

Aileron Ventures Limited
Condensed Interim Financial Statements
For the six months ended June 30, 2016

(Unaudited)

Aileron Ventures Limited
Statements of Financial Position
(Expressed in Canadian dollars)

Assets	Notes	June 30, 2016	December 31, 2015
Current assets			
Cash		\$ 3,560	\$ 3,585
		<u>\$ 3,560</u>	<u>\$ 3,585</u>
Liabilities			
Current Liabilities			
Accounts payable and accrued liabilities		\$ -	\$ 5,500
Due to affiliates	5	<u>78,787</u>	<u>67,335</u>
		<u>78,787</u>	<u>72,835</u>
Shareholders' Deficiency			
Share capital	6	27,770	27,770
Deficit		<u>(102,997)</u>	<u>(97,020)</u>
		<u>(75,227)</u>	<u>(69,250)</u>
		<u>\$ 3,560</u>	<u>\$ 3,585</u>
Going concern	2		
Subsequent event	9		
See accompanying Notes.			

Aileron Ventures Limited

Statements of Loss and Comprehensive Loss

For the six months ended June 30, 2016 and 2015

(Expressed in Canadian dollars)

	Notes	Three months ended June 30,		Six months ended June 30,	
		2016	2015	2016	2015
Revenue		\$ -	\$ -	\$ -	\$ -
Expenses					
Bank Charges		-	-	25	90
General and administrative		2,228	3,181	5,952	7,027
Professional fees		-	-	-	500
		<u>2,228</u>	<u>3,181</u>	<u>5,977</u>	<u>7,617</u>
Loss from operations		(2,228)	(3,181)	(5,977)	(7,617)
Unrealized (loss) gain on investment	5	-	-	-	(9,250)
Net loss and comprehensive loss		<u>\$ (2,228)</u>	<u>\$ (3,181)</u>	<u>\$ (5,977)</u>	<u>\$ (16,867)</u>
Basic loss per share	7(c)	\$ (0.000)	\$ (0.000)	\$ (0.000)	\$ (0.002)

See accompanying Notes.

Aileron Ventures Limited

Statements of Changes in Shareholders' Deficiency

For the six months ended June 30, 2016 and 2015

(Expressed in Canadian dollars)

	Notes	Number of Common Shares	Common Shares Stated Value	Deficit	Total Equity (Deficiency)
As at January 1, 2015		9,664,155	\$ 27,770	\$ (72,757)	\$ (44,987)
Net loss		-	-	(16,867)	(16,867)
As at June 30, 2015		9,664,155	\$ 27,770	\$ (89,624)	\$ (61,854)
As at January 1, 2016		9,664,155	27,770	(97,020)	(69,250)
Net loss		-	\$ -	\$ (5,977)	\$ (5,977)
As at June 30, 2016		9,664,155	27,770	(102,997)	(75,227)

See accompanying Notes.

Aileron Ventures Limited

Statements of Cash Flows

For the six months ended June 30, 2016 and 2015

(Expressed in Canadian dollars)

	Three months Ended June 30,		Six months Ended June 30,	
	2016	2015	2016	2015
Operating Activities				
Net loss	\$ (2,228)	\$ (3,181)	\$ (5,977)	\$ (16,867)
Items not affecting cash				
Unrealized loss (gain) on investment	-	-	-	9,250
	(2,228)	(3,181)	(5,977)	(7,617)
Changes in non-cash working capital				
Accounts payable and accrued liabilities	(5,500)	-	(5,500)	(5,500)
	(7,728)	(3,181)	(11,477)	(13,117)
Financing activities				
Advances from affiliates, net	7,728	3,181	11,452	17,067
Change in cash	-	-	(25)	3,950
Cash, beginning of period	3,560	5,481	3,585	1,531
Cash, end of period	<u>\$ 3,560</u>	<u>\$ 5,481</u>	<u>\$ 3,560</u>	<u>\$ 5,481</u>

See accompanying Notes.

Aileron Ventures Limited

Notes to Financial Statements

For the six months ended June 30, 2016 and 2015

(Expressed in Canadian dollars)

1. General business description

Aileron Ventures Limited (the "Company"), formerly 1539467 Alberta Ltd., was incorporated on May 31, 2010 under the *Business Corporations Act* (Alberta).

The address, and principal place of business of the Company is Suite 400, 2424 - 4th Street SW, Calgary, Alberta, Canada, T2S 2T4.

2. Going concern

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown. The financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate to the carrying values and classifications of assets and liabilities, the reported revenues and expenses, and the statement of financial position classifications used.

At June 30, 2016, the Company had not yet achieved profitable operations, and recorded a net loss during the six months ended June 30, 2016 of \$5,977 (December 31, 2015 - \$16,867), has a working capital deficiency of \$75,227 (December 31, 2015 - \$69,250), has accumulated a deficit of \$102,997 (December 31, 2015 - \$97,020) since inception and expects to incur further losses in the development of its business.

The ability of the Company to continue as a going concern is dependent on its ability to receive continued financial support from its affiliates, raise additional debt or equity financing or identify business operations that generate positive cash flows.

3. Basis of preparation

(a) Statement of compliance

The condensed interim financial statements present Aileron's financial results of operations and financial position for the three and six months ended June 30, 2016.

The condensed interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 – "Interim Financial Reporting". These condensed interim financial statements do not include all the necessary annual disclosures in accordance with IFRS.

A summary of the Company's significant changes in accounting policies under IFRS is presented in Note 4. These policies have been retrospectively and consistently applied.

The financial statements were authorized for issue by the Board of Directors (the "Board") on August 22, 2016.

Aileron Ventures Limited

Notes to Financial Statements

For the six months ended June 30, 2016 and 2015

(Expressed in Canadian dollars)

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following:

- (i) derivative financial instruments, if any, are measured at fair value; and
- (ii) held for trading financial assets are measured at fair value with changes in fair value recorded in earnings.

The methods used to measure fair values are discussed in Note 8.

(c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

(d) 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 application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and judgments are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

The following discussion sets forth management's most critical estimates and assumptions in determining the value of assets, liabilities and equity:

Deferred income taxes

Deferred income taxes are based on estimates as to the timing of the reversal of temporary differences, tax rates currently substantively enacted and the determination of tax assets not recognized. Tax assets not recognized are based on estimates of the probability of the Company utilizing certain tax pools and losses in future periods.

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Notes to Financial Statements

For the six months ended June 30, 2016 and 2015

(Expressed in Canadian dollars)

4. Significant accounting policies

These condensed interim financial statements have been prepared using the same accounting policies and methods of computation as the annual audited financial statements of Aileron for the year ended December 31, 2015. The disclosure contained in these condensed interim financial statements does not include all requirements in IAS 1, "Presentation of Financial Statements" ("IAS 1"). Accordingly, the condensed interim financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2015.

5. Due to affiliates

The amounts due to affiliates are payable to Mosaic Limited Partnership and Mosaic Capital Corporation, entities related through common ownership, arising from these entities providing advances to the Company which are unsecured, non-interest bearing and have no fixed terms of repayment.

6. Share capital

(a) Authorized

Unlimited common voting shares

Unlimited preferred shares, issuable in series, with the rights, privileges, restrictions and conditions determined by the Board of Directors upon issuance

(b) Issued

	Number	Stated Value
Common shares		
As at June 30, 2016 and 2015	<u>9,664,155</u>	<u>\$ 27,770</u>

(c) Loss per common share

Loss per common share is calculated based on the weighted average number of common shares outstanding during the period ended June 30, 2016 of 9,664,155 (2015 - 9,664,155).

7. Related party transactions

There were no amounts paid to officers or directors in the periods ended June 30, 2016 and 2015.

8. Financial instruments and risk management

The Company's activities expose it to a variety of financial risks including credit risk and liquidity risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements. The Company employs risk management strategies and policies to ensure that any exposures to risk are in compliance with the Company's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Company's risk management

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Notes to Financial Statements

For the six months ended June 30, 2016 and 2015

(Expressed in Canadian dollars)

framework, the Company's management has the responsibility to administer and monitor these risks.

(a) Credit risk

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company mitigates its exposure to credit loss by placing its cash with major financial institutions.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking harm to the Company's reputation. The Company expects to continue to receive the financial support of its affiliates in order to pay its liabilities as they become due.

(c) Fair values

The fair value of accounts payable and accrued liabilities and due to affiliates approximates their carrying value because of the short-term nature. Currently the Company is not involved in any hedging activities.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - reflects valuation based on quoted prices observed in active markets for identical assets or liabilities.

Level 2 - reflects valuation techniques based on inputs that are quoted prices of similarly instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices used in a valuation model that are observable for the instrument; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - reflects valuation techniques with significant unobservable market inputs.

A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The financial instruments in the Company's financial statements, measured at Level 1 fair value, are cash and investment.

(d) Capital disclosures

The Company's policy when managing capital is to maintain a strong capital base for the objectives of maintaining financial flexibility, creditor and market confidence and to sustain the future development of the business.

The Company includes shareholders' equity (deficiency) in the definition of capital.

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(Expressed in Canadian dollars)

The Company manages the capital structure and makes adjustments to it in 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 adjust spending, issue new units or incur debt.

The Company is not subject to externally imposed capital requirements.

There have been no changes to the Company's capital management policy during the periods ended June 30, 2016 and 2015.

9. Subsequent events

- (a) On July 5, 2016, the Company announced that it had reconstituted its board of directors to consist of Simon Clarke, Christopher Reid, Michael Collins and Brian Stecyk. The new board of directors appointed Simon Clarke as Chief Executive Officer of the Company, and Christopher Reid as Chief Financial Officer and Secretary. The reconstitution of the board followed the resignations of John Mackay, Harold Kunik and William Smith as directors of the Company.
- (b) On July 5, 2016, the Company also announced that it had entered into a letter of intent with Aartha USA Inc. ("Aartha") pursuant to which the Company proposed to make an investment into Aartha and to acquire certain intellectual property rights related to patented technology held by Aartha relating to the design and development of redox flow battery technology. This letter of intent was subsequently extended to August, 15, 2016, but, no formal agreement was concluded between the parties and the letter of intent lapsed on that date.
- (c) On August 22, 2016, the Company announced that it had entered into a letter of intent with Anfield Resources Inc. ("Anfield") pursuant to which the Company proposes to acquire certain rights to vanadium by-products resulting from the production of uranium by Anfield at the Shootaring Canyon Uranium Mill located in Ticaboo, Utah. In consideration for issuing 3,000,000 common shares of the Company to Anfield, it is proposed that the Company will acquire the exclusive rights to evaluate the Shootaring Mill and to determine the feasibility of extracting vanadium from the by-products of planned uranium production by Anfield, from its current uranium claims, at the Shootaring Mill.
- (d) On August 22, 2016 the Company announced that it will conduct a non-brokered private placement of up to 13,000,000 units (each, a "Unit"), at a price of \$0.02 per Unit, for gross proceeds of up to \$260,000. Each Unit will consist of one common share of the Company, and one common share purchase warrant exercisable at a price of \$0.15 for a period of twenty-four months. All securities issued in connection with the private placement will be subject to a four-month-and-one-day statutory hold period.