

QUINSAM CAPITAL CORPORATION

**INTERIM FINANCIAL STATEMENTS
(UNAUDITED)**

September 30, 2012

(In Canadian Dollars)

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 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 interim consolidated financial statements have been prepared by and are the responsibility of the management.

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

QUINSAM CAPITAL CORPORATION
STATEMENT OF FINANCIAL POSITION

(unaudited)

Sept 30, December
2012 31, 2011

ASSETS		
CURRENT		
Cash and cash equivalents (Note 3)	\$ 233,318	\$ 398,709
Sales Tax Receivable	19,412	21,304
	252,730	420,013
EQUIPMENT (Note 4)	-	265
	\$ 252,730	\$ 420,278

LIABILITIES

CURRENT		
Accounts payable and accrued liabilities (Note 5)	\$ 4,690	\$ 15,406
Due to related parties	-	17,797
Deferred revenue from discontinued business	-	1,690
	4,690	34,893

SHAREHOLDERS' EQUITY

SHARE CAPITAL (Note 6)	1,719,893	1,719,893
SHARE-BASED PAYMENT RESERVE	4,500	4,500
DEFICIT	(1,476,353)	(1,339,008)
	248,040	385,385
	\$ 252,730	\$ 420,278

Approved on behalf of the Board

"Roy Zanatta"

Roy Zanatta – Director

"Bryan Beer"

Bryan Beer – Director

The accompanying notes are an integral part of these interim financial statements.

QUINSAM CAPITAL CORPORATION
INTERIM STATEMENTS OF COMPREHENSIVE LOSS

(unaudited)

	3 months ended Sept 30, 2012	3 months ended Sept 30, 2011	9 months ended Sept 30, 2012	9 months ended Sept 30, 2011
EXPENSES				
General and administrative	(8,141)	(3,910)	(23,277)	(19,401)
Interest Income	644	1,385	2,551	5,344
Loss from discontinued operations (Note 7)	(9,882)	(46,343)	(115,762)	(99,245)
Gain (loss) on foreign exchange	(1,089)	4,231	(857)	1,755
NET AND COMPREHENSIVE LOSS	(18,468)	(44,637)	(137,345)	(111,547)
Basic and diluted loss per share	(0.00)	(0.01)	(0.03)	(0.02)
Weighted average shares outstanding	4,570,000	4,471,111	4,570,000	4,470,370

The accompanying notes are an integral part of these interim financial statements.

QUINSAM CAPITAL CORPORATION
INTERIM STATEMENTS OF CHANGES IN EQUITY

(unaudited)

	Notes	Share capital		Reserves		
		Number of shares	Amount	Share based payment reserve	Deficit	Total
Restated balance at January 1, 2011		4,470,000	\$ 1,717,393	\$ 4,500	\$ (950,163)	\$ 771,730
Comprehensive income:						
Loss for the period		-	-	-	(111,547)	(111,547)
Other comprehensive income (loss)		-	-	-	-	-
Total comprehensive loss for the period		-	-	-	(111,547)	(111,547)
Transactions with owners, in their capacity as owners, and other transfers:						
Shares issued		100,000	2,500	-	-	2,500
Stock-based compensation		-	-	-	-	-
Total transactions with owners and other transfers		-	-	-	-	-
Restated balance at Sept 30, 2011		4,570,000	\$ 1,719,893	\$ 4,500	\$ (1,061,710)	\$ 662,683
Restated balance at January 1, 2012		4,570,000	\$ 1,719,893	\$ 4,500	\$ (1,339,008)	\$ 385,385
Comprehensive income:						
Loss for the period		-	-	-	(137,345)	(137,345)
Other comprehensive income (loss)		-	-	-	-	-
Total comprehensive loss for the period		-	-	-	(137,345)	(137,345)
Transactions with owners, in their capacity as owners, and other transfers:						
Shares issued		-	-	-	-	-
Stock-based compensation		-	-	-	-	-
Total transactions with owners and other transfers		-	-	-	-	-
Restated balance at Sept 30, 2012		4,570,000	\$ 1,719,893	\$ 4,500	\$ (1,476,353)	\$ 248,040

The accompanying notes are an integral part of these interim financial statements.

QUINSAM CAPITAL CORPORATION
INTERIM STATEMENTS OF CASH FLOWS

(unaudited)

	9 months ended Sept 30, 2012	9 months ended Sept 30, 2011
OPERATING ACTIVITIES		
Net loss from continuing operations	\$ (21,583)	\$ (12,302)
Changes in non-cash working capital		
- receivables and prepaid expenses	1,891	(11,030)
- accounts payable and accrued liabilities	(7,817)	(6,264)
Cash flows from continuing operations	(27,509)	(29,596)
Net loss from discontinued operations	(115,762)	(99,245)
Amortization	72	5,575
Gain on sale of discontinued business (Note 7)	(8,788)	-
Changes in non-cash working capital		
- accounts payable and accrued liabilities	(13,405)	16,660
Cash flows from discontinued operations	(137,883)	(77,010)
INVESTING ACTIVITIES		
Proceeds from sale of discontinued business (Note 7)	1	-
Intangible Assets related to discontinued business	-	(134,855)
Cash flows from investing activities of discontinued operations	1	(134,855)
DECREASE IN CASH AND CASH EQUIVALENTS	(165,391)	(241,461)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	398,709	710,060
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 233,318	\$ 468,599

SUPPLEMENTARY CASH FLOW INFORMATION

(a) There were no non cash investing activities during the 9 months ended September 30, 2012.

The accompanying notes are an integral part of these interim financial statements.

QUINSAM CAPITAL CORPORATION

NOTES TO INTERIM FINANCIAL STATEMENTS

JUNE 30, 2012

(unaudited)

NOTE 1- NATURE OF OPERATIONS

Quinsam Capital Corporation (the "Company") was incorporated under the Canada Business Corporations Act on March 18, 2004 in British Columbia. The Company entered into the merchant banking business during December 2007 and in March, 2010, the Company entered into an online learning business which it sold in August, 2012. The Company was previously in the business of acquisition and development of mineral property interests and other assets or businesses related to the resource industry.

These financial statements have been prepared on a going concern basis. The Company has incurred losses since inception and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. Its ability to continue as a going concern is dependent upon the ability of the Company to generate profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. These financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue.

NOTE 2 –SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

These interim financial statements have been prepared in accordance with International Accounting Standard ("IAS 34"), Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). They do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company's financial statements as at and for the year ended December 31, 2011. Accounting policies applied in the preparation of these unaudited interim financial statements are the same as those applied in the preparation of Company's annual financial statements for the year ended December 31, 2011. The unaudited interim financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities, which are stated at fair value.

New or amended accounting standards that have been issued by the IASB but are not yet effective, and have not been applied by the Company, are as outlined in Note 2 of the 2011 annual financial statements.

These unaudited interim financial statements were authorized for issue by the Board of Directors on November 26, 2012.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with International Financial Reporting Standards ("IFRS") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates and assumptions relate to the carry value of equipment and intangible assets, estimates of the useful life of equipment and intangible assets and the estimation of future income tax rates. Financial results as determined by actual events could differ from those estimates.

NOTE 3 – CASH AND CASH EQUIVALENTS

	Sept 30, 2012	December 31, 2011
Cash at bank	\$ 79,816	\$ 72,346
Money market mutual funds	153,502	326,363
	\$ 233,318	\$ 398,709

NOTE 4 – EQUIPMENT

	Equipment	Total
Cost:		
At December 31, 2011	\$ 1,140	\$ 1,140
Additions	-	-
Disposals	(481)	(481)
At Sept 30, 2012	659	659
Depreciation:		
At December 31, 2011	875	875
Charge for the period	72	72
Eliminated on disposal	(288)	(288)
At Sept 30, 2012	659	659
Net book value:		
At December 31, 2011	265	265
At Sept 30, 2012	\$ -	\$ -

NOTE 5 - TRADE PAYABLES AND ACCRUED LIABILITIES

	Sept 30, 2012	December 31, 2011
Trade Payables	\$ 4,690	\$ 4,906
Accrued liabilities	-	10,500
	\$ 4,690	\$ 15,406

NOTE 6 - SHARE CAPITAL

At September 30, 2012 there were 4,570,000 issued and fully paid common shares (December 31, 2011 – 4,570,000). There were no changes to the Company's issued share capital, outstanding warrant and outstanding options during the 9 months ended September 30, 2012 other than, on August 1, 2012, the Company effected a consolidation of its share capital on the basis of five (5) existing common shares for one (1) new common share. All share and per share amounts for all periods are stated on a post-consolidation basis.

NOTE 7 – DISCONTINUED OPERATIONS

On August 31, 2012 the Company completed the sale of its online learning business and related tangible and intangible assets, excluding cash and tax receivables, in return for \$1 and the assumption of the Company's future obligations related to the business, including future obligations to customers, to its content providers under the Company's licensing agreements and to other suppliers. The purpose of the sale was to preserve the Company's limited capital and avoid insolvency. The sale of the online learning business resulted in a gain of \$8,788.

The results of the discontinued operations for the 9 month periods ending September 30, 2012 and September 30, 2011 are as follows:

	9 months ending Sept 30, 2012	9 months ending Sept 30, 2011
Subscription Revenues	\$ 24,396	\$ 18
General & administrative expenses	(148,334)	(97,129)
Website Maintenance	(540)	-
Amortization and depreciation	(72)	(2,134)
	(124,550)	(99,245)
Proceeds on disposition, net of costs	1	-
Carrying value of net assets disposed of	(8,787)	-
Gain on sale of discontinued operations	8,788	-
Net Loss from discontinued operations	\$ (115,762)	\$ (99,245)