

**HPB Investments Inc.**

**CONDENSED INTERIM FINANCIAL STATEMENTS**

**For the three months ended March 31, 2014**

**(Unaudited)**

**(Amounts expressed in Canadian Dollars)**

## **Management's Responsibility for Interim Financial Statements**

The accompanying unaudited condensed interim financial statements of HPB Investments Inc. (the "Company" or "HPB") are the responsibility of management.

The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34-Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

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

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

### **Notice to Reader**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these unaudited condensed interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of condensed interim financial statements by an entity's auditor.

# HPB Investments Inc.

## Condensed Interim Statements of Financial Position

(Amounts expressed in Canadian Dollars)

(Unaudited)

As at

	March 31, 2014	December 31, 2013
<b>Assets</b>		
<b>Current:</b>		
Cash	\$ -	\$ -
<b>Total Assets</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Liabilities and Shareholders' Deficiency</b>		
<b>Current:</b>		
Accounts payable and accrued liabilities	\$ 52,639	\$ 44,799
Notes payable (note 6)	109,604	109,604
<b>Total Liabilities</b>	<b>162,243</b>	<b>154,403</b>
<b>Shareholders' Deficiency</b>		
Share capital (note 3)	512,990	512,990
Deficit	(675,233)	(667,393)
<b>Total shareholders' deficiency</b>	<b>(162,243)</b>	<b>(154,403)</b>
<b>Total Liabilities and Shareholders' Deficiency</b>	<b>\$ -</b>	<b>\$ -</b>

Nature of Operations and Going concern (note 1)

Related Party Transactions (note 7)

Approved on behalf of the Board:

"Michael Allen" Director

"Harry Blum" Director

# HPB Investments Inc.

Condensed Interim Statements of Operations and Comprehensive loss  
(Amounts expressed in Canadian Dollars)  
(Unaudited)

	For the Three Months Ended March 31,	
	2014	2013
<b>Expenses</b>		
General and administrative	\$ 47	\$ 199
Audit fees	1,167	1,167
Legal fees	3,334	-
Filing fees	3,292	-
<b>Net loss and comprehensive loss</b>	<b>\$ (7,840)</b>	<b>\$ (1,366)</b>
<b>Loss per share-basic and diluted</b>	<b>\$ (0.0005)</b>	<b>\$ (0.0001)</b>
<b>Weighted average number of common shares outstanding- basic and diluted</b>	<b>15,780,000</b>	<b>15,780,000</b>

# HPB Investments Inc.

Condensed Interim Statements of Changes in Shareholders' Deficiency  
(Amounts expressed in Canadian Dollars)  
(Unaudited)

	Common Shares			Total Shareholders' Deficiency \$
	Share		Deficit \$	
	Number of Shares	Capital \$		
<b>Balance December 31, 2012</b>	15,780,000	512,990	(657,918)	(144,928)
Loss for the period	-	-	(1,366)	(1,366)
<b>Balance March 31, 2013</b>	15,780,000	512,990	(659,284)	(146,294)
Loss for the period	-	-	(8,109)	(8,109)
<b>Balance December 31, 2013</b>	15,780,000	512,990	(667,393)	(154,403)
Loss for the period	-	-	(7,840)	(7,840)
<b>Balance March 31, 2014</b>	15,780,000	512,990	(675,233)	(162,243)

# HPB Investments Inc.

Condensed Statements of Cash Flows  
(Amounts expressed in Canadian Dollars)  
(Unaudited)

	For the Three Months Ended March 31,	
	2014	2013
<b>Cash flow provided (used in) Operating activities</b>		
<b>Net loss for the period</b>	\$ (7,840)	\$ (1,366)
<b>Changes in non-cash balance related to operations</b>		
Accounts payable and accrued liabilities	7,840	1,366
<b>Net change in cash</b>	-	-
<b>Cash, beginning of period</b>	-	-
<b>Cash, end of period</b>	\$ -	\$ -

# HPB Investments Inc.

## Notes to the Condensed Interim Financial Statements

March 31, 2014

(Amounts expressed in Canadian Dollars)

(Unaudited)

---

### 1. Nature of Operations and Going Concern

HPB Investments Inc. ("HPB" or the "Company") was incorporated under the laws of Canada having its head office and registered office at 11 King Street West, Suite 700, Box 27, Toronto, Ontario, M5H 4C7. On May 12, 1999, HPB acquired all the issued and outstanding common shares of Housewarmers Inc., a private company. Housewarmers Inc. is a corporation engaged in the development and marketing of customer acquisition and retention programs for retailers and other consumer providers. The aggregate purchase price was \$182,002, which was satisfied with \$23,668 of cash on hand and the issue of 5,000,000 of common shares of HPB valued at \$158,334. The acquisition was accounted for using the purchase method.

On July 9, 2001, the shareholders of HPB approved the sale of Housewarmers Inc. to Alice Bowers, a 27.1% shareholder of HPB in exchange for the return to treasury of 4,000,000 common shares of HPB.

The accompanying unaudited condensed interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has accumulated losses of \$675,233 since inception. The Company's ability to continue as a going concern is dependent on its ability to complete a transaction, complete sufficient financing and generate profitable operations in the future.

The Company was able to obtain non-interest bearing note from its directors in the prior years, which is repayable on demand. The Company has not been active after the sale of Housewarmers Inc. in 2001 and has no established business.

The Company's ability to achieve and maintain profitable operations is dependent upon the Company to establish its market. The Company has recurring losses and has reported operating losses for the period ended March 31, 2014. These unaudited condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

### 2. Significant Accounting Policies

Basis of presentation and statement of compliance:

These unaudited condensed interim financial statements present the Company's financial results of operations and financial position under International Financial Reporting Standards ("IFRS") as at and for the three month periods ended March 31, 2014, including 2013 comparatives. As a result, they have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").

These unaudited condensed interim financial statements should be read in conjunction with the Company's 2013 annual audited financial statement prepared in accordance with IFRS.

The accounting policies adopted in these unaudited condensed interim financial statements are consistent with those disclosed in the Company's audited financial statements for the year ended December 31, 2013, refer to these audited financial statements for significant accounting policies and future changes in accounting policies which remained unchanged as at March 31, 2014.

# HPB Investments Inc.

## Notes to the Condensed Interim Financial Statements

March 31, 2014

(Amounts expressed in Canadian Dollars)

(Unaudited)

### 2. Significant Accounting Policies (Cont'd)

These unaudited condensed interim financial statements were authorized for issue on December 8, 2014 by the Board of Directors of the Company.

### 3. Share Capital

Authorized			
Unlimited	Class "A" shares, voting, fixed preferential non-cumulative dividend of \$0.08 per share, redeemable and retractable at \$1 per share		
Unlimited	Class "B" shares, non-voting, fixed preferential non-cumulative dividend of \$0.08 per share, redeemable and retractable at \$1 per share		
Unlimited	Class "C" shares, non-voting		
Unlimited	common shares		
Issued:		Common Shares	Amount
Incorporation		100	\$ 100
Issued during 1998		9,999,900	440,000
Issued during 1999 on acquisition of Housewarmers Inc.		5,000,000	158,334
Redeemed in 1999		(220,000)	(8,777)
Cancellation in 2001 on sale of Housewarmers Inc.		(4,000,000)	(126,667)
Issued in 2001 for settlement of notes payable		5,000,000	50,000
Balance at March 31, 2013, December 31, 2013 and March 31, 2014		15,780,000	\$ 512,990

On July 9, 2011, the shareholders of HPB approved the sale of Housewarmers Inc. to Alice Bowers, a 27.1% shareholder of HPB in exchange for the return to treasury of 4,000,000 common shares of HPB.

### 4. Capital Management

The Company includes equity, comprised of issued share capital, contributed surplus and deficit in the definition of capital, amounting to \$162,243 (December 31, 2013 - \$154,403). The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its activities relating to identifying and completing a transaction. To secure the additional capital necessary to pursue this plan, the Company may attempt to raise additional funds through the issuance of equity or debt.

There has been no change with respect to the overall capital risk management strategy during the three month period ended March 31, 2014.

# HPB Investments Inc.

## Notes to the Condensed Interim Financial Statements

March 31, 2014

(Amounts expressed in Canadian Dollars)

(Unaudited)

---

### 5. Financial Risk Management

(a) Fair value:

The Company's financial instruments as of March 31, 2014 include accounts payable and accrued liabilities, and notes payable.

The carrying value of accounts payable and accrued liabilities approximates fair value because of their short-term maturities.

The carrying value of the notes payable approximates its fair value because they are payable on demand.

It is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from these financial instruments.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company has no assets and a negative working capital, exposing itself to liquidity risk. The Company continuously monitors its working capital position and maintains a strict control over its expenses.

### 6. Notes Payable

The notes payable are non-interest bearing and due on demand. The notes payable are due to directors of the Company.

### 7. Related Party Transactions

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and approved by the related parties. Related party transactions are disclosed in Note 6 to the unaudited condensed interim financial statements.