

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Winning Brands Corporation

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 92 Caplan Avenue, Suite 134
Address 2: Barrie, Ontario
Address 3: Canada L4N 0Z7
Phone: (705) 737-4062
Email: jean@winningbrands.ca
Website(s): (General) www.WinningBrands.com
(CEO Weblog) www.WinningBrandsCorporation.com/blog
(Government) www.WinningBrandsGOV.com
(Lead Product) www.1000Plus.ca
(Facebook) www.Facebook.com/1000PlusStainRemover

IR Contact

Address 1: Jean Wursten-May
Address 2: Winning Brands Corporation
Address 3: 92 Caplan Avenue, Suite 134
Phone: (705) 737-4062
Email: jean@winningbrands.ca
Website(s): www.WinningBrands.com

3) Security Information

Trading Symbol:	WNBD	
Exact title and class of securities outstanding:	Common Shares	
CUSIP:	975012105	
Par or Stated Value:	\$0.001	
Total shares authorized:	5,000,000,000	as of: September 30, 2013
Total shares outstanding:	22,901,786	as of: September 30, 2013

Additional class of securities (if necessary):		
Trading Symbol:	Not Applicable	
Exact title and class of securities outstanding:	Preferred Shares	
CUSIP:	Not Applicable	
Par or Stated Value:	\$0.001	
Total shares authorized:	10,000,000	as of: September 30, 2013
Total shares outstanding:	10,000,000	as of: September 30, 2013

Transfer Agent

Name: Island Stock Transfer
Address 1: 15500 Roosevelt Boulevard, Suite 301
Address 2: Clearwater, Florida 33760
Phone: (727) 289-0010

Is the Transfer Agent registered under the Exchange Act?* Yes: X No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

Partial Deposit Restriction - DTC

Describe any trading suspension orders issued by the SEC in the past 12 months.

Not Applicable

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Reverse Split: Common Stock April 25, 2013 500:1

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

2013 Q1 & Q2, 2012 and 2011 Activity See Shareholder Equity section of prior filed financial statements (and reflected by aggregate in current filing).

Q3 2013 Specifically:

B. Any jurisdictions where the offering was registered or qualified;

Delaware, New York

C. The number of shares offered;

7,275,000

D. The number of shares issued;

7,275,000

E. The price at which the shares were offered, and the amount actually paid to the issuer;

1,900,000 @ .00105 WHC Capital LLC	Debt Conversion	Free Trading
820,000 @ .00200 WHC Capital LLC	Debt Conversion	Free Trading
805,000 @ .00200 GEL Properties LLC	Debt Conversion	Free Trading
3,750,000 @ .00100 D. Gallace	Financing Fees	Restricted

F. The trading status of the shares;

Free Trading and Restricted

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Yes, where applicable.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

Financial Statements Attached.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. Description of the issuer's business operations;

Winning Brands Corporation is the manufacturer-of-record of advanced cleaning solutions with a focus on environmental responsibility.

Production is carried out by contract co-packers in North America who meet the necessary qualifications. These arrangements are made through Winning Brands' wholly owned subsidiary Niagara Mist Marketing Ltd., also located at Winning Brands headquarters, 92 Caplan Avenue, Suite 134, Barrie, Ontario.

Subcontracting arrangements permit Winning Brands and Niagara Mist to focus on administrative management of the brands, including marketing, regulatory compliance, R&D planning and corporate governance.

The combined, consolidated financial statements of Winning Brands Corporation also include its subsidiary Niagara Mist Marketing Ltd and an Ontario private corporation, XMG Corporation, which has common affiliate ownership and voting control, and which formerly carried out distribution of 1000+ Stain Remover. XMG has transferred almost all account activity to Niagara Mist since the merger of Niagara Mist Marketing Ltd and Winning Brands Corporation as at January 1, 2006. It is anticipated that this divestiture will continue as customers consent to the complete transfer.

The combined operations of these three entities is referred to as Winning Brands. The intellectual property arising from the conduct of Winning Brands' work resides with the wholly owned subsidiary, Niagara Mist Marketing Ltd.

In Q3 2013 the principal brands were 1000+ Stain Remover, CLEAN1 Hard Surface, KIND Laundry Products, ReGUARD4 Bunker Gear Cleaner for firefighters, TrackMoist track conditioner and dust suppressant, Laundry Miracle and The Soap Factory sub-brands. They are sold in a variety of retailers in Canada, the USA and internationally, including participating Walmart, Home Depot, Lowe's, Canadian Tire, Home Hardware, Do it Best, Duane Reade and independent stores belonging to the Benjamin Moore chain, True Value, Ace Hardware and others. Winning Brands is also listed with and possesses contract rights with the United States General Services Administration and Department of Defense.

Extensive ongoing description of operational goals of Winning Brands are provided for shareholders at the Winning Brands CEO Weblog www.WinningBrandsCorporation.com/blog which should be considered a source of public disclosure under SEC fair disclosure guidelines. The Investor Page at the company's corporate website www.WinningBrands.com provides further disclosure by means of FAQ.

Winning Brands is not financially self-sufficient. The company requires access to investment capital in order to meet its operating needs, although its annual operating losses have declined every fiscal reporting year since 2009, with quarterly variations within each year.

In Q3 2013 the company had a core group of 4 operational personnel, with sub-contract arrangements where necessary to augment the work of the 4. Staff infrastructure of distributors and manufacturing partners considerably expands the operational basis of Winning Brands beyond core personnel.

The primary business objective of Winning Brands is to earn household name stature for its lead products and a "favourite in category" standing amongst customers who have first-hand experience with the products. This objective is difficult to achieve in a competitive marketplace dominated by well-known brands whose resources surpass new entrants in every operational area of activity.

Despite the existence of such substantial competitors, the cleaning products sector remains a viable place in which spirited independent brands can operate. This is because of the wide range of available points of sale, the low cost for customers to discover alternative brands, the relatively low barriers to entry, the dynamic nature of consumer tastes and preferences, rapid technological development in basic chemistry and the need by the largest competitors to confine their operations to brands with very high dollar turnover in order to cover very high overhead costs. For these reasons, a fragmented landscape exists within the cleaning sector.

In the opinion of management, Winning Brands' viability cannot be determined by analysis of historical sales volume because key breakthroughs can occur at any time and act as tipping points. This could consist of listing by substantial national banners or earning the reputation of being an above average performing SKU within existing banners (thus qualifying for co-op marketing programs or other relationship benefits).

Until Winning Brands achieves self-sufficiency and substantial sales, quarterly results will vary widely with circumstances that are unique to each quarter.

In Q3 2013, the company's sales of \$107,844 grew by \$61,453 over the Q2's figure of \$46,391. This is still lower than Q3 2012 of \$147,426 reflecting the effect of reduced marketing and the lingering impact of production backorders. However, conversion of backorders to delivered sales is improving. This is discussed extensively at the Winning Brands CEO Weblog www.WinningBrandsCorporation.com/blog. Unfilled orders at the end of Q3 represented approximately \$50,000 of unrealized revenue. If it had been possible to fill these orders when received in Q3, sales in Q3 would have exceeded Q3 2012. Experimental purchase order financing plans that minimize fees & interest yet are still operationally flexible continue to be tried and have contributed to the Q3 improvement in deliveries. It is not likely that sales by the end of 2013 will meet the 2012 sales figure, however in the opinion of management the net operating result may still be improved relative to the preceding year due to continued effective cost reductions.

In terms of operating deficits, the company's financial performance is again better than the preceding year. The Q3 2013 net loss of \$113,643 was an improvement over the Q3 2012 net loss of \$207,939 by \$94,296. The 2013 Net Loss YTD of \$428,780 is an improvement of \$214,242 from the same period last year of \$643,022.

The sustained trend of reduced losses has continued every year since 2009. This increases the likelihood of profitability if sales grow sufficiently, by lowering the break-even point. Operating costs are presently as low as practical while maintaining a professional presence in retail environments. Improved efficiencies are continuously evaluated.

Management intends to permanently convert those present liabilities which generate interest costs into equity, amongst co-operating parties, particularly where compound interest occurs. The use of 3(a)10 court sanctioned equity conversion can substantially reduce accruing interest and will be proceeded with as soon as possible. The net result of this implementation will be a significant reduction in interest, and compound interest costs, improving the bottom line.

Management will be reducing certain Accounts Receivable by the end of 2013 to provide compensation to key distributors who have carried out market development work in new territories, which work will be recognized as a marketing expense, incurred to establish a presence in those new territories. The charge will be applied to Accounts Receivable in an amount to be determined through evaluation of the distributors' work on a dollars for value basis.

Sales momentum in 2013 has suffered primarily because difficulty in accessing working capital has slowed or paused a variety of marketing initiatives and inventory-build. In the opinion of Management, when access to working capital improves, sales momentum will recover through increased product exposure and faster deliveries. Completion of registration with the SEC and elevating the quotation tier for WNBD to the OTCQB platform will facilitate access to working capital under more favourable terms than previously was the case. Completion of the registration application only requires the receipt of specifically targeted bridge financing for this purpose; which financing is being negotiated presently.

Q3 Highlights include:

- Approval for Orgill E-drop Ship Program
- Successful transition to new premises arrangements offering better facilities at lower cost
- Resumption of production
- Attendance at Home Hardware Dealer Market for launch of new packaging

B. Date and State (or Jurisdiction) of Incorporation:

May 9, 1995

C. The issuer's primary and secondary SIC Codes;

28410000 Soap and Other Detergents

D. the issuer's fiscal year end date;

December 31

E. Principal products or services, and their markets;

In Q3 2013 the principal brands were 1000+ Stain Remover, CLEAN1 Hard Surface, KIND Laundry Products, ReGUARD4 Bunker Gear Cleaner for firefighters, TrackMoist track conditioner and dust suppressant, Laundry Miracle and The Soap Factory sub-brands. They are sold in a variety of retailers in Canada, the USA and internationally, including participating Walmart, Home Depot, Lowe's, Canadian Tire, Home Hardware, Do it Best, Duane Reade and independent stores belonging to the Benjamin Moore chain, True Value, Ace Hardware and others. Winning Brands is also listed with and possesses contract rights with the United States General Services Administration and Department of Defense.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The issuer utilizes facilities of three types:

- a) Administrative office space for issuer's own use;
- b) Commercial Warehousing; and
- c) Informal use of strategic partner resources.

Administrative

As an opportunity to both reduce costs and upgrade amenities, in Q3 the issuer has joined a business service centre location at 92 Caplan Avenue, in Barrie, Ontario - with shared reception, extensive meeting facilities, adjacent shipping/printing provider and flexible month-to-month lease terms. Space utilized, and service costs, can be scaled-up or down as required. Additional off-site administration is carried out at premises rented on a month-to-month as an interim measure until the new business service centre arrangements are evaluated. The net saving to the company of this arrangement is approximately \$18,000 per year compared with the prior lease, before taking into account the escalation of Victoria Street lease costs that were imminent.

Warehousing

Commercial warehouse facilities provide the issuer with low cost storage and logistics resources for shipping on a basis that is flexible and professional. Winning Brands utilizes such facilities in Ontario and New York State.

Other

The issuer has the use of office facilities at the locations of its distributors, who are strategic partners. This includes use of meeting rooms, training resources, telephone, fax equipment and internet. There is no cost to the issuer for this arrangement with distributors.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

CEO, Chairman, Director Winning Brands Corporation, Director of subsidiary Niagara Mist: F.N. (Eric) Lehner, B.A. (Economics) Served as CEO Winning Brands Corporation as at January 1, 2006. Prior employment 5 years: (and contemporaneous to date): CEO Niagara Mist from December 31, 2004 and XMG Corporation May 9, 2001. For clarity, Mr. Lehner is currently CEO of the three organizations; the issuer, the issuer's subsidiary, Niagara Mist, and XMG, the issuer's former master distributor for one of the issuer's products. Mr. Lehner's CEO position in the other organizations pre-dates his newer role as CEO of the issuer, but continues. Beneficial owner of 108,740 common shares and beneficial owner of 50+% of Preferred Shares. Mr. Lehner exercises effective voting control over the corporation. His compensation in 2012 was \$ 45,000.

Retiring President and Former Director of issuer subsidiary Niagara Mist, Former Director XMG: Wilhelm (Bill) Kaethler. B.A. Served as stand-by President since 2005. The purpose was to provide contingent continuity in the event of the incapacity of Mr. Lehner until such time that operations matured sufficiently that internal expertise could be relied upon for continuity. Mr. Kaethler has had no operating responsibilities since 2005. Formalized resignation of Mr. Kaethler followed from a reorganization of management. Prior employment 5 years: Executive Director of Real Life Inc. – a licensed group home providing supervision and care to children who are wards of the Province of Ontario. Beneficial owner of 27,185 common shares. His appearance in this section previously arose from his stand-by capacity. Accordingly, Mr. Kaethler will not appear in this section in future filings. Mr. Kaethler is not now, and has not been for a period of greater than 90-days, a control person or affiliate for purposes of Rule 144.

CFO: Michael (Mike) Kostrich, CPA, C.A. Mr. Kostrich has served as part-time CFO from January 1, 2006 from his own Chartered Accountancy office. Beneficial owner 200 common shares with an accrual of compensation based on quantity of work, which is included in Accounts Payable. Mr. Kostrich is not an affiliate for purposes of Rule 144. His inclusion in this section arises from his certification of financial statements.

Partial Holder of Control Position: Clifford Lorne (Lorne) Kelly. Served in sales and training capacities January 1, 2006 to operational retirement in mid-2011. Mr. Kelly is presently engaged other independent business pursuits. Owner of 53,170 common shares and indirect voting rights for 20% Preferred Shares. His former Presidency of XMG corporation has not been renewed since retirement. No director or officer responsibilities. His inclusion in this section arises from the indirect influence in minority voting of greater than 10%.

Note: The issuance of restricted shares to D. Gallace, an individual with no management role or operational responsibilities, in recognition for providing direct financing, does not constitute a control position as the shares are not tradable amongst issued common and represent less than 5% vote taking into account both classes of shares.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

No.

B. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Greater than 50% Preferred and less than 1% Common

Eric Lehner

c/o XMG Corporation, 92 Caplan Avenue, Suite 134 Barrie, Ontario, Canada L4N 0Z7

20% Preferred and less than 1% Common

Lorne Kelly

c/o XMG Corporation, 92 Caplan Avenue, Suite 134, Barrie, Ontario, Canada L4N 0Z7

16.37% Restricted Common, Less than 5% Voting

D. Gallace

9848-76 St., Edmonton, Alberta, Canada T6E 1K5

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name:

Services are provided on a situational basis, rather than by general retainer.

Accountant or Auditor

Name:

Michael Kostrich, CPA, CA
Michael Kostrich Chartered Accountant Professional Corporation
11 Victoria Street, Suite 220
Barrie, Ontario L4N 6T3
(705) 733-9950
mike@kostrich.ca

Investor Relations Consultant

Winning Brands Internal Operation

Other Advisor:

Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

None

(Issuer Certifications Next Page)

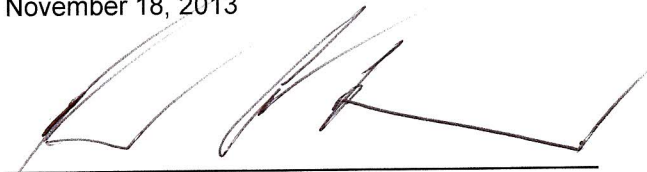
10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

I, Eric Lehner, CEO, certify that:

1. I have reviewed this quarterly disclosure statement of Winning Brands Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 18, 2013



Eric Lehner, CEO

I, Michael Kostrich, CFO, certify that:

- 1 I have reviewed this quarterly disclosure statement of Winning Brands Corporation;
- 2 Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September November 18, 2013



Michael Kostrich, CFO

Winning Brands Corporation
Combined Consolidated Financial Statements
(Unaudited)
for the Three and Nine Months Ended
September 30, 2013

Winning Brands Corporation
Combined Consolidated Balance Sheet
(Unaudited)

as at September 30, 2013

(with comparative figures as at Sept 30, 2012)

	Sept 30, 2013	Sept 30, 2012
Assets		
Current:		
Cash	\$ 14,175	\$ 2,112
Accounts receivable	195,677	137,969
Inventories	91,578	131,843
Prepays	<u>37,616</u>	<u>54,245</u>
	339,046	326,169
Subscriptions Receivable - Restricted Shares (Note 2)	230,876	233,825
Advances Receivable (Note 3)	186,745	189,131
Property, Plant & Equipment (Note 4)	21,955	31,372
Trade Secret Formulations & Trademarks (Note 5)	<u>1</u>	<u>1</u>
	<u>\$ 778,623</u>	<u>\$ 780,498</u>
Liabilities		
Current:		
Accounts Payable & Accruals	\$ 1,173,214	\$ 993,718
Loans Payable - Inventory & Working Capital - 2008 to present (Note 6)	851,448	581,123
Loans Payable - Working Capital - 2006 & 2007 (Note 7)	<u>103,302</u>	<u>123,072</u>
	2,127,964	1,697,913
Loans Payable - Brand Development (Note 8)	<u>1,303,695</u>	<u>1,261,015</u>
	<u>3,431,659</u>	<u>2,958,928</u>
Stockholders' Deficiency		
Preferred stock	10,000	10,000
Common stock	4,860,946	4,191,040
Additional paid-in capital	4,507,808	4,463,568
Accumulated deficit	(11,687,339)	(10,475,688)
Accumulated foreign currency translation adjustment	<u>(344,451)</u>	<u>(367,350)</u>
	<u>(2,653,036)</u>	<u>(2,178,430)</u>
	<u>\$ 778,623</u>	<u>\$ 780,498</u>

The accompanying Notes are an Integral part of this Financial Statement & should be read in conjunction with
the Interim Report for the Fiscal Quarter ending September 30, 2013 and
The Issuer Initial Disclosure Statement dated March 31, 2010

Winning Brands Corporation**Combined Consolidated Statement of Loss**

(Unaudited)

Three and Nine Months Ended September 30, 2013**(with comparative figures for Three and Nine Months Ended September 30, 2012)**

	Three months ended Sept 30, 2013	Three months ended Sept 30, 2012	Nine months ended Sept 30, 2013	Nine months ended Sept 30, 2012
Sales	\$ 107,844	\$ 147,426	\$ 211,347	\$ 387,540
Cost of goods sold (Note 9)	<u>71,597</u>	<u>83,289</u>	<u>124,867</u>	<u>222,685</u>
Gross contribution	<u>36,247</u>	<u>64,137</u>	<u>86,480</u>	<u>164,855</u>
Operating expenses:				
Administration & bookkeeping	2,876	7,243	13,830	23,530
Advertising & promotion	23,477	38,239	22,377	97,202
Amortization of capital assets	1,535	1,864	4,627	5,990
Bad debts			(204)	
Bank, credit card & exchange charges	3,987	4,069	11,999	11,830
Facility & storage costs	2,442	15,707	29,907	43,278
Freight, courier & postage	4,429	9,504	15,877	40,742
Financing costs, fees & interest (Note 9)	56,726	60,366	175,678	157,061
Insurance	4,689	3,210	14,009	11,694
Investor Relations & Services	4,081	3,258	7,016	12,141
Legal, accounting & professional fees	2,842	10,971	28,123	57,492
Management & staff compensation	28,362	105,347	159,497	304,503
Office expenses	6,167	3,354	12,205	16,697
Repairs & maintenance	1,480	267	1,504	267
Telecommunications	3,003	4,157	9,139	12,772
Vehicle & travel	<u>3,794</u>	<u>4,520</u>	<u>9,676</u>	<u>12,678</u>
	<u>149,890</u>	<u>272,076</u>	<u>515,260</u>	<u>807,877</u>
Net loss for the period	(113,643)	(207,939)	(428,780)	(643,022)
Foreign currency translation adjustment	<u>(53,001)</u>	<u>3,050</u>	<u>79,156</u>	<u>7,062</u>
Comprehensive loss for the period	<u>\$ (166,644)</u>	<u>\$ (204,889)</u>	<u>\$ (349,624)</u>	<u>\$ (635,960)</u>

The accompanying Notes are an Integral part of this Financial Statement & should be read in conjunction with the Interim Report for the Fiscal Quarter ending September 30, 2013 and The Issuer Initial Disclosure Statement dated March 31, 2010

Winning Brands Corporation

Combined Consolidated Statement of Changes in Stockholders' Deficiency Results for the 1st, 2nd and 3rd Quarter Ended September 30, 2013

	Preference shares		Common shares		Additional Paid - Up Capital	Accumulated Deficit	Accumulated Currency Translation	Stockholders' (Deficiency) / Equity
	Number of shares	Share amount	Number of shares	Share Amount				
Opening Balance - January 1, 2013	10,000,000	\$ 10,000	4,589,622,156	\$ 4,436,374	\$ 4,463,568	\$ (10,871,592)	\$ (423,607)	\$ (2,385,257)
Debt retirement	-	-	411,666,666	411,667	-	(386,967)	-	24,700
Net loss - Q1 2013	-	-	-	-	-	(175,194)	-	(175,194)
Foreign currency translation adjustment	-	-	-	-	-	-	(29,811)	(29,811)
Cumulative Balances - March 31, 2013	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>5,001,288,822</u>	<u>\$ 4,848,041</u>	<u>\$ 4,463,568</u>	<u>\$ (11,433,753)</u>	<u>\$ (453,418)</u>	<u>\$ (2,565,562)</u>
Reverse split (Note 10)	-	-	(4,988,042,088)	-	-	-	-	-
Debt retirement	-	-	5,630,000	5,630	42,520	-	-	48,150
Net loss - Q2 2013	-	-	-	-	-	(139,943)	-	(139,943)
Foreign currency translation adjustment	-	-	-	-	-	-	161,968	161,968
Cumulative Balances - June 30, 2013	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>18,876,734</u>	<u>\$ 4,853,671</u>	<u>\$ 4,506,088</u>	<u>\$ (11,573,696)</u>	<u>\$ (291,450)</u>	<u>\$ (2,495,387)</u>
Debt retirement	-	-	3,525,000	3,525	1,720	-	-	5,245
Finance fees	-	-	3,750,000	3,750	-	-	-	3,750
Net loss - Q3 2013	-	-	-	-	-	(113,643)	-	(113,643)
Foreign currency translation adjustment	-	-	-	-	-	-	(53,001)	(53,001)
Cumulative Balances - September 30, 2013	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>26,151,734</u>	<u>\$ 4,860,946</u>	<u>\$ 4,507,808</u>	<u>\$ (11,687,339)</u>	<u>\$ (344,451)</u>	<u>\$ (2,653,036)</u>

The number of common shares issued reflects the total of all three companies described in Note 1 b) of these combined consolidated financial statements.

The accompanying Notes are an Integral part of this Financial Statement & should be read in conjunction with
the Interim Report for the Fiscal Quarter ending September 30, 2013 and
The Issuer Initial Disclosure Statement dated March 31, 2010

Winning Brands Corporation

Combined Consolidated Statement of Changes in Stockholders' Deficiency Comparative Results for the 1st, 2nd and 3rd Quarter Ended September 30, 2012

	Preference shares		Common shares		Additional Paid - Up Capital	Accumulated Deficit	Accumulated Currency Translation	Stockholders' (Deficiency) / Equity
	Number of shares	Share amount	Number of shares	Share Amount				
Opening Balance - January 1, 2012	10,000,000	\$ 10,000	3,107,872,156	\$ 2,954,622	\$ 4,463,568	\$ (8,871,178)	\$ (374,412)	\$ (1,817,400)
Reg D 504 funding	-	-	475,000,000	475,000	-	(360,000)	-	115,000
Debt retirement	-	-	149,305,556	149,306	-	(95,556)	-	53,750
Net loss - Q1 2012	-	-	-	-	-	(219,069)	-	(219,069)
Foreign currency translation adjustment	-	-	-	-	-	-	(34,728)	(34,728)
Cumulative Balances - March 31, 2012	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>3,732,177,712</u>	<u>\$ 3,578,928</u>	<u>\$ 4,463,568</u>	<u>\$ (9,545,803)</u>	<u>\$ (409,140)</u>	<u>\$ (1,902,447)</u>
Reg D 504 funding	-	-	300,000,000	300,000	-	(250,000)	-	50,000
Debt retirement	-	-	312,111,110	312,112	-	(255,932)	-	56,180
Net loss - Q2 2012	-	-	-	-	-	(216,014)	-	(216,014)
Foreign currency translation adjustment	-	-	-	-	-	-	38,740	38,740
Cumulative Balances - June 30, 2012	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>4,344,288,822</u>	<u>\$ 4,191,040</u>	<u>\$ 4,463,568</u>	<u>\$ (10,267,749)</u>	<u>\$ (370,400)</u>	<u>\$ (1,973,541)</u>
Net loss - Q3 2012	-	-	-	-	-	(207,939)	-	(207,939)
Foreign currency translation adjustment	-	-	-	-	-	-	3,050	3,050
Cumulative Balances - September 30, 2012	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>4,344,288,822</u>	<u>\$ 4,191,040</u>	<u>\$ 4,463,568</u>	<u>\$ (10,475,688)</u>	<u>\$ (367,350)</u>	<u>\$ (2,178,430)</u>

The number of common shares issued reflects the total of all three companies described in Note 1 b) of these combined consolidated financial statements.

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Winning Brands Corporation
Combined Consolidated Statement of Cash Flows
for the Nine Months Ended September 30, 2013
(with comparative figures for the Nine Months Ended March 31, 2012)

	Nine months ended Sept 30, 2013	Nine months ended Sept 30, 2012
Cash generated by (used for):		
Operations:		
Net loss	\$ (428,780)	\$ (643,022)
Add: Items not involving cash		
Amortization of capital assets	4,627	5,990
Changes in non-cash current balances:		
Decrease (increase) in receivables	(45,862)	35,487
Decrease (increase) in inventories	43,207	12,259
Decrease (increase) in prepaids	1,337	6,256
Increase (decrease) in accounts payable & accruals	<u>170,587</u>	<u>250,040</u>
	<u>(254,884)</u>	<u>(332,990)</u>
Financing:		
Loan advances (repayments) - Inventory & Working Capital - 2008 to present	116,544	(14,809)
Loan advances (repayments) - Working Capital - 2006 & 2007	(22,537)	(37)
Loan advances (repayments) - Brand Development	(2,798)	66,989
Proceeds from share issuance - fees	3,750	-
Proceeds from share issuance - Regulation D 504 funding	-	165,000
Proceeds from share issuance - Debt retirement funding	<u>78,095</u>	<u>109,930</u>
	<u>173,054</u>	<u>327,073</u>
Increase in cash during the period	(81,830)	(6,539)
Effect of exchange rate changes on cash	94,959	7,111
Cash position, beginning of period	<u>1,046</u>	<u>1,540</u>
Cash position, end of period	<u>\$ 14,175</u>	<u>\$ 2,112</u>

The accompanying Notes are an Integral part of this Financial Statement & should be read in conjunction with
the Interim Report for the Fiscal Quarter ending September 30, 2013 and
The Issuer Initial Disclosure Statement dated March 31, 2010

Winning Brands Corporation
Notes to Combined Consolidated Financial Statements
as at September 30, 2013
(with comparative figures as at September 30, 2012)

1. Summary of Significant Accounting Policies

a) Nature of business

Winning Brands Corporation, a Delaware incorporated entity, is a non-reporting issuer quoted under the symbol WNBD in the U.S.

Winning Brands Corporation owns 100% of the capital stock of Niagara Mist Marketing Ltd (NMML) which has been in business since 1977. NMML's primary activities include the creation and manufacturing of household and commercial cleaning products as well as cosmetic and personal care formulations.

b) Basis of presentation

The combined consolidated financial statements include the accounts of the company and its wholly-owned subsidiary and XMG Corporation (a related company). All significant inter-company accounts and transactions have been eliminated in order to reflect the net offset of combined operations accurately.

c) Foreign Currency Translation

The combined consolidated financial statements are presented in United States Dollars as follows:

- Balance sheet items using the Bank of Canada exchange rate as at the various period end dates.
- Income statement items using the Bank of Canada average exchange rate for the various periods described.
- Stockholders' share activity at the historical rate in effect on the transaction date.
- Adjustments resulting from the process of translating the Canadian currency financial statements into U.S. dollars are identified as such in the statements of loss and stockholders' deficiency.

d) Use of Estimates and Assumptions

The preparation of the accompanying combined consolidated financial statements requires management to make certain estimates and assumptions that directly affect the results of reported assets, liabilities, revenue, and expenses. Actual results may differ from these estimates.

Winning Brands Corporation
Notes to Combined Consolidated Financial Statements
as at September 30, 2013
(with comparative figures as at September 30, 2012)

e) Going Concern

These combined consolidated financial statements have been prepared assuming that the company will continue as a going concern which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. Additional financing is needed for the successful completion of the company's contemplated plan of operations and its transition, ultimately, to the attainment of profitable operations. The company's ability to raise additional equity or debt financing is unknown. An inability to resolve these factors would raise substantial doubts about the company's ability to continue as a going concern. These financial statements do not include any adjustments that may result from the outcome of the aforementioned uncertainties.

f) Inventories

Inventories consist of finished product for resale as well as raw materials and packaging components held at the company's premises' and contract warehousing facilities. Finished product is valued at cost including materials, labour and overhead.

g) Property, Plant & Equipment

Property, plant & equipment assets are stated at cost and are amortized at the annual rates noted below. Additions are amortized at one half the annual rates.

<u>Category</u>	<u>Rate</u>	<u>Method</u>
Equipment & dies	4%	Declining balance
Computers	30 to 100%	Declining balance
Vehicles	30%	Declining balance
Leaseholds	5 yr	Straight line
Furniture & fixtures	20%	Declining balance
Signs	20%	Declining balance

h) Revenue Recognition

Revenue is recognized as product is shipped. Goods are not normally shipped on a consignment basis and under no circumstances are treated as sales until they actually occur.

Winning Brands Corporation
Notes to Combined Consolidated Financial Statements
as at September 30, 2013
(with comparative figures as at September 30, 2012)

i) Financial Instruments & Risk Management

Foreign currency risk

The company is exposed to currency risk as some of its accounts receivable and accounts payable are denominated in U.S. dollars, Canadian dollars and other foreign currencies. The company also earns revenue & makes expenditures in these currencies. Unfavourable changes in the applicable exchange rate may result in a decrease in any foreign exchange gain or an increase in any foreign exchange loss.

Credit risk

Credit risk arises from the possibility that entities to which the company sells may experience financial difficulty and be unable to fulfil their contractual obligations. This risk is mitigated by proactive credit management policies that include regular monitoring of the debtors' payment history.

Fair value

The fair value of the company's financial instruments is estimated based on the amount at which these instruments could be exchanged in a transaction between knowledgeable and willing parties. The fair value of accounts receivable, inventory, prepaid expenses, accounts payable and accrued expenses are assumed to approximate their historical cost amount due to their short term nature.

The fair value of the company's long-term financial assets is estimated to approximate the recorded amounts, other than the fair market value of Trade Secret Formulations & Trademarks as referred to in Note 5.

The fair value of the company's long-term financial liabilities is estimated to approximate the recorded amounts.

2. Subscriptions Receivable - Restricted Shares

Subscriptions receivable is an attribution to members of the founding management group of the value of their proportionate interest in Niagara Mist Marketing Limited in 2004 prior to the plan of merger and reorganization with Winning Brands Corporation. These interests were converted from free trading shares of Niagara Mist Marketing Limited to restricted shares of Winning Brands Corporation, and remain restricted as at September 30, 2013. These amounts are non-interest bearing nor payable until the removal of the trading restriction on these shares, at which time the receivable may be retired according to a repayment plan to be determined at that time.

Winning Brands Corporation
Notes to Combined Consolidated Financial Statements
as at September 30, 2013
(with comparative figures as at September 30, 2012)

3. Advances receivable

Pending final determination of compensation to be granted for services rendered by the CEO, Eric Lehner, from 2005 to the date of determination, advances have been made on account to him. Preliminary annual compensation to the CEO has been made as follows: 2005 - \$10,000; 2006 - \$12,000; 2007 - \$74,000; 2008 - \$74,000; 2009 - \$120,000; 2010 - \$98,000; 2011 - \$66,000; 2012 - \$45,000. Any payments greater than the preliminary compensation amounts have been treated as advances.

It is the intention that the company will in due course provide compensation to the CEO that is more customary of his level of responsibility, as determined by a competent unaffiliated authority. At such time the advances may be converted to earned compensation.

In the interim, and in good faith toward the company and its shareholders, the CEO has provided partial security for the advances in the form of an assignment of a \$100,000 interest in real property that is registered on title in the town of Caledon, Ontario. The net effect of this arrangement is to link compensation to performance.

4. Property, Plant & Equipment

Property, plant & equipment represent the acquisition cost of physical assets used for production and operations. Annual amortization has been applied based on the rates as describe in Note 1 g). Other assets utilized are either leased or subcontracted as required. Subsequent to December 31, 2010, the disposition of certain assets occurred. This reflects the shift of manufacturing from owned to contract production.

	<u>Sept 30,</u> <u>2013</u>	<u>Sept 30,</u> <u>2012</u>
Equipment & dies	\$ 166,459	\$ 168,586
Computers	29,993	37,916
Vehicles	23,333	32,150
Leaseholds	27,267	27,615
Furniture & Fixtures	7,079	12,472
Signs	<u>1,293</u>	<u>1,309</u>
	255,424	280,048
Accumulated amortization	<u>233,469</u>	<u>248,676</u>
	<u>\$ 21,955</u>	<u>\$ 31,372</u>

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Winning Brands Corporation
Notes to Combined Consolidated Financial Statements
as at September 30, 2013
(with comparative figures as at September 30, 2012)

5. Trade Secret Formulations & Trademarks

The company's wholly owned subsidiary, Niagara Mist Marketing Limited, has developed a portfolio of intellectual properties including proprietary chemical formulations, know-how and trademarks which provide the basis for commercially distinct mass market consumer products with unique selling propositions. These products, principally the lead product, Winning Colours 1000+ Stain Remover, have gained listings by retailers.

No fair market valuation is reflected in these financial statements of these intellectual properties (whose substance is growing through ongoing work and additions) and all investment in their research and development and registration, where applicable, has been expensed rather than capitalized. It is the opinion of management that the fair market valuation of these assets are an integral part of the company's overall value and can be better determined as the implementation of the issuer's business plan yields results. Such valuation would be carried out by competent independent valuation professionals.

6. Loans Payable - Inventory & Working Capital - 2008 to present

These 6%, 8%, and 13% simple interest loans have various due dates. The 6% and 8% notes loans can be extended at 12% interest thereafter or converted to equity at a 25% - 40% discount to market. Some holders of matured loans have chosen to extend their term beyond maturity rather than converting to equity at this time, subject to market conditions.

7. Loans Payable - Working Capital - 2006 & 2007

These loans were made by unaffiliated parties for working capital purposes. One of these amounts, a \$360,000 Canadian original obligation was secured by a GSA (General Security Agreement). As of September 30, 2013 there is no remaining amount outstanding on the principal amount of that obligation, although a forbearance fee is being negotiated in consideration for having provided informal extensions during the life of the loan prior to its repayment.

Winning Brands Corporation
Notes to Combined Consolidated Financial Statements
as at September 30, 2013
(with comparative figures as at September 30, 2012)

8. Loans Payable - Brand Development

These loans represent funding for the initial period of the company's brand development work, prior to the 2006 access to public equity financing. The loans are repayable by a variety of specific terms of repayment, all of which are long term in nature and open (i.e. can be repaid in full without penalty as resources permit). A portion of the loans payable pertains to contingent subscriptions prior to the merger, which must be returned due to non-completion.

9. Reduction of accrued interest

Of the "Loans Payable - Brand Development" amount reflected in Note 8, \$327,773 of accrued interest has been forgiven by one of the founding lenders. This reduction of accrued interest was charged to the combined consolidated statement of loss in the fourth quarter of 2010 as this was the period in which the forgiveness was granted.

This accrual is no longer required as the lender is now satisfied that eligibility for eventual removal of the trading restriction on their original allocation of common shares is sufficient consideration for their loan to date. Participation in future stock options or warrants, at the sole discretion of the company, may be provided as consideration of this forgiveness.

10. Reverse split

The company consolidated its outstanding shares by means of a reverse split of common stock (500 to 1) effective April 25, 2013.

11. Comparative figures

Certain comparative figures have been reclassified to confirm with the financial statement presentation for the current year.