# VIPR Industries, Inc.

**a development stage company**

**Consolidated Unaudited Financial Statements**

**YEAR ENDED**
**September 30, 2014**

**(Unaudited)**
**Prepared by management for internal management purposes only**

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

## 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.

The exact name of the Issuer is **VIPR Industries Inc.**

**Name Change History:**

The Company was incorporated on February 24, 1987 as Sussex Enterprises Inc.
On March 10, 1996 changed its name to Synergy Media Inc.
On April 14, 2005, the Company amended its Certificate of Incorporation.
On November 16, 2007 the company changed its name from Synergy Media Group Inc. to VIPR Industries Inc.

## 2) Address of the issuer's principal executive offices

Company Headquarters Address:

**Head Office**
100-1 Construction Way
Anderson, South Carolina
USA
29625

**Canadian Address**
480 Barton Street East
Hamilton, ON. L8L 2Y8
Office Tel: (905) 521-8360
Email: info@viprtech.com
Web Page: http://www.viprtech.com
President: John Riccio
CFO:

IR Contact
Address 1: None
Address 2: None
Address 3: None
Phone: None
Email: None
Website(s): None

## 3) Security Information

Trading Symbol: VIPR
Exact title and class of securities outstanding: Common
CUSIP: 92763N202

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

Par or stated value: $0.001

| | | | |
|---|---|---|---|
| Total shares authorized: | 11,000,000,000 | as of: | Sept. 30, 2014 |
| Total common shares outstanding: | 155,349,520 | as of: | Sept. 30, 2014 |
| Total Free Trading Shares: | 31,534,767 | as of: | Sept. 30, 2014 |
| Total Restricted Shares: | 123,814,753 | as of: | Sept. 30, 2014 |

Additional class of securities (if necessary):
Trading Symbol: VIPR
Exact title and class of securities outstanding: Preferred
CUSIP: 92763N202
Par or Stated Value: $0.001

| | | | |
|---|---|---|---|
| Total shares authorized: | 20,000,000 | as of: | Sept 30, 2014 |
| Total shares outstanding: | 1,000,000 | as of: | Sept 30, 2014 |

Transfer Agent
Name: Signature Stock Transfer
Address 1: 2632 Coachlight Court
Address 2: Plano, Texas
Phone: (972) 612-4120

✓ 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:

None

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

None

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

None

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

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:

1. On November 16, 2007 the shareholders approved a consolidation of share capital on a 12,500 old for 1 new share basis and a change of name to VIPR Industries Inc. All issued shares in these financial statements have been adjusted to reflect the 12,500:1 reverse split.

2. On November 16, 2007 the Company issued 2 shares of common stock for services valued at $61,833 rendered to the Company and related to the reorganization of the Company.

3. Effective November 24, 2007 the Company issued 1,698 shares of common stock to acquire the Kinti Projects in Tanzania valued by management at $5,660. (note 6)

4. On February 14, 2008 the Company issued 3,962 shares of common stock in settlement of the convertible promissory note and accrued interest. (note 4b)

5. On April 29, 2008 the Company forward split its issued shares of common stock on the basis of 1.5 new shares for each 1 share held (1.5:1). All issued shares in these financial statements have been adjusted to reflect the 1.5:1 forward split.

6. During April of 2008 the Company issued 14 shares of common stock for the receipt of $20,000.

7. On August 7, 2008 the Company issued 1,566 shares of common stock for consultants fees for services provided to the Company fairly valued by the Company at $391,496 and issued 270 shares of common stock to directors of the Company for fees for services to the Company fairly valued at $67,500.

8. On November 3, 2008 the Company issued 100 shares of common stock fairly valued by both parties at $10,000 towards the option to acquire the Mwamagunguli Diamond property.

9. During the year 2008 the Company issued 213,294 shares of common stock for the receipt of $894,385 from regulation D 504 offerings.

10. On February 1, 2009 the Company issued 2,820 shares of common stock to settle loans of $15,120 and issued 1,600 shares of common stock to directors and officers for services fairly valued at $80,000 .

11. On May 4, 2009 the Company issued 1,000 shares of common stock fairly valued by both parties at $25,000 towards the option to acquire the additional Singida mining concessions and issued 5,000 shares of common stock fairly valued by all parties at $125,000 in fees for services provided to the Company.

12. During the period April 1 to June 30, 2009 the Company issued 35,967 shares of common stock for the receipt of $327,960 from regulation D 504 offerings.

13. During the period July 1 to September 30, 2009 the Company issued 66,097 shares of common stock for the receipt of $310,000 from regulation D 504 offerings.

14. During the period October 1 to December 31, 2009 the Company issued 111,230 shares of common stock for the receipt of $256,425 from regulation D 504 offerings.

15. During January 2010 the Company issued 63,333 shares of common stock for the settlement of a $200,000 promissory note
16. During February and March 2010 the Company issued 71,064 shares of common stock for cash of $111,630 from regulation D 504 offerings.
17. During the period April through June 2010 the Company issued 142,906 shares of common stock for cash of $266,015 from regulation D 504 offerings.
18. During the period July through September 2010 the Company issued 383,555 shares of common stock for cash of $169,281 from regulation D 504 offerings.
19. During the period October through December 2010 the Company issued 255,892 shares of common stock for cash of $91,134 from regulation D 504 offerings .
20. During the period January through March 2011 the Company issued 541,818 shares of common stock for cash of $149,000 from regulation D 504 offerings.
21. During 2011 the Company issued 510,104 shares of common stock fairly valued by all parties at $0 in fees for services provided to the Company.
22. On February 27, 2012 the Company reverse split its shares of common stock on a one new for five thousand (1:5000) share basis. This reverse split has been applied retroactively to the Company's share issuances since inception.
23. In December of 2012 the Company issued 35,000,000 restricted shares of common stock valued at $35,000 for an option to acquire the Baxter mineral claim
24. On January 31, 2013 the Company issued 29,761,000 shares of common stock in settlement of $20,327 in promissory notes payable to third parties plus $9,434 in accumulated interest payable.
25. Effective September 30, 2014 the Company issued 88,328,520 restricted rule 144 shares of the Company's common stock for the acquisition of 100% of Whitefriargate Investments Inc., a company operating as SignAids.

All other Issuances Prior to this are recorded on previous financial statements and filings

A. The number of shares offered;

N/A

B. The number of shares sold;

N/A

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

N/A

D. The trading status of the shares; and

N/A

Consolidated Balance Sheets

## FINANCIAL STATEMENTS

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

(Expressed in U.S. Dollars)

| | | **September 30, 2014** | | September 30, 2013 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **Current** | | | | |
| Cash | **$** | 15,528 | $ | 11,091 |
| Accounts receivable | | 58,572 | | 76,782 |
| Inventory | | 87,740 | | 100,835 |
| Prepaid expense | | 8,330 | | 9,078 |
| Total Current Assets | | **170,170** | | **197,786** |
| | | | | |
| Resource exploration projects | | 134,125 | | 134,125 |
| Capital assets, net of depreciation | | 372,914 | | 392,460 |
| | | | | |
| **Total Assets** | **$** | **677,209** | $ | **724,371** |
| | | | | |
| **Liabilities** | | | | |
| | | | | |
| **Current** | | | | |
| Operating line of credit | **$** | 16,325 | $ | 111,412 |
| Accounts payable and accrued liabilities | | 49,973 | | 68,146 |
| Income taxes payable | | 0 | | 0 |
| Total Current Liabilities | | **66,298** | | **179,558** |
| | | | | |
| Mortgage payable | | 155,750 | | 0 |
| Due to related parties | | 303,783 | | 342,843 |
| Other loans payable | | 241,304 | | 247,667 |
| | | | | |
| Total Liabilities | | **767,135** | | **770,068** |
| | | | | |
| **Stockholders Equity (Deficit)** | | | | |
| | | | | |
| Preferred stock: 10,000,000 shares authorized at par value $0.001 per share 1,000,000 preferred shares issued and outstanding | | 1,000 | | 1,000 |
| Common stock: 11,000,000,000 shares authorized at par value $0.001 per share 155,289,520 common shares issued and outstanding | | 155,290 | | 155,290 |
| (September 30, 2013: 155,289,520) | | | | |
| Other comprehensive income (loss) | | (5,849) | | 0 |
| Additional (deficiency in) paid-in capital | | 5,318,619 | | 5,318,619 |
| Deficit | | (2,625,847) | | (2,625,847) |
| Deficit accumulated during the development stage | | (2,933,139) | | (2,894,759) |
| Total Stockholders' Equity (Deficit) | | **(89,926)** | | **(45,697)** |
| **Total Liabilities and Stockholders' Equity (Deficit)** | **$** | **677,209** | $ | **724,371** |

## FINANCIAL STATEMENTS

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

Consolidated Statement Of Operations and Deficit
(Expressed in U.S. Dollars)

| | YEAR ENDED SEPTEMBER 30 2014 | YEAR ENDED SEPTEMBER 30 2013 | Cumulative from December 31, 2004 - inception of development stage - to September 30, 2014 |
|---|---|---|---|
| **Revenue** | $ | $ | $ |
| Sales | 356,409 | 448,953 | 1,399,713 |
| Cost of sales | 138,925 | 196,599 | 597,979 |
| **Gross margin** | **217,484** | **252,354** | **801,734** |
| | | | |
| **Expenses** | | | |
| Corporate restructuring | 0 | 0 | 61,833 |
| Exploration fees and expenses | 0 | 0 | 732,408 |
| Exploration consulting | 0 | 0 | 162,895 |
| Management fees | 0 | 0 | 985,180 |
| Finance fees | 0 | 0 | 80,970 |
| Directors fees | 0 | 0 | 375,845 |
| Professional fees | 0 | 0 | 75,522 |
| Transfer agent and filing fees | 0 | 0 | 54,111 |
| Office and administration | 235,727 | 231,433 | 875,516 |
| Foreign exchange | 0 | 0 | 4,260 |
| Shareholder communication | 0 | 0 | 100,821 |
| Travel and entertainment | 0 | 0 | 150,206 |
| Total expenses | **235,727** | **231,433** | **3,659,567** |
| | | | |
| **Net income (loss) from operations** | (18,243) | 20,921 | (2,857,833) |
| | | | |
| **Other Income (Expense)** | | | |
| Interest | (20,137) | (30,397) | (71,686) |
| | | | |
| **Net loss before income taxes** | **(38,380)** | **(9,476)** | **(2,929,519)** |
| Income tax expense | 0 | 0 | (3,620) |
| | | | |
| **Net loss for the year** | **(38,380)** | **(9,476)** | **$ (2,933,139)** |
| Unrealized foreign exchange loss | (5,849) | 0 | |
| | | | |
| **Comprehensive loss for the year** | **$ (44,229)** | **$ (9,476)** | |
| | | | |
| **Basic And Diluted Loss Per Share** | $ (0.00) | $ (0.00) | |
| | | | |
| **Weighted Average Number Of Shares Outstanding** | 155,289,520 | 139,099,270 | |

Consolidated Statements of Changes in Stockholders' Equity (Deficit)

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

From December 31, 2004 to September 30, 2014
(Expressed in U.S. Dollars)

| | Shares | Amount | Additional Paid in Capital (Deficiency) | Accumulated Equity (Deficit) | Total Stockholder Equity (Deficit) |
|---|---|---|---|---|---|
| **Balance** | | | | | |
| **December 31, 2005** | **1** | **$ -** | **$ 2,625,847** | **$ (2,625,847)** | **$ -** |
| Adjustment | 1 | - | - | (10,878) | (10,878) |
| Net Loss For Year | - | - | - | (888) | (888) |
| **Balance** | | | | | |
| **December 31, 2006** | **2** | **$ -** | **$ 2,625,847** | **$ (2,637,613)** | **$ (11,766)** |
| Issuance Of Common Stock: | | | | | |
| -For Services | 2 | - | 61,833 | - | 61,833 |
| -For Mineral Claims | 1,698 | 2 | 5,658 | - | 5,660 |
| Net Loss For The Year | - | - | - | (82,882) | (82,882) |
| **Balance** | | | | | |
| **December 31, 2007** | **1,702** | **$ 2** | **$ 2,693,338** | **$ (2,720,495)** | **$ (27,155)** |
| Issuance of common stock: | | | | | |
| -For Services | 1,566 | 2 | 391,494 | - | 391,496 |
| -For Mineral Claims | 100 | - | 10,000 | - | 10,000 |
| -For Cash | 14 | - | 20,000 | - | 20,000 |
| -For Debt Settlement | 3,962 | 4 | 13,202 | - | 13,206 |
| -For Directors Fees | 270 | - | 67,500 | - | 67,500 |
| Net Loss For The Year | - | - | - | (499,469) | (499,469) |
| **Balance** | | | | | |
| **December 31, 2008** | **7,614** | **$ 8** | **$ 3,195,534** | **$ (3,219,964)** | **$ (24,422)** |
| Issuance Of Common Stock: | | | | | |
| -For Debt Settlement | 2,820 | 3 | 15,117 | - | 15,120 |
| -For Services | 1,600 | 1 | 79,999 | - | 80,000 |
| -For Consulting Fees | 5,000 | 5 | 124,995 | - | 125,000 |
| -For Property | 1,000 | 1 | 24,999 | - | 25,000 |
| -For Cash | 213,294 | 213 | 894,172 | - | 894,385 |
| Net Loss For The Year | - | - | - | (779,616) | (779,616) |
| **Balance** | | | | | |
| **December 31, 2009** | **231,328** | **$ 231** | **$4,334,816** | **$(3,999,580)** | **$ 335,467** |
| Issuance of Common Stock: | | | | | |
| -For Debt Settlement | 63,333 | 63 | 199,937 | - | 200,000 |
| -For Cash | 853,417 | 854 | 637,206 | - | 638,060 |
| Net Loss For The Year | - | - | - | (578,454) | (578,454) |
| **Balance** | | | | | |
| **December 31, 2010** | **1,148,078** | **$ 1,148** | **$5,171,959** | **(4,578,034)** | **595,073** |
| | | | | | |
| **…..continued** | | | | | |

Consolidated Statements of Changes in Stockholders' Equity (Deficit)
From December 31, 2004 to September 30, 2014
(Expressed in U.S. Dollars)

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

……continued

| | Shares | Amount | Additional Paid in Capital | Accumulated Equity (Deficit) | Total Stockholder Equity (Deficit) |
|---|---|---|---|---|---|
| **Balance:** | | | | | |
| **December 31, 2010** | **1,148,078** | **$ 1,148** | **$ 5,171,959** | **$ (4,578,034)** | **$ 595,073** |
| Issuance Of Common Stock: | | | | | |
| -For Cash | 541,818 | 542 | 148,458 | - | 149,000 |
| -For services | 510,104 | 510 | (1,510) | - | (1,000) |
| Net Loss For The Year | - | - | - | (787,323) | (787,323) |
| **Balance:** | | | | | |
| **December 31, 2011** | **2,200,000** | **$ 2,200** | **$ 5,318,907** | **$ (5,365,357)** | **(44,250)** |
| Net Loss For The Period | - | - | - | (126,031) | (126,031) |
| Issued to acquire Whitefriargate Investments Inc | 88,328,520 | 88,329 | (17,506) | - | 70,823 |
| Forex on consolidation | - | - | 2,196 | - | 2,196 |
| **Balance:** | | | | | |
| **September 30, 2012** | **90,528,520** | **$ 90,529** | **$ 5,303,597** | **$ (5,491,388)** | **$ (97,262)** |
| Adjustment to Whitefriargate | - | - | 19,941 | (19,742) | 199 |
| Forex on consolidation | - | - | (4,919) | - | (4,919) |
| Net Loss For The Year | - | - | - | (9,476) | (9,476) |
| Issued to settle promissory note payable | 29,761,000 | 29,761 | - | - | 29,761 |
| Issued to acquire JDX mineral claims option | 35,000,000 | 35,000 | - | - | 35,000 |
| **Balance:** | | | | | |
| **September 30, 2013** | **155,289,520** | **$ 155,290** | **$ 5,318,619** | **$ (5,520,606)** | **$ (46,697)** |
| Comprehensive Loss For The Year | **-** | **-** | **-** | **(44,229)** | **(44,229)** |
| **Balance:** | | | | | |
| **September 30, 2014** | **155,289,520** | **$ 155,290** | **$ 5,318,619** | **$ (5,564,835)** | |
| Preferred shares issued: | **1,000,000** | **$ 1,000** | **$ -** | **$ -** | 1,000 |
| **Total Stockholders' Equity (Deficit)** September 30, 2014 | | | | | **$ (89,926)** |

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

Consolidated Statements of Cash Flows
(Expressed in U.S. Dollars)

| | YEARS ENDED September 30 | | Cumulative from December 31, 2004 - inception of development stage - To September 30 |
|---|---|---|---|
| | **2014** | 2013 | 2014 |
| **Cash Flows (Used In) Provided By Operating Activities** | | | |
| Loss for the period | **$ (38,380)** | $ (9,476) | $ (2,933,139) |
| Adjustment for items not affecting cash: | | | |
| Directors and management fees | **-** | **-** | 688,996 |
| Corporate restructuring | **-** | **-** | 61,833 |
| Depreciation | - | 15,060 | 15,060 |
| Non cash expense - interest | - | 9,434 | 9,434 |
| Change in other working capital items: | | | |
| Cash acquired on acquisition | - | 18,430 | 18,430 |
| Accounts receivable | 18,210 | 32,396 | 50,606 |
| Inventory | 13,095 | 16,902 | 29,997 |
| Prepaid expense | 748 | 487 | 1,680 |
| Accounts payable | (18,173) | (1,516) | 195,624 |
| Line of credit | (95,087) | 41,856 | (53,231) |
| Income taxes payable | - | (3,737) | (3,737) |
| **Cash used in operating activities** | **(119,587)** | **101,893** | **(1,918,447)** |
| | | | |
| **Cash Flows (Used In) Provided By Investing Activities** | | | |
| Resource property | - | - | (58,465) |
| Capital assets – net (acquired) disposed | 19,546 | (34,470) | (14,924) |
| | **19,546** | **(34,470)** | **(73,389)** |
| | | | |
| **Cash Flows (Used In) Provided By Financing Activities** | | | |
| Common shares issued | - | - | 1,701,445 |
| Mortgage payable | 155,750 | - | 155,750 |
| Advances from related parties | (39,060) | (68,399) | (72,012) |
| Other loans payable | (6,363) | (6,363) | 228,030 |
| **Cash provided by financing activities** | **110,327** | **(74,762)** | **2,013,213** |
| | | | |
| **Foreign Exchange Effect On Cash** | **(5,849)** | **1,354** | **(5,849)** |
| | | | |
| **(Decrease) Increase In Cash** | **4,437** | **(7,339)** | **15,528** |
| **Cash, Beginning Of Period** | 11,091 | 18,430 | - |
| **Cash, End Of Period** | **$ 15,528** | **$ 11,091** | **$ 15,528** |
| | | | |
| **Supplemental Disclosure of Cash-Flow Information** | | | |
| Interest paid | **$ -** | $ - | $ - |
| Income taxes paid | $ - | $ - | $ - |
| **Supplemental Disclosure Of Non-Cash Financing Activities** | | | |
| Acquisition of resource exploration projects | **$ -** | $ 35,000 | $ 75,660 |
| Directors and consultants fees | $ - | $ - | $ 663,996 |
| Settlement of promissory notes and accrued interest | $ - | $ - | $ 228,236 |
| Corporate restructuring expense | $ - | $ - | $ 61,833 |

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

## 1. NATURE OF OPERATIONS

VIPR Industries Inc. (the "Company", "VIPR", "Viprtech"), a Wyoming corporation, has through its acquisition of Whitefriargate Investments Inc. its brand Signaids , begun its transition into an innovative technology company focused on Smartphone and tablet communication platforms.
Signaids has developed an inclusive communication system that enables the client to effectively reach a larger market, lower costs while removing language and visual barriers. Signaids is currently implementing their technology into the Transit sector, Travel& Tourism, Museums, Parks & Trails, Healthcare facilities, Education facilities, Municipalities and the Advertising industry. The proprietary technology enables people to define how they would like to interact within their environment with Smart phones & Tablets which allows clients to effectively engage a larger market by removing the barriers that exist including language, cognitive and low vision . A visually impaired person may prefer to hear the content audibly and is able to choose from 15+ text to speech languages. Text descriptions can be translated into 60+ languages, providing independence for the deaf and LEP community. Other features include the ability to control font size, contrast, and speech rate. The easy tap function makes it simple for more individuals to access an unlimited amount of relevant information, without searching. The technology makes it easy to retrofit Signaids features to existing signage or advertising and collect valuable analytics, which allows you to know who you are reaching.

Along with Signaids , VIPR Industries currently has two precious metals exploration properties located in the Singida Londoni region of Tanzania and the Baxter property located in Northern Ontario, Canada. Due to the company's acquisition of the Signaids and Wity business's and with its main focus being technology, the Company may be actively looking to sell or Divest itself of its holdings in all of its mining properties and initiatives in return for cash.

The Company was incorporated on February 24, 1987 as Sussex Enterprises Inc. who had its name changed to Synergy Media Inc. on March 10, 1996. On April 14, 2005, the Company amended its Certificate of Incorporation. On November 16, 2007 the company changed its name from Synergy Media Group Inc. to VIPR Industries Inc.

The Company's main objective is to develop its Signaids and Wity business and technology. Prior to the Signaids and Wity acquisition, the Company's main agenda was to pursue becoming a Gold, and Precious Metals producer by focusing on developing its Gold projects in Tanzania and its Graphite property in Northern Ontario. Specifically, the mining portfolio was comprised of three distinct types of mining properties: 1. Advanced stage exploration projects with resources at economic grades and strong expansion potential; 2. Projects that can quickly be brought into production having access to or that include mining/milling facilities; and 3. Former producing properties with significant untapped exploration potential.

However, due to the company's acquisition of the Signaids and the current mining and commodities environment, the company's main focus is to further develop the technology opportunities which has resulted in the Company actively looking to sell or Divest itself of its mining properties and assets in return for cash.

## 2. GOING CONCERN

The Company's financial statements are prepared using accounting principles generally accepted in the United States and applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company does not have significant cash or other material assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. This condition raises substantial doubt as to the entity's ability to continue operations. The Company has been successful in securing some financing which it is dependent upon to continue its operations, exploration activities, and general corporate expenses on a going forward basis. However, there are no assurances or guarantee's that these commitments will lead to the closing of additional financing. The Company's capital requirements will depend on numerous factors including, but not limited to, viability of its assets, continued progress in finding a merger candidate and the pursuit of further business opportunities.

In November of 2007, the Company entered into an agreement for the acquisition of two mining assets consisting of Gold and Uranium licenses, with the Gold license exchanged for another concession. This was documented in the January 20, 2009 asset purchase and exchange agreement with the property located in the country of Tanzania. The Company has subsequently received positive initial exploratory data on both properties that indicate a need for further exploration. The Itigi Manyoni Uranium licenses have subsequently expired. The Company made the decision to not renew its Uranium licenses and focus solely on its Gold prospects due to present day Gold prices and future prospects.

In December of 2008, the Company entered into an agreement for the purchase of up to 50% ownership in the Mwamagunguli Diamond property, located in Tanzania. It was the Company's intention to be able to raise funds in order to be able to purchase its full or partial ownership position in the property. Due to market and economic conditions at that time, the company submitted a revised offer to purchase a further interest in the property. Subsequently the Company's revised offer was refused by the property owner and the Company's percentage ownership reverted to approximately 2.5%. See also note 6c

In November 2008 The Company has issued 35,000,000 shares of common stock valued at $35,000 for an option agreement to acquire the Baxter Property located approximately 150 km north of Toronto adjacent to Highways 69/400 and 10 km north of Port Severn. The property comprises 6 units in one claim group described as Lot 25, 26 and 27 of Concession 12 Baxter Township. The area of the property is approximately 300 acres. To complete the option the Company must incur a total of $550,000cdn worth of work over the next four years as follows: year one $80,000 - year two $120,000 - year three $150,000 and year four $200,000, commencing October 31, 2012. All of these timelines can be modified and extended.

## 4. CONTINGENCIES

Convertible Promissory Note

(a) The Company is not a registered reporting issuer with the SEC and has not filed any periodic reports since its March 31, 1996 first quarter, which was done voluntarily.

(b) The settlement of the convertible promissory note for the issuance of 3,962 common shares (see also note 7(e) included the right of the promissory note holder to acquire up to 1,000,000 preferred shares for $0.001 per share convertible into up to 98% of the then issued common shares in the event the Company rolls back its issued common shares in a reverse stock split. These preferred shares were issued in July of 2011.

(c) The Company reverse split its common shares one new share for five thousand old shares (1:5000) on February 27, 2012. All references to share issuances in this financial statement refer to post reverse split shares.

(d) The Company issued 35,000,000 restricted shares of common stock to JDX Exploration, valued at par by the company ($35,000) for an option agreement to acquire the Baxter Property

(e) The Company had a convertible promissory note payable included in amounts due to third party's payable in the amount of $20,327 plus interest of $9,434 which matured in late 2012. The note was converted into 29,761,000 shares of common stock in January of 2013.

(f) Effective September 30, 2014 the Company issued 88,328,520 shares of the Company's common stock for the acquisition of 100% of Whitefriargate Investments Inc., a company operating as SignAids and Wity.

The company transferred its head office to Anderson, South Carolina located at 100-1 Construction Way Anderson, South Carolina, USA. 29625

The Company maintains a second office located at 480 Barton St. E., Hamilton, Ontario, Canada

## 5. SUMMARY OF ACCOUNTING POLICIES

This summary of accounting policies is presented to assist in understanding the Company's financial statements. The Company's accounting policies conform to accounting principles generally accepted in the United States and have been consistently applied in the preparation of these financial statements.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Basic and Diluted Loss Per Share

The Company computes loss per share in accordance with Statement of Financial Accounting Standards No. 128 – "Earnings Per Share" ("SFAS 128"). Under the provisions of SFAS 128 basic loss per share is computed using the weighted average number of shares of common stock outstanding during the period. Diluted loss per share is computed using the weighted average number of common and potentially dilutive shares of common stock outstanding during the period. For the Company, basic and diluted loss per share are the same due to the fact that any exercise of options or warrants would be anti-dilutive. The Company currently has no stock dilutives.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements.

Income Taxes

The Company accounts for income taxes under the provisions of SFAS No. 109 'Accounting for Income Taxes'. SFAS No. 109 requires recognition of deferred income tax assets and liabilities for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting and tax bases of assets and liabilities.

Fair Value of Financial Instruments

The fair value of the Company's cash and cash equivalents, accounts payable and accrued liabilities approximate their carrying value based on their effective interest rates compared to current market prices.

Recent Accounting Pronouncements

There have been no recent accounting pronouncements the adoption of which would be expected to have a significant, if any, impact on the Company's consolidated financial statements.

The Company has implemented all relevant accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

## 6. RESOURCE EXPLORATION PROJECTS

(a) By agreement dated November 24, 2007 and as amended February 14, 2008 the Company acquired the rights to two mining projects (the 'Kinti Projects') in Tanzania for a cash deposit of $20,000 and for the issuance of 1,132 shares of common stock of the Company fairly valued by the Company as well as U.S. General Accounting methods at $5,660 to Kinti Group Inc, a company incorporated and registered respectively in the Province of Ontario, Canada and the country of Tanzania.

(b) The original Singida Mining Concession was exchanged for ten Gold concessions in cooperation and authorization from Kinti Group, Kassira and Mohamed, for the Msangachuki Singida Gold Concessions described in the agreement signed January 20, 2009. An additional ten gold concessions were acquired as described in an agreement dated March 6, 2009. These acquisitions now give VIPR Industries the rights to twenty Gold Concessions. The Company issued an additional 1,000 shares of common stock valued at $25,000 in order to keep this option open. The projects now consist of the Msangachuki Singida Mining Concessions comprised of twenty claim blocks covering 200 hectares.

Pursuant to the acquisition of the Kinti Projects, the Company has a need to raise sufficient capital to continue its exploration and operating activities.

(c) In December of 2008, the Company entered into an agreement for the purchase of up to 50% ownership in the Mwamagunguli Diamond property, located in Tanzania for the issuance of 100 shares of

common stock fairly valued by both parties at $10,000. It is the Company's intention to be able to raise funds in order to be able to purchase its full or partial ownership position in the property.
The agreement called for the Company to acquire a 50% ownership in the property for $200,000.00 USD. Based on the current economic conditions at that time, the Company revised its offer to increase its position in the property. The revised offer was refused by the licensed property owner and the Company's percentage ownership reverted to approximately 2.5%.

(d) The Company previously focused its exploration activities on its Singida Londoni concessions where it has spent a total of $732,408 towards exploration and related mining activities.

(e) The Company issued 35,000,000 restricted rule 144 shares of common stock valued at $35,000 for an option agreement to acquire the Baxter Property

(f) In January of 2013 – 29,761,000 shares of rule 144 common stock were issued as per outstanding convertible promissory notes payable

(g) Effective September 30, 2014 the Company issued 88,328,520 restricted rule 144 shares of the Company's common stock for the acquisition of 100% of Whitefriargate Investments Inc., excluding real estate held by Whitefriargate Investments Inc., a company operating as SignAids.

## 7. DUE TO RELATED PARTIES AND OTHER LOANS PAYABLE

Amounts due to related parties and other loans payable are unsecured, bear no interest and are payable on demand.

## 8. COMMON STOCK ISSUANCES

1. On November 16, 2007 the shareholders approved a consolidation of share capital on a 12,500 old for 1 new share basis and a change of name to VIPR Industries Inc. All issued shares in these financial statements have been adjusted to reflect the 12,500:1 reverse split.

2. On November 16, 2007 the Company issued 2 shares of common stock for services valued at $61,833 rendered to the Company and related to the reorganization of the Company.

3. Effective November 24, 2007 the Company issued 1,698 shares of common stock to acquire the Kinti Projects in Tanzania valued by management at $5,660. (note 6)

4. On February 14, 2008 the Company issued 3,962 shares of common stock in settlement of the convertible promissory note and accrued interest. (note 4b)

5. On April 29, 2008 the Company forward split its issued shares of common stock on the basis of 1.5 new shares for each 1 share held (1.5:1). All issued shares in these financial statements have been adjusted to reflect the 1.5:1 forward split.

6. During April of 2008 the Company issued 14 shares of common stock for the receipt of $20,000.

7. On August 7, 2008 the Company issued 1,566 shares of common stock for consultants fees for services provided to the Company fairly valued by the Company at $391,496 and issued 270 shares of common stock to directors of the Company for fees for services to the Company fairly valued at $67,500.

8. On November 3, 2008 the Company issued 100 shares of common stock fairly valued by both parties at $10,000 towards the option to acquire the Mwamagunguli Diamond property.

9. During the year 2008 the Company issued 213,294 shares of common stock for the receipt of $894,385 from regulation D 504 offerings.

10. On February 1, 2009 the Company issued 2,820 shares of common stock to settle loans of $15,120 and issued 1,600 shares of common stock to directors and officers for services fairly valued at $80,000 .

11. On May 4, 2009 the Company issued 1,000 shares of common stock fairly valued by both parties at $25,000 towards the option to acquire the additional Singida mining concessions and issued 5,000 shares of common stock fairly valued by all parties at $125,000 in fees for services provided to the Company.
12. During the period April 1 to June 30, 2009 the Company issued 35,967 shares of common stock for the receipt of $327,960 from regulation D 504 offerings.
13. During the period July 1 to September 30, 2009 the Company issued 66,097 shares of common stock for the receipt of $310,000 from regulation D 504 offerings.
14. During the period October 1 to December 31, 2009 the Company issued 111,230 shares of common stock for the receipt of $256,425 from regulation D 504 offerings.
15. During January 2010 the Company issued 63,333 shares of common stock for the settlement of a $200,000 promissory note
16. During February and March 2010 the Company issued 71,064 shares of common stock for cash of $111,630 from regulation D 504 offerings.
17. During the period April through June 2010 the Company issued 142,906 shares of common stock for cash of $266,015 from regulation D 504 offerings.
18. During the period July through September 2010 the Company issued 383,555 shares of common stock for cash of $169,281 from regulation D 504 offerings.
19. During the period October through December 2010 the Company issued 255,892 shares of common stock for cash of $91,134 from regulation D 504 offerings .
20. During the period January through March 2011 the Company issued 541,818 shares of common stock for cash of $149,000 from regulation D 504 offerings.
21. During 2011 the Company issued 510,104 shares of common stock fairly valued by all parties at $0 in fees for services provided to the Company.
22. On February 27, 2012 the Company reverse split its shares of common stock on a one new for five thousand (1:5000) share basis. This reverse split has been applied retroactively to the Company's share issuances since inception.

23. In December of 2012 the Company has issued 35,000,000 restricted shares of common stock valued at $35,000 for an option agreement to acquire the Baxter Property located approximately 150 km north of Toronto adjacent to Highways 69/400 and 10 km north of Port Severn. The property comprises 6 units in one claim group described as Lot 25, 26 and 27 of Concession 12 Baxter Township. The area of the property is approximately 300 acres.

25. On January 31, 2013 the Company issued 29,761,000 shares of common stock in settlement of $20,327 in promissory notes payable to third parties plus $9,434 in accumulated interest payable.

25. Effective September 30, 2014 the Company issued 88,328,520 restricted rule 144 shares of the Company's common stock for the acquisition of 100% of Whitefriargate Investments Inc., a company operating as SignAids.

## 9. INCOME TAXES

The Company accounts for income taxes under the provisions of SFAS No. 109 'Accounting for Income Taxes'. SFAS No. 109 requires recognition of deferred income tax assets and liabilities for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting and tax bases of assets and liabilities. A reconciliation of statutory federal income tax rates to the Company's effective tax rate is as follows:

| | **2014** | | 2013 | |
|---|---|---|---|---|
| Expected tax recovery at 34% | **$** | **(13,049)** | $ | (3,222) |
| Change in valuation allowance | | **13,049** | | 3,222 |
| Income tax provision | **$** | **-** | $ | - |

The Company has not been taxable since inception. Deferred tax assets at September 30, 2014 were as follows:

| | **2014** | | 2013 | |
|---|---|---|---|---|
| Operating loss carry forwards | **$** | **2,933,139** | $ | 2,894,759 |
| Valuation allowance | | **(2,933,139)** | | (2,894,759) |
| Net deferred tax asset | **$** | **-** | $ | - |

The Company has net operating losses carried forward and has provided a full valuation allowance due to the uncertainty of the utilization of the benefits of these losses which begin to expire in 2021.

## 10. OTHER LOANS PAYABLE

Other loans payable are unsecured, do not bear interest and have no fixed terms of repayment.

## MANAGEMENT DISCUSSION AND ANALYSIS

a. Results of Operations

Liquidity and Capital Resources:

The Company has increased its shareholders' deficit as a result of its efforts to increase its business activity. Cash inflow from consolidated operations for the year ended September 30, 2014 was $101,893 compared to an inflow of cash of $101,893 in the comparative year ended September 30, 2013. During the 2014 year the Company recorded $ 0 ($0 in the comparative prior year) from equity funding and reduced by $74,762 its loans from third parties and other loans ($74,762 reduction in prior comparative period). The Company paid out $0 on its resource property interests ($0 in prior comparative period) leaving consolidated cash on hand at September 30, 2014 of $11,091.

The Company is dependent upon equity and loan financings to compensate for the continued outflow of cash anticipated from operations. The Company's continued operations are dependent upon obtaining revenues from outside sources or raising additional funds through debt or equity financing. The company has been previously successful in securing some financing and has commitments for additional financing, which it is dependent on to continue its operations, exploration activities, and general corporate expenses on a going forward basis. However, there are no assurances or guarantee's that these commitments will lead to the closing of additional financing. The Company's capital requirements will depend on numerous factors including, but not limited to, viability of its assets, continued progress in finding a merger candidate, the pursuit of further business opportunities and the tradability of its common shares.

Profit & Loss:

Comparison of the year ended September 30, 2014 with the year ended September 30, 2013.

The net consolidated loss for the year ended September 30, 2014 was $9,476 compared to a net loss of $9,476 for the year ended September 30, 2013. The decrease in net loss was due to the discontinuance of the field work in the development of its mineral development properties caused by a lack of working capital. The Company is reviewing its data and exploration options with respect to its current property interests as it looks to divest its mineral and mining properties to focus on its SignAids and Wity businesses and technology.

Cash Flow:

The Company's consolidated working capital at September 30, 2014 was $18,228 with current technology assets of $197,786 (not including mining properties and assets) which are in excess of current liabilities of $179,558. At September 30, 2013 the Company had a working capital of $18,228.

b. Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

**A. Date and State (or Jurisdiction) of Incorporation:**

The Company was incorporated on February 24, 1987 as Sussex Enterprises Inc. who had its name changed to Synergy Media Inc.
On March 10, 1996. On April 14, 2005, the Company amended its Certificate of Incorporation.
On November 16, 2007 the company changed its name from Synergy Media Group Inc. to VIPR Industries
In March of 2012 the company transferred its corporate domicile from the State of Nevada to the State of Wyoming by filing Articles Of Continuance with the Wyoming Secretary of State.

**B. The issuer's primary and secondary SIC Codes;**

Primary: 7370 – Services-Computer Programming, Data Processing, Etc.
Secondary: 1000 - Metal Mining

**C.** the issuer's fiscal year end date;

September 30

**D.** principal products or services, and their markets;

Explained in Notes Section

**7) Describe the Issuer's Facilities**

The company transferred its head office to Anderson, South Carolina located at 100-1 Construction Way, Anderson, South Carolina, USA. 29625
The Company maintains a secondary office located at 480 Barton St. E., Hamilton, Ontario, Canada

**8) Officers, Directors, and Control Persons**

**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 ten percent (10%) of any class of the issuer's equity securities), as of the date of this information statement.

**Directors as of September 30, 2014**
John Riccio – President / Director
Jan Vrba – Director

**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);

None

**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;

None

**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
None

**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.

None

**C**. **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.

JDX Exploration Inc. 100 University Ave. Toronto – owns 35,000,000 restricted common stock - 22.47%
Whitefriargate Investments Inc. (operating as Signaids) – owns 88,388,520 restricted shares – 60%

None

**D. 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:Allen Tucci
Firm: White and Williams
Address 1: 1650 Market St., Philadelphia, PA

Accountant or Auditor
Name Piers Van Ziffle
Address :Vancouver, Canada

Investor Relations Consultant
Name: None

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: None
Firm: _____
Address 1: _____

## LEGAL PROCEEDINGS

On January 08, 2010 the Company was served and included in an action that involved a total of 7 defendants, filed in the Superior Court of the Province of Ontario, Canada. The plaintiffs are 2 residents of the Province of Ontario, Canada. The plaintiffs were claiming from all parties an amount up to $220,000 plus any punitive damages. In April of 2014, the lawsuit was amicably settled where no payments were required to have been paid by the Company.

## DEFAULTS UPON SENIOR SECURITIES

The Company is not in default upon any of its debts.

## OTHER INFORMATION

There are no updates to the "Material Contracts", "Articles of Incorporation" or "Bylaws" since the Company's 2012 Annual Report.

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

## CERTIFICATIONS

I, Robert Brooker, certify that:

1. 1 have reviewed this quarterly disclosure statement of VIPR Industries, Inc.;

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.

| | | |
|---|---|---|
| By: | */s/ Robert Brooker* | |
| | | |
| Name: | Robert Brooker | |
| Title: | CEO / Director | |
| Date: | Sept 30, 2014 | |

**VIPR Industries, Inc.**
Consolidated Financial Statements
For Years Ending September 30, 2013 and 2014

## CERTIFICATIONS (Continued)

I, John Riccio, certify that:

1. 1 have reviewed this quarterly disclosure statement of VIPR Industries, Inc.;

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.

| | | |
|---|---|---|
| By: | */s/ John Riccio* | |
| | | |
| Name: | John Riccio | |
| Title: | President / Director | |
| Date: | Sept 30, 2014 | |