

GreenBank Capital Inc.

**Audited Consolidated
Financial Statements**

Period from January 30, 2013
(date of incorporation)
to July 31, 2013

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of
GreenBank Capital Inc.

We have audited the accompanying consolidated financial statements of GreenBank Capital Inc. ("the Company"), which comprise the consolidated statement of financial position as at July 31, 2013 and 2012, and the consolidated statement of comprehensive loss, consolidated statement of changes in equity and consolidated statement of cash flows for the periods then ended and summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

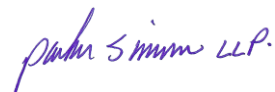
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of GreenBank Capital Inc. as at July 31, 2013 and 2012, and its financial performance and its cash flows for the periods then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, the accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As more fully described in the notes to these financial statements, the Company has not generated revenues to date and has incurred significant losses. These conditions raise substantial doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the outcome of this uncertainty.



November 28, 2013
Mississauga, Ontario

Licensed Public Accountants
Chartered Accountants

GreenBank Capital Inc.
Audited Consolidated Statement of Financial Position

(Expressed in Canadian Dollars)

<i>As at</i>	2013 <i>(Note 12)</i>	2012 <i>(Note 12)</i>
Assets		
Current Assets		
Cash	\$ 241,580	\$ -
HST recoverable	41,258	-
Prepaid expenses	29,682	-
	312,520	-
Exploration and Evaluation Assets <i>(Note 7)</i>	1,985,588	121,910
	\$ 2,298,108	\$ 121,910
Liabilities		
Current Liabilities		
Trade payables and accrued liabilities <i>(Note 9)</i>	293,338	-
Due to related parties <i>(Note 9)</i>	29,435	-
	322,773	-
Equity		
Units Proceeds Received by Zara Resources Inc., Units Not Issued <i>(Note 14)</i>	100,000	-
Convertible Preferred Shares of Zara Resources Inc. <i>(Note 8)</i>	520,500	124,449
Common Share Capital and Reserves <i>(Note 8)</i>	982,001	-
Deficit	(671,364)	(2,539)
Total Equity Attributed to GreenBank Capital Inc. shareholders	931,137	121,910
Non-controlling interests <i>(Note 11)</i>	1,044,198	-
	1,975,335	121,910
	\$ 2,298,108	\$ 121,910

Going concern *(Note 2)*

Approved by the Board:

/s/ Daniel Wettreich

Director

/s Mark Wettreich

Director

The accompanying notes are an integral part of these consolidated financial statements

GreenBank Capital Inc.
Audited Consolidated Statement of Comprehensive Loss
(Expressed in Canadian Dollars)

	Period from January 30, 2013 (date of incorporation) to July 31, 2013 (Note 12)	2012 (Note 12)
Operating Expenses		
Transfer agent fees	\$ 19,276	\$ -
Listing and filing fees	18,907	-
Shareholder information	4,902	-
Investor relations and market research	50,600	-
Professional fees	255,791	-
Consulting expense	36,000	-
Office and general	31,696	-
Write of exploration and evaluations costs	10,000	-
Stock-based compensation	397,600	-
Management fees	128,000	-
	952,772	-
Net loss and comprehensive loss	952,772	-
Attributed to:		
Equity holders of GreenBank Capital Inc.	671,364	-
Non-controlling interests (Note 11)	281,408	-
	\$ 952,772	\$ -
Loss per share attributed to equity holders of GreenBank Capital Inc. – basic and fully diluted	\$ (0.06)	\$ -
Weighted average number of shares outstanding	14,833,533	-

The accompanying notes are an integral part of these consolidated financial statements

GreenBank Capital Inc.
Audited Consolidated Statement of Changes in Equity

(Expressed in Canadian Dollars)

	Common Share Capital		Reserves		Common Share Capital and Reserves	Preferred Share Capital					Non-Controlling Interests	Total
	Number of Shares	Amount	Warrants	Options		Units	Number of Shares	Convertible Preferred Shares	Deficit			
Hadley Mining Inc –July 31, 2012 (Note 12)	-	\$ -	\$ -	\$ -	\$ -	\$ -	-	\$ -	-	\$ (2,539)	\$ -	\$ (2,539)
Issued for cash upon incorporation – January 30, 2013	-	\$ 1	\$ -	\$ -	\$ 1	\$ -	-	\$ -	-	\$ -	\$ -	\$ 1
Issued for non-cash consideration:												
Acquisition of common shares in Zara Resources Inc. and Hadley Mining Inc. (Note 8, 10)	25,711,457	428,400	-	-	428,400	-	-	-	-	-	-	428,400
Convertible Preferred Shares (Note 8)	-	-	-	-	-	-	520,500	520,500	-	-	-	520,500
Share-based compensation (Note 8)	-	-	-	397,600	397,600	-	-	-	-	-	-	397,600
Warrants issued by Zara Resources Inc. on private placement	-	-	122,000	-	122,000	-	-	-	-	-	-	122,000
Warrants issued by Zara Resources Inc. on debt settlement	-	-	34,000	-	34,000	-	-	-	-	-	-	34,000
Units proceeds received units not issued (Note 14)	-	-	-	-	-	100,000	-	-	-	-	-	100,000
Provided by non-controlling interests (Note 11)	-	-	-	-	-	-	-	-	-	-	1,325,606	1,325,606
Net loss for the period	-	-	-	-	-	-	-	-	-	(671,364)	(281,408)	(952,772)
Balance at July 31, 2013	25,711,457	\$ 428,401	\$ 156,000	\$ 397,600	\$ 982,001	\$ 100,000	520,500	\$ 520,500	\$ (671,364)	\$ 1,044,198	\$ 1,975,335	

The accompanying notes are an integral part of these consolidated financial statements

GreenBank Capital Inc.

Audited Consolidated Statement of Cash Flows

(Expressed in Canadian Dollars)

(Unaudited)

	Period from January 30, 2013 (date of incorporation) to July 31, 2013 (Note 12)		
			2012 (Note 12)
Operating Activities			
Net loss for the period	\$ (952,772)	\$	-
Adjustment to reconcile loss to cash flow from operations:			
Stock-based compensation	397,600		
Write-off of exploration and evaluation costs	10,000		
Settlement of trade debt with common share consideration (Note 8)	144,795		
Net change in non-cash working capital items:			
Trade payables and accrued liabilities	293,339		-
Prepaid expenses	(29,682)		-
HST recoverable	(41,258)		-
Cash Used In Operating Activities	(177,978)		-
Financing Activities			
Issuance of common shares	1		
Cash received from unit proceeds in advance	100,000		
Cash received on asset transfers to Hadley and Zara	300,000		-
Due to related parties	29,435		-
Cash Provided By Financing Activities	429,436		-
Investing Activities			
Additions to exploration and evaluation activities	(9,878)		-
Cash Used In Investing Activities	(9,878)		-
Increase in Cash	241,580		-
Cash at beginning of Period	-		-
Cash at End of Period	\$ 241,580	\$	-

The accompanying notes are an integral part of these consolidated financial statements

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 *(date of incorporation)* **to July 31, 2013**

(Expressed in Canadian Dollars)

1. Governing Statutes and Nature of Operations

GreenBank Capital Inc. ("GreenBank" or "the Company") was incorporated on January 30, 2013 under the laws of the Province of British Columbia. It was incorporated as a 100% subsidiary of Winston Resources Inc. ("Winston"). Pursuant to a February 7, 2013 plan of arrangement as detailed in Note 10, Winston distributed all of its shares in GreenBank to its Winston shareholders. The Company is engaged in the business of investing in Canadian small cap publicly listed companies. The Company is a public company whose common shares are listed for trading on the CNSX under the symbol "GBC". The head office of the Company is located at 208 Queens Quay West, Suite 2506, Toronto, Ontario M5J 2Y5.

The Company has a 49.0% interest in Hadley Mining Inc. ("Hadley") and a 38.04% interest in Zara Resources Inc. ("Zara"), which includes Zara's wholly-owned subsidiary Leo Resources Inc. Although Hadley and Zara are not legal subsidiaries of the Company, they have common directors and officers giving GreenBank effective control of Hadley and Zara. Therefore IFRS requires that Hadley and Zara be consolidated into these financial statements.

2. Going Concern Assumption

These financial statements have been prepared on the basis of accounting principles applicable to a going concern. The use of these principles assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. The Company is newly incorporated and has recently acquired its first exploration and evaluation assets ("E&E"), as such active exploration has not commenced. It is unknown whether the E&E contain reserves that are economically recoverable. As a newly incorporated Company, that is commencing active operations; it incurs operating losses, which casts doubt about the Company's ability to continue as a going concern.

The business of exploration involves a high degree of risk, as such there is no assurance that the Company's expected exploration programs will result in profitable mining operations. Until it is determined that the E&E contain mineral reserves or resources that can be economically mined, they are classified as exploration and evaluation assets. The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its E&E, and making the required payments pursuant to E&E share purchase agreements. The Company has yet to generate income and cash flows from its operations. There is no assurance that the Company will be able to obtain the external financing necessary to explore, develop and bring to commercial production its E&E. The Company has no proven history of profitability, which casts doubt as to whether the Company will be able to continue as a going concern should it not be able to obtain the necessary financing to fund working capital and capital expenditures. The ability of the Company to arrange such financing in the future depends in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

3. Basis of Presentation and Statement of Compliance

Statement of Compliance

These audited consolidated financial statements have been prepared in accordance with accounting policies in full compliance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

These audited consolidated financial statements were authorized for issuance by the Board of Directors of the Company on November 28, 2013.

Basis of Presentation

These audited consolidated financial statements have been prepared on a going concern basis, under the historical cost convention, except fair value through profit and loss assets which are carried at fair value, and have been prepared using the accrual basis of accounting, as explained in the accounting policies set out in Note 4.

Functional and Presentation Currency

These audited consolidated financial statements are presented in Canadian Dollars, which is also the functional currency of the Company.

4. Significant Accounting Policies

These financial statements have been prepared by management in accordance with IFRS. Outlined below are those policies considered particularly significant:

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its affiliates, of 38.04% owned Zara (including Zara's wholly-owned subsidiary Leo Resources Inc.) and 49.0% owned Hadley. The shareholdings are less than 50% in each case but the Company still maintains the practical ability to direct the relevant activities of each company as GreenBank has common directors and officers with Zara and Hadley. The financial statements of Zara and Hadley are consolidated into the GreenBank financial statements with minority interests deducted. On consolidation, all intercompany transactions and balances were eliminated.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

4. Significant Accounting Policies (Continued)

Business Combination

The acquisition of Hadley and Zara by the Company is a common control combination and as a result is scoped out of IFRS 3. A pooling of interests or merger accounting-type method is widely accepted in accounting for common control combinations under IFRS. Such a method is also prescribed under US generally accepted accounting practice (GAAP) (SFAS 141 Business Combinations paragraphs D11 to D18). Management considers this approach to be available through application of IAS 8.12, which allows management to consider the most recent pronouncements of other standard-setting bodies that use a similar conceptual framework in developing an accounting policy and where IFRS has no specific requirements. Under the SFAS 141 approach, the comparative periods are restated only for those periods in which common control existed.

Under a pooling of interests-type method, the acquirer accounts for the combination as follows:

- (i) The assets and liabilities of the acquiree are recorded at book value not fair value except that adjustments are recorded to achieve uniform accounting policies;
- (ii) Intangible assets and contingent liabilities are recognized only to the extent that they were recognized by the acquiree in accordance with applicable IFRS (in particular IAS 38);
- (iii) No goodwill is recorded. The difference between the acquirer's cost of investment and the acquiree's equity is presented separately within other comprehensive income on consolidation;
- (iv) Any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities (as adjusted to achieve uniform accounting policies);
- (v) Any expenses of the combination are written off immediately in the statement of comprehensive income; and
- (vi) comparative amounts are restated as if the combination had taken place at the beginning of the earliest comparative period presented.

Significant Estimates and Judgments

The preparation of these audited financial statements requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

4. Significant Accounting Policies (Continued)

Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates relate to impairment assessments of E&E, recoverability of HST and the valuation of share-based payments. The most significant judgements relate to the use of the going concern assumption in the preparation of the financial statements, the recognition of deferred income tax assets and liabilities, and the determination of the economic viability of exploration and evaluation assets.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be Individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

Deferred Income Taxes

Deferred income taxes are provided using the liability method on temporary differences at the end of each reporting period. These taxes represent the differences between the tax bases of the assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, the carry forward of unused income tax credits and unused income tax losses, to the extent that it is probable that taxable income will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the income tax rates that are expected to apply in the year in which the asset is to be realized or the liability is to be settled. The expected income tax rate utilized is based upon income tax laws that have been enacted or substantively enacted at the date of the statement of financial position.

Deferred income tax assets and liabilities are measured at the income tax rates that are expected to apply in the year in which the asset is to be realized or the liability is to be settled. The expected income tax rate utilized is based upon income tax laws that have been enacted or substantively enacted at the date of the statement of financial position.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

4. Significant Accounting Policies (Continued)

Deferred Income Taxes (continued)

The deferred income taxes related to equity transactions are recognized directly in equity and not in the statement of comprehensive income.

Deferred income tax assets and liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities, which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Impairment of Non-Financial Assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent, if any, of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, its carrying amount is reduced to its recoverable amount. An impairment loss is recognized in the statement of comprehensive income in the period of impairment, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash-generating unit in prior years.

Exploration and Evaluations Assets ("E&E")

E&E assets consist of exploration and mining concessions, options and contracts. Acquisition costs, lease costs and exploration costs are capitalized and deferred until such time as the property is put into production or the properties are disposed of either through sale or abandonment.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

4. Significant Accounting Policies (Continued)

E&E costs consist of:

- Acquisition of exploration properties;
- Gathering exploration data through topographical and geological studies;
- Exploratory drilling, trenching and sampling;
- Determining the volume and grade of the resource;
- Test work on geology, metallurgy, mining, geotechnical and environmental; and
- Conducting engineering, marketing and financial studies.

Equity Settled Share-Based Payment Transactions

The costs of equity settled transactions are recognized, together with a corresponding increase in equity, over the period in which the goods or services are received. The Company measures the goods or services received, unless that fair value cannot be estimated reliably. When the Company cannot estimate reliably the fair value of the goods or services received then the Company measures their fair value and the corresponding increase in equity by reference to the fair value of the equity instruments issued as payment.

Share Capital

Financial instruments issued by the Company are treated as equity only to the extent that they do not meet the definition of a financial liability. The Company's ordinary common shares are classified as equity instruments along with preferred shares issued by its subsidiaries. Incremental direct costs directly attributable to the issue of new shares are recognized in equity as reductions from the gross proceeds received from the issued shares.

Financial instruments

Fair value through profit or loss

Financial assets that are held with the intention of generating profits in the near term and derivative contracts that are financial assets, except for a derivative that is a designated and effective hedging instrument, are classified as held for trading. In addition, any other financial assets can be designated by the Company upon initial recognition as held for trading. These instruments are subsequently re-measured at fair value with the change in the fair value recognized in net income or expense during the period.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transactions costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

4. Significant Accounting Policies (Continued)

Financial instruments

Other financial liabilities:

Other financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost of a financial liability and of allocating interest and any transaction costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition.

Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. Available-for-sale financial assets are measured at fair value. Gains and losses are recognized in other comprehensive income and reported within the available-for-sale reserve within equity, except for impairment losses and foreign exchange differences on monetary assets, which are recognized in profit or loss. When the asset is disposed of or is determined to be impaired the cumulative gain or loss recognized in other comprehensive income is reclassified from the equity reserve to profit or loss and presented as a reclassification adjustment within other comprehensive income. Interest calculated using the effective interest method is recognized in profit or loss.

Reversals of impairment losses are recognized in other comprehensive income; except for financial assets that are debt securities which are recognized in profit or loss only if the reversal can be objectively related to an event occurring after the impairment loss was recognized.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statement 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 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

4. Significant Accounting Policies (Continued)

Loss Per Share and Comprehensive Loss Per Share

Comprehensive loss per share is calculated based on the weighted average number of shares issued and outstanding during the quarter or year, as appropriate. In the years when the Company reports a net loss and comprehensive net loss, the effect of potential issuances of shares under options and warrants would be anti-dilutive and, therefore, basic and diluted loss per share is the same. For the period ended April 30, 2013, all the outstanding options were anti-dilutive.

Foreign Currency Transactions

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The functional currency of each entity is the Canadian dollar.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation when items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of the monetary assets and liabilities denominated in foreign currencies are recognized in operations. The Company is not exposed to currency risks as it has no foreign currency denominated working capital balances or any other foreign currency activities.

Preferred Shares

In accordance with IAS 32, GreenBank has accounted for the Zara convertible preferred shares as equity as the preferred shares are non-redeemable and only convertible into common shares of Zara at Zara's option. The interest on the Zara Preferred are payable in common shares of Zara and are accrued and paid annually.

Future Accounting Policies

At the date of authorization of these Financial Statements, the IASB has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting period.

- IFRS 9 '*Financial Instruments: Classification and Measurement*' – effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.
- IFRS 10 '*Consolidated Financial Statements*' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.
- IAS 32 '*Financial instruments, Presentation*' – In December 2011, effective for annual periods beginning on or after January 1, 2013, IAS 32 was amended to clarify the requirements for offsetting financial assets and liabilities. The amendments clarify that the right of offset must be available on the current date and cannot be contingent on a future date.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

4. Significant Accounting Policies (Continued)

- IFRS 13 'Fair Value Measurement' - effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.

The Company has not early adopted these standards. The Company is currently assessing the impact the application of these standards may have on the consolidated financial statements of the Company.

5. Financial Instruments and Risk Management

The Company has designated its cash at fair value through profit and loss as Level 1 under the fair value hierarchy. Trade payables and accrued liabilities and due to related parties are classified as other financial liabilities whereby they are initially recognized at fair value and then measured at amortized cost.

Financial Risk Management Objectives and Policies

The Company is exposed to various financial risks resulting from both its operations and its investments activities. The Company's management manages financial risks. Where material, these risks will be reviewed and monitored by the Board of Directors. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes.

Financial Risks

The Company's main financial risk exposure and its financial risk management policies are as follows:

Market risk

Market risk is the risk of uncertainty arising primarily from possible precious metals and commodity market price movements and their impact on the future economic viability of the Company's projects and ability of the Company to raise capital. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating and exploration budgets accordingly

Fair value risk

Fair value risk is the potential for fair value fluctuations in the value of a financial instrument. The level of market risk to which the Company is exposed varies depending on market conditions, and expectations of future price and yield movements. The Company believes the carrying amounts of its financial assets and financial liabilities are a reasonable approximation of fair value.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

5. Financial Instruments and Risk Management (continued)

Liquidity risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. As at July 31, 2013, the Company had \$293,338 in cash. The Company anticipates having sufficient funds to pursue and evaluate new investment opportunities and meet its corporate and administrative expenses for the next twelve months. The Company will be seeking additional equity capital. There is no guarantee that market conditions will be conducive to raising such additional equity capital.

6. Capital Management

The Company's objective in managing capital is to ensure continuity as a going-concern and to safeguard its ability to continue its acquisition and exploration programs. The Company manages its capital structure and makes adjustment 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 issue new shares and acquire or sell mining properties to improve its financial performance and flexibility.

The Company defines its capital as its shareholder's equity. To effectively manage the Company's capital requirements, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has appropriate liquidity to meet its operating and growth objectives. As needed, the Company raises funds through private placements or other equity financings. The Company does not utilize long term debt as the Company does not currently generate operating revenues. There is no dividend policy.

7. Exploration and Evaluation Assets

	Balance at January 30, 2013 (date of Incorporation)	Property Acquisition Costs	Exploration Expenditures	Disposals	Balance at July 31, 2013
Ontario					
Riverbank	\$ -	\$ 358,000	\$ -	\$ -	\$ 358,000
Etamame	-	334,700	-	-	334,700
Pigeon River	-	700,000	2,400	-	702,400
Forge Lake	-	584,444	6,044	-	590,488
	\$ -	\$ 1,977,144	\$ 8,444	\$ -	\$ 1,985,588

Under the pooling of interests method, the balance in exploration and evaluation assets at July 31, 2012, represents the Hadley property Etamame in the amount of \$121,910.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

7. Exploration and Evaluation Assets (continued)

Riverbank

The property is located in Sachigo sub-province, Ontario. The Riverbank property consists of 8 unpatented mining claims covering approximately 1392 ha. Zara can obtain an initial 51% undivided interest in the Properties by incurring a minimum of \$1,600,000 in work expenditures by no later than December 31, 2014. Following that, Melkior has the right to elect to form a joint venture with Zara. Should Melkior not elect to form a joint venture on the Properties, Zara will have the option to acquire an additional 19% interest (for a total 70% undivided interest in the Properties) by incurring an additional \$1,000,000 in work expenditures on the Properties within twenty-four months

On January 23, 2013, Zara completed the acquisition of the 100% Riverbank claims from Melkior. The consideration was \$68,000 payable by the issuance of 225,000 common shares of Zara at a deemed price of \$0.10 per share and 455,000 non-voting 5% convertible Series A preferred shares of Zara at a deemed price of \$0.10 per share. The preference shares annual yield will be payable in common shares of Zara at the prevailing market price, and are convertible at the discretion of Zara into common shares of Zara at the market price at the time of conversion. Riverbank is also subject to a pre-existing 2% NSR.

Etamame

Etamame consists of 10 claim blocks totaling 142 claim units that have not previously been drilled. Winston acquired 100% of Hadley in July 2012, which owns 100% of the Etamame Lake Nickel Project located in the Lingman Lake Greenstone belt area about 38 kilometers south-west of Sachigo Lake in Northwestern Ontario. It also acquired a geophysical airborne survey (the "Airborne Survey") carried out over Etamame.

Pigeon River

On January 7, 2013, Zara acquired 100% of the Pigeon River claims from Pele Mountain Resources ("Pele") for a purchase price of \$700,000. The Pigeon River property is located in the Southern Province of the Precambrian Shield area of northern-western Ontario, and is located near Thunder Bay, Ontario. The property consists of 28 unpatented mining claims covering approximately 6,688 hectares.

The purchase price was paid by the issuance of 2,250,000 common shares of Zara at a deemed price of \$0.10 per share and 4,750,000 non-voting 5% convertible Series B preferred shares of Zara at deemed price of \$0.10 per share. The preference shares annual yield will be payable in common shares of Zara at the prevailing market price. The property is also subject to a 2% NSR of which 0.5% is granted to Pele and 1.5% is granted to 2212150 Ontario Inc. (operating as Vanex Exploration). The 2,250,000 Zara common shares were valued at \$225,000 and Series B non-voting convertible 5% preference shares of Zara were valued at \$475,000.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (*date of incorporation*) **to July 31, 2013**

(Expressed in Canadian Dollars)

7. Exploration and Evaluation Assets (continued)

Forge Lake

On April 16, 2013, Zara completed the acquisition of 100% of the Forge Lake Gold Project located in Ontario from Hudson River Minerals Ltd ("HRM") for the sum of \$583,010. Zara acquired the property by the purchase of all the rights, title and interest to that certain Mineral Exploration Agreement dated November 1, 2011 ("the Licence") between HRM and 3011650 Nova Scotia Ltd. ("Licensor"). The License is subject to an original 5 years with an extension for a further 5 years and the right to convert from a license into a lease with rights to enter commercial production. If the property goes into production, there is a 3.0% royalty, of which the first 1% can be purchased for \$1 Million and the second 1% can be re-purchased for \$1 Million for each 0.5%. As consideration, Zara issued HRM 5,715,780 common shares at a deemed price of \$0.10 per common share. The consideration is subject to an agreement whereby HRM distributes the shares to its shareholders within 18 months and until such time distribution takes place the shares cannot be sold and voting rights are to be exercised by Danny Wettreich, the CEO of Zara, under a voting rights agreement.

In addition, Zara issued 2% of the \$583,010 value to the Licensor or \$11,432 payable through the issue of 114,316 common shares during the period and guarantees three years of license and tax payments to the Licensor.

8. Share Capital

The Company's authorized share capital includes:

- (i) an unlimited number of common shares without par value;
- (ii) an unlimited number of \$1 non-voting preferred shares
- (iii) The Company's affiliate, Zara Resources Inc. ("Zara") has issued
455,000 non-voting 5% convertible Series A preferred shares, and
4,750,000 non-voting 5% convertible Series B preferred shares

The 5% annual yield on each series will be payable in common shares of Zara at the prevailing market price, and are convertible at the discretion of Zara into common shares at the market price at the time of conversion.

Under the pooling of interests method, the balance in the common share capital at July 31, 2012, represents the common share capital of Hadley in the amount of \$121,910.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

8. Share Capital (continued)

(i) Common

	Number of shares		Amount
Common shares issued for cash			
Upon incorporation – January 30, 2013	1	\$	1
Common shares issued for non-cash			
On acquisition of common shares of Zara and Hadley (Note 10)	25,711,457		428,400
Balance July 31, 2013	25,711,458	\$	428,401

(ii) Zara Non-Voting 5% Convertible Preferred Shares – Series A and B

	Number of shares		Amount
Issued for Non-Cash			
Series A - Exploration and evaluation assets (Note 7)	455,000	\$	45,500
Series B - Exploration and evaluation assets (Note 7)	4,750,000	\$	475,000
Balance July 31, 2013	5,205,000	\$	520,500

Stock Options

The Company has a stock option plan in place under which the Board of Directors may grant options to acquire common shares of the Company to qualified directors, officers, employees and other service providers. The stock options vest according to the provisions of the individual option agreements approved by the directors' resolutions and have a maximum life of ten years. The plan allows for the issuance of up to 10% of the number of issued and outstanding common shares of the Company at any time on a non-diluted basis.

The following table summarizes the activity in the Plan over the period.

	Fair Value	Number of Options	Weighted Average Exercise Price
Granted – December 28, 2012 (Zara.)	170,800	2,450,000	0.10
Granted – December 28, 2012 (Hadley)	170,800	2,450,000	0.10
Granted – May 30, 2013	26,000	2,500,000	0.05
Granted – June 21, 2013 (Zara)	30,000	400,000	0.12
Outstanding, July 31, 2013	\$397,600	7,800,000	\$ 0.085
Exercisable, July 31, 2013	\$397,600	7,800,000	

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

8. Share Capital (continued)

Stock Options (continued)

The fair value of \$397,600 was estimated using the Black-Scholes pricing model based on the following assumptions: dividend yield rate of 0%, forfeiture rate of 0%, volatility ranging from 105% to 109%, risk free rate ranging from 1.08% to 1.48%, and an executed life ranging from 2 to 5 years. At July 31, 2013, there were 7,800,000 vested options.

The following table sets out the details of the stock options granted and outstanding as at July 31, 2013:

Number of stock options		Remaining contractual life	Exercise price per share	Expiry Date
800,000	Zara	1.41 years	0.10	December 28, 2014
800,000	Hadley	1.41 years	0.10	December 28, 2014
1,650,000	Zara	4.41 years	0.10	December 28, 2017
1,650,000	Hadley	4.41 years	0.10	December 28, 2017
2,000,000		4.83 years	0.05	May 30, 2018
500,000		1.83 years	0.05	May 30, 2015
400,000	Zara	1.89 years	0.12	June 21, 2015
7,800,000		3.61 years	\$0.085	

9. Related Party Transactions and Remuneration

Related party transactions were in the normal course of operations and were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties. The amount of the due to related parties at July 31, 2013 in the amount of \$29,435 is comprised of a payable to a director in the amount of \$845, due to a private company controlled by a director in the amount of \$27,000 and due to Winston Resources Inc. of \$1,590 are payable on demand and is interest-free.

The Company incurred management fees expenses of \$128,000 to a private company controlled by an officer, for the provision of management services. As at July 31, 2013, the amount of \$144,640 was owed thereto and has been included in trade payables and accrued liabilities.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

10. Plans of Arrangement

- (i) On February 8, 2013, GreenBank entered into a Plan of Arrangement (the "Winston Plan") and acquired certain assets from Winston, its then parent company. Under the terms of the Winston Plan, GreenBank issued 25,711,457 common shares to Winston in exchange for 13,460,000 common shares of Zara and 12,250,000 common shares of Hadley. In addition, the Winston board of directors approved a spinoff to its shareholders 100% of its wholly-owned subsidiary GreenBank. The GreenBank common shares were transferred to Winston shareholders at the rate of one GreenBank share for every 2.567 Winston shares.

A special meeting of Winston shareholders was held on April 15, 2013 at which the shareholders voted and approved the Winston Plan. Court approval was also obtained and spin-off was completed shortly thereafter. The Company is no longer a subsidiary of Winston. On April 17, 2013, the Company announced its common shares were now listed on the CNSX under the symbol "GBC".

All costs and expenses of the transactions under the Winston Plan, including legal, financial advisory, regulatory, printing and mailing costs, were paid and borne by Winston.

- (ii) On March 20, 2013, the Company's affiliate Zara entered into a purchase agreement with its own subsidiary Leo Resources Inc. ("Leo") Under the terms of the Agreement, Leo agreed to purchase from the Zara, all of Zara's rights, interests, obligations and benefits of the Riverbank property ("Riverbank") for \$358,000. The Riverbank property consists of 8 unpatented mining claims comprising 87 claim units covering an area of approximately 1,392 hectares. The claims are located in the Kasabonika-McFauld's Greenstone Belt about 550 km northeast of Thunder Bay and 350 north of Geraldton, Ontario. Riverbank is subject to a pre-existing 2% NSR payable to Melkior Resources Inc. (TSXV: "MKR").

In consideration, Leo will issue 13,737,500 common shares of Leo to Zara at an attributed issue price of \$0.02606 per share for a total of \$358,000. In addition, as part of the Agreement, Leo will issue at closing to Zara, 100,000 Series A preferred shares for the sum of \$100,000 cash.

On March 20, 2013, Zara announced that its board of directors has unanimously approved a proposal to spin-off to its shareholders 100% of its shares in Leo. Following the spin-off, Leo will apply for listing its common shares on the CNSX. The spin-off will be transacted by way of a statutory plan of arrangement (the "Leo Plan") under the Business Corporations Act (British Columbia). Pursuant to the terms of the Leo Plan, Zara will distribute 13,737,500 common shares of Leo to holders of common shares of the Zara on the Share Distribution Record Date. Each Zara shareholder of record on the Share Distribution Record Date will receive 1 common share in the capital of Leo for every 2 common shares in the capital of Zara.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

10. Plans of Arrangement (continued)

A Special Meeting ("Meeting") of the Zara shareholders was held on May 14, 2013 at which time the shareholders voted to approve Leo Plan and a continuance of Zara into British Columbia. The spin-off is subject to numerous conditions including court approval, and completion of all regulatory filings. The continuance, once granted, will facilitate the spin off by way of statutory plan of arrangement under the Business Corporations Act of British Columbia. Subsequent to the period end, consent for the continuance was granted in Ontario and it is presently being processed in British Columbia. Upon completion of the spinoff, Leo will no longer be a subsidiary of Zara, and Zara will no longer have any interest in the Riverbank property. As a result, the Riverbank mineral properties asset in the amount of \$358,000 will be removed from the financial statements of Zara. The exploration expenditures recommended in the Riverbank NI43-101 Report with a budget of \$627,000 will then be the responsibility of Leo and will no longer be the responsibility of Zara, and Zara will no longer be required to raise further equity to finance such exploration expenditures. Leo will need to raise further equity to finance the recommended Riverbank exploration expenditures. Upon the distribution of the Leo common shares pursuant to the plan of arrangement, the shareholders of Zara will receive 100% of the shares of Leo, and GreenBank will thereby own approximately the same percentage of Leo as it currently owns in Zara. Consequently GreenBank will still own a similar pro rata interest in the Riverbank property through its interest in Leo as it currently owns through its interest in Zara. Accordingly, the impact on the financial statements of GreenBank will be minimal.

11. Non-Controlling Interests

	Hadley Mining Inc.	Zara Resources Inc.	Total
Share of net loss	\$ (58,238)	\$ (223,170)	\$ (281,408)
Contributions	221,700	1,103,906	1,325,606
Balance – July 31, 2013	\$ 163,462	\$ 880,736	\$ 1,044,198

12. Pooling of Interests

Under the pooling of interest method, the comparative figures are presented as if the entities had been combined for the period in which the merging entities were placed under common control. The consolidated statements of loss and cash flow for the period ended July 31, 2013 includes GreenBank from January 30, 2013 (date of incorporation) to July 31, 2013, Zara from October 9, 2012 (date of incorporation) to July 31, 2013, and Hadley from August 1, 2012 to July 31, 2013.

The July 31, 2012 statement of financial position represents only Hadley's statement of financial position as it was the only company in existence as at that date. Hadley had no operations for the year ended July 31, 2012, as such its deficit arose prior to the comparative period presented.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

13. Income Taxes

The Company's income tax provision differs from the amount resulting from the application of the Canadian statutory income tax rate. A reconciliation of the combined Canadian federal and provincial income tax rates with the Company's effective tax rate is as follows:

	2013
Loss before income taxes	\$ (952,772)
Combined statutory rate	26.50%
	(252,000)
Permanent differences, non deductible	107,000
Valuation allowance	145,000
	\$ -

The Company has \$93,000 in non-capital losses carry-forward expiring in 2033.

Deferred income tax assets

The tax effects of temporary differences that give rise to significant portions of future tax assets are as follows:

	2013
Mineral properties exploration	\$ 122,000
Non-Capital loss	23,000
Less: valuation allowance	(145,000)
	\$ -

14. Units Proceeds Received, Units Not Issued

On July 31, 2013, the Company's subsidiary, Zara, received \$100,000 proceeds in advance of an August 1, 2013 private placement of 833,333 Units at a value of \$0.12 per Unit. Each Unit consists of one Series C Preferred Share plus two common share purchase warrants ("Common Warrant"). Each Common Warrant is exercisable into one common share for cash consideration of \$0.18. These Common Warrants expire thirty-six months from their date of issue, being August 1, 2013.

GreenBank Capital Inc.

Notes to Audited Consolidated Financial Statements

Period from January 30, 2013 (date of incorporation) to July 31, 2013

(Expressed in Canadian Dollars)

15. Events after the Reporting Period

- (i) On August 2, 2013 the Leo Plan was approved by the Supreme Court of British Columbia and the purchase by Leo of Riverbank and the spin off to Zara shareholders was completed. Accordingly Leo is no longer a subsidiary of the Company and the Riverbank property is no longer owned by the Company. Leo was listed on the CNSX on August 16, 2013.
- (ii) On August 19, 2013 Zara announced its intention to offer to acquire shares of Visible Gold Mines Inc. ("Visible"), Greencastle Resources Ltd. ("Greencastle"), and Altai Resources Inc. ("Altai") (collectively the "Targets"). By take over bid circular dated August 26, 2013, Zara is offering to acquire Shares of the Targets in consideration of the issuance of Zara common shares as follows:

Target	Offer Price	Consideration Payable
Visible	\$0.05 per Visible Share	0.4167 Zara Shares
Greencastle	\$0.14 per Greencastle Share	1.667 Zara Shares
Altai	\$0.17 per Altai Share	1.4167 Zara Shares

The Offer is conditional on, among other things, there being validly deposited under the Offer and not withdrawn at the expiry time, such number of shares of the respective Targets that constitutes at least 50% plus one share, of the outstanding shares of the respective Targets, excluding in the case of Visible the shares beneficially owned by Zara and its related parties (if any).

- (iii) On August 26, 2013 the Company announced they retained the services of a third party corporation to provide information agent and advisory services in connection with the Company's simultaneous offers for 100% of Visible, Greencastle and Altai. The compensation upon closing of the acquisition is an estimated \$275,000.
- (iv) On September 13, 2013, the Bureau de Decision et de Revision (Quebec) ("BDR") issued a cease trade order on the Company's simultaneous bid for Visible, Greencastle and Altai pending correction and translation of all offer documents into French and review by the Autorité des marchés financiers ("AMF").
The Company is currently working on completing French versions of the offer documents at which time there is approval, the offers will be extended and shareholders of all target companies will be notified of the new expiry date.
- (v) On November 5, 2013, the Company announced that its directors approved a share consolidation of its common shares on the basis on one new common share for five old common shares to be effective on November 15, 2013.
- (vi) On November 27, 2013 the Company completed a non-brokered private placement with a director of the company consisting of 2,000,000 units at a price of \$.05 per Unit, for gross proceeds of \$100,000. Each unit consists of one common share and one common share warrant. Each warrant is exercisable for 36 months after closing at an exercise price of \$.05.