Exito Energy II Inc. (formerly Capitalize Acquisition I Corp.)
Condensed Interim Financial Statements
March 31, 2014
(Unaudited)

Notice of No Auditor Review

Pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a), the condensed interim financial statements have been prepared by and are the responsibility of the Corporation's management. The Corporation's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Exito Energy II Inc. (formerly Capitalize Acquisition I Corp.)
Condensed Interim Statements of Financial Position

In Canadian Dollars	March 31, 2014 $	December 31, 2013 $
Assets		
Current assets		
Cash and cash equivalents *(note 4)*	610,919	613,778
Accounts receivable	4,836	4,362
Total assets	615,755	618,140
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities *(note 10)*	15,710	9,607
Total liabilities	15,710	9,607
Shareholders' Equity		
Share capital *(note 5)*	605,906	605,906
Contributed surplus *(note 5)*	106,070	106,070
Deficit	(111,931)	(103,443)
Total shareholders' equity	600,045	608,533
Total liabilities and shareholders' equity	615,755	618,140

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

	Three months ended March 31,	
In Canadian dollars	**2014** **$**	**2013** **$**
Expenses		
Filing fee	5,200	-
Office rent and supplies *(note 10)*	4,285	-
Professional fees *(note 10)*	1,000	-
Other	7	-
	10,492	-
Finance income – interest income	(2,004)	-
Total comprehensive loss	8,488	-
Loss per share *(note 7)*	0.00	NM[1]

[1] NM is defined as not meaningful to the financial statements

Exito Energy II Inc. (formerly Capitalize Acquisition I Corp.)
Condensed Interim Statements of Changes in Shareholders' Equity

In Canadian Dollars	Number of shares	Deficit $	Share Capital $	Contributed Surplus $	Total Equity $
Balance at December 31, 2012	1	(5,003)	1	5,002	-
Shares issued *(note 5)*	5,000,000	-	250,000	-	250,000
Shares cancelled *(note 5)*	(1)	-	(1)	-	(1)
Balance at March 31, 2013	5,000,000	(5,003)	250,000	5,002	249,999
Balance at December 31, 2013	10,000,000	(103,443)	605,906	106,070	608,533
Total comprehensive loss	-	(8,488)	-	-	(8,488)
Balance at March 31, 2014	10,000,000	(111,931)	605,906	106,070	600,045

The accompanying notes are an integral part of these financial statements

	Three months ended March 31,	
	2014	**2013**
In Canadian Dollars	**$**	**$**
Cash flows related to the following activities		
Operating activities		
Net loss for the period	(8,488)	-
	(8,488)	-
Net change in non-cash working capital relating to operating activities		-
Accounts receivable	(474)	(1,149)
Accounts payable and accrued liabilities	6,103	7,976
Cash used in operating activities	(2,859)	6,827
Financing activities		
Proceeds from issuance of common shares *(note 7)*	-	250,000
Shares cancelled *(note 7)*	-	(1)
Deferred financing costs paid *(note 7)*	-	(35,736)
Cash from financing activities	-	214,263
Increase in cash and cash equivalents	(2,859)	221,090
Cash and cash equivalents, beginning of period	613,778	-
Cash and cash equivalents, end of period	610,919	221,090
Supplemental cash flow information:		
Interest received	2,004	-

1. Incorporation and operations

Exito Energy II Inc. (formerly Capitalize Acquisition I Corp.) (the "Corporation") was incorporated under the laws of the Province of Alberta on November 11, 2010 and is based in Calgary, Alberta. The Corporation is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") and is listed on the Exchange under the symbol "EXI.P", having commenced trading on May 8, 2013. The principal business of the Corporation is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising an option or by any concomitant transaction. The purpose of such an acquisition will be to satisfy the related conditions of a qualifying transaction under the Exchange rules within two years of becoming a CPC (May 8, 2015). The address of the head office of the Corporation is 1350, 734 – 7^{th} Ave S.W. Calgary, Alberta.

The condensed interim financial statements of the Corporation for the three months ended March 31, 2014 were authorized for issue in accordance with a resolution of the Board of Directors on May 28, 2014.

In order to complete an acquisition or participate in an operation, additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon the ability of the Corporation to complete a qualifying transaction.

There is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Corporation's shares from trading.

2. Basis of preparation

Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 – Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS"). These condensed interim financial statements do not include all of the information required for full annual financial statements. The condensed interim financial statements should be read in conjunction with the Corporation's annual financial statements for the year ended December 31, 2013.

Basis of preparation

These condensed interim financial statements have been prepared using historical costs and fair values of certain items, as detailed in the accounting policies set out in Note 3 below. These policies have been applied consistently to all periods presented in these condensed interim financial statements.

Use of estimates and judgments

The preparation of condensed interim 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 interim condensed 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 condensed interim financial statements are disclosed in note 5 of the December 31, 2013 annual financial statements.

Functional and presentation currency

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

In Canadian Dollars

3. Summary of significant accounting policies and changes to accounting policies

These condensed interim financial statements have been prepared following the same accounting policies and methods of computation as described in note 4 of the Corporation's annual financial statements for the year ended December 31, 2013 and in the following supplemental disclosure. The disclosures provided below are incremental to those included with the annual financial statements and certain disclosures, which are normally required to be included in the notes to the annual financial statements, have been condensed or omitted.

Deferred financing costs

Financing costs related to proposed financings are recorded as deferred financing costs. These costs are deferred until the financing is completed, at which time the costs are charged against proceeds received. If the financings do not close, the costs will be charged to operations.

Changes in Accounting Policies

Effective January 1, 2014, the Company adopted, as required, amendments to IAS 32, "Financial Instruments: Presentation" ("IAS 32"). The amendments clarify that the right to offset financial assets and liabilities must be available on the current date and cannot be contingent on a future event. IAS 32 did not impact the condensed interim financial statements.

Future Accounting Pronouncements

There were no new or amended standards issued during the three months ended March 31, 2014 that are applicable to the Company in future periods. A description of standards and interpretations that will be adopted by the Company in future periods can be found in the notes to the annual Financial Statements for the year ended December 31, 2013.

4. Cash and cash equivalents

The proceeds raised from the issue of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing common shares or administrative and general expenses of the Corporation. These restrictions apply until the completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

5. Share capital

Authorized

The Corporation has authorized an unlimited number of voting common shares and an unlimited number of preferred shares.

Issued and outstanding common shares

	Number of Shares	Amount $
At December 31, 2012	1	1
Shares issued for cash – January 2013 (1)	5,000,000	250,000
Shares issued pursuant to the IPO (2)	5,000,000	500,000
Shares cancelled and returned to Treasury	(1)	(1)
Share issue costs (2)	-	(144,094)
At December 31, 2013	10,000,000	605,906
At March 31, 2014	10,000,000	605,906

In Canadian Dollars

(1) On January 16, 2013, the Corporation issued 5,000,000 shares to third parties and Directors of the Corporation at a price of $0.05 per share for gross proceeds of $250,000. Upon closing of the IPO these shares were deposited into escrow and will be released from escrow over a period of up to three years from the date that the Corporation completes a qualifying transaction. If the issuer resulting from the completion of a qualifying transaction meets the Exchange's Tier 1 initial listing requirements then the period for which these shares will be escrowed will be shortened to 18 months from the date of closing of the qualifying transaction. If the corporation fails to complete a qualifying transaction within 24 months of the closing of the IPO then all escrowed shares held by non-arm's length parties may be cancelled or discounted to create an average purchase price for these escrowed shares equal to the IPO subscription price per share.

(2) On May 7, 2013 the Corporation closed an initial public offering ("IPO") of 5,000,000 common shares at $0.10 per share for gross proceeds of $500,000. Share issue costs of $105,138 were paid related to the initial public offering. The fair value of the agent options granted as a result of the initial public offering, of $26,308 was recorded as share issue costs.

6. Share-based payments

The Corporation has adopted a stock option plan (the "Plan") which provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and employees of the Corporation, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares. Vesting terms will be determined at the time of grant by the Board of Directors.

A summary of the stock option plan transactions for the year ended December 31, 2013 are as follows (there were no stock option transactions prior to May 2013):

	Number of options	**Weighted average exercise price**
Outstanding at December 31, 2012	-	$ -
Options granted to directors and officers	1,000,000	0.10
Outstanding at December 31, 2013	1,000,000	0.10
Outstanding at March 31, 2014	1,000,000	$ 0.10

All options outstanding were issued on May 13, 2013, vested upon issuance and have a weighted average remaining contractual life of 4.1 years.

Agent compensation options

The Corporation issued agent options as compensation to agents to purchase common shares in conjunction with share issuances.

A summary of agent option transactions are as follows:

In Canadian Dollars

	Number of options	**Weighted average exercise price**
Outstanding at December 31, 2012	-	$ -
Options granted	500,000	0.10
Outstanding at December 31, 2013	500,000	0.10
Outstanding at March 31, 2014	500,000	$ 0.10

All agent options outstanding vested upon issuance and have a weighted average remaining contractual life of 1.1 years.

7. Loss per share

	Three months ended March 31, 2014	**2013**
Weighted average common shares outstanding	10,000,000	4,111,111
Diluted common shares outstanding	10,000,000	4,111,111

The basic and diluted loss per share amounts are the same, as the stock options and agent options were excluded from the dilution calculation, as they were anti-dilutive.

8. Income taxes

The net income tax provision differs from that expected by applying the combined federal and provincial income tax rates of 25.0% (2013 – 25.0%):

	Three months ended March 31, 2014 $	**2013 $**
Loss for the period before tax	8,488	-
Statutory tax rate	25.0%	25.0%
Expected income tax recovery	2,122	-
Permanent differences:		
Share issue costs for which no deferred tax asset was recognized	5,889	-
Change in unrecognized temporary difference	(8,011)	-
Income tax expense	-	-

The tax benefits of the following temporary differences have not been recognized for accounting purposes.

	March 31, 2014 $	**December 31, 2013 $**
Share issue costs	17,669	23,558
Loss carry forwards	21,071	13,060
	38,740	36,618

As at March 31, 2014 the Corporation has a non-capital loss carry-forward of $84,285 available to reduce future years' income for tax purposes. This non-capital loss carry-forward has not been recognized in the financial statements and will begin to expire in 2031.

9. Financial instruments and risk management

Fair value of financial instruments:

As at March 31, 2014, the Corporation's financial instruments consist of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities. The carrying values of these financial instruments approximate their fair values due to their short-term nature.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Corporation has no financial instruments recorded at fair value through profit and loss.

Risk management

The Corporation is exposed in varying degrees to a variety of financial instrument related risk.

- Credit risk - Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. Credit risk primarily arises from the Corporation's cash and receivables. The risk exposure is limited to their carrying amounts at the statement of financial position date.
- Liquidity risk - Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations and commitments as they become due. The Corporation manages liquidity through the management of its capital structure, as outlined in note 12 of the annual financial statements for the year ended December 31, 2013. The Corporation's liquidity risk arises as a result of its accounts payable and accrued liabilities.
- Interest rate risk - Interest rate risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market interest rates. The effect of interest rates increasing by 1% would have a minimal impact on the Corporation's results.
- Currency risk - The Corporation does not have any material exposures to financial instruments denominated in currencies other than the Canadian dollar.

10. Related party transactions

Pursuant to an Administration Services Agreement, Exito pays $1,429 per month to a corporation wholly owned by two directors of the Corporation for the use of office space, reception and boardrooms, equipment (including computers, telephones, vehicles, etc.), printing and all other necessary administrative functions and services required to permit Exito to review and evaluate potential Qualifying Transactions. During the three months ended March 31, 2014, $4,285 ($nil during the three months ended March 31, 2013) was paid in accordance with this arrangement.

During the three months ended March 31, 2014, $1,000 in professional fees ($1,150 during the three months ended March 31, 2013 in deferred financing costs) was incurred from a partnership, for accounting services relating to the preparation of financial statements, in which a Director of the Corporation is a Partner. There was $3,250 in accounts payable and accrued liabilities at March 31, 2014 ($2,250 at December 31, 2013) for such professional fees.

These transactions were incurred during the normal course of operations on similar terms and conditions to those entered into with unrelated parties. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.