	\$ ---

Nature of Organization (Note 1)
 Commitments (Note 8)
 Contingency (Note 9)

APPROVED ON BEHALF OF THE BOARD:

/s/ "Saul Rajsky"
 Saul Rajsky, Director

/s/ "Martin Selvin"
 Martin Selvin, Director

THE STREETWEAR CORPORATION
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(All Amounts are in Canadian Dollars)

	Number of Common Shares	Amount of Common Shares	Deficit	Shareholders' Equity
Balance, February 1, 2008	26,509,905	\$ 990,988	\$ (998,627)	\$ (7,639)
Balance, January 31, 2011 and 2010	<u>26,509,905</u>	<u>\$ 990,988</u>	<u>\$ (998,627)</u>	<u>\$ (7,639)</u>

THE STREETWEAR CORPORATION
STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(All Amounts are in Canadian Dollars)

For the Year Ended January 31,	2011	2010
REVENUES	\$ ---	\$ ---
EXPENSES	---	---
NET INCOME AND COMPREHENSIVE INCOME	<u>\$ ---</u>	<u>\$ ---</u>
NET INCOME PER COMMON SHARE - Basic and diluted	<u>\$ 0.00</u>	<u>\$ 0.00</u>
WEIGHTED AVERAGE COMMON SHARES - Basic and diluted	<u>26,509,905</u>	<u>26,509,905</u>

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

1. Nature of Organization

Description of the Business

The Streetwear Corporation (the “**Corporation**”) is incorporated under the laws of the Province of Ontario and is governed by the Business Corporation Act (Ontario). The Corporation’s principal offices are located at 27 West Beaver Creek, Unit 101, Markham, Ontario.

The Corporation was created by the amalgamation of The Streetwear Corporation and Conquest Capital Corp. continuing under the name of The Streetwear Corporation. The amalgamation was consummated on January 21, 1999.

These financial statements of the Corporation were authorized for issue in accordance with a resolution of the directors on December 8, 2011.

Going Concern

The accompanying financial statements have been prepared on the basis that the Corporation will continue as a going concern. Accordingly, they do not purport to give effect to adjustments, if any, that may be necessary should the Corporation be unable to continue its operations and therefore be required to realize its assets and discharge its liabilities and commitments in other than the ordinary course of business.

The Corporation currently has no business and will need to obtain new sources of funding to pursue its operations and notwithstanding it’s’ ability to raise funds in the past to discharge its financial obligations, there is no guarantee of success for the future.

The following table summarizes the Corporation’s working capital and accumulated deficit for the years ended January 31, 2011 and 2010:

	January 31, 2011	January 31, 2010
Working capital deficit	\$ 7,639	\$ 7,639
Accumulated Deficit	998,627	998,627

The Corporation will require substantial additional funds to explore business opportunities and potentially acquire an existing business. The Corporation has limited financial resources and no current source of recurring revenue, and there is no assurance that additional funding will be available to the Corporation to carry out the completion of its planned activities. There can be no assurance that the Corporation will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of the Corporation’s search for a viable business opportunity. The terms of any additional financing obtained by the Corporation could result in substantial dilution to the shareholders of the Corporation.

Management plans to secure the necessary financing through the issue of new equity or debt instruments, the entering into joint venture arrangements or other financing alternatives. Nevertheless, there is no assurance that these initiatives will be successful. These circumstances lend significant doubt as the use of accounting principles applicable to a going concern.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the Corporation was unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

2. Basis of Preparation

Statement of Compliance

The financial statements for the periods from February 1, 2010 to January 31, 2011 have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”), as issued by the International Accounting Standards Board (“**IASB**”).

The financial statements for the period ended January 31, 2011 were the Corporation’s first financial statements prepared in accordance with IFRS. Previously, the Corporation prepared its financial statements in accordance with Canadian Generally Accepted Accounting Principles (“**CGAAP**”). The disclosures required by the provisions of IFRS 1, “First-time adoption of International Financial Reporting Standards”, explaining how the transition to IFRS has affected the reported financial performance, cash flows and financial position of the Corporation, are presented in note 14.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. They also have been applied in preparing an opening IFRS statement of financial position at February 1, 2009 (note 14) for the purposes of the transition to IFRS, as required by IFRS 1, First Time Adoption of International Financial Reporting Standards (“**IFRS 1**”).

No Statement of Cash Flows has been presented as there has not been any activity for the period.

These financial statements have been prepared on a historical cost basis except for certain financial assets which are recorded at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Basis of Measurement

These financial statements are stated in Canadian dollars and were prepared on a going concern basis, under the historical cost convention.

Use of Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the financial statements are disclosed in note 3.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the functional currency.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

3. Summary of Significant Accounting Policies

Cash and Cash Equivalent

Cash consists of cash and cash equivalents with maturities of three months or less. Cash subject to restrictions that prevent its use for current purposes is included in restricted cash.

Impairment of financial assets

Financial assets are assessed at each reporting date in order to determine whether objective evidence exists that the assets are impaired as a result of one or more events which have had a negative effect on the estimated future cash flows of the asset.

If there is objective evidence that a financial asset has become impaired, the amount of the impairment loss is calculated as the difference between its carrying amount and the present value of the estimated future cash flows from the asset discounted at its original effective interest rate. Impairment losses are recorded in earnings. If the amount of the impairment loss decreases in a subsequent period and the decrease can be objectively related to an event occurring after the impairment was recognized, the impairment loss is reversed up to the original carrying value of the asset. Any reversal is recognized in earnings.

Externally Acquired Intangible Assets

Intangible assets are recognised on business combinations if they are separable from the acquired entity or give rise to other contractual/legal rights. The amounts ascribed to such intangibles are arrived at by using appropriate valuation techniques.

Deferred Financing Costs

Financing costs related to the Corporation's proposed financing are recorded as deferred financing costs. These costs will be deferred until the financing is completed, at which time the costs will be charged against the proceeds received. If the financing does not close, the costs will be charged to operations.

Incremental costs incurred in respect of raising capital are charged against equity or debt proceeds raised. Costs associated with the issuance of share capital are charged to capital stock upon the raising of share capital. Costs associated with the issuance of debt are amortized over the life of the debt.

Income Taxes

Tax expense comprises current and deferred tax. Tax is recognized in the statement of comprehensive income except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Warrants

The Corporation measures the fair value of warrants issued using the Black-Scholes option pricing model. The fair value of each warrant is estimated based on their respective issuance dates taking into account volatility, expected life, the dividend rate, and the risk free interest rate. The fair value of warrants issued to agents in conjunction with an offering is charged to share issue costs with an offsetting amount recorded to contributed surplus.

When the Company issues units under a private placement comprising common shares and warrants, it follows the fair value method of accounting for these warrants. Under this method, the fair value of warrants issued is estimated using a Black-Scholes option price model. The fair value is allocated to warrants from the net proceeds and the balance of the net proceeds is allocated to the common shares issued. The fair value of warrants exercised is recorded as share capital, and the fair value of any expired warrants is recorded as contributed surplus.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

3. Summary of Significant Accounting Policies - continued

Foreign Currency Translation

The functional currency is the currency of the primary economic environment in which it operates. Monetary items are translated at the rate of exchange at the balance sheet dates, non-monetary items are translated at historical exchange rates and revenue and expenses are translated at the average exchange rate for the year. Amortization of non-monetary assets is translated at the same exchange rate as to the related asset. Foreign exchange gains and losses are included in income.

Current Income Tax

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination are made.

Earnings Per Share

Earnings per share is calculated using the weighted average number of shares outstanding during the period. The treasury stock method of calculating diluted earnings per share is used, which assumes that all outstanding stock options granted with an exercise price below the average market value are exercised during the period. The difference between the number of shares assumed and the number of shares assumed purchased is then included in the denominator of the diluted earnings per share computation.

Financial Instruments

The Company classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss

This category comprises only in-the-money derivatives. They are carried in the statement of financial position at fair value with changes in fair value recognised in the consolidated statement of comprehensive income in the finance income or expense line. Other than derivative financial instruments which are not designated as hedging instruments, the Company does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

3. Summary of Significant Accounting Policies - continued

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and – for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within loans and borrowings in current liabilities on the consolidated statement of financial position.

Available-for-sale

Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value, other than those arising due to exchange rate fluctuations and interest calculated using the effective interest rate, recognised in other comprehensive income and accumulated in the available-for-sale reserve. Exchange differences on investments denominated in a foreign currency and interest calculated using the effective interest rate method are recognised in profit or loss.

Where there is a significant or prolonged decline in the fair value of an available for sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognised in other comprehensive income, is recognised in profit or loss.

Purchases and sales of available for sale financial assets are recognised on settlement date with any change in fair value between trade date and settlement date being recognised in the available-for-sale reserve.

On sale, the cumulative gain or loss recognised in other comprehensive income is reclassified from the available-for-sale reserve to profit or loss.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired.

Other than financial liabilities in a qualifying hedging relationship, the Company's accounting policy for each category is as follows:

Fair value through profit or loss

This category comprises only out-of-the-money derivatives. They are carried in the statement of financial position at fair value with changes in fair value recognised in the statement of comprehensive income. The Company does not hold or issue derivative instruments for speculative purposes, nor for hedging purposes. Other than these derivative financial instruments, the Company does not have any liabilities held for trading nor has it designated any financial liabilities as being at fair value through profit or loss.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

3. Summary of Significant Accounting Policies - continued

Other financial liabilities

Other financial liabilities include the following items:

- Bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.
- Liability components of convertible loan notes are measured as described further below.
- Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

The following is a summary of the accounting model the Corporation has elected to apply to each of its significant categories of financial instruments outstanding:

Accounts payable and accrued liabilities	Other financial liabilities
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The Corporation initially measures all its financial instruments at fair value. Subsequent measurement and treatment of any gain or loss is recorded as follows:

- (a) Fair values through profit and loss are measured at fair value at the balance sheet date with any gain or loss recognized immediately in earnings. Interest and dividends earned from held-for-trading are also included in income for the period.
- (b) Other financial liabilities are measured at amortized cost using the effective interest method.
- (c) Transaction costs that are directly attributable to the issuance of financial assets or liabilities are accounted for as part of the carrying value at inception, and are recognized over the term of the assets or liabilities using the effective interest method. Any gains or losses are recognized in earnings.

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. Liabilities in this category include accounts payable and accrued liabilities.

Convertible Debentures

The proceeds received on issue of convertible debt are allocated into their liability and equity components. The amount initially attributed to the debt component equals the discounted cash flows using a market rate of interest that would be payable on a similar debt instrument that does not include an option to convert. Subsequently, the debt component is accounted for as a financial liability measured at amortized cost until extinguished on conversion or maturity of the bond. The remainder of the proceeds is allocated to the conversion option and is recognised in the "Convertible debt option reserve" within the contributed surplus section of the shareholders' equity, net of income tax effects.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

3. Summary of Significant Accounting Policies - continued

Transaction costs that relate to the issue of the convertible debt are allocated to the liability and equity components of the instrument in proportion to the allocation of proceeds. Transaction costs that relate jointly to more than one transaction are allocated to those transactions using a basis of allocation that is rational and consistent with similar transactions. The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided. The costs of an equity transaction that is abandoned are recognized as an expense.

Equity Instruments

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 Corporation are recorded at the proceeds received, net of direct issue costs.

Share-based Payments

Stock options issued by the Corporation are accounted for in accordance with the fair value based method. The fair value of options issued to directors, officers, employees of and consultants to the Corporation is charged to earnings on a straight line basis over the vesting period of each tranche (graded vesting) with the offsetting amount recorded to contributed surplus. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The historical forfeiture rate is also factored in to the calculations. When options are exercised, the amount received, together with the amount previously recorded in contributed surplus are added to capital stock.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive income over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the statement of comprehensive income is charged with the fair value of goods and services received.

When options are exercised, the amount received, together with the amount previously recorded in contributed surplus are added to capital stock.

Impairment of non-financial assets (excluding inventories, investment properties and deferred taxes)

Impairment tests on goodwill and other intangible assets with indefinite useful economic lives are undertaken annually at the financial year end. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ("**CGUs** ").

Impairment charges are included in profit or loss, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised for goodwill is not reversed.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

3. Summary of Significant Accounting Policies - continued

Fair Value Hierarchy

The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation technique use to measure fair value as per IFRS 7. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

4. Summary of Accounting Estimates and Assumptions

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including on historical experience and expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below.

Fair Value of Financial Instruments

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

Recent accounting pronouncements

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after January 1, 2011. The standards impacted that are applicable to the Corporation are as follows:

i) IFRS 3 'Business Combinations (Revised) effective for annual periods beginning on or after July 1, 2009, have been enhanced to, amongst other matters, specify the accounting treatments for acquisition costs, contingent consideration, pre existing relationships and reacquired rights. The revised standard includes detailed guidance in respect to step acquisitions and partial disposals of subsidiaries and associates as well as in respect to allocation of income to non controlling interests. Further, an option has been added to IFRS 3 to permit an entity to recognize 100 per cent of the goodwill of an acquired entity, not just the acquiring entity's portion of the goodwill. The impact of this standard on the Corporation will be assessed when a business combination transaction occurs.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

4. Summary of Accounting Estimates and Assumptions - continued

(ii) IFRS 9, 'Financial Instruments' was issued in November 2009 as the first step in its project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 introduces new requirements for classifying and measuring financial assets that must be applied starting January 1, 2013, with early adoption permitted. The IASB intends to expand IFRS 9 during the intervening period to add new requirements for classifying and measuring financial liabilities, de recognition of financial instruments, impairment and hedge accounting. The Corporation is currently assessing the impact of this standard and does not plan on early adopting.

(iii) In May 2011, the IASB issued the following standards which have not yet been adopted by the Company IFRS 10, Financial Statements ("IFRS 10"), IFRS 11, Joint Arrangements ("IFRS 11"), IFRS 12, Disclosure of Interest in Other Entities ("IFRS 12") and IFRS 13, Fair Value Measurement ("IFRS 13"). Each of these new standards is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Company has not yet begun the process of assessing the impact that the new standards will have on its financial statements or whether to early adopt any of the new requirements.

(iv) IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces Standing Interpretations Committee ("SIC")-1212 Consolidation - Special Purpose Entities and parts of IAS 27 and Separate Financial Statements.

(v) IFRS 11 requires a venture to classify its interest in a joint arrangement as a joint venture or joint operations. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venture will recognize its share of the assets, liabilities, revenue and expenses of the joint operations. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interest in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities - Non-monetary Contributions by Ventures.

(vi) IFRS 12 establishes disclosure requirements for interest in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interest in other entities.

(vii) IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under exiting IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

(viii) Amendments to IAS 27 Consolidated and Separate Financial Statements: This Amendment affects in particular the treatment of non-wholly-owned subsidiaries. Transactions which increase or decrease the interest in a subsidiary without altering control will no longer give rise to changes in the carrying value of the subsidiary's assets or liabilities (including its associated goodwill) and will not give rise to a gain or loss. Any difference between the consideration paid or received and the adjustment to the carrying value of the non-controlling interest will be recognised directly in equity. In addition, total comprehensive income must now be attributed to owners of the parent and to the non-controlling interests even if this results in the non-controlling interest having a deficit balance. Previously, unfunded losses in such subsidiaries would be attributed entirely to the group. The Amendment does not require the restatement of previous transactions and has had no effect on the current financial year.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

5. Supplemental Cash Flow Information

January 31,	2011	2010
Interest received	\$ ---	\$ ---
Interest paid	---	---
Income taxes paid	---	---

6. Capital Stock

The Corporation is authorized to issue an unlimited number of common shares and unlimited preferred shares.

Earnings (Loss) Per Share

Net income per share and weighted average common shares outstanding are calculated as follows:

January 31,	2011	2010
Net income (loss) available to common shareholders	\$ ---	\$ ---
Weighted average shares outstanding - basic	26,509,905	26,509,905
Unexercised weighted average dilutive stock options and warrants	---	---
Weighted average shares outstanding – basic and diluted	<u>26,509,905</u>	<u>26,509,905</u>

7. Income Taxes

Deferred tax assets have not been recognized because at this stage of the Corporation's development, it is not determinable that future taxable profit will be available against which the Corporation can utilize such deferred income tax asset.

8. Commitment

The Corporation has not entered in to any contracts that require a minimum payment.

9. Contingencies

From time to time, the Corporation may be exposed to claims and legal actions in the normal course of business, some of which may be initiated by the Corporation. As of January 31, 2011 and 2010, no material claims were outstanding.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

10. Capital Management and Liquidity

The Corporation manages its cash, common shares, stock options and warrants as capital. The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue as a going concern in order to pursue the exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation 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 the capital structure, the Corporation may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Corporation prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Corporation does not pay out dividends. The Corporation's investment policy, in general, is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations

The following table presents the contractual maturities of the Corporation's financial liabilities as at January 31, 2011:

	Total	Payments by Periods			
		< 1 Year	1 - 3 Years	4 - 5 Years	After 5 Years
Accounts payable and accrued liabilities	\$ 7,639	\$ 7,639	\$ ---	\$ ---	\$ ---

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

11. Financial Instruments

The Corporation's operations expose the Corporation to market risk, credit risk, and liquidity risk. The Corporation manages its exposure to these risks by operating in a manner that minimizes these risks. Senior management employs risk management strategies and policies to ensure that any exposure to risk is in compliance with the Corporation's business objectives and risk tolerance levels. The Board of Directors has overall responsibility for the establishment and oversight of the Corporation's risk management framework. The Board has established policies in setting risk limits and controls and monitors these risks in relation to market conditions.

Fair Value of Non-Derivative Financial Instruments

Fair value is the amount that willing parties would accept to exchange a financial instrument based on the current market for instruments with the same risk, principal and remaining maturity. The fair value of interest bearing financial assets and liabilities is determined by discounting the contractual principal and interest payments at estimated current market interest rates for the instrument. Current market rates are determined by reference to current benchmark rates for a similar term and current credit spreads for debt with similar terms and risk. The carrying value and fair value of financial instruments being of equal value are as follows:

	2011	2010
Financial assets		
Cash and cash equivalents	\$ ---	\$ ---
Financial liabilities		
Accounts payable and accrued liabilities	7,639	7,639

(b) Fair Value Hierarchy

The Corporation values instruments carried at fair value using quoted market prices, where available. Quoted market prices represent a Level 1 valuation. When quoted market prices are not available, the Corporation maximizes the use of observable inputs within valuation models. When all significant inputs are observable, the valuation is classified as Level 2. Valuations that require the significant use of unobservable inputs are considered Level 3.

The following table outlines financial assets and liabilities measured at fair value in the financial statements and the level of the inputs used to determine those fair values in the context of the hierarchy as defined above:

	Level 1	Level 2	Level 3	Total
Assets				
Cash and cash equivalents	\$ ---	\$ ---	\$ ---	\$ ---
Total Assets	\$ ---	\$ ---	\$ ---	\$ ---
Liabilities				
Accounts payable and accrued liabilities	\$ 7,639	\$ ---	\$ ---	\$ ---
Total liabilities	\$ 7,639	\$ ---	\$ ---	\$ ---

Level 3 fair values are based on a number of valuation techniques other than observable market data. There are no level 3 values currently recorded on the balance sheet of the Corporation.

18. Financial Instruments - continued

(c) Market Risk

Market risk is the risk that changes in market price, such as foreign exchange rates, commodity prices, and interest rates will affect the Corporation's net income or the value of financial instruments. These risks are generally outside

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

the control of the Corporation. The objectives of the Corporation are to mitigate market risk exposure within acceptable limits, while maximizing returns.

Foreign Exchange Risk

The Corporation is not exposed to foreign currency fluctuations as the Corporation holds Canadian dollars, and these financial statements are presented in Canadian dollars.

Commodity Risk

The nature of the Corporation's operations results in exposure to fluctuations in commodity prices. Management continuously monitors commodity prices of potash. As at January 31, 2011, the Corporation did not have any significant exposure to derivative financial instrument agreements or fixed physical contracts. The Corporation is particularly exposed to the risk of movements in the price of potash. Declining market prices for potash could have a material effect on the Corporation's future profitability and ability to raise capital if and when required, and the Corporation's current policy is not to materially hedge its exposure to potash in accordance with shareholders' preference.

(e) Credit Risk

Credit risk related to accounts receivable arises from the possibility that debtors may be unable to fulfill their commitments. The Corporation mitigates this risk by regularly monitoring the financial health and aging of any amounts due from its debtors.

The Corporation manages its common shares, stock options and warrants as capital. The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation 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 the capital structure, the Corporation may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Corporation may prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

12. Capital Risk Management

In order to maximize ongoing efforts, the Corporation does not pay out dividends. The Corporation's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

13. Financial Instruments and Risk Management

Risk Management

In the normal course of business, the Corporation is exposed to financial risk that arises from its indebtedness, including fluctuations in interest rates and in the credit quality of its customers. Management's involvement in operations helps identify risks and variations from expectations.

The Corporation does not manage risk through the use of hedging transactions. As a part of the overall operation of the Corporation, management takes steps to avoid undue concentrations of risk. The Corporation manages the risks, as follows:

Liquidity Risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The primary source of liquidity is net operating income, which is used to finance working capital and capital expenditure requirements, and to meet the Corporation's financial obligations associated with financial liabilities.

Additional sources of liquidity are debt and equity financing, which is used to fund additional operating and other expenses and retire debt obligations at their maturity.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk.

Obtaining long-term debt with fixed interest rates minimizes interest rate cash flow risk.

The Corporation does not trade in financial instruments and is not exposed to and significant interest rate price risk.

Market Risk

Market risk is the risk that changes in market prices will have an effect on future cash flows associated with financial instruments. Market risk comprises three types of risk: credit risk, currency risk and other price risk.

Credit Risk

Credit risk arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses.

As of the date of these financial statements the Corporation does not believe it is exposed to any significant credit risk.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

13. Financial Instruments and Risk Management - continued

Currency Risk

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. At January 31, 2011 and 2010 the Corporation did not have any foreign denominated currencies.

Other Price Risk

Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. The cash flows associated with financial instruments of the Corporation are not exposed to other price risk.

Fair Values

Financial instruments include accounts payable and accruals. The carrying values of this financial instruments approximate fair value due to the short term nature of financial instrument.

14. Conversion to IFRS

(i) *Overview*

As stated in Significant Accounting Policies note 2, these financial statements have been prepared in accordance with IFRS as issued by the IASB.

The policies set out in the Significant Accounting Policies section have been applied in preparing these financial statements for the fiscal period ended January 31, 2011 and in the preparation of an opening IFRS balance sheet at February 1, 2009 ("**Date of Transition**").

(ii) *First-time adoption of IFRS*

The Company has elected to apply the following optional exemptions in its preparation of an opening statement of financial position dated February 1, 2009, the Company's "Transition Date":

Business combinations

To apply IFRS 3 Business Combinations prospectively from the Transition Date, therefore not restating business combinations that occurred prior to February 1, 2009.

Share-based payment transactions

To apply IFRS 2 Share-based Payments only to equity instruments that were issued after November 7, 2002 and had not vested by the Transition Date.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

14. Conversion to IFRS - continued

As management had anticipated, given the business of the Corporation prior to the Date of Transition and given the limited number of transactions that the Corporation has entered into since having disposed of its operating subsidiaries in fiscal 2005, the impact on the adoption of IFRS had no impact on the Corporation's financial position, financial performance and cash flows. Specifically, the main areas of accounting focus for the Corporation to date have been, and will continue to be the issuance of share capital, the recording of share based payments and the recording of cash transactions for which there are very few or no significant differences between IFRS and Canadian GAAP.

IFRS 1 does not permit changes to estimates that have been made previously. Accordingly, estimates used in the preparation of the Corporation's opening IFRS statement of financial position as at the Date of Transition are consistent with those that were made under CGAAP.

(iii) Changes to accounting policies

The Corporation has changed certain accounting policies to be consistent with IFRS.. However, these changes to its accounting policies have not resulted in any significant change to the recognition and measurement of assets, liabilities, equity, revenue and expenses within its financial statements.

The following summarizes the significant changes to the Company's accounting policies on adoption of IFRS.

(a) Impairment of (Non-financial) Assets

IFRS requires a write down of assets if the higher of the fair market value and the value in use of a group of assets is less than its carrying value. Value in use is determined using discounted estimated future cash flows. Current CGAAP requires a write down to estimated fair value only if the undiscounted estimated future cash flows of a group of assets are less than its carrying value. The Corporation's accounting policies related to impairment of non-financial assets have been changed to reflect these differences. There is no impact on these financial statements.

(b) Transaction costs

IFRS requires transaction costs, other than those associated with the issue of debt or equity securities that the Corporation incurs in connection with a business combination to be expensed as incurred. Previously, the Corporation's CGAAP policy was to capitalize transaction costs as incurred until the business combination was completed. The Corporation's accounting policies related to transaction costs have been changed to reflect these differences. As the Corporation has not yet had a business combination, there is no impact on these financial statements.

(c) Share-based Payments

Under IFRS, the fair value of the share options is measured at the grant date and recognized over the period during which the options vest. The fair value of share options granted to officers, directors, employees and consultants is recognized as an expense over the vesting period using the graded vesting method with a corresponding increase in contributed surplus.

Previously, under CGAAP, the share-based compensation cost for officers, directors, employees and consultants is measured at fair value at the date of grant and is expensed over the vesting period using straight-line method, with an offsetting credit to contributed surplus.

The Corporation's accounting policies related to Share-based payments have been changed to reflect these differences. There is no impact on these financial statements.

THE STREETWEAR CORPORATION
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2011 and 2010
(All Amounts are in Canadian Dollars)

14. Conversion to IFRS - continued
(iv) Reconciliation from CGAAP to IFRS

The February 1, 2009 CGAAP financial position has been reconciled to IFRS as follows:

	CGAAP	Effect of Transition to IFRS	IFRS
Total Asset	\$ ---	\$ ---	\$ ---
Current Liabilities			
Accounts payable and accrued liabilities	\$ 7,639	\$ ---	\$ 7,639
	<u>7,639</u>	<u>---</u>	<u>7,639</u>
Shareholders' equity			
Capital stock	990,988	---	990,988
Accumulated Deficit	(998,627)	---	(998,627)
	<u>(7,639)</u>	<u>---</u>	<u>(7,639)</u>
	<u>\$ ---</u>	<u>\$ ---</u>	<u>\$ ---</u>