

**TURBO CAPITAL INC.**

**CONDENSED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

October 31, 2015

**NOTICE OF NO AUDITOR REVIEW**

The unaudited condensed interim financial statements, and accompanying notes thereto, for the periods ended October 31, 2015 and 2014 have not been reviewed by the Company's external auditor.

**TURBO CAPITAL INC.**  
**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian Dollars)

	<b>ASSETS</b>	October 31, <u>2015</u>	July 31, <u>2015</u>
<b>Current assets</b>			
Cash		\$ 23,020	\$ 41,698
Receivables – Note 4		23,153	15,278
Prepaid expenses		1,733	3,033
<b>Total current assets</b>		<u>47,906</u>	<u>60,009</u>
<b>Non-current assets</b>			
Deferred acquisition costs		2,000	-
Equipment – Note 5		2,467	2,597
Rent deposit		6,475	6,475
Exploration and evaluation assets – Note 6		267,103	266,891
<b>Total assets</b>		<u>\$ 325,951</u>	<u>\$ 335,972</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities – Notes 7 and 11		\$ 1,337,280	\$ 1,239,410
Loans payable – Note 8		186,000	186,000
<b>Total current liabilities</b>		<u>1,523,280</u>	<u>1,425,410</u>
<b>SHAREHOLDERS' EQUITY (DEFICIENCY)</b>			
Share capital – Note 9		9,948,437	9,948,437
Reserves – Note 9		1,116,423	1,116,423
Accumulated deficit		(12,262,189)	(12,154,298)
<b>Total shareholders' equity (deficiency)</b>		<u>(1,197,329)</u>	<u>(1,089,438)</u>
<b>Total liabilities and shareholders' equity (deficiency)</b>		<u>\$ 325,951</u>	<u>\$ 335,972</u>

Nature and Continuance of Operations (Note 1)  
Subsequent Events (Note 6)

APPROVED BY THE DIRECTORS:

<u>“Seth Kay”</u> Seth Kay	Director	<u>“James Nelson”</u> James Nelson	Director
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**TURBO CAPITAL INC.**  
**CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS**  
(Expressed in Canadian Dollars)

	Three months ended October 31,	
	<u>2015</u>	<u>2014</u>
<b>Operating expenses</b>		
Consulting	\$ 90,000	\$ 90,000
Depreciation	130	162
Management fees – Note 11	-	22,500
Office and miscellaneous – Note 11	12,143	10,039
Professional fees	2,931	3,606
Shareholder information	500	-
Transfer agent and filing fees	2,187	2,167
<b>Net comprehensive loss for the period</b>	<b>\$ (107,891)</b>	<b>\$ (128,474)</b>
Loss per share – basic and diluted – Note 10	<b>\$ (0.001)</b>	<b>\$ (0.003)</b>
Weighted average number of shares outstanding – basic and diluted – Note 10	83,511,631	41,576,631

**TURBO CAPITAL INC.**  
**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian Dollars)

	Three months ended October 31,	
	<u>2015</u>	<u>2014</u>
<b>Operating Activities</b>		
Loss for the period	\$ (107,891)	\$ (128,474)
Adjustments for non-cash items:		
Depreciation	130	162
Changes in non-cash working capital items:		
Receivables	(7,875)	(46)
Prepaid expenses	1,300	-
Accounts payable and accrued liabilities	97,868	110,921
<b>Cash used in operating activities</b>	<u>(16,468)</u>	<u>(17,437)</u>
<b>Investing Activities</b>		
Exploration and evaluation assets	<u>(210)</u>	-
<b>Cash used in investing activities</b>	<u>(210)</u>	-
<b>Financing Activities</b>		
Deferred acquisition costs	(2,000)	(750)
Proceeds from loans issuance	-	3,000
<b>Cash provided by (used in) financing activities</b>	<u>(2,000)</u>	<u>2,250</u>
Decrease in cash during the period	(18,678)	(15,187)
Cash, beginning of the period	<u>41,698</u>	<u>16,057</u>
<b>Cash, end of the period</b>	<u><u>\$ 23,020</u></u>	<u><u>\$ 870</u></u>

Supplemental Disclosure with Respect to Cash Flows (Note 16)

**TURBO CAPITAL INC.**  
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)  
(Expressed in Canadian Dollars)

	<b>Share Capital</b>			<b>Accumulated</b>	
	<b>Number of shares</b>	<b>Amount</b>	<b>Reserves</b>	<b>Deficit</b>	<b>Total</b>
<b>Balance, July 31, 2014</b>	41,576,631	\$ 9,546,495	\$ 1,116,423	\$ (11,319,451)	\$ (656,533)
Loss for the period	-	-	-	(128,474)	(128,474)
<b>Balance, October 31, 2014</b>	41,576,631	9,546,495	1,116,423	(11,447,925)	(785,007)
Shares issued for private placement	41,500,000	415,000	-	-	415,000
Broker units issued for private placement	435,000	4,350	-	-	4,350
Share issue costs	-	(17,408)	-	-	(17,408)
Loss for the period	-	-	-	(706,373)	(706,373)
<b>Balance, July 31, 2015</b>	83,511,631	9,948,437	1,116,423	(12,154,298)	(1,089,438)
Loss for the period	-	-	-	(107,891)	(107,891)
<b>Balance, October 31, 2015</b>	83,511,631	\$ 9,948,437	\$ 1,116,423	\$ (12,262,189)	\$ (1,197,329)

## **TURBO CAPITAL INC.**

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

(Expressed in Canadian Dollars)

October 31, 2015 – Page 1

#### **1. NATURE AND CONTINUANCE OF OPERATIONS**

Turbo Capital Inc. (the “Company”; formerly Brookemont Capital Inc.) is an exploration stage public company and is listed on the TSX Venture Exchange (“Exchange”). The Company’s principal business activities include acquiring and exploring exploration and evaluation assets. At October 31, 2015, the Company has exploration and evaluation assets located in Canada and the U.S.A.

The Company’s head office and principal business address is Suite 1470, 701 West Georgia Street, Vancouver, British Columbia, V7Y 1C6. The Company’s registered and records office is located at 800 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

These condensed interim financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharge of liabilities in the normal course of business. At October 31, 2015, the Company had a working capital deficiency of \$1,475,374, had not yet achieved profitable operations and has an accumulated deficit of \$12,262,189 since its inception. The Company expects to incur further losses in the development of its business, all of which cast substantial doubt on the Company’s ability to continue as a going concern. The Company will require additional financing in order to conduct its planned work programs on exploration and evaluation assets, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Accordingly, these condensed interim financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company’s assets and liabilities on a liquidation basis could be material to these condensed interim financial statements.

#### **2. BASIS OF PREPARATION**

These condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”). Therefore, these condensed interim financial statements do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company’s most recently issued audited financial statements for the year ended July 31, 2015, which includes information necessary or useful to understanding the Company’s business and financial statement presentation. In particular, the Company’s significant accounting policies, use of judgements and estimates were presented in Note 2 and Note 3 of these audited financial statements, and have been consistently applied in the preparation of these condensed interim financial statements.

These condensed interim financial statements were authorized for issue by the Board of Directors on December 9, 2015.

### 3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its condensed interim financial statements.

#### *IFRS 9 – Financial Instruments (“IFRS 9”)*

In November 2009, the IASB issued IFRS 9 Financial Instruments as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity’s business model and the contractual cash flow of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument.

IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on financial liabilities and derecognition of financial instruments. The amended standard is effective for annual periods beginning on or after January 1, 2018.

### 4. RECEIVABLES

The Company’s receivables comprise of goods and services tax (“GST”) receivable due from Canadian government taxation authorities and reimbursements from public companies with common directors for recoverable administrative expenses.

	October 31, <u>2015</u>	July 31, <u>2015</u>
Accounts receivable	\$ 12,855	\$ 9,937
GST recoverable	10,298	5,341
	<hr/>	<hr/>
Total receivables	<u>\$ 23,153</u>	<u>\$ 15,278</u>

All amounts are short-term and the net carrying value of receivables is considered a reasonable approximation of fair value. The Company anticipates full recovery of these amounts and therefore no impairment has been recorded against receivables. The Company’s receivables are all considered current and are not past due or impaired. The Company does not possess any collateral related to these assets.



**5. EQUIPMENT**

	Computer and office equipment
Cost, July 31, 2014 and 2015, and October 31, 2015	<u>\$ 7,816</u>
Accumulated depreciation, July 31, 2014	4,571
Depreciation for the year	<u>648</u>
Accumulated depreciation, July 31, 2015	5,219
Depreciation for the period	<u>130</u>
Accumulated depreciation, October 31, 2015	<u>\$ 5,349</u>
Net book value, July 31, 2015	<u>\$ 2,597</u>
Net book value, October 31, 2015	<u><u>\$ 2,467</u></u>

**6. EXPLORATION AND EVALUATION ASSETS**

The Company's exploration and evaluation assets consist of the following mineral properties:

	<u>Yukon Quartz Claims</u>	<u>Ontario Albany E. Hydrothermal Graphite Prospect</u>	<u>Ontario Kenagami Hydrothermal Graphite Prospect</u>	<u>Quebec Gaspé Bay</u>	<u>Total</u>
Balance, July 31, 2014	\$ 116,278	\$ 193,311	\$ 51,850	\$ 170,853	\$ 532,292
Deferred exploration expenditures					
Geological expenses	-	1,000	-	-	1,000
Claim maintenance fees	1,575	-	-	-	1,575
Write-down of exploration and evaluation assets	(94,283)	-	(5,950)	(167,743)	(267,976)
Balance, July 31, 2015	23,570	194,311	45,900	3,110	266,891
Deferred exploration expenditures					
Claim maintenance fees	210	-	-	-	210
Geological report	-	2	-	-	2
Balance, October 31, 2015	<u>\$ 23,780</u>	<u>\$ 194,313</u>	<u>\$ 45,900</u>	<u>\$ 3,110</u>	<u>\$ 267,103</u>

**6. EXPLORATION AND EVALUATION ASSETS (continued)**

Title to Interests in Exploration and Evaluation Assets

Title to exploration and evaluation asset interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its interests are in good standing. However, this should not be construed as a guarantee of title. The concessions may be subject to prior claims, agreements or transfers, and rights of ownership may be affected by undetected defects.

Ontario Albany East Hydrothermal Graphite Prospect - Purchase Agreement

On July 7, 2013, the Company entered into a purchase agreement with two arm's length vendors (the "Vendors") to acquire a 100% interest in certain mineral claims located in Ontario. In consideration, the Company paid \$10,000 cash and issued 2,000,000 common shares at a value of \$160,000 to the Vendors.

As at October 31, 2015, the Company had spent a total of \$22,761 in exploration expenditures on this property.

Quebec Gaspé Bay Aluminous Clay and Rare Earth Prospect - Staking

During the year ended July 31, 2012, the Company acquired a 100% interest in additional claims (the "Staking Claims") for staking costs of \$4,164.

During the year ended July 31, 2013, the Company decided not to renew certain of the Staking Claims and allowed them to lapse as they became due. Prior acquisition costs of \$3,956 associated with these claims were written off.

As at October 31, 2015, the Company had spent a total of \$2,902 in exploration expenditures on the remaining Gaspé Bay Aluminous Clay and Rare Earth claims.

Yukon Quartz Claims – Purchase Agreement

During the year ended July 31, 2010, the Company acquired a 100% interest in certain quartz mineral claims located in the Yukon Territory.

During the year ended July 31, 2013, the Company decided not to continue with certain claims. In September 2013, the Company decided not to continue with certain other claims, and the Company allowed these claims to lapse. Accordingly, the related acquisition costs of \$577,085 and exploration costs of \$26,475 associated with these lapsed claims were written off as of July 31, 2013.

In September 2015, the Company decided not to continue with certain claims and allowed them to lapse when they became due. Prior acquisition costs of \$86,563 and exploration costs of \$7,720 associated with these claims were written off as of July 31, 2015.

As at October 31, 2015, the Company had spent a total of \$1,930 in exploration expenditures on the remaining Yukon Quartz claims.

**6. EXPLORATION AND EVALUATION ASSETS (continued)**

Ontario Kenagami Hydrothermal Graphite Prospect – Purchase Agreement

On November 13, 2013, the Company entered into a purchase agreement with an arm's length vendor (the "Vendor") to acquire a 100% interest in certain mineral claims located in Ontario.

On December 22, 2014, the Company amended the purchase agreement with the Vendor. The Vendor agreed to defer the cash payment of \$20,000 and the remaining 1,000,000 share issuance to September 25, 2016. The Company is required to make a cash payment and issue common shares as follows:

	<u>Cash</u>	<u>Common Shares</u>
Upon Approval (issued at a value of \$40,000)	\$ -	1,000,000
On or before September 25, 2016	<u>20,000</u>	<u>1,000,000</u>
	<u>\$ 20,000</u>	<u>2,000,000</u>

As at October 31, 2015, the Company had spent a total of \$4,400 in exploration expenditures on this property.

Nevada Clayton Valley West Lithium Prospect – Purchase Agreement

On September 15, 2015, the Company entered into a purchase agreement with an arm's length vendor (the "Vendor") to acquire a 100% interest in certain mineral claims in the Clayton Valley in Nevada, U.S.A. In consideration, the Company was to issue 8,000,000 common shares to the Vendor upon Exchange approval.

On October 7, 2015, the Company amended the purchase agreement with the Vendor at no additional cost or share issuance, to acquire a 100% interest in additional mineral claims.

On October 21, 2015, the Company further amended the purchase agreement and the amendment dated October 7, 2015 with the Vendor. The new terms are for the Company to issue 6,000,000 common shares to the Vendor. Subsequent to October 31, 2015, these shares were issued upon Exchange approval.

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities recognized in the statement of financial position can be analyzed as follows:

	October 31, <u>2015</u>	July 31, <u>2015</u>
Trade payables	\$ 1,324,980	\$ 1,227,110
Accrued liabilities	<u>12,300</u>	<u>12,300</u>
Total payables	<u>\$ 1,337,280</u>	<u>\$ 1,239,410</u>

All amounts are short-term. The carrying value of trade payables and accrued liabilities is considered a reasonable approximation of fair value.

## 8. LOANS PAYABLE

In October 2014, the Company entered into agreements (the “Agreements”) with three arm’s length parties (the “Lenders”). Pursuant to the terms of the Agreements, the Lenders agreed to convert a total of \$336,000 in consulting fees payable into loans payable, bearing no interest and are payable upon demand. During the year ended July 31, 2015, the Company repaid a total of \$150,000 to the Lenders.

As at October 31, 2015, \$186,000 (July 31, 2015: \$186,000) of principal had not been repaid.

## 9. SHARE CAPITAL AND RESERVES

**Authorized:** An unlimited number of common shares, without par value

### (a) Share purchase warrants

The following is a summary of changes in share purchase warrants from July 31, 2014 to October 31, 2015:

	<u>Number</u>	<u>Weighted Average Exercise Price</u>
Balance, July 31, 2014	10,127,595	\$0.34
Issued	<u>41,935,000</u>	\$0.05
Balance, July 31, 2015 and October 31, 2015	<u>52,062,595</u>	\$0.11

At October 31, 2015, the Company had 52,062,595 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share as follows:

<u>Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
4,604,095	\$0.50	September 6, 2016
175,000	\$0.60	September 6, 2016
5,348,500	\$0.20	January 28, 2018
<u>41,935,000</u>	\$0.05	December 18, 2019
<u>52,062,595</u>		

### (b) Share-based payments

The Company has a stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares of the Company, as at the date of grant. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX). Options vest at the discretion of the Board of Directors and may be granted for a maximum term of five years from the date of grant.

**9. SHARE CAPITAL AND RESERVES (continued)**

**(b) Share-based payments (continued)**

The following is a summary of changes in share purchase options from July 31, 2014 to October 31, 2015:

	<u>Number</u>	<u>Weighted Average Exercise Price</u>
Outstanding and exercisable, July 31, 2014	3,958,250	\$0.12
Expired	(246,750)	\$0.21
Forfeited	<u>(200,000)</u>	\$0.10
Outstanding and exercisable, July 31, 2015	3,511,500	\$0.12
Expired	(60,000)	\$0.26
Forfeited	<u>(895,500)</u>	\$0.12
Outstanding and exercisable, October 31, 2015	<u><u>2,556,000</u></u>	\$0.11

At October 31, 2015, 2,556,000 employee and director share purchase options were outstanding and exercisable entitling the holders thereof the right to purchase one common share for each option held as follows:

<u>Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
328,500	\$0.20	January 13, 2017
29,000	\$0.20	October 11, 2017
<u>2,198,500</u>	\$0.10	September 3, 2018
<u><u>2,556,000</u></u>		

**10. LOSS PER SHARE**

The calculation of basic and diluted loss per share was based on the following data:

	Three months ended October 31,	
	<u>2015</u>	<u>2014</u>
Net Loss	<u>\$ 107,891</u>	<u>\$ 128,474</u>
Weighted average number of common shares for the purpose of basic and diluted loss per share	<u>83,511,631</u>	<u>41,576,631</u>

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. All of the stock options and share purchase warrants currently issued (see Note 9) were anti-dilutive for the three months ended October 31, 2015 and 2014.

The loss per share for the three months ended October 31, 2015 was \$0.001 (three months ended October 31, 2014: \$0.003).

## 11. RELATED PARTY TRANSACTIONS

### *Key management personnel compensation*

Key management of the Company are directors and officers of the Company and their remuneration includes the following:

	Three months ended October 31,	
	<u>2015</u>	<u>2014</u>
Management fees	\$ <u>          -</u>	\$ <u>  22,500</u>

### *Related party balances*

At October 31, 2015, accounts payable and accrued liabilities include \$297,903 (July 31, 2015: \$291,652) payable to three directors and one former director of the Company, and one public company with two common directors and a common officer for unpaid fees. These amounts are unsecured, non-interest bearing and payable on demand.

During three months ended October 31, 2015, office and miscellaneous expenses included \$3,000 (three months ended October 31, 2014: \$3,000), which was for reimbursement of accounting overhead to a public company with two common directors.

## 12. SEGMENTAL REPORTING

The Company operates in one business segment, being the acquisition and exploration of mineral properties located in Canada.

## 13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Investing and financing activities that do not have a direct impact on cash flows are excluded from the statement of cash flows. The following transactions were excluded from the statements of cash flows:

### *Three months ended October 31, 2015:*

- a) The Company accrued exploration and evaluation assets of \$7,469 in accounts payable and accrued liabilities.

### *Three months ended October 31, 2014:*

- a) The Company converted a total of \$336,000 in consulting fees payable into loans payable.
- b) The Company accrued exploration and evaluation assets of \$11,469 in accounts payable and accrued liabilities.
- c) The Company reclassified \$1,575 from prepaid expenses to exploration and evaluation assets.