Compel Capital Inc.

Financial Statements

Expressed in Canadian Dollars

For the Years Ended December 31, 2011 and 2010

Collins Barrow
Chartered Accountants

Collins Barrow Toronto LLP
Collins Barrow Place
11 King Street West
Suite 700, Box 27
Toronto, Ontario
M5H 4C7 Canada

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Compel Capital Inc.

We have audited the accompanying financial statements of Compel Capital Inc. which comprise the balance sheets as at December 31, 2011, December 31, 2010 and January 1, 2010 and the statements of loss and comprehensive loss, changes in equity and cash flows for the years December 31, 2011 and December 31, 2010 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Compel Capital Inc. as at December 31, 2011, December 31, 2010, and January 1, 2010, and its financial performance and its cash flows for the years ended December 31, 2011 and December 31, 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 describes material uncertainities that cast significant doubts about Compel Capital Inc.'s ability to continue as a going concern.

Collins Barrow Toronto LLP

Licensed Public Accountants
Chartered Accountants
April 25, 2012
Toronto, Ontario

Compel Capital Inc.
Balance Sheets
Expressed in Canadian Dollars
As at

	December 31, 2011	December 31, 2010 (Note 11)	January 1 2010 (Note 11)
Liabilities			
Current			
Accounts payable and accrued liabilities (Note 3)	**$ 15,997**	$ 12,258	$ 73,915
Loan payable (Note 4)	**4,410**	-	63,883
	20,407	12,258	137,798
Shareholders' Deficiency			
Capital stock (Note 5)	**308,165**	308,165	158,699
Deficit	**(328,572)**	(320,423)	(296,497)
	(20,407)	(12,258)	(137,798)
	$ -	$ -	$ -

Nature of Business and Going Concern (Note 1)

Approved by the Board **"Rob Saltsman"** Director **(Signed)** **"Michael Frank"** Director **(Signed)**

Compel Capital Inc.
Statements of Loss and Comprehensive Loss
Expressed in Canadian Dollars
Years Ended December 31, 2011 and 2010

	2011	2010 (Note 11)
Expenses		
General and administrative	**$ 8,149**	$ 23,926
Net loss and comprehensive loss for the year	**$ (8,149)**	$ (23,926)
Loss per share (Note 6)		
Basic and diluted	**$ (0.004)**	$ (0.018)
Weighted average number of common shares outstanding (Note 6)		
Basic and diluted	**2,127,288**	1,361,531

See accompanying notes

Compel Capital Inc.
Statements of Changes in Equity
Expressed in Canadian Dollars
Years Ended December 31, 2011 and 2010

	Capital Stock (Note 5)	Deficit	Total
Balance, January 1, 2010 (Note 11)	**$ 158,699**	**$ (296,497)**	**$ (137,798)**
Debt for share settlement (Note 5)	149,466	-	149,466
Net loss and comprehensive loss	-	(23,926)	(23,926)
Balance, December 31, 2010 (Note 11)	**$ 308,165**	**$ (320,423)**	**$ (12,258)**
Net loss and comprehensive loss	-	(8,149)	(8,149)
Balance, December 31, 2011	**$ 308,165**	**$ (328,572)**	**$ (20,407)**

See accompanying notes

Compel Capital Inc.
Statements of Cash Flows
Expressed in Canadian Dollars
Years Ended December 31, 2011 and 2010

	2011	2010 (Note 11)
Cash provided by (used in)		
Operations		
Net loss and comprehensive loss	**$ (8,149)**	$ (23,926)
Items not affecting cash		
Interest accrued (Note 4)	**280**	-
	(7,869)	(23,926)
Net changes in non-cash working capital		
Accounts payable and accrued liabilities	**3,739**	921
	(4,130)	(23,005)
Financing		
Loan advances (Note 4)	**4,130**	23,005
Cash, beginning and end of year	**$ -**	$ -

1. NATURE OF BUSINESS AND GOING CONCERN

Compel Capital Inc. (the "Company") is incorporated under the laws of the Province of Ontario and is inactive. On July 30, 2008, the Company changed its name from Slocan- Rambler Mines (1947) Limited to Compel Capital Inc. The Company does not engage in commercial operations and has no assets. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a potential acquisition.

While these financial statement have been have 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 December 31, 2011, the Company incurred a loss of $8,149 (December 31, 2010 - $23,926) and, as of that date, the Company had accumulated deficit of $328,572 (December 31, 2010 - $320,423) (January 1, 2010 - $296,497), a working capital deficiency of $20,407 (December 31, 2010 - $12,258) (January 1, 2010 - $137,798) and negative cash flows from operations of $4,130 (December 31, 2010 - $23,005). 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 directors or shareholders (Note 4) and its ability to raise additional funds through the issuance of shares.

These 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 may be material.

The registered office of the Company is located at 38 Edmund Seager Drive, Thornhill, Toronto, Ontario L4J 4R9.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The financial statements have been prepared in accordance with IFRS and their interpretations adopted by the International Accounting Standards Board ("IASB"). In 2010, the Canadian Institute of Chartered Accountants ("CICA") Handbook was revised to incorporate IFRS, and require publicly accountable enterprises to apply such standards effective for years beginning on or after January 1, 2011.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Statement of Compliance (Cont'd)

These are the Company's first annual financial statements presented in accordance with IFRS as issued by the IASB. IFRS 1 First-Time Adoption of IFRS ("IFRS 1") has been applied and the impact of the transition from Canadian GAAP to IFRS is explained in Note 11. The Company has consistently applied the same accounting policies in its opening IFRS balance sheet at January 1, 2010 and throughout all periods presented, as if these policies had always been in effect. Note 11 discloses the impact of the transition to IFRS on the Company's reported financial position, financial performance and cash flows, including the nature and effect of significant changes in accounting policies from those used in the Company's previously issued financial statements for the year ended December 31, 2010.

The financial statements of the Company were approved by the Board of Directors on April 25, 2012.

Basis of Presentation

These 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 financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Functional and Presentation Currency

These financial statements have been prepared in Canadian dollars, which is the Company's 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.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

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 liabilities include accounts payable and other liabilities. Classification of these financial instruments is as follows:

Financial Instrument	Classification
Accounts payable and accrued liabilities	Other financial liabilities
Loan payable	Other financial liabilities

Financial instruments recorded at fair value on the 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 has no financial instruments measured at fair value on the balance sheet.

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.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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.

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

Significant Accounting Judgments and Estimates

The preparation of these 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. There have been no significant judgments made by management in the application of IFRS that have a significant effect on these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after December 31, 2011 or later periods. 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.

(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.

Expressed in Canadian Dollars

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Recent Accounting Pronouncements (Cont'd)

(f) IAS 1 Presentation of Financial Statements was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012.

3. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2011	December 31, 2010 (Note 11)	January 1, 2010 (Note 11)
Trade payables	**$ 8,386**	$ 5,122	$ 16,915
Accrued liabilities:			
Consulting fees	**-**	-	50,000
Audit	**7,611**	7,136	7,000
	$ 15,997	$ 12,258	$ 73,915

4. LOAN PAYABLE

The loan payable in the amount of $4,410 (December 31, 2010 - $Nil) (January 1, 2010 - $63,883) is due to a shareholder and director. The loan bears interest at 10% per annum, is unsecured and due on demand. Included in this loan payable amount is interest owing of $280 (December 31, 2010 and January 1, 2010 - $Nil).

The loan payable on January 1, 2010 was settled through the issuance of shares (Note 5).

Expressed in Canadian Dollars

5. CAPITAL STOCK

a) Authorized

unlimited common shares
unlimited preference shares, rights to be determined on issuance

b) Issued and outstanding:

Common Shares	Number of Shares		Amount
Balance, January 1, 2010 (Note 11)	**632,628**	**$**	**158,699**
Shares issued during the year[(i)]	1,494,660		149,466
Balance as at December 31, 2010 and 2011	**2,127,288**	**$**	**308,165**

(i) On July 6, 2010, the Company issued a total of 1,494,660 common shares to settle outstanding debt totalling $149,466 to various debt holders.

6. LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended December 31, 2011 was based on the loss attributable to common shareholders of $8,149 (2010 - $23,926) and the weighted average number of common shares outstanding of 2,127,288 (2010 - 1,361,531).

7. 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 28% (2010 - 31%) to the net loss and comprehensive loss for the period. The reason for the difference is as follows:

		2011		2010 (Note 11)
Loss before income taxes	**$**	**(8,149)**	$	(23,926)
Statutory rate		**28 %**		31 %
Expected income tax recovery	**$**	**(2,300)**	$	(7,400)
Increase (decrease) resulting from:				
Change in rates and other		**200**		1,400
Change in Deferred tax assets not recognized		**2,100**		6,000
Income tax expense	**$**	**-**	$	-

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

Expressed in Canadian Dollars

7. INCOME TAXES (Cont'd)

	December 31, 2011	December 31, 2010 (Note 11)	January 1, 2010 (Note 11)
Deferred income tax assets			
Non-capital losses	**$ 40,300**	$ 38,200	$ 32,300
Less: Deferred tax assets not recognized	**(40,300)**	(38,200)	(32,300)
Net deferred income tax asset	**$ -**	**$ -**	$ -

Losses Carried Forward

As at December 31, 2011, the Company has non-capital losses for income tax purposes of $161,100 available to apply against future taxable income. If not utilized, the non-capital losses will expire as follows:

2027	$ 22,000
2028	52,600
2029	54,500
2030	23,900
2031	8,100
	$ 161,100

8. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members and entities which are controlled by these individuals as well as certain persons performing similar functions. The shareholder described in Note 4 is a related party as this individual is a director. A loan was provided to the Company in the amount of $4,410 (December 31, 2010 - $Nil) (January 1, 2010 - $63,883).

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

Included in general and administration expense is interest expense of $280 (2010 - $Nil) incurred to a shareholder and director of the Company. This interest expense relates to amounts accrued to a shareholder and director of the Company, refer to Note 4.

9. CAPITAL RISK MANAGEMENT

The Company includes equity, comprised of issued common shares and deficit, in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

There has been no change with respect to the overall capital risk management strategy during the year ended December 31, 2011.

10. FINANCIAL INSTRUMENTS AND RISK FACTORS

The Company's financial instruments, consisting accounts payable and accrued liabilities and loan payable 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, currency or credit risks arising from these financial instruments.

The Company has accounts payable and accrued liabilities of $15,997 (December 31, 2010 - $12,258) (January 1, 2010 - $73,915) due within 12 months and has cash of $Nil (December 31 and January 1, 2010 - $Nil). As a result the Company has liquidity risk and may not have sufficient funds to meet its ongoing obligations.

11. CONVERSION TO IFRS

As stated in Significant Accounting Policies Note 2, these are the Company's first annual financial statements 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 the financial statements for the year ended December 31, 2010 and in the preparation of an opening IFRS balance sheet at January 1, 2010 (the Company's date of transition).

First-time Adoption of IFRS

Under IFRS 1, IFRS has been applied retrospectively at the date of transition to the balance sheet and the statement of loss and comprehensive loss, changes in equity and cash flows with all adjustment to assets and liabilities as stated under Canadian GAAP taken to deficit, except where certain exemptions and elections were applied. The primary exemption used by the Company is:

Business Combinations. IFRS 3, "Business Combinations" (IFRS 3), has not been applied retrospectively to past business combinations. Accordingly, the Company did not restate business combinations that took place prior to January 1, 2010.

Expressed in Canadian Dollars

11. CONVERSION TO IFRS (Cont'd)

Estimates

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

Reconciliations from Canadian GAAP to IFRS

As management had anticipated, given that the Company is inactive and given the limited number of transactions that the Company has entered into in the past and the Company's previous accounting policies, the adoption of IFRS had no impact on the Company's financial position, financial performance and cash flows.

Comparative Financial Statements

The Company's adoption of IFRS had no impact on the balance sheets as at January 1, 2010 and December 31, 2010, nor on the statement of cash flows for the year ended December 31, 2010.

Reconciliation of Comprehensive Loss and Equity

Reconciliation of net loss and comprehensive loss	January 1, 2010
Net loss and comprehensive loss under Canadian GAAP	$ (23,926)
IFRS adjustments to net loss and comprehensive loss	-
Net loss and comprehensive loss under IFRS	$ (23,926)

Reconciliation of shareholders' deficiency	December 31, 2010	January 1, 2010
Total shareholders' deficiency under Canadian GAAP	$ (12,258)	$ (137,798)
IFRS adjustments to shareholders' deficiency	-	-
Total shareholders' deficiency under IFRS	$ (12,258)	$ (137,798)