CCT CAPITAL LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED JULY 31, 2014

(Unaudited)

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim financial statements of CCT Capital Ltd. for the three months ended July 31, 2014 have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

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

CCT Capital Ltd.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)

As at		July 31, 2014		April 30, 2014
ASSETS				
Current assets				
Cash and cash equivalents	$	**2,494,190**	$	538,621
Accounts receivable		**42,251**		9,754
Prepaid expenses		**106,994**		29,350
Inventory		**141,674**		-
Loan to Mezzi Canada Inc. (note 4)		**125,000**		-
		2,910,109		577,725
Non-current assets				
Loan to Mezzi Canada Inc. (note 4)		**-**		25,000
Intangible assets (note 5)		**31,302**		-
		31,302		25,000
TOTAL ASSETS	$	**2,941,411**	$	602,725
LIABILITIES				
Current liabilities				
Trade payables and accrued liabilities	$	**95,134**	$	69,979
Due to related parties (note 8)		**90,207**		92,674
TOTAL LIABILITIES		**185,341**		162,653
SHAREHOLDERS' EQUITY				
Share capital (note 6(b))	$	**5,118,843**	$	1,967,338
Share based payment reserve (note 6(d))		**415,232**		330,084
Warrants reserve (note 6(c))		**16,466**		-
Deficit		**(2,794,471)**		(1,857,350)
TOTAL SHAREHOLDERS' EQUITY		**2,756,070**		440,072
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	**2,941,411**	$	602,725

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

These interim financial statements were approved for issue by the Board of Directors and signed on its behalf by:

/s/ Keir Reynolds Director *IS/ Robert Withers Director*

CCT Capital Ltd.
Condensed Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

		For the three months ended		
		July 31, 2014		July 31, 2013
EXPENSES				
Consulting fees	**$**	**31,892**	$	10,200
Foreign exchange loss		**197**		-
Management fees (note 8)		**402,500**		-
Marketing		**45,178**		-
Office and miscellaneous		**36,393**		502
Professional fees (note 8)		**33,776**		3,268
Share-based payments (note 6(d))		**228,973**		-
Shareholder communications		**116,413**		-
Transfer agent and regulatory fees		**10,126**		3,022
Travel		**31,673**		-
		937,121		16,992
TOTAL LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	**$**	**937,121**	$	16,992
Basic and diluted loss per share for the period attributable to common shareholders (warrants and options not included as the impact would be anti-dilutive) (note 7)	**$**	**0.04**	$	0.00
Weighted average number of common shares outstanding		**22,867,721**		12,130,000

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

CCT Capital Ltd.
Condensed Interim Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share capital		Reserves			
	Number of shares	Amount	Share-based payment reserve	Warrants reserve	Deficit	Total
Balance at April 30, 2013	**2,021,667**	**$ 1,303,088**	**$ 330,084**	**$ -**	**$ (1,682,572)**	**$ (49,400)**
Total comprehensive loss	-	-	-		(16,992)	**(16,992)**
Balance at July 31, 2013	**2,021,667**	**$ 1,303,088**	**$ 330,084**	**$ -**	**$ (1,699,564)**	**$ (66,392)**
Balance at April 30, 2014	**16,021,667**	**$ 1,967,338**	**$ 330,084**	**$ -**	**$ (1,857,350)**	**$ 440,072**
Shares issued for cash - private placement	14,783,186	2,956,637	-	-	-	**2,956,637**
Share issue costs	-	(183,741)	-	-	-	**(183,741)**
Fair value of broker's warrants	-	(16,466)	-	16,466	-	**-**
Shares issued for cash - stock option exercise	1,005,000	251,250	-	-	-	**251,250**
Reclassification of grant-date fair value on exercise of stock options	-	143,825	(143,825)	-	-	**-**
Share-based payments	-	-	228,973	-	-	**228,973**
Total comprehensive loss	-	-	-	-	(937,121)	**(937,121)**
Balance at July 31, 2014	**31,809,853**	**$ 5,118,843**	**$ 415,232**	**$ 16,466**	**$ (2,794,471)**	**$ 2,756,070**

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

CCT Capital Ltd.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)

		For the three months ended		
		July 31, 2014		July 31, 2013
Cash flows provided from (used by):				
OPERATING ACTIVITIES				
Net loss for the period	**$**	**(937,121)**	$	(16,992)
Adjustments for items not affecting cash:				
Share-based payments		**228,973**		-
		(708,148)		(16,992)
Net changes in non-cash working capital items:				
Receivables		**(32,497)**		433
Prepaid expenses		**(77,644)**		(5,000)
Inventory		**(141,674)**		-
Accounts payable and accrued liabilities		**25,155**		2,802
Due to related parties		**(2,467)**		11,093
Net cash flows used in operating activities		**(937,275)**		(7,664)
FINANCING ACTIVITIES				
Proceeds from share issuance, net of share issue costs		**3,024,146**		-
Net cash flows from financing activities		**3,024,146**		-
INVESTING ACTIVITIES				
Loan to Mezzi Canada Inc		**(100,000)**		-
Acquisition of intangible assets		**(31,302)**		-
Net cash flows used in investing activities		**(131,302)**		-
Net increase (decrease) in cash		**1,955,569**		(7,664)
Cash, beginnig of period		**538,621**		16,287
Cash, end of period	**$**	**2,494,190**	$	8,623
Cash paid during the period for interest	**$**	**-**	$	-
Cash paid during the period for income taxes	**$**	**-**	$	-
Supplementary cash flow information				
Transfer of share based payment reserve to capital for exercise of options	**$**	**143,825**	$	-
Payment of finder's fees through issue of non-transferable broker warrants		**16,466**		-

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

1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS

CCT Capital Ltd. ("CCT" or the "Company") is a publicly listed company incorporated on April 16, 2006 under the Business Corporations Act (British Columbia). The Company is currently in the process of identifying, evaluating and negotiating business opportunities.

The Company is a publicly listed company with its shares listed on TSX Venture Exchange ("TSX-V"). The Company's registered office and head office is located at 1500-409 Granville Street, Vancouver, British Columbia, V6C 1T2.

On June 20, 2014, the Company signed a definitive amalgamation agreement (the "Agreement") with Mezzi Canada Inc. ("Mezzi"). Pursuant to the Agreement, Mezzi will merge with a wholly owned subsidiary of CCT, 8918627 Canada Ltd. (incorporated on June 9, 2014), with Mezzi being the surviving entity. Under the terms of the Agreement, all of the outstanding securities of Mezzi will then be exchanged for securities of CCT on the basis of one share of CCT for each share of Mezzi held by the shareholders of Mezzi (the "Acquisition").

These unaudited condensed interim 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 July 31, 2014, the Company has not generated any revenues, had working capital of $2,724,768 (April 30, 2014 – working capital of $415,072) 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 unaudited condensed interim 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.

These unaudited condensed interim financial statements were authorized for issue by the Board of Directors on September 29, 2014.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of compliance to International Financial Reporting Standards

These unaudited condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements comply with International Accounting Standard 34, Interim Financial Reporting ("IAS 34").

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Basis of presentation (continued)

This unaudited condensed interim financial statements does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended April 30, 2014. However, this unaudited condensed interim financial statements provides selected significant disclosures that are required in the annual financial statements under IFRS.
Certain amounts in prior periods have been reclassified to conform to the current period presentation.

These unaudited condensed interim financial statements follow the same accounting policies and methods of application as the annual audited financial statements for the year ended April 30, 2014, with the exception of the following new accounting standards and amendments which the Company adopted and are effective for the Company's interim and annual financial statements commencing May 1, 2014.

- *IAS 32 (Amendment) Financial Instruments: Presentation*
  IAS 32 was amended to clarify that an entity currently has a legally enforceable right to set-off financial assets and liabilities if that right is (1) not contingent on a future event; and (2) enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties. The adoption of the new standard did not have significant impacts to the financial statements.

3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2015. Updates which are not applicable or are not consequential to the Company have been excluded thereof. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2015
- IFRS 9: New standard that replaced IAS 39 for classification and measurement
- IFRS 14: Regulatory deferral accounts, effective for annual periods beginning on or after January 1, 2016

4. DUE FROM MEZZI CANADA INC.

In connection with the Agreement signed with Mezzi described in note 1, the Company agreed to provide bridge financing to Mezzi in the amount of $125,000. The loan is non-interest-bearing and due on or before May 28, 2015.

5. INTANGIBLE ASSETS

During the three months ended, the Company incurred $31,302 in website and mobile app development costs. As at July 31, 2014, no intangible assets were available for use; as a result, no amortization was charged during the three months ended July 31, 2014.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL

a) Authorized share capital

Unlimited number of common shares without par value.

b) Issued share capital

At July 31, 2014, the Company had 31,809,853 common shares issued and outstanding (April 31, 2014 - 16,021,667).

During the three months ended July 31, 2014:

- On June 20, 2014, the Company completed a private placement for 13,208,186 common shares at a price per share of $0.20 for total gross proceeds of $2,641,637. In connection of the private placement, the Company issued 335,000 non-transferable broker warrants with a fair value of $15,582 and paid cash of $177,091 in finders' fees. Warrant holders are entitled to acquire one share at a price of $0.50 for a period of 18 months.

  For accounting purposes, the Company calculated the fair value of warrants issued with the private placement using the Black-Scholes option pricing model with the following assumption: risk-free interest rate – 1.10%; expected life - 5 years; expected volatility – 100%; and expected dividend yield - 0%.

- On July 8, 2014, the Company completed a private placement for 1,575,000 common shares at a price per share of $0.20 for total gross proceeds of $315,000. In connection of the private placement, the Company issued 19,000 non-transferable broker warrants with a fair value of $884 and paid cash of $6,650 in finders' fees. Warrant holders are entitled to acquire one share at a price of $0.50 for a period of 18 months.

  For accounting purposes, the Company calculated the fair value of warrants issued with the private placement using the Black-Scholes option pricing model with the following assumption: risk-free interest rate – 1.10%; expected life - 5 years; expected volatility – 100%; and expected dividend yield - 0%.

- 1,005,000 options were exercised for proceeds of $251,250. A fair value of $143,825 was transferred to share capital from reserves in connection with this exercise.

c) Share purchase warrants

The changes in warrants during the three months ended July 31, 2014 are as follows:

	Number outstanding	Weighted average exercise price
Balance, April 30, 2014	-	$ -
Granted	354,000	0.50
Balance, July 31, 2014	**354,000**	**$ 0.50**

(Expressed in Canadian Dollars)

6. SHARE CAPITAL (CONTINUED)

c) Share purchase warrants (continued)

The following summarizes information about share purchase warrants outstanding and exercisable at July 31, 2014:

Expiry date	Warrants outstanding		Exercise price		Estimated grant date fair value	Weighted average remaining contractual life (in years)
December 19, 2015	335,000	$	0.500	$	15,582	1.39
January 8, 2016	19,000		0.500		884	1.44
	354,000			**$**	**16,466**	**1.39**

d) 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.

The changes in options during the three months ended July 31, 2014 are as follows:

	Number outstanding		Weighted average exercise price
Balance, April 30, 2014	-	**$**	-
Granted	1,600,000		0.25
Exercised	(1,005,000)		0.25
Balance, July 31, 2014	**595,000**	**$**	**0.25**

<u>During the three months ended July 31, 2014:</u>

- The Company granted 1,600,000 five-year options with an exercise price of $0.25 to the Company's officers, directors and employees. All of the options granted vested immediately at the date of grant.

The estimated fair value of the options granted was calculated using the Black-Scholes Option Pricing Model with the following assumptions:

	For the three months ended		
		July 31, 2014	July 31, 2013
Risk-free interest rate		1.36%	N/A
Expected annual volatility		100.00%	N/A
Expected life (in years)		5	N/A
Expected dividend yield		0.00%	N/A
Exercise price		0.25%	N/A
Weighted average grant date fair value per option	$	0.14	N/A

(Expressed in Canadian Dollars)

6. SHARE CAPITAL (CONTINUED)

d) Stock options (continued)

The expected life of options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

The following summarizes information about stock options outstanding and exercisable at July 31, 2014:

Expiry date	Options outstanding	Options exercisable	Exercise price	Estimated grant date fair value	Weighted average remaining contractual life (in years)
May 23, 2019	595,000	595,000	$ 0.25	$ 228,973	4.81
	595,000	**595,000**		**$ 228,973**	**4.81**

The weighted average exercise price of the exercisable options was $0.25.

During the three months ended July 31, 2014, the Company recognized share-based payments expense of $228,973 (July 31, 2013 – $nil). For the three months ended July 31, 2014 and 2013, share-based payments expense consists of the following:

	For the three months ended July 31, 2014	For the three months ended July 31, 2013
For services in respect of:		
Consulting fees	**$ 25,758**	$ -
Management fees	**196,060**	
Salaries and wages	**7,155**	-
	$ 228,973	$ -

7. LOSS PER SHARE

The calculation of basic and diluted loss per share for the three months ended July 31, 2014 is based on the net loss attributable to common shareholders of $937,121 (July 31, 2013 – $16,992) and a weighted average number of common shares outstanding during the period of 22,867,721 (July 31, 2013 – 12,130,000).

In computing the diluted loss per share, warrants and options are not included as the impact would be antidilutive.

(Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS AND BALANCES

During the three months ended July 31, 2014 and 2013, the Company incurred and paid the following items to related parties:

	For the three months ended	
	July 31, 2014	**July 31, 2013**
Consulting fees	**$ -**	$ 10,200
Professional fees	**1,100**	268
Management fees	**402,500**	-
	$ 403,600	$ 10,468

- The Company paid $56,250 (July 31, 2013 – $nil) for management fees and $171,250 bonus payments to the Chief Executive Officer and a company controlled by the Chief Executive Officer of the Company.
- The Company paid $27,500 (July 31, 2013 – $nil) for management fees and $1,100 (July 31, 2013 – $nil) for professional fees to a firm of which the Chief Financial Officer of the Company is a partner.
- The Company paid $30,000 (July 31, 2013 – $nil) for management fees and $80,000 bonus payments to the Chairman and a company controlled by the Chairman of the Company.
- The Company paid $37,500 (July 31, 2013 – $nil) for consulting fees to the Company's President and director and a company controlled by the Company's president and director of the Company.
- The Company paid $nil (July 31, 2013 – $10,200) for consulting services provided by a former director and a company controlled by a director of the Company.
- The Company paid $nil (July 31, 2013 – $268) for legal fees to a firm of which a former director of the Company is a partner.

The balances due to the Company's directors and officer were $90,207 as at July 31, 2014 (July 31, 2013 – $92,674). These amounts are unsecured, non-interest-bearing and payable on demand.

9. SEGMENTED INFORMATION

The Company operates in one reportable segment. All of the Company's assets are located in Canada.

10. CAPITAL MANAGEMENT

The Company defines 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 business opportunities and to maintain a flexible capital structure that 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.

The Company's investment policy is to keep its cash on deposit in an interest-bearing Canadian chartered bank account. There have been no changes to the Company's approach to capital management during the three months ended July 31, 2014. The Company is not subject to externally imposed capital requirements.

11. FINANCIAL INSTRUMENTS

a) Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Company's carrying value and fair value of cash under the fair value hierarchy are measured using a Level 1 input. As at July 31, 2014 and April 30, 2014, the Company has no other financial instruments that require disclosure under the fair value hierarchy.

b) Financial risk management

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk includes cash and receivables.

The Company's cash is all held at a large Canadian financial institution in interest-bearing accounts. The Company has no investments in asset-backed commercial paper.

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

11. FINANCIAL INSTRUMENTS (CONTINUED)

b) Financial risk management (continued)

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Company maintained sufficient cash at July 31, 2014 in the amount of $2,494,190, in order to meet short-term business requirements. At July 31, 2014, the Company had accounts payable and accrued liabilities of $95,134. All accounts payable and accrued liabilities are current.

Market risk

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. As at July 31, 2014, the Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

12. SUBSEQUENT EVENTS

Subsequent to July 31, 2014:

- On August 27, 2014, the Company granted 1,345,000 five-year options with an exercise price of $0.25 to the Company's officers, directors and employees. The options are exercisable for a period of five years. All of the options granted vested immediately at the date of grant.

- 315,000 options were exercised for proceeds of $78,750.