

# MEZZI

SMART LUXURY

## **Mezzi Holdings Inc.**

### CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

*FOR THE NINE MONTHS ENDED JANUARY 31, 2016*

(Unaudited - Expressed in Canadian Dollars)

## **UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed interim financial statements for the period ended January 31, 2016.

**Mezzi Holdings Inc.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**

(Unaudited - Expressed in Canadian Dollars)

AS AT

	January 31, 2016	April 30, 2015 (Audited)
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 118,373	\$ 1,092,630
Amounts receivable (Note 4)	78,276	94,586
Prepaid expenses	155,838	48,701
Inventory (Note 5)	<u>210,681</u>	<u>102,581</u>
<b>Total current assets</b>	<u>563,168</u>	<u>1,338,498</u>
<b>Non-current assets</b>		
Furniture and equipment (Note 6)	95,675	-
Goodwill (Note 7)	58,457	-
Intangible assets (Note 7)	<u>1,392,257</u>	<u>1,334,452</u>
<b>Total non-current assets</b>	<u>1,546,389</u>	<u>1,334,452</u>
<b>Total assets</b>	<u>\$ 2,109,557</u>	<u>\$ 2,672,950</u>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 8 and 12)	\$ 239,863	\$ 209,490
Due to related parties (Note 12)	50,000	-
Deferred income	<u>11,091</u>	<u>-</u>
<b>Total current liabilities</b>	<u>300,954</u>	<u>209,490</u>
<b>Non-current liabilities</b>		
Contingent consideration (Note 9)	<u>62,648</u>	<u>-</u>
<b>Total liabilities</b>	<u>363,602</u>	<u>209,490</u>
<b>Equity</b>		
Share capital (Note 10)	7,286,297	6,460,487
Reserves (Note 10)	700,511	696,368
Deficit	<u>(6,240,853)</u>	<u>(4,693,395)</u>
<b>Total equity</b>	<u>1,745,955</u>	<u>2,463,460</u>
<b>Total liabilities and equity</b>	<u>\$ 2,109,557</u>	<u>\$ 2,672,950</u>

Commitment (Note 15)

Subsequent event (Note 16)

**Approved and authorized on behalf of the Board:**

“*Keir Reynolds*”, Director  
 Keir Reynolds

“*John Veltheer*”, Director  
 John Veltheer

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

**Mezzi Holdings Inc.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended January 31, 2016	Three Months Ended January 31, 2015	Nine Months Ended January 31, 2016	Nine Months Ended January 31, 2015
<b>SALES</b>	\$ 205,154	\$ 12,777	\$ 301,070	\$ 12,777
<b>COST OF SALES</b>	<u>175,745</u>	<u>7,200</u>	<u>245,548</u>	<u>7,200</u>
	<u>15,525</u>	<u>5,577</u>	<u>55,522</u>	<u>5,577</u>
<b>EXPENSES</b>				
Commission	-	-	-	9,191
Consulting	18,766	49,511	244,147	119,568
Depreciation	15,525	5,046	32,963	5,255
Management fees (Note 12)	30,000	94,500	90,000	704,250
Marketing	129,949	212,254	466,867	511,755
Office and miscellaneous	64,635	40,116	191,181	90,063
Professional fees	41,831	116,563	119,381	184,091
Shipping charges	81,455	-	96,194	-
Salaries	64,438	-	230,843	22,568
Share-based payments (Note 12)	40,000	-	246,136	537,776
Transfer agent and regulatory fees	4,176	31,852	8,669	67,630
Travel and accommodation	<u>8,935</u>	<u>11,046</u>	<u>87,039</u>	<u>62,517</u>
	<u>(484,195)</u>	<u>(560,888)</u>	<u>(1,813,420)</u>	<u>(2,314,664)</u>
<b>OTHER ITEMS</b>				
Foreign exchange gain (loss)	(3,893)	19,130	37,015	16,977
Gain on debt settlement	-	-	-	50,960
Rental income	-	-	3,832	-
Interest income	31	748	1,228	748
Product development costs	<u>-</u>	<u>(71,554)</u>	<u>(14,959)</u>	<u>(117,200)</u>
<b>Total other items</b>	<u>(3,862)</u>	<u>(51,676)</u>	<u>27,116</u>	<u>(48,515)</u>
<b>Loss and comprehensive loss for the period</b>	\$ (474,173)	\$ (606,987)	\$ (1,730,782)	\$ (2,357,602)
<b>Basic and diluted loss per common share</b>	\$ (0.01)	\$ (0.02)	\$ (0.05)	\$ (0.08)
<b>OTHER COMPREHENSIVE INCOME</b>				
Currency translation adjustment	\$ 1,151	\$ -	\$ 1,151	\$ -
<b>Comprehensive loss for the period</b>	\$ (475,324)	\$ (606,987)	\$ (1,729,631)	\$ (2,357,602)
<b>Weighted average number of common shares outstanding</b>	43,503,653	38,218,653	38,839,338	31,024,106

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

**Mezzi Holdings Inc.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY**

(Unaudited - Expressed in Canadian Dollars)

	Nine Months Ended January 31, 2016	Nine Months Ended January 31, 2015
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (1,730,782)	\$ (2,357,602)
Items not affecting cash:		
Contingent liability	62,648	-
Depreciation	32,963	5255
Options exercised as bonus	40,000	-
Shared-based payments	206,136	537,776
Salary settlement (Note 10)	45,000	-
Gain on debt settlement	-	(50,960)
Foreign exchange	1,151	-
Changes in non-cash working capital items:		
Amounts receivable	16,311	(69,466)
Deferred income	11,091	-
Inventory	(108,100)	(95,859)
Prepaid expenses	(107,136)	(54,974)
Accounts payable and accrued liabilities	<u>30,373</u>	<u>(74,932)</u>
Net cash used in operating activities	<u>(1,501,497)</u>	<u>(2,160,762)</u>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Acquisition of intangible assets and goodwill	(148,091)	(67,049)
Acquisition of furniture and equipment	<u>(96,809)</u>	<u>-</u>
Net cash used in investing activities	<u>(244,900)</u>	<u>(67,049)</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from private placements	770,250	2,956,637
Due to related party	50,000	-
Share issuance costs	(49,260)	(183,741)
Proceeds from exercise of stock options	<u>-</u>	<u>330,000</u>
Net cash provided by financing activities	<u>770,990</u>	<u>3,102,896</u>
<b>Change in cash and cash equivalents for the period</b>	<b>974,257</b>	<b>875,085</b>
<b>Cash and cash equivalents, beginning of period</b>	<b><u>1,092,630</u></b>	<b><u>538,621</u></b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 118,373</b>	<b>\$ 1,413,706</b>
<b>Cash received during the period for interest</b>	<b>\$ 1,228</b>	<b>\$ 748</b>
<b>Cash paid during the period for taxes</b>	<b>\$ -</b>	<b>\$ -</b>

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

**Mezzi Holdings Inc.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**

(Unaudited - Expressed in Canadian Dollars)

	Share Capital		Reserves	Deficit	Total Equity
	Common Shares	Amount			
Balance, April 30, 2014	16,021,667	\$ 1,967,338	\$ 330,084	\$ (1,857,350)	\$ (440,072)
Shares issued in private placements	14,783,186	2,956,637	-	-	2,956,637
Share issuance cost	-	(183,741)	-	-	(183,741)
Fair value of broker's warrants	-	(29,846)	(29,846)	-	-
Share issued for cash – stock option exercise	1,320,000	531,338	(201,338)	-	330,000
Shares issued for acquisition of Mezzi Canada Inc.	6,000,000	1,200,000	-	-	1,200,000
Shares issued for debt settlement	93,800	18,761	-	-	18,761
Share-based payments	-	-	537,776	-	-
Loss for the period	-	-	-	(2,357,602)	(2,357,602)
Balance, January 31, 2015	38,218,653	\$ 6,460,487	\$ 696,368	\$ (4,214,952)	\$ 2,941,903
Balance, April 30, 2015	38,218,653	\$ 6,460,487	\$ 696,368	\$ (4,693,395)	\$ 2,463,460
Shares issued for salary settlement (Note 10)	150,000	45,000	-	-	45,000
Shares issued in private placement (Note 10)	5,135,000	770,250	-	-	770,250
Share issuance cost	-	(49,260)	-	-	(49,260)
Share-based payments	-	-	206,136	-	206,136
Options exercised as bonus (Note 10)	200,000	59,820	(19,820)	-	40,000
Options cancelled	-	-	(183,324)	183,324	-
Currency translation adjustment	-	-	1,151	-	1,151
Loss for the period	-	-	-	(1,730,782)	(1,730,782)
Balance, January 31, 2016	43,703,653	\$ 7,286,297	\$ 700,511	\$ (6,240,853)	\$ 1,745,955

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

## **1. CORPORATE INFORMATION AND GOING CONCERN**

Mezzi Holdings Inc. (formerly CCT Capital Ltd.) (“Mezzi” or the “Company”) is a publicly listed company incorporated on April 16, 2006 under the Business Corporations Act (British Columbia). The Company is engaged in the sale and distribution of luxury accessories.

On October 24, 2014, the Company completed the acquisition (the “Acquisition”) of the privately held Mezzi Canada Inc. (“Privco”), pursuant to a three-party amalgamation under the Canada Business Corporations Act. The Company trades on the TSX Venture Exchange under the symbol “MZI.” The Company’s corporate office is located on 1001-1185 West Georgia Street, Vancouver, B.C. Canada.

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and settle its obligations in the normal course of business. During the period ended January 31, 2016, the Company incurred a loss and comprehensive loss of \$1,730,782 (2015 - \$2,357,602) and an accumulated deficit of \$6,240,853 (April 30, 2015 - \$4,693,395). The Company has not generated significant cash inflows from operations. These conditions cast significant doubt about the Company’s ability to continue as a going concern. The ability of the Company to carry out its planned business objectives is dependent on its ability to raise adequate financing from lenders, shareholders and other investors and/or generate profitability and positive cash flow. These condensed consolidated interim financial statements do not give effect to the adjustments that would be necessary should the Company be unable to continue as a going concern and to realize its assets and liquidate its liabilities and commitments at amounts different from those in the accompanying condensed consolidated interim financial statements.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on March 31, 2016.

## **2. BASIS OF PRESENTATION**

### **Statement of compliance**

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the IFRS Interpretations Committee.

### **Basis of presentation**

These condensed consolidated interim financial statements have been prepared on historical cost basis. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information. These condensed consolidated interim financial statements are presented in Canadian dollars, which is also the Company’s functional currency.

### **Comparative information**

Certain comparative figures have been reclassified to conform to the current year’s presentation.

### **Significant accounting judgments and critical accounting estimates**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements, and the report amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates, which, by their nature, are uncertain. The impact of such estimates appears throughout the consolidated financial statements and may require adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other relevant factors that are believed to be reasonable under the circumstances.

## **2. BASIS OF PRESENTATION (cont'd...)**

### **Significant accounting judgments and critical accounting estimates (cont'd...)**

#### Significant accounting judgments

Management must make judgments given the various options available as per accounting standards for items included in the consolidated financial statements. Judgments involve a degree of uncertainty and could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual events differ from a judgment made. A summary of items involving management judgment include, but are not limited to:

- i) The impairment and recoverability of the intangible asset- An integral component of impairment testing is determining the intangible asset's recoverable amount. The determination of the recoverable amount involves significant management judgment. Qualitative factors, including market presence and trends, strength of customer relationships, strength of debt and capital markets, and other factors, are considered when making assumptions with regard to recoverability of the intangible asset.
- ii) Recognition of deferred income tax assets- the extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

#### Critical accounting estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include, but are not limited to, the following:

- i) Valuation of inventory – The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by market-driven changes that may reduce future selling prices. A change to these assumptions could impact the Company's inventory valuation and impact gross margins.
- ii) Share-based payments – The fair value of share-based payments is determined using the Black-Scholes Option pricing model. This option pricing model requires the input of subjective assumptions including the expected price volatility, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant.

## **3. SIGNIFICANT ACCOUNTING POLICIES**

### **Principles of consolidation**

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiary, 8918627 Canada Ltd, a company incorporated in the province of British Columbia which holds the Mezzi trademark and Capital Eyewear Inc. A subsidiary is an entity in which the Company has control, directly or indirectly, where control is defined as the power to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. All intercompany transactions and balances have been eliminated.

### **Inventory**

Inventory comprises finished goods held for resale and is valued at the lower of cost or net realizable value. Cost is calculated using the first-in, first-out method. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and costs necessary to sell. Inventory includes costs incurred in acquiring the inventory.



**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Cash and cash equivalents**

Cash and cash equivalents include cash on deposit and with maturities on the date of purchase of 90 days or less.

**Intangible assets and Goodwill**

An intangible asset is defined as being identifiable, able to bring future economic benefits to the Company and controlled by the Company. Intangible assets are recorded initially at cost and relate to the Mezzi trademark, software, website and mobile app.

*Acquired intangible assets*

Acquired intangible assets consist of software and the Mezzi trademark (Note 7). These costs are recognized at cost less accumulated amortization and impairment losses. Acquired intangible assets, except for indefinite-life trademarks, are amortized over their estimated useful lives. Software costs are amortized on a straight-line basis over three years. The Company's trademark has an indefinite useful life.

*Internally-generated assets*

Internally-generated assets consist of website and mobile app development costs and are capitalized when:

- i. it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- ii. management intends to complete the intangible asset and use or sell it;
- iii. there is an ability to use or sell the intangible asset;
- iv. it can be demonstrated how the intangible asset will generate probable future economic benefits;
- v. adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- vi. the expenditure attributable to the intangible asset during its development can be reliably measured.

Other development expenditures that do not meet these criteria are expensed as incurred. Development costs previously recognised as an expense are not recognised as an asset in subsequent period. Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is ready for use. Website development costs are amortized at 55% using the declining-balance method. As at January 31, 2016, no amortization has been recorded on the mobile app development costs as the intangible asset was not available for use.

Additions during the year are amortized on a pro-rata basis. The estimated useful lives and amortization methods of intangible assets are reviewed at the end of each financial reporting period, and the impact of any change in estimates is accounted for on a prospective basis.

Intangible assets are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Goodwill is not amortized but is tested for impairment annually or whenever there is an indication of impairment. Goodwill is measured at cost less accumulated impairment losses.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Revenue**

Revenues from the sale of goods are recognized when the risks and rewards of ownership are transferred to the buyer, collectability is probable and the amount of revenue can be measured reliably. Risk and rewards of ownership pass to the customer upon shipment to the customer.

**Deferred income**

Deferred income represents revenues collected but not earned as of the current quarter. This is primarily composed of revenue from sale of goods. Once goods are shipped to customers, revenue will be recognized and deferred income reversed.

**Impairment of long-lived assets**

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

**Foreign currency translation**

Foreign currency transactions are translated into Canadian dollars as follows:

- (i) Monetary assets and liabilities, at the rate of exchange in effect at the statement of financial position date;
- (ii) Non-monetary assets and liabilities; at the exchange rates prevailing at the time of the acquisition of the assets or assumption of the liabilities; and
- (iii) Revenue and expense items, at the rate of exchange prevailing at the transaction date.

Gains and losses arising from the translation of foreign currency are included in the determination of net loss.

**Income taxes**

Income tax expense 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. Current tax expense is the expected tax payable on 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 recorded using the 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.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

Temporary differences are not provided for goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect both 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 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.

**Loss per share**

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. For the years presented this calculation proved to be anti-dilutive.

Basic loss per share is calculated using the weighted-average number of common shares outstanding during the reporting period.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

**Share-based payments**

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the profit or loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods and services received or at the fair value of the equity instruments issued (if it is determined the fair value of goods or services cannot be reliably measured), and are recorded at the date the goods or services are received.

All equity-settled share-based payments are reflected in reserves until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled and settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Where options are cancelled or expired, the fair value of the options is allocated from reserves to deficit.

### **3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

#### **Share capital**

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and development of its projects. These equity financing transactions may involve issuance of common shares. The Company's common shares are classified as equity instruments. Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments and recognized as share issuance costs and reserves.

In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate Exchange on the date of the agreement to issue shares as determined by the Board of Directors. Proceeds, and issue costs, from unit placements are allocated between shares and warrants issued according to the residual method.

#### **Financial instruments**

##### Financial assets

The Company classifies its financial assets into one of the following categories as follows:

*Fair value through profit or loss ("FVTPL")* - This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

*Loans and receivables ("LAR")* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment.

*Held-to-maturity ("HTM")* - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method less any provision for impairment.

*Available-for-sale ("AFS")* - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income (loss). Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income (loss) and recognized in profit or loss.

##### Financial assets (cont'd...)

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Transaction costs associated with fair value through profit or loss financial assets are expensed as incurred while transaction costs associated with all other financial assets are included in initial carrying amount of the assets.

**3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)****Financial instruments (cont'd...)**Financial liabilities

The Company classifies its financial liabilities into one of two categories as follows:

*Fair value through profit or loss ("FVTPL")* - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

*Other financial liabilities ("OFL")* - This category consists of liabilities carried at amortized cost using the effective interest method. These financial liabilities are initially recognized at fair value less directly attributable transaction costs.

**New accounting pronouncements**

The following standards have not yet been adopted and are being evaluated to determine their impact on the Company's consolidated financial statements. The Company plans to adopt these standards as soon as they become effective for the Company's reporting period.

- New standard IFRS 9, *Financial Instruments*, classification and measurement is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, "*Financial Instruments: Recognition and Measurement*." IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit and loss. This standard is effective for annual periods beginning on or after January 1, 2018.

There are no other IFRS or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

**4. AMOUNTS RECEIVABLE**

	January 31, 2016	April 30, 2015
Trade receivable	\$ 57,605	\$ 22,112
GST receivable	<u>20,671</u>	<u>72,474</u>
Total	<u>\$ 78,276</u>	<u>\$ 94,586</u>

**5. INVENTORY**

	January 31, 2016	April 30, 2015
Finished goods	\$ 152,122	\$ 41,151
Tracker devices	<u>58,559</u>	<u>61,430</u>
Total	<u>\$ 210,681</u>	<u>\$ 102,581</u>

**Mezzi Holdings Inc.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

January 31, 2016

**6. FURNITURE AND EQUIPMENT**

	Computer hardware	Furniture and Equipment	Total
<b>Cost</b>			
Balance, April 30, 2014 and 2015	\$ -	\$ -	\$ -
Additions	<u>5,324</u>	<u>91,485</u>	<u>96,809</u>
Balance, January 31, 2016	5,324	\$ 91,485	\$ 96,809
<b>Accumulated amortization</b>			
Balance, April 30, 2014 and 2015	\$ -	\$ -	\$ -
Amortization	<u>599</u>	<u>534</u>	<u>1,134</u>
Balance, January 31, 2016	\$ 599	\$ 535	\$ 1,134
<b>Carrying amounts</b>			
As at April 30, 2015	\$ -	\$ -	\$ -
As at January 31, 2016	\$ 4,725	\$ 90,950	\$ 95,675

**7. INTANGIBLE ASSETS AND GOODWILL**

Intangible assets consist of the following:

	Mezzi trademark acquisition	Capital Eyewear brand acquisition	Software, website, and mobile app	Total
<b>Cost</b>				
Balance, April 30, 2014 and 2015	\$ 1,258,319	\$ -	\$ 88,049	\$ 1,346,368
Additions	<u>-</u>	<u>55,884</u>	<u>33,751</u>	<u>89,635</u>
Balance, January 31, 2016	\$ 1,258,319	\$ 55,884	\$ 121,800	\$ 1,436,003
<b>Accumulated amortization</b>				
Balance, April 30, 2014 and 2015	\$ -	\$ -	\$ 11,916	\$ 11,916
Amortization	<u>-</u>	<u>-</u>	<u>31,830</u>	<u>31,830</u>
Balance, January 31, 2016	\$ -	\$ -	\$ 43,746	\$ 43,746
<b>Carrying amounts</b>				
As at April 30, 2015	\$ 1,258,319	\$ -	\$ 76,133	\$ 1,334,452
As at January 31, 2016	\$ 1,258,319	\$ 55,884	\$ 78,054	\$ 1,392,257

During the period ended January 31, 2016, the Company recognized goodwill of \$58,457 for the acquisition of Capital Eyewear (Note 9).

**8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities are as follows:

	January 31, 2016	April 30, 2015
Trade payables and accrued liabilities	\$ 224,863	\$ 154,490
Due to related parties (Note 12)	<u>15,000</u>	<u>55,000</u>
<b>Total</b>	<b>\$ 239,863</b>	<b>\$ 209,490</b>

**9. BUSINESS ACQUISITION**

On September 30, 2015, the Company, through a wholly-owned subsidiary, completed the acquisition of certain assets of Capital Eyewear Inc. ("Capital"). Capital is an eyewear design and manufacturing studio in California.

The acquisition of Capital's assets was accounted for as a business combination under IFRS 3. The assets acquired on September 30, 2015 are consolidated in the consolidated statements of financial position as of September 30, 2015. Capital's revenues and expenses prior to September 30, 2015, are not consolidated into the Company's consolidated statements of comprehensive loss.

Final consideration paid for the assets of Capital consisted of US\$125,000. An additional US\$50,000 is payable on the achievement of an annualized three month recurring revenue run rate of US\$250,000 within an 18 month period, which increases by an additional US\$75,000 if the run rate increases to US\$500,000 (In total, US\$125,000 will be paid if both targets are achieved). Furthermore, a royalty of 5% is payable on gross revenues with total royalty payments not to exceed \$250,000.

At the time of acquisition, the Company estimated the royalty and timing and probability of revenue targets being achieved and calculated the fair value of the consideration, which is recorded as a liability and is classified as contingent consideration.

*Allocation of Value- Assets and Liabilities of Capital Eyewear Inc.*

<b>Assets acquired:</b>		
Inventory	\$	31,454
Physical assets		84,353
Intangible assets		55,884
Goodwill		58,457
	\$	230,148
<b>Financed by:</b>		
Cash payments	\$	167,500
Contingent consideration		62,648
<b>Total consideration</b>	<b>\$</b>	<b>230,148</b>

Intangible assets acquired include the Capital Eyewear brand and trademark.

**Mezzi Holdings Inc.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited - Expressed in Canadian Dollars)

January 31, 2016

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**9. BUSINESS ACQUISITION (cont'd...)**

In connection with the acquisition of Capital, the Company incurred professional fees of \$13,528. These costs were expensed during the period and included under "professional fees" in the Company's consolidated statements of comprehensive loss.

Subsequent to the acquisition date, the following results of Capital are included in the Company's consolidated statements of comprehensive loss:

<b>Capital Eyewear Inc.</b>	<b>Oct 1, 2015 to Jan 31, 2016</b>
Revenue	\$ 27,614
Expenses	(89,464)
<b>Net loss</b>	<b>\$ (61,850)</b>

The following table illustrates what the nine months consolidated statements of comprehensive loss would have looked like if the operations of Capital were included from May 1, 2015 through to October 31, 2015:

<b>Pro forma consolidated financial results inclusive of Capital from May 1, 2015 to January 31, 2016</b>	
Revenue	\$ 301,070
Expenses	(1,813,420)
<b>Net loss</b>	<b>\$ 1,512,350</b>

**10. SHARE CAPITAL AND RESERVES****a) Authorized share capital:**

Unlimited number of voting common shares without par value  
Unlimited number of preferred shares with no par value

**b) Issued share capital**

As at January 31, 2016, the Company had 43,703,653 common shares issued and outstanding (April 2015-38,218,653).

During the nine months ended January 31, 2016:

- On June 12, 2015, the Company issued 150,000 common shares at a price per share of \$0.30 for a total of \$45,000 as part of a salary settlement to the former President of the Company.
- On September 21, 2015, the Company completed a private placement for 5,135,000 common shares at a price per \$0.15 for total gross proceeds of \$770,250. In connection with the private placement, the Company issued 2,567,500 unit warrants and 168,400 finder's warrant. Under the residual method, these warrants have been assigned a value of nil. Warrant holders are entitled to acquire additional shares at a price of \$0.25 for a period of twenty-four months. In addition, the Company incurred share issuance costs of \$49,260.
- On December 31, 2015, 200,000 options were exercised by the CEO of the Company as bonus at \$0.20, as a result, \$40,000 was recorded to share capital.

**10. SHARE CAPITAL AND RESERVES (cont'd...)**

## b) Issued share capital (cont'd...)

During the nine months ended January 31, 2015:

- On July 8, 2014, the Company completed a private placement for 14,783,186 common shares at a price per share of \$0.20 for total gross proceeds of \$2,956,637. In connection with the private placement, the Company paid finder's fees of \$183,741 and issued 354,000 finder's warrants exercisable at a price of \$0.50 per warrant to acquire one common share of the Company for a period of eighteen months. The broker warrants were valued at \$29,846.
- On July 24, 2014, 1,005,000 shares were issued from the exercise of stock options for gross proceeds of \$251,250. Accordingly, \$153,765 were reclassified from reserves to share capital.
- On September 2, 2014, 315,000 shares were issued from the exercise of stock options for gross proceeds of \$78,750. Accordingly, \$47,573 was reclassified from reserves to share capital.
- In October 2014, the Company completed the acquisition of privately held Mezzi Canada Inc through the issuance of 6,000,000 shares. As a condition of the acquisition, the Company has also issued 93,800 common shares of the Company in settlement of certain existing indebtedness of the Company.

## c) Stock options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 5% of the issued and outstanding common stock of the Company.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted during the quarter:

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	2015	2014
Risk-free interest rate	1.52%	-
Expected life of options	5 years	-
Annualized volatility	107.7%	-
Dividend rate	0.00%	-
Forfeiture rate	0.00%	-

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**10. SHARE CAPITAL AND RESERVES (cont'd...)**
**c) Stock options (cont'd..)**

Stock option transactions and the number of share options outstanding are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, April 30, 2015 and 2014	1,745,000	\$ 0.25
Granted	2,080,000	0.20
Cancelled	(775,000)	0.25
Exercised	<u>(200,000)</u>	<u>0.25</u>
Balance, January 31, 2015	2,850,000	\$ 0.22
Number of options currently exercisable	2,850,000	\$ 0.22
Weighted average remaining life of options outstanding	4.25 years	

As at January 31, 2016, the following stock options were outstanding and exercisable:

Number of options	Exercise Price	Expiry Date
395,000	\$ 0.25	May 23, 2019
330,000	0.25	August 27, 2019
245,000	0.25	October 16, 2019
<u>1,880,000</u>	0.20	September 21, 2020
2,850,000		

**d) Broker Warrants**

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, April 30, 2015 and 2014	354,000	\$ 0.50
Granted	<u>2,735,900</u>	<u>0.25</u>
Balance, January 31, 2016	3,089,900	\$ 0.28

**10. SHARE CAPITAL AND RESERVES (cont'd...)**

## d) Broker warrants (cont'd..)

As at January 31, 2016 the following warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
335,000	\$ 0.50	December 20, 2016
19,000	\$ 0.50	January 8, 2016
<u>2,735,900</u>	\$ 0.25	September 21, 2017
<u>3,089,900</u>		

The following weighted average assumptions were used for the Black-Scholes valuation of finder warrants granted during the quarter:

	2015	2014
Risk-free interest rate	1.52%	-
Expected life of options	1.5 years	-
Annualized volatility	139.0%	-
Dividend rate	0.00%	-
Forfeiture rate	0.00%	-

## e) Escrow shares

As at January 31, 2016, the Company had 4,593,750 shares held in escrow. 15% of the original total are released every 6 months.

**11. FINANCIAL INSTRUMENTS AND RISK**

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 and liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liabilities either directly or indirectly;  
and

Level 3 – Inputs that are not based on observable market data.

The Company's primary financial instruments are classified as follows:

<u>Financial instruments</u>	<u>Classifications</u>
Cash and cash equivalents	FVTPL
Amounts receivable	LAR
Accounts payable and accrued liabilities	OFL
Contingent consideration	FVTPL

The fair value of these assets and liabilities approximates their respective carrying amounts due to their short term

nature.

## **11. FINANCIAL INSTRUMENTS AND RISK (cont'd...)**

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

### *Credit risk*

Credit risk is the risk that a customer or counterparty to a financial instrument will cause a financial loss to the Company by failing to meet its obligations. The Company's financial instruments that are exposed to concentrations of credit risk are primarily cash and cash equivalents and amounts receivable. The Company limits its exposure to credit risk with respect to cash and cash equivalents by holding it with major Canadian financial institutions. At January 31, 2016, cash and cash equivalents are comprised of \$11,500 (April 30, 2015 - \$611,500) held in an investment account with cash available on demand and \$106,873 (April 30, 2014 - \$481,130) in various business accounts held in a major Canadian financial institution. The Company's amounts receivable consists primarily of GST receivables and is not subject to significant credit risk.

### *Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at January 31, 2016, the Company had a cash and cash equivalents balance of \$118,373 (April 30, 2015 - \$1,092,630) to settle current liabilities of \$300,954 (April 30, 2015 - \$209,490). All of the Company's financial liabilities have contractual maturities of 30 days or due on demand, and are subject to normal trade terms.

### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity and equity prices.

#### a) Interest rate risk

The Company has cash and cash equivalent balances and no interest-bearing debt. The Company is satisfied with the credit ratings of its banks. As of January 31, 2016, the Company did not hold any investments. The Company believes it has no significant interest rate risk.

#### b) Foreign currency risk

As at January 31, 2016, the Company had the Canadian equivalent of cash and cash equivalents totaling \$98,228 (USD- \$70,133) (April 30, 2015- \$310,758) and accounts payable totaling \$132,872 (USD- \$94,868) (April 30, 2015- \$31,146) held in US dollars. Assuming that all other variables remain constant, a 10% change in the value of the Canadian dollar against the US dollar would not materially affect the loss from operations.

## 12. RELATED PARTY BALANCES AND TRANSACTIONS

Transactions with related parties and key management personnel are as follows:

	Nature of transactions	Nine Months Ended January 31, 2016	Nine Months Ended January 31, 2015
<b><u>Key management personnel - Current:</u></b>			
A company controlled by the CEO	Management	\$ 72,000	\$ 170,000
A company controlled by the CFO	Management	18,000	4,000
A firm of which the CFO is a partner	Professional	56,600	-
Directors and Officers of the Company	Share-based payments	246,136	413,260
		<u>392,736</u>	<u>587,260</u>
<b><u>Key management personnel - Former:</u></b>			
A company controlled by the former CEO	Management	\$ -	\$ 362,500
A company controlled by the former CFO	Management/Rent	-	54,449
A former director and a company controlled by a former director of the Company	Consulting	-	-
A company controlled by the former President	Product development/salary	-	16,000
		<u>-</u>	<u>535,949</u>
Total		\$ 392,736	\$ 1,123,209

During the period ended January 31, 2016, the Company received an advance of \$50,000 (2015 - \$nil) from a corporation with common directors.

The amounts due to other related parties and key management personnel included in accounts payable and accrued liabilities are as follows:

	January 31, 2015	April 30, 2015
Due to a firm of which the CFO is a partner	\$ 15,000	\$ 55,000

## 13. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern.

In the management of capital, the Company monitors its adjusted capital which comprises all components of equity (ie. share capital, reserves and deficit).

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue common shares through private placements. The Company is not exposed to any externally imposed capital requirements.

No changes were made to capital management during the period ended January 31, 2016.

**14. SEGMENTED INFORMATION**

The Company has three operating segments, the sale and distribution of luxury leather goods, premium luggage and cases and hand-made eyewear, with its non-current assets and operations located in North America. The luxury leather goods segment falls under Mezzi, while premium luggage and cases falls under MLine. The latest operating segment of hand-made eyewear falls under Capital Eyewear.

	<b>Mezzi</b>		<b>MLine</b>		<b>Capital Eyewear</b>		
	Luxury leather goods		Luggage and cases		Eyewear		<b>Total</b>
Sales	\$	118,526	\$	154,930	\$	27,614	\$ 301,070
Cost of sales	\$	115,042	\$	116,688	\$	13,818	\$ 245,548
Gross profit	\$	3,484	\$	38,242	\$	13,796	\$ 55,522

**15. COMMITMENT**

During the period ended January 31, 2016, the Company entered into a sublease agreement for premises expiring on September 29, 2018. Lease commitments are \$6,124 per month.

**16. SUBSEQUENT EVENT**

On February 19, 2016, the Company closed a non-brokered private placement for gross proceeds of \$396,750. Pursuant to the closing, the Company will issue an aggregate 5,290,000 units at a price of \$0.075 per Unit. Each unit consists of one common share of the Company and one share purchase warrant. Each whole warrant will be exercisable into one additional common share of the Company at \$0.08 per Warrant Share for a period of two (2) years from closing of the private placement. The common shares and warrants issued to subscribers of the private placement will be subject to a statutory four month hold period. Finders' fees were paid for arm's length participants in connection with this private placement, subject to TSX Venture Exchange acceptance.