

Unaudited Condensed Interim Financial Statements of
ANCHOR CAPITAL CORPORATION
As At And For The Period Ended September 30, 2014
(Expressed in Canadian Dollars)

Notice of no Auditor Review – Financial Statements

Under National Instrument 51-102, Part 4, Subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Corporation have been prepared by and are the responsibility of the Corporation's management. The Corporation's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements.

ANCHOR CAPITAL CORPORATION
UNAUDITED CONDENSED STATEMENT OF FINANCIAL POSITION
As of September 30, 2014

ASSETS

| | | |
|-----------------------------------|-----------|-----------------------|
| CURRENT | | |
| Cash (note 2) | \$ | 51,017 |
| Deferred Financing Costs (note 3) | | <u>66,051</u> |
| TOTAL ASSETS | \$ | <u>117,068</u> |

LIABILITIES

| | | |
|--|----|--------|
| CURRENT | | |
| Accounts Payable and Accrued liabilities | \$ | 17,068 |

SHAREHOLDERS' EQUITY

| | | |
|---|-----------|-----------------------|
| SHARE CAPITAL (note 4) | | <u>100,000</u> |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$ | <u>117,068</u> |

The financial statements were approved and authorized for issue by the Board of Directors on November 28, 2014 and were signed on its behalf by:

"Darren Stark"
Darren Stark, Director

"Douglas Stuve"
Douglas M. Stuve, Director

The accompanying notes are an integral part of the financial statements.

ANCHOR CAPITAL CORPORATION
UNAUDITED CONDENSED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
For the period from incorporation on February 20, 2014 to September 30, 2014

| | Number of Shares | Amount of Share Capital | Accumulated Retained Earnings | Total Shareholders' Equity |
|---------------------------------------|---------------------|----------------------------|-------------------------------------|----------------------------------|
| Balance, February 20, 2014 | - | \$ - | \$ - | \$ - |
| Issuance of common shares for cash | 2,000,000 | 100,000 | - | 100,000 |
| Balance, September 30, 2014 | 2,000,000 | \$ 100,000 | \$ - | \$ 100,000 |

The accompanying notes are an integral part of the financial statements.

ANCHOR CAPITAL CORPORATION
UNAUDITED CONDENSED STATEMENT OF CASH FLOWS
For the period from incorporation on February 20, 2014 to September 30, 2014

| | |
|--|-------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | |
| Net income | \$ - |
| Changes in non-cash working capital items: | |
| Increase in Deferred financing costs | (66,051) |
| Increase in Accounts payable and accrued liabilities | <u>17,068</u> |
| NET CASH USED IN OPERATING ACTIVITIES | <u>(48,983)</u> |
| | |
| CASH FLOWS FROM FINANCING ACTIVITY | |
| Issuance of share capital | 100,000 |
| | <hr/> |
| NET CASH FROM FINANCING ACTIVITIES | <u>100,000</u> |
| | |
| CASH – BEGINNING OF PERIOD | - |
| | |
| CASH – END OF PERIOD | <u>\$ 51,017</u> |
| | |
| SUPPLEMENTARY DISCLOSURE OF CASH FLOW INFORMATION | |
| Income taxes paid | \$ - |
| Interest paid | \$ - |

The accompanying notes are an integral part of the financial statements.

1. NATURE OF OPERATIONS

Anchor Capital Corporation (the "Corporation") was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) on February 20, 2014 and is in the process of applying for status as a Capital Pool Corporation ("CPC") as defined pursuant to Policy 2.4 of TSX Venture Exchange Inc. ("TSX Venture"). The Corporation proposes to identify and evaluate corporations, businesses or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval. The Corporation has not commenced operations and as a result a statement of comprehensive income has not been presented. The registered office address of the Corporation is Suite 1600, 333 - 7th Avenue S.W., Calgary, Alberta T2P 2Z1.

As at September 30, 2014, the Corporation had no business operations and its only significant asset was cash. During the period from incorporation on February 20, 2014 to September 30, 2014, the Corporation did not enter into any agreements to acquire an interest in a business or assets. As a CPC, the Corporation's principal business will be the identification and evaluation of assets, properties or businesses with a view to acquisition or participation therein subject, in certain cases, to shareholder approval and acceptance by the TSX Venture. Where an acquisition or participation is warranted (the "Qualifying Transaction"), 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 obtain additional financing. There is no assurance that the Corporation will complete a Qualifying Transaction within twenty-four months from the date the Corporation's shares are listed on the TSX Venture, at which time the TSX Venture may suspend or de-list the Corporation's shares from trading.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation and Statement of Compliance*Statement of Compliance*

These condensed interim financial statements are unaudited and have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Measurement

These financial statements have been prepared on an accruals 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.

SIGNIFICANT ACCOUNTING POLICIES, *continued***Summary of Accounting Estimates and Assumptions**

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and

expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates. 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.

Functional and Presentation Currency

The financial statements are presented in Canadian Dollars, which is the Corporation's functional currency.

The Corporation's principal accounting policies are outlined below:

Cash

Cash is held in a lawyer's trust, which is comprised of proceeds from the issuance of share capital.

The proceeds raised from the issuance of share capital and from the initial public offering (the "Offering") 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 the 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 TSX Venture.

Deferred Financing Costs

Direct costs incurred to prepare the Prospectus and perform the Offering have been deferred and recognized as deferred financing costs. Upon completion of this offering, a charge against proceeds received will be made. Failure to complete the Offering will result in a charge to operations.

SIGNIFICANT ACCOUNTING POLICIES, *continued*

Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in the statement of comprehensive income except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Corporation intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Share Capital

Common shares are classified as equity. Costs directly attributable to the issuance of shares are recognized as a deduction from share capital.

Earnings per Share

Basic earnings (loss) per share is calculated by dividing the net earnings (loss) applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings (loss) per share is computed by dividing the net income (loss) applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

SIGNIFICANT ACCOUNTING POLICIES, *continued*

Non-Derivative Financial instruments

Non-derivative financial assets and liabilities 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 transferred substantially all risks and rewards of ownership. Non-derivative financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

At initial recognition, the Corporation classifies its financial assets in the following categories depending on the purpose for which the instruments were acquired.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Corporation's loans and receivables are comprised of cash and are included in current assets due to its short-term nature. Loans and receivables are initially recognized at the amount expected to be received less, when material, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through the profit or loss, or other financial liabilities, as appropriate.

The Corporation determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value. The Corporation's other financial liabilities include accrued liabilities. Subsequent to initial recognition, other financial liabilities are measured at amortized cost using the effective interest method.

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.

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- 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) for substantially the full term of the asset or liability; and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data and unobservable inputs supported by little or no market activity.

SIGNIFICANT ACCOUNTING POLICIES, *continued*

Stock Based Payments

Equity-settled share based payments for directors, officers and employees are measured at fair value at the date of grant and recorded as compensation expense in the financial statements with the offsetting amount recorded to contributed surplus. The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period of each tranche (graded vesting) based on the Corporation's estimate of shares that will eventually vest. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share based instruments.

Compensation expense on stock options granted to non-employees is measured based on the fair value of the goods or services received unless that fair value cannot be reliably measured. The fair value is measured at the date the entity obtains the goods or service.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a Black-Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

3. DEFERRED FINANCING COSTS

Deferred financing costs consist of professional fees and a corporate finance fee incurred related to the proposed public offering described in note 7. \$ 66,051

4. SHARE CAPITAL

Authorized

Unlimited number of common shares, voting, participating
Unlimited number of preferred shares, issuable in series

The preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series.

Issued and Fully Paid

2,000,000 common shares \$ 100,000

On February 20, 2014, the Corporation issued 2,000,000 common shares at a price of \$0.05 per share for gross proceeds of \$100,000.

SHARE CAPITAL, *continued*

Escrowed Shares

Pursuant to an escrow agreement dated as of March 15, 2014 among the Corporation, Alliance Trust Corporation and certain shareholders of the Corporation, 2,000,000 common shares, being all of the issued and outstanding common shares prior to the completion of the Offering, have been deposited in escrow. Upon the Corporation completing a Qualifying Transaction, as defined in Policy 2.4 of the TSX Venture, common shares held pursuant to the escrow agreement shall be released as to 10% immediately following the issuance of the bulletin of the TSX Venture announcing final acceptance of the Qualifying Transaction (the "Initial Release") and an additional 15% shall be released every six months commencing six months following the Initial Release.

Stock Option Plan

The Corporation has adopted an incentive stock option plan in accordance with the policies of the TSX Venture (the "Stock Option Plan") which provides that the Board of Directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation non transferable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding common shares. The options are exercisable for the period of up to ten (10) years. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. The Board of Directors determines the price per common share and the number of common shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of TSX Venture.

As at September 30, 2014, no stock options had been issued.

5. **FINANCIAL INSTRUMENTS**

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist of cash. The Corporation's cash is held within a trust account by a highly reputable law firm. Therefore, the Corporation does not believe it is currently exposed to any significant credit risk.

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 is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash in line with restrictions noted in Note 2. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

6. **MANAGEMENT OF CAPITAL**

The Corporation's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Corporation's capital management objectives are to safeguard its ability to continue as a going-concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets. The Corporation does not have any externally imposed capital requirements to which it is subject. 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.

7. **RELATED PARTY TRANSACTIONS**

There were no related party transactions during the period ended September 30, 2014.

8. **SUBSEQUENT EVENTS**

Stock Option Grants

The Corporation intends to enter into stock option agreements at the closing of the Offering granting stock options to officers and directors to collectively acquire 10% of the outstanding common shares of the Corporation, at a price of \$0.10 per share and expiring ten years from the date of grant.