ME RESOURCE CORP.

Condensed Interim Financial Statements

Three Months Ended March 31, 2013

(Unaudited - Expressed in Canadian dollars)

NOTICE TO READER

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the accompanying condensed interim financial statements for three months ended March 31, 2013.

ME Resource Corp.
Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	Note	March 31, 2013	December 31, 2012
		$	$
ASSETS			
Current assets			
Cash		229	21,759
Other receivable		6,281	1,236
		6,510	22,995
Non-current assets			
Note receivable		1	1
Total assets		6,511	22,996
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		25,222	17,756
Due to related parties	5	-	1,064
Note payable	6	65,600	65,600
		90,822	84,420
DEFICIENCY			
Share capital	4	851,556	851,556
Reserves		466,111	466,111
Deficit		(1,401,978)	(1,379,091)
		(84,311)	(61,424)
Total shareholders' deficiency and liabilities		6,511	22,996

Note 1: Nature and operation and going concern
Note 8: Subsequent events

Authorized for issuance by the Board of Directors on May 27, 2013

/s/ Navchand Jagpal — Director

/s/Gurdeep Johal — Director

See accompanying notes to financial statements

ME Resource Corp.
Condensed Interim Statements of Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)

		Three Months Ended March 31,	
	Note	2013	2012
Expenses		$	$
Advertisemnt		3,500	-
Consulting	5	6,200	18,290
Filing fees		3,367	4,274
Office and administration		4,710	2,374
Professional fees		2,700	2,000
Product development		538	-
Travel and entertainment		1,704	-
Loss from operating activities		(22,719)	(26,938)
Others:			
Financing fees		(168)	-
Loan interest and accretion	6	-	(1,981)
Loss and comprehensive loss for the period		(22,887)	(28,919)
loss per share – basic and diluted		(0.00)	(0.00)
Weighted average number of outstanding common shares –basic and diluted		26,033,372	23,549,306

See accompanying notes to financial statements

ME Resource Corp.
Condensed Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

		Three Months Ended March 31,	
	Note	**2013**	**2012**
		$	$
Cash flows from operating activities			
Loss for the period		(22,887)	(28,919)
Items not involve cash			
- accretion and accrued interest	6	-	1,981
Changes in non-cash working capital items:			
- other receivables		(5,045)	8,582
- accounts payable and accrued liabilities		7,466	(3,367)
- due to related parties		(1,064)	(84,061)
		(21,530)	(105,784)
Cash flows from financing activities			
Capital stock issuance for cash	4	-	140,000
		-	140,000
Net cash inflow (outflow)		(21,530)	34,216
Cash, beginning of period		21,759	5,876
Cash, end of period		229	40,092
Supplementary information:			
Cash paid for Interest expense		-	-
Cash paid for tax expenses		-	-

See accompanying notes to financial statements

ME Resource Corp.
Condensed Interim Statements of Changes in Equity
Three Months Ended March 31, 2013 and 2012
(Unaudited - Expressed in Canadian Dollars)

	Share capital		Reserves				
	Number of shares	Amount	Stock-option reserve	Loan	Warrant	Deficit	Total
		$	$	$	$	$	$
Balance,December 31, 2011	23,583,372	649,639	418,545	5,121	39,862	(1,259,631)	(146,464)
Loss for the period	-	-	-	-	-	(28,919)	(28,919)
Share issuance - warrant exercise	2,000,000	162,690	-	-	(22,690)	-	140,000
Balance, March 31, 2012	25,583,372	812,329	418,545	5,121	17,172	(1,288,550)	(35,383)
Balance, December 31, 2012	26,033,372	851,556	418,545	5,121	42,445	(1,379,091)	(61,424)
Loss for the period	-	-	-	-	-	(22,887)	(22,887)
Balance, March 31, 2013	26,033,372	851,556	418,545	5,121	42,445	(1,401,978)	(84,311)

See accompanying notes to financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

ME Resource Corp., (the "Company") was incorporated under the Business Corporation Act (British Columbia) as QMI Seismic Inc., on October 16, 2009. The Company's shares are traded on the Canadian National Stock Exchange under the symbol MEC. The Company's head and registered office address is Suite 900-555, Burrard Street, Vancouver, B.C.

The Company is currently actively reviewing new business opportunities.

These financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent whether the Company can develop an economically viable business, and generate funds there from and/or raise equity capital to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management is considering various options, including but not limited to obtaining equity financing, to finance operating costs over the next twelve months.

2. STATEMENT OF COMPLIANCE

These condensed interim financial statements for the three months ended March 31, 2013, together with the comparative figures herein have been prepared in accordance with International Accounting Standards ("IAS") 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 International Financial Reporting Interpretations Committee ("IFRIC").

These condensed interim financial statements do 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 these condensed interim financial statements be read in conjunction with the most recent audited annual financial statements of the Company for the year ended December 31 2012.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of measurement

The financial statements have been prepared on an accrual basis and are based on historical costs, except for financial instruments which are measured at fair value. The financial statements are presented in Canadian dollars, the functional currency of the Company.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets and contingent liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgment in applying the Company's financial statements is the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

Adoption of new accounting standards and amendments

The significant accounting policies used in the preparation of these condensed interim financial statements are consistent with those described in the note 3 to the Company's annual financial statements for the year-ended December 31, 2012 except the following:

New standard IFRS 10 "Consolidated Financial Statements"
This new standard has replaced IAS 27 "Consolidated and Separate Financial Statements", and SIC-12 "Consolidation – Special Purpose Entities". Concurrent with IFRS 10, the IASB issued IFRS 11 "Joint Ventures"; IFRS 12 "Disclosures of Involvement with Other Entities"; IAS 27 "Separate Financial Statements", which has been amended for the issuance of IFRS 10 but retains the current guidance for separate financial statements; and IAS 28 "Investments in Associates and Joint Ventures", which has been amended for conforming changes based on the issuance of IFRS 10 and IFRS 11. IFRS 10 uses control as the single basis for consolidation, irrespective of the nature of the investee, eliminating the risks and rewards approach included in SIC-12, and requires continuous assessment of control over an investee. The above consolidation standards are effective for annual periods beginning on or after January 1, 2013. Adoption of IFRS 10 has no impact to the Company's financial statements

New standard IFRS 11 "Joint Arrangements"
This new standard requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venture will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes lAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities-Non-monetary Contributions by Venturers. Adoption of IFRS 11 has no impact to the Company's financial statements.

New standard IFRS 12 "Disclosure of Interests in Other Entities"
This new standard establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. Adoption of IFRS 12 has no impact to the Company's financial statements

New standard IFRS 13 "Fair value measurement"
This new standard replaces the fair value measurement guidance currently included in various other IFRS standards with a single definition of fair value and extensive application guidance. IFRS 13 provides guidance on how to measure fair value and does not introduce new requirements for when fair value is required or permitted. It also establishes disclosure requirements to provide users of the financial statements with more information about fair value measurements. Adoption of IFRS 13 has no impact to the Company's financial statements

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Adoption of new accounting standards and amendments (continued)

Financial statement presentation
In June 2011, the IASB and the Financial Accounting Standards Board ("FASB") issued amendments to standards to align the presentation requirements for other comprehensive income ("OCI"). The IASB issued amendments to IAS 1 "Presentation of Financial Statements" to require companies preparing financial statements under IFRS to group items within OCI that may be reclassified to the profit or loss. The amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements. The amendments are effective for fiscal years beginning on or after July 1, 2012 and these amendments have no impact to the Company's financial statements.

New accounting standards and amendments announced yet to be implemented

New standard IFRS 9 "Financial Instruments"
This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

Amendments to IAS 32 "Financial Instruments: Presentation"
These amendments address inconsistencies when applying the offsetting requirements, and is effective for annual periods beginning on or after January 1, 2014.

The Company has not early adopted these standards and is currently assessing the impact that these standards will have on its financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have significant impact on the Company's financial statements.

4. SHARE CAPITAL

The Company's authorized share capital consisted of unlimited number of common shares without par value and unlimited number of preferred share without par value.

There was no share issuance nor redemption during the three months ended March 31, 2013 (Note 8).

Stock options

There were no stock options granted or exercised during the three months ended March 31, 2013. As at March 31, 2013 and December 31, 2012, there were no stock options outstanding.

Warrants

There was no warrant issuance nor exercise during the three months ended March 31, 2013. As at March 31, 2013 and December 31, 2012, the Company had 550,000 warrants outstanding with an exercise price of $0.07 per share. These warrants will expire on July 9, 2014.

(Unaudited - Expressed in Canadian Dollars)

4. SHARE CAPITAL (Continued)

Stock option reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Warrant reserve

The warrant reserve records the fair value of warrants issued until such time that they are exercised, at which time the corresponding amount will be transferred to share capital.

Loan Reserve

Recorded in the loan reserve is the discount on the loan issued with interest below market rates .

5. RELATED PARTY TRANSACTIONS

Commencing January 2013, the Company entered into a rental agreement with an entity controlled by the spouse of the Company's CEO at monthly rent of $1,570. This rental agreement can be terminated by a 30-day notice.

During the three months ended March 31, 2013, the Company incurred consulting fees of $6,000 (three months ended March 31, 2012 - $Nil) to a director of the Company, and $4,710 office rent (three months ended March 31, 2012 - $Nil) charged by an entity controlled by the spouse of the Company's CEO.

As at March 31, 2013, the Company owed to the spouse of the Company's CEO $65,600 (2012/12/31 - $65,600) (Note 6), and owed to a company controlled by the spouse of the Company's CEO of $2,475 (2012/12/31 - $Nil) in connection with the Company's office rent.

Amounts due to related parties are unsecured, non-interest bearing and payable on demand.

6. NOTE PAYABLE

As at March 31, 2013 and December 31, 2012, the Company has an outstanding promissory note ($65,600) due to the spouse of the Company's CEO (Note 5). This promissory note is unsecured, due on demand, and carries no interest.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2013	**December 31, 2012**
	$	$
Trade payables	8,522	3,756
Accrued liabilities	16,700	14,000
	25,222	17,756

8. SUBSEQUENT EVENTS

Agreement with Ztek Clean Corp.
On April 26, 2013 (the "Effective Date"), the Company entered into an assignment agreement ("Agreement") with Ztek Clean Energy Corp. ("Ztek Clean Energy") a Canadian company that has a director common with ME Resources Corp. In accordance with the Agreement, the Company will issue 25,000,000 common shares to Ztek Clean Energy in exchange for a license agreement ("License Agreement") from Ztek Corporation ("Ztek Corp."), a company located in the USA.

8. SUBSEQUENT EVENTS (Continued)

Under the Agreement and the License Agreement, the Company has an exclusive right to use certain rights, title, interests in and know-how related to proprietary technologies ("the IP") involving the process of conversion of wasted natural gas into another form of energy including electrical power and diesel in Canada. In exchange, the Company is committed to pay Ztek Corp. the following:

- Demonstration payments of US$100,000, US$100,000, US$200,000, US$100,000, and US$100,000 payable upon the completion of the demonstration of the various technologies of Ztek Corp.
- License fees of US$3,000,000 payable upon the completion of the demonstration.

All payments shall be made prior to October 18, 2013. However, in the event that the demonstrations are not completed by October 18, 2013, the due date of the license fees shall be negotiated and extended. Upon the completion of the demonstrations and payment of the license fees, the IP will be transferred to the Company. If the Company does not pay the license fee within 180 days of the Effective Date, Ztek Corp. may terminate the License Agreement.

The Company will also be subject to the following royalty payments:

- Prior to the completion of the transfer of the IP, the Company will pay Ztek Corp. royalty payments between 5% and 7.5% of the net sales of the licensed products depending on the region where the sale is made.
- Subsequent to the transition period, the royalty payments will increase to between 7.5% and 10% of the net sales of the licensed products. On sales outside of the agreed upon regions, the Company will pay Ztek Corp. the grater of 50% of the net profit, or the royalty payment that would have been due.

Beginning 2014, the Company will be required to pay Ztek Corp. a minimum royalty payment. The minimum royalty payment will be 5% of the license fee in 2014 and 10% of the license fee annually thereafter.

The Company may terminate this agreement after 5 years from the date of the Effective Date by giving 6 months' notice and paying a termination fee of 10% of the license fees.

The completion of the transaction is subject to the approval by the Board of Directors of the Company.

Proposed Private Placement

On May 2, 2013, the Company proposed a private placement for the issuance of 3,000,000 units of the Company ("Unit") at $0.20 per Unit ("Offering") for general working capital. The aggregate proceeds are $150,000. Each Unit is comprised of one common share and one common share purchase warrant, which entitles the holder to purchase one common share for a period of two years at a price of $0.50 per share. The expiry of these warrants may be accelerated to a 30 day term if the 10-day average market closing price of the listed common shares of the Company is equal to or greater than $0.55.

The Offering is subject to CNSX approval and any regulatory approval and is pending for completion.