CCT CAPITAL LTD.

INTERIM FINANCIAL STATEMENTS

For the three and six months ended October 31, 2013

(Unaudited)
(Expressed in Canadian Dollars)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, 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 financial statements of CCT Capital Ltd. as at October 31, 2013 and 2012, notes to unaudited interim financial statements and related Management's Discussion and Analysis have been prepared by and are the responsibility of management.

The Company's independent auditor has not performed a review of these interim 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.

CCT CAPITAL LTD.
STATEMENTS OF FINANCIAL POSITION
Unaudited
(EXPRESSED IN CANADIAN DOLLAR)

		October 31, 2013		April 30, 2013
ASSETS				
Current				
Cash	$	7,818	$	16,287
Receivables		6,154		5,473
TOTAL ASSETS	**$**	**13,972**	**$**	**21,760**
LIABILITIES AND EQUITY				
Current				
Trade payables and accrued liabilities	$	12,416	$	10,357
Due to related parties (Note 5)		82,503		60,803
Total liabilities		94,919		71,160
Equity (deficit)				
Share capital (Note 4)		1,303,088		1,303,088
Share based payment reserve (Note 4)		330,084		330,084
Deficit		(1,714,119)		(1,682,572)
Total equity (deficit)		(80,947)		(49,400)
TOTAL LIABILITIES AND EQUITY	**$**	**13,792**	**$**	**21,760**

Corporate information and going concern (Note 1)
Subsequent Event (Note 9)

On behalf of the Board:

"Laurie Sadler" Director ***"Kim Evans"*** Director

The accompanying notes are an integral part of these financial statements

CCT CAPITAL LTD.

STATEMENTS OF COMPREHENSIVE LOSS

Unaudited

(EXPRESSED IN CANADIAN DOLLARS)

	Three months ended		Six months ended	
	October 31, 2013	**October 31, 2012**	**October 31, 2013**	**October 31, 2012**
EXPENSES				
Consulting Fees (Note 5)	$ 10,200	$ 10,200	$ 20,400	$ 20,400
Office and miscellaneous	(321)	215	182	264
Professional fees (Note 5)	3,403	590	6,670	3,838
Transfer agent and regulatory fees	1,273	4,702	4,295	5,552
	(14,555)	(15,707)	(31,547)	(30,054)
OTHER INCOME				
Interest income	-	8	-	122
Loss for the period	**$ (14,555)**	**$ (15,699)**	**$ (31,547)**	**$ (29,932)**
Net loss per common share				
Basic	$0.00	$0.00	$0.00	$0.00
Diluted	$0.00	$0.00	$0.00	$0.00
Weighted average number of common shares outstanding	12,130,000	12,130,000	12,130,000	12,130,000

The accompanying notes are an integral part of these financial statements

CCT CAPITAL LTD.
STATEMENTS OF COMPREHENSIVE LOSS
Unaudited
(EXPRESSED IN CANADIAN DOLLARS)

	Three months ended		Six months ended	
	October 31, 2013	October 31, 2012	October 31, 2013	October 31, 2012
Loss for the period	**$ (14,555)**	**$ (15,699)**	**$ (31,547)**	**$ (29,932)**
Other comprehensive loss	-	-	-	-
Other comprehensive loss for the period	-	-	-	-
Comprehensive loss for the period	**$ (14,555)**	**$ (15,699)**	**$ (31,547)**	**$ (29,932)**

The accompanying notes are an integral part of these financial statements

CCT CAPITAL LTD.
STATEMENT OF CHANGES IN EQUITY
Unaudited
(EXPRESSED IN CANADIAN DOLLARS)

	Share Capital				
	Number of shares	Amount	Share based payment reserve	Deficit	Total Equity
Balance – May 1, 2012	**12,030,000**	**$ 1,289,661**	**$ 333,511**	**$ (1,614,523)**	**$ 8,649**
Net and comprehensive loss	-	-	-	(29,932)	**(29,932)**
Shares issued on exercise of warrants	100,000	13,427	(3,427)	-	**10,000**
Balance – October 31, 2012	**12,130,000**	**$ 1,303,088**	**$ 330,084**	**$ (1,644,455)**	**$ (11,283)**
Balance – May 1, 2013	**12,130,000**	**$ 1,303,088**	**$ 330,084**	**$ (1,682,572)**	**$ (49,400)**
Net and comprehensive loss	-	-	-	(31,547)	**(31,547)**
Balance – October 31, 2013	**12,130,000**	**$ 1,303,088**	**$ 330,084**	**$ (1,714,119)**	**$ (80,947)**

The accompanying notes are an integral part of these financial statements

CCT CAPITAL LTD.
STATEMENTS OF CASH FLOWS
Unaudited
(EXPRESSED IN CANADIAN DOLLARS)

	For the six months ended	
	October 31, 2013	October 31, 2012
OPERATING ACTIVITIES		
Net loss for the period	$ (31,547)	$ (29,932)
Changes in non-cash working balances related to operations		
Receivables	(681)	262
Due to related parties	21,700	29,450
Trade payables and accrued liabilities	2,059	(15,295)
Cash used in operating activities	(8,469)	(15,515)
INVESTING ACTIVITIES		
Short-term investments		35,000
Issuance of shares		10,000
Cash used in investing activities		45,000
Change in cash	(8,469)	29,485
Cash, beginning of period	16,287	3,997
Cash, end of period	$ 7,818	$ 33,482

The accompanying notes are an integral part of these financial statements

1 Corporate information and going concern

CCT Capital Ltd. (the "Company") was incorporated under the laws of British Columbia, Canada. Its principal business activities are the acquisition and exploration of mineral properties. The Company has entered into a non-binding Letter of Intent dated December 12, 2013 to acquire 3 Tier Logic ("3 Tier"), a British Columbia corporation and the developer and owner of a cloud-based proprietary consumer marketing, data mining and rewards platform - Platform^3 - that connects with Facebook, Twitter and Instagram (see Note 9 – Subsequent Event).

The Company is a publicly listed company with its shares listed on the TSX Venture Exchange ("TSX-V"). The Company's registered office and head office is located at 501 – 595 Howe Street, Vancouver, BC, V6C 2T5.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to raise adequate financing to acquire and develop its business interests, and to commence profitable operations in the future. At October 31, 2013, the Company has not generated any revenues, had negative working capital of $80,947 and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern.

Management is also aware that material uncertainties exist, which could adversely affect the Company's ability to continue to finance its activities. Management's plan includes continuing to pursue additional sources of financing through equity offerings, reducing overhead costs and ultimately to generate profitable operations in the future; however, there is no assurance that it will be able to do so.

These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2 Basis of preparation

2.1 Statement of Compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The financial statements were authorized for issue by the Board of Directors on December 30, 2013.

2.2 Basis of measurement

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. These financial statements are presented in Canadian dollars unless otherwise noted.

3 Summary of significant accounting policies

3.1 Short-term investments

Short-term investments are comprised of highly liquid Canadian dollar denominated guaranteed investment certificates with terms to maturity greater than ninety days, but not more than one year, that are readily convertible to a contracted cash amount. Short-term investments are recorded at fair value with realized and unrealized losses reported in the statement of comprehensive loss.

3.2 Financial instruments

The Company initially measures financial instruments at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL").

3.2.1 Financial assets at fair value through profit or loss ("FVTPL")

A financial asset is classified at fair value through profit and loss if it is classified as held for trading or is designated as such upon initial recognition. FVTPL assets are initially recorded at fair value with unrealized gains and losses recognized through profit or loss. Cash and short-term investments are classified as FVTPL assets and measured at fair value.

3.2.2 Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted on an active market. Such assets are initially recognized at fair value plus any direct attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. Receivables are classified as loans and receivables.

3.2.3 Other financial liabilities

Other financial liabilities are financial liabilities that are not quoted on an active market. They are included in current liabilities, except for long term debt as it has a maturity greater than 12 months after the statement of financial position date and is classified as a non-current liability. Financial liabilities include trade payables, and due to related parties. Trade payables are initially recognized at the amount required to be paid less any discount or rebates to reduce the payables to estimated fair value. Trade payables are subsequently measured at amortized cost using the effective interest method.

3.3 Exploration and evaluation assets

The Company records its interests in exploration and evaluation assets at cost less recoveries. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold, abandoned or management has determined there to be an impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production. The amounts shown for exploration and evaluation assets represent costs incurred to date and are not intended to reflect present or future values.

Exploration and evaluation assets which are sold before that property reaches the production stage will have all revenues from the sale of the property credited against the cost of the property. Properties which have reached the production stage will have a gain or loss calculated based on the portion of that property sold.

The Company defers all exploration expenses relating to exploration and evaluation assets and areas of geological interest until the properties to which they relate are placed into production, sold, abandoned or management has determined there to be an impairment. These costs will be amortized over the reserves available on the related property following commencement of production.

3.4 Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted.

For all financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principle payments; or
- it has become probable that the borrower will enter bankruptcy or financial re-organization.

3.4 Impairment of financial assets (cont'd…)

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

In a subsequent period if, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

3.5 Share Capital

The Company has one class of shares, common shares, which are classified as equity. These are recorded at the proceeds received less any direct issue costs and related taxes. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Where the Company purchases any of the Company's equity share capital, the consideration paid is deducted from equity attributable to the Company's equity holders until shares are cancelled, reissued or disposed of.

3.6 Share-based compensation

The Company grants stock options to certain employees, directors and consultants. Stock options vest over various periods and expire after five years. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Fair value of each tranche is measured at the date of grant using the Black-Scholes Option Pricing Model. Compensation expense is recognized over the tranche's vesting period by increasing the share based payment reserve based on the number of awards expected to vest. The number of awards expected to vest is reviewed at least annually, with any impact being recognized immediately.

3.7 Deferred taxes

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 income tax expense represents the expected income tax payable (or recoverable) on taxable income for the period using income tax rates enacted or substantively enacted at the end of the reporting period and taking into account any adjustments arising from prior years.

Deferred tax is recorded using the asset and 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 do not result in deferred tax assets or liabilities: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 date of statement of financial position.

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, the deferred tax asset is not recorded.

3.7 Deferred taxes (cont'd…)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3.8 Loss per share

The Company presents basic and diluted loss per share data for 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 does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

3.9 Significant accounting judgments and estimation uncertainties

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual area of estimates includes: exploration and evaluation assets impairment assessment; assumptions used in the accounting for stock based compensation; valuation of deferred income tax assets; and contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the notes to the financial statements where applicable.

The most significant judgments applying to the Company's financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses; and
- the classification of financial instruments.

3.10 Future accounting pronouncements

The following standards and interpretations have been issued but are not yet effective:

3.10.1 Fair- value measurement

This new standard replaces the fair value measurement guidance currently included in various other IFRS standards with a single definition of fair value and extensive application guidance. IFRS 13 provides guidance on how to measure fair value and does not introduce new requirements for when fair value is required or permitted. It also establishes disclosure requirements to provide users of the financial statements with more information about fair value measurements. IFRS 13 is effective for all annual periods beginning on or after January 1, 2013.

3.10.2 Financial instruments

In November 2009, the IASB published IFRS 9, "Financial Instruments", which covers the classification and measurement of financial assets as part of its project to 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.

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.

3.10.3 Presentation of financial statements

In June 2011, the IASB and the Financial Accounting Standards Board ("FASB") issued amendments standards to align the presentation requirements for other comprehensive income ("OCI"). The IASB issued amendments to IAS 1 "*Presentation of Financial Statements*" to require companies preparing financial statements under IFRS to group items within OCI that may be reclassified to the profit or loss. The amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements. The amendments are effective for fiscal years beginning on or after July 1, 2012.

3.10.4 Disclosure of Interests in Other Entities

IFRS 12 "*Disclosure of Interest in Other Entities*" establishes disclosure requirements for interests 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 interests in other entities.

3.10.5 Amendments to Financial Statements Presentation

The presentation amendments to IAS 32 "*Financial Instruments*" address the inconsistencies on the application of the offsetting requirements, and are effective for annual periods beginning on or after January 1, 2014.

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on its financial statements. There are no other standards or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

4 Share capital

Authorized: Unlimited number of common shares, without par value
Issued: 12,130,000 issued and fully paid common shares

For the six months ended October 31, 2013
There were no share issuances during this period.

For the year ended April 30, 2013
A total of 100,000 common shares of the Company were issued pursuant to share purchase warrants exercised for gross proceeds of $10,000.

For the year ended April 30, 2012
There were no share issuances during this year.

4.1 Warrants

There were no share purchase warrants outstanding as at October 31, 2013 or 2012.

(EXPRESSED IN CANADIAN DOLLARS)

4.2 Stock options

The Company has adopted a stock option plan (the "Plan"), whereby it may grant options to directors, officers, employees, and consultants of the Company. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the issued common shares of the Company at any time.

There are no stock options outstanding as at October 31, 2013 or 2012.

	October 31, 2013		April 30, 2013	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Opening balance	-	$	330,000	$ 0.28
Expired	-	-	(330,000)	0.28
Ending balance	-	$ -	-	$ -
Options exercisable	**-**	**$ -**	**-**	**$ -**

4.3 Share based payment reserve

Share-based payment reserve records items recognized as stock based compensation until such time that the stock options or warrants are exercised, at which the corresponding amount will be transferred to share capital. During the six month period ended October 31, 2012, the Company transferred to share capital from share based payment reserve $3,427 for the exercise of 100,000 share purchase warrants. There were no similar transactions during the six month period of fiscal 2014.

5 Related party transactions

During the period ended October 31, 2013, the Company paid or accrued:

(a) $267 (2012 - $248) for legal fees to a firm of which a director of the Company is a partner; and,

(b) $20,400 (2012 - $20,400) for consulting services provided by a director and a company controlled by a director of the Company.

At October 31, 2013, amounts due to related parties totaled $82,503 (April 30, 2013 - $60,803) for consulting services. Amounts due to related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

6 Financial instruments and risk management

Financial Instruments measured at fair value are classified into one of three levels 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 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – 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); and

Level 3 – 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 include cash and short-term investments.

7.1 Fair value

As at October 31, 2013, the Company's financial instruments consisted of cash, receivables, trade payables and due to related parties. The fair values of receivables, trade payables and due to related parties approximate their carrying values because of their current nature. Cash is measured at fair value.

7.2 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company has no significant concentration of credit risk arising from operations. The Company has no interest-bearing debt. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash and receivables. The Company's current policy is to invest excess cash in variable interest investment-grade demand deposit certificates issued by reputable financial institutions with which it keeps its bank accounts and management believes the risk to be remote. Receivables are due from a government agency. The Company's credit risk has been considered by management to be low.

7.3 Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company manages liquidity risk by ensuring that it has sufficient cash and other financial resources available to meet its short term obligations. The Company forecasts cash flows for a period of twelve months to identify financial requirements. These requirements are met through a combination of cash flows from operations, dispositions of assets and accessing financing through private placements. The exposure of the Company to liquidity risk is considered to be high.

7.4 Interest rate risk

Interest rate risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market interest rate. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash and short-term investments at variable rates. The risk is minimal.

7 Capital management

The Company manages its share capital as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its 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 capital structure, the Company may consider issuing new shares, and/or issue debt, acquire or dispose of assets, or adjust the amount of cash on hand.

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

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash on deposit in an interest bearing Canadian chartered bank account. Cash consists of cash on hand and demand deposits. There have been no changes to the Company's approach to capital management during the period ended October 31, 2013. The Company is not subject to externally imposed capital requirements.

8 Subsequent Event

Subsequent to October 31, 2013, the Company entered into a non-binding Letter of Intent ("LOI") dated December 12, 2013 to acquire 3 Tier Logic ("3 Tier"), a British Columbia corporation and the developer and owner of a cloud-based proprietary consumer marketing, data mining and rewards platform - Platform^3 - that connects with Facebook, Twitter and Instagram.

Under the terms of the LOI, the Company will acquire 100% of 3 Tier via a Reverse Take-Over ("RTO")(the "Acquisition") through the purchase of all of the outstanding shares of 3 Tier in exchange for common shares of the Company, based upon an enterprise valuation for 3 Tier of a minimum $4,000,000.

9 Subsequent Event (cont'd)

The Acquisition is subject to a number of conditions precedent, including the following:

- a consolidation of its current issued and outstanding common shares on the basis of one new share for every six outstanding common shares. There are presently 12,130,000 common shares outstanding trading at $0.005 per share;
- the settlement of $69,720 of liabilities via the issuance of an aggregate 93,800 post-consolidated common shares;
- a non-brokered private placement to raise at least $2,000,000, net of commissions and expenses, through the sale of post-consolidated common shares units (the "Units") at $0.10 per Unit (the "Placement"). Each Unit will be comprised of one post-consolidated common share and one half of one share purchase warrant. Each full share purchase warrant will entitle the holder thereof to purchase one additional post-consolidated common share at a price of $0.25 for a period of two years. Finder's fees may be paid in connection with this offering. Global Securities Corporation is being engaged to act as the book runner in connection with the Placement;
- the Company will have positive working capital including cash on hand of not less than $250,000 prior to any financings concurrent with the RTO, such funds to be used to pay for the legal, accounting and investment banker/sponsor expenses associated with the RTO. Global Securities Corporation is being engaged to act as sponsor to the Company;
- provision by the Company of $500,000 to 3 Tier, by way of a secured loan, on or before January 15, 2014;
- the tendering of resignations of certain of the Company's current directors and the appointment of 3 Tier's replacement representatives to the Company's board of directors; and,
- the Company obtaining the approval of the TSX Venture Exchange to the Acquisition.

There can be no assurance that the conditions will be met or that the transaction will be completed as proposed or at all.