SURREY CAPITAL CORP.

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

NOVEMBER 30, 2014 AND 2013

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CONTENTS

To the Shareholders of Surrey Capital Corp.:

Management is responsible for the preparation and presentation of the accompanying condensed interim financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards ("**IFRS**") that have been incorporated into Canadian Generally Accepted Accounting Principles ("**CGAAP**") and ensuring that all information in the management discussion and analysis is consistent with these financial statements. This responsibility includes selecting appropriate accounting principles and methods and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board of Directors ("**Board**") is currently composed primarily of directors who are neither management nor employees of Surrey Capital Corp. and the Audit Committee is comprised entirely of directors that are neither management nor employees. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management, and with the external auditors. The Board is also responsible for recommending the appointment of the external auditor of Surrey Capital Corp.

/s/ "*Claude Ayache*"
Claude Ayache
Chief Executive Officer

Toronto, Ontario
January 23, 2015

SURREY CAPITAL CORP.
UNAUDITED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(All Amounts are in Canadian Dollars)

As at	November 30,2014	August 31,2014
ASSETS		
CURRENT		
Cash and cash equivalents	$ 257,653	$ 277,206
Sundry receivables (Note 5)	7,766	5,771
Prepaid expenses	433	1,733
	265,852	284,710
Investment in exploration and evaluation assets (Note 6)	---	---
	$ 265,852	$ 284,710
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities (Note 7)	$ 3,573	$ 7,146
Convertible debentures (Note 8)	---	---
	3,573	7,146
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 9)		
Issued and Outstanding November 30, 2014 and August 31, 2014 - 7,628,000	506,386	506,386
CONTRIBUTED SURPLUS (Note 10)	33,256	33,256
ACCUMULATED DEFICIT	(277,363)	(262,078)
	262,279	277,564
	$ 265,852	$ 284,710

Nature of Organization (Note 1)
Contingency (Note 12)
Subsequent Events (Note 17)

Approved on behalf of the board of directors:

/s/ "*Joseph Rauhala*"
Joseph Rauhala, Director

/s/ "*Elliott Jacobson*"
Elliott Jacobson, Director

SURREY CAPITAL CORP.
UNAUDITED CONDENSED INTERIM STATEMENTS OF SHAREHOLDERS' EQUITY
(All Amounts are in Canadian Dollars)

	Number of Common Shares	Amount of Common Shares	Contributed Surplus	Accumulated Deficit	Shareholders' Equity
Balance, August 31, 2013	7,628,000	$ 506,386	$ 33,256	$ (162,916)	$ 376,726
Net loss for the period	- - -	- - -	- - -	(16,794)	(16,794)
Balance, November 30, 2013	7,628,000	$ 506,386	$ 33,256	$ (179,710)	$ 359,932
Balance, August 31, 2014	7,628,000	$ 506,386	$ 33,256	$ (262,078)	$ 277,564
Net loss for the period	- - -	- - -	- - -	(15,285)	(15,285)
Balance, November 30, 2014	7,628,000	$ 506,386	$ 33,256	$ (277,363)	$ 262,279

SURREY CAPITAL CORP.
UNAUDITED CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(All Amounts are in Canadian Dollars)

For the Period from September 1, To November 30,	2014	2013
EXPENSES		
General and administrative (Note 13)	13,903	$ 14,641
Business development (Note 14)	1,347	165
LOSS BEFORE UNDERNOTED	(15,250)	(14,806)
INTEREST EXPENSE	- - -	(3,169)
INTEREST INCOME	713	1,181
PROJECT ANALYSIS COSTS	(748)	- - -
NET LOSS AND COMPREHENSIVE LOSS	$ (15,285)	$ (16,794)
NET LOSS PER COMMON SHARE		
Loss per common share – basic and diluted	$ 0.00	$ 0.00
Weighted average number of common shares outstanding – basic and diluted	7,628,000	7,628,000

SURREY CAPITAL CORP.
STATEMENTS OF CASH FLOWS
(All Amounts are in Canadian Dollars)

For the Period from September 1, To August 31,	2013 2014	2012 2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year and for the period	$ (15,285)	$ (16,794)
Non-cash expenses:		
Interest accretion	- - -	931
Share-based payments (Notes 10)	- - -	- - -
Write down of exploration property (Note 6)	- - -	- - -
	(15,285)	(15,863)
Net change in operating assets and liabilities		
Sundry receivable	(1,995)	3,972
Prepaid expenses	1,300	1,300
Accounts payable and accrued liabilities	(3,573)	3,531
CASH FLOWS USED IN OPERATING ACTIVITIES	(19,553)	(7,060)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from (reimbursement of) convertible debentures	- - -	- - -
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	- - -	- - -
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in exploration and evaluation assets (Note 6)	- - -	- - -
CASH FLOWS PROVIDED BY INVESTING ACTIVITIES	- - -	- - -
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(19,553)	(7,060)
CASH AND CASH EQUIVALENTS - Beginning of year	277,206	410,067
CASH AND CASH EQUIVALENTS - End of year	$ 257,653	$ 403,007
CASH AND CASH EQUIVALENTS, represented as follows:		
Cash	$ 27,653	$ 28,007
Short-term deposit	230,000	375,000
SUPPLEMENTAL INFORMATION		
Interest received	$ 713	$ 1,208
Interest paid	—	2,238
Income taxes paid	—	—

1. Nature of Organization

Description of the Business
Surrey Capital Corp. (the "**Corporation**") was incorporated under the Business Corporations Act (*Ontario*) on September 13, 2010. The Corporation focuses on the exploration of mineral evaluation and exploration property in Canada.

The Corporation's registered head office is 466A Ellerslie Ave, Toronto, Ontario, M2R 1C4.

Basis of Unaudited Operations
These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") applied on a going concern basis, which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. These condensed interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Corporation be unable to continue its operations.

As an exploration Corporation, funding to meet its exploration budget as well as working capital is dependent on the Corporation's ability to issue common shares or borrow funds. While the Corporation currently has sufficient funds on hand to meet its budget for the foreseeable future, there is no certainty that the Corporation will be able to raise sufficient funds beyond this period.

2. Basis of Presentation

Statement of Compliance
These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended August 31, 2014.

These unaudited condensed interim financial statements of the Corporation were authorized for issue in accordance with a resolution of the Board of Directors on January 23, 2015.

These unaudited condensed interim financial statements have been prepared on a historical cost basis except for certain financial assets, which are recorded at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The accounting policies set out below have been applied consistently to all periods presented in these unaudited condensed interim financial statements.

3. Summary of Significant Accounting Policies

Basis of Measurement
These financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Use of Estimates and Judgments
The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the financial statements are disclosed in note 4.

Functional and presentation currency
These financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

Cash and Cash Equivalents
Cash and cash equivalents include demand deposits with banks, money market accounts, and other short-term investments with original maturities of 90 days or less.

Transactional Costs
The costs incurred relating to transactional costs are expensed as incurred.

*Exploration and evaluation ("**E&E**") assets*
The Corporation capitalizes all costs related to investments in E&E assets on a property-by-property basis in accordance with IFRS 6, Exploration for and Evaluation of Mineral Resources. Such costs include mineral property acquisition costs and exploration and development expenditures, net of any recoveries, and are monitored for indications of impairment. Where there are indications of a potential impairment, an assessment is performed for recoverability. Capitalized costs are charged to the statements of operations and comprehensive loss to the extent that they are not expected to be recovered. Exploration expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Once an economically-viable reserve has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to construction in progress within property, plant and equipment. Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all irrecoverable costs associated with the project, net of any impairment provisions, are written off.

From time to time the Corporation may acquire or dispose of an exploration property pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration property costs and recoveries when the payments are made or received.

Deferred Financing Costs
Financing costs related to the Corporation's proposed financing are recorded as deferred financing costs. These costs will be deferred until the financing is completed, at which time the costs will be charged against the proceeds received. If the financing does not close, the costs will be charged to statements of operations and comprehensive loss.

3. Summary of Significant Accounting Policies - continued

Incremental costs incurred in respect of raising capital are charged against equity or debt proceeds raised. Costs associated with the issuance of common share are charged to capital stock upon the raising of equity. Costs associated with the issuance of debt are amortized using the effective interest method over the life of the debt.

Income Taxes
Income tax expense comprises current and deferred tax. Income tax is recognized in the statements of operations and comprehensive loss except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current Income Tax
Current tax is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and tax laws that were enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax
Deferred tax is recognized on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the statement of financial position. Deferred tax is calculated using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period, and which are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax liabilities:

- are generally recognized for all taxable temporary differences; and
- are recognized for taxable temporary differences arising on investments in subsidiaries except where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future.

Deferred tax assets:

- are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized; and
- are reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are not recognized in respect of temporary differences that arise upon initial recognition of goodwill or arise on initial recognition of assets and liabilities acquired other than in a business combination where at the time of transaction effects neither accounting profit or taxable income (tax loss).

Earnings (Loss) Per Share
Earnings (loss) per share is calculated by dividing the net loss applicable to common shares by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share is computed by dividing the net loss applicable to common shares by the diluted weighted average number of shares which assumes that all outstanding stock options granted with an exercise price below the average market value are exercised during the period. The difference between the number of shares assumed and the number of shares assumed purchased is then included in the denominator of the diluted earnings per share computation.

3. Summary of Significant Accounting Policies - continued

Non-derivative Financial Instruments
Non-derivative financial instruments are recognized when the Corporation becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Corporation has substantially transferred all risks and rewards of ownership. Non-derivative financial instruments are recognized initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs.

Financial assets are classified into the following categories: financial assets 'at fair value through profit or loss' ("**FVTPL**"), 'held-to-maturity investments', 'available-for-sale' financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

Fair Value Through Profit or Loss
A financial asset or liability is classified in this category if acquired principally for the purpose of selling or repurchasing in the short-term. Derivatives are also included in this category unless they are designated as hedges.

Financial instruments in this category are recognized initially and subsequently at fair value. Transaction costs are expensed in the statement of operations. Gains and losses arising from changes in fair value are presented in the statement of operations within other gains and losses in the period in which they arise.

Financial assets and liabilities at fair value through profit or loss are classified as current except for the portion expected to be realized or paid beyond twelve months of the balance sheet date, which is classified as non-current.

Loans and Receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method.

Other Financial Liabilities
Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

Impairment of financial assets
Financial assets are assessed at each reporting date in order to determine whether objective evidence exists that the assets are impaired as a result of one or more events which have had a negative effect on the estimated future cash flows of the asset.

(All Amounts are in Canadian Dollars)

3. Summary of Significant Accounting Policies - continued

If there is objective evidence that a financial asset has become impaired, the amount of the impairment loss is calculated as the difference between its carrying amount and the present value of the estimated future cash flows from the asset discounted at its original effective interest rate. Impairment losses are recorded in earnings. If the amount of the impairment loss decreases in a subsequent period and the decrease can be objectively related to an event occurring after the impairment was recognized, the impairment loss is reversed up to the original carrying value of the asset. Any reversal is recognized in earnings.

The following is a summary of significant categories of financial instruments outstanding at November 30, 2014:

Cash and cash equivalents	Fair value through profit and loss
Sundry receivable	Loans and receivables
Accounts payable and accrued liabilities	Other financial liabilities
Convertible debentures	Other financial liabilities

Carrying value and fair value of financial assets and liabilities are summarized as follows:

Classification	Carrying Value	Fair value
Fair value through profit and loss	$ 257,653	$ 257,653
Loans and receivables	7,766	7,766
Other financial liabilities	3,573	3,573

Fair Value Hierarchy

The Corporation classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation technique used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

As of November 30, 2014 and August 31, 2014 cash and cash equivalents are measured at fair value and are classified within Level 1 of the fair value hierarchy.

Impairment of non-financial assets

The Corporation's assets are reviewed for indications of impairment at each statement of financial position's date. If indication of impairment exists, the asset's recoverable amount is estimated.

3. Summary of Significant Accounting Policies - continued

An impairment loss is recognized when the carrying amount of an asset, or cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash generating units and then to reduce the carrying amount of the other assets the unit on a pro-rata basis.

Share-based Payments
Stock options issued by the Corporation are accounted for in accordance with the fair value based method. The fair value of options issued to directors, officers, employees of and consultants to the Corporation is charged to earnings over the vesting period of each tranche (graded vesting) with the offsetting amount recorded to contributed surplus. The historical forfeiture rate is also factored in to the calculations. When options are exercised, the amount received together with the amount previously recorded in contributed surplus, are added to capital stock. The fair value of warrants issued to agents in conjunction with a public offering is charged to share issue costs with an offsetting amount recorded to contributed surplus. Fair value is measured using the Black-Scholes option pricing model.

Equity Instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs.

Warrants
The Corporation measures the fair value of warrants issued using the Black-Scholes option pricing model. The fair value of each warrant is estimated based on their respective issuance dates taking into account volatility, expected life, the dividend rate, and the risk free interest rate. The fair value of warrants issued in conjunction with an offering is charged to share issue costs with an offsetting amount recorded to contributed surplus. The fair value of warrants exercised is recorded as share capital, and the fair value of any expired warrants is recorded as contributed surplus general account.

Newly Adopted Accounting Standards
The Corporation has applied the following new and revised IFRS in these financial statements:

- IAS 32, “Financial Instruments: Presentation” (amendment);
- IAS 36, “Impairment of Assets” (amendment);
- IAS 39, “Financial Instruments: recognition” (amendment);
- IFRIC 21, “Levies”

The adoption of these new and revised standards and interpretations did not have significant impact on the Corporation’s financial statements.

Accounting Standards Issued But Not Yet Effective
The Corporation has reviewed recently issued and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Corporation:

IFRS 9, Financial Instruments ("IFRS 9"), was issued by the IASB in October 2010 and will replace IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39"). 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. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. 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, 2018. The Company is assessing the impact of IFRS 9 on its financial statements.

4. Summary of Accounting Estimates and Assumptions

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Fair Value of Financial Instruments
The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

Share-Based Payment Transactions
The Corporation measures the cost of share-based payment transactions with employees by reference to the fair value of the equity instruments. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, dividend yield and forfeiture rate of the share option. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 10.

Income Taxes
Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determinations are made.

(All Amounts are in Canadian Dollars)

5. Sundry Receivables

	November 30, 2014	August 31, 2014
HST receivable	$ 7,282	$ 5,287
Interest receivable	484	484
	$ 7,766	$ 5,771

6. Evaluation and Exploration Assets

On March 13, 2013, the Corporation entered into an Earn-in Option Agreement with Richmond Minerals Inc. (“**Richmond**”) and Mag Copper Inc. (“**Mag**” and, together with Richmond, the “**Vendors**”) for the Halle Property (the "**Property**"). The Agreement will permit the Corporation to earn a 50% interest in the Property as described, upon the payment of $20,000 and the issuance of 200,000 common shares of the Corporation to the Vendors upon release of the Exchange’s Final Exchange Bulletin (“**FEB**”) which occurred in March 2013 in addition to 400,000 common shares of the Corporation prior to the first anniversary of the release of the FEB, as well as the expenditure of a minimum of $200,000 in exploration costs within the first year following the release of the FEB.

	Halle Property
Earn-In Option: Cash payment	$ 20,000
Earn-In Option: Common Shares issued	10,000
Expenditures incurred	7,567
	37,567
Write down	(37,567)
August 31, 2014 and November 30, 2014	$ - - -

The Corporation has determined that while it continues to evaluate its alternatives with regards to the Halle Property and is in discussion with the Vendors, it will write down its current investment to date as it is uncertain to its ability to recover its investment at this time.

7. Accounts payable and accrued liabilities

	November 30, 2014	August 31, 2014
Trade payables	$ 103	$ 396
Accrued expenses	3,470	6,750
	$ 3,573	$ 7,146

8. Convertible Debentures

In March 2013, the Corporation issued $74,800 in convertible debentures. The convertible debentures have a coupon rate of 12% and matured on August 31, 2014 when the Corporation reimbursed them. The conversion ratio is 10,000 common shares of the Corporation per $1,000 of convertible debentures. In addition, the Corporation issued 748,000 warrants to the convertible debenture holders, where each warrant provides the holder the right to purchase one additional common share at a price of $0.10 which expires on August 31, 2014

The convertible debentures were originally recorded as a liability less an equity portion, calculated using a discount rate of 18%, credited to contributed surplus (Note 10) of $4,748 for a net value of $70,052.

Included in the expense charges for the period ended November 30, 2014 was non-cash accreted notional financing charges of $Nil (2013 - $931), which relates to the charge to operations of the fair value of the conversion feature associated with the debentures and the warrants relating directly to the convertible debentures.

(All Amounts are in Canadian Dollars)

9. Share Capital

a) Authorized and issued

The Corporation is authorized to issue an unlimited number of common shares and unlimited preferred shares.

b) Escrow Shares

All of the 2,500,000 common shares issued prior to the Initial Public Offering ("**IPO**") and all common shares that may be acquired from treasury of the Corporation by Non Arm's Length Parties, as defined in the policies of the Exchange, of the Corporation prior to completion of the Qualifying Transaction are deposited with the escrow agent under the escrow agreement.

All common shares acquired on exercise of stock options prior to the completion of the Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued by the Exchange. In addition, all common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be escrowed.

On March 13, 2013, the Corporation completed its Qualifying Transaction authorizing beginning of the release of common shares held in escrow in accordance with Policy 2.4 of the Exchange. As of November 30, 2014, 1,125,000 common shares remained in escrow and will be released as follows:

Date	Quantity
March 13, 2015	375,000
September 13, 2015	375,000
March 13, 2016	375,000

10. Contributed Surplus

The Corporation's contributed surplus consists of the following:

	General	Incentive Stock Option	Warrants	Total
Balance, August 31, 2014 and November 30, 2014	$ 17,531	$ 15,725	$ - - -	$ 33,256

(All Amounts are in Canadian Dollars)

10. Contributed Surplus - continued

The Corporation's Incentive Stock Option Plan (the "**Plan**") provides for the issuance of a maximum of 10% of the issued and outstanding common shares at an exercise price equal or greater than the market price of the Corporation's common shares on the date of the grant to directors, officers, employees and consultants to the Corporation. The option period for options granted under the Plan is for a maximum period of 10 years. Options granted may vest over certain time periods within the option period, which will limit the number of options that may be exercised. Each stock option is exercisable into one common share of the Corporation at the price specified in the terms of the option.

The fair value of the options was based on the Black Scholes option-pricing model. The following assumptions were used to value them:

	Fiscal 2013
Number of incentive stock options	150,000
Exercise price	$ 0.10
Expected life	10 years
Weighted average risk-free interest rate	2.08%
Weighted average expected volatility	25.0%
Dividend yield	0.0%
Forfeiture rate	0.0%
Fair value	$0.002

The stock options activity is summarized below:

	Number	Weighted Average Exercise Price
Balance, August 31, 2014 and November 30, 2014	837,080	$ 0.10

The following table summarizes the weighted average exercise price and the weighted average remaining contractual life of the options outstanding and exercisable as at November 30, 2014.

		Outstanding			Exercisable	
Exercise Price	Options Outstanding	Expiry Date	Weighted Average Remaining Life	Weighted Average Price	Quantity	Weighted Average Price
$ 0.10	74,280	January 27, 2016	1.2 years	$ 0.10	74,280	$ 0.10
0.10	612,800	January 27, 2021	6.2 Years	0.10	612,800	0.10
0.10	150,000	June 3, 2023	8.5 Years	0.10	150,000	0.10
0.10	837,080		6.1 Years	0.10	837,080	0.10

(All Amounts are in Canadian Dollars)

10. Contributed Surplus - continued

The warrants activity is summarized below:

	Number	Weighted Average Exercise Price
Balance, September 1, 2013	748,000	$ 0.10
Issued	- - -	N/A
Exercised	- - -	N/A
Expired	(748,000)	0.10
Forfeited	- - -	N/A
Balance, August 31, 2014 and November 30, 2014	- - -	$ N/A

There are no warrant which are issued or outstanding as at August 31, 2014 or November 30, 2014.

11. Related Party Transactions

Amounts due from and to the related parties, are a result of transactions with entities controlled by shareholders, officers or directors of the Corporation. These amounts are non-interest bearing, unsecured and not subject to specific terms of repayment unless stated.

During the period ended November 30, 2014, the Corporation recorded $8,250 (2013 - $8,250) in respect of the reimbursement of expenditures incurred on behalf of the Corporation by the directors of the Corporation or an entity controlled by a director of the Corporation with regards to office expenses, premises, consulting services, regulatory fees, and project analysis costs.

During the period ended November 30, 2014, the Corporation paid $Nil (2013 - $2,238) in interest to related parties.

These transactions are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

12. Contingency

From time to time, the Corporation may be exposed to claims and legal actions in the normal course of business, some of which may be initiated by the Corporation. As at November 30, 2014, no issues were outstanding.

(All Amounts are in Canadian Dollars)

13. General and Administrative Expenses

For the period from September 1, to November 30,	2014	2013
Bank charges	$ 25	$ 25
Office expenses	2,670	2,670
Professional fees	4,000	4,000
Regulatory and filing fees	4,793	5,531
Premises	2,250	2,250
Telecommunication	165	165
	$ 13,903	$ 14,641

14. Business Development Expenses

For the period from September 1, to November 30,	2014	2013
Meals & entertainment	$ 266	$ - - -
Telecommunication	165	165
Travel	916	- - -
	$ 1,347	$ 165

15. Capital and Risk Management

The Corporation manages its common shares, stock options, warrants and accumulated deficit as capital. The Corporation’s objectives when managing capital are to safeguard the Corporation’s ability to continue and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk, as there are no external restrictions on it.

The Corporation manages the 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 the capital structure, the Corporation may attempt to issue new shares, issue new debt, acquire or dispose of assets in order at adjust the amount of cash on its balance sheet.

The Corporation’s capital structure is as follows:

	November 30, 2014	August 31, 2014
Share capital	$ 506,386	$ 506,386
Contributed surplus - general	17,531	17,531
Contributed surplus - incentive stock options	15,725	15,725
Accumulated deficit	(277,363)	(262,078)
	$ 262,279	$ 277,564

In order to facilitate the management of its capital requirements, the Corporation may prepare expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

15. Capital and Risk Management - continued

In order to maximize ongoing efforts, the Corporation does not pay out dividends. The Corporation's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

Management reviews its approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable.

16. Financial Instruments

Transactional Risk
The Corporation does not use hedging transactions to manage risk. As a part of the overall operation of the Corporation, management takes steps to avoid undue concentrations of risk. The Corporation manages risk as follows:

Liquidity Risk
Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The ability to do this relies on the Corporation raising capital through equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. As at November 30, 2014, the Corporation had $257,653 cash and cash equivalents to settle $3,573 of current liabilities (August 31, 2014 - $277,206 cash and cash equivalent to settle $7,146 of current liabilities).

Interest Rate Risk
Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk.

The Corporation does not trade in financial instruments and is not exposed to significant interest rate price risk as at November 30, 2014.

Market Risk
Market risk is the risk that changes in market prices will have an effect on future cash flows associated with financial instruments. Market risk comprises three types of risk: credit risk, currency risk and other price risk.

Credit Risk
Credit risk arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. Balances of cash and cash equivalents in financial institutions may at times exceed the government-insured limits.

As of the date of these financial statements the Corporation's only debtor is the government of Canada for Harmonized sales tax ("**HST**") receivable and therefore the Corporation does not believe it is currently exposed to any significant credit risk as at November 30, 2014.

Currency Risk
Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. The Corporation does not have any material transactions denominated in foreign currency and is not exposed to foreign currency risk as at November 30, 2014.

16. Financial Instruments - continued

Other Price Risk
Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. The cash flows associated with financial instruments of the Corporation are not exposed to other price risk as at November 30, 2014.

Fair Values
Financial instruments include cash and cash equivalents, interest receivables, and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying value due to the relatively short-term maturity of these instruments. The Corporation classifies its cash and cash equivalents as financial assets at fair value through profit and loss, interest receivables as loans and receivables and its accounts payable and accrued liabilities as other financial liabilities.

17. Subsequent Event

On December 15, 2014, the Corporation entered in to a Letter of Intent ("**LOI**") to acquire 100% of Mobilman Management Inc. ("**MM**").

Under the terms of the LOI, the Corporation will be issuing 15,000,000 common shares for its 100% interest. In addition, there is a provision for two financings; (i) the first of up to $200,000 under MM and (ii) the second $250,000 as a concurrent financing. The terms of the first is at a price of $4.9125 per MM common share and the second is at $0.10 per common share. For each common share issued in MM, the investors will receive 178.635227 common share of the resulting issuer, and the financing of under concurrent financing can not be less than 50% of the MM financing.