Applied Inventions Management Inc.

Consolidated Financial Statements

Expressed in Canadian Dollars

For the Years Ended August 31, 2013 and 2012

Collins Barrow
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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Applied Inventions Management Inc.

We have audited the accompanying consolidated financial statements of Applied Inventions Management Inc. which comprise the consolidated balance sheets as at August 31, 2013 and August 31, 2012 and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years ended August 31, 2013 and August 31, 2012 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits 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 consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Applied Inventions Management Inc. as at August 31, 2013 and August 31, 2012, and its financial performance and its cash flows for the years ended August 31, 2013 and August 31, 2012 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes material uncertainties that cast significant doubts about Applied Inventions Management Inc.'s ability to continue as a going concern.

Collins Barrow Toronto LLP

Licensed Public Accountants
Chartered Accountants
December 16, 2013
Toronto, Ontario

Applied Inventions Management Inc.
Consolidated Balance Sheets
Expressed in Canadian Dollars
As at August 31, 2013 and 2012

		2013		2012
Assets				
Current				
Cash	**$**	**398**	$	781
Accounts receivable		**5,650**		-
	$	**6,048**	$	781
Liabilities				
Current				
Accounts payable and accrued liabilities (Note 3)	**$**	**35,061**	$	28,549
Shareholder advances - non-interest bearing (Note 4)		**343,154**		343,154
Shareholder advances - interest bearing (Note 5)		**147,530**		113,047
Debenture (Note 6)		**42,378**		38,526
		568,123		523,276
Shareholders' Deficiency				
Capital Stock (Note 7)		**2,142,923**		2,142,923
Contributed surplus		**731,040**		731,040
Deficit		**(3,436,038)**		(3,396,458)
		(562,075)		(522,495)
	$	**6,048**	$	781

Nature of Business and Going Concern (Note 1)

Approved by the Board **"Barry M. Polisuk"** Director **(Signed)** **"Gabriel Nachman"** Director **(Signed)**

Applied Inventions Management Inc.
Consolidated Statements of Loss and Comprehensive Loss
Expressed in Canadian Dollars
Years Ended August 31, 2013 and 2012

	2013	2012
Consulting revenue	**$ 5,000**	$ -
Expenses		
Bank charges	**185**	170
Interest on debenture and shareholder advances (Note 9)	**16,474**	11,875
Professional fees (Note 9)	**27,921**	42,398
	44,580	54,443
Net loss and comprehensive loss for the year	**$ (39,580)**	$ (54,443)
Loss per share		
Basic and diluted	**$ (0.02)**	$ (0.03)
Weighted average number of common shares outstanding		
Basic and diluted	**2,083,529**	2,083,529

See accompanying notes

Applied Inventions Management Inc.
Consolidated Statements of Changes in Equity
Expressed in Canadian Dollars
Years Ended August 31, 2013 and 2012

	Capital Stock (Note 7)	Contributed Surplus	Deficit	Total
Balance, September 1, 2011	**$ 2,142,923**	**$ 731,040**	**$ (3,342,015)**	**$ (468,052)**
Net loss and comprehensive loss	-	-	(54,443)	(54,443)
Balance, August 31, 2012	**$ 2,142,923**	**$ 731,040**	**$ (3,396,458)**	**$ (522,495)**
Net loss and comprehensive loss	-	-	(39,580)	(39,580)
Balance, August 31, 2013	**$ 2,142,923**	**$ 731,040**	**$ (3,436,038)**	**$ (562,075)**

Applied Inventions Management Inc.

Consolidated Statements of Cash Flows

Expressed in Canadian Dollars

Years Ended August 31, 2013 and 2012

	2013	2012
Cash provided by (used in)		
Operations		
Net loss and comprehensive loss	**$ (39,580)**	$ (54,443)
Items not affecting cash		
Interest accrued on debentures and shareholder advances	**16,474**	11,875
Shareholder payment of professional fees	**21,861**	84,199
	(1,245)	41,631
Net changes in non-cash working capital		
Accounts payable and accrued liabilities	**6,512**	(44,129)
Accounts receivable	**(5,650)**	-
	(383)	(2,498)
Financing		
Shareholder advances	**-**	1,200
Repayment of shareholder advances	**-**	(19,000)
	-	(17,800)
Net change in cash	**(383)**	(20,298)
Cash, beginning of year	**781**	21,079
Cash, end of year	**$ 398**	$ 781

See accompanying notes

1. NATURE OF BUSINESS AND GOING CONCERN

Applied Inventions Management Inc. (the "Company") is incorporated under the laws of the Province of Ontario. The Company has no assets other than a minimal amount of cash and accounts receivable. The Company carries on the business of identification and evaluation of assets or businesses with a view to completing a potential acquisition.

On August 26, 2011, the Company was successful in obtaining a revocation of the Cease Trade Order with the Ontario Securities Commission.

While these consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis that presumes the realization of assets and discharge of liabilities in the normal course of business, there are material uncertainties related to adverse conditions and events that cast significant doubt on the Company's ability to continue as a going concern.

During the year ended August 31, 2013, the Company incurred a loss of $39,580 (2012 - $54,443) and, as of that date, the Company had accumulated deficit of $3,436,038 (2012 - $3,396,458), a working capital deficiency of $562,075 (2012 - $522,495) and negative cash flows from operations of $383 (2012 - $2,498). These factors create material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

The Company's continuing ability to meet its obligations as they come due is dependent upon continued financial support from related parties (Notes 4, 5, 6, and 9) and its ability to raise additional funds through the issuance of shares or debt.

These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments would be material.

The registered office of the Company is located at 1 Adelaide Street East Suite 801 Toronto Ontario M5C 2V9.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The consolidated financial statements have been prepared in accordance with IFRS and their interpretations adopted by the International Accounting Standards Board ("IASB").

The consolidated financial statements of the Company for the year ended August 31, 2013 were approved and authorized for issue by the Board of Directors on December 16, 2013.

Basis of Presentation

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Applied Inventions Management Corporation U.S.A. and Tour Technologies. The two subsidiaries are inactive.

Functional and Presentation Currency

These consolidated financial statements have been prepared in Canadian dollars, which is the Company's and its subsidiaries' functional and presentation currency.

Financial Instruments

Financial assets classified as fair value through profit and loss ("FVTPL") are measured at fair value with any resultant gain or loss recognized in profit or loss. Financial assets classified as available-for-sale are measured at fair value with any resultant gain or loss being recognized directly under other comprehensive income. Investments in equity instruments classified as available-for-sale that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost. When available-for-sale financial assets are derecognized, the cumulative gain or loss previously recognized directly in equity is recognized in profit or loss. Financial assets classified as loans and receivables and held to maturity, are measured at amortized cost using the effective interest rate method.

All financial liabilities are recognized initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs. Financial liabilities are classified as other financial liabilities, and are subsequently measured at amortized cost using effective interest rate method.

The Company's financial assets include cash and accounts receivable while the Company's financial liabilities include accounts payable and other liabilities. Classification of these financial instruments is as follows:

Financial Instrument		Classification
Cash		FVTPL
Accounts receivable		Loans and receivables
Accounts payable and accrued liabilities		Other financial liabilities
Shareholder advances	- non-interest bearing	Other financial liabilities
	- interest bearing	Other financial liabilities
Debenture		Other financial liabilities

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

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

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

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

- Level 3: Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The Company's financial instruments measured at fair value on the consolidated balance sheet consist of cash. Cash is measured at level 1 of the fair value hierarchy.

Loss Per Share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding, if any, that may add to the total number of common shares. If the number of common shares outstanding increases or decreases as a result of share split or consolidation, the calculation of basic and diluted loss per share for all periods presented, is adjusted retrospectively.

Income Taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income Taxes (Cont'd)

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

Revenue Recognition

Consulting fees are recognized when services are provided.

Significant Accounting Judgments and Estimates

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations 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 review affects both current and future periods. The significant estimate used in the preparation of these consolidated financial statements is the collectibility of accounts receivable. There have been no significant judgments made by management in the application of IFRS that have a significant effect on these consolidated financial statements.

Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods as noted below. Many are not applicable or do not have a significant impact to the Company and have been excluded from the list below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

(a) IFRS 9 Financial Instruments was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

Expressed in Canadian Dollars

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Recent Accounting Pronouncements (Cont'd)

(b) IFRS 10 Consolidated Financial Statements was issued by the IASB in May 2011. IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 replaces the consolidation requirements in SIC 12 Consolidation—Special Purpose Entities and IAS 27 Consolidated and Separate Financial Statements and is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

(c) IFRS 11 Joint Arrangements was issued by the IASB in May 2011. IFRS 11 provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. IFRS 11 supersedes IAS 31 Interests in Joint Ventures and SIC 13 Jointly Controlled Entities Non Monetary Contributions by Venturers, and is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

(d) IFRS 12 Disclosure of Interests in Other Entities was issued by the IASB in May 2011. IFRS 12 is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

(e) IFRS 13 Fair Value Measurement was issued by the IASB in May 2011. IFRS 13 establishes new guidance on fair value measurement and disclosure requirements for IFRSs and US generally accepted accounting principles (GAAP). The guidance, set out in IFRS 13 and an update to Topic 820 in the FASB’s Accounting Standards Codification (formerly referred to as SFAS 157), completes a major project of the boards’ joint work to improve IFRSs and US GAAP and to bring about their convergence. The standard is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted.

3. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	2013	2012
Trade payables	**$ 26,301**	$ 11,824
Accrued liabilities:		
Legal	**2,000**	2,000
Audit and accounting	**6,760**	14,725
	$ 35,061	$ 28,549

Expressed in Canadian Dollars

4. SHAREHOLDER ADVANCES - NON-INTEREST BEARING

Shareholder advances include unpaid management and consulting fees and advances made on behalf of the Company prior to September 1, 2009. They bear no interest, are secured by a general security agreement and have no specified terms of repayment.

5. SHAREHOLDER ADVANCES - INTEREST BEARING

Shareholder advances, principal plus accrued interest, include advances made by the shareholder on behalf of the Company since September 1, 2009. The advances bear interest at the rate of 10% per annum calculated monthly, are secured by a general security agreement and have no specified terms of repayment.

6. DEBENTURE

The demand debenture, principal plus accrued interest, is payable to a shareholder of the Company. It bears interest at 10% per annum, and matured on November 5, 1998 and is secured by a general security agreement. The debenture is in default and the conversion features which previously existed have lapsed.

7. CAPITAL STOCK

a) Authorized

unlimited	Class "A" subordinate voting convertible shares, convertible into an equal number of Class B shares at the option of the holder upon an offer to purchase all or substantially all of the Class B shares of the Company;
unlimited	Class "B" multiple voting (20 votes per share) convertible shares, convertible into an equal number of Class A shares at the option of the holder;
unlimited	Class "C" preference shares.

b) Issued and outstanding:

Common Shares	Number of Shares	Amount
Class "A" subordinate shares	1,165,314	$ 1,106,187
Class "B" shares	918,215	1,036,736
Balance as at August 31, 2012 and 2013	**2,083,529**	**$ 2,142,923**

Expressed in Canadian Dollars

7. CAPITAL STOCK (Cont'd)

c) Share consolidation:

At the last annual general meeting, the shareholders approved a consolidation of each class of shares up to 10 for 1, at the discretion of the directors. To date, no consolidation has yet occurred or is proposed.

8. INCOME TAXES

Provision for Income Taxes

The Company's effective income tax rate differs from the amount that would be computed by applying the combined federal and provincial statutory rate of 26.50% (2012 - 27.00%) to the net loss and comprehensive loss for the period. The reason for the difference is as follows:

		2013		2012
Loss before income taxes	**$**	**(39,580)**	$	(54,443)
Statutory rate		**26.50 %**		27.00 %
Expected income tax recovery	**$**	**(10,489)**	$	(14,700)
Increase (decrease) resulting from:				
Change in rates and other		**-**		11,161
Change in deferred tax assets not recognized		**10,489**		3,539
Income tax expense	**$**	**-**	$	-

The Company's deferred income tax assets are estimated as follows:

		2013		2012
Deferred income tax assets				
Non-capital losses	**$**	**42,959**	$	32,470
Less: Deferred tax assets not recognized		**(42,959)**		(32,470)
Net deferred income tax asset	**$**	**-**	$	-

Expressed in Canadian Dollars

8. INCOME TAXES (Cont'd)

Losses Carried Forward

As at August 31, 2013, the Company has non-capital losses for income tax purposes of approximately $162,000 available to apply against future taxable income. If not utilized, the non-capital losses will expire as follows:

2026	$ 6,000
2028	5,000
2030	1,000
2031	56,000
2032	55,000
2033	39,000
	$ 162,000

9. RELATED PARTY TRANSACTIONS

(a) Consulting fees of $5,000 (2012 - $NIL) were earned from a company related to the shareholder.

(b) The interest expense of $16,474 (2012 - $11,875) is due to a shareholder who is also a director and officer. The balance includes interest accrued on the debenture payable in the amount of $3,852 (2012 - $3,498). The remaining amount of $12,622 (2012 - $8,377) is interest accrued on outstanding shareholder advances during the year.

(c) The debenture of $42,378 (2012 - $38,526), consisting of principal plus accrued interest, is payable to a shareholder who is also a director and officer (see Note 6).

(d) During the year, the Company accrued $7,500 (2012 - $NIL) for consulting fees, included in professional fees, to an officer, director and principal shareholder. Included in accounts payable and accrued liabilities is $12,500 (2012 - $10,000) related to these fees.

All related party transactions are in the normal course of operations and are measured at their exchange amounts.

10. STOCK OPTION PLAN

During the year ended August 31, 2012, all previous stock option plans of the Company were repealed, revoked and cancelled in order to introduce a new stock option plan. The new stock option plan provides for a maximum of 10% of the issued and outstanding Class A Subordinate Voting Shares and a maximum of 10% of the issued and outstanding Class B Multiple Voting Shares on the date of grant.

During the fiscal years ended August 31, 2013 and 2012, no options to purchase common shares were granted under the plan.

11. CAPITAL RISK MANAGEMENT

The Company considers capital stock, contributed surplus and deficit to represent capital. As at August 31, 2013 and 2012, the Company has a shareholders' deficiency and management's objective is to maintain its ability to continue as a going concern (Note 1).

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the years ended August 31, 2013 and 2012.

12. FINANCIAL INSTRUMENTS AND RISK FACTORS

Risk management is the responsibility of management who is of the opinion that the Company is exposed to financial risks as described below. The Company's financial instruments comprised of cash, accounts receivable, accounts payable and accrued liabilities, debenture and shareholder advances, approximate fair values due to the relatively short term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest and currency risks.

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company minimizes its credit risk by maintaining cash at major banks and financial institutions. The accounts receivable balance is current at year-end and no allowance has been recorded.

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. As at August 31, 2013, the Company has current liabilities of $568,123 (2012 - $523,276) and no significant assets other than a cash balance of $398 (2012 - $781) and accounts receivable balance of $5,650 (2012 - $NIL). As a result, the Company is dependent on obtaining additional financing to meet its current obligations. Substantially all of the Company's accounts payable and accrued liabilities have been outstanding for over 90 days.