

APPENDIX D

**MezzaCap Corporation
FINANCIAL STATEMENTS
DECEMBER 31, 2014 AND 2013**

THE MEZZACAP CORPORATION

FINANCIAL STATEMENTS

DECEMBER 31, 2014 AND 2013

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MEZZACAP CORPORATION
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2014 and 2013
(All Amounts are in CAD)

Management's Responsibility

To the Owner of MezzaCap Corporation. (the "**Corporation**"):

Management is responsible for the preparation and presentation of the accompanying consolidated financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

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

The Board of Directors is composed of Directors who may be neither management nor employees of the Corporation. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving financial information. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Board is also responsible for recommending the appointment of the Corporation's external auditors.

Wasserman Ramsey, an independent firm of Chartered Accountants, is appointed by the shareholders to audit the consolidated financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Board and management to discuss their audit findings.

May 18 , 2015

/s/Alfred Dobias
Chief Executive Officer

MezzaCap Corporation
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1. Nature of Organization and Going Concern

Description of the Business

MezzaCap was incorporated on October 15, 2013 in Austria (registered with FN 405032 k at the Commercial Court in Vienna, Austria) pursuant to the laws of Austria and has its registered office at Mooslackengasse 17, A-1190 Vienna, Austria.

MezzaCap's principal business is the development and operation of bitcoin/cryptocurrency projects as well as the hosting, development and operation of bitcoin and cryptocurrency related websites and online services. Currently MezzaCap operates more than 20 cryptocurrency sites and portals:

- **Pink Tussy's Coinworld** (www.pinktussy.co)- a Bitcoin Infotainment Portal with an affiliate system,
- **MezzaBank Finance Portal**(www.mezzabank.com) –
- **JokerTimes** (www.jokertimes.co) – a Bitcoin Lottery Portal,
- **Golden Coins** (www.goldencoins.co) – a Bitcoin gaming portal,

In addition to its own portal page, MezzaCap is involved as incubator into promising startups operating the following cryptocurrency websites:

- Coincheckin – a Bitcoin gaming site
- CoinDigger – a Bitcoin gaming site
- Dogecheckin – a Dogecoin gaming site
- Litecheckin – a Litecoin gaming site
- Coins4America – a free Bitcoin (faucet) site
- Coins4Games – a free Bitcoin (faucet) site

As of this portal strategy, the company has developed an ad broker – CoinAdvert (www.coinadvert.net) - who brokers with ad space from websites. For each mediated advertising space CoinAdvert receives a fee from the respective websites. The billing is done on "per view" or "per click" basis. This is similar to the Google AdSense approach.

Basis of Operations and Going Concern

These financial statements have been prepared in accordance with IFRS applied on a going concern basis, which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business,

2. Summary of Significant Accounting Policies

Statement of Compliance

The financial statements of the Company as at and for the year ended December 31, 2014 have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") in effect as of December 31, 2014.

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

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

Basis of Measurement

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

Use of Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the financial statements are disclosed in note 3.

Functional and presentation currency

These financial statements are presented in Euros, which is the Corporation's functional currency.

Cash and Cash Equivalents

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

Intangible Assets

Intangible assets acquired from third-parties are recognized at acquisition costs, amortization is accounted for to the extent that they were subject to wear and tear.

Intellectual Property

Investments in intellectual property represent acquired investments in domains and other intellectual properties related with the Bitcoin Business and are stated at acquisition cost.

Investments in joint ventures

Investments in joint ventures are accounted for at acquisition costs.

Securities (held for sale)

Securities for sale are accounted at market value.

The Company's wholly-owned subsidiary, Campus Loosdorf set up in 2014 at a nominal value of \$14,772 (€10.000*), concentrates on real-estate crowdfunding and is about to be sold at nominal value in the second quarter of this business year (therefore no consolidation was done for business year 2014).

Impairment assessment

At each financial position reporting date, the carrying amounts of the Corporations's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the assets are estimated in order to determine the extent of the impairment, if any. At Dec, 31, 2014, there were no indicators that suggested that the Corporations's assets were impaired.

Income Taxes

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

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Current Income Tax

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

Deferred Tax

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

Deferred tax liabilities:

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

Deferred tax assets:

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

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

Non-derivative Financial Instruments

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

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

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

Fair Value Through Profit or Loss

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

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

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

Loans and Receivables

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

Revenue recognition

The Corporation generates advertising revenues in operating Bitcoin websites on a global scale. Advertising revenue is accounted for when credited by Google AdSense and other Bitcoin advertising systems.

Cryptocurrency

Bitcoin expenses are accounted for at the exchange rate at the date of the purchase of the Bitcoin. Bitcoin revenue are accounted for at the exchange rate ruling at the date when the Bitcoins are transferred to the Corporation's wallet.

Other Financial Liabilities

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

Impairment of financial assets

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

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

The following is a summary of significant categories of financial instruments outstanding at December 31, 2014:

Cash and cash equivalents	Fair value through profit and loss
Sundry receivables	Loans and receivables
Accounts payable and accrued liabilities	Other financial liabilities
Notes payables	Other financial liabilities

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

Classification	Carrying Value	Fair value
Cash	2,686	2,686
Loans and receivables	2,407	2,407
Accounts payable and accrued liabilities	27,086	27,086
Other financial liabilities	310,902	310,902

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Fair Value Hierarchy

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

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

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

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

As of December 31, 2014 and 2013 cash and cash equivalents are measured at fair value and are classified within Level 1 of the fair value hierarchy.

Impairment of non-financial assets

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

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

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.

Recent Accounting Pronouncements

Unless otherwise noted, the following new and revised standards and amendments are effective for the annual periods beginning on or after January 1, 2014. Management is evaluating the impact the adoption of these standards and amendments will have on the financial position of the Corporation.

IFRS 9 - Financial Instruments

IFRS 9, "Financial Instruments" ("**IFRS 9**") was issued by the IASB in November 2009 and will replace IAS 39, "Financial Instruments: recognition and Measurement" ("**IAS 39**"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial assets is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having two categories: amortized cost or fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and contractual cash flow characteristics of the financial assets.

Requirements for financial liabilities were added to IFRS 9 in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value change due to credit risk for liabilities designated at fair value through profit and loss are generally recorded in other comprehensive income. This standard is effective for annual periods beginning on or after January 1, 2015.

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Foreign Exchange Rate

The statements were transferred from Euros into Canadian Dollars using the following foreign exchange rates (prevailing on December 31, 2014 and December 31, 2013, respectively):

2014: 1 Euro equaling 1.41319 Canadian Dollar

2013: 1 Euro equaling 1.47722 Canadian Dollar

3. Summary of Accounting Estimates and Assumptions

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

Fair Value of Financial Instruments

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

Income Taxes

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

4. Non Current Assets

Intellectual Property

Investments in intellectual property represent acquired investments in more than 15 domains and websites d operating in the Bitcoin Business

Investments in joint ventures

Investments in joint ventures represent acquisition costs for a 50% share of the following websites:

Coincheckin – a Bitcoin gaming site

CoinDigger – a Bitcoin gaming site

Coinadvert – a Bitcoin adbroker

Securities (held for sale)

The Company's wholly-owned subsidiary, Campus Loosdorf set up in 2014 at a nominal value of €10.000 (\$14,772), concentrates on real-estate crowdfunding and is about to be sold at nominal value in the second quarter of this business year (therefore no consolidation was done for business year 2014).

5. Long term debt

Convertibles

The long term debt are comprised of the cash advanced by third parties that are due on demand and are non-interest

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bearing loans, which can be converted on request by the lender in equity. The due date of the convertibles are September 30, 2018. The notice to convert the debt must be sent to the company as of December 31, 2017, at the latest.

As at December 31, 2014, there were \$310,902 (2013 - €324,988) in notes payable.

6. Capital Stock

The Capital stock of the Company amounting to \$ 14,132 (€ 10,000) is wholly owned by Mobileup GmbH, also located in Vienna Austria.

7. Business Development Expenses

	2014	2013
Cryptocurrencies spent	€ 17,987	Nil
Consulting expenses	154,462	- 259,478
	€ 172,449	259,478

8. Debt waiver

Mid October 2013 the Corporation bought domains and websites from Werner Boehm, a Bitcoin software developer for acquisition costs of \$ 259,508. As of December 31, 2013 Werner Böhm waived \$ 200,420 of his debt. In addition \$ 59,089 were transformed to a convertible bond.

As of December 31, 2014 Werner Boehm agreed again on a debt waiver and on compensation from future profits for payables of the Corporation amounting to \$ 107,402 (incurred in 2014).

Only if the Cash Flow of the Corporation would exceed a certain level during a two years period, \$ 107,402 will have to be repaid.

9. Related Party Transactions

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

As at December 31, 2014, the Corporation owed \$ 6,925 (2013 - €Nil) resulting from a short term loan from Campus Loosdorf GmbH (wholly owned subsidiary. In addition, the Corporation had a receivable from the holding company amounting to \$ 1,902 (2013 – €nil).

10. Income Taxes

The Corporation's effective income tax rate differs from the amount that would be computed by applying the combined federal and provincial statutory rate of 25% (2013 – 25%) to the net loss for the periods. The reason for the difference is as follows:

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	2014	2013
Statutory Rate	25%	25%
Loss before income taxes	\$ (10,162)	(62,994)
Recovery of income taxes based on statutory rate	(2,541)	(16,118)
Adjustment to income taxes:		
Non-deductible items		--
Change in deferred tax assets not recognized	2,541	16,118
Income tax recovery	\$ ---	---

The Corporation's deferred income tax asset, computed by applying a future federal and provincial statutory rate of 25% (2013 – 25%), comprises the following:

	2013	2013
Non-capital losses carried forward	16,118	
Deferred tax assets not recognized	(16,118)	
	\$ ---	---

Deferred tax assets have not been recognized because at this stage of the Corporation's development, it is not determinable that future taxable profit will be available against which the Corporation can utilize such deferred income tax asset.

11. Commitment

The Corporation has not entered in to any contract that requires a minimum payment.

12. Contingencies

From time to time, the Corporation may be exposed to claims and legal actions in the normal course of business, some of which may be initiated by the Corporation. As of December 31, 2014 and 2013, no material claims were outstanding.

13. Financial Instruments and Risk Management

Risk Management

In the normal course of business, the Corporation is exposed to financial risk that arises from its indebtedness, including fluctuations in interest rates and in the credit quality of its customers. Management's involvement in operations helps identify risks and variations from expectations.

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

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

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

Liquidity Risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The primary source of liquidity is net operating income, which is used to finance working capital and capital expenditure requirements, and to meet the Corporation's financial obligations associated with financial liabilities.

Additional sources of liquidity are debt and equity financing, which is used to fund additional operating and other expenses and retire debt obligations at their maturity.

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.

Obtaining long-term debt with fixed interest rates minimizes interest rate cash flow risk.

The Corporation does not trade in financial instruments and is not exposed to and significant interest rate price risk.

Market Risk

Market risk is the risk that changes in market price, such as foreign exchange rates, commodity prices, and interest rates will affect the Corporation's net income or the value of financial instruments. These risks are generally outside the control of the Corporation. The objectives of the Corporation are to mitigate market risk exposure within acceptable limits, while maximizing returns.

Credit Risk

Credit risk related to accounts receivable arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. The Corporation mitigates this risk by regularly monitoring the financial health and aging of any amounts due from its debtors.

As of the date of these financial statements the Corporation's only debtors are the government of Canada for the harmonized goods and services ("HST") receivable and therefore the Corporation does not believe it is currently exposed to any significant credit risk and related party balances.

Commodity Risk

The nature of the Corporation's operations results in exposure to fluctuations in commodity prices. As at December 31, 2014, the Corporation did not have any significant exposure to derivative financial instrument agreements or fixed physical contracts. The Corporation is particularly exposed to the risk of movements in the price of base metals. Declining market prices for base metals could have a material effect on the Corporation's future profitability and ability to raise capital if and when required, and the Corporation's current policy is not to materially hedge its exposure to base metals in order to provide a more direct exposure for shareholders.

Currency Risk

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. At December 31, 2014 and 2013, the Corporation did not have any foreign denominated currencies.

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Other Price Risk

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

Fair Values

Financial instruments include cash, sundry receivable, and accounts payable and accruals. The carrying values of these financial instruments approximate fair value due to the short term nature of financial instruments.

14. Capital Management and Liquidity

The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue as a going concern in order to pursue the business activities maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

The Corporation's strategy is to satisfy its liquidity needs using cash on hand, cash flows generated from operating activities and through its revolving advances facility. Revenue, available cash balances, draws on the revolving advances credit facility and financing of indebtedness are the Corporation's principal sources of capital used to pay operating expenses and recurring capital and leasing costs in its business.

The principal liquidity needs for periods beyond the next twelve months are for non-recurring capital expenditures, development costs and potential mining expansion. The Corporation's strategy is to meet these needs with one or more of the following:

- Cash flows from operations;
- Private placements via convertible debts;
- proceeds from sales of assets; and
- revolving advances facility.

The following table presents the contractual maturities of the Corporation's financial liabilities as at December 31, 2014:

		Payments by Periods			
	Total	< 1 Year	1 - 3 Years	4 - 5 Years	After 5 Years
Accounts payable and accrued liabilities	\$ 15,939	15,939	---	---	---
Long-term debts/convertibles	\$ 310,902		---	310,902	---

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15. Financial Instruments

The Corporation's operations expose the Corporation to market risk, credit risk, and liquidity risk. The Corporation manages its exposure to these risks by operating in a manner that minimizes these risks. Senior management employs risk management strategies and policies to ensure that any exposure to risk is in compliance with the Corporation's business objectives and risk tolerance levels. The Board of Directors has overall responsibility for the establishment and oversight of the Corporation's risk management framework. The Board has established policies in setting risk limits and controls and monitors these risks in relation to market conditions.

Fair Value of Non-Derivative Financial Instruments

Fair value is the amount that willing parties would accept to exchange a financial instrument based on the current market for instruments with the same risk, principal and remaining maturity. The fair value of interest bearing financial assets and liabilities is determined by discounting the contractual principal and interest payments at estimated current market interest rates for the instrument. Current market rates are determined by reference to current benchmark rates for a similar term and current credit spreads for debt with similar terms and risk. The carrying value and fair value of financial instruments being of equal value are as follows:

	2014	2013
Financial assets		
Cash and cash equivalents	\$ 2,686	11,239
Sundry receivable and deposits	504	501
Related party receivables	1,903	0
Financial liabilities		
Accounts payable and accrued liabilities	20,161	1,857
Notes payable	310,902	324,988
Related party payable	6,925	-

(b) Fair Value Hierarchy

The Corporation values instruments carried at fair value using quoted market prices, where available. Quoted market prices represent a Level 1 valuation. When quoted market prices are not available, the Corporation maximizes the use of observable inputs within valuation models. When all significant inputs are observable, the valuation is classified as Level 2. Valuations that require the significant use of unobservable inputs are considered Level 3.

The following table outlines financial assets and liabilities measured at fair value in the consolidated financial statements and the level of the inputs used to determine those fair values in the context of the hierarchy as defined above:

	Level 1	Level 2	Level 3	Total
Assets				
Cash and cash equivalents	\$ 2,686	---	---	2,686
Sundry receivables	---	504	---	504
Related party receivable	---	1,903	---	1,903
Total Assets	\$ 2,686	2,407	---	5,093

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	Level 1	Level 2	Level 3	Total
Liabilities				
Accounts payable and accrued liabilities	\$ 20,161	- - -	- - -	20,161
Related party payables	- - -	6,925	- - -	6,925
Total liabilities	<u>\$ 20,161</u>	<u>6,925</u>	<u>- - -</u>	<u>27,086</u>

Level 3 fair values are based on a number of valuation techniques other than observable market data. There are no level 3 values currently recorded on the balance sheet of the Corporation. .