UNIQUE RESOURCES CORP.

FILING STATEMENT

with respect to a Reverse Takeover by
Bee Vectoring Technology Inc.
pursuant to Policy 5.2 of the TSX Venture Exchange

Dated as at May 29, 2015

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Reverse Takeover described in this Filing Statement.

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GLOSSARY

The following terms have the meanings set out below.

Affiliate	means a company that is affiliated with another company as described below: A company is an "Affiliate" of another company if: (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A company is "controlled" by a Person if: (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company. A Person beneficially owns securities that are beneficially owned by: (a) a company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.
Agency Agreement	means the agency agreement relating to the Private Placement among the Issuer, BVT, and the Agent.
Agent	means Canaccord Genuity Corp.
Agent's Option	means the options to be granted to the Agent equal to 8% of the number of Subscription Receipts issued pursuant to the Private Placement including pursuant to exercise in whole or in part of the Over-allotment Option, with each such option being exercisable for one (1) Common Share at an exercise price of $0.25 for a period of 36 months following the Closing Date. (See "Part II – Information Concerning the Issuer – Financing").
Arm's Length Transaction	means a transaction that is not a Related Party Transaction.

Associate	when used to indicate a relationship with an individual or company, means (a) an issuer of which the individual or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer, (b) any partner of the individual or company, (c) any trust or estate in which the individual or company has a substantial beneficial interest or in respect of which an individual or company serves as trustee or in a similar capacity, (d) in the case of an individual, a relative of that person, including (i) that individual's spouse or child, or (ii) any relative of the individual or of his spouse who has the same residence as that person; but where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 in the Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.
BCBCA	means the *Business Corporations Act* (British Columbia)
Board of Directors	means the board of directors of the Issuer.
BVT	means Bee Vectoring Technology Inc., a corporation organized pursuant to the OBCA.
BVT Assets	means the Technology, the Technology Agreements and all other property and assets of BVT of every kind and description and where ever situated.
BVT Interest Bearing Debentures	means convertible debentures in the aggregate principal amount of $99,300 which accrue interest at a rate of 8% per annum, compounded semi-annually, being convertible into Common Shares upon Closing at a deemed conversion price of $0.20 per Common Share resulting in the issuance of approximately 527,499 Common Shares assuming accrued interest until June 15, 2015.
BVT Non-Interest Bearing Debentures	means convertible debentures in the aggregate principal amount of $95,000 being convertible into Common Shares upon Closing at a deemed conversion price of $0.20 per Common Share, a convertible debenture in the principal amount of $75,000 being convertible into Common Shares upon Closing at a deemed conversion price of $0.25 per Common Share resulting in the issuance of an aggregate of 775,000 Common Shares on a post-Consolidation basis.
BVT Shares	means 189 shares of BVT, in aggregate, owned by the BVT Shareholders.
BVT Shareholders	means, collectively, the shareholders of BVT prior to the completion of the Share Exchange.
BVT System	means the Tray System used in conjunction with Vectorite and BVT-CR7 (or a third party inoculant such as Bacillus or Beauvaria).
Cash Commission	means the cash commission to be paid to the Agent upon release of the Escrowed Funds equal to 8% of the gross proceeds of the Private Placement including exercise of the Over-allotment Option.

Change of Control	includes situations where after giving effect to the contemplated transaction and as a result of such transaction: (a) any one Person holds a sufficient number of the voting shares of the issuer or resulting issuer to affect materially the control of the issuer or resulting issuer, or (b) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding hold in total a sufficient number of the voting shares of the issuer or resulting issuer to affect materially the control of the issuer or resulting issuer; where such Person or combination of Persons did not previously hold a sufficient number of voting shares to affect materially the control of the issuer or resulting issuer. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, hold more than 20% of the voting shares of the issuer or resulting issuer is deemed to materially affect the control of the issuer or resulting issuer.
Chelsian	means Chelsian Sales and Marketing Inc., a consulting corporation whose principal shareholders are Michael Collinson, President and a director of BVT, and Lori Collinson, a shareholder and a former director of BVT, and spouse of Michael Collinson.
Chelsian Loan	means a demand loan from Chelsian to BVT in the principal amount of $244,846 which shall be converted to Common Shares on Closing at a deemed conversion price of $0.20 per Common Share resulting in the issuance of a 1,224,230 Common Shares on a post-Consolidation basis.
Closing	means the completion of the Transaction.
Closing Date	means the day upon which the Closing occurs.
Common Share	means a common share in the capital of the Issuer or the Resulting Issuer, as the context requires.
Company	unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.
Consolidation	means the consolidation of the Common Shares on the basis of one (1) post-Consolidation Common Shares for each 2.4 pre-Consolidation Common Shares, to occur immediately prior to Closing.
Control Person	means any Person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.
Corporate Finance Fee	means the $150,000 corporate finance fee payable to the Agent to be paid $100,000 in cash and $50,000 in post-Consolidation Common Shares.
Engagement Letter	means the letter agreement between the Issuer, the Agent, and BVT, dated November 10, 2014, as amended March 10, 2015 respecting the Private Placement.
Escrow Agreement	means the Form 5D Escrow Agreement to be entered into on Closing among the Resulting Issuer, the Escrow Agent, and the holders of the Transaction Escrowed Shares, providing for the escrow of the Transaction Escrowed Shares, as disclosed in "Part V – Information Concerning the Resulting Issuer – Escrow and Resale Restrictions".
Escrow Agent	means TMX Equity Transfer Services.

Escrowed Funds	means the Escrowed Proceeds together with any interest or other income earned thereon.
Escrowed Proceeds	means the gross proceeds from the Private Placement to be held in escrow until satisfaction of the Escrow Release Conditions.
Escrow Release Conditions	Means: 1. Shareholders of UQ and BVT, as applicable, approving the Transaction, if necessary; 2. The receipt of all regulatory approvals required in connection with the Transaction, including the conditional listing approval for the Common Shares by the Exchange and the approval of the Exchange of any disclosure document (including a filing statement, if applicable for the Transaction. 3. Each of UQ and BVT providing an officer's certificate to the Agent confirming that, other than the completion of the release of the Escrowed Funds to the Resulting Issuer, all conditions of the Exchange to final acceptance have been satisfied and that UQ and BVT have irrevocably instructed their legal counsel to complete the Transaction upon release of the Escrowed Funds to UQ. 4. UQ and BVT not being in breach or default of any of their covenants or obligations under the Agency Agreement in any material respect except those breaches or defaults that have been waived by the Agent. 5. BVT, UQ, and the Agent having delivered a joint notice to the Escrow Agent confirming that (i) all regulatory and other approvals required in respect of the Transaction have been obtained; (ii) all conditions for completion of the Transaction shall have been met or waived; (iii) all other Escrow Release Conditions have been met or waived; and (iv) the Transaction will be completed immediately after the release of the Escrowed Funds.
Exchange	means the TSX Venture Exchange Inc.
Exchange Policy 2.2	means "Exchange Policy 2.2 – Sponsorship and Sponsorship Requirements", as set out in the Exchange's Corporate Finance Manual.
Exchange Policy 5.2	means "Exchange Policy 5.2 – Change of Business and Reverse Takeovers", as set out in the Exchange's Corporate Finance Manual.
Exchange Requirements	means the by-laws, policies, circulars, rules, guidelines, orders, notices, rulings, forms, decisions and regulations of the Exchange as from time to time enacted, any instructions, decisions and directions of the Exchange (including those of any committee of the Exchange as appointed from time to time), and all applicable provisions of the securities laws of any other jurisdiction.
Filing Statement	means this Filing Statement.
Final Exchange Bulletin	means the bulletin which is issued by the Exchange following closing of the Transaction and the submission of all required documentation and that evidences the Exchange's acceptance of the Transaction.
Insider	if used in relation to the Issuer, includes: (a) a director or senior officer of the Issuer; (b) a director or senior officer of a company that is an insider or subsidiary of the Issuer; and (c) a Person that beneficially owns or controls, directly or indirectly, securities carrying more than 10% of the voting rights attached to all outstanding securities of the Issuer.
Issuer or UQ	means Unique Resources Corp., a corporation organized pursuant to the BCBCA.
Letter of Intent	means the letter of intent dated March 11, 2015, between the Issuer and BVT relating to the Transaction.

MD&A	means management's discussion and analysis of financial condition and operating results.
Member	means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange Requirements.
Member's Agreement	means the Member's agreement among the Exchange and each Person who, from time to time, is accepted as, and becomes a Member of the Exchange.
Non-Arm's Length Party	in relation to a company, means a promoter, officer, director or other Insider or Control Person of that company (including an issuer) and any Associates or Affiliates of any such Persons, and in relation to an individual, means any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person.
Name Change	means a change of the Issuer's name from "Unique Resources Corp." to "Bee Vectoring Technologies International Inc." or such other name as may be acceptable to the Exchange.
OBCA	means the *Business Corporations Act* (Ontario), as amended, together with its regulations.
Option Agreements	means agreements pursuant to which stock options have been granted under the Issuer's Option Plan;
Option Plan	means the stock option plan of the Issuer.
Over-allotment Option	means the option of the Agent to solicit for subscriptions for an additional 3,600,000 Subscription Receipts, which may be exercised, in whole or in part, by the Agent, up to 48 hours before closing of the Private Placement.
Payment Shares	means the 19,200,000 Common Shares on a post-Consolidation basis to be issued by the Issuer to the BVT Shareholders in exchange for all of the BVT Shares.
Person	means a company or an individual.
Private Placement	means the brokered private placement by the Issuer of a minimum of 12,400,000 Subscription Receipts at a price per Subscription Receipt of $0.25 on a post-consolidation basis for aggregate cash proceeds to the Issuer of a minimum of $3,100,000, plus the Over-allotment Option which may be exercised for up to an additional 3,600,000 Subscription Receipts for cash proceeds of $900,000.
Related Party Transaction	has the meaning ascribed to that term in Exchange Policy 5.9, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the issuer with respect to the transaction.
Resulting Issuer	means the Issuer following the Closing.

Reverse Takeover or RTO	means a transaction or series of transactions, involving an acquisition by the issuer or of the issuer, and a securities issuance by an issuer that results in: (a) new shareholders holding more than 50% of the outstanding voting securities of the issuer, and (b) a Change of Control (as defined by the policies of the Exchange) of the issuer. The Exchange may deem a transaction to have resulted in a Change of Control by aggregating the shares of a vendor group and/or incoming management group, but does not include any transaction or series of transactions whereby the newly issued securities are to be issued to shareholders of an issuer listed on Toronto Stock Exchange or another senior exchange under a formal takeover bid made pursuant to Securities Laws, as defined by the policies of the Exchange. A transaction or series of transactions may include an acquisition of a business or assets, an amalgamation, arrangement or other reorganization. Any securities issued pursuant to a private placement effected concurrently, contingent upon, or otherwise linked to a transaction or series of transactions, may be used in order to determine whether a transaction or series of transactions satisfies (a) and/or (b), above.
Share Exchange	means the exchange of all of the issued and outstanding shares of BVT for the Payment Shares pursuant to the Share Exchange Agreement, and which shall constitute a Reverse Takeover.
Share Exchange Agreement	means the Share Exchange Agreement, dated May 29, 2015 among the Issuer, BVT, holders of the BVT Non-Interest Bearing Debentures, holders of the BVT Interest Bearing Debentures, Chelsian, and the BVT Shareholders.
Shareholders	means Persons holding Common Shares.
Subscription Receipts	means the subscription receipts to be issued pursuant to the Private Placement with each such Subscription Receipt automatically converting into Common Shares upon satisfaction of the Escrow Release Conditions.
Subscription Receipt Agreement	means an agreement among BVT, the Issuer, the Agent and the Escrow Agent to be entered into prior to Closing and governing the Subscription Receipts
Technology	Means BVT's technology used in the BVT System, including, without limitation: i) all patent applications and amendments thereto, including foreign equivalents, and any and all substitutions, extensions, additions, reissues, re-examinations, renewals, divisions, continuations, continuations-in-part or supplementary protection certificates owned by BVT; ii) all scientific processes, intellectual property, secrets, knowledge, know-how, applications, methods and proprietary operations owned by BVT as a result of the Technology Agreements, and as described elsewhere herein; iii) all additions, developments, modifications, enhancements, formulations and adaptations, information, methods of use, processes, techniques, manufacturing technology or ideas or inventions owned, possessed or used by BVT, its servants and agents, which is directly related to or used in connection with the Technology, including all trade secrets and any other technical information relating to development, use or commercialization of the Technology, together with any additional developments, modifications, enhancements, improvements and adaptations thereto which are conceived or reduced to practice; iv) all Technology Agreements; and v) all trademarks.

Technology Agreements	means those intellectual property assignment agreements pursuant to which BVT acquired its interest in the Technology.
Transaction	means, collectively, the transactions disclosed herein, including the Share Exchange, Private Placement, Name Change, and Consolidation.
Transaction Escrowed Shares	means 20,786,730 Resulting Issuer Common Shares to be escrowed pursuant to Exchange Policy 5.4 – *Escrow, Vendor Consideration and Resale Restrictions*. See "Part V – Information Concerning the Resulting Issuer – Escrow and Resale Restrictions".
UQ Options	means pre-Consolidation, 900,000 options entitling the holder thereof to purchase Common Shares at a purchase price of $0.15 per share until April 3, 2017.
UQ Warrants	Means, pre-Consolidation, 6,500,000 warrants entitling the holder thereof to purchase Common Shares at a purchase price of $0.15 until March 30, 2017

GLOSSARY OF SCIENTIFIC TERMS

The following terms have the meanings set out below:

Bacillus	A soil-dwelling bacterium commonly used as a biological pesticide.
Beauveria	A fungus that grows naturally in soils that can be used as a biological insecticide and is already registered and produced by third parties for use in spraying applications.
bee vectoring	The process of using bees as a delivery system to plants.
Botrytis	A fungal pathogen causing blossom blight and berry rot.
BVT-CR7	A patent-pending bio-control which is a particular strain of fungus acting as a beneficial endophyte controlling targeted crop diseases and increasing crop yield
Endophyte	An organism, often a bacteria or fungus, that lives within a plant for at least part of its life without causing any apparent disease, and which may benefit host plants by preventing pathogenic organisms from colonizing them.
EPA	The Environmental Protection Agency in the United States.
inoculum	The active material used in an inoculation, also called an inoculant.
PMRA	Health Canada's Pest Management Regulatory Agency.
Sclerotinia	Soil borne pathogen causing white mod diseases of certain crops.
Thrips	Slender insects that feed on a large variety of plants and animals and can be damaging to commercial crops.
Tray System	an integrated dispenser and removable and sealable tray system in which the Vectorite containing BVT-CR7 (or a third party inoculant such as Bacillus or Beauveria), is placed through which the bees pass and pick up the BVT-CR7
Vectorite	A proprietary product to BVT consisting of a mixture of ingredients that facilitate the carrying of the BVT-CR7 inoculant (or a third party inoculant, such as Beauveria or Bacillus) by bees in their outbound flights to farmer's crops.

CAUTION RELATING TO FORWARD-LOOKING INFORMATION

This Filing Statement contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of UQ, BVT or Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include: (A) the completion of the Transaction; (B) pro-forma presentation of the Resulting Issuer that assumes completion of the Transaction; (C) the intention to grow the business and operations of the Resulting Issuer, (D) acquiring regulatory approval for BVT-CR7, (E) conducting trial tests and research, (F) leasing and setting up an operating facility, and (G) seeking and maintaining patent protection for the Technology. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Filing Statement. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, the ability of the Issuer to obtain necessary financing, satisfy conditions under the Share Exchange Agreement, satisfy the requirements of the Exchange with respect to the Transaction, the economy generally, regulatory hurdles to the commercialization of the Resulting Issuer's Technology, continued efficacy of the Technology, consumer interest in the services and products of the Resulting Issuer, competition, and anticipated and unanticipated costs. Such statements could also be materially affected by the impact of general imprecision of environmental risks, environmental regulation, taxation policies, competition, the lack of available and qualified personnel or management, stock market volatility and the ability to access sufficient capital from internal or external sources. Actual results, performance or achievement could differ materially from those expressed herein. While the Issuer anticipates that subsequent events and developments may cause its views to change, the Issuer specifically disclaims any obligation to update these forward-looking statements, except as otherwise required by applicable securities laws. These forward-looking statements should not be relied upon as representing the Issuer's views as of any date subsequent to the date of this Filing Statement. Although the Issuer has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect UQ, BVT, or the Resulting Issuer. Additional factors are noted in this Filing Statement under "Risk Factors".

SUMMARY OF FILING STATEMENT

The following is a summary of certain information relating to the Issuer, BVT and the Resulting Issuer (assuming completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

GENERAL

The Issuer was incorporated on May 20, 2011 pursuant to the provisions of the BCBCA and completed its initial public offering of Common Shares on March 30, 2012. The Common Shares were approved for trading on the Exchange on April 3, 2012. The Issuer is engaged in the exploration, development and exploitation of mineral resources in Canada and has an option to acquire an interest in more than 10 mineral claims covering approximately 3,850 hectares at the Lucifer Property located in Eskay, British Columbia. Upon Closing, the Resulting Issuer intends to terminate the aforementioned option.

BVT is a private company incorporated pursuant to the provisions of the OBCA on January 24, 2012. BVT is a development-stage company that owns a patent-pending bee vectoring technology which uses bees to deliver various organic fungi commonly found in nature to flowering plants. This proprietary process replaces chemical fertilizers and pesticides, providing crop protection without the use of water, typically at a reduced cost.

TERMS OF THE TRANSACTION

Pursuant to the Share Exchange Agreement entered into on May 29, 2015 among the Issuer, BVT, holders of the BVT Non-Interest Bearing Debentures, holders of the BVT Interest Bearing Debentures, Chelsian, and the BVT Shareholders, the Issuer will acquire 100% of the issued and outstanding BVT Shares in exchange for the pro-rata issuance to the BVT Shareholders of the Payment Shares, comprising 19,200,000 Common Shares (on a post-Consolidation basis). The number of Payment Shares to be issued in connection with the Share Exchange was determined pursuant to arm's length negotiations between management of each of the Issuer and BVT.

On Closing of the Transaction, and pursuant to the terms of the Share Exchange Agreement, the following Common Shares shall be issued on a post-Consolidation basis in respect of certain indebtedness of BVT: (i) the Chelsian Loan shall convert into 1,224,230 Common Shares, (ii) the BVT Non-Interest Bearing Debentures shall convert into 775,000 Common Shares, and (iii) the BVT Interest Bearing Debentures shall convert into approximately 527,499 Common Shares (assuming conversion on June 15, 2015 and including accrued interest thereto).

As a condition to Closing, the Issuer will complete the Private Placement of a minimum of 12,400,000 Subscription Receipts at a purchase price of $0.25 per Subscription Receipt for aggregate gross proceeds of a minimum of $3,100,000. Should the Agent exercise its Over-allotment Option in full an additional 3,600,000 Subscription Receipts will be issued for gross proceeds of $900,000. Pursuant to the terms of the Subscription Receipt Agreement, to be entered into on closing of the Private Placement, each one (1) Subscription Receipt shall automatically convert for no additional consideration into one (1) post-Consolidation Common Share upon satisfaction of the Escrow Release Conditions. Should the Escrow Release Conditions not be satisfied within 90 days of closing of the Private Placement, the proceeds of the Private Placement shall be returned to subscribers.

The Agent will act as agent to the Issuer to sell Subscription Receipts on a commercially reasonable efforts basis in connection with the Private Placement, and shall receive as compensation: (i) the Cash Commission equal to 8% of the gross proceeds of the Private Placement sourced by the Agent including pursuant to the Over-allotment Option; (ii) the Corporate Finance Fee to be paid $100,000 in cash and $50,000 in post-Consolidation Common Shares; (iii) the Agent's Option equal to up to 8% of the number of Subscription Receipts sold pursuant to the Private Placement including pursuant to the Over-allotment Option, and (iii) the payment of its reasonable expenses, including legal fees. All fees payable in respect of the Private Placement shall be paid upon satisfaction of the Escrow Release Conditions. Proceeds from the closing of the Private Placement will be held in escrow by the Subscription Receipt Agent until satisfaction of the Escrow Release Conditions. Should the Escrow Release Conditions not be satisfied within 90 days of closing of the Private Placement subscribers in the Private Placement will be refunded their total subscription amount.

Immediately prior to Closing, the Issuer will affect the Consolidation on the basis of one (1) post-Consolidation Common Share for 2.4 pre-Consolidation Common Shares.

The Transaction is subject to certain conditions, including but not limited to, no material adverse change occurring in either entity prior to Closing, receiving all necessary regulatory and third party approvals, and the Exchange being satisfied that after completion of the Transactions the Issuer will satisfy the Exchange's minimum listing requirements for a Tier 2 technology issuer.

THE RESULTING ISSUER

Following the Closing, BVT will be a wholly owned subsidiary of the Resulting Issuer. The name of the Resulting Issuer will be changed to "Bee Vectoring Technologies International Inc." (or such other name as may be acceptable to the Exchange) and the capital structure of the Issuer will be altered in the manner contemplated by the Transaction. Upon the issuance of the Final Exchange Bulletin, the Resulting Issuer will become a Tier 2 technology issuer on the Exchange.

BUSINESS OF THE RESULTING ISSUER

Following the completion of the Transaction, the Resulting Issuer will continue the business of BVT. BVT is a development stage company which owns the patent pending Technology specifically designed to utilize bees as natural delivery mechanisms for a variety of powdered mixtures comprised of organic compounds which inhibit or eliminate common crop diseases, while at the same time fertilizing the same crops without the use of water. The bees are dusted with the mixtures as they exit their hive en route to the fields containing the crops of interest. The BVT System consists of a dispenser tray that is incorporated into the lid of commercial bumblebee hives. The dispenser is a removable tray that contains non-toxic organic or synthetic pesticides and fertilizers in powdered form, including BVT's proprietary organic inoculant fungi, BVT-CR7, within a unique compound known as "Vectorite" that allows the bumblebees to effectively pick up the product on their way out of the hive.

The Resulting Issuer will own and exploit the Technology as its business. See "Part III – Information Concerning BVT".

INTERESTS OF INSIDERS, PROMOTERS OR CONTROL PERSONS

Upon completion of the Transaction the existing directors and officers of the Issuer will resign from their respective positions with the Issuer. Michael Collinson, Jim Molyneux, Michael Walkinshaw, and Claude Flueckiger will become the directors of the Resulting Issuer. The officers of the Resulting Issuer will be Michael Collinson (President, Chief Executive Officer, and Chairman), Kyle Appleby (Chief Financial Officer, and Secretary), and Todd Mason (Vice President Research and Protocol).

The shareholdings of each current insider, promoter and control person of the Issuer, before and after the Transaction, assuming none of the individuals listed below subscribe for Subscription Receipts in the Private Placement, are set out below:

Insider, Promoter or Control Person of Issuer	Common Shares Owned Before the Transaction		Common Shares Owned After Giving Effect to the Transaction Assuming the Completion of Private Placement	
	Number	Percentage[1]	Number	Percentage[2]
Gary Freeman	2,381,000	16.47%	992,083	2.46%
Darryl Cardey	2,100,000	14.53%	875,000	2.17
James Dawson	100,000	<1%	41,666	<1%
Cale Moodie	160,000	1.1%	66,666	<1%

Notes:

(1) Calculated on an undiluted basis with 14,454,148 Common Shares being issued and outstanding as at the date of this Filing Statement.

(2) Calculated on an undiluted basis assuming 40,349,291 Common Shares are issued and outstanding on Closing and assuming no exercise of the Over-allotment Option.

The shareholdings of each insider, promoter and control person of the Resulting Issuer, are set out below assuming the individuals listed do not subscribe for Subscription Receipts in the Private Placement:

Insider, Promoter or Control Person of Issuer	Common Shares Owned Before the Transaction		Common Shares Owned After Giving Effect to the Transaction, Assuming the Completion of Private Placement	
	Number	Percentage	Number	Percentage[1]
Michael Collinson[2]	Nil	0%	2,718,359	6.74%
Jim Molyneux[3]	Nil	0%	2,042,659	5.06%
Lori Collinson[4]	Nil	0%	7,111,111	17.62%
Todd Mason[5]	Nil	0%	3,453,968	8.56%
Kyle Applebee[6]	Nil	0%	Nil	0%
Michael Walkinshaw	Nil	0%	Nil	0%
Claude Flueckiger	Nil	0%	Nil	0%
				37.98%

Notes:

(1) Calculated on an undiluted basis assuming 40,349,291 Common Shares are issued and outstanding upon Closing, and assuming no exercise of the Over-allotment Option.

(2) Michael Collinson will be the Chief Executive Officer and a director, of the Resulting Issuer. Total includes 1,224,230 Common Shares issued in respect of the Chelsian Loan and 250,000 Common Shares issued in respect of a BVT Non-Interest Bearing Debenture in the principal amount of $50,000.

(3) Jim Molyneux will be a director of the Resulting Issuer. Total includes 112,500 Common Shares to be issued in respect of a BVT Non-Interest Bearing Debenture in the aggregate principal amount of $22,500. These Common Shares will be issued to Pengally Bay Investments Inc., a private company of which Jim Molyneux is the principal shareholder.

(4) Lori Collinson is an Associate (spouse) of Michael Collinson. Upon Closing, the Chelsian Loan will be entirely repaid through the issuance of 1,224,230 Common Shares to Chelsian, of which Mrs. Collinson is a principal shareholder.The 7,111,111 common shares held by Mrs. Collinson is exclusive of the 1,224,230 Common Shares to be issued as repayment of the Chelsian Loan.

(5) Todd Mason will be the Vice President (Research & Protocol) of the Resulting Issuer.

(6) Kyle Appleby will be the Chief Financial Officer and Secretary of the Resulting Issuer.

ARM'S LENGTH TRANSACTIONS

The Transaction was negotiated by the parties dealing at arm's length with each other and therefore in accordance with the policies of the Exchange, is an Arm's Length Transaction.

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

Upon Completion of the Transaction (including the Private Placement), the Resulting Issuer will have the following funds available to it for the next 12 month period:

Description of Funds	Amount (Minimum)	Amount (Maximum)
Estimated working capital of BVT as of April 30, 2015	$(520,000)(1)	$(520,000)(1)
Estimated working capital of UQ as of April 30, 2015	$207,306	$207,306
Gross Proceeds of the Private Placement	$3,100,000	$4,000,000(2)
Total available funds	**$2,787,306**	**$3,687,306**

Notes:

(1) This number includes a $250,000 liability to CT Developers which shall be repaid on closing of the Transaction.

(2) Assumes exercise in full of the Agent's Over-allotment Option.

The Resulting Issuer will use the funds available to it upon the completion of the Transaction (including the Private Placement) to further its business objectives. Specifically, the Resulting Issuer will use the funds available to it upon the completion of the Transaction as follows:

Use of Proceeds	Amount (Minimum)	Amount (Maximum)
Costs of the Transaction (including legal fees, Agent's Cash Commission and Corporate Finance Fee, audit, and filing fees)	$500,000	$500,000
EPA and PMRA Registration Costs	$841,800	$841,800
Commercial Vectorite and Tray Costs	$52,500	$52,500
Lease and Set-up of Operating Facility in Guelph, Ontario	$421,000	$421,000
Sales and General and Administrative Expenses	$787,800	$787,800
TOTAL	**$2,603,100**	**$2,603,100**
Unallocated Working Capital	$184,206	$1,084,206(1)

Note:

(1) Assumes exercise in full of the Agent's Over-allotment Option

There may be circumstances, where for business reasons, a reallocation of funds may be necessary in order for the Resulting Issuer to achieve its stated business objectives. See "Part V – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes".

SELECTED PRO-FORMA FINANCIAL INFORMATION

The table below sets out certain pro forma financial data for the Resulting Issuer, assuming the completion of the Transaction, in respect of the periods for which financial information is provided elsewhere in this Filing Statement. The summary unaudited pro forma consolidated financial information below is derived from the Pro Forma Financial Statements and should be read in conjunction with the Pro Forma Financial Statements, related notes and other financial information appearing elsewhere in this Filing Statement. See "Exhibit C – Pro Forma Financial Statements of the Resulting Issuer".

	As at December 31, 2014 (unaudited)
Total Assets	$3,246,949
Total Liabilities	$480,573
Shareholder's Equity	$2,766,376

DETAILS RESPECTING THE ISSUER'S LISTING

On April 3, 2012, the Common Shares were listed on the Exchange under the symbol "UQ.V". The Issuer currently has 14,454,148 Common Shares issued and outstanding as well as 900,000 UQ Options, and 6,500,000 UQ Warrants.

The BVT Shares are not listed on any stock exchange.

MARKET PRICE OF THE COMMON SHARES

The closing price of the Common Shares on the Exchange on March 12, 2015 (the last trading day before the announcement of the Transaction) was $0.11. Trading in the Common Shares was halted on the date of the announcement and will remain halted until the closing of the Transaction. See “Part II – Information Concerning the Issuer – Stock Exchange Price”.

EXCHANGE APPROVAL

The Exchange has conditionally approved the Transaction as a Reverse Takeover for the Issuer, and the listing of the Resulting Issuer’s Common Shares on the Exchange subject to the Issuer fulfilling all of the requirements of the Exchange.

CONFLICTS OF INTEREST

Conflicts of interest may arise as a result of the proposed directors and officers of the Resulting Issuer also holding positions as directors or officers of other companies. Some of those individuals have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Resulting Issuer will be in direct competition with the Resulting Issuer. See “Part V – Information Concerning the Resulting Issuer – Directors, Officers and Promoters – Conflicts of Interest”.

SPONSORSHIP

Pursuant to the Exchange Policy 2.2, sponsorship is generally required in conjunction with a Reverse Takeover. The Issuer has received an exemption from the sponsorship requirement on the basis that the Agent, as a Member of the Exchange, will act as the Agent for the Private Placement and will provide the Exchange with confirmation that it has completed appropriate due diligence that is generally in compliance with the relevant standards and guidelines applicable in Exchange Policy 2.2.

SUMMARY OF RISK FACTORS

An investment in the Resulting Issuer following completion of the Transaction involves a substantial degree of risk and should be regarded as highly speculative due to the nature of the proposed business of UQ, BVT and the Resulting Issuer. The risks, uncertainties and other factors, many of which may be beyond the control of the Resulting Issuer, that could influence actual results include, but are not limited to: BVT’s limited operating history; product development and operating risks; substantial capital requirements and liquidity; competition; reliance on management and dependence on key personnel; uncertainty of demand and acceptance of the Technology; marketing risks; intellectual property infringement; environmental risks; governmental regulations and processing licenses and permits; management inexperience in taking new products to market; potential conflicts of interest of management; uninsurable risks; exposure to potential litigation; and other factors.

For a detailed description of these and other risk factors see “Part I – Risk Factors”.

PART I – RISK FACTORS

The following are certain factors relating to the business of the Resulting Issuer assuming completion of the Transaction, which factors investors should carefully consider when making an investment decision concerning the securities of the Resulting Issuer.

These risks and uncertainties are not the only ones facing the Resulting Issuer. Additional risks and uncertainties not presently known to the Issuer, or that the Issuer currently deems immaterial, may also impair the operations of the Resulting Issuer. If any such risks actually occur, the financial condition, liquidity and results of operations of the Resulting Issuer could be materially adversely affected and the ability of the Resulting Issuer to implement its growth plans could be adversely affected.

An investment in the Resulting Issuer is speculative and subject to certain material risks. Investors should not invest in securities of the Resulting Issuer unless they can afford to lose their entire investment. The following is a description of certain risks and uncertainties that may affect the business of the Resulting Issuer.

Intellectual Property

The future success of the Resulting Issuer's business is highly dependent upon the intellectual property rights surrounding the Technology, including trade secrets, know-how and continuing technological innovation. There can be no assurance that the steps taken by BVT or to be taken by the Resulting Issuer to protect its intellectual property rights will be adequate to prevent misappropriation or that others will not develop competitive technologies or processes. There can be no assurance that other companies are not investigating or developing other technologies that are similar to the Technology. There is no certainty that patents will be issued to the Resulting Issuer from any application filed by BVT or that, if patents do issue, the claims allowed will be sufficiently broad to deter or prohibit others from adopting similar manufacturing methods. In addition, there can be no assurance that any patent issued to the Resulting Issuer will not be challenged, invalidated or circumvented, or that the rights thereunder will provide a competitive advantage to the Resulting Issuer. There can be no assurances that other parties may be "first to file" patents over products or processes that the Resulting Issuer may seek to protect or that are critical to its technology and manufacturing processes.

Patents and Proprietary Rights

BVT currently has no issued patents to protect the Technology. The Resulting Issuer's success depends, in part, on its ability to obtain patent protection for its products, technologies and their uses, on its ability to maintain trade secret protection and to operate without infringing the proprietary rights of others and without third parties circumventing the rights that BVT currently owns or licenses. BVT has filed and is actively pursuing patent applications related to the Technology including the Vectorite formulation in the United States, Canada and other jurisdictions. BVT cannot ensure that all of its patent applications will result in the issuance of patents, that the coverage claimed in a patent application will not be significantly reduced before a patent is issued or that the Resulting Issuer will develop other proprietary products that are patentable. Failure of the Resulting Issuer to obtain adequate patent protection for any of the current or projected patent applications could have a material adverse effect on the Resulting Issuer's ability to gain a competitive advantage and may have a material adverse effect on operations. In particular, failure to obtain patent protection could permit competitors of the Resulting Issuer to produce products that could be directly competitive with the Resulting Issuer's product candidates or to develop technologies directly competitive with the Resulting Issuer's technologies.

BVT has filed patent applications on the basis that the inventors have assigned their interest in the inventions to BVT and that such assignments have been confirmed in assignments as of the date of the patent applications. There is no assurance that the inventors did not deal with their interest in the inventions named in the patent applications prior to the date of the confirmatory assignments. The confirmatory assignments have been obtained from employees that BVT identified as being the inventors of the inventions named in the patent applications. No assurance can be given that any other person who may be an inventor has assigned to BVT their, or waived any, interest in the inventions for which BVT has filed patent applications.

Patent applications in the US are maintained in secrecy until the patents issue, or if they have foreign patent application counterparts, for 18 months after they have been filed. Patent applications in Canada and many other jurisdictions also remain confidential for 18 months from the priority filing date. Publication of discoveries in the scientific or patent literature often lag behind actual discoveries. As a consequence, BVT cannot be certain that it was, or any licensor was, the first creator of inventions covered by issued patents or pending patent applications for such inventions.

There can be no assurance that patents the Resulting Issuer may be able to obtain in the future would be held valid or enforceable by a court. A holding of invalidity or unenforceability may reduce or eliminate the value of the Technology covered by the patent. Competitor companies and research and academic institutions have developed technologies, filed patent applications or received patents on various technologies that may be related to BVT's business and Technology. Some of these technologies, applications or patents may conflict with BVT's Technology or intellectual property rights. BVT is aware of other parties with intellectual property rights that may represent prior art or other potentially conflicting intellectual property. Such conflicts could limit the scope of the patents, if any, that the Resulting Issuer may be able to obtain or result in the denial of its patent applications.

BVT also relies on trade secrets and proprietary know-how that may not be protected by patent and there is no assurance that the Resulting Issuer will be able to protect its trade secrets. BVT seeks to protect its rights in part by confidentiality agreements with its collaborators, employees, advisors and consultants. No assurance can be made that the obligation to maintain the confidentiality of BVT's secrets and proprietary know-how will not wrongfully be breached by the Resulting Issuer's employees, consultants, advisors or others, or that BVT's trade secrets or proprietary know-how will not otherwise become known, or be independently developed by competitors in a manner providing the Resulting Issuer with no practical recourse against the other parties involved.

Third-Party Intellectual Property Infringement Claims

Patent applications that may relate to or affect BVT's business may have been filed by other competitor companies and universities. Such patent applications or patents may conflict with BVT's technologies or patent applications and such conflict could reduce the scope of patent protection that BVT could otherwise obtain or even lead to refusal of Resulting Issuer patent applications. The Resulting Issuer could also become involved in interference proceedings in connection with one or more of BVT's patents or patent applications to determine priority of invention. In the event that a court was to find that the Resulting Issuer infringes a valid patent of a third party, it may have to pay license fees and/or damages and might be enjoined from conducting certain activities. There is no assurance that the Resulting Issuer could enter into licensing arrangements at a reasonable cost, or develop or obtain alternative technology in respect of patents issued to third parties that incidentally cover its product candidates. Any inability to secure licenses or alternative technology could result in delays in the introduction of some of the Resulting Issuer's products or even lead to prohibition of the development, manufacture or sale of certain products by the Resulting Issuer.

Testing and Trials

Testing and trials of the Technology and BVT-CR7 are ongoing and play a role in acquiring PMRA and EPA approval. Should these tests and trials not be undertaken in compliance with good clinical practices and with proper vigilance and competence, such deficiencies can result in regulatory authorities rejecting the trial data. A rejection of trial data can pose a serious setback in the path to regulatory approval for the Resulting Issuer. If the results of the tests and trials are not favourable, or do not warrant additional testing and submission to regulatory authorities such failure could have a significant impact on the Resulting Issuer's ability to bring the Technology to market, or it may limit the scope and number of crops to which the Resulting Issuer's products are applicable. Unforeseen circumstances, such as inclement weather events, can have a negative impact on trials and affect the quality of results and completion of tests.

Registration and Regulatory Approval of Technology

The bio-control sought to be used by the Resulting Issuer requires a two year registration process in North America. The first year of the process includes various submissions to the regulatory body and meetings. The second year involves a study that samples the BVT-CR7 periodically over the course of the year with such samples measured for product quality and integrity. BVT has applied for and is in the process of acquiring EPA and PMRA approvals in the US and Canada, respectively. There may be unforeseen delays in the process of registration such as errors with testing and trials, contaminated samples, human error and follow up with the regulatory bodies which may delay approval beyond the two year mark and have a negative impact on the Resulting Issuer's operations and ability to produce. The Resulting Issuer is exploring fast-track avenues that are available in the US and Canada, which may expedite the process of approval. However, there is no guarantee that the fast-tracking will be successful or that the registration will be completed at all. Failure to register will have a negative impact on the operations of the Resulting Issuer.

Regulated Industry

Pesticides are highly regulated in the U.S. and Canada. Regulatory changes that could be imposed by the PMRA and the EPA may materially impact the Resulting Issuer's ability to access desirable markets or to do so in a profitable manner. The Resulting Issuer's intended markets could be highly susceptible to changes in regulation. Moreover, these regulations may be different across each jurisdiction in which the Resulting Issuer operates, for example, each U.S. State may have additional regulations regarding pesticide use in addition to the EPA regulations. Regulatory changes are a matter over which the Resulting Issuer has no control, and there can be no assurance that regulatory changes applicable to the Resulting Issuer and/or its customers will not negatively impact the business, financial condition, and operating results of the Resulting Issuer.

Research and Development Activities

It is important for the Resulting Issuer to continue to invest steadily in research and development. However, because the Resulting Issuer will compete in a constantly evolving market, it may pursue research and development projects that do not result in viable commercial products. Any failure to translate research and development expenditures into successful new product introductions could have an adverse effect on the Resulting Issuer's business.

Limited Business History

Neither the Issuer nor BVT has any history of earnings; neither has paid any dividends and it is unlikely that the Resulting Issuer will pay any dividends in the immediate or foreseeable future. BVT has not commenced commercial operations and has no assets other than cash and patents pending. Neither the Issuer nor BVT will generate earnings until at least after completion of the Transaction. The success of the Resulting Issuer will depend entirely on the expertise, ability, judgment, discretion, integrity and good faith of its management.

The Issuer and BVT have limited financial resources and there is no assurance that additional funding will be available to the Resulting Issuer for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Resulting Issuer can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

The continued operation of the Resulting Issuer will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Resulting Issuer is unable to generate such revenues or obtain such additional financing, any investment in the Resulting Issuer may be lost. In such event, the probability of a profitable resale of the Common Shares would be diminished.

Additional Financing

The Resulting Issuer will require additional financing in order to make further investments or take advantage of future opportunities and to grow its business. The ability of the Resulting Issuer to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as upon the business success of the Resulting Issuer. There can be no assurance that the Resulting Issuer will be successful in its efforts to arrange additional financing on terms satisfactory to the Resulting Issuer. If additional financing is raised by the issuance of Common Shares or other forms of convertible securities from treasury, control of the Resulting Issuer may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Resulting Issuer may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

Profitability

There is no assurance that the Resulting Issuer will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Resulting Issuer's business development and marketing activities. If the Resulting Issuer does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

Dependence on Management and Key Personnel

The Resulting Issuer strongly depends on the business and technical expertise of its management team and there is little possibility that this dependence will decrease in the near term. The Resulting Issuer's success will depend in large measure on certain key personnel. The loss of the services of such key personnel may have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and prospects. The contributions of the existing management team to the immediate and near term operations of the Resulting Issuer are likely to be of central importance. In addition, the competition for qualified personnel in the bio-chemical/agricultural industry is competitive and there can be no assurance that the Resulting Issuer will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of the Resulting Issuer.

Significant Competition

Although the BVT Technology is different from traditional pesticide systems, there are traditional pesticide companies which are larger and have a longer operating history than the Resulting Issuer. Many of these companies are better financed, with larger sales forces and marketing budgets than the Resulting Issuer. There can be no guarantee that the Resulting Issuer will be able to effectively compete in the marketplace with such competition.

Management of Growth

The Resulting Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Resulting Issuer to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Resulting Issuer to deal with this growth may have a material adverse effect on the Resulting Issuer's business, financial condition, results of operations and prospects.

Issuance of Debt

From time to time, the Resulting Issuer may enter into transactions to acquire assets or the shares of other organizations or seek to obtain additional working capital. These transactions may be financed in whole or in part with debt, which may increase the Resulting Issuer's debt levels above industry standards for companies of similar size. Depending on future plans, the Resulting Issuer may require additional equity and/or debt financing that may not be available or, if available, may not be available on favourable terms to the Resulting Issuer. Neither the Issuer's nor BVT's constating documents limit the amount of indebtedness that may be incurred and it is not expected that the Resulting Issuer's constating documents will contain such restrictions. As a result, the level of the Resulting Issuer's indebtedness from time to time could impair its ability to operate or otherwise take advantage of business opportunities that may arise.

Dilution

The Resulting Issuer may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Resulting Issuer which may be dilutive to the holdings of existing shareholders.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Resulting Issuer's Common Shares will be subject to market trends generally, notwithstanding any potential success of the Resulting Issuer in creating revenues, cash flows or earnings. The value of the Resulting Issuer's Common Shares will be affected by such volatility. A public trading market in the Common Shares having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of Common Shares at any given time, which, in turn is dependent on the individual decisions of investors over which the Resulting Issuer has no control. There can be no assurance that an active trading market in securities of the Resulting Issuer will be established and sustained. The market price for the Resulting Issuer's securities could be subject to wide fluctuations, which could have an adverse effect on the market price of the Resulting Issuer. The stock market has, from time to time, experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance, net asset values or prospects of particular companies. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline.

Conflicts of Interest

Certain directors of Resulting Issuer are also directors of other companies and as such may, in certain circumstances, have a conflict of interest. See "Part V: *Information Concerning the Resulting Issuer – Directors, Officers, and Promoters – Conflicts of Interest*".

Dividends

Neither the Issuer nor BVT has paid any dividends on its outstanding shares. Any payments of dividends on the Common Shares will be dependent upon the financial requirements of the Resulting Issuer to finance future growth, the financial condition of the Resulting Issuer and other factors which the Resulting Issuer's board of directors may consider appropriate in the circumstance. It is unlikely that the Resulting Issuer will pay dividends in the immediate or foreseeable future.

Costs Stemming from Defence Against Third-Party Intellectual Property Infringement Claims

Third parties may assert that the Resulting Issuer is using their proprietary information without authorization. Third parties may also have or obtain patents and may claim that technologies licensed to or used by the Resulting Issuer infringe their patents. If the Resulting Issuer is required to defend patent infringement actions brought by third parties, or if it sues to protect its own patent rights or otherwise to protect its proprietary information and to prevent its disclosure, the Resulting Issuer may be required to pay substantial litigation costs and managerial attention may be diverted from business operations even if the outcome is in the Resulting Issuer's favour. In addition, any legal action that seeks damages or an injunction to stop the Resulting Issuer from carrying on our commercial activities relating to the affected technologies could subject the Resulting Issuer to monetary liability and require it or any third party licensors to obtain a license to continue to use the affected technologies. Neither BVT nor the Resulting Issuer can predict whether it would prevail in any of these types of actions or that any required license would be available on commercially acceptable terms, or at all. Some of the Resulting Issuer's competitors may be able to sustain the costs of complex patent litigation more effectively than the Resulting Issuer because they have substantially greater resources.

Slow Acceptance of BVT's Products

The marketplace may be slow to accept or understand the significance of the Resulting Issuer's Technology due to its unique nature and the competitive landscape. If the Resulting Issuer is unable to promote, market and sell its products and secure relationships with manufacturers and purchasers, the Resulting Issuer's business and financial condition will be adversely affected.

Transaction May Not Be Approved

The completion of the Transaction is subject to the final acceptance of the Exchange which will be evidenced by the issuance of the Final Exchange Bulletin. There can be no assurance that all of the necessary approvals will be obtained. If the Transaction does not complete, the Issuer will continue to search for other opportunities, however, it will have incurred significant costs associated with the Transaction. In the event that the Transaction is not approved, the Issuer will remain listed on the Exchange as a Tier 2 mining issuer.

Markets for Securities

There can be no assurance that an active trading market in the Resulting Issuer's Common Shares will be established and sustained. The market price for the Common Shares could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of the Resulting Issuer's peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of Resulting Issuer.

General Economic Conditions May Adversely Affect the Resulting Issuer's Growth

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries continue to be negatively impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange markets combined with a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, tax rates may adversely affect the Resulting Issuer's growth and profitability.

PART II – INFORMATION CONCERNING THE ISSUER

NAME AND INCORPORATION

Unique Resources Corp. (the "**Issuer**" or "**UQ**") was incorporated on May 20, 2011 pursuant to the provisions of the BCBCA. The head office of the Issuer is located at 800-789 West Pender Street, Vancouver, BC V6C 1H2.

The Issuer does not have any subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

History

The Issuer completed its initial public offering of Common Shares on March 30, 2012. The Common Shares were approved for trading on the Exchange on April 3, 2012.

The Issuer is in the business of exploration, development and exploitation of mineral resources in Canada. The Issuer's primary objective is to explore mineral properties to a stage where they can be developed profitably or sold to a third party. On June 1, 2011, the Issuer entered into an option agreement (the "**Option Agreement**") to acquire a 100% interest in 10 mineral claims covering approximately 3,850 hectares called the Lucifer Property (hereinafter, the "**Lucifer Property**" or the "**Property**") located in Eskay, British Columbia. Pursuant to an amending option agreement dated November 20, 2014, the Issuer is required to make cash payments, issue Common Shares and make exploration expenditures as follows:

Date	**Common Shares**	**Cash Payments**	**Exploration Expenditures**
On execution of the option agreement for the Lucifer Property	Nil	$25,000 (paid)	Nil
March 30, 2012	Nil	$15,000 (paid)	$100,000 (incurred)
March 30, 2015	Nil	Nil	$200,000
March 30, 2016	125,000	$100,000	$300,000
March 30, 2018	125,000	$200,000	$350,000
TOTAL	250,000	$340,000	$950,000

The March 30, 2015 exploration expenditures have not been satisfied by the Issuer and the Issuer is now in default of the Option Agreement. The Property is subject to a Net Smelter Royalty("**NSR**") equal to 2% on the proceeds from production for all minerals derived from the Property in the event of the operation of the Property or any portion thereof as a producing mine and the production of mineral products therefrom (excluding bulk sampling, pilot plant or test operations). The Issuer may elect to purchase from the optionor, at any time, up to three quarters of the NSR (being 1.5%), upon payment of $500,000 per 0.5% NSR. The Option Agreement, as amended, will be terminated after Closing of the Transaction.

The Issuer entered into the Letter of Intent on March 11, 2015 and subsequently entered into the Share Exchange Agreement with respect to the Transaction on May 29, 2015. Under the terms of the Share Exchange Agreement, the Issuer will acquire the BVT Shares in exchange for an aggregate of 19,200,000 Payment Shares which will be issued and exchanged with the BVT Shareholders on the basis of 101,587.3 Common Shares for each one (1) BVT Share. See "Part IV – The Transaction – Share Exchange".

On March 12, 2015, trading in the Common Shares was halted on the Exchange pending the announcement of the Transaction. Trading is expected to be reinstated on the Exchange following the issuance of the Final Exchange Bulletin.

As a condition to Closing, the Issuer will complete the Private Placement of a minimum of 12,400,000 Subscription Receipts at a purchase price of $0.25 per Subscription Receipt for aggregate gross proceeds of a minimum of $3,100,000. Should the Agent exercise its Over-allotment Option in full an additional 3,600,000 Subscription Receipts will be issued for gross proceeds of $900,000. Pursuant to the terms of the Subscription Receipt Agreement, to be entered into on closing of the Private Placement, each Subscription Receipt shall automatically convert for no additional consideration into Common Shares upon satisfaction of the Escrow Release Conditions, which shall include:

1. Shareholders of UQ and BVT, as applicable, approving the Transaction, if necessary;
2. The receipt of all regulatory approvals required in connection with the Transaction, including the conditional listing approval for the Common Shares by the Exchange and the approval of the Exchange of any disclosure document (including a filing statement, if applicable for the Transaction.
3. Each of UQ and BVT providing an officer's certificate to the Agent confirming that, other than the completion of the release of the Escrowed Funds to the Resulting Issuer, all conditions of the Exchange to final acceptance have been satisfied and that UQ and BVT have irrevocably instructed their legal counsel to complete the Transaction upon release of the Escrowed Funds to UQ.
4. UQ and BVT not being in breach or default of any of their covenants or obligations under the Agency Agreement in any material respect except those breaches or defaults that have been waived by the Agent.
5. BVT, UQ, and the Agent having delivered a joint notice to the Escrow Agent confirming that (i) all regulatory and other approvals required in respect of the Transaction have been obtained; (ii) all conditions for completion of the Transaction shall have been met or waived; (iii) all other Escrow Release Conditions have been met or waived; and (iv) the Transaction will be completed immediately after the release of the Escrowed Funds.

The Agent will act as agent to the Issuer to sell Subscription Receipts on a commercially reasonable efforts basis in connection with the Private Placement, and shall receive as compensation: (i) the Cash Commission equal to 8% of the gross proceeds of the Private Placement sourced by the Agent; (ii) the Corporate Finance Fee to be paid $100,000 in cash and $50,000 in post-Consolidation Common Shares; (iii) the Agent's Option equal to up to 8% of the number of Subscription Receipts sold pursuant to the Private Placement, and (iii) the payment of its reasonable expenses, including legal fees. All fees payable in respect of the Private Placement shall be paid upon satisfaction of the Escrow Release Conditions. Proceeds from the closing of the Private Placement will be held in escrow by the Subscription Receipt Agent until satisfaction of the Escrow Release Conditions. Should the Escrow Release Conditions not be satisfied within 90 days of closing of the Private Placement subscribers in the Private Placement will be refunded their total subscription amount.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Information

The following table sets out selected historical financial information for the Issuer, for the fiscal years ended September 30, 2014 and September 30, 2013, and for the interim period ended December 31, 2014:

Income Statement Data	Year Ended September 30, 2013	Year Ended September 30, 2014	Period Ended December 31, 2014
Total Expenses	$178,193	$70,492	$12,959
Total Loss	$178,193	$70,492	$12,959
Deferred Costs (financing costs)	Nil	Nil	Nil

MANAGEMENT'S DISCUSSION AND ANALYSIS

Please refer to "Exhibit A – Financial Statements and Management's Discussion and Analysis of the Issuer" for management's discussion and analysis of the Issuer for the years ended September 30, 2014 and September 30, 2013, and for the interim period ended December 31, 2014.

Description of Securities

The Issuer is authorized to issue an unlimited number of Common Shares without par value. As of the date of this Filing Statement, 14,454,148 Common Shares are issued and outstanding as fully paid and non-assessable, and 900,000 Common Shares are reserved for issuance upon exercise of the UQ Stock Options, and 6,500,000 Common Shares are reserved for issuance upon exercise of the UQ Warrants, as described below.

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per share at meetings of the shareholders of the Issuer and, upon dissolution, to share equally in such assets of the Issuer as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of the Transaction will be fully paid and non-assessable, and will not be subject to any pre-emptive rights, conversion or exchange rights, redemption, retraction, purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or provisions requiring a holder of Common Shares to contribute additional capital.

Warrants

As at the date of this Filing Statement, there are a total of 6,500,000 UQ Warrants issued and outstanding entitling holders thereof to acquire an equivalent number of Common Shares at an exercise price of $0.15 per Common Share expiring on March 30, 2017. Pursuant to the terms of the Transaction, fifty per cent (50%) of the UQ Warrants on a post-Consolidation basis shall be transferred on Closing to certain shareholders of BVT.

Option Plan

The Issuer has adopted the Option Plan, pursuant to which the board of directors of the Issuer may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Issuer, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to ten years from the date the options are granted. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised the greater of 90 days (30 days if the optionee was engaged in investor relations activities) following cessation of an optionee's position with the Issuer, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

No options have been exercised by the directors and officers of the Issuer as of the date of this Filing Statement.

Options to Purchase Securities

The following table sets out the UQ Options held by directors and officers of the Issuer under the Option Plan as of the date of this Filing Statement. The UQ Options will be consolidated as part of the Consolidation:

Name and Position of Holder	Number of Common Shares under Option	Exercise Price	Expiry Date
Gary Freeman Chief Executive Officer, and Director	350,000	0.15	April 3, 2017
Darryl Cardey, Chief Financial Officer, and Director	168,500	0.15	April 3, 2017
Cale Moodie Director	100,000	0.15	April 3, 2017
James Dawson Director	100,000	0.15	April 3, 2017
Total:	**718,500**		

PRIOR SALES

No Common Shares of the Issuer have been issued in the 12 months preceding the date of this Filing Statement.

STOCK EXCHANGE PRICE

The Issuer's Common Shares have been listed and posted for trading on the Exchange since April 3, 2012. The following table sets out trading information for the Common Shares for the periods indicated on a monthly basis.

Period(1)	High	Low	Volume
Q2 – 2013	0.28	0.24	48,000
Q3 – 2013	0.28	0.21	42,500
Q4 - 2013	0.215	0.21	27,000
Q1 - 2014	0.205	0.195	34,500
Q2 - 2014	0.21	0.12	583,148
Q3 - 2014	0.15	0.12	150,000
Q4 - 2014	0.135	0.125	10,000
October, 2014	0.145	0.115	9,000
November, 2014	0.115	0.115	0
December, 2014	0.115	0.10	12,000
January, 2015	0.11	0.10	65,000
February, 2015	0.11	0.11	0
March, 2015(2)	0.11	0.11	0

Note:
(1) References to "Q" and a number reflect the financial quarter that the information is derived from.
(2) The Common Shares were halted on the Exchange on March 12, 2015 pending the completion of the Transaction.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The objective of the Issuer's compensation program is to compensate the executive officers for their services to the Issuer at a level that is both in line with the Issuer's fiscal resources and competitive with companies at a similar stage of development, although no formal benchmark group of companies is established. The Compensation of NEOs (as defined below) is determined by the Issuer's Compensation Committee. The Issuer pays GRF Consulting Corp. and Cardey Management Corp. (companies controlled respectively by Gary Freeman and Darryl Cardey) monthly fees, as described below. All other compensation awarded to NEOs is in the form of incentive stock options based on the value such NEOs create for the Issuer's shareholders.

Option-based awards

The Issuer's current stock option plan has been used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer term operating performance of the Issuer. In determining the number of options to be granted to the executive officers, the Compensation Committee takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Exchange, and closely align the interests of the executive officers with the interests of shareholders. The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Issuer, including option-based awards.

Summary Compensation Table

The following table sets forth all annual and long term compensation for services in all capacities to the Issuer for the three most recently completed financial years of the Issuer in respect of each of the individuals comprised of each Chief Executive Officer and the Chief Financial Officer who acted in such capacity for all or any portion of the most recently completed financial year, and each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, (other than the Chief Executive Officer and the Chief Financial Officer), as at September 30, 2014 whose total compensation was, individually, more than $150,000 for the financial year and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Issuer, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively the "**Named Executive Officers**" or "**NEOs**").

Name and Principal position	Year	Salary ($)	Share-based awards ($)	Option-based awards(1) ($)	Non-equity incentive plan compensation ($)		Pension value	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans			
Gary Freeman, CEO	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	37,500(2)	37,500
	2012	Nil	Nil	41,618	Nil	Nil	Nil	90,000(2)	131,618
Darryl Cardey, CFO	2014	Nil	Nil	Nil	Nil	Nil	Nil	29,300(3)	29,300
	2013	Nil	Nil	Nil	Nil	Nil	Nil	76,000(3)	76,000
	2012	Nil	Nil	20,036	Nil	Nil	Nil	118,000(3)	138,036

Notes:

(1) The Issuer used the Black-Scholes model as the methodology to calculate the grant date fair value, and relied on the following key assumptions and estimates for each calculation: fair value of Common Shares on grant date of $0.15 per share; estimated stock price volatility 110.6%; expected dividend rate 0%; risk free rate of 1.66%.

(2) Consulting fees paid to GRF Consulting Corp., a company controlled Gary Freeman.

(3) Fees paid to CDM Capital Partners Inc., a company partially controlled by Mr. Cardey, for accounting, rent, office and administration fees, and consulting fees.

Incentive Plan Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Issuer (regardless of whether that compensation depends on achieving certain performance goals or similar conditions within a specified period), at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Named Executive Officers:

Name and Principal position	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)(1)	Number of shares or units of shares that have not vested (#)	Market of payout value of share-based awards that have not vested ($)
Gary Freeman, CEO	350,000	0.15	April 3, 2017	$0	Nil	N/A
Darryl Cardey CFO	168,500	0.15	April 3, 2017	$0	Nil	N/A

Note:

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was $0.135 and the exercise or base price of the option.

All of the outstanding incentive stock options described in the table above were granted and vested in the most recently completed financial year of the Issuer.

Pension Plan Benefits

The Issuer does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination and Change of Control Benefits

The Issuer has no employment contracts with any Named Executive Officer. The Issuer has no compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive more than $100,000 to compensate such executive officers in the event of resignation, retirement or other termination, a change of control of the Issuer or a change in responsibilities following a change in control.

Director Compensation

The following table sets forth all amounts of compensation provided to the directors, who are each not also a Named Executive Officer, for the Issuer's most recently completed financial year:

Name	Fees earned ($)	Share-based awards ($)	Option-based awards (1) ($)	Non-equity incentive plan compensation ($)	Pension value	All other compensation ($)	Total ($)
Cale Moodie	Nil	Nil	Nil	Nil	Nil	Nil	Nil
James Dawson	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Relevant disclosure has been provided above for the two directors who receive compensation for their services as directors of the Issuer and who are also NEOs.

The Issuer has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Issuer or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Filing Statement. The Issuer has a stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Issuer in compensating, attracting, retaining and motivating the directors of the Issuer and to closely align the personal interests of such persons to that of the shareholders.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Issuer (regardless of whether that compensation depends on achieving certain performance goals or similar conditions within a specified period), at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the directors who are not Named Executive Officers:

Name and Principal position	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)(1)	Number of shares or units of shares that have not vested (#)	Market of payout value of share-based awards that have not vested ($)
Cale Moodie	100,000	0.15	April 3, 2017	$0	Nil	N/A
James Dawson	100,000	0.15	April 3, 2017	$0	Nil	N/A

Notes:

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was $0.135, and the exercise or base price of the option.

All of the outstanding incentive stock options described in the table above were granted and vested in the most recently completed financial year of the Issuer.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth the Issuer's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding convertible security (a)	Weighted-average exercise price of outstanding convertible security (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	900,000	0.15	545,415
Equity compensation plans not approved by security holders	Nil	N/A	N/A

The Issuer's stock option plan, described below, is the only compensation plan under which equity securities are authorized for issuance.

MANAGEMENT CONTRACTS

The Corporation has no arrangements, standard or otherwise, pursuant to which directors are compensated for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this Filing Statement. The directors are reimbursed for expenses incurred in carrying out their duties as directors; and directors are eligible to receive options under the Corporation's Option Plan.

LEGAL PROCEEDINGS

As of the date of this Filing Statement there are no material legal proceedings to which the Corporation is a party or of which any of its property is the subject matter.

NON-ARM'S LENGTH PARTY TRANSACTIONS

The Transaction was negotiated by the parties dealing at arm's length with each other and therefore in accordance with the policies of the Exchange, is an Arm's Length Transaction.

The Issuer has not acquired any assets or services within the 24 months prior to the date of this Filing Statement, nor proposes to acquire any assets or services from any director or officer of the Issuer, any principal security holder of the Issuer, or any Affiliate or Associate of any such person, save and except for (i) the services of its NEO's (and the compensation paid therefor) as described above; (ii) amounts paid to CDM Capital Corp. (a company partially owned by one of the directors of the Issuer) consisting of $Nil for consulting (2013 - $37,500) (which services were terminated on February 28, 2013; $16,800 for accounting fees (2013 - $8,750), $5,500 for office and administration (2013 - $19,000), $7,000 for office rent (2013 - $10,750); and (iii) amounts paid to GRF Consulting Corp. (a company owned and controlled by one of the directors of the Issuer) consisting of $Nil for management consulting services (2013 - $37,500), which services were terminated on February 28, 2013.

The Transaction is not a Non-Arm's Length Party transaction within the meaning of the policies of the Exchange.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Issuer is, Charlton & Company, Chartered Accountants, with an office at 555 Burrard St., Vancouver, BC V7X 1M9.

Transfer Agent and Registrar

The transfer agent and registrar of the Issuer is TMX Equity Transfer Services, with a Vancouver office located at, 650 West Georgia Street, Suite 2700, Vancouver, British Columbia, V6B 4N9.

MATERIAL CONTRACTS

The Issuer has entered into, or will enter into the following material contracts prior to the issuance of the Final Exchange Bulletin:

- Lucifer Property option agreement dated June 1, 2011 whereby the Issuer acquired an option to acquire a 100% interest in mining claims known as the Lucifer Property, as amended November 20, 2014;
- the Agency Agreement; and
- the Share Exchange Agreement.

Copies of these agreements are available for inspection at the offices of the Issuer at 800 – 789 West Pender Street Vancouver, BC V6C 1H2, at any time during ordinary business hours and until 30 days after the completion of the Transaction.

PART III - INFORMATION CONCERNING BVT

NAME AND INCORPORATION

BVT was incorporated under the OBCA on January 24, 2012. BVT's head office and its registered office are located at 48 William Street East, Caledon, Ontario L7K 1N7.

BVT has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

BVT is a development stage company with a limited operating history. On March 11, 2015, BVT entered into the Letter of Intent and subsequently entered into the Share Exchange Agreement on May 29, 2015 with respect to the Transaction. Under the terms of the Share Exchange Agreement, BVT Shareholders will exchange all of the issued and outstanding BVT Shares for the Payment Shares. Following completion of the Transaction, BVT will be a wholly-owned subsidiary of the Resulting Issuer. See "Part IV – The Transaction – Share Exchange".

SIGNIFICANT ACQUISITIONS AND DISPOSITIONS

BVT has not completed any significant acquisitions or dispositions since its incorporation.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

Although BVT was incorporated on January 24, 2012, the technology and intellectual property forming the basis of BVT's business was initiated in 2004, and field trials and other testing have been ongoing since approximately 2006. Dr. John Sutton, Dr. Peter Kevan, and Todd Mason (each a shareholder of BVT, and to be retained as technical consultants by the Resulting Issuer, and in the case of Mr. Mason, as Vice President, Research and Protocol) collaborated on trials and experiments on bee vectoring which led directly to the BVT business. Michael Collinson, the current President of BVT and proposed Chief Executive Officer, Chairman, and President of the Resulting Issuer, partnered with the aforementioned researchers in 2011 to focus on commercialization of the BVT business, leading to the formal organization of BVT in 2012. All intellectual property from the period before incorporation has been duly assigned and transferred to BVT pursuant to the terms of the Technology Agreements.

BVT was established with a view to providing effective protection of flowers against disease organisms and insect pests, which is critical for achieving high yield and quality in many crops. Inadequate protection of flowers can lead to major losses in yield and quality of fruit and seed. BVT possesses a patent pending organic crop control and delivery system that has numerous competitive advantages over commercial pesticides and their applications.

The current technology used for protecting the flowers of crops relies heavily on the use of chemical pesticides (fungicides and insecticides) applied as sprays while the crops are in bloom. Problems with current spray technology include:

- Limited effectiveness because many flowers may open and die between spray intervals and therefore remain untreated. Sprays generally protect flowers for only 3-4 days. As many as half of the flowers during the entire bloom period of a crop may remain untreated by spray programs.
- Most of the pesticide is deposited on non-targets, such as soil and leaves.
- Pesticide sprays often kill or inactivate many beneficial organisms present in crops.
- Pesticide use risks contamination of the environment, such as soil and water resources.
- Pesticides can contaminate foods and feeds, such as fruits and seeds.

- With many crops, such as greenhouse tomatoes, workers cannot re-enter the crop for hours or days after pesticides are applied, which is disruptive to crop production practices and labour use.

- Many pesticides lose their effectiveness with repeated use as disease organisms, as pests and plants become resistant and insensitive to the repeated use of certain chemicals.

- Many chemicals require substantial amounts of water to be used as part of the delivery system and result in issues of run-off to the water table.

- Current chemicals are suspected of killing insects and bees and other organisms long after application with possible long-term detrimental effects on the environment.

BVT's patent pending technology uses predominantly bumblebees but also can use honey bees as a system to deliver naturally-occurring beneficial fungus and other beneficial microbes to flowering plants. BVT offers an organic means to control diseases and pests and provide plant enhancing properties while requiring zero water for delivery. The delivery method allows for delivery of BVT inoculums either individually or together with other bio-controls. Multiple bio-controls could be mixed together for delivery by bees to solve a range of problems. The platform can deliver many inoculums or pathogen controlling products effectively. The flower is an effective portal to deliver these controls to crops and bees are a natural way to get to the majority of the blooms.

Prior to 1990 virtually no bees were used for pollination in greenhouses, however today greenhouses worldwide use commercially-reared bees to pollinate vegetable crops and fruits. The process of using bees as a delivery system is called "bee vectoring". BVT will employ these same bees to deliver inoculants on outbound trips to assist in crop pest control and to deliver a fertilizer or plant enhancer products in greenhouse crops and outdoor crops.

BVT currently targets two main diseases, Botrytis and Sclerotinia.

Botrytis

Strawberries, blueberries or raspberries often grow grey fuzz, which appears over time as the berries are stored or refrigerated resulting in waste. This is Botrytis and it becomes more active as the produce ripens in shipment or storage. The fungal pathogen, Botrytis cinerea, causes blossom blight and berry rot. It overwinters as mycelium in dead leaves and mummified berries of affected crops and as minute black bodies (sclerotia) such as on raspberry canes. Under humid conditions throughout the growing season, spores (conidia) are produced on minute tree-like structures (conidiophores) that grow on the dead foliage, old berries and on sclerotia. In mass they appear greyish hence the name "grey mold". The spores are dispersed in their millions by wind, rain, and overhead irrigation, many to new leaves, flowers and berries. Under favorable conditions of moisture and temperature the spores can germinate and infect these aerial parts of the crop.

The fungus can infect leaves of almost any age but it remains quiescent and latent inside the leaves until they senesce and turn yellow. Young canes (primocanes) of raspberries can be infected via the leaf petioles and may wilt, die and be covered with grey mold. Flowers of all berry crops are highly susceptible to Botrytis infection. Germinating spores of the fungus can readily infect and colonize all flower parts throughout the bloom period, often turning the blossoms brown. It is from this important entry point that the fungus is able to grow and establish latent infections within the young fruit. Fruit infections generally remain quiescent and without symptoms until the berries are nearly ripe or have been harvested. In strawberries and raspberries, spores produced on unpicked, leaky, or overripe fruit may lead to further flower and fruit infections in the crop.

Sclerotinia

The soil borne pathogen Sclerotinia causes white mold diseases which can seriously damage and in some cases quickly and completely destroy a crop. Numerous kinds of crops can be attacked, including canola, sunflowers, blueberries and strawberries.

Sclerotinia white mold is a significant risk in all fields of canola and sunflowers in Canada and in many other regions of the world. No viable solution exists for sunflowers as spraying is impractical due to height of the flowers and the frequency of applications needed for adequate control. In many areas, fungicides are no longer effective against Sclerotinia on account of pathogen resistance.

These two diseases, Botrytis and Sclerotinia, are very closely related and part of the reason BVT's patent pending bio-control works on both pathogens. BVT's patent pending bio-control controls diseases by spatial occupation of plant tissues and preempting tissue invasion by pathogens. As soon as bees deliver BVT's patent pending bio-control to flowers, the fungus germinates and colonizes the flower tissues without causing any harm or symptoms. It colonizes earlier and faster than disease organisms and thereby occupies space the disease organisms would normally use while attacking the plant.

Principal Products

The BVT system consists of a dispenser tray that is incorporated into the lid of commercial bumblebee hives. The dispenser is a removable tray that contains non-toxic organic or synthetic pesticides and fertilizers in powdered form, including BVT's proprietary organic inoculant fungi, BVT-CR7, within a unique compound known as "Vectorite" that allows the bumblebees to effectively pick up the product on their way out of the hive.

BVT has patents pending for the following technologies:

1. A bio-control called "BVT-CR7": a particular strain of fungus acting as a beneficial Endophyte controlling targeted crop diseases and increasing crop yield;

2. Vectorite: a recipe of ingredients that allows bees to carry BVT-CR7 and other beneficial fungi or bacteria (or a third party inoculant, such as Beauveria or Bacillus) in their outbound flights to the crops; and

3. Tray System: An integrated dispenser and removable and sealable tray system in which the Vectorite containing BVT-CR7 is placed through which the bees pass and pick up the BVT-CR7.

BVT-CR7, is an organic strain of a natural occurring endophytic fungus. It has not been genetically modified or altered in any way. Bees and plants are well accustomed to this kind of fungus and it is harmless to humans. After delivery by the bees to the crops it dies out naturally within 24-48 hours if it is unable to find suitable host plants. BVT-CR7 is a selected strain of a fungus that is commonly found in a large diversity of plants and soils all around the world. It grows harmlessly in the inside of plant tissue. BVT-CR7 is able to control numerous diseases but is especially effective for controlling those caused by the fungal pathogens, such as Botrytis and Sclerotinia discussed above. BVT-CR7 is endophytic in flowers, fruits, leaves, stems, and roots of plant hosts. It does not cause disease or substances toxic to plant tissue. Other microbial agents are not endophytic or have very limited endophytic ability.

As an Endophyte, BVT-CR7 also enhances plant growth by organically increasing nutritional uptake, improving root size and structure, improving vegetative growth and size of plants, increasing the number of flowers and flower size, increasing resistance to diseases and environmental stresses, and preventing Botrytis and Sclerotinia development. BVT-CR7 has no re-entry issues (i.e. the time that workers have to be excluded from the greenhouse to allow conventional pesticides to dissipate), it can be used up to the day of harvest, it's organic, and its beneficial effects last longer than traditional chemical fungicides.

Berries developing from BVT-CR7 treated flowers have natural built-in protection against diseases and consequently last longer and have a longer shelf life. This gives growers additional valuable time to get the fruit to market and consumers more time to enjoy the pesticide-free or organic fruit. Blueberries, for example, sometimes require 14 days just to get to market. BVT-CR7 also acts as an Endophyte which makes the plant stronger and able to produce greater quantities of healthy fruits or berries.

One of the significant benefits to this system is the fact that many bio-controls can be used together to cover more diseases and pests than just those targeted by BVT-CR7, thereby reducing costs and making this system more effective. For example, Thrips are present in almost all greenhouses in the world and are a significant issue to the grower. The additional bio-control BVT will use will likely be Beauveria, a fungus already registered and produced by third parties for use in spraying applications but at significant cost. Beauveria is used to control Thrips which either spread a virus that kills crops or lays their eggs in fruit like strawberries rendering them useless. Most if not all greenhouses, including flowering or ornamental greenhouses, in the world, suffer from Thrips.

BVT has developed an inoculum dispenser system that is incorporated into the lid of commercial bumble bee hives. In the dispenser is a removable tray that contains, in powder form, the inoculant fungi and a mixture of products (being, Vectorite) that allows the bees to effectively pick up the product on their way out of the hive. The trays are changed every three to nine days in order to replenish the depleted inoculum, ensure the freshness of the inoculant fungi, prevent infections to the bees which may result from bee waste, and avoid packing or clumping of the inoculum in the trays. No special skills are required to replace the trays and they take a minimal amount of time to put in place. Exact and predetermined amounts of inoculum can be placed in the tray as well as other kinds of inoculum for certain applications. Vectorite allows the inoculant to get attached to the bee's hairy legs and bodies as they walk through the tray on their way out of the hive.

Bumble bees, as opposed to honeybees, are used because of their efficiency and effectiveness in distributing BVT-CR7. Bumble bee hives are produced commercially and are about 14x14x10 inches in dimension. Each hive holds up to 300 bumble bees and the bees live for approximately 5-6 weeks then die out naturally. At the end of this cycle, the hives are destroyed. Bumble bees are natural pollinators making thousands of trips a day each and visiting approximately 10 flowers per minute. Bumble bees fly in colder temperatures than honey bees do (12 C° versus 17 C° for honey bees). In addition, they carry 10 times more pollen and inoculant than honey bees. Bumble bees are much less aggressive and agricultural workers can stay in the greenhouses and continue their duties when the bees are present.

Market

BVT will target the market of pesticides and fertilizers and an agriculture subcategory of Biopesticides. In 2015, the global fertilizer market is expected to have a value of US$171.6 billion, an increase of 31.9% over 2010, and a volume of 183.5 million tons, an increase of 13.3% since 2012 (*Marketwire – 06/07/11 – marketresearch.com*). The global bio pesticide market is expected to grow from $54.8 billion to $83.7 billion by 2019 at a five-year compound annual growth rate of 6.3% from 2014 to 2019 (Global Markets for Biopesticides – CHM029E – www.bccresearch.com).

BVT will seek to deliver its products to large and medium size growers directly and through the established distribution channels of the major bee companies. BVT anticipates that bee companies will work cooperatively in definitive market segments to build and establish the brand. The process may allow these companies to significantly expand their current base bumble bee business segment, where they are currently almost exclusively only in greenhouses and used for pollination and into the much larger open field crops.

BVT will initially focus on markets in Canada and the United States. Seasonal variations in crop production will impact BVT's sales.

Stated Business Objectives and Milestones

BVT's milestones can be broken down into three categories:

1. Facility Development

While pursuing regulatory approval for BVT-CR7, BVT intends to set up its manufacturing facility to support sales of the Tray System with Vectorite and a third-party inoculant such as Beauveria or Bacillus as well as producing the BVT-CR7 for use in trials. In order to acquire regulatory approval for the BVT-CR7, BVT must be able to consistently create BVT-CR7, and therefore the establishment of the facility is pivotal to the registration process.

Costs are expected to be around $421,000 and it is anticipated that the process can be completed by the end of August, 2015.

The BVT facility will grow and culture the fungus *Clonostachys,* which is an active ingredient in BVT-CR7. This growth cycle takes approximately 21 days and once grown and dried the fungus can be stored for approximately 18 months. It is intended that the fungus will be grown at the facility under ideal conditions and in a controlled environment with year-round production, in order to fulfill peak growing season demand.

The facility will house custom made food grade stainless steel machinery that can produce 3200 trays an hour, filling trays with just the Vectorite and BVT-CR7 or the Vectorite with a third party inoculant such as Beauveria or Bacillus, which are already registered. The machinery will be shipped from Taiwan shortly following closing the Transaction and will be capable of running 24 hours per day if and when required. The trays are all packed, sealed, serialized and date-stamped through this process. The high capacity machinery will allow BVT to produce shipments on an as-needed basis thereby reducing warehouse space and inventory.

2. Registration

BVT must obtain regulatory approval for BVT-CR7. Initial approval will be sought from the Environmental Protection Agency ("**EPA**") in the United States and Health Canada Pest Management Regulatory Agency ("**PMRA**"), a process that commenced in June, 2013. The initial steps toward completing registration with the PMRA and EPA have been completed by BVT, however the bulk of the registration process requires the ability to manufacture the products consistently in order to complete the required trials and tests and therefore must be undertaken following the establishment of the facility. Once the facility is able to produce the products (the System Tray, Vectorite and BVT-CR7) consistently, it is projected to take approximately 18 to 24 months to complete the additional requirements for registration. EPA and PMRA approval is expected to cost upwards of CAD$841,800 and may take up to two years, although there is a method whereby the process can be shortened (see "*Regulatory Approval*" below). In addition, BVT expects to commence the process of obtaining regulatory approval in the European Union beginning in late 2016, a process which is anticipated to cost approximately CAD$800,000, subject to available funds and financing.

3. Initial Sales and Marketing Efforts

BVT will develop a website to market Vectorite and other third party bio-controls which have already received regulatory approval. BVT will also seek to target already identified leading crop growers with an aim to initiating trials on targeted crops in North America in 2015. It is anticipated that BVT will also sign partnership agreements with producers of already registered third party bio-controls for the sale of these products as early as October, 2015. BVT intends to develop licensing relationships for the Technology in key countries, such as China.

Marketing Plans and Strategy

BVT intends to access the market directly with direct sales to the top major growers. This is anticipated to lead to adoption from an initial demo, then to a trial of a reasonable acreage in year two, followed by major adoption in year three. Revenue generated by this adoption process is anticipated to allow increased personnel count at BVT to start calling on more large growers, thereby growing the business.

BVT plans to manage the business distribution channel through large bee companies, which have customers and channels throughout the world. This will be a slower process given that registration (described below under "Regulatory Approvals") will take up to 24 months.

Over the longer term, BVT intends to approach major grocery companies like Tesco in United Kingdom, Loblaw's in Canada, and major USA companies to provide education and information explaining how the BVT Technology is different from commercial pesticides and how consumers and the environment can benefit from the consumption of crops grown using the BVT System.

Research and Development

BVT has completed extensive field trials and testing of the Tray System, and BVT-CR7 inoculant with Vectorite over the past seven years. The trials completed in prior years were focused on establishing successfully both proof of concept and that the BVT System is effective. BVT's focus on BVT-CR7 over the next 24 months will be targeted towards the following key crops in the United States and Canada: canola, sunflowers, strawberries, blueberries and cucurbits (squash, pumpkins etc.) to prove efficacy over different crops. BVT will also continue the testing required to meet registration for its BVT-CR7 in both Canada and the United States, which is generally focused on safety to consumers and environmental impact. BVT anticipates setting up a facility in Guelph, Ontario for the manufacture of Vectorite which can be used in conjunction with already registered products like Beauveria and to manufacture and grow BVT-CR7.

BVT expects a three year process whereby small-scale trials will be conducted in year one, larger scale trials in year two, and full adoption in year three. In recent tests where a grower spent $1200 per acre for control on BVT targeted diseases, BVT was able to demonstrate equal or better results in the pest control for costs of less than 50% of the current processes. These were costs for straight material and did not include the application labor and machinery costs used in the current and conventional technology of spraying.

While not a focus of its business plan, BVT will also work with Canadian agricultural growers associations to run trials using bee vectoring for other products. For example a one-week trial to control fire blight on apples was conducted in 2014 in conjunction with the Apple Association of Canada. This trial was successful and further trials are planned. Fire blight, also written fireblight, is a contagious disease affecting apples, pears, and some other members of the family Rosaceae. It is a serious concern to producers of apples and pears. Under optimal conditions, it can destroy an entire orchard in a single growing season.

BVT will also seek to engage large companies in the agriculture industry for preliminary trials using permits in order to begin the sales process, which is typically a three-year program. BVT also aims to complete negotiations with the principal bee rearing companies to produce revenue through their distribution channels. This is expected to take two to four months to complete. In addition, BVT will seek initial trials in countries where the registration process is not as onerous and that have a significant number of the targeted crops.

Regulatory Approvals

The bio-control sought to be used by BVT requires up to a two year registration process in North America. BVT has applied for and is in the process of acquiring EPA and PMRA approvals in the U.S. and Canada respectively for BVT-CR7. This is a time consuming process, however it is required for licensed sale and use of the BVT-CR7 including proper labeling and which will dictate how the product is applied and used in the field. The initial steps toward completing registration with the PMRA and EPA have been completed by BVT, however the bulk of the registration process requires the ability to manufacture the products consistently in order to complete the required trials and tests and therefore must be undertaken following the establishment of the facility. Once the facility is able to produce the BVT System consistently, it is projected to take approximately 18 to 24 months to complete the additional requirements for registration. All new pesticides (with certain exceptions) that are used in the United States must be registered by the administrator of EPA (the "**Administrator**"). Registrations are specific in nature (for example, as the registered pesticide relates to a particular crop) and are not valid for all uses of a particular chemical, and each registration specifies the crops and/or sites on which it may be applied. Each use must be supported by research data. The application process requires submission of extensive environmental, health, and safety data. To register a pesticide, the Administrator must find the following to be true about it:

1) Its composition is such as to warrant the proposed claims for it;
2) Its labeling and other material required to be submitted comply with the requirements of the *Federal Insecticide, Fungicide, and Rodenticide Act* ("**FIFRA**");
3) It will perform its intended function without unreasonable adverse effects on the environment;
4) When used in accordance with widespread and commonly recognized practice, it will not generally cause unreasonable adverse effects on the environment.

The PMRA requires points (3) and (4) in order to get accreditation for registration. The United States and Canada accept testing done in either country and the process of registration is run concurrently. This process is expected to take up to 24 months and will be run by Dr. Brenda Nailor in addition to a proposed consulting agency to BVT. The consulting agency will be responsible for managing the testing and results with submissions to both countries. This process can fully commence when the new facility is operational. BVT-CR7 is a naturally occurring and non-toxic fungus, rendering the registration process less onerous and more likely to be approved than traditional pesticides.

BVT is exploring fast-track avenues that are available in both countries in order to generate revenue for BVT while the registration process takes place. In the United States, through a consulting agency, BVT will apply for a "Section 18" for the states of North and South Dakota, California and Florida. A Section 18, when permitted by EPA, allows a company to sell and market products in specific states where a need is recognized for a new product. There is no certainty that BVT will be granted a Section 18. In Canada, BVT will work with growers associations in both sunflowers and canola crops who have influence in Ottawa to fast-track the registration process when growers show interest and demand. The Canadian consulting firm, Brenda W. Nailor Consulting, has been retained to assist with this process.

Additional international regulatory agency approval in the European Union and the United Kingdom will be pursued in due course.

Operations

BVT has not commenced commercial operations. It is intended that BVT will lease a facility in Guelph, Ontario that will cost approximately $421,000 to set up. This will include automated tray filling equipment and equipment to cultivate in bulk the fungus and mix the components of the Vectorite.

There will be limited staff to run the process, anticipated at between 5 to 10 people to start, which should be mostly automated. Strict controls on quality will be important and managers will be highly trained to meet market demand and follow quality directives.

The Resulting Issuer is expected to generate material revenues during the EPA and PMRA registration process from the following activities:

- BVT plans to sell and market already registered third party bio-controls like Beauveria and Bacillus thuringiensis in conjunction with Vectorite and BVT's patent-pending Tray System.

- BVT anticipates selling its BVT-CR7 inoculant, Vectorite and Tray System for multiple trials in small, approved, areas in Canada as permitted under the PMRA regulations, as well as in the US if it receives a Section 18 (as discussed above).

- BVT will be actively marketing its BVT-CR7, Vectorite and Tray System to non-regulated countries worldwide, including but not limited to, markets such as: Brazil, Ukraine, Peru, and Colombia.

Strategic Partners

BVT is actively engaged in securing agreements for several strategic partnerships with leading authorities in biological pollination and pest control. The ongoing research and continuous production of beneficial pollinators contribute to the development of sustainable agriculture and horticulture world-wide. BVT will engage a consulting firm specializing in EPA and PMRA registrations to assist in acquiring registration in USA and Canada. Other strategic partnerships with other companies around the world will be considered and pursued in due course.

Competitive Conditions

With respect to the BVT-CR7 bio-control, BVT will be competing against current technology, i.e. the spraying of chemical pesticides. The concept of bee-vectoring as a means of delivering inoculant bio pesticides is not new and it is possible that other competitors are working on similar systems and inoculants. Biobest is a company that specializes in the commercial supply of bumblebees and biological solutions using pollination. Biobest has developed a dispenser system used in Europe that could compete with BVT's Tray System. However, Biobest's dispenser system differs materially from the BVT System in both size and efficacy, and BVT believes its Tray System has a competitive advantage in these regards.

Proprietary Protection

BVT has the following patents pending internationally pursuant to the Patent Cooperation Treaty and is in the process of making individual country patent filings in strategically selected foreign jurisdictions:

1. The Apparatus for Treatment of Plants (the Tray System) (WO2012/135940A1);

2. The Apparatus for Treatment of Plants (also for the Tray System) (WO2014/117278A1);

3. A Formulation Comprising a Particulate Calcium Silicate and Clonostachys Rosea for Treating Plants (Vectorite) (WO2013/134870A1); and

4. The Isolated Strain of Clonostachys Rosea for Use as a Biological Control Agent (BVT-CR7) (WO2015/035504A1).

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth selected historical financial information for BVT for the period from incorporation on January 24, 2012 to September 30, 2012, for the fiscal years ended September 20, 2013, and September 20, 2014, and the interim period ended December 31, 2014 expressed in accordance with International Financial Reporting Standards. (See "Exhibit B – Financial Statements of BVT"). The following amounts are expressed in Canadian dollars.

	Period from incorporation to September 30, 2012 ($)	**Year Ended September 30, 2013 ($)**	**Year Ended September 30, 2014 ($)**	**Three Months Ended December 31, 2014 ($)**
Cash and cash equivalents	10,981	2,665	8,099	-
Intangible Assets	67,451	84,989	223,265	230,990
Moulds and dies	71,576	71,576	57,261	53,682
Total Assets	150,952	184,769	390,808	387,170
Total Liabilities	170,698	366,008	1,000,708	1,039,089
Net loss and comprehensive loss	(19,756)	(161,502)	(428,661)	(42,019)
Cash dividends declared	Nil	Nil	Nil	Nil

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management Discussion and Analysis for the period from incorporation to September 30, 2013, for the fiscal years ended September 30, 2013 and September 30, 2014 and the period ended December 31, 2014, is set out in "Exhibit B – Financial Statements of Bee Vectoring Technology Inc." to this Filing Statement.

DESCRIPTION OF SECURITIES OF BVT

BVT Shares

The authorized capital of BVT consists of an unlimited amount of common shares. As of the date of this Filing Statement, BVT has issued 189 common shares (the "**BVT Shares**").

The following table sets out BVT's consolidated capitalization:

Designation of Security	Amount Authorized	Amount Issued/Outstanding as of the date hereof	Amount Issued/Outstanding immediately before the Share Exchange
BVT Shares	Unlimited	189	189

BVT Non-Interest Bearing Debentures

As of the date hereof, BVT has completed a series of bridge financings including the issuance of the BVT Non-Interest Bearing Debentures in the aggregate principal amount of $170,000. Of this amount, $95,000 of BVT Non-Interest Bearing Debentures will convert into Common Shares upon Closing at a deemed conversion price of $0.20 per Common Share resulting in the issuance of 475,000 Common Shares. $75,000 of BVT Non-Interest Bearing Debentures will convert into Common Shares upon Closing at a deemed conversion price of $0.25 per Common Share resulting in the issuance of 300,000 Common Shares.

BVT Interest Bearing Debentures

As of the date hereof, BVT has completed a bridge financing through the issuance of the BVT Interest Bearing Debentures in the aggregate principal amount of $99,300, which accrue interest at a rate of 8% per annum compounded semi-annually and will convert automatically into Common Shares on the Closing Date at a conversion price equal to $0.20 per Common Share. Assuming a Closing Date of June 15, 2015, the BVT Interest Bearing Debentures shall convert into 527,499 Common Shares, with such number to be updated to the actual Closing Date once such date has been determined.

Chelsian Loan

BVT entered into the Chelsian Loan evidenced by a non-interest bearing promissory note on October 1, 2013, as amended March 1, 2014. The total principal owing of $244,846 on the Chelsian Loan shall be converted to Common Shares on Closing at a deemed conversion price of $0.20 per share, resulting in the issuance of 1,224,230 Common Shares.

CT Developers Loan

BVT has issued non-interest bearing and non-convertible demand promissory notes (the "**Notes**") to CT Developers Ltd. ("**CT Developers**"), in the aggregate amount of $250,000 (the "**CT Loan**"). The Notes were issued in relation to bridge financing obtained from CT Developers in connection with a Qualifying Transaction (as such term is defined by Exchange Policy 2.4) which did not close. It is intended that the Notes will be repaid on Closing of the Transaction.

PRIOR SALES OF SECURITIES

In the 24 months preceding the date of this Filing Statement, BVT has issued an aggregate of 189 BVT Shares as set forth below:

Date Issued	BVT Common Shares	Deemed Issue Price per Share	Aggregate Cash Issue Price
January 24, 2012	100	$0.10	$10.00
June 1, 2013	89	$0.10	$8.90

The BVT Shares are not posted for trading on any stock exchange.

EXECUTIVE COMPENSATION

For the purposes of this section, the Named Executive Officers are: the chief executive officer; chief financial officer; each of the four most highly compensated executive officers who were serving as executive officers at the end of the most recently completed financial year; and any additional individuals for whom disclosure would have been provided but for the fact that the individual was not serving as an executive officer of BVT at the end of the most recently completed financial year. Based on the above criteria, the only former or current Named Executive Officer for BVT is Michael Collinson, the President.

Compensation Discussion and Analysis

At its present stage of development, BVT does not have any formal objectives, criteria and analysis for determining the compensation of its Named Executive Officers and primarily relies on the discussions and determinations of the board of directors.

Summary Compensation Table

The following table summarizes compensation paid to the Named Executive Officers during the period from incorporation to September 30, 2012 and for the fiscal years ended September 30, 2013 and September 30, 2014:

Name and Principal position	Year	Salary ($)	Share-based awards ($)	Option-based award) ($)	Non-equity incentive plan compensation ($)		Pension value	All other compensa-tion ($)	Total compensa-tion ($)
					Annual incentive plans	Long-term incentive plans			
Michael Collinson[2] , President	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	600[1]	600
	2012	Nil	Nil	Nil	Nil	Nil	Nil	7,000[1]	7,000
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Represents fees paid to Mr. Collinson for consulting services provided to BVT through Chelsian. See "Part III – Information Concerning BVT – Non-Arm's Length Party Transactions".

(2) Mr. Collinson has not received any compensation in the three months ended December 31, 2014, and to the date of this Filing Statement.

Incentive Plan Awards

BVT does not have an option plan in place and has not granted any options to date.

Pension Plan Benefits

BVT does not have any pension benefits

Termination of Employment and Change of Control Benefits

BVT does not have any employment contracts with any of its Named Executive Officers, however it is anticipated that Michael Collinson will enter into an executive employment agreement with the Resulting Issuer upon completion of the Transaction.

Director Compensation

The following table sets forth information concerning the annual and long-term compensation in respect of the directors of BVT other than the Named Executive Officers, during the fiscal year ended September 30, 2014. For details of the compensation for the Named Executive Officers who are also directors of BVT, see disclosure in "*Summary Compensation Table.*"

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Jim Molyneux(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

(1) Mr. Molyneux did not receive any compensation in his role as director for the three month period ended December 31, 2014 and to the date of this Filing Statement.

NON-ARM'S LENGTH PARTY TRANSACTIONS

Other than as described below, since its incorporation, BVT has not completed any acquisitions of assets or services or provisions of assets or services from (i) any director or officer of BVT, (ii) an Insider of BVT, either before or after giving effect to the Transaction; or (iii) an Associate or Affiliate of any Person described in (i) or (ii):

- As at September 30, 2014, balance due to shareholders was $41,249 compared to $16,175 as at September 30, 2013.
- During the year ended September 30, 2014, BVT spent $36,780 on consulting services rendered by Chelsian.
- During the year ended September 30, 2013, BVT purchased $22,198 of sample inventory from Chelsian.
- During the year ended September 30, 2013, BVT spent $600 (2012- $7,000) on consulting services that were performed by Michael Collinson.
- During the year ended September 30, 2013, BVT spent $31,165 on consulting services performed through Todd Mason's consulting company.
- During the year ended September 30, 2012, BVT purchased molds valued at $71,576 from Chelsian.
- On October 1, 2013, BVT entered into the Chelsian Loan. The total principal owing of $244,846 on the Chelsian Loan shall be converted to Common Shares on Closing at a deemed conversion price of $0.20 per share, resulting in the issuance of 1,224,230 Common Shares.
- BVT Non-Interest Bearing Debentures were purchased by Michael Collinson ($50,000) and Pengally Bay Investments Inc. (a corporation controlled by Jim Molyneux) ($22,500). Michael Collinson's BVT Non-Interest Bearing Debenture will be converted into Common Shares of the Resulting Issuer at Closing at a price of $0.20 per share for the issuance of 250,000 Common Shares, and the BVT Non-Interest Bearing Debenture held by Jim Molyneux will be converted into Common Shares at a price of $0.20 per share for an aggregate total of 112,500 Common Shares.
- A BVT Non-Interest Bearing Debenture was issued to Chitiz Pathak LLP, legal counsel to BVT, in the aggregate principal amount of $75,000, which shall convert on Closing at a conversion price of $0.25 per Common Share for an aggregate issuance of 300,000 Common Shares.

MATERIAL CONTRACTS

The following are the material contracts entered into by BVT:

- General Security Agreement of BVT in favour of Chelsian Sales and Marketing Inc. dated October 1, 2013
- Demand Promissory Note issued to Chelsian on October 1, 2013, as amended March 31, 2014 in the aggregate principal amount of $244,846;

- General Security Agreement in favour of Michael Collinson and Pengally Bay Investments Inc., 2180679 Ontario Ltd., and Chitiz Pathak LLP, dated March 31, 2014;
- BVT Non-Interest Bearing Debenture in the aggregate principal amount of $50,000 registered to Michael Collinson;
- BVT Non-Interest Bearing Debenture in the aggregate principal amount of $22,500 registered to Pengally Bay Investments Inc.
- BVT Non-Interest Bearing Debenture in the aggregate principal amount of $75,000 registered to Chitiz Pathak LLP;
- General Security Agreement registered in favour of Graham Saunders dated September 2, 2014;
- Two BVT Interest Bearing Debentures in the aggregate principal amount of $55,000 registered to Graham Saunders;
- General Security Agreement in favour of David Deslauriers dated February 13, 2015;
- Two BVT Interest Bearing Debentures in the aggregate principal amount of $44,300 registered to David Deslauriers;
- Agency Agreement; and
- Share Exchange Agreement.

Copies of these agreements will be available for inspection at the offices of BVT, at any time during ordinary business hours until the completion of the Transaction and for a period of 30 days thereafter.

LEGAL PROCEEDINGS

There are no legal proceedings that are material to BVT to which it is a party, or of which any of its assets are subject, which are currently underway or known to BVT to be contemplated.

PART IV – THE TRANSACTION

Share Exchange

The Issuer will complete the Share Exchange whereby it will acquire all of the issued and outstanding shares of BVT at a deemed value of CDN$4,800,000 in exchange for 19,200,000 Payment Shares, issued at a deemed value of $0.25 per share. All of the Payment Shares will be issued to BVT Shareholders pursuant to exemptions from the registration and prospectus requirements of applicable securities laws. The Payment Shares will be subject to resale and escrow restrictions as required under the applicable securities legislation and by the Exchange. Upon completion of the Share Exchange, BVT will be a wholly-owned subsidiary of the Resulting Issuer. Concurrently with the completion of the Share Exchange, the Resulting Issuer will issue: (i) 775,000 Common Shares in respect of the BVT Non-Interest Bearing Debentures in the aggregate principal amount of $170,000, (ii) 1,224,230 Common Shares in respect of the Chelsian Loan in the principal sum of $244,896, and (iii) assuming a Closing Date of June 15, 2015, 527,499 Common Shares in respect of the BVT Interest Bearing Debentures in the principal sum of $99,300 plus accrued interest, with such number to be updated to account for accrued interest to the actual Closing Date once such date has been determined.

In addition, the parties have agreed that 50% of the outstanding UQ Warrants on a post-Consolidation basis, being 1,354,167 UQ Warrants, will be transferred to certain Insiders and other shareholders of the Resulting Issuer, including Michael Collinson, proposed Chief Executive Officer, Chairman, President and director, and Jim Molyneux, proposed director, who will each receive 541,667 and 270,834 UQ Warrants, respectively. Upon completion of the Consolidation, the exercise price of the UQ warrants will be increased from $0.15 to $0.36 however all other terms will remain unchanged.

Private Placement

As a condition to Closing, the Issuer will complete the Private Placement of a minimum of 12,400,000 Subscription Receipts at a purchase price of $0.25 per Subscription Receipt for aggregate gross proceeds of a minimum of $3,100,000. Should the Agent exercise its Over-allotment Option in full an additional 3,600,000 Subscription Receipts will be issued for gross proceeds of $900,000. Pursuant to the terms of the Subscription Receipt Agreement, to be entered into on closing of the Private Placement, each Subscription Receipt shall automatically convert for no additional consideration into Common Shares upon satisfaction of the Escrow Release Conditions, which shall include:

1. Shareholders of UQ and BVT, as applicable, approving the Transaction, if necessary;
2. The receipt of all regulatory approvals required in connection with the Transaction, including the conditional listing approval for the Common Shares by the Exchange and the approval of the Exchange of any disclosure document (including a filing statement, if applicable for the Transaction.
3. Each of UQ and BVT providing an officer's certificate to the Agent confirming that, other than the completion of the release of the Escrowed Funds to the Resulting Issuer, all conditions of the Exchange to final acceptance have been satisfied and that UQ and BVT have irrevocably instructed their legal counsel to complete the Transaction upon release of the Escrowed Funds to UQ.
4. UQ and BVT not being in breach or default of any of their covenants or obligations under the Agency Agreement in any material respect except those breaches or defaults that have been waived by the Agent.
5. BVT, UQ, and the Agent having delivered a joint notice to the Escrow Agent confirming that (i) all regulatory and other approvals required in respect of the Transaction have been obtained; (ii) all conditions for completion of the Transaction shall have been met or waived; (iii) all other Escrow Release Conditions have been met or waived; and (iv) the Transaction will be completed immediately after the release of the Escrowed Funds.

The Agent will act as agent to the Issuer to sell Subscription Receipts on a commercially reasonable efforts basis in connection with the Private Placement, and shall receive as compensation: (i) the Cash Commission equal to 8% of the gross proceeds of the Private Placement sourced by the Agent; (ii) the Corporate Finance Fee to be paid $100,000 in cash and $50,000 in post-Consolidation Common Shares; (iii) the Agent's Option equal to up to 8% of the number of Subscription Receipts sold pursuant to the Private Placement, and (iii) the payment of its reasonable expenses, including legal fees. All fees payable in respect of the Private Placement shall be paid upon satisfaction of the Escrow Release Conditions. Proceeds from the closing of the Private Placement will be held in escrow by the Subscription Receipt Agent until satisfaction of the Escrow Release Conditions. Should the Escrow Release Conditions not be satisfied within 90 days of closing of the Private Placement subscribers in the Private Placement will be refunded their total subscription amount.

Consolidation and Name Change

Prior to the issuance of the Final Exchange Bulletin, the Issuer will complete the Consolidation and Name Change.

Completion of the Transaction is subject to a number of conditions, including no material adverse change occurring to the business of either the Issuer or BVT and regulatory approvals including Exchange approval.

Effect of the Transaction

As a result of the Transaction the Resulting Issuer will own all the issued securities of BVT, the BVT Shareholders will receive Payment Shares, BVT will be a wholly-owned subsidiary of the Issuer, and the business of BVT will become the business of the Resulting Issuer.

PART V – INFORMATION CONCERNING THE RESULTING ISSUER

CORPORATE STRUCTURE

The Resulting Issuer will be organized under the laws of British Columbia. The Resulting Issuer's registered office will be located at 800-789 West Pender Street, Vancouver, BC V6C 1H2. Its head office will be located at 558 Massey Road, Unit 2, Guelph, Ontario, N1K 1B4. Following completion of the Transaction, BVT will be a wholly-owned subsidiary of the Resulting Issuer.

NARRATIVE DESCRIPTION OF THE BUSINESS

Upon completion of the Transaction, the Resulting Issuer will continue the bee vectoring technology business of BVT. The Resulting Issuer will continue to develop the BVT Assets and BVT Technology to meet the business objectives and milestones set out in Part III of this Filing Statement. See "Part III – Information Concerning BVT – Business of BVT".

DESCRIPTION OF SECURITIES

The share capital structure of the Resulting Issuer will be the same as that of the Issuer. See "Part II – Information Concerning the Issuer – Description of Securities".

PRO FORMA CONSOLIDATED CAPITALIZATION

The following table sets forth the pro forma share capital of the Resulting Issuer, on a consolidated basis, after giving effect to the Transaction, which for greater certainty includes the Consolidation:

Security	Amount Authorized or to be Authorized	Amount Outstanding Prior to Giving Effect to the Transaction	Amount Outstanding After Giving Effect to the Transaction Assuming the Completion of the Private Placement
Common Shares	Unlimited	14,454,148(1)	40,349,291(2)(3)(4)(5)

Notes:

(1) Excluding 900,000 Common Shares issuable in connection with the UQ Options granted under the Option Plan and 6,500,000 Common Shares issuable upon exercise of the UQ Warrants (see "Part V – Information Concerning the Resulting Issuer – Options to Purchase Securities").

(2) Excluding 375,000 Common Shares (post-Consolidation) issuable in connection with UQ Options granted under the Option Plan and 2,708,333 Common Shares issuable upon exercise of the UQ Warrants (post-Consolidation). (see "Part V – Information Concerning the Resulting Issuer – Options to Purchase Securities").

(3) Excluding up to 992,000 Common Shares issuable pursuant to the Agent's Option.

(4) Including 200,000 Common Shares to be issued to the Agent as part of the Corporate Finance Fee.

(5) Including: (i) 775,000 Common Shares to be issued on conversion of the BVT Non-Interest Bearing Debentures, (ii) 1,224,230 Common Shares to be issued in satisfaction of the Chelsian Loan, and (iii) approximately 527,499 Common Shares to be issued on conversion of the BVT Interest Bearing Debentures (assuming Closing on July 15, 2015 and to be updated to include interest accrued to the Closing Date once known).

Fully-Diluted Share Capital

The following table sets forth the fully-diluted share capital of the Resulting Issuer after giving effect to the Transaction:

	Common Shares Upon Completion of the Transaction Assuming the Completion of the Private Placement(1)	Percentage of Class Assuming the Completion of the Private Placement
Common Shares of the Issuer outstanding	6,022,562	13.56%
Common Shares issuable on exercise of the UQ Options	375,000	0.84%
Common Shares issuable on exercise of the UQ Warrants	2,708,333	6.1%
Common Shares issued to shareholders of BVT on Share Exchange	19,200,000	43.22%
Common Shares issuable on conversion of the Subscription Receipts	12,400,000	27.91%
Common Shares issuable on exercise of the Agent's Option	992,000	2.23%
Common Shares issuable to the Agent as part of the Corporate Finance Fee	200,000	0.45%
Common Shares issuable in satisfaction of the Chelsian Loan	1,224,230	2.76%
Common Shares issuable on conversion of the BVT Non-Interest Bearing Debentures	775,000	1.74%
Common Shares issuable on conversion of the BVT Interest Bearing Debentures	527,499(2)	1.19%
Total fully-diluted share capital:	**44,424,624**	

Notes:

(1) For greater certainty these numbers are represented on a post-Consolidation basis.
(2) Assumes conversion on June 15, 2015 and includes interest accrued to that date. This number is subject to change depending on the amount of interest accrued to the Closing Date once known.

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

Upon Completion of the Transaction (including the Private Placement), the Resulting Issuer anticipates that the following funds will be available to it for the next 12 month period:

Description of Funds	Amount (Minimum)	Amount (Maximum)
Estimated working capital of BVT as of April 30, 2015	$(520,000)(1)	$(520,000)(1)
Estimated working capital of UQ as of April 30, 2015	$207,306	$207,306
Gross Proceeds of the Private Placement	$3,100,000	$4,000,000(2)
Total available funds	**$2,787,306**	**$3,687,306**

Notes:

(1) This number includes a $250,000 liability to CT Developers which shall be repaid on closing of the Transaction.
(2) Assumes exercise in full of the Agent's Over-allotment Option.

The Resulting Issuer will use the funds available to it upon the completion of the Transaction (including the Private Placement) to further its business objectives. Specifically, the Resulting Issuer will use the funds available to it upon the completion of the Transaction as follows:

Use of Proceeds	Amount (Minimum)	Amount (Maximum)
Costs of the Transaction (including legal fees, Agent's Cash Commission and Corporate Finance Fee, audit, and filing fees)	$500,000	$500,000
EPA and PMRA Registration Costs	$841,800	$841,800
Commercial Vectorite and Tray Costs	$52,500	$52,500
Lease and Set-up of Operating Facility in Guelph, Ontario	$421,000	$421,000
Sales and General and Administrative Expenses	$787,800	$787,800
TOTAL	**$2,603,100**	**$2,603,100**
Unallocated Working Capital	$241,270	1,141,270(1)

Note:

(1) Assumes exercise in full of the Agent's Over-allotment Option

DIVIDEND POLICY

There will be no restrictions in the Resulting Issuer's articles or elsewhere, other than customary general solvency requirements, which would prevent the Resulting Issuer from paying dividends following the completion of the Transaction.

It is anticipated that all available funds will be invested to finance the growth of the Resulting Issuer's business and accordingly it is not contemplated that any dividends will be paid on the Resulting Issuer's shares in the immediate or foreseeable future. The directors of the Resulting Issuer will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time.

PRINCIPAL SECURITY HOLDERS

To the knowledge of management of the Issuer and BVT, the only persons who will beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attaching to all the outstanding Common Shares upon the completion of the Transaction are:

Name and Municipality of Residence	Number of Common Shares Held	Percentage of Common Shares Held Assuming Completion of the Private Placement(1)
Lori Collinson(2) Caledon, Ontario	8,335,341	20.66%

Notes:

(1) Calculated on an undiluted basis assuming 40,349,291 Common Shares are issued and outstanding upon completion of Transaction, assuming no exercise of the Over-allotment Option.

(2) Lori Collinson is an Associate (spouse) of Michael Collinson, proposed President, Chairman, and CEO of the Resulting Issuer. For greater certainty, the number Common Shares reflected here as held by Mrs. Collinson includes 1,224,230 Common Shares to be issued to Chelsian on Closing in satisfaction of the Chelsian Loan as she is a principal shareholder of Chelsian.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Position and Security Holding

The following table sets out the name, city of residence, position with the Resulting Issuer, and the number and percentage of Common Shares which will be beneficially owned or controlled by each of the Resulting Issuer's directors, officers and promoters following completion of the Transaction:

Name, Age and City of Residence	Positions and Offices to be Held with the Resulting Issuer	Common Shares Beneficially Owned or Controlled upon Completion of the Transaction[(1)]	
		Number	Percentage Assuming Completion of the Private Placement
Michael Collinson[(3)] Age 62 Caledon, Ontario	Chief Executive Officer President, Chairman, and Director	2,718,359[(2)]	6.74%
Jim Molyneux[(3)(4)(5)] Age 58 Etobicoke, Ontario	Director	2,042,659	5.06%
Michael Walkinshaw[(3)] Age 46 West Vancouver, British Columbia	Director	Nil	0%
Claude Flueckiger Age 62 Basel, Switzerland	Director	Nil	0%
Kyle Appleby Age 40 Toronto, Ontario	Chief Financial Officer, and Secretary	Nil	0%
Todd Mason Age 58 Oakville, Ontario	Vice President, Research and Protocol	3,453,968	8.56%

Notes:

(1) Calculated on an undiluted basis assuming 40,349,291 Common Shares are issued and outstanding upon completion of Transaction and assuming no exercise of the Over-allotment Option. Numbers assume none of the individual directors and officers listed subscribe for Units in the Private Placement.

(2) For greater certainty, this number includes (i) 1,224,230 Common Shares to be issued to Chelsian on Closing in satisfaction of the Chelsian Loan, and (ii) 250,000 Common Shares to be issued to Mr. Collinson in repayment of a BVT Non-Interest Bearing Debenture in the aggregate principal amount of $50,000.

(3) Member of Audit Committee.

(4) For greater certainty, this number includes 112,500 Common Shares to be issued to Pengally Bay Investments Inc. on Closing upon conversion of a BVT Non-Interest Bearing Debenture in the principal amount of $22,500 held by Pengally Bay Investments Inc., a company of which Mr. Molyneux is a principal shareholder.

(5) Chairman of the Audit Committee.

For particulars of the occupations of the directors and officers see "Directors and Officers" below. The directors and officers of the Resulting Issuer, as a group, will own 4,761,018 Common Shares upon completion of the Transaction, being, on an undiluted basis, approximately 11.40% of the issued and outstanding Common Shares on completion of the Private Placement.

Directors and Officers

The following is a brief description of the key management of the Resulting Issuer:

Michael Collinson – Chief Executive Officer/President/Chairman/Director – Mr. Collinson has accumulated 35 years of experience in managing companies in Canada, USA, and Europe and has extensive experience in manufacturing processes, marketing, design, engineering and development. He has worked international sourcing programs with global companies and developed business in Europe, China and North America as both an owner and executive of companies including Chelsian Sales and Marketing Inc.

Mr. Collinson will spend the time necessary in order to complete his duties and responsibilities as an officer and director of the Resulting Issuer. Mr. Collinson has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Jim Molyneux, Director – Mr. Molyneux, a Chartered Accountant since 1983, is the Regional Managing Partner for GTA West of MNP LLP (Toronto), an accounting firm advising on mergers and acquisitions, corporate finance, taxation and related matters, and was a partner with the accounting firm MSCM LLP prior to and until its merger with MNP LLP. Mr. Molyneux received an MBA degree from the University of Windsor in 1981.

Mr. Molyneux will spend the time necessary in order to complete his duties and responsibilities as a director of the Resulting Issuer. Mr. Molyneux has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Kyle Appleby, Chief Financial Officer, Secretary - Mr. Appleby is a Chartered Accountant, with over 15 years' experience in Canadian public accounting. Mr. Appleby is President of CFO Advantage Inc. and since 2007 has been providing CFO, and other financial accounting and compliance services to companies in a wide variety of industries. Currently Mr. Appleby also serves as the Chief Financial Officer for Xylitol Canada Inc., Renforth Resources Inc., and Mercom Oil Sands PLC. Mr. Appleby is a member in good standing of the Canadian Institute of Chartered Accountants and the Institute of Chartered Accountants of Ontario.

Mr. Appleby will spend the time necessary in order to complete his duties and responsibilities as Chief Financial Officer of the Resulting Issuer. Mr. Appleby has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Todd Mason, Vice President, Research and Protocol – Mr. Mason is the president of Mason Consulting and has over 30 years of international experience in North America, Asia, Europe, and the United Kingdom consulting in the agricultural industry in soil management practices, agronomy, crop enhancement and disease control. Mr. Mason is a graduate of the University of Guelph's Agriculture and Soil Science Program and has over 7 years of experience with bee vectoring with growers in North America and Europe.

Mr. Mason will spend the time necessary in order to complete his duties and responsibilities as Vice President, Research and Protocol of the Resulting Issuer. Mr. Mason has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Michael Walkinshaw, Director - Mr. Walkinshaw has over 13 years of experience in venture capital markets with expertise in product and program management, strategy and planning, and marketing. Since 2013, Mr. Walkinshaw has been managing director and co-founder at Fronterra Ventures, a venture capital firm focused on oil and gas technology investing in Vancouver and Calgary. He is also CFO and board advisor for Diacarbon Energy, which is a wood pellet production company as well as one of the world's first commercial scale torrefaction operations. From 2002 to 2013, Mr. Walkinshaw was Managing Director of Chrysalix Energy Venture Capital, a venture capital fund focused on clean energy. Mr. Walkinshaw currently sits on the board of GreenAngel Energy Corp. (TSXV: GAE). Mr. Walkinshaw received his Bachelors of Commerce, Finance from the University of British Columbia in 1990, and became a Chartered Professional Accountant in 1993.

Mr. Walkinshaw will spend the time necessary in order to complete his duties and responsibilities as a director of the Resulting Issuer. Mr. Walkinshaw has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Claude Flueckiger, Director – Mr. Flueckiger has extensive experience in the agriculture industry and particularly in crop protection, and has held global commercial and technical leadership roles in the industry. He has acted as the Global Research and Development Leader, Controls, Lawn and Garden, for Syngenta AG ("**Syngenta**") for the past 11 years. Mr. Flueckiger has successfully developed and implemented innovative Go-to-Market strategies for products and solutions that became large Syngenta businesses. Before his current role at Syngenta, he held various posts within Syngenta and was also Director of Crop Management, Fruits & Vegetables at Novartis in the USA, and Global Head of Product Management, Insecticides, Vegetables at Ciba. Mr. Flueckiger obtained a Ph.D. in Entomology from the Swiss Federal Institute of Technology (ETH) in 1982, and a Diploma in Agronomy in 1977.

Mr. Flueckiger will spend the time necessary in order to complete his duties and responsibilities as a director of the Resulting Issuer. Mr. Flueckiger has not entered into a non-competition or non-disclosure agreement with the Resulting Issuer and will be an independent contractor to the Resulting Issuer.

Key Employees and Consultants

The Resulting Issuer will enter into consulting or employment agreements with the following individuals who have unique skills and educational backgrounds beneficial to the Resulting Issuer's business: Dr. John Sutton, Dr. Peter G. Kevan, Dr. Brenda Nailor, and Todd Mason.

Committees

Initially, the only committee of the Board of Directors of the Resulting Issuer will be the Audit Committee.

The Audit Committee will consist of Michael Walkinshaw, Jim Molyneux, and Michael Collinson. The mandate of the Audit Committee will be to ensure the Resulting Issuer effectively maintains the necessary management systems and controls to allow for timely and accurate reporting of financial information to safeguard shareholder value, to meet all relevant regulatory requirements and to provide recommendations to the board of directors in the areas of management systems and controls. The Charter of the Audit Committee is attached to this Filing Statement as Exhibit "D".

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director, officer, Insider or Promoter or a shareholder holding a sufficient number of securities to affect materially the control of the Resulting Issuer is, or within ten years before the date of the Filing Statement, has been, a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied such issuer access to any statutory exemptions for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No individual who will be a director, officer or promoter of the Resulting Issuer, or a shareholder holding a sufficient number of securities to affect materially control of the Resulting Issuer, has within the ten years before the date of this Filing Statement, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to securities legislation or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulating body, that would be likely to be considered important to a reasonable security holder making a decision about the Transaction.

Individual Bankruptcies

Other than as set out below, no individual who will be a director, officer or promoter of the Resulting Issuer, or a shareholder holding a sufficient number of securities to affect materially the control of the Resulting Issuer, is, or, within the ten years before the date of this Filing Statement, has been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

On January 11, 2007 Mr. Molyneux filed a Part 3, Division 1 proposal in respect of a tax liability that arose as a result of the Canada Revenue Agency ("**CRA**") disallowing certain tax shelters. Mr. Molyneux's proposal was accepted by the CRA and approved by the courts on January11, 2007. In January of 2013 Mr. Molyneux was granted a certificate of full performance for the successful completion of the terms and conditions of that proposal.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Resulting Issuer also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Resulting Issuer have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Resulting Issuer will be in direct competition with the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies provided under the OBCA. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting company.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)(1)	Position	From	To
Kyle Appleby	Renforth Resources Inc.	TSXV	CFO	February 2007	Present
	Takara Resources Inc.	TSXV	CFO	June 2010	April 2011
	Legend Gold Corp.	TSXV	CFO	January 2011	October 2013
	Greenock Resources Inc.	TSXV	CFO	May 2007	September 2008
	Xylitol Canada Inc.	TSXV	CFO	April 2010	Present
	Mukuba Resources Limited	TSXV	CFO	November 2011	September 2012
	Mercom OilSands PLC	AIM	CFO	April 2012	Present
Michael Walkinshaw	GreenAngel Energy Corp.	TSXV	Director	May 2014	Present

Notes:

(1) TSXV means the TSX Venture Exchange and AIM means the Alternative Investment Market of the London Stock Exchange.

PROMOTER CONSIDERATION

Michael Collinson, the President of BVT has acted as promoter of BVT within the two years preceding the date of this Filing Statement. The following table sets out the number and percentage of Common Shares which will be beneficially owned or controlled by Michael Collinson following completion of the Transaction assuming he does not acquire securities in the Private Placement:

Name	Common Shares Beneficially Owned or Controlled	
	Number	Percentage Assuming Completion of the Private Placement[(1)]
Michael Collinson Caledon, Ontario	2,718,359 [(2)]	6.74%

Notes:

(1) Calculated on an undiluted basis assuming 40,349,291 Common Shares are issued and outstanding upon completion of Transaction and assuming no exercise of the Over-allotment Option.

(2) For greater certainty, this number includes (i) 1,224,230 Common Shares to be issued to Chelsian on Closing in satisfaction of the Chelsian Loan and (ii) 250,000 Common Shares to be issued to Mr. Collinson in repayment of a BVT Non-Interest Bearing Debenture in the aggregate principal amount of $50,000.

EXECUTIVE COMPENSATION

For the purposes of this section, the Named Executive Officers are the proposed Chief Executive Officer and Chief Financial Officer of the Resulting Issuer and each of the three most highly compensated executive officers who are proposed to serve as executive officers of the Resulting Issuer for the 12 month period following the Transaction. Based on the above criteria, the Named Executive Officers for the Resulting Issuer will be Michael Collinson (Chief Executive Officer, Chairman, and President) and Kyle Appleby (Chief Financial Officer and Secretary).

Compensation Discussion and Analysis

When determining compensation policies and individual compensation levels for the Resulting Issuer's executive officers, a variety of factors, will be considered including: the overall financial and operating performance of the Resulting Issuer, each executive officer's individual performance and contribution towards meeting corporate objectives; each executive officer's level of responsibility and length of service; and industry comparables.

The Resulting Issuer's compensation philosophy for its executive officers will follow three underlying principles: to provide compensation packages that encourage and motivate performance; to be competitive with other companies in the industry in which it operates, which are of similar size and scope of operations, so as to attract and retain talented executives; and to align the interests of its executive officers with the long-term interests of the Resulting Issuer and its shareholders through stock related programs.

Compensation for the NEOs of the Resulting Issuer will be determined following Closing and will be in line with similar development-stage companies.

Stock Options

As of the date hereof there are 900,000 options to purchase Common Shares outstanding at exercise prices of $0.15 per share (following the Consolidation there will be 375,000 options outstanding). See "*Part II – Information Concerning the Issuer – Options to Purchase Securities*".

The Resulting Issuer will also grant stock options to directors, officers and consultants pursuant to the Option Plan (as noted below under "Options to Purchase Securities") and may make additional grants from time to time. The Resulting Issuer intends to continue the Option Plan upon completion of the Transaction.

Pension Plan Benefits

The Resulting Issuer does not intend to implement any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination of Employment and Change of Control Benefits

The Resulting Issuer does not intend to provide any compensation to any Named Executive Officers as a result of a change of control of the Resulting Issuer.

Management Contracts

The Resulting Issuer intends to enter into a management contract with Michael Collinson, President, Chairman, and CEO of the Resulting Issuer following Closing, the terms of which have yet to be negotiated. The Resulting Issuer will negotiate and enter into employment agreements with key individuals as the need arises.

Compensation of Directors

After completion of the Transaction it is anticipated that the Resulting Issuer will pay compensation to its directors in the form of annual fees for attending meetings of the Board of Directors. Directors may receive additional compensation for acting as chairs of committees of the Board of Directors. Directors will also be entitled to receive stock options in accordance with the terms of the Option Plan and the Exchange requirements and will be reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings of the Board of Directors, committees of the Board of Directors or meetings of the shareholders of the Resulting Issuer. It is also anticipated that the Resulting Issuer will obtain customary insurance for the benefit of its directors and enter into indemnification agreements with its directors pursuant to which the Resulting Issuer will agree to indemnify its directors to the extent permitted by law.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

As of the completion of the Transaction, no proposed director, executive officer or senior officer of the Resulting Issuer or any associate thereof, will be indebted to the Resulting Issuer or any of its subsidiaries, or has been at any time during the preceding financial year.

INVESTOR RELATIONS ARRANGEMENTS

No written or oral agreement has been reached with any person to provide promotional or investor relations activities for the Resulting Issuer.

OPTIONS TO PURCHASE SECURITIES

OPTION PLAN

Following the closing of the Transaction, the Option Plan as disclosed under the heading "Information Concerning the Issuer – Share Option Plan" will remain in effect. If the Resulting Issuer adopts a new stock option plan following the completion of the Transaction, the same will be subject to shareholder and Exchange approval.

An aggregate of 2,840,000 new options (post-Consolidation) have been granted to directors, officers and employees of the Resulting Issuer, subject to closing of the Transaction. Details of the new options are as follows:

Name and Position of Holder with Resulting Issuer	Number of Common Shares under Option	Exercise Price	Expiry Date
Michael Collinson Chief Executive Officer, President, Chairman and Director	600,000	$0.25	5-years from Final Exchange Bulletin
Jim Molyneux, Director	320,000	$0.25	5-years from Final Exchange Bulletin
Claude Flueckiger, Director	320,000	$0.25	5-years from Final Exchange Bulletin
Michael Walkinshaw, Director	320,000	$0.25	5-years from Final Exchange Bulletin
Todd Mason, Employee	600,000	$0.25	5-years from Final Exchange Bulletin
John Sutton, Employee	340,000	$0.25	5-years from Final Exchange Bulletin
Peter Kevan, Employee	340,000	$0.25	5-years from Final Exchange Bulletin
Total:	**2,840,000**		

Warrants

Following Closing, on a post-Consolidation basis there will be 2,708,333 UQ Warrants outstanding. Pursuant to the Share Exchange Agreement, 50% of the UQ Warrants outstanding on a post-Consolidation basis will be transferred to certain Insiders and other shareholders of the Resulting Issuer, including Michael Collinson, proposed Chief Executive Officer, President, Chairman, and director, and Jim Molyneux, proposed director, who will each receive 541,667 and 270,834 UQ Warrants, respectively. Upon completion of the Consolidation, the exercise price of the UQ warrants will be increased from $0.15 to $0.36 however the term will remain unchanged.

Subject to legal and Exchange requirements, an application may be made by the Resulting Issuer to list the Warrants for trading on the Exchange; however, this may not occur prior to the expiration of all applicable hold-periods. The decision to proceed with listing the Warrants will, in any event, remain in the discretion of management of the Resulting Issuer.

ESCROW AND RESALE RESTRICTIONS

The Transaction Escrowed Shares are required to be placed into escrow where they will be released according to a time-lapse release formula over three (3) years.

The following table sets out, on a non-diluted basis, details concerning the ownership of Transaction Escrowed Shares and UQ Warrants held by directors and officers of the Resulting Issuer:

Name and Municipality of Residence of Security holder	Number of Common Shares Held in Escrow	Percentage of Common Shares Assuming completion of the Private Placement(1)(2)
Michael Collinson Caledon, Ontario	2,718,359(1)	6.74%
Lori Collinson(3) Caledon, Ontario	7,111,111	17.62%
Todd Mason Caledon, Ontario	3,453,968	8.56%
Jim Molyneux Toronto, Ontario	2,042,659(4)	5.06%
Patrick Molyneux Toronto, Ontario	1,930,159	4.78%
David Deslauriers Toronto, Ontario	1,663,650	4.12%
Michael Deslauriers Toronto, Ontario	1,663,650	4.12%
John Sutton Guelph, Ontario	101,587	0.25%
Peter Kevan Guelph, Ontario	101,587	0.25%
TOTAL	**20,786,730**	**51.50%**
Name and Municipality of Residence of Security holder	**Number of Warrants Held in Escrow(5)**	**Percentage of Warrants(6)**
Michael Collinson Caledon, Ontario	270,833	10%
Jim Molyneux Toronto, Ontario	270,833	10%
Total	**541,666**	

Notes:

(1) Includes Common Shares issued in respect of the Chelsian Loan and a $50,000 BVT Non-Interest Bearing Debenture.
(2) Calculated on an undiluted basis assuming 40,349,291 Common Shares are issued and outstanding upon completion of Transaction and assuming no exercise of the Over-allotment Option.
(3) Lori Collinson is an Associate (spouse) of Michael Collinson, proposed President, Chairman and CEO of the Resulting Issuer.
(4) Includes Common Shares issued in respect of a $22,500 BVT Non-Interest Bearing Debenture.
(5) UQ Warrants transferred in connection with the Transaction.
(6) Calculated assuming 2,708,333 UQ Warrants will be issued and outstanding on a post-Consolidation basis.

Terms of the Escrow for the Transaction Escrowed Shares

The Transaction Escrowed Shares will be subject to the release schedule set out in “Schedule B (2) – Tier 2 Value Security Escrow Agreement” of Exchange Form 5D, which provides for release of 10% of the securities on the date of the Final Exchange Bulletin, and release of an additional 15% every 6 months thereafter, until all of the Transaction Escrowed Shares have been released (36 months following the Final Exchange Bulletin).

The Transaction Escrowed Securities may not be transferred or released from escrow without the approval of the Exchange other than in specified circumstances set out in the escrow agreements.

Where the Transaction Escrowed Securities are held by a non-individual (a “holding company”), each holding company pursuant to the applicable escrow agreement has agreed, or will agree, not to carry out any transactions during the currency of the escrow agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company. The Common Shares to be issued on conversion of the Subscription Receipts will be subject to a four month hold which shall begin running on the closing of the Private Placement.

Auditor, Transfer Agent and Registrar

Auditor

The auditor of the Resulting Issuer will be Collins Barrow Toronto LLP, 11 King St. W., Suite 700, Box 27, Toronto, Ontario, Canada, M5H 4C7.

Transfer Agent and Registrar

The transfer agent and registrar for the Resulting Issuer will be TMX Equity Transfer Services, with a Vancouver office located at 650 West Georgia Street, Suite 2700, Vancouver, British Columbia, V6B 4N9.

PART VI - GENERAL MATTERS

SPONSOR

Pursuant to the Exchange Policy 2.2, sponsorship is generally required in conjunction with a Reverse Takeover. The Issuer has received an exemption from the sponsorship requirement on the basis that the Agent, as a Member of the Exchange, will act as the Agent for the Private Placement and will provide the Exchange with confirmation that it has completed appropriate due diligence that is generally in compliance with the relevant standards and disclosure applicable in Exchange Policy 2.2. Further: (a) the Resulting Issuer will not be a foreign issuer; (b) the board of directors and management of the Resulting Issuer meets a high standard and possesses appropriate experience, qualifications and history with public companies; and (c) the Resulting Issuer will satisfy Tier 2 requirements for technology issuers following the issuance of the Final Exchange Bulletin.

EXCHANGE APPROVAL

The Exchange has conditionally accepted the Transaction. The Issuer intends for Closing to occur once this Filing Statement has been posted on SEDAR (www.sedar.com) for seven (7) business days. In order to receive final approval for the Transaction, following the time that this Filing Statement has been posted on SEDAR for a minimum of seven (7) business days, the Issuer must provide to the Exchange closing confirmations and final required documents. If all of the final Exchange requirements are met, the Exchange will signify final acceptance of the Transaction by the issuance of the Final Exchange Bulletin. Trading will generally be reinstated approximately two days after the issuance of the Final Exchange Bulletin.

EXPERTS

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report or valuation described or included in this Filing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Issuer or of an Associate or Affiliate of the Issuer and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Issuer or of an Associate or Affiliate of the Issuer and no such person is a promoter of the Issuer or an Associate or Affiliate of the Issuer.

OTHER MATERIAL FACTS

There are no material facts about the Issuer, BVT or the Transaction which are not otherwise disclosed in this Filing Statement.

BOARD APPROVAL

The Board of Directors of the Issuer has approved this Filing Statement. Where information contained in this Filing Statement rests particularly within the knowledge of a person other than the Issuer, the Issuer has relied upon information furnished by such person.

EXHIBIT A

FINANCIAL STATEMENTS AND
MANAGEMENT DISCUSSION AND ANALYSIS OF THE ISSUER

Unaudited interim financial statements for the three months ended December 31, 2014 and 2013 - attached hereto

Management's discussion and analysis of the Issuer for the three months ended December 31, 2014 - attached hereto

Financial statements for the fiscal years ended September 30, 2014 and September 30, 2013, with the auditor's reports thereon - attached hereto

Management's discussion and analysis of the Issuer for the fiscal year ended September 30, 2014 - attached hereto

Financial statements for the fiscal years ended September 30, 2013 and September 30, 2012, with the auditor's reports thereon - attached hereto

Management's discussion and analysis of the Issuer for the fiscal year ended September 30, 2013 - attached hereto

Unique Resources Corp.

(An Exploration Stage Company)

Condensed Interim Financial Statements

Three months ended December 31, 2014 and 2013

Unaudited – Expressed in Canadian Dollars

Unique Resources Corp.

(An Exploration Stage Company)

Statements of Financial Position

In Canadian Dollars

		December 31, 2014		September 30, 2014
ASSETS				
Current Assets				
Cash	$	232,634	$	251,956
Accounts receivable		868		493
Prepaid expenses		2,144		3,981
		235,646		256,430
Mineral Property (Note 4)		40,000		40,000
TOTAL ASSETS	$	275,646	$	296,430
Liabilities and Shareholders' Equity				
Current Liabilities				
Accounts payable and accrued liabilities (Note 6)	$	3,157	$	10,982
Shareholders' Equity				
Share Capital (Note 5)		908,295		908,295
Reserves (Note 5c))		217,491		217,491
Deficit		(853,297)		(840,338)
		272,489		285,448
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	275,646	$	296,430

Nature of Operations and Going Concern *(Note 1)*

Approved on behalf of the Board of Directors:

" Darryl Cardey" Director

" Gary Freeman" Director

- See Accompanying Notes -

Unique Resources Corp.
(An Exploration Stage Company)
Interim Statements of Loss and Comprehensive Loss
For the Three Months Ended December 31, 2014 and 2013
Unaudited – Prepared by Management
In Canadian Dollars

		2014		2013
Expenses				
Audit and accounting (Note 6)	$	3,900	$	5,600
Filing and transfer agent fees		2,655		2,504
Office and administration (Note 6)		4,904		5,232
Rent (Note 6)		1,500		2,250
Net loss and comprehensive loss for the period		12,959		15,586
Loss per share – basic and diluted	$	0.00	$	0.00
Weighted average number of common shares outstanding		14,454,148		14,020,000

– See Accompanying Notes –

Unique Resources Corp.
(An Exploration Stage Company)
Interim Statements of Cash Flows
For the Three Months Ended December 31, 2014 and 2013
Unaudited – Prepared by Management
In Canadian Dollars

Cash Provided By (Used In):		2014		2013
Operations:				
Loss for the period	$	(12,959)	$	(15,586)
Change in non-cash working capital:				
Accounts receivable		(375)		(948)
Prepaid expenses		1,837		2,425
Accounts payable and accrued liabilities		(7,825)		(6,121)
		(19,322)		(20,230)
Net decrease in cash		(19,322)		(20,230)
Cash – beginning of period		251,956		252,716
Cash – end of period	$	232,643	$	232,486

Supplemental non-cash financing information

Interest paid	$	-	$	-
Taxes paid	$	-	$	-

- See Accompanying Notes -

Unique Resources Corp.
(An Exploration Stage Company)

Interim Statements of Changes in Equity

In Canadian Dollars

	Share Capital		Reserves			
	Shares	Amount $	Warrants $	Options $	Deficit $	Total $
Balance, September 30, 2013	14,020,000	808,034	110,000	142,630	(769,846)	290,818
Comprehensive loss	-	-	-	-	(15,586)	(15,586)
Balance, December 31, 2013	14,020,000	808,034	110,000	142,630	(785,432)	275,232
Exercise of Agent's options	434,148	65,122	-	-	-	65,122
Fair value of Agent's options (Note 5(b))	-	35,139	-	(35,139)	-	-
Comprehensive loss	-	-	-	-	(54,906)	(54,906)
Balance, September 30, 2014	14,454,148	908,295	110,000	107,491	(840,338)	285,448
Comprehensive loss	-	-	-	-	(12,959)	(12,959)
Balance, December 31, 2014	14,454,148	908,295	110,000	107,491	(853,297)	272,489

– See Accompanying Notes –

1. Nature of Operations and Going Concern

Unique Resources Corp. (the "Company") was incorporated on May 20, 2011, under the laws of the province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada.

The head office, principal address, and records office of the Company are located at 789 West Pender Street, Suite 800, Vancouver, British Columbia, V6C 1H2, Canada. The Company's common shares are publicly listed on the Toronto Stock Exchange's Venture Exchange (the "TSXV").

The recoverability of amounts shown as mineral properties is dependent upon the conversion of mineral resources to economically recoverable reserves, the Company's ability to obtain financing to develop the properties, and the ultimate realization of profits through future production or sale of the properties.

These condensed interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At December 31, 2014, the Company had not achieved profitable operations, had an accumulated deficit of $835,297 since inception and expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations, exploration and development activities.

2. Basis of Presentation

a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"), and its interpretations. Accordingly, these condensed interim financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for complete financial statements for year-end reporting purposes.

2. Basis of Presentation – *Continued*

b) Basis of presentation

These condensed financial statements have been prepared on a historical cost basis except for financial instruments classified as available-for-sale and financial assets at fair value through profit and loss, which are stated at their fair values. In addition, these condensed financial statements have been prepared using the accrual basis of accounting.

These condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited financial statements for the year ended September 30, 2014.

c) Approval of the Financial Statements

These condensed interim financial statements were approved and authorized for issue by the Board of Directors on February 27, 2015.

d) Functional and Presentation Currency

The functional currency of a company is the currency of the primary economic environment in which the company operates. The presentation currency for a company is the currency in which the company chooses to present its financial statements.

These financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

e) Critical accounting judgments and estimates

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year. Critical estimates used include, among others, the amounts recorded for the recoverability and impairment of mineral properties and valuation of share-based payments.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Information about critical judgments in applying accounting policies that have the most significant effect of amounts recognized in the financial statements is included going concern assessment (Note 1).

3. Recent Accounting Pronouncements

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for current or future accounting periods. There was no impact on the Company's financial statements upon adoption of the following standards on October 1, 2013.

IFRS 10 Consolidated Financial Statements ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 Consolidated and Separate Financial Statements.

IFRS 12 *Disclosure of Interests in Other Entities* ("IFRS 12") sets out the disclosure requirements for entities reporting under IFRS 10 and IFRS 1, and replaces the disclosure requirements currently found in IAS 28 *Investments in Associates* ("IAS 28"). The objective of IFRS 12 is to require the disclosure of information that enables users of financial statements to evaluate: (a) the nature of, and risks associated with, its interests in other entities; and (b) the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 Fair Value Measurement ("IFRS 13") converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price.

IAS 1 *Presentation of Financial Statements* ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged.

In Canadian Dollars

3. Recent Accounting Pronouncements – *Continued*

Certain new standards, amendments and interpretations have been published that are mandatory for the Company's accounting periods beginning after October 1, 2014 or later periods that the Company has decided not to early adopt. The standard that will be relevant to the Company is:

IFRS 9, Financial Instruments ("IFRS 9") is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

None of the other new standards, interpretations and amendments, which are effective for the Company's accounting periods beginning after October 1, 2014 and which have not been adopted early, are expected to have a material effect on the Company's future financial statements.

4. Mineral Property

On June 1, 2011, the Company entered into an option agreement to acquire a 100% interest in 10 mineral claims covering 3,850 hectares, called the Lucifer Property (the "Property"), located in Eskay, British Columbia. Pursuant to the amending option agreement dated November 20, 2014, the Company is required to make cash payments, issue common shares of the Company, and make exploration expenditures according to the following schedule:

Date	Common Shares	Cash Payments	Exploration Expenditures
On execution of the option agreement	Nil	$20,000 (paid)	Nil
March 30, 2012	Nil	$20,000 (paid)	$100,000 (incurred)
March 30, 2015	Nil	Nil	$200,000
March 30, 2016	125,000	$100,000	$300,000
March 30, 2018	125,000	$200,000	$350,000
TOTAL	**250,000**	**$340,000**	**$950,000**

In Canadian Dollars

4. Mineral Property – *Continued*

In accordance with the option agreement, the Company paid $20,000 to the Optionor upon execution of the option agreement and $20,000 during the year ended September 30, 2012. As of December 31, 2014, the Company had incurred $252,651 in exploration expenditures on the Property. The Property is subject to a Net Smelter Royalty("NSR") equal to 2% on the proceeds from production for all minerals derived from the Property in the event of the operation of the Property or any portion thereof as a producing mine and the production of mineral products therefrom (excluding bulk sampling, pilot plant or test operations). Under the terms of the option agreement, the Company may elect to purchase from the Optionor, at any time, up to three quarters of this NSR (being 1.5%), upon payment of $500,000 per 0.5% NSR.

Accumulated acquisition cost as of September 30 and December 31, 2014 is as follows:

Lucifer Property, BC, Canada		**December 31, 2014**		**September 30, 2014**
Accumulated acquisition costs	$	40,000	$	40,000

Details of exploration costs incurred for the three months ended December 31, 2014 and the year ended September 30, 2014 are as follows:

Lucifer Property, Eskay, Canada		Three months ended December 31, 2014		Year ended September 30, 2014
Mineral exploration costs				
Camp and general	$	-	$	-
Equipment rental		-		-
Geochemical		-		-
Geological		-		-
Helicopter		-		-
Report		-		-
Total mineral exploration costs – expensed		-		-
BC METC*		-		-
Net mineral exploration costs – expensed		-		-
Mineral exploration costs – beginning of year		252,651		252,651
Mineral exploration costs – end of year	$	252,651	$	252,651

In Canadian Dollars

5. Shareholders' Equity

a) Authorized

Unlimited number of common shares without par value

b) Issued Share Capital

During the year ended September 30, 2014, 434,148 agent's options were exercised at $0.15 per share for total proceeds of $65,122, and the remaining 5,852 options were expired. The fair value of the options exercised was $35,139 and was transferred to share capital upon exercise.

There was no share transactions during the three months ended December 31, 2014.

c) Reserves

The following is a summary of the reserves components relating to stock options and common share purchase warrants as at December 31, 2014 and September 30, 2014:

		December 31, 2014		**September 30, 2014**
Options	$	107,491	$	107,491
Warrants		110,000		110,000
Total	$	217,491	$	217,491

d) Warrants

Details of common share purchase warrants activity for the three months ended December 31, 2014 are as follows:

September 30, 2013 and 2014	Issued	Exercised	December 31, 2014	Exercise Price	Expiry Date
6,500,000	-	-	6,500,000	$0.15	March 30, 2017

In Canadian Dollars

5. Shareholders' Equity – *Continued*

On November 27, 2011, the Company adopted a rolling stock option plan, which authorizes the Board of Directors to grant stock options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each stock option may not be less than market price of the Company's stock calculated on the date of the grant less the applicable discount. The options can be granted for a maximum term of 10 years. The Company's stock option plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion.

Details of activity in stock options for the three months ended December 31, 2014 are as follows:

September 30, 2014	Issued	Exercised	December 31, 2013	Exercise Price	Expiry Date
900,000	-	-	900,000	$0.15	April 3, 2017

e) Escrow Shares

Pursuant to an escrow agreement dated December 21, 2011, 4,000,000 common shares and 2,000,000 common share purchase warrants were placed in escrow. 10% of the escrowed shares (400,000 common shares) and warrants (200,000 common share purchase warrants) were released from escrow upon completion of the IPO on March 30, 2012, and 15% of the common shares and common share purchase warrants will be released from escrow every 6 months thereafter. As of December 31, 2014, there were 600,000 common shares and 300,000 common share purchase warrants remaining in escrow.

6. Related Party Transactions

The Company's related parties and key management personnel consist of companies owned by the executive officer and directors as follows:

	Relationship	Nature of Transactions
CDM Capital Partners Inc.	Partially owned and controlled by the director and CFO of the Company	Accounting, Office and Administration, and Rent

a) During the three months ended December 31, 2014, the Company paid $3,750 (2013: $5,450) in accounting fees, $1,500 (2013: $1,000) of office and administration fees, and $1,500 (2013: $2,250) of rent expense to CDM Capital Partners Inc.

b) As at December 31, 2014 included in accounts payable and accrued liabilities is $Nil (2013: $1,679) of expense owing to CDM Capital Partners Inc.

7. Segmented Information

The Company has only one reportable operating segment, being mineral property explorations in Canada.

8. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its mineral properties to commercial production.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares, stock options and share purchase warrants. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets, being mineral properties. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash, is held with major financial institutions.

9. Financial Instruments

The classification of the financial instruments as well as their carrying values is shown in the table below:

Loans and receivables	$	232,634
Financial liabilities measured at amortized cost	$	3,175

a) Fair Value of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

- Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

9. Financial Instruments – *Continued*

a) Fair Value of Financial Instruments – *Continued*

As at December 31, 2014, the fair values of financial instruments measured on a recurring basis include cash, determined based on level one inputs and consisting of quoted prices in active markets for identical assets. The fair values of accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

b) Management of Risks Arising From Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk, interest rate risk and commodity price risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any financial instruments that are subject to credit risk.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year.

(iii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

(iv) Commodity Price Risk – The Company's future success is linked to the price of minerals, because the value of mineral resources and the Company's future revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

UNIQUE RESOURCES CORP.
Management Discussion and Analysis ("MD&A")
for the three months ended December 31, 2014

The following discussion and analysis of the operations, results, and financial position of Unique Resources Corp. ("the Company") for the three months ended December 31, 2014 should be read in conjunction with the Company's unaudited financial statements and related notes for the three months ended December 31, 2014 and the audited financial statements for the year ended September 30, 2014. The effective date of this report is February 27, 2015. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on May 20, 2011. The Company is in the business of exploration, development and exploitation of mineral resources in Canada. The Company's primary objective is to explore mineral properties to a stage where they can be developed profitably or sold to a third party. The Company has an option to acquire a 100% interest in 10 mineral claims covering approximately 3,850 hectares called the Lucifer Property (hereinafter, the "Lucifer Property" or the "Property") located in Eskay, British Columbia.

MINERAL PROPERTY EXPLORATIONS

The Company is investigating, evaluating and conducting exploration activities in Canada. On June 1, 2011, the Company entered into an option agreement to acquire a 100% interest in 10 mineral claims covering 3,850 hectares, called the Lucifer Property (the "Property"), located in Eskay, British Columbia. Pursuant to the amending option agreement dated November 20, 2014, the Company is required to make cash payments, issue common shares of the Company and make exploration expenditures according to the following schedule:

Date	Common Shares	Cash Payments	Exploration Expenditures
On execution of the Option Agreement	Nil	$20,000 (paid)	Nil
March 30, 2012	Nil	$20,000 (paid)	$100,000 (incurred)
March 30, 2015	Nil	Nil	$200,000
March 30, 2016	125,000	$100,000	$300,000
March 30, 2018	125,000	$200,000	$350,000
TOTAL	**250,000**	**$340,000**	**$950,000**

In accordance with the option agreement, the Company paid $20,000 to the Optionor upon execution of the option agreement and $20,000 during the year ended September 30, 2012. As of December 31, 2014, the Company had incurred $252,651 in exploration expenditures on the Property. The Property is subject to a Net Smelter Royalty(“NSR”) equal to 2% on the proceeds from production for all minerals derived from the Property in the event of the operation of the Property or any portion thereof as a producing mine and the production of mineral products therefrom (excluding bulk sampling, pilot plant or test operations). Under the terms of the option agreement, the Company may elect to purchase from the Optionor, at any time, up to three quarters of this NSR (being 1.5%), upon payment of $500,000 per 0.5% NSR.

a) Acquisition Costs

Accumulated acquisition cost as of September 30 and December 31, 2014 is as follows:

Lucifer Property, BC, Canada		**December 31, 2014**		**September 30, 2014**
Accumulated acquisition costs	$	40,000	$	40,000

b) Exploration and Evaluation Costs

Details of exploration costs incurred for the three months ended December 31, 2014 and the year ended September 30, 2014 are as follows:

Lucifer Property, Eskay, Canada		Three months ended December 31, 2014		Year ended September 30, 2014
Mineral exploration costs				
Camp and general	$	-	$	-
Equipment rental		-		-
Geochemical		-		-
Geological		-		-
Helicopter		-		-
Report		-		-
Total mineral exploration costs – expensed		-		-
BC METC*		-		-
Net mineral exploration costs – expensed		-		-
Mineral exploration costs – beginning of year		252,651		252,651
Mineral exploration costs – end of year	$	252,651	$	252,651

c) Lucifer Property, BC, Canada – Operations update:

The geological setting of the Lucifer Property is prospective for the occurrence of alkalic, porphyry style copper - gold mineralization. The results of the exploration work and geochemical sampling, completed by previous operator Noranda, identified several areas, which exhibit elevated gold levels in soil and/or rock samples and warrant additional exploration.

Between July 1 and August 15, 2011, consultants for the Company reviewed all available technical data for the project area and completed a systematic verification sampling program designed to confirm the high gold in soil values reported by Noranda in 1991 and delineate the extent of the anomalous zone. It is important to note that an extensive "gold in soil anomaly" identified on an adjoining property (referred to as the Voigtberg property) has been interpreted as a pyrite – gold halo associated with a porphyry system, and that follow up exploration work was recommended to test the extent and grade of the zone.

The soil survey / verification sampling program was conducted using conventional soil augers and trenching tools. Sampling was completed along irregular elevation contour lines that crossed the high gold in soil samples reported by Noranda. Samples were collected from immature soil profiles at depths of between 0.2 and 0.5 meters. A total of 530 samples were collected over an area of approximately 800 meters by 400 meters. One hundred and fifty seven of the samples collected returned anomalous gold values greater than 100 ppb (equivalent to 0.100 g/t gold). Anomalous gold values ranged from 0.100 g/t to 1.321 g/t gold with spot highs of up to 3.383 g/t gold. A total of seven samples returned values greater than 1.000 g/t gold.

The results of the 2011 field program have confirmed the presence of strongly anomalous gold values in soils in the area identified by Noranda and have defined an anomalous zone approximately 250 meters in width and 300 meters in length. No previous systematic exploration work appears to have been carried out in the area of the anomalous soil samples and potential extensions of the zone to the south do not appear to have been tested.

The Company has commenced a staged program of follow-up exploration to evaluate the anomalous area that that was initially identified by Noranda and has now been defined by the 2011 sampling program. A total of 640 soil samples and 35 rock samples were collected from the area of high gold values defined in 2011 and potential extensions of this zone towards a second target area referred to as Gold anomaly No.2. Rock samples were collected at 10 meter intervals along 25 meter spaced, east – west oriented grid lines and channel samples were collected from all exposed bedrock within the grid area. The results from this exploration program and the results from the sampling programs completed by Noranda in 1990 and by Unique during 2011 are being combined into a single database to delineate priority areas for trenching and if warranted follow-up drill testing.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's quarterly results for the last eight quarters:

	Dec 31, 2014	**Sep 30, 2014**	**Jun 30, 2014**	**Mar 31, 2014**	**Dec 31, 2013**	**Sep 30, 2013**	**Jun 30, 2013**	**Mar 31, 2013**
Expenses	$12,959	$19,229	$14,015	$21,662	$15,586	$18,486	$15,028	$80,814
Loss for the period	$12.959	$19,229	$14,015	$21,662	$15,586	$18,486	$15,028	$80,814
Weighted average shares outstanding	14,454,148	14,454,148	14,454,148	14,102,006	14,020,000	14,020,000	14,020,000	14,020,000
Loss per share	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.01
Mineral property acquisition costs	-	-	-	-	-	-	-	-
Mineral property exploration costs	-	-	-	-	-	$(4,130)	-	$20,648

The Company's operating losses are due to mineral exploration and general and administrative costs, such as management, consulting, legal, accounting and audit incurred during the process of managing the Company's operations and to ensure regulatory compliance.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 14,020,000 shares outstanding. The following table summarizes maximum number of common shares outstanding as at December 31, 2014 and as of the date of this MD&A if all outstanding options and warrants were converted to shares:

	December 31, 2014	As of the date of this MD&A
Common shares	14,454,148	14,454,148
Warrants to purchase common shares	6,500,000	6,500,000
Options to purchase common shares	900,000	900,000
	21,854,148	21,854,148

Escrow Shares

Pursuant to an escrow agreement dated December 21, 2011, 4,000,000 common shares and 2,000,000 common share purchase warrants were placed in escrow. 10% of the escrowed shares (400,000 common shares) and warrants (200,000 common share purchase warrants) were released from escrow upon completion of the IPO on March 30, 2012, and 15% of the common shares and common share purchase warrants will be released from escrow every 6 months thereafter. As of December 31, 2014, there were 600,000 common shares and 300,000 common share purchase warrants remaining in escrow.

RESULTS OF OPERATIONS

Three months ended December 31, 2014 ("Q1 2015") compared with the three months ended December 31, 2013 ("Q1 2014")

The loss for the quarter ended December 31, 2014 was $12,959 compared with a loss of $15,586 for the quarter ended December 31, 2013. The $2,627 decrease in loss from Q1 2014 to Q1 2015 is primarily due to decreased in audit and accounting fees. The significant cost variances are as follows:

- Audit and accounting fees in the amount of $3,900 were paid to the company partially owned and controlled by the director and CFO of the Company during Q1 2015, compared to $5,600 in Q1 2014. The decrease is mainly due to decreased monthly accounting and bookkeeping fees charged during Q1 2015.

LIQUIDITY AND CAPITAL RESOURCES

The Company's ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of common shares pursuant to private placements, the exercise of warrants and stock options. Capital markets may not always be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's shares, restricting access to some institutional investors. The Company's growth and success is dependent on additional external sources of financing which may not be available on acceptable terms.

<u>Working Capital</u>

As of December 31, 2014, the Company's working capital was $232,489, compared with $245,448 working capital as of September 30, 2014. The $12,959 decrease in working capital is mainly due spending cash of $19,322 on the Company's operating activities, as well as paying off accounts payable and accrued liabilities.

Cash

On December 31, 2014, the Company had $232,634 of cash, compared with $251,956 of cash on September 30, 2014. The $19,322 decrease in cash position is mainly due spending $15,586 on operating expenses, which includes audit and accounting fees, filing and transfer agent fees, office and administration fees and rent.

Cash Used in Operating Activities

Cash used in the operating activities during the period ended December 31, 2014 was $19,322. Cash was spent on audit and accounting fees, filing and transfer agent fees, office and administration fees and rent.

Cash used in the operating activities during the period ended December 31, 2013 was $20,230. Cash was spent on audit and accounting fees, filing and transfer agent fees, office and administration fees and rent.

Cash Used in Investing Activities

There were no investing activities during the three months ended December 31, 2014 and 2013.

Cash Generated by Financing Activities

There were no financing activities in the three months ended December 31, 2014 and 2013.

Requirement of Additional Equity Financing

The Company relies primarily on equity financings for all funds raised to date for its operations. The Company needs more funds to finance its exploration and development programs and ongoing operating costs. Until the Company starts generating profitable operations from extraction of minerals and precious metals, the Company intends to continue relying upon the issuance of securities to finance its operations and acquisitions.

GOING CONCERN

The recoverability of amounts shown as mineral properties is dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop the properties and the ultimate realization of profits through future production or sale of the properties. Realized values may be substantially different than carrying values as recorded in these financial statements.

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At December 31, 2014, the Company had not achieved profitable operations, had an accumulated deficit of $853,297 since inception and expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations, exploration and development activities.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties and key management personnel consist of companies owned by the executive officer and directors as follows:

	Relationship	Nature of Transactions
CDM Capital Partners Inc.	Partially owned and controlled by the director and CFO of the Company	Accounting, Office and Administration, and Rent

a) During the three months ended December 31, 2014, the Company paid $3,750 (2013: $5,450) in accounting fees, $1,500 (2013: $1,000) of office and administration fees, and $1,500 (2013: $2,250) of rent expense to CDM Capital Partners Inc.

b) As at December 31, 2014 included in accounts payable and accrued liabilities is $Nil (2013: $1,679) of expense owing to CDM Capital Partners Inc.

PLAN OF OPERATIONS AND FUNDING

The Company's plan of significant operations for the next twelve months is as follows:

- to finance general and administrative costs of running operations and regulatory compliance estimated at $75,000;
- to review and assess phase 1 exploration results on the Company's Lucifer Property; and
- to investigate other prospective mineral exploration projects.

To finance the above plans, the Company will use the remaining funds from the IPO completed on March 30, 2012 of 5,500,000 common shares at $0.15 per common share for gross proceeds of $825,000 and the proceeds from the exercise of Agent's options of $65,122 completed on March 14, 2014.

FINANCIAL INSTRUMENTS

The Company accounts for its financial instruments as follows:

Cash	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities of greater than 12 months after the end of the reporting period, which are classified as non-current assets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated by taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has classified cash as loans and receivables.

Financial Assets at Fair Value Through Profit or Loss

An instrument is classified at fair value through profit or loss if it is held for trading. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchases and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss.

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an instrument is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. The Company has not designated any financial assets as available-for-sale.

Financial Liabilities

Financial liabilities other than derivative liabilities are recognized initially at fair value and are subsequently stated at amortized cost. Transaction costs on financial assets and liabilities other than those classified as fair value through profit and loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit and loss are expensed as incurred. The Company's financial liabilities consists of accounts payable and accrued liabilities.

Impairment of Financial Assets

The Company assesses at the end of each reporting date whether there are indicators of impairment present for financial assets other than financial assets valued through profit and loss. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

An impairment loss in respect of a financial asset carried at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted using the instrument's original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value. In the case of equity instruments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset that was previously recognized in profit or loss, is removed from equity and recognized in profit or loss.

All impairment losses are recognized in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognized previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

The classification of the financial instruments as well as their carrying values as at December 31, 2014 is shown in the table below:

Loans and receivables	$	232,634
Financial liabilities measured at amortized cost	$	3,175

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

As at December 31, 2014, the fair values of financial instruments measured on a recurring basis include cash, determined based on level one inputs and consisting of quoted prices in active markets for identical assets. The fair values of accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company is exposed to potential loss from various risks including commodity price risk, exploration and development risk, environmental risk, credit risk, liquidity risk and interest rate risk. These risks are described in more details in Risk and Uncertainties section of this MD&A.

RISK AND UNCERTAINTIES

The Company is exposed to various types of market risks including credit risk, liquidity risk, interest rate risk and commodity price risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any financial instruments that are subject to credit risk.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year.

(iii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

(iv) Commodity Price Risk – The Company's future success is linked to the price of minerals, because the value of mineral resources and the Company's future revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its resource properties to commercial production.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares and share purchase warrants. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets, being resource properties. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major financial institutions.

RECENT ACCOUNTING PRONOUNCEMENTS

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for current future accounting periods. There was no impact on the Company's financial statements upon adoption of the following standards on October 1, 2013.

IFRS 10 Consolidated Financial Statements ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 Consolidated and Separate Financial Statements.

IFRS 12 *Disclosure of Interests in Other Entities* ("IFRS 12") sets out the disclosure requirements for entities reporting under IFRS 10 and IFRS 1, and replaces the disclosure requirements currently found in IAS 28 *Investments in Associates* ("IAS 28"). The objective of IFRS 12 is to require the disclosure of information that enables users of financial statements to evaluate: (a) the nature of, and risks associated with, its interests in other entities; and (b) the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 Fair Value Measurement ("IFRS 13") converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price.

IAS 1 *Presentation of Financial Statements* ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged.

Certain new standards, amendments and interpretations have been published that are mandatory for the Company's accounting periods beginning after October 1, 2014 or later periods that the Company has decided not to early adopt. The standard that will be relevant to the Company is:

IFRS 9, Financial Instruments ("IFRS 9") is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment, the impact of increasing competition, unpredictable changes to the market prices for minerals, that costs related to development of mineral properties will remain consistent with historical experiences, anticipated results of exploration activities, and the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth in this MD&A: volatility in the market prices of minerals, uncertainties associated with estimating resources, geological problems, technical problems, exploration problems, processing problems, liabilities and risks including environmental liabilities and risks inherent in the exploration and mining, fluctuations in currency and interest rates, incorrect assessments of the value of acquisitions, unanticipated results of exploration activities, competition for capital, competition for acquisitions of reserves, competition for undeveloped lands, competition for skilled personnel, political risks and unpredictable weather conditions.

ADDITIONAL INFORMATION

For further detail, see the Company's interim financial statements for the period ended December 31, 2014 and the audited financial statements for the year ended September 30, 2014. Additional information about the Company can also be found on www.sedar.com.

CORPORATE DIRECTORY

Trading Symbol – UQ
Exchange - TSX-V

Head Office
Unique Resources Corp.
Suite 680 - 789 West Pender Street
Vancouver, BC V6C 1H2, Canada
Tel: 604-569-2963
Fax: 604-568-0945

Officers and Directors
Gary Freeman (Chief Executive Officer, President, Corporate Secretary, and Director)
Darryl Cardey (Chief Financial Officer and Director)
Cale Moodie (Director)
James Dawson (Director)

Members of the Audit Committee
Cale Moodie (Chair)
James Dawson
Gary Freeman

Members of the Compensation Committee
James Dawson (Chair)
Darryl Cardey
Cale Moodie

Legal Counsel
DuMoulin Black LLP
10th Floor 595 Howe St
Vancouver, BC, V6C 2T5

Auditors
Charlton and Company
Suite 1735, Two Bentall Center
555 Burrard St., Box 243
Vancouver, BC, V7X 1M9

Transfer Agent
TMX Equity Transfer Services
Suite 2700 - 650 West Georgia St.
Vancouver, BC, V6B 4N9

Unique Resources Corp.

(An Exploration Stage Company)

Financial Statements

For the Years Ended September 30, 2014 and 2013

(Expressed in Canadian Dollars)

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton

charlton & company
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Unique Resources Corp.

We have audited the accompanying financial statements of Unique Resources Corp., which comprise the statements of financial position as at September 30, 2014 and 2013 and the statements of loss and comprehensive loss, changes in equity and cash flows for the years ended September 30, 2014 and 2013 and a summary of significant accounting policies and other explanatory information.

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

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

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

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

Opinion
In our opinion, these financial statements present fairly, in all material respects, the financial position of Unique Resources Corp. as at September 30, 2014 and 2013 and its financial performance and cash flows for the years ended September 30, 2014 and 2013 in accordance with International Financial Reporting Standards.

Emphasis of Matters
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

"Charlton & Company"

CHARTERED ACCOUNTANTS

Vancouver, Canada
December 4, 2014

Unique Resources Corp.
(An Exploration Stage Company)
Statements of Financial Position
In Canadian Dollars

		September 30, 2014		September 30, 2013
ASSETS				
Current Assets				
Cash	$	251,956	$	252,716
Accounts receivable		493		401
Tax credit receivable (Note 4)		-		4,130
Prepaid expenses		3,981		5,254
		256,430		262,501
Mineral Property (Note 4)		40,000		40,000
TOTAL ASSETS	$	296,430	$	302,501
Liabilities and Shareholders' Equity				
Current Liabilities				
Accounts payable and accrued liabilities	$	10,982	$	11,683
Shareholders' Equity				
Share Capital (Note 5)		908,295		808,034
Reserves (Note 5c)		217,491		252,630
Deficit		(840,338)		(769,846)
		285,448		290,818
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	296,430	$	302,501

Nature of Operations and Going Concern *(Note 1)*
Subsequent Event *(Note 11)*

Approved by the Board of Directors:

"Darryl Cardey" *"Gary Freeman"*

Darryl Cardey, Director Gary Freeman, Director

– See Accompanying Notes to Financial Statements –

Unique Resources Corp.
(An Exploration Stage Company)
Statements of Loss and Comprehensive Loss
For the Years Ended September 30, 2014 and 2013
In Canadian Dollars

	2014	2013
Expenses		
Audit and accounting (Note 8)	$ 25,550	$ 17,400
Consulting fees (Note 8)	-	75,000
Directors fees (Note 8)	-	9,000
Exploration and evaluation costs (Note 4)	-	16,518
Filing and transfer agent fees	13,493	14,596
Legal	2,398	4,153
Office and administration (Note 8)	22,051	30,776
Rent (Note 8)	7,000	10,750
Net loss and comprehensive loss for the year	$ 70,492	$ 178,193
Loss per share – basic and diluted	$ 0.00	$ 0.01
Weighted average number of common shares outstanding	14,257,889	14,020,000

– See Accompanying Notes to Financial Statements –

Unique Resources Corp.
(An Exploration Stage Company)

Statements of Cash Flows

For the Years Ended September 30, 2014 and 2013
In Canadian Dollars

		2014		2013
Cash Provided By (Used In):				
Operations:				
Loss for the year	$	(70,492)	$	(178,193)
Change in non-cash operating working capital:				
Accounts receivable		(92)		22,506
Tax credit receivable		4,130		(914)
Prepaid expenses		1,273		21,164
Accounts payable and accrued liabilities		(701)		(5,970)
		(65,882)		(141,407)
Financing:				
Exercise of agent's options		65,122		-
Net decrease in cash		(760)		(141,407)
Cash - beginning of year		252,716		394,123
Cash - end of year	$	251,956	$	252,716
Cash paid for:				
Interest paid	$	-	$	-
Taxes paid	$	-	$	-
Supplemental non-cash financing information:				
Fair value of Agent's options exercised	$	35,139	$	-

– See Accompanying Notes to Financial Statements –

Unique Resources Corp.

(An Exploration Stage Company)

Statements of Changes in Equity

For the Years Ended September 30, 2014 and 2013

In Canadian Dollars

	Share Capital		Reserves			
	Shares	Amount $	Warrants $	Options $	Deficit $	Total $
Balance, September 30, 2012	14,020,000	808,034	110,000	142,630	(591,653)	469,011
Comprehensive loss	-	-	-	-	(178,193)	(178,193)
Balance, September 30, 2013	14,020,000	808,034	110,000	142,630	(769,846)	290,818
Exercise of Agent's options (Note 5(b))	434,148	65,122	-	-	-	65,122
Fair value of Agent's options (Note 5(b))	-	35,139	-	(35,139)	-	-
Comprehensive loss	-	-	-	-	(70,492)	(70,492)
Balance, September 30, 2014	14,454,148	908,295	110,000	107,491	(840,338)	285,448

– See Accompanying Notes to Financial Statements –

1. Nature of Operations and Going Concern

Unique Resources Corp. (the "Company") was incorporated on May 20, 2011, under the laws of the province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada.

The head office, principal address, and records office of the Company are located at 789 West Pender Street, Suite 800, Vancouver, British Columbia, V6C 1H2, Canada. The Company's common shares are publicly listed on the Toronto Stock Exchange's Venture Exchange (the "TSXV").

The recoverability of amounts shown as mineral property interests is dependent upon the conversion of mineral resources to economically recoverable reserves, the Company's ability to obtain financing to develop the properties, and the ultimate realization of profits through future production or sale of the properties.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At September 30, 2014, the Company had not achieved profitable operations, had an accumulated deficit of $840,338 since inception and expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations, exploration and development activities.

2. Basis of Presentation

a) Statement of Compliance

These financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements have been prepared on a historical cost basis except for financial instruments classified as available-for-sale and financial assets at fair value through profit and loss, which are stated at their fair values. In addition, these financial statements have been prepared using the accrual basis of accounting.

The accounting policies set out in Note 3 have been applied consistently by the Company during the current year.

2. Basis of Presentation – *Continued*

b) Approval of the Financial Statements

These financial statements were approved and authorized for issue by the Board of Directors on December 4, 2014.

c) Functional and Presentation Currency

The functional currency of a company is the currency of the primary economic environment in which the company operates. The presentation currency for a company is the currency in which the company chooses to present its financial statements.

These financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

3. Significant Accounting Policies

a) Cash

The Company considers cash to include amounts held in banks. The Company places its cash with major financial institutions in Canada.

b) Mineral Property

i) Exploration and Evaluation

Staking costs, property option payments, and other costs associated with acquiring exploration and evaluation assets are capitalized and classified as intangible assets, whereas exploration and evaluation expenditures are recognized as expenses as they are incurred during the period. Exploration and evaluation expenditures include costs of equipment rental, geochemical analysis, and geological consulting services.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all non-recoverable costs associated with the project net of any impairment provisions are written off.

ii) Development

Upon completion of a technical feasibility study and when commercial viability is demonstrated, capitalized exploration and evaluation assets are transferred to and classified as mineral property acquisition and development costs. Costs associated with the commissioning of new assets incurred in the period before they are operating in the way intended by management, are capitalized. Development expenditure is net of the proceeds of the sale of metals from ore extracted during the development phase. Interest on borrowings related to the construction and development of assets are capitalized until substantially all the activities required to make the asset ready for its intended use are complete.

3. Significant Accounting Policies – *Continued*

b) Mineral Property – *Continued*

ii) Development – *Continued*

The costs of removing overburden to access ore are capitalized as pre-production stripping costs and classified as a component of property, plant and equipment.

iii) Impairment

The carrying value of all categories of mineral property are reviewed at least annually by management for indicators that the recoverable amount may be less than the carrying value. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount.

Value-in-use is based on estimates of discounted future cash flows expected to be recovered from an asset or CGU through their use. Estimated future cash flows are calculated using estimates of future recoverable reserves and resources, future commodity prices and expected future operating and capital costs. Once calculated, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Fair value less costs to sell is the amount obtainable from either quotes from an active market or the sale of an asset or CGU in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Costs of disposal are incremental costs directly attributable to the disposal of an asset or CGU, excluding finance costs and income tax expense.

Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the unit or group of units on a pro rata basis. Impairment losses are recognized in other expenses. Assumptions, such as commodity prices, discount rate, and expenditures, underlying the fair value estimates are subject to risks uncertainties. Impairment charges are recorded in the reporting period in which determination of impairment is made by management.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion or amortization, if no impairment loss had been recognized.

3. Significant Accounting Policies – *Continued*

c) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. The increase in the obligation due to the passage of time is recognized as finance expense. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

d) Site Closure and Reclamation Provision

The Company recognizes a provision for statutory, contractual, constructive or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties, plant and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate is a pre-tax rate that reflects current market assessments of the time value of money and risks specific to the liability. As at September 30, 2014, the Company had not recognized any site closure and reclamation provision.

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in mineral properties, plant and equipment. These costs are depreciated on a basis consistent with depreciation, depletion, and amortization of the underlying assets.

The obligation is accreted over time for the change in their present value, with this accretion charge recognized as a finance expense in the statements of comprehensive loss. The obligation is also adjusted for changes in the estimated timing, amount of expected future cash flows, and changes in the discount rate. Such changes in estimates are added to or deducted from the related asset except where deductions are greater than the carrying value of the related asset in which case, the amount of the excess is recognized in profit or loss.

3. Significant Accounting Policies – *Continued*

d) Site Closure and Reclamation Provision – *Continued*

Due to uncertainties concerning environmental remediation, the ultimate cost to the Company of future site restoration could differ from the amounts provided. The estimate of the total provision for future site closure and reclamation costs is subject to change based on amendments to laws and regulations, changes in technology, price increases and changes in interest rates, and as new information concerning the Company's closure and reclamation obligations becomes available.

e) Income Taxes

Provision for income taxes consists of current and deferred tax expense. Income tax expense is recognized in profit or loss except to the extent that it relates to a business combination or items recognized either in other comprehensive income or directly in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences associated with the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss and temporary differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3. Significant Accounting Policies – *Continued*

f) Share Capital

i) The proceeds from the exercise of stock options, common share purchase warrants and purchase of common shares are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company.

ii) Share capital issued for non-monetary consideration is recorded at an amount based on fair value of these common shares.

iii) The proceeds from the issue of units is allocated between common shares and common share purchase warrants on a prorated basis using relative fair values of common shares and common share purchase warrants. The fair value of the common share purchase warrants is determined using the Black-Scholes option pricing model.

All costs related to issuances of share capital are charged against the proceeds received from the related share capital.

g) Loss per Share

Basic loss per share is calculated using the weighted average number of common shares issued and outstanding during the period. The Company uses the treasury stock method for calculating diluted earnings per share. Diluted and basic loss per share are the same because the effects of potential issuances of common shares under stock options and common share purchase warrants would be anti-dilutive.

h) Comprehensive Income

Comprehensive income includes net income or loss and other comprehensive income or loss. Other comprehensive income or loss may include holding gains and losses on available-for-sale securities, gains and losses on certain derivative instruments and foreign gains and losses from self-sustaining foreign operations. During the current year, the Company did not have any other comprehensive income components.

i) Share-based Payments

From time to time, the Company grants stock options to directors, officers, employees and non-employees to purchase common shares. The Company accounts for share-based payments, including stock options, at their fair value on the grant date and recognizes the cost as a compensation expense over the period that the employees become entitled to the award. The fair value of the stock options on the grant date is determined using the Black-Scholes pricing model for stock option awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service conditions at the vesting date. A corresponding increase is recognized in shareholders' equity for these costs.

3. Significant Accounting Policies – *Continued*

j) Financial Instruments

The Company accounts for its financial instruments as follows:

Cash	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities of greater than twelve months after the end of the reporting period, which are classified as non-current assets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated by taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has classified cash as loans and receivables.

Financial Assets at Fair Value Through Profit or Loss

An instrument is classified at fair value through profit or loss if it is held for trading. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchases and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. The Company has not designated any financial assets as fair value through profit or loss.

3. Significant Accounting Policies – *Continued*

j) Financial Instruments – *Continued*

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within twelve months of the end of the reporting period. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an instrument is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. The Company has not designated any financial assets as available-for-sale.

Financial Liabilities

Financial liabilities other than derivative liabilities are recognized initially at fair value and are subsequently stated at amortized cost. Transaction costs on financial assets and liabilities other than those classified as fair value through profit and loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit and loss are expensed as incurred. The Company's financial liabilities consists of accounts payable and accrued liabilities.

Impairment of Financial Assets

The Company assesses at the end of each reporting date whether there are indicators of impairment present for financial assets other than financial assets valued through profit and loss. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

An impairment loss in respect of a financial asset carried at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted using the instrument's original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value. In the case of equity instruments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset that was previously recognized in profit or loss, is removed from equity and recognized in profit or loss.

3. Significant Accounting Policies – *Continued*

j) Financial Instruments – *Continued*

Impairment of Financial Assets – Continued

All impairment losses are recognized in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognized previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

k) Flow-through Shares

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company separates the flow-through common share into i) a flow-through common share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability and; ii) share capital. When the resource property expenditures are incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision. To the extent that the Company has available tax pools for which the benefit has not been previously recognized as being realizable, the premium is recognized in profit or loss as a deferred income tax recovery to recognize the deferred tax asset offsetting the liability at the time of renunciation of the tax pools.

l) Critical Accounting Judgments and Estimates

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

3. Significant Accounting Policies – *Continued*

l) Critical Accounting Judgments and Estimates – *Continued*

Estimates:
The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. The most significant accounts that require estimates as the basis for determining the stated amounts include: impairment of mineral property; provision for environmental rehabilitation; inputs used in the valuation of share-based payments; and provision for deferred income tax, including the effects of flow-through shares.

Judgments:
Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Recoverability of capitalized mineral property costs

The Company capitalizes mining property acquisition costs which are to be amortized when production is attained or the balance thereof written off should the property be disproven through exploration or abandoned. The carrying value of the Company's mineral property is reviewed by management at least annually, or whenever events or circumstances indicate that its carrying value may not be recovered. If impairment is determined to exist, a formal estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset is measured at fair value less costs to sell.

Deferred income tax

The assessment of the probability of future taxable income in which deferred tax assets can be utilized is based on the Company's estimates of future profits or losses adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the jurisdictions in which the Company operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances (see Note 6).

m) Comparative Figures

Certain comparative figures have been reclassified to conform to the current year financial statements presentation.

3. Significant Accounting Policies – *Continued*

n) Recent Accounting Pronouncements

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for current or future accounting periods. There was no impact on the Company's financial statements upon adoption of the following standards on October 1, 2013.

IFRS 10 Consolidated Financial Statements ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 Consolidated and Separate Financial Statements.

IFRS 12 *Disclosure of Interests in Other Entities* ("IFRS 12") sets out the disclosure requirements for entities reporting under IFRS 10 and IFRS 1, and replaces the disclosure requirements currently found in IAS 28 *Investments in Associates* ("IAS 28"). The objective of IFRS 12 is to require the disclosure of information that enables users of financial statements to evaluate: (a) the nature of, and risks associated with, its interests in other entities; and (b) the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 Fair Value Measurement ("IFRS 13") converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price.

IAS 1 *Presentation of Financial Statements* ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged.

Certain new standards, amendments and interpretations have been published that are mandatory for the Company's accounting periods beginning after October 1, 2014 or later periods that the Company has decided not to early adopt. The standard that will be relevant to the Company is:

IFRS 9, Financial Instruments ("IFRS 9") is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

In Canadian Dollars

3. Significant Accounting Policies – *Continued*

n) Recent Accounting Pronouncements – *Continued*

None of the other new standards, interpretations and amendments, which are effective for the Company's accounting periods beginning after October 1, 2014 and which have not been adopted early, are expected to have a material effect on the Company's future financial statements.

4. Mineral Property

On June 1, 2011, the Company entered into an option agreement to acquire a 100% interest in 10 mineral claims covering 3,850 hectares, called the Lucifer Property (the "Property"), located in Eskay, British Columbia. Pursuant to the amending option agreement taken into effect subsequent to the year ended September 30, 2014 (Note 11), the Company is required to make cash payments, issue common shares of the Company, and make exploration expenditures according to the following schedule:

Date	Common Shares	Cash Payments	Exploration Expenditures
On execution of the option agreement	Nil	$20,000 (paid)	Nil
March 30, 2012	Nil	$20,000 (paid)	$100,000 (incurred)
March 30, 2015	Nil	Nil	$200,000
March 30, 2016	125,000	$100,000	$300,000
March 30, 2018	125,000	$200,000	$350,000
TOTAL	**250,000**	**$340,000**	**$950,000**

In accordance with the option agreement, the Company paid $20,000 to the Optionor upon execution of the option agreement and $20,000 during the year ended September 30, 2012. As of September 30, 2014, the Company had incurred $252,651 in exploration expenditures on the Property. The Property is subject to a Net Smelter Royalty("NSR") equal to 2% on the proceeds from production for all minerals derived from the Property in the event of the operation of the Property or any portion thereof as a producing mine and the production of mineral products therefrom (excluding bulk sampling, pilot plant or test operations). Under the terms of the option agreement, the Company may elect to purchase from the Optionor, at any time, up to three quarters of this NSR (being 1.5%), upon payment of $500,000 per 0.5% NSR.

In Canadian Dollars

4. Mineral Property – *Continued*

Accumulated acquisition cost as of September 30, 2014 and 2013 are as follows:

Lucifer Property, BC, Canada	September 30, 2014	September 30, 2013
Accumulated acquisition costs	$ 40,000	$ 40,000

Details of exploration costs incurred For the Years Ended September 30, 2014 and 2013 are as follows:

Lucifer Property, Eskay, Canada	2014	2013
Mineral exploration costs		
Camp and general	$ -	$ -
Equipment rental	-	-
Geochemical	-	8,570
Geological	-	-
Helicopter	-	-
Report	-	12,078
Total mineral exploration costs – expensed	-	20,648
BC METC*	-	(4,130)
Net mineral exploration costs – expensed	-	16,518
Mineral exploration costs – beginning of year	252,651	236,133
Mineral exploration costs – end of year	$ 252,651	$ 252,651

*The Company's mineral exploration costs incurred in British Columbia are eligible for a British Columbia Mining Exploration Tax Credit ("BC METC"). During the year ended September 30, 2014, the Company estimated that the tax credit receivable from BC METC for the mineral exploration costs incurred for the year end September 30, 2014 is $nil (2013 - $4,130).

5. Shareholders' Equity

a) Authorized

Unlimited number of common shares without par value

b) Issued Share Capital

During the year ended September 30, 2014, 434,148 agent's options were exercised at $0.15 per share for total proceeds of $65,122, and the remaining 5,852 options were expired. The fair value of the options exercised was $35,139 and was transferred to share capital upon exercise.

There was no share capital transactions during the year ended September 30, 2013.

In Canadian Dollars

5. Shareholders' Equity – *Continued*

c) Reserves

The following is a summary of the reserves components relating to stock options and common share purchase warrants as at September 30, 2014 and 2013:

		September 30, 2014		**September 30, 2013**
Options	$	107,491	$	142,630
Warrants		110,000		110,000
Total	$	217,491	$	252,630

d) Warrants

Details of common share purchase warrants activity for the years ended September 30, 2014 and 2013 are as follows:

September 30, 2012 and 2013	Issued	Exercised	**September 30, 2014**	Exercise Price	Expiry Date
6,500,000	-	-	**6,500,000**	$0.15	March 30, 2017
6,500,000	-	-	**6,500,000**	$0.15	

e) Stock Options

On November 27, 2011, the Company adopted a rolling stock option plan, which authorizes the Board of Directors to grant stock options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each stock option may not be less than market price of the Company's stock calculated on the date of the grant less the applicable discount. The options can be granted for a maximum term of 10 years. The Company's stock option plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion.

Details of activity in stock options for the year ended September 30, 2014 and 2013 are as follows:

September 30, 2012 and 2013	Issued	Exercised	Expired	September 30, 2014	Exercise Price	Expiry Date
440,000	-	(434,148)	(5,852)	-	$0.15	March 30, 2014
900,000	-	-	-	900,000	$0.15	April 3, 2017
1,340,000	-	(434,148)	(5,852)	900,000	$0.15	

In Canadian Dollars

5. Shareholders' Equity – *Continued*

f) Escrow Shares

Pursuant to an escrow agreement dated December 21, 2011, 4,000,000 common shares and 2,000,000 common share purchase warrants were placed in escrow. 10% of the escrowed shares (400,000 common shares) and warrants (200,000 common share purchase warrants) were released from escrow upon completion of the IPO on March 30, 2012, and 15% of the common shares and common share purchase warrants will be released from escrow every 6 months thereafter. As of September 30, 2014, there were 600,000 common shares (2013 – 1,800,000) and 300,000 common share purchase warrants (2013 – 900,000) remaining in escrow.

6. Income Taxes

a) The Company's effective tax rate differs from the amount obtained by applying the statutory rate due to the following:

		2014		2013
Statutory tax rate		26.00%		25.50%
Recovery of income taxes based on statutory tax rate	$	(18,300)	$	(44,500)
Change in benefit not recognized		18,300		50,900
Difference between current and future tax rate		-		(1,800)
Change in future tax rate		-		(4,800)
Permanent differences		-		200
Recovery of income taxes	$	-	$	-

The effective income tax rate is the rate that is estimated to be applicable when the timing differences reverse.

b) Deferred tax assets have not been recognized as at September 30, 2014 and 2013 in respect of the following items:

		2014		2013
Non-capital losses carried forward	$	160,500	$	131,200
Mineral properties		8,200		8,200
Financing costs		21,400		32,100
	$	190,100	$	171,500

The operating losses in Canada expire at various dates to 2034.

No deferred tax asset has been recognized in respect of the above as the Company does not have any sources of taxable income and there is uncertainty as to whether the Company will earn taxable income in the future. As a result, it is not currently probably that the benefits of such amounts will be recognized.

In Canadian Dollars

7. Segmented Information

The Company has only one reportable operating segment, being mineral property exploration in Canada.

8. Related Party Transactions

The Company's related parties and key management personnel consist of companies owned by the executive officer and directors as follows:

	Relationship	Nature of Transactions
CDM Capital Partners Inc.	Partially owned and controlled by the director and CFO of the Company	Accounting, Consulting, Office and Administration, and Rent
GRF Consulting Corp.	Owned and controlled by the President and CEO of the Company	Consulting
Spartan Pacific Financial Ltd.	Owned and controlled by the director of the Company	Directors fees
James Dawson	Director	Directors fees

Details of related party transactions and compensation of key management personnel are as follows:

(a) During the year ended September 30, 2014, the Company paid $16,800 (2013: $8,750) in accounting fees, $Nil (2013: $37,500) consulting fees, $5,500 (2013: $19,000) of office and administration fees, $7,000 (2013: $10,750) of rent expense to CDM Capital Partners Inc.

(b) During the year ended September 30, 2014, the Company paid $Nil (2013: $37,500) in consulting fees to GRF Consulting Corp.

(c) During the year ended September 30, 2014, the Company accrued $Nil (2013: $6,000) in directors fees to Spartan Pacific Financial Ltd.

(d) During the year ended September 30, 2014, the Company paid $Nil (2013: $3,000) in directors fees to James Dawson.

9. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its mineral properties to commercial production.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares and share purchase warrants. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets, being mineral properties. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major financial institutions.

10. Financial Instruments

The classification of the financial instruments as well as their carrying values is shown in the table below:

Loans and receivables	$	251,956
Financial liabilities measured at amortized cost	$	10,982

a) Fair Value of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

- Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

As at September 30, 2014, the fair values of financial instruments measured on a recurring basis include cash, determined based on level one inputs and consisting of quoted prices in active markets for identical assets. The fair values of accounts payable and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

10. Financial Instruments – *Continued*

b) Management of Risks Arising From Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk, interest rate risk and commodity price risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any financial instruments that are subject to credit risk.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year.

(iii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

(iv) Commodity Price Risk – The Company's future success is linked to the price of minerals, because the value of mineral resources and the Company's future revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

11. Subsequent Event

Subsequent to the year end, by an Amending Agreement dated November 20, 2014, the Company and Optionor agreed to amend the June 1, 2011 option agreement to extend the requirement to incur additional exploration expenditures of $200,000 from March 30, 2014 to March 30, 2015.

UNIQUE RESOURCES CORP.
Management Discussion and Analysis ("MD&A")
for the year ended September 30, 2014

The following discussion and analysis of the operations, results, and financial position of Unique Resources Corp. ("the Company") for the year ended September 30, 2014 should be read in conjunction with the Company's audited financial statements and related notes for the year ended September 30, 2014. The effective date of this report is December 4, 2014. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on May 20, 2011. The Company is in the business of exploration, development and exploitation of mineral resources in Canada. The Company's primary objective is to explore mineral properties to a stage where they can be developed profitably or sold to a third party. The Company has an option to acquire a 100% interest in 10 mineral claims covering approximately 3,850 hectares called the Lucifer Property (hereinafter, the "Lucifer Property" or the "Property") located in Eskay, British Columbia.

MINERAL PROPERTY EXPLORATIONS

The Company is investigating, evaluating and conducting exploration activities in Canada. On June 1, 2011, the Company entered into an option agreement to acquire a 100% interest in 10 mineral claims covering 3,850 hectares, called the Lucifer Property (the "Property"), located in Eskay, British Columbia. Pursuant to the amending option agreement taken into effect subsequent to the year ended September 30, 2014, the Company is required to make cash payments, issue common shares of the Company, and make exploration expenditures according to the following schedule:

Date	Common Shares	Cash Payments	Exploration Expenditures
On execution of the Option Agreement	Nil	$20,000 (paid)	Nil
March 30, 2012	Nil	$20,000 (paid)	$100,000 (incurred)
March 30, 2015	Nil	Nil	$200,000
March 30, 2016	125,000	$100,000	$300,000
March 30, 2018	125,000	$200,000	$350,000
TOTAL	**250,000**	**$340,000**	**$950,000**

In accordance with the agreement, the Company paid $20,000 to the Optionor upon execution of the agreement and $20,000 during the year ended September 30, 2012. The Property is subject to an NSR payable equal to 2% on the proceeds from production for all minerals derived from the Property in the event of the operation of the Property or any portion thereof as a producing mine and the production of mineral products therefrom (excluding bulk sampling, pilot plant or test operations). Under the terms of agreement, the Company may elect to purchase from the Optionor, at any time, up to three quarters of this NSR (being 1.5%), upon payment of $500,000 per 0.5%.

a) Acquisition Costs

Accumulated acquisition cost as of September 30, 2014 and 2013 are as follows:

Lucifer Property, BC, Canada		September 30, 2014		September 30, 2013
Accumulated acquisition costs	$	40,000	$	40,000

Details of exploration costs incurred For the Years Ended September 30, 2014 and 2013 are as follows:

Lucifer Property, Eskay, Canada		2014		2013
Mineral exploration costs				
Camp and general	$	-	$	-
Equipment rental		-		-
Geochemical		-		8,570
Geological		-		-
Helicopter		-		-
Report		-		12,078
Total mineral exploration costs – expensed		-		20,648
BC METC*		-		(4,130)
Net mineral exploration costs – expensed		-		16,518
Mineral exploration costs – beginning of year		252,651		236,133
Mineral exploration costs – end of year	$	252,651	$	252,651

*The Company's mineral exploration costs incurred in British Columbia are eligible for a British Columbia Mining Exploration Tax Credit ("BC METC"). During the year ended September 30, 2014, the Company estimated that the tax credit receivable from BC METC for the mineral exploration costs incurred for the year end September 30, 2014 is $ nil (2013 - $4,130).

b) Lucifer Property, BC, Canada – Operations update:

The geological setting of the Lucifer Property is prospective for the occurrence of alkalic, porphyry style copper - gold mineralization. The results of the exploration work and geochemical sampling, completed by previous operator Noranda, identified several areas, which exhibit elevated gold levels in soil and/or rock samples and warrant additional exploration.

Between July 1 and August 15, 2011, consultants for the Company reviewed all available technical data for the project area and completed a systematic verification sampling program designed to confirm the high gold in soil values reported by Noranda in 1991 and delineate the extent of the anomalous zone. It is important to note that an extensive "gold in soil anomaly" identified on an adjoining property (referred to as the Voigtberg property) has been interpreted as a pyrite – gold halo associated with a porphyry system, and that follow up exploration work was recommended to test the extent and grade of the zone.

The soil survey / verification sampling program was conducted using conventional soil augers and trenching tools. Sampling was completed along irregular elevation contour lines that crossed the high gold in soil samples reported by Noranda. Samples were collected from immature soil profiles at depths of between 0.2 and 0.5 meters. A total of 530 samples were collected over an area of approximately 800 meters by 400 meters. One hundred and fifty seven of the samples collected returned anomalous gold values greater than 100 ppb (equivalent to 0.100 g/t gold). Anomalous gold values ranged from 0.100 g/t to 1.321 g/t gold with spot highs of up to 3.383 g/t gold. A total of seven samples returned values greater than 1.000 g/t gold.

The results of the 2011 field program have confirmed the presence of strongly anomalous gold values in soils in the area identified by Noranda and have defined an anomalous zone approximately 250 meters in width and 300 meters in length. No previous systematic exploration work appears to have been carried out in the area of the anomalous soil samples and potential extensions of the zone to the south do not appear to have been tested.

A total of 640 soil samples and 35 rock samples were collected from the area of high gold values defined in 2011 and potential extensions of this zone towards a second target area referred to as Gold anomaly No.2. Rock samples were collected at 10 meter intervals along 25 meter spaced, east –west oriented grid lines and channel samples were collected from all exposed bedrock within the grid area. The results from this exploration program and the results from the sampling programs completed by Noranda in 1990 and by Unique during 2011 are being combined into a single database to delineate priority areas for trenching and if warranted follow-up drill testing.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's quarterly results for the last eight quarters:

	Sep 30, 2014	**Jun 30, 2014**	**Mar 31, 2014**	**Dec 31, 2013**	**Sep 30, 2013**	**Jun 30, 2013**	**Mar 31, 2013**	**Dec 31, 2012**
Expenses	$19,229	$14,015	$21,662	$15,586	$18,486	$15,028	$80,814	$63,865
Loss for the period	$19,229	$14,015	$21,662	$15,586	$18,486	$15,028	$80,814	$63,865
Weighted average shares outstanding	14,454,148	14,454,148	14,102,006	14,020,000	14,020,000	14,020,000	14,020,000	14,020,000
Loss per share	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.01	$0.00
Mineral property acquisition costs	-	-	-	-	-	-	-	-
Mineral property exploration costs	-	-	-	-	$(4,130)	-	$20,648	-

The Company's operating losses are due to mineral exploration and general and administrative costs, such as management, consulting, legal, accounting and audit incurred during the process of managing the Company's operations and to ensure regulatory compliance.

SELECTED ANNUAL INFORMATION

The following table show selected financial data of the Company for the three most recently completed fiscal years. This summary has been derived from the annual financial statements of the Company that have been prepared in accordance with IFRS:

	September 30, 2014	September 30, 2013	September 30, 2012
	$	$	$
Revenue	Nil	Nil	Nil
Net loss	(70,492)	(178,193)	(462,699)
Net loss per share - basic and diluted	(0.00)	(0.01)	(0.04)
Total assets	296,430	302,501	486,664
Total long term financial liabilities	Nil	Nil	Nil
Cash dividend declared per share	Nil	Nil	Nil

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 14,454,148 shares outstanding. The following table summarizes maximum number of common shares outstanding as at September 30, 2014 and as of the date of this MD&A if all outstanding options and warrants were converted to shares:

	September 30, 2014	As of the date of this MD&A
Common shares	14,454,148	14,454,148
Warrants to purchase common shares	6,500,000	6,500,000
Options to purchase common shares	900,000	900,000
	21,854,148	21,854,148

Escrow Shares

Pursuant to an escrow agreement dated December 21, 2011, 4,000,000 common shares and 2,000,000 common share purchase warrants were placed in escrow. 10% of the escrowed shares (400,000 common shares) and warrants (200,000 common share purchase warrants) were released from escrow upon completion of the IPO on March 30, 2012, and 15% of the common shares and common share purchase warrants will be released from escrow every 6 months thereafter. As of September 30, 2014, there were 600,000 common shares (2013 – 1,800,000) and 300,000 common share purchase warrants (2013 – 900,000) remaining in escrow.

RESULTS OF OPERATIONS

Three months ended September 30, 2014 ("Q4 2014") compared with three months ended September 30, 2013 ("Q4 2013")

The loss for the quarter ended September 30, 2014 was $19,229 compared to the loss of $18,486 for the quarter ended September 30, 2013. The $743 increase in loss from Q4 2013 to Q4 2014 is primarily due to recovery of mineral exploration costs from BC METC during Q4 2013. The significant cost variances are as follows:

- Audit and accounting fees in the amount of $11,250 were paid during Q4 2014, compared to $12,750 during Q4 2013. The decrease is mainly due to decreased monthly accounting and bookkeeping fees charged during Q4 2014; and

- Exploration and evaluation recovery was $4,130 for Q4 2013, compared with $Nil in Q4 2014. During Q4 2013, the Company did not incur any exploration expense but recorded a BC METC recovery for the exploration expenses incurred during the year ended September 30, 2013. There were no exploration and evaluation activities during Q4 2014;

Year ended September 30, 2014 ("2014") compared with the year ended September 30, 2013 ("2013")

The loss for the year ended September 30, 2014 was $70,492 compared to the loss of $178,193 for the year ended September 30, 2013. The $107,701 decrease in loss from 2013 to 2014 is because of a decrease in business and exploration activities. The significant cost variances are as follows:

- Audit and accounting fees in the amount of $25,550 were paid in 2014, compared to $17,400 in 2013. The Company was charged monthly accounting and bookkeeping fees commencing May 1, 2013. The increase in fees was due to the fact that there were only five months of fees charged during the 2013 versus twelve months charged during in 2014;

- Consulting fees in the amount of $75,000 were paid to the Company's CEO and CFO during 2013, compared to $Nil in 2014. The decrease in costs is because the Company discontinued monthly consulting fees to the CEO and CFO of the Company effective April 1, 2013;

- Director fees were $9,000 in 2013, compared with $Nil in 2014. The decrease in fees results from discontinuing monthly director fees effective April 1, 2013;

- Exploration and evaluation costs of $16,518 were incurred during 2013 for geochemical analysis and reporting, compared with $Nil in 2014. There were no exploration and evaluation activities during the year months ended September 30, 2014; and

- Office and administration fees during 2014 were $22,051 compared to $30,776 in 2013. The decrease in costs is due to decreased monthly secretarial and administration fees from 2013 to 2014.

LIQUIDITY AND CAPITAL RESOURCES

The Company's ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of common shares pursuant to private placements, the exercise of warrants and stock options. Capital markets may not always be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's shares, restricting access to some institutional investors. The Company's growth and success is dependent on additional external sources of financing which may not be available on acceptable terms.

<u>Working Capital</u>

As of September 30, 2014, the Company's working capital was $245,448, compared with $250,818 working capital as of September 30, 2013. The decrease in working capital is mainly due to spending cash of $65,882 on the Company's operating activities, offset by raising proceeds of $65,122 from the exercise of Agent's options.

<u>Cash</u>

On September 30, 2014, the Company had $251,956 of cash, compared with $252,716 of cash on September 30, 2013. The $760 decrease in cash position is due to receiving proceeds of $65,122 from the exercise of Agent's options and spending $65,882 on operating expenses, which includes audit and accounting fees, filing and transfer agent fees, office and administration fees and rent.

<u>Cash Used in Operating Activities</u>

Cash used in the operating activities during the year ended September 30, 2014 was $65,882. Cash was spent on audit and accounting fees, filing and transfer agent fees, office and administration fees and rent. Cash used in the operating activities during the year ended September 30, 2013 was $141,407. Cash was mostly spent on exploration and evaluation costs, filing and transfer agent fees, consulting expenses, director fees, office and administration fees and rent.

Cash Used in Investing Activities

There were no investing activities during the year ended September 30, 2014 and 2013.

Cash Generated by Financing Activities

During the year ended September 30, 2014, the Company received cash proceeds of $65,122 from the exercise of Agent's options.

There were no financing activities during the year ended September 30, 2013.

Requirement of Additional Equity Financing

The Company relies primarily on equity financings for all funds raised to date for its operations. The Company needs more funds to finance its exploration and development programs and ongoing operating costs. Until the Company starts generating profitable operations from extraction of minerals and precious metals, the Company intends to continue relying upon the issuance of securities to finance its operations and acquisitions.

GOING CONCERN

The recoverability of amounts shown as mineral property interests is dependent upon the conversion of mineral resources to economically recoverable reserves, the Company's ability to obtain financing to develop the properties, and the ultimate realization of profits through future production or sale of the properties.

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At September 30, 2014, the Company had not achieved profitable operations, had an accumulated deficit of $840,338 since inception and expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations, exploration and development activities.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties and key management personnel consist of companies owned by the executive officer and directors as follows:

	Relationship	Nature of Transactions
CDM Capital Partners Inc.	Partially owned and controlled by the director and CFO of the Company	Accounting, Consulting, Office and Administration, and Rent
GRF Consulting Corp.	Owned and controlled by the President and CEO of the Company	Consulting
Spartan Pacific Financial Ltd.	Owned and controlled by the director of the Company	Directors fees
James Dawson	Director	Directors fees

Details of related party transactions and compensation of key management personnel are as follows:

(a) During the year ended September 30, 2014, the Company paid $16,800 (2013: $8,750) in accounting fees, $Nil (2013: $37,500) consulting fees, $5,500 (2013: $19,000) of office and administration fees, $7,000 (2013: $10,750) of rent expense to CDM Capital Partners Inc.

(b) During the year ended September 30, 2014, the Company paid $Nil (2013: $37,500) in consulting fees to GRF Consulting Corp.

(c) During the year ended September 30, 2014, the Company accrued $Nil (2013: $6,000) in directors fees to Spartan Pacific Financial Ltd.

(d) During the year ended September 30, 2014, the Company paid $Nil (2013: $3,000) in directors fees to James Dawson.

SUBSEQUENT EVENT

Subsequent to the year end, by an Amending Agreement dated November 20, 2014, the Company and Optionor agreed to amend the June 1, 2011 option agreement to extend the requirement to incur additional exploration expenditures of $200,000 from March 30, 2014 to March 30, 2015.

PLAN OF OPERATIONS AND FUNDING

The Company's plan of significant operations for the next twelve months is as follows:

- to finance general and administrative costs of running operations and regulatory compliance estimated at $75,000;
- to review and assess phase 1 exploration results on the Company's Lucifer Property; and
- to investigate other prospective mineral exploration projects.

To finance the above plans, the Company will use the remaining funds from the IPO completed on March 30, 2012 of 5,500,000 common shares at $0.15 per common share for gross proceeds of $825,000 and the proceeds from the exercise of Agent's options of $65,122 completed on March 14, 2014.

FINANCIAL INSTRUMENTS

The Company accounts for its financial instruments as follows:

Cash	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities of greater than twelve months after the end of the reporting period, which are classified as non-current assets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated by taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has classified cash as loans and receivables.

Financial Assets at Fair Value Through Profit or Loss

An instrument is classified at fair value through profit or loss if it is held for trading. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchases and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. The Company has not designated any financial assets as fair value through profit or loss.

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within twelve months of the end of the reporting period. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an instrument is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. The Company has not designated any financial assets as available-for-sale.

Financial Liabilities

Financial liabilities other than derivative liabilities are recognized initially at fair value and are subsequently stated at amortized cost. Transaction costs on financial assets and liabilities other than those classified as fair value through profit and loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit and loss are expensed as incurred. The Company's financial liabilities consists of accounts payable and accrued liabilities.

Impairment of Financial Assets

The Company assesses at the end of each reporting date whether there are indicators of impairment present for financial assets other than financial assets valued through profit and loss. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

An impairment loss in respect of a financial asset carried at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted using the instrument's original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value. In the case of equity instruments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset that was previously recognized in profit or loss, is removed from equity and recognized in profit or loss.

All impairment losses are recognized in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognized previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

The classification of the financial instruments as well as their carrying values is shown in the table below:

Loans and receivables	$	251,956
Financial liabilities measured at amortized cost	$	10,982

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

As at September 30, 2014, the fair values of financial instruments measured on a recurring basis include cash, determined based on level one inputs and consisting of quoted prices in active markets for identical assets. The fair values of accounts payable and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company is exposed to potential loss from various risks including commodity price risk, exploration and development risk, environmental risk, credit risk, liquidity risk and interest rate risk. These risks are described in more details in Risk and Uncertainties section of this MD&A.

RISK AND UNCERTAINTIES

The Company is exposed to various types of market risks including credit risk, liquidity risk, interest rate risk and commodity price risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any financial instruments that are subject to credit risk.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year.

(iii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

(iv) Commodity Price Risk – The Company's future success is linked to the price of minerals, because the value of mineral resources and the Company's future revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its resource properties to commercial production.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares and share purchase warrants. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets, being resource properties. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major financial institutions.

RECENT ACCOUNTING PRONOUNCEMENTS

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for current future accounting periods. There was no impact on the Company's financial statements upon adoption of the following standards on October 1, 2013.

IFRS 10 Consolidated Financial Statements ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 Consolidated and Separate Financial Statements.

IFRS 12 *Disclosure of Interests in Other Entities* ("IFRS 12") sets out the disclosure requirements for entities reporting under IFRS 10 and IFRS 1, and replaces the disclosure requirements currently found in IAS 28 *Investments in Associates* ("IAS 28"). The objective of IFRS 12 is to require the disclosure of information that enables users of financial statements to evaluate: (a) the nature of, and risks associated with, its interests in other entities; and (b) the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 Fair Value Measurement ("IFRS 13") converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price.

IAS 1 *Presentation of Financial Statements* ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged.

Certain new standards, amendments and interpretations have been published that are mandatory for the Company's accounting periods beginning after October 1, 2014 or later periods that the Company has decided not to early adopt. The standard that will be relevant to the Company is:

IFRS 9, Financial Instruments ("IFRS 9") is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment, the impact of increasing competition, unpredictable changes to the market prices for minerals, that costs related to development of mineral properties will remain consistent with historical experiences, anticipated results of exploration activities, and the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth in this MD&A: volatility in the market prices of minerals, uncertainties associated with estimating resources, geological problems, technical problems, exploration problems, processing problems, liabilities and risks including environmental liabilities and risks inherent in the exploration and mining, fluctuations in currency and interest rates, incorrect assessments of the value of acquisitions, unanticipated results of exploration activities, competition for capital, competition for acquisitions of reserves, competition for undeveloped lands, competition for skilled personnel, political risks and unpredictable weather conditions.

ADDITIONAL INFORMATION

For further detail, see the Company's audited financial statements for the year ended September 30, 2014. Additional information about the Company can also be found on www.sedar.com.

CORPORATE DIRECTORY

Trading Symbol – UQ
Exchange - TSX-V

Head Office
Unique Resources Corp.
Suite 680 - 789 West Pender Street
Vancouver, BC V6C 1H2, Canada
Tel: 604-569-2963
Fax: 604-568-0945

Officers and Directors
Gary Freeman (Chief Executive Officer, President, Corporate Secretary, and Director)
Darryl Cardey (Chief Financial Officer and Director)
Cale Moodie (Director)
James Dawson (Director)

Members of the Audit Committee
Cale Moodie (Chair)
James Dawson
Gary Freeman

Members of the Compensation Committee
James Dawson (Chair)
Darryl Cardey
Cale Moodie

Legal Counsel
DuMoulin Black LLP
10th Floor 595 Howe St
Vancouver, BC, V6C 2T5

Auditors
Charlton and Company
Suite 1735, Two Bentall Center
555 Burrard St., Box 243
Vancouver, BC, V7X 1M9

Transfer Agent
TMX Equity Transfer Services
Suite 2700 - 650 West Georgia St.
Vancouver, BC, V6B 4N9

Unique Resources Corp.

(An Exploration Stage Company)

Financial Statements

For the Years Ended September 30, 2013 and 2012

(Expressed in Canadian Dollars)

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton

charlton & company
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Unique Resources Corp.

We have audited the accompanying financial statements of Unique Resources Corp., which comprise the statements of financial position as at September 30, 2013 and 2012 and the statements of loss and comprehensive loss, changes in equity and cash flows for the years ended September 30, 2013 and 2012 and a summary of significant accounting policies and other explanatory information.

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

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

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

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

Opinion
In our opinion, these financial statements present fairly, in all material respects, the financial position of Unique Resources Corp. as at September 30, 2013 and 2012 and its financial performance and cash flows for the years ended September 30, 2013 and 2012 in accordance with International Financial Reporting Standards.

Emphasis of Matters
Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company has incurred losses to date. This condition, along with other matters as set forth in Note 1, indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

"Charlton & Company"

CHARTERED ACCOUNTANTS

Vancouver, Canada
December 18, 2013

Unique Resources Corp.
(An Exploration Stage Company)
Statements of Financial Position
In Canadian Dollars

		September 30, 2013		September 30, 2012
ASSETS				
Current Assets				
Cash	$	252,716	$	394,123
Accounts receivable		401		22,907
Tax credit receivable (Note 4)		4,130		3,216
Prepaid expenses		5,254		26,418
		262,501		446,664
Mineral Property (Note 4)		40,000		40,000
TOTAL ASSETS	$	302,501	$	486,664
Liabilities and Shareholders' Equity				
Current Liabilities				
Accounts payable and accrued liabilities (Note 8)	$	11,683	$	17,653
Shareholders' Equity				
Share Capital (Note 5)		808,034		808,034
Reserves (Note 5d)		252,630		252,630
Deficit		(769,846)		(591,653)
		290,818		469,011
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	302,501	$	486,664

Nature of Operations and Going Concern *(Note 1)*

Approved by the Board of Directors:

"Darryl Cardey" *"Gary Freeman"*

Darryl Cardey, Director Gary Freeman, Director

– See Accompanying Notes to Financial Statements –

Unique Resources Corp.

(An Exploration Stage Company)

Statements of Loss and Comprehensive Loss

For the Years Ended September 30, 2013 and 2012

In Canadian Dollars

		2013		2012
Expenses				
Audit and accounting (Note 8)	$	17,400	$	13,200
Consulting fees (Note 8)		75,000		180,000
Directors fees (Note 8)		9,000		12,000
Exploration and evaluation costs (Note 4)		16,518		128,480
Filing and transfer agent fees		14,596		9,453
Investor relations		370		524
Legal		4,153		4,622
Office and administration (Note 8)		30,406		26,918
Rent (Note 8)		10,750		4,000
Share-based compensation (Note 5)		-		107,017
Total Expenses		178,193		486,214
Other Income (Note 5c)		-		(23,515)
Net loss and comprehensive loss for the year	$	178,193	$	462,699
Loss per share – basic and diluted	$	0.01	$	0.04
Weighted average number of common shares outstanding		14,020,000		11,275,082

– See Accompanying Notes to Financial Statements –

Unique Resources Corp.
(An Exploration Stage Company)

Statements of Cash Flows

For the Years Ended September 30, 2013 and 2012
In Canadian Dollars

	2013	2012
Cash Provided By (Used In):		
Operations activities		
Net loss for the year	$ (178,193)	$ (462,699)
Items not affecting cash:		
Share-based compensation	-	107,017
Other income	-	(23,515)
Change in non-cash operating working capital:		
Accounts receivable	22,506	(12,220)
Tax credit receivable	(914)	(3,216)
Prepaid expenses	21,164	(6,688)
Accounts payable and accrued liabilities	(5,970)	(24,767)
	(141,407)	(426,088)
Investing activities		
Mineral property option payments	-	(20,000)
Financing activities		
Proceeds from issuance of shares	-	825,000
Share issuance costs	-	(201,661)
	-	623,339
Net increase (decrease) in cash	(141,407)	177,251
Cash - beginning of year	394,123	216,872
Cash - end of year	$ 252,716	$ 394,123
Supplemental non-cash financing information		
Fair value of agent options included in share capital	$ -	$ 35,613
Interest paid	$ -	$ -
Taxes paid	$ -	$ -

– See Accompanying Notes to Financial Statements –

Unique Resources Corp.
(An Exploration Stage Company)
Statements of Changes in Equity
For the Years Ended September 30, 2013 and 2012
In Canadian Dollars

	Share Capital		Reserves			
	Shares	Amount $	Warrants $	Options $	Deficit $	Total $
Balance, September 30, 2011	8,500,000	222,308	110,000	-	(128,954)	203,354
Comprehensive loss	-	-	-	-	(462,699)	(462,699)
IPO shares (Note 5(b)(iii))	5,500,000	825,000	-	-	-	825,000
IPO Agent's finance fee shares (Note 5(b)(iii))	20,000	3,000	-	-	-	3,000
Fair value of Agent's options (Note 5(f)(i))	-	(35,613)	-	35,613	-	-
IPO share issuance costs (Note 5(b)(iii))	-	(206,661)	-	-	-	(206,661)
Fair value of Directors and consultants' options (Note 5(f)(ii))	-	-	-	107,017	-	107,017
Balance, September 30, 2012	14,020,000	808,034	110,000	142,630	(591,653)	469,011
Comprehensive loss	-	-	-	-	(178,193)	(178,193)
Balance, September 30, 2013	14,020,000	808,034	110,000	142,630	(769,846)	290,818

– See Accompanying Notes to Financial Statements –

1. Nature of Operations and Going Concern

Unique Resources Corp. (the "Company") was incorporated on May 20, 2011, under the laws of the province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada.

The head office, principal address, and records office of the Company are located at 789 West Pender Street, Suite 800, Vancouver, British Columbia, V6C 1H2, Canada. The Company's common shares are publicly listed on the Toronto Stock Exchange's Venture Exchange (the "TSXV").

The recoverability of amounts shown as mineral property interests is dependent upon the conversion of mineral resources to economically recoverable reserves, the Company's ability to obtain financing to develop the properties, and the ultimate realization of profits through future production or sale of the properties.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and settle its obligations in the normal course of business. At September 30, 2013, the Company had working capital of $250,818, and had not achieved profitable operations and had an accumulated deficit of $769,846 since inception and expects to incur further losses in the development of its business, all of which indicates the existence of a material uncertainty that may cast substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon the discovery of economically recoverable reserves, its ability to obtain the necessary financing to develop the properties and to meet its corporate overhead needs, keep its property in good standing and discharge its liabilities as they come due. On March 30, 2012, the Company completed an IPO of 5,500,000 common shares at a deemed price of $0.15 per share for gross proceeds of $825,000. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

2. Basis of Presentation

a) Statement of Compliance

These financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements have been prepared on a historical cost basis except for financial instruments classified as available-for-sale and financial assets at fair value through profit and loss, which are stated at their fair values. In addition, these financial statements have been prepared using the accrual basis of accounting.

The accounting policies set out in Note 3 have been applied consistently by the Company during the current year.

2. Basis of Presentation – *Continued*

b) Approval of the Financial Statements

These financial statements were approved and authorized for issue by the Board of Directors on December 18, 2013.

c) Functional and Presentation Currency

The functional currency of a company is the currency of the primary economic environment in which the company operates. The presentation currency for a company is the currency in which the company chooses to present its financial statements.

These financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

3. Significant Accounting Policies

a) Cash

The Company considers cash to include amounts held in banks. The Company places its cash with major financial institutions in Canada.

b) Mineral Property

i) Exploration and Evaluation

Staking costs, property option payments, and other costs associated with acquiring exploration and evaluation assets are capitalized and classified as intangible assets, whereas exploration and evaluation expenditures are recognized as expenses as they are incurred during the period. Exploration and evaluation expenditures include costs of equipment rental, geochemical analysis, and geological consulting services.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all non-recoverable costs associated with the project net of any impairment provisions are written off.

ii) Development

Upon completion of a technical feasibility study and when commercial viability is demonstrated, capitalized exploration and evaluation assets are transferred to and classified as mineral property acquisition and development costs. Costs associated with the commissioning of new assets incurred in the period before they are operating in the way intended by management, are capitalized. Development expenditure is net of the proceeds of the sale of metals from ore extracted during the development phase. Interest on borrowings related to the construction and development of assets are capitalized until substantially all the activities required to make the asset ready for its intended use are complete.

3. Significant Accounting Policies – *Continued*

b) Mineral Property – *Continued*

ii) Development – *Continued*

The costs of removing overburden to access ore are capitalized as pre-production stripping costs and classified as a component of property, plant and equipment.

iii) Impairment

The carrying value of all categories of mineral property are reviewed at least annually by management for indicators that the recoverable amount may be less than the carrying value. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount.

Value-in-use is based on estimates of discounted future cash flows expected to be recovered from an asset or CGU through their use. Estimated future cash flows are calculated using estimates of future recoverable reserves and resources, future commodity prices and expected future operating and capital costs. Once calculated, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Fair value less costs to sell is the amount obtainable from either quotes from an active market or the sale of an asset or CGU in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Costs of disposal are incremental costs directly attributable to the disposal of an asset or CGU, excluding finance costs and income tax expense.

Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the unit or group of units on a pro rata basis. Impairment losses are recognized in other expenses. Assumptions, such as commodity prices, discount rate, and expenditures, underlying the fair value estimates are subject to risks uncertainties. Impairment charges are recorded in the reporting period in which determination of impairment is made by management.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion or amortization, if no impairment loss had been recognized.

3. Significant Accounting Policies – *Continued*

c) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. The increase in the obligation due to the passage of time is recognized as finance expense. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

d) Site Closure and Reclamation Provision

The Company recognizes a provision for statutory, contractual, constructive or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties, plant and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate is a pre-tax rate that reflects current market assessments of the time value of money and risks specific to the liability. As at September 30, 2013, the Company had not recognized any decommissioning liabilities.

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in mineral properties, plant and equipment. These costs are depreciated on a basis consistent with depreciation, depletion, and amortization of the underlying assets.

The obligation is accreted over time for the change in their present value, with this accretion charge recognized as a finance expense in the statements of comprehensive loss. The obligation is also adjusted for changes in the estimated timing, amount of expected future cash flows, and changes in the discount rate. Such changes in estimates are added to or deducted from the related asset except where deductions are greater than the carrying value of the related asset in which case, the amount of the excess is recognized in profit or loss.

3. Significant Accounting Policies – *Continued*

d) Site Closure and Reclamation Provision – *Continued*

Due to uncertainties concerning environmental remediation, the ultimate cost to the Company of future site restoration could differ from the amounts provided. The estimate of the total provision for future site closure and reclamation costs is subject to change based on amendments to laws and regulations, changes in technology, price increases and changes in interest rates, and as new information concerning the Company's closure and reclamation obligations becomes available.

e) Income Taxes

Provision for income taxes consists of current and deferred tax expense. Income tax expense is recognized in profit or loss except to the extent that it relates to a business combination or items recognized either in other comprehensive income or directly in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences associated with the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss and temporary differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3. Significant Accounting Policies – *Continued*

f) Share Capital

i) The proceeds from the exercise of stock options, common share purchase warrants and purchase of common shares are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company.

ii) Share capital issued for non-monetary consideration is recorded at an amount based on fair value of these common shares.

iii) The proceeds from the issue of units is allocated between common shares and common share purchase warrants on a prorated basis using relative fair values of common shares and common share purchase warrants. The fair value of the common share purchase warrants is determined using the Black-Scholes option pricing model.

All costs related to issuances of share capital are charged against the proceeds received from the related share capital.

g) Loss per Share

Basic loss per share is calculated using the weighted average number of common shares issued and outstanding during the period. The Company uses the treasury stock method for calculating diluted earnings per share. Diluted and basic loss per share are the same because the effects of potential issuances of common shares under stock options and common share purchase warrants would be anti-dilutive.

h) Comprehensive Income

Comprehensive income includes net income or loss and other comprehensive income or loss. Other comprehensive income or loss may include holding gains and losses on available-for-sale securities, gains and losses on certain derivative instruments and foreign gains and losses from self-sustaining foreign operations. During the current year, the Company did not have any other comprehensive income components.

i) Share-based Payments

From time to time, the Company grants stock options to directors, officers, employees and non-employees to purchase common shares. The Company accounts for share-based payments, including stock options, at their fair value on the grant date and recognizes the cost as a compensation expense over the period that the employees become entitled to the award. The fair value of the stock options on the grant date is determined using the Black-Scholes pricing model for stock option awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service conditions at the vesting date. A corresponding increase is recognized in shareholders' equity for these costs.

3. Significant Accounting Policies – *Continued*

j) Financial Instruments

The Company accounts for its financial instruments as follows:

Cash	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities of greater than twelve months after the end of the reporting period, which are classified as non-current assets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated by taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has classified cash as loans and receivables.

Financial Assets at Fair Value Through Profit or Loss

An instrument is classified at fair value through profit or loss if it is held for trading. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchases and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. The Company has not designated any financial assets as fair value through profit or loss.

3. Significant Accounting Policies – *Continued*

j) Financial Instruments – *Continued*

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within twelve months of the end of the reporting period. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an instrument is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. The Company has not designated any financial assets as available-for-sale.

Financial Liabilities

Financial liabilities other than derivative liabilities are recognized initially at fair value and are subsequently stated at amortized cost. Transaction costs on financial assets and liabilities other than those classified as fair value through profit and loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit and loss are expensed as incurred. The Company's financial liabilities consists of accounts payable and accrued liabilities.

Impairment of Financial Assets

The Company assesses at the end of each reporting date whether there are indicators of impairment present for financial assets other than financial assets valued through profit and loss. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

An impairment loss in respect of a financial asset carried at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted using the instrument's original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value. In the case of equity instruments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset that was previously recognized in profit or loss, is removed from equity and recognized in profit or loss.

3. Significant Accounting Policies – *Continued*

j) Financial Instruments – *Continued*

Impairment of Financial Assets – Continued

All impairment losses are recognized in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognized previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

k) Flow-through Shares

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company separates the flow-through common share into i) a flow-through common share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability and; ii) share capital. When the resource property expenditures are incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision. To the extent that the Company has available tax pools for which the benefit has not been previously recognized as being realizable, the premium is recognized in profit or loss as a deferred income tax recovery to recognize the deferred tax asset offsetting the liability at the time of renunciation of the tax pools.

l) Critical Accounting Judgments and Estimates

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

3. Significant Accounting Policies – *Continued*

l) Critical Accounting Judgments and Estimates – *Continued*

Estimates

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. The most significant accounts that require estimates as the basis for determining the stated amounts include: impairment of mineral property; provision for environmental rehabilitation; inputs used in the valuation of share-based payments; and provision for deferred income tax, including the effects of flow-through shares.

Judgements:

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Mineral property

The Company capitalizes mining property acquisition costs which are to be amortized when production is attained or the balance thereof written off should the property be disproven through exploration or abandoned. The carrying value of the Company's mineral property is reviewed by management at least annually, or whenever events or circumstances indicate that its carrying value may not be recovered. If impairment is determined to exist, a formal estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset is measured at fair value less costs to sell.

Deferred income tax

The assessment of the probability of future taxable income in which deferred tax assets can be utilized is based on the Company's estimates of future profits or losses adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the jurisdictions in which the Company operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances (see Note 6).

3. Significant Accounting Policies – *Continued*

l) Critical Accounting Judgments and Estimates – *Continued*

Share-based payments

The Company uses the Black-Scholes Option Pricing Model to calculate the fair value stock options and of common share purchase warrants issued. The model requires the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and common share purchase warrants. The assumptions and models used for estimating fair value of stock options and common share purchase warrants are disclosed in Note 5.

m) Comparative Figures

Certain comparative figures have been reclassified to conform to the current year financial statements presentation.

n) Recent Accounting Pronouncements

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for future accounting periods. The Company has not yet early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

IFRS 10 *Consolidated Financial Statements* ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 *Consolidated and Separate Financial Statements.*

IFRS 12 *Disclosure of Interests in Other Entities* ("IFRS 12") sets out the disclosure requirements for entities reporting under IFRS 10 and IFRS 11 *Joint Arrangements*, and replaces the disclosure requirements currently found in IAS 28 *Investments in Associates* ("IAS 28"). The objective of IFRS 12 is to require the disclosure of information that enables users of financial statements to evaluate: (a) the nature of, and risks associated with, its interests in other entities; and (b) the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 *Fair Value Measurement* ("IFRS 13") converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price.

In Canadian Dollars

4. Mineral Property

On June 1, 2011, the Company entered into an option agreement to acquire a 100% interest in 10 mineral claims covering 3,850 hectares, called the Lucifer Property (the "Property"), located in Eskay, British Columbia. Pursuant to the option agreement, the Company is required to make cash payments, issue common shares of the Company, and make exploration expenditures according to the following schedule:

Date	Common Shares	Cash Payments	Exploration Expenditures
On execution of the option agreement	Nil	$20,000 (paid)	Nil
March 30, 2012	Nil	$20,000 (paid)	$100,000 (incurred)
March 30, 2014	Nil	Nil	$200,000
March 30, 2016	125,000	$100,000	$300,000
March 30, 2018	125,000	$200,000	$350,000
TOTAL	**250,000**	**$340,000**	**$950,000**

In accordance with the option agreement, the Company paid $20,000 to the Optionor upon execution of the option agreement and $20,000 during the year ended September 30, 2012. As of September 30, 2013, the Company had incurred $252,651 in exploration expenditures on the Property. The Property is subject to a Net Smelter Royalty("NSR") equal to 2% on the proceeds from production for all minerals derived from the Property in the event of the operation of the Property or any portion thereof as a producing mine and the production of mineral products therefrom (excluding bulk sampling, pilot plant or test operations). Under the terms of the option agreement, the Company may elect to purchase from the Optionor, at any time, up to three quarters of this NSR (being 1.5%), upon payment of $500,000 per 0.5% NSR.

Accumulated acquisition cost as of September 30, 2013 is as follows:

Balance, as at September 30, 2011	$	20,000
Option payment		20,000
Balance, as at September 30, 2012 and 2013	$	40,000

In Canadian Dollars

4. Mineral Property – *Continued*

Details of exploration costs incurred for the years ended September 30, 2013 and 2012 are as follows:

Lucifer Property, Eskay, Canada	2013	2012
Mineral exploration costs		
Camp and general	$ -	$ 21,627
Equipment rental	-	13,913
Geochemical	8,570	10,248
Geological	-	51,653
Helicopter	-	21,561
Report	12,078	12,694
Total mineral exploration costs – expensed	20,648	131,696
BC METC*	(4,130)	(3,216)
Net mineral exploration costs – expensed	16,518	128,480
Mineral exploration costs – beginning of year	236,133	107,653
Mineral exploration costs – end of year	$ 252,651	$ 236,133

*The Company's mineral exploration costs incurred in British Columbia are eligible for a British Columbia Mining Exploration Tax Credit ("BC METC"). During the year ended September 30, 2013, the Company estimated that the tax credit receivable from BC METC for the mineral exploration costs incurred for the year end September 30, 2013 is $4,130 (2012- $3,216).

5. Shareholders' Equity

a) Authorized

Unlimited number of common shares without par value

b) Issued Share Capital

There was no share capital transactions during the year ended September 30, 2013.

In Canadian Dollars

5. Shareholders' Equity - *Continued*

b) Issued Share Capital - *Continued*

Share transactions for the yearended September 30, 2012:

(i) On March 30, 2012, the Company completed an initial public offering ("IPO") by issuing 5,500,000 common shares at $0.15 per common share for gross proceeds of $825,000 ("the Offering"). On April 3, 2012, the Company was listed on TSX-V under the symbol "UQ".As compensation for acting as an IPO agent, the Agent received:

i. a marketing commission equal to $66,000 which was paid in cash;

ii. Agent's Options equal to 8% of the number of common shares issued in the Offering, being 440,000, with an exercise price of $0.15 per share (Note 5(f)(i)).

iii. a corporate finance fee of $25,000 plus GST/HST of $3,000, of which $25,000 was paid in cash and the remaining $3,000 was paid by issuing 20,000 common shares at a fair value of $0.15 per share; and

iv. reimbursement for expenses, including legal fees, third-party expenses and out of pocket expenses of $17,815 including $1,742 of GST/HST.

Total cash share issuance costs, amounted to $203,661 and mainly consisted of Agent's commission, legal, accounting, listing and filing fees.

c) Flow-through share liability

During the year ended September 30, 2012, the Company spent the remainder of the cash proceeds from the flow-through shares issued on July 14, 2011 of $115,614. Consequently, $23,515 of the flow-through share liability has been recognized in other income in the year ended September 30, 2012.

d) Reserves

The following is a summary of the reserves components relating to stock options and common share purchase warrants for years ended September 30, 2013 and 2012:

		2013		2012
Options	$	142,630	$	142,630
Warrants		110,000		110,000
Total	$	252,630	$	252,630

In Canadian Dollars

5. Shareholders' Equity - continued

e) Warrants

Details of common share purchase warrants activity for the years ended September 30, 2013 and 2012 are as follows:

September 30, 2011	Issued	Exercised	**September 30, 2012 and 2013**	Exercise Price	Expiry Date
6,500,000	-	-	**6,500,000**	$0.15	March 30, 2017
6,500,000	-	-	**6,500,000**	$0.15	

The weighted average remaining life of the 6,500,000 common share purchase warrants outstanding is 3.5 years.

f) Stock Options

On November 27, 2011, the Company adopted a rolling stock option plan, which authorizes the Board of Directors to grant stock options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each stock option may not be less than market price of the Company's stock calculated on the date of the grant less the applicable discount. The options can be granted for a maximum term of 10 years. The Company's stock option plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion.

Details of activity in stock options for the years ended September 30, 2013 and 2012 are as follows:

September 30, 2011	Issued	Exercised	**September 30, 2012 and 2013**	Exercise Price	Expiry Date
-	440,000	-	**440,000**	$0.15	March 30, 2014
-	900,000	-	**900,000**	$0.15	April 3, 2017
-	1,340,000	-	**1,340,000**	$0.15	

The weighted average remaining life of the 1,340,000 stock options outstanding is 2.52 years.

In Canadian Dollars

5. Shareholders' Equity – *Continued*

f) Stock Options – *Continued*

(i) On March 30, 2012, the Company granted 440,000 options to its agent, equal to 8% of the number of common shares issued in the Initial Public Offering, with an exercise price of $0.15 per share, expiring on March 30, 2014. All options vested on the date of grant. On the date of grant, these options were valued at $35,613 using the Black-Scholes option-pricing model with the following assumptions:

Stock price volatility	103.10%
Risk-free interest rate	1.20%
Expected life of options	2 years
Expected dividend yield	0.00%

(ii) On April 3, 2012, the Company granted to its directors and consultants 900,000 stock options with an exercise price of $0.15 per share expiring on April 3, 2017. The fair value of $107,017 that fully vested on the grant date was recorded as share-based compensation in the statement of operations and included in reserves.

The following assumptions were used for the Black-Scholes valuation of stock options:

Stock price volatility	110.61%
Risk-free interest rate	1.66%
Expected life of options	5 years
Expected dividend yield	0.00%

g) Escrow Shares

Pursuant to an escrow agreement dated December 21, 2011, 4,000,000 common shares and 2,000,000 common share purchase warrants were placed in escrow. 10% of the escrowed shares (400,000 common shares) and warrants (200,000 common share purchase warrants) were released from escrow upon completion of the IPO on March 30, 2012, and 15% of the common shares and common share purchase warrants will be released from escrow every 6 months thereafter. As of September 30, 2013, there were 1,800,000 common shares and 900,000 common share purchase warrants remaining in escrow.

In Canadian Dollars

6. Income Taxes

a) The Company's effective tax rate differs from the amount obtained by applying the statutory rate due to the following:

		2013		2012
Statutory tax rate		25.50%		25.38%
Recovery of income taxes based on statutory tax rate	$	(44,500)	$	(117,400)
Change in benefit not recognized		50,900		117,100
Difference between current and future tax rate		(1,800)		1,400
Change in future tax rate		(4,800)		-
Items credited or charged through equity		-		(51,200)
Permanent differences		200		50,100
Recovery of income taxes	$	-	$	-

The effective income tax rate is the rate that is estimated to be applicable when the timing differences reverse.

b) Deferred tax assets have not been recognized as at September 30, 2013 and 2012 in respect of the following items:

		2013		2012
Non-capital losses carried forward	$	505,000	$	303,000
Mineral properties		31,000		15,000
Financing costs		124,000		165,000
	$	660,000	$	483,000

The operating losses in Canada expire at various dates to 2033.

No deferred tax asset has been recognized in respect of the above as the Company does not have any sources of taxable income and there is uncertainty as to whether the Company will earn taxable income in the future. As a result, it is not currently probably that the benefits of such amounts will be recognized.

7. Segmented Information

The Company has only one reportable operating segment, being mineral property exploration in Canada.

In Canadian Dollars

8. Related Party Transactions

The Company's related parties and key management personnel consist of companies owned by the executive officer and directors as follows:

	Relationship	Nature of Transactions
CDM Capital Partners Inc.	Partially owned and controlled by the director and CFO of the Company	Accounting, Consulting, Office and Administration, Rent and Legal
GRF Consulting Corp.	Owned and controlled by the President and CEO of the Company	Consulting
Spartan Pacific Financial Ltd.	Owned and controlled by the director of the Company	Directors fees
James Dawson	Director	Directors fees

Details of related party transactions and compensation of key management personnel are as follows:

(a) During the year ended September 30, 2013, the Company paid $8,750 (2012: $3,500) in accounting fees, $37,500 (2012: $90,000) consulting fees, $19,000 (2012: $20,000) of office and administration fees, $10,750 (2012: $4,000) of rent expense, $Nil (2012: $15,000) for legal fees related directly to the IPO, and $7,685 of GST/HST (2012: $15,900) to CDM Capital Partners Inc.

(b) During the year ended September 30, 2013, the Company paid $37,500 (2012: $90,000) in consulting fees plus GST/HST of $4,500 (2012: $10,800) to GRF Consulting Corp.

(c) During the year ended September 30, 2013, the Company paid/accrued $6,000 (2012: $6,000) in directors fees plus GST/HST of $720 (2012: $720) to Spartan Pacific Financial Ltd.

(d) During the year ended September 30, 2013, the Company paid/accrued $3,000 (2012: $6,000) in directors fees to James Dawson.

(e) As at September 30, 2013, there are $Nil (2012: $3,360) of fees owing to Spartan Pacific Financials Ltd. and $Nil (2012: $3,000) of fees owing to James Dawson, which are included in accounts payable and accrued liabilities.

(f) Total fair value of the share-based payments to directors and officers is $Nil (2012 - $85,435) for the year ended September 30, 2013.

9. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its mineral properties to commercial production.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares and share purchase warrants. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets, being mineral properties. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major financial institutions.

10. Financial Instruments

The classification of the financial instruments as well as their carrying values is shown in the table below:

Loans and receivables	$	252,716
Financial liabilities measured at amortized cost	$	11,683

a) Fair Value of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

- Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

As at September 30, 2013, the fair values of financial instruments measured on a recurring basis include cash, determined based on level one inputs and consisting of quoted prices in active markets for identical assets. The fair values of accounts payable and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

10. Financial Instruments – *Continued*

b) Management of Risks Arising From Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk, interest rate risk and commodity price risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any financial instruments that are subject to credit risk.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year.

(iii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

(iv) Commodity Price Risk – The Company's future success is linked to the price of minerals, because the value of mineral resources and the Company's future revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

UNIQUE RESOURCES CORP.
Management Discussion and Analysis ("MD&A")
for the year ended September 30, 2013

The following discussion and analysis of the operations, results, and financial position of Unique Resources Corp. ("the Company") for the year ended September 30, 2013 should be read in conjunction with the Company's audited financial statements and related notes for the year ended September 30, 2013. The effective date of this report is December 18, 2013. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on May 20, 2011. The Company is in the business of exploration, development and exploitation of mineral resources in Canada. The Company's primary objective is to explore mineral properties to a stage where they can be developed profitably or sold to a third party. The Company has an option to acquire a 100% interest in 10 mineral claims covering approximately 3,850 hectares called the Lucifer Property (hereinafter, the "Lucifer Property" or the "Property") located in Eskay, British Columbia. On March 30, 2012, the Company completed an Initial Public Offering ("IPO") of 5,500,000 common shares at a price of $0.15 per share for gross proceeds of $825,000.

MINERAL PROPERTY EXPLORATIONS

The Company is investigating, evaluating and conducting exploration activities in Canada. On June 1, 2011, the Company entered into an option agreement to acquire a 100% interest in 10 mineral claims covering 3,850 hectares, called the Lucifer Property (the "Property"), located in Eskay, British Columbia. As part of the agreement, the Company is required to make cash payments, issue common shares of the Company and make exploration expenditures according to the following schedule:

Date	**Common Shares**	**Cash Payments**	**Exploration Expenditures**
On execution of the Option Agreement	Nil	$20,000 (paid)	Nil
March 30, 2012	Nil	$20,000 (paid)	$100,000 (incurred)
March 30, 2014	Nil	Nil	$200,000
March 30, 2016	125,000	$100,000	$300,000
March 30, 2018	125,000	$200,000	$350,000
TOTAL	**250,000**	**$340,000**	**$950,000**

In accordance with the agreement, the Company paid $20,000 to the Optionor upon execution of the agreement and $20,000 during the year ended September 30, 2012. The Property is subject to an NSR payable equal to 2% on the proceeds from production for all minerals derived from the Property in the event of the operation of the Property or any portion thereof as a producing mine and the production of mineral products therefrom (excluding bulk sampling, pilot plant or test operations). Under the terms of agreement, the Company may elect to purchase from the Optionor, at any time, up to three quarters of this NSR (being 1.5%), upon payment of $500,000 per 0.5%.

a) Acquisition Costs

Accumulated acquisition cost as of September 30, 2013 is as follows:

Balance, as at September 30, 2011	$	20,000
Option payments		20,000
Balance, as at September 30, 2012 and 2013	$	40,000

b) Exploration and Evaluation Costs

Details of exploration costs incurred for the years ended September 30, 2013 and 2012 are as follows:

Lucifer Property, Eskay, Canada		2013		2012
Mineral exploration costs				
Camp and general	$	-	$	21,627
Equipment rental		-		13,913
Geochemical		8,570		10,248
Geological		-		51,653
Helicopter		-		21,561
Report		12,078		12,694
Total mineral exploration costs – expensed		20,648		131,696
BC METC*		(4,130)		(3,216)
Net mineral exploration costs – expensed		16,518		128,480
Mineral exploration costs – beginning of year		236,133		107,653
Mineral exploration costs – end of year	$	252,651	$	236,133

*The Company's mineral exploration costs incurred in British Columbia are eligible for a British Columbia Mining Exploration Tax Credit ("BC METC"). During the year ended September 30, 2013, the Company estimated that the tax credit receivable from BC METC for the mineral exploration costs incurred for the year end September 30, 2013 is $4,130 (2012- $3,216).

c) Lucifer Property, BC, Canada – Operations update:

The geological setting of the Lucifer Property is prospective for the occurrence of alkalic, porphyry style copper - gold mineralization. The results of the exploration work and geochemical sampling, completed by previous operator Noranda, identified several areas, which exhibit elevated gold levels in soil and/or rock samples and warrant additional exploration.

Between July 1 and August 15, 2011, consultants for the Company reviewed all available technical data for the project area and completed a systematic verification sampling program designed to confirm the high gold in soil values reported by Noranda in 1991 and delineate the extent of the anomalous zone. It is important to note that an extensive "gold in soil anomaly" identified on an adjoining property (referred to as the Voigtberg property) has been interpreted as a pyrite – gold halo associated with a porphyry system, and that follow up exploration work was recommended to test the extent and grade of the zone.

The soil survey / verification sampling program was conducted using conventional soil augers and trenching tools. Sampling was completed along irregular elevation contour lines that crossed the high gold in soil samples reported by Noranda. Samples were collected from immature soil profiles at depths of between 0.2 and 0.5 meters. A total of 530 samples were collected over an area of approximately 800 meters by 400 meters. One hundred and fifty seven of the samples collected returned anomalous gold values greater than 100 ppb (equivalent to 0.100 g/t gold). Anomalous gold values ranged from 0.100 g/t to 1.321 g/t gold with spot highs of up to 3.383 g/t gold. A total of seven samples returned values greater than 1.000 g/t gold.

The results of the 2011 field program have confirmed the presence of strongly anomalous gold values in soils in the area identified by Noranda and have defined an anomalous zone approximately 250 meters in width and 300 meters in length. No previous systematic exploration work appears to have been carried out in the area of the anomalous soil samples and potential extensions of the zone to the south do not appear to have been tested.

The Company has commenced a staged program of follow-up exploration to evaluate the anomalous area that that was initially identified by Noranda and has now been defined by the 2011 sampling program. A total of 640 soil samples and 35 rock samples were collected from the area of high gold values defined in 2011 and potential extensions of this zone towards a second target area referred to as Gold anomaly No.2. Rock samples were collected at 10 meter intervals along 25 meter spaced, east – west oriented grid lines and channel samples were collected from all exposed bedrock within the grid area. The results from this exploration program and the results from the sampling programs completed by Noranda in 1990 and by Unique during 2011 are being combined into a single database to delineate priority areas for trenching and if warranted follow-up drill testing.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's quarterly results for the last eight quarters:

	Sep 30, 2013	**Jun 30, 2013**	**Mar 31, 2013**	**Dec 31, 2012**	**Sep 30, 2012**	**Jun 30, 2012**	**Mar 31, 2012**	**Dec 31, 2011**
Expenses	$18,486	$15,028	$80,814	$63,865	$202,290	$178,639	$54,729	$50,556
Loss for the period	$18,486	$15,028	$80,814	$63,865	$178,775	$178,639	$54,729	$50,556
Weighted average shares outstanding	14,020,000	14,020,000	14,020,000	14,020,000	14,020,000	14,020,000	8,561,333	8,500,000
Loss per share	$0.00	$0.00	$0.01	$0.00	$0.01	$0.01	$0.01	$0.01
Mineral property acquisition costs	-	-	-	-	-	$20,000	-	-
Mineral property exploration costs	$(4,130)	-	$20,648	-	$128,480	-	-	-

The Company's operating losses are due to mineral exploration and general and administrative costs, such as management, consulting, legal, accounting and audit incurred during the process of managing the Company's operations and to ensure regulatory compliance.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 14,020,000 shares outstanding. The following table summarizes maximum number of common shares outstanding as at September 30, 2013 and as of the date of this MD&A if all outstanding options and warrants were converted to shares:

	September 30, 2013	As of the date of this MD&A
Common shares	14,020,000	14,020,000
Warrants to purchase common shares	6,500,000	6,500,000
Options to purchase common shares	1,340,000	1,340,000
	21,860,000	21,860,000

Escrow Shares

Pursuant to an escrow agreement dated December 21, 2011, 4,000,000 common shares and 2,000,000 warrants were placed in escrow. 10% of the escrowed shares (400,000 shares) and warrants (200,000 warrants) were released from escrow upon completion of the IPO, and 15% of the shares and warrants are released from escrow every 6 months thereafter. As of September 30, 2013 and the date of this MD&A, there were 1,800,000 shares and 900,000 warrants remaining in escrow.

RESULTS OF OPERATIONS

Three months ended September 30, 2013 ("Q4 2013") compared with three months ended September 30, 2013 ("Q4 2012")

The loss for the quarter ended September 30, 2013 was $18,486 compared to the loss of $178,775 for the quarter ended September 30, 2012. The $160,289 decrease in loss from Q4 2012 to Q4 2013 is primarily due to decreased business and exploration activities. The significant cost variances are as follows:

- Consulting fees in the amount of $45,000 were paid to the Company's CEO and CFO during Q4 2012, compared to $Nil in Q4 2013. The decrease in costs is because the Company discontinued monthly consulting fees to the CEO and CFO of the Company effective April 1, 2013;

- Director fees were $6,000 for Q4 2012, compared with $Nil in Q4 2013. The decrease in costs is because the Company discontinued monthly director fees effective April 1, 2013; and

- Exploration and evaluation costs were $128,480 for Q4 2012, compared with a recovery of $4,130 in Q4 2013. During Q4 2012, the Company incurred camp and general, equipment rental, geochemical, geological, helicopter and report expenses in relation on the follow up exploration program. During Q4 2013, the Company did not incur any exploration expense but recorded a BC METC recovery for the exploration expenses incurred during the year ended September 30, 2013.

- Other income was $23,515 for Q4 2012, compared to $Nil in Q4 2013. The Company spent the remainder of the cash proceeds from the flow-through shares issued on July 14, 2011 of $115,614. Consequently, $23,515 of the flow-through share liability was recognized in other income in Q4 2012.

Year ended September 30, 2013 ("2013") compared with the year ended September 30, 2012 ("2012")

The loss for the year ended September 30, 2013 was $178,193 compared to the loss of $462,699 for the year ended September 30, 2012. The $284,506 decrease in loss from 2012 to 2013 is because of a decrease in business and exploration activities. The significant cost variances are as follows:

- Consulting fees in the amount of $180,000 were paid to the Company's CEO and CFO during 2012, compared to $75,000 in 2013. The decrease in costs is because the Company discontinued monthly consulting fees to the CEO and CFO of the Company effective April 1, 2013;

- Exploration and evaluation costs were $128,480 for 2012, compared with $16,518 in 2013. The decrease was due to a follow up exploration staged program commencing in 2012. During 2012, the Company incurred camp and general, equipment rental, geochemical, geological, helicopter and report expenses in relation to the follow up exploration staged program. During 2013, the Company only incurred geochemical and reporting expenses and estimated a BC METC receivable of $4,130; and

- Share-based compensation was $107,017 in 2012 compared with $Nil in 2013. During 2012, the Company granted 900,000 options to directors and consultants. The fair value of these options recognized in the current period was $107,017 using the Black-Scholes option pricing model. There were no options granted in 2013.

- Other income was $23,515 in 2012, compared to $Nil in 2013. The Company spent the remainder of the cash proceeds from the flow-through shares issued on July 14, 2011 of $115,614. Consequently, $23,515 of the flow-through share liability was recognized in other income in 2012.

LIQUIDITY AND CAPITAL RESOURCES

The Company's ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of common shares pursuant to private placements, the exercise of warrants and stock options. Capital markets may not always be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's shares, restricting access to some institutional investors. The Company's growth and success is dependent on additional external sources of financing which may not be available on acceptable terms.

Working Capital

As of September 30, 2013, the Company's working capital was $250,818, compared with $429,011 working capital as of September 30, 2012. The $178,193 decrease in working capital is mainly due spending cash of $141,407 on the Company's operating activities.

Cash

On September 30, 2013, the Company had $252,716 of cash, compared with $394,123 of cash on September 30, 2012. The $141,407 decrease in cash position is mainly due to spending $178,193 on operating expenses, which includes audit and accounting fees, consulting expenses, director fees, exploration and evaluation costs, filing and transfer agent fees, office and administration fees and rent.

Cash Used in Operating Activities

Cash used in the operating activities during the year ended September 30, 2013 was $141,407. Cash was mostly spent on audit, accounting, consulting, director fees, exploration and evaluation costs, filing and transfer agent fees, office and administration fees, and rent. Cash used in the operating activities during the year ended September 30, 2012 was $426,088, consisting of $128,480 on of exploration and evaluation costs and $250,717 of general and administrative expenses.

Cash Used in Investing Activities

During the year ended September 30, 2012, the Company paid $20,000 in on mineral property acquisition costs. There were no investing activities during the year ended September 30, 2013.

Cash Generated by Financing Activities

During the year ended September 30, 2012, the Company received $825,000 of proceeds from the Company's IPO and spent $201,661 of IPO related costs. There were no financing activities during the year ended September 30, 2013.

Requirement of Additional Equity Financing

The Company relies primarily on equity financings for all funds raised to date for its operations. The Company needs more funds to finance its exploration and development programs and ongoing operating costs. Until the Company starts generating profitable operations from extraction of minerals and precious metals, the Company intends to continue relying upon the issuance of securities to finance its operations and acquisitions.

GOING CONCERN

The recoverability of amounts shown as mineral property interests is dependent upon the conversion of mineral resources to economically recoverable reserves, the Company's ability to obtain financing to develop the properties, and the ultimate realization of profits through future production or sale of the properties.

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and settle its obligations in the normal course of business. At September 30, 2013, the Company had working capital of $250,818, and had not achieved profitable operations and had an accumulated deficit of $769,846 since inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon the discovery of economically recoverable reserves, its ability to obtain the necessary financing to develop the properties and to meet its corporate overhead needs, keep its property in good standing and discharge its liabilities as they come due. On March 30, 2012, the Company completed an IPO of 5,500,000 common shares at a deemed price of $0.15 per share for gross proceeds of $825,000. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties and key management personnel consist of companies owned by the executive officer and directors as follows:

	Relationship	Nature of Transactions
CDM Capital Partners Inc.	Partially owned and controlled by the director and CFO of the Company	Accounting, Consulting, Office and Administration, Rent and Legal
GRF Consulting Corp.	Owned and controlled by the President and CEO of the Company	Consulting
Spartan Pacific Financial Ltd.	Owned and controlled by the director of the Company	Directors fees
James Dawson	Director	Directors fees

Details of related party transactions and compensation of key management personnel are as follows:

(a) During the year ended September 30, 2013, the Company paid $8,750 (2012: $3,500) in accounting fees, $37,500 (2012: $90,000) consulting fees, $19,000 (2012: $20,000) of office and administration fees, $10,750 (2012: $4,000) of rent expense, $Nil (2012: $15,000) for legal fees related directly to the IPO, and $7,685 of GST/HST (2012: $15,900) to CDM Capital Partners Inc.

(b) During the year ended September 30, 2013, the Company paid $37,500 (2012: $90,000) in consulting fees plus GST/HST of $4,500 (2012: $10,800) to GRF Consulting Corp.

(c) During the year ended September 30, 2013, the Company paid/accrued $6,000 (2012: $6,000) in directors fees plus GST/HST of $720 (2012: $720) to Spartan Pacific Financial Ltd.

(d) During the year ended September 30, 2013, the Company paid/accrued $3,000 (2012: $6,000) in directors fees to James Dawson.

(e) As at September 30, 2013, there are $Nil (2012: $3,360) of fees owing to Spartan Pacific Financials Ltd. and $Nil (2012: $3,000) of fees owing to James Dawson, which are included in accounts payable and accrued liabilities.

(f) Total fair value of the share-based payments to directors and officers is $Nil (2012 - $85,435) for the year ended September 30, 2013.

PLAN OF OPERATIONS AND FUNDING

The Company's plan of significant operations for the next twelve months is as follows:

- to finance general and administrative costs of running operations and regulatory compliance estimated at $75,000;
- to review and assess phase 1 exploration results on the Company's Lucifer Property; and
- to investigate other prospective mineral exploration projects.

To finance the above plans, the Company will use the remaining funds from the IPO completed on March 30, 2012 of 5,500,000 common shares at $0.15 per common share for gross proceeds of $825,000.

FINANCIAL INSTRUMENTS

The Company accounts for its financial instruments as follows:

Cash	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

Financial Assets

Financial assets are classified into one of the following categories based on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. All transactions related to financial instruments are recorded on a trade date basis. The Company's accounting policy for each category is as follows:

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities of greater than 12 months after the end of the reporting period, which are classified as non-current assets. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issue and subsequently carried at amortized cost, using the effective interest rate method, less any impairment losses. Amortized cost is calculated by taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. The Company has classified cash as loans and receivables.

Financial Assets at Fair Value Through Profit or Loss

An instrument is classified at fair value through profit or loss if it is held for trading. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchases and sale decisions based on their fair value in accordance with the Company's risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. The Company has not classified any accounts at fair value through profit or loss.

Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period. Subsequent to initial recognition, available-for-sale financial assets are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an instrument is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. The Company has not designated any financial assets as available-for-sale.

Financial Liabilities

Financial liabilities other than derivative liabilities are recognized initially at fair value and are subsequently stated at amortized cost. Transaction costs on financial assets and liabilities other than those classified as fair value through profit and loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit and loss are expensed as incurred. The Company's financial liabilities consists of accounts payable and accrued liabilities on the statement of financial position.

Impairment of Financial Assets

The Company assesses at the end of each reporting date whether there are indicators of impairment present for financial assets other than financial assets valued through profit and loss. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

An impairment loss in respect of a financial asset carried at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted using the instrument's original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value. In the case of equity instruments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset that was previously recognized in profit or loss, is removed from equity and recognized in profit or loss.

All impairment losses are recognized in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognized previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

The classification of the financial instruments as well as their carrying values as at September 30, 2013 is shown in the table below:

Loans and receivables	$	252,716
Financial liabilities measured at amortized cost	$	11,683

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

As at September 30, 2013, the fair values of financial instruments measured on a recurring basis include cash, determined based on level one inputs and consisting of quoted prices in active markets for identical assets. The fair values of accounts payable and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company is exposed to potential loss from various risks including commodity price risk, exploration and development risk, environmental risk, credit risk, liquidity risk and interest rate risk. These risks are described in more details in Risk and Uncertainties section of this MD&A.

RISK AND UNCERTAINTIES

The Company is exposed to various types of market risks including credit risk, liquidity risk, interest rate risk and commodity price risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any financial instruments that are subject to credit risk.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year.

(iii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

(iv) Commodity Price Risk – The Company's future success is linked to the price of minerals, because the value of mineral resources and the Company's future revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its resource properties to commercial production.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares and share purchase warrants. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets, being resource properties. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major financial institutions.

RECENT ACCOUNTING PRONOUNCEMENTS

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for future accounting periods. The Company has not yet early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

IFRS 10 *Consolidated Financial Statements* ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 *Consolidated and Separate Financial Statements.*

IFRS 12 *Disclosure of Interests in Other Entities* ("IFRS 12") sets out the disclosure requirements for entities reporting under IFRS 10 and IFRS 11 *Joint Arrangements*, and replaces the disclosure requirements currently found in IAS 28 *Investments in Associates* ("IAS 28"). The objective of IFRS 12 is to require the disclosure of information that enables users of financial statements to evaluate: (a) the nature of, and risks associated with, its interests in other entities; and (b) the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 *Fair Value Measurement* ("IFRS 13") converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment, the impact of increasing competition, unpredictable changes to the market prices for minerals, that costs related to development of mineral properties will remain consistent with historical experiences, anticipated results of exploration activities, and the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth in this MD&A: volatility in the market prices of minerals, uncertainties associated with estimating resources, geological problems, technical problems, exploration problems, processing problems, liabilities and risks including environmental liabilities and risks inherent in the exploration and mining, fluctuations in currency and interest rates, incorrect assessments of the value of acquisitions, unanticipated results of exploration activities, competition for capital, competition for acquisitions of reserves, competition for undeveloped lands, competition for skilled personnel, political risks and unpredictable weather conditions.

ADDITIONAL INFORMATION

For further detail, see the Company's audited financial statements for the year ended September 30, 2013. Additional information about the Company can also be found on www.sedar.com.

CORPORATE DIRECTORY

Trading Symbol – UQ
Exchange - TSX-V

Head Office
Unique Resources Corp.
Suite 680 - 789 West Pender Street
Vancouver, BC V6C 1H2, Canada
Tel: 604-569-2963
Fax: 604-568-0945

Officers and Directors
Gary Freeman (Chief Executive Officer, President, Corporate Secretary, and Director)
Darryl Cardey (Chief Financial Officer and Director)
Cale Moodie (Director)
James Dawson (Director)

Members of the Audit Committee
Cale Moodie (Chair)
James Dawson
Gary Freeman

Members of the Compensation Committee
James Dawson (Chair)
Darryl Cardey
Cale Moodie

Legal Counsel
DuMoulin Black LLP
10th Floor 595 Howe St
Vancouver, BC, V6C 2T5

Auditors
Charlton and Company
Suite 1735, Two Bentall Center
555 Burrard St., Box 243
Vancouver, BC, V7X 1M9

Transfer Agent
Equity Financial Trust Company
Suite 1620 - 1185 West Georgia St.
Vancouver, BC, V6E 4E6

EXHIBIT B

FINANCIAL STATEMENTS AND
MANAGEMENT DISCUSSION AND ANALYSIS OF BVT

Unaudited condensed interim financial statements for the three months ended December 31, 2014 and December 31, 2013 - attached hereto

Management's discussion and analysis for the three month period ended December 31, 2014 - attached hereto

Financial statements for the fiscal years ended September 30, 2014 and September 30, 2013 - attached hereto

Management's discussion and analysis for the fiscal years ended September 30, 2014 and September 30, 2013 - attached hereto

Financial statements for the fiscal year ended September 30, 2013 and for the period from incorporation (January 24, 2012) to September 30, 2012 - attached hereto

Management's discussion and analysis for the fiscal year ended September 30, 2013, and for the period from incorporation (January 24, 2012) to September 30, 2012 - attached hereto

Bee Vectoring Technology Inc.

Unaudited Condensed Interim Financial Statements

For the Three Month Period Ended December 31, 2014

Bee Vectoring Technology Inc.

Unaudited Condensed Interim Statement of Financial Position
As at
(Presented in Canadian dollars)

	December 31, 2014	September 30, 2013
Assets		
Current assets		
Cash	**$ -**	$ 8,099
Sales tax receivable	**30,054**	29,472
	30,054	37,571
Deposits	**66,076**	66,076
Intangible assets *(note 3)*	**230,990**	223,265
Moulds and dies *(note 4)*	**53,682**	57,261
Property, plant and equipment *(note 5)*	**6,368**	6,635
	$ 387,170	$ 390,808
Liabilities		
Current liabilities		
Bank overdraft	**$ 654**	$ -
Accounts payable and accrued liabilities	**266,440**	269,613
Current portion of convertible debentures *(note 8)*	**95,000**	-
Due to related parties *(note 6)*	**41,349**	41,249
Promissory notes payable *(note 7)*	**494,846**	494,846
	898,289	805,708
Convertible debentures *(note 8)*	**140,800**	195,000
	1,039,089	1,000,708
Shareholders' Deficiency		
Share capital	**19**	19
Deficit	**(651,938)**	(609,919)
	(651,919)	(609,900)
	$ 387,170	$ 390,808

Going concern *(note 1)*

Subsequent events *(note 13)*

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

Approved by the Board

"Michael Collinson"
Director

"Jim Molyneux"
Director

Unaudited Condensed Interim Statement of Comprehensive Loss
for the three month periods ended December 31, 2014 and December 31, 2013
(Presented in Canadian dollars)

	December 31, 2014	December 31, 2013
Expenses		
Professional fees	**$ 18,729**	$ 90,236
Rent expenses	**16,906**	3,400
Interest and bank charges	**2,447**	581
Project costs	**89**	22,701
Travel and automotive	**-**	7,040
Office and general	**-**	1,756
Advertising and promotion	**-**	75
Amortization	**3,848**	-
Net and comprehensive loss for the period	**$ (42,019)**	$ (125,789)
Basic and diluted loss per common share	**$ (222)**	$ (666)
Weighted-average number of common shares outstanding - basic and diluted	**189**	189

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

Unaudited Condensed Interim Statement of Changes in Shareholders' Deficiency
for the three month periods ended December 31, 2014 and 2013
(Presented in Canadian dollars)

	Share Capital					
	Number of Shares		Amount		Deficit	Total
Balance, October 1, 2013	**189**	**$**	**19**	**$**	**(181,258)**	**$ (181,239)**
Issuance of common shares	-		-		-	-
Total comprehensive loss for the period	-		-		(125,789)	(125,789)
Balance, December 31, 2013	**189**	**$**	**19**		**(307,047)**	**$ (307,028)**
Balance, October 1, 2014	**189**	**$**	**19**	**$**	**(609,919)**	**$ (609,900)**
Issuance of common shares	-		-		-	-
Total comprehensive loss for the period	-		-		(42,019)	(42,019)
Balance, December 31, 2014	**189**	**$**	**19**	**$**	**(651,938)**	**$ (651,919)**

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

Unaudited Condensed Interim Statement of Cash Flows
for the three month periods ended December 31, 2014 and 2013
(Presented in Canadian dollars)

	December 31, 2014	December 31 2013
Cash flow from operating activities		
Net loss for the period	$ (42,019)	$ (125,789)
Item not affecting cash		
Amortization	3,848	-
Net change in non-cash working capital		
Sales tax receivable	(582)	(15,175)
Prepaid expenses and deposits	-	(8,000)
Accounts payable and accrued liabilities	37,625	132,431
	(1,128)	(16,533)
Cash flow from investing activities		
Purchase of property, plant, and equipment	-	(66,076)
Purchase of intangible assets	(7,725)	(84,230)
	(7,725)	(150,306)
Cash flow from financing activities		
Cash received from convertible debentures	-	289,846
Proceeds of promissory notes	-	50,000
Advances from (to) related parties	100	(265,648)
Bank indebtedness	654	-
Increase in loan payables	-	100,000
	754	174,198
(Decrease) increase in cash	(8,099)	7,359
Cash, beginning of period	8,099	2,665
Cash, end of period	$ -	$ 10,024

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

1. BUSINESS OF THE COMPANY AND GOING CONCERN

Bee Vectoring Technology Inc. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on January 24, 2012. The Company is focused on the control of pests and enhancement of crops and ornamentals through the use of biological controls in a variety of application processes. The Company's primary office is located at 48 William Street East, Caledon, Ontario, L7K 1N7.

These condensed interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing, successful completion of projects and to develop profitable operations in the future. The Company has generated operating losses since inception and has a working capital deficiency as at December 31, 2014 of $868,235. The Company has also received a demand notice from CT Developers related to amounts borrowed on its terminated Qualifying Transaction. These create material uncertainties that cast significant doubt as to the ability to continue as a going concern.

These financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments if required could be material.

The ability of the Company to continue as a going concern is dependant upon completion of the proposed qualifying transaction and concurrent financing as described in Note 13.

The unaudited interim statements were approved by the Board of Directors on May 28, 2015.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. Accordingly, these unaudited condensed interim financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for complete financial statements for year end reporting purposes. Results for the period ended December 31, 2014 are not necessarily indicative of future results. The accounting policies applied by the Company in these unaudited condensed interim financial statements are the same as those applied by the Company in its September 30, 2014 audited financial statements.These unaudited interim financial statements should be read in conjunction with the audited 2014 annual financial statements.

These unaudited condensed interim financial statements have been prepared on an accrual basis and are based in historical costs, modified, where applicable, by the measurement at fair value of selected noncurrent assets, financial assets and financial liabilities. These financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

(Presented in Canadian dollars)

3. INTANGIBLE ASSETS

Cost	
Opening balance at October 1, 2012	$ 67,451
Additions for the year	17,538
Balance at September 30, 2013	84,989
Additions for the year	138,276
Balance at September 30, 2014	$ 223,265
Additions for the period	7,725
Balance at December 31, 2014	$ 230,990

4. MOULDS AND DIES

Cost	
Balance at September 30, 2013 and September 30, 2012	$ 71,576
Amortization for the year	(14,315)
Balance at September 30, 2014	$ 57,261
Amortization for the period	(3,579)
Balance at December 31, 2014	$ 53,682

5. PROPERTY, PLANT AND EQUIPMENT

Cost	
Opening balance at October 1, 2012	$ -
Additions for the year	11,297
Balance at September 30, 2013	11,297
Additions for the year	1,352
Government grants received	(4,998)
Amortization	(1,016)
Balance at September 30, 2014	$ 6,635
Amortization for the period	(267)
Balance at December 31, 2014	$ 6,368

The Company entered into an agreement with a supplier for sealing/packing equipment in the amount of US$125,000 requiring a 50% deposit ($66,076 CDN) and the balance due on delivery. As at September 30, 2014 the equipment remains with the supplier pending payment of the remaining US$62,500.

6. RELATED PARTIES BALANCES AND TRANSACTIONS

Related party balances are due to Chelsian Sales and Marketing Inc., are non-interest bearing and due on demand. The Company is related to Chelsian Sales and Marketing Inc. ("Chelsian") by virtue of common control.

In the three month period ended December 31, 2014, the Company issued $nil (year ended September 30, 2014 - $72,500) of convertible debentures to related parties (note 8).

There was no compensation paid to key management personal for the three month periods ended December 31, 2014 and 2013.

(Presented in Canadian dollars)

7. PROMISSORY NOTES PAYABLE

At the end of the period, amounts owing on the promissory notes are as follows:

	Dec 2014	**Sept** 2014
CT Developers Ltd.	**$250,000**	$250,000
Chelsian Sales and Marketing Inc.	**244,846**	244,846
	$494,846	$494,846

On September 9, 2013, the Company entered into a letter of intent with CT Developers Ltd., ("CT"), whereby CT was to acquire all of the issued and outstanding shares of the Company at a deemed value of $8,000,000 in exchange for 32,000,000 common shares of CT (the "Transaction Shares") to be issued at a deemed value of $0.25 per share. CT is a Capital Pool Company as defined by Policy 2.4 Capital Pool Companies of the TSX Venture Exchange and pursuant to Section 8.5 of the Policy and in connection with the Qualifying Transaction. CT advanced funds in the amounts of $150,000 and $100,000 for an aggregate amount of $250,000 to the Company. The advances are evidenced by two promissory notes, secured by a general security agreement, non-interest bearing and the Company had agreed to repay CT at the earlier of: (1) following completion of the Qualifying Transaction and (ii) within 30 days following termination of the Qualifying Transaction. As at December 31, 2014 the note remains unpaid and payment has subsequently been demanded *(note 13)*.

On October 1, 2013 a promissory note was converted in favour of Chelsian for advances made to the Company in the amount of $236,600, non-interest bearing, secured by a general security agreement, and due on demand. The note was amended on March 1, 2014 to include additional advances in the amount of $8,246 for a total of $244,846 and with terms that should the Company seek listing on the TSX Venture Exchange or the Toronto Stock Exchange or any other stock exchange, the full amount owing is to convert into common shares of the acquiring party at a price per common share equal to a 20% discount of the price of the common shares at the time of such listing by the Company, or the common shares of an affiliated company by way of reverse-take over, amalgamation or other corporate change. Subsequent to the year end, there is a proposal for the conversion of the note to common shares on a proposed reverse take over transaction *(note 12)*.

8. CONVERTIBLE DEBENTURES

The Company completed the following financing:

On November 1, 2013 and March 1, 2014 the Company issued unsecured, convertible debentures in the aggregate principal amounts of $95,000 and $50,000 respectively. Both of these debentures are non-interest bearing and have maturity dates of two years from the date of issue. The $50,000 debenture was issued to legal counsel in lieu of legal fees outstanding.

On September 2, 2014 the Company issued a convertible debenture in the aggregate principal amount of $50,000, maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

On October 9, 2014 the Company issued a convertible debenture in the aggregate principal amount of $40,800, maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

8. CONVERTIBLE DEBENTURES (cont'd)

Included in the $145,000 non-interest bearing debentures is $50,000 owing to a shareholder and director of the Company; $22,500 owing to a corporation owned by a shareholder who is also a director of the Company; and $50,000 owing to a law firm acting as legal counsel to the Company. Should the Company seek listing on the TSX Venture Exchange or the Toronto Stock Exchange or any other stock exchange, the full amount owing on these debentures is to convert into common shares of the acquiring party at a price equal to 20% discount to the price of common shares at the time of such listing by the Company except for the $50,000 debenture owing to the law firm which is to convert at $0.25 per common share, or the common shares of an affiliated company by way of reverse-take over, amalgamation or other corporate change. As the convertible debentures are contingently convertible following the proposed listing, they have been classified as a liabilitiy in their entirety and no equity conversion feature is required to be bifurcated. Subsequent to the year end, there is a proposal for the conversion of the convertible debentures to common shares on a proposed reverse take-over transaction *(note 12)*

9. FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Values

As at December 31, 2014, the carrying amount of the Company's financial instruments, which consist of cash, accounts receivable, accounts payable and accrued liabilities, due to related parties and promissory notes approximates their fair value because of the short-term maturities of these items.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company’s maximum exposure to credit risk at the end of the reporting period is the carrying value of its financial assets. Cash is held with large financial institution in Canada, and management believes that exposure to credit risk is not significant.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising financing from related parties in a timely manner and by maintaining sufficient cash in excess of anticipated needs. See note 1 for further disclosure on the going concern assumption.

The Company's accounts payable and accrued liabilities are subject to normal trade terms and have contractual maturities payable within 30 days for 2014 and 2013. The promissory note payable and due to related parties are due on demand.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

10. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company’s ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development and commercialization of its technologies. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s management to sustain future development and commercialization of the business. The Company defines capital that it manages as shareholders’ equity.

The intellectual properties in which the Company currently has an interest are in the development stage; as such the Company has historically relied on the related party financing to fund its activities. The Company will continue to assess sources of financing available and to assess the potential for collaboration with interested partners with a view to managing the current financial resources and in the interest of sustaining the long-term viability of its research and development programs.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

11. COMMITMENTS

The Company entered into a lease agreement dated December 1, 2013 for a term of five years plus an additional renewal period of five years for its leased office premises. On October 24, 2014 the lease was cancelled, whereby the Company incurred an additional $12,527 of cancellation expenses, including the surrender of the security deposit, and the premises were vacated.

12. PROPOSED QUALIFYING TRANSACTION

The Company is negotiating with Unique Resources Corp. ("UQ") whereby UQ will acquire all of the issued and outstanding shares of the Company, the interest bearing convertible debentures, the non-interest bearing convertible debentures and the promissory note with Chelsian at a deemed value of $4,354,000 in exchange for 19,200,000 common shares of UQ (the "Transaction Shares") issued at a deemed value of $0.25 per share.

As a result the Proposed Transaction will be accounted for as a reverse takeover transaction involving a non-public operating entity and a non-operating public company which is in substance a share-based payment transaction, rather than a business combination.

The Company received funds in the amount of $25,000 on March 12, 2015 from Unique Resources Corp., non-interest bearing and payable at the earliest of: (i) following completion of the reverse take-over as defined by Policy 5.2 of the TSX Venture Exchange or (ii) within 30 days following termination of the reverse take-over. The Company has the right to prepay at any time part of the principal amount without notice, bonus or penalty.

13. SUBSEQUENT EVENTS

CT Developers Ltd. announced on March 11, 2015 that it was unable to complete its previously announced Qualifying Transaction with the Company as it was not able to arrange appropriate financing and despite TSXV conditional approval being granted, the transaction was unable to close. The proposed Qualifying Transaction was terminated but in order to allow the continuation of the Company's business, the advances in the aggregate amount of $250,000 were secured with the two non-interest bearing promissory notes and secured by a general security agreement. CT Developers Ltd. has demanded the immediate return of these advances.

On February 13, 2015 the Company issued a convertible debenture in the aggregate principal amount of $3,500 with a maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

On February 23, 2015 the Company issued a convertible debenture in the aggregate principal amount of $5,000 with a maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

On March 28, 2015 the Company extended a previously outstanding convertible debenture of $50,000 for an additional $25,000, with a new maturity date of March 31, 2015, with all other conditions remaining the same. The convertible debenture was issued in lieu of legal fees owing to legal counsel of the Company, an unrelated party.

Bee Vectoring Technology Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the period ended December 31, 2014

The following Management Discussion and Analysis ("**MD&A**") was prepared by the management of Bee Vectoring Technology Inc. ("**BVT**", or the "**Company**"). The management of Bee Vectoring believes that the audited financial statements and this MD&A do not contain any untrue fact or omit a material fact, and present fairly Company's financial position, results of operations and cash flows.

The MD&A is a narrative explanation, through the eyes of the management of Bee Vectoring, of how the Company performed during the period ended December 31, 2014 and of the Company's financial condition and future prospects. This discussion and analysis complements the condensed unaudited interim financial statements for the period ended December 31, 2014, but does not form part of them. Therefore, this discussion and analysis should be read in conjunction with the condensed unaudited interim financial statements as at December 31, 2014 and related notes thereto. The Company's audited financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented are stated in Canadian dollars, unless otherwise indicated.

Cautionary Statements:

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, price volatility for precious metals, changes in equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data, the possibility that future exploration results will not be consistent with the Company's expectations, increases in costs, environmental compliance and changes in environmental legislation and regulation, exchange rate fluctuations, changes in economic and political conditions and other risks, as well as those risk factors listed in the "Risk Factors" section below. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for the Company's activities; operating and development costs; its ability to retain and attract skilled staff and consultants; market competition; and general business and economic conditions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements.

Report's date

The MD&A was prepared with the information available as at May 29, 2015.

Company Overview:

The Company was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on January 24, 2012. The Company is focused on the control of pests and enhancement of crops and ornamentals through the use of biological controls in a variety of application processes.

The Company and its scientific team have developed a globally patented bee vectoring technology; using bees to deliver commonly found organic fungi to flowering plants, acting as an organic pesticide as well as a fertilizer, all without water. The technology has been tested on and has been proven to effectively and organically control harmful diseases affecting important crops such as sunflowers, canola, strawberries, raspberries, pears, tomatoes, blueberries, almonds, peppers, eggplant, pumpkins, various melons, kiwi, apples and coffee, among others.

On September 9, 2013, the Company entered into a letter of intent with CT Developers Ltd., ("CT"), whereby CT was to acquire all of the issued and outstanding shares of the Company at a deemed value of $8,000,000 in exchange for 32,000,000 common shares of CT (the "Transaction Shares") to be issued at a deemed value of $0.25 per share. CT is a Capital Pool Company as defined by Policy 2.4 Capital Pool Companies of the TSX Venture Exchange and pursuant to Section 8.5 of the Policy and in connection with the Qualifying Transaction. CT Developers Ltd. announced on March 11, 2015 that it was unable to complete its previously announced Qualifying Transaction with the Company as it was not able to arrange appropriate financing and despite TSXV conditional approval being granted, the transaction was unable to close. The proposed Qualifying Transaction was terminated but in order to allow the continuation of the Company's business, the advances in the aggregate amount of $250,000 were secured with the two non-interest bearing promissory notes and secured by a general security agreement. CT Developers Ltd. has demanded the immediate return of these advances.

The Company is now negotiating with Unique Resources Corp. ("UQ") whereby UQ will acquire all of the issued and outstanding shares of the Company, the interest bearing convertible debentures, the non-interest bearing convertible debentures and the promissory note for a total value of $4,354,000 in exchange for 19,200,000 common shares of UQ (the "Transaction Shares") issued at a deemed value of $0.25 per common share (the "Proposed Transaction"). As a result the Proposed Transaction will be accounted for as a reverse takeover transaction involving a non-public operating entity and a non-operating public company which is in substance a share-based payment transaction, rather than a business combination.

Selected Interim Financial Information:

A summary of selected financial information for the periods ended is as follows:

Statement of Loss and Comprehensive Loss:	**December 31, 2014**	**December 31, 2013**
Sales/government grants	$NIL	$NIL
Gross margin (loss)	$NIL	$NIL
Net loss and comprehensive loss for the period	$42,019	$125,789
Statement of Financial Position:		
Working capital deficiency	$868,235	$625,196
Total assets	$387,170	$365,609
Long-term liabilities	$140,800	$NIL

Operating Expenses:

Operating expenses for the period ended December 31, 2014 were $42,019 compared with $125,789 in the prior period.

Liquidity and Capital Resources:

As at December 31, 2014, the Company had a bank overdraft of $654 compared to cash of Nil as at December 31, 2013 and a working capital deficiency of $868,235 compared to $625,196, respectively. The Company had historically relied on the related party financing to meets its obligations but in fiscal 2014 funds were provided by arm's length parties as evidenced by promissory notes and convertible debentures. It is management's intention to secure additional capital through equity financing in connection with the Proposed Transaction. The continuing operations of the Company are dependent upon its ability to raise adequate financing and develop profitable operations in the future.

Management believes the Company will require an estimated $2-million to achieve commercial operations, allocated as follows:

- $1.1-million -- acquire government label registration in Canada/U.S., and EU;
- $500,000 -- set up facility with machinery for production (machinery includes tray filling machines, blenders and fermenters);
- $400,000 -- working capital.

Transactions with Related Parties:

On October 1, 2013 a promissory note was issued in favour of Chelsian for advances made to the Company in the amount of $236,600, non-interest bearing, secured by a general security agreement, and due on demand. The note was amended on March 1, 2014 to include additional advances in the amount of $8,246 for a total of $244,846 and with terms that should the Company seek listing on the TSX Venture Exchange or the Toronto Stock Exchange or any other stock exchange, the full amount owing is to convert into common shares of the acquiring party at a price per common share equal to a 20% discount of the price of the common shares at the time of such listing by the Company, or the common shares of an affiliated company by way of reverse-take over, amalgamation or other corporate change. Subsequent to the period end, there is a proposal for the conversion of the note to common shares on a proposed reverse take-over transaction.

Other Note Payable

On September 9, 2013, the Company entered into a letter of intent with CT Developers Ltd., ("CT"), whereby CT was to acquire all of the issued and outstanding shares of the Company at a deemed value of $8,000,000 in exchange for 32,000,000 common shares of CT (the "Transaction Shares") to be issued at a deemed value of $0.25 per share. CT is a Capital Pool Company as defined by Policy 2.4 Capital Pool Companies of the TSX Venture Exchange and pursuant to Section 8.5 of the Policy and in connection with the Qualifying Transaction. CT advanced funds in the amounts of $150,000 and $100,000 for an aggregate amount of $250,000 to the Company. The advances are evidenced by two promissory notes, non-interest bearing and the Company had agreed to repay CT at the earlier of: (1) following completion of the Qualifying Transaction and (ii) within 30 days following termination of the Qualifying Transaction. As at December 31, 2014 the note remains unpaid and payment has subsequently been demanded.

Convertible Debentures

During the period ended December 31, 2014 the Company completed the following financing:

On March 1, 2014 the Company agreed upon the execution of the Chelsian promissory note to issue a debenture in respect of legal fees incurred by the Company for the amount $50,000. The aggregate principal amount for this debenture is included in the $145,000 noted above.

On September 2, 2014 the Company issued a convertible debenture in the aggregate principal amount of $50,000, maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

On October 9, 2014 the Company issued a convertible debenture in the aggregate principal amount of $40,800, maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

Included in the $145,000 non-interest bearing debentures is $50,000 owing to a shareholder and director of the Company; $22,500 owing to a corporation owned by a shareholder who is also a director of the Company; and $50,000 owing to a law firm acting as legal counsel to the Company. Should the Company seek listing on the TSX Venture Exchange or the Toronto Stock Exchange or any other stock exchange, the full amount owing on these debentures is to convert into common shares of the acquiring party at a price equal to 20% discount to the price of common shares at the time of such listing by the Company except for the $50,000 debenture owing to the law firm which is to convert at $0.25 per common share, or the common shares of an affiliated company by way of reverse-take over, amalgamation or other corporate change. As the convertible debentures are contingently convertible following the proposed listing, they have been classified as a liability in their entirety and no equity conversion feature is required to be bifurcated. Subsequent to the year end, there is a proposal for the conversion of the convertible debentures to common shares on a proposed reverse take-over transaction.

Financial Instruments and Other Instruments:

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, and due to related parties. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Significant Accounting Policies:

The Company's significant accounting policies are summarized in Note 2 to the audited financial statements for the year ended September 30, 2014.

Off balance sheet arrangements:

The Company has no off balance sheet arrangements.

Proposed Qualifying Transaction:

The Company is negotiating with Unique Resources Corp. ("UQ") whereby UQ will acquire all of the issued and outstanding shares of the Company, the interest bearing convertible debentures, the non-interest bearing convertible debentures and the promissory note with Chelsian at a deemed value of $4,354,000 in exchange for 19,200,000 common shares of UQ (the "Transaction Shares") issued at a deemed value of $0.25 per common share (the "Proposed Transaction").

As a result the Proposed Transaction will be accounted for as a reverse takeover transaction involving a non-public operating entity and a non-operating public company which is in substance a share-based payment transaction, rather than a business combination.

The Company received funds in the amount of $25,000 on March 12, 2015 from Unique Resources Corp., non-interest bearing and payable at the earliest of: (i) following completion of the reverse take-over as defined by Policy 5.2 of the TSX Venture Exchange or (ii) within 30 days following termination of the reverse take-over. The Company has the right to prepay at any time part of the principal amount without notice, bonus or penalty.

Bee Vectoring Technology Inc.

Financial Statements

September 30, 2014 and 2013

Collins Barrow Toronto LLP
Collins Barrow Place
11 King Street West
Suite 700, Box 27
Toronto, Ontario
M5H 4C7 Canada

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Bee Vectoring Technology Inc.

We have audited the accompanying financial statements of Bee Vectoring Technology Inc. which comprise the statements of financial position as at September 30, 2014 and September 30, 2013 and the statements of comprehensive loss, changes in shareholders' deficiency, and cash flows for the years then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Bee Vectoring Technology Inc. as at September 30, 2014 and September 30, 2013, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of material uncertainties that may cast significant doubt about the company's ability to continue as a going concern.

Collins Barrow Toronto LLP

Chartered Professional Accountants
Licensed Public Accountants
May 28, 2015
Toronto, Ontario

Table of Contents
September 30, 2014 and 2013

Statements of Financial Position
September 30, 2014 and 2013
(presented in Canadian dollars)

	2014	2013
Assets		
Current assets		
Cash	**$ 8,099**	$ 2,665
Accounts receivable	**-**	477
Sales tax receivable	**29,472**	13,765
	37,571	16,907
Deposits *(note 5)*	**66,076**	-
Intangible assets *(note 3)*	**223,265**	84,989
Moulds and dies *(note 4)*	**57,261**	71,576
Property, plant and equipment *(note 5)*	**6,635**	11,297
	$ 390,808	$ 184,769
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	**$ 269,613**	$ 100,360
Due to related parties *(note 6)*	**41,249**	265,648
Promissory notes payable *(note 7)*	**494,846**	-
	805,708	366,008
Convertible debentures *(note 8)*	**195,000**	-
	1,000,708	366,008
Shareholders' Deficiency		
Share capital *(note 9)*	**19**	19
Deficit	**(609,919)**	(181,258)
	(609,900)	(181,239)
	$ 390,808	$ 184,769

Going concern *(note 1)*

Subsequent events *(note 16)*

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

Approved by the Board

"Michael Collinson" — Director

"Jim Molyneux" — Director

Statements of Comprehensive Loss
for the years ended September 30, 2014 and September 30, 2013
(presented in Canadian dollars)

	2014	2013
Revenue		
Sales	$ -	$ 11,075
Cost of sales	-	29,510
	-	(18,435)
Expenses		
Professional fees	251,248	37,771
Sub-contracted services *(note 6)*	73,977	55,745
Rent expenses	54,289	18,964
Salaries and benefits	31,925	-
Travel and automotive	27,828	11,456
Project costs	17,620	14,921
Advertising and promotion	9,148	2,158
Interest and bank charges	7,918	354
Office and general	8,996	754
Foreign exchange loss	934	-
Bad debts	477	944
Government grants *(note 10)*	(71,030)	-
Amortization	15,331	-
	428,661	143,067
Net and comprehensive loss for the year	$ (428,661)	$ (161,502)
Basic and diluted loss per common share	(2,268)	(1,242)
Weighted-average common shares outstanding - basic and diluted	189	130

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

Statements of Changes in Shareholders' Deficiency
for the years ended September 30, 2014 and September 30, 2013
(presented in Canadian dollars)

	Share Capital			
	Number of Shares	Amount	Deficit	Total
Balance, October 1, 2012	**100**	**$ 10**	**$ (19,756)**	**$ (19,746)**
Issuance of common shares	89	9	-	9
Total comprehensive loss for the year	-	-	(161,502)	(161,502)
Balance, September 30, 2013	**189**	**$ 19**	**$ (181,258)**	**$ (181,239)**
Balance, October 1, 2013	**189**	**$ 19**	**$ (181,258)**	**$ (181,239)**
Total comprehensive loss for the year	-	-	(428,661)	(428,661)
Balance, September 30, 2014	**189**	**$ 19**	**(609,919)**	**$ (609,900)**

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

Statements of Cash Flows
for the years ended September 30, 2014 and September 30, 2013
(presented in Canadian dollars)

	2014	2013
Cash flow from operating activities		
Net loss for the year	**$ (428,661)**	$ (161,502)
Item not affecting cash		
Amortization	**15,331**	-
Net change in non-cash working capital		
Accounts receivable	**477**	467
Sales tax receivable	**(15,707)**	(15,148)
Accounts payable and accrued liabilities	**169,253**	90,692
	(259,307)	(85,491)
Cash flow from investing activities		
Purchase of property, plant and equipment	**(1,352)**	-
Purchase of intangible assets	**(138,276)**	(17,538)
Purchase of moulds and dies	**-**	(11,297)
Deposit for equipment	**(66,076)**	-
Proceeds for purchase of plant, property and equipment from government grants	**4,998**	-
	(200,706)	(28,835)
Cash flow from financing activities		
Cash received in payment of share capital issuance	**-**	9
Cash received from convertible debentures	**195,000**	-
Proceeds of promissory notes	**258,246**	-
Advances from related parties	**12,201**	106,001
	465,447	106,010
Increase (decrease) in cash	**5,434**	(8,316)
Cash, beginning of year	**2,665**	10,981
Cash, end of year	**$ 8,099**	$ 2,665

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

1. BUSINESS OF THE COMPANY AND GOING CONCERN

Bee Vectoring Technology Inc. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on January 24, 2012. The Company is focused on the control of pests and enhancement of crops and ornamentals through the use of biological controls in a variety of application processes. The Company's primary office is located at 48 William Street East, Caledon, Ontario, L7K 1N7.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing, successful completion of projects and to develop profitable operations in the future. The Company has generated operating losses since inception and has a working capital deficiency as at September 30, 2014 of $768,137 (2013 - $349,101). The Company has also received a demand notice from CT Developers related to amounts borrowed on its terminated Qualifying Transaction (note 16). These create material uncertainties that cast significant doubt as to the ability to continue as a going concern.

These financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments if required could be material.

The ability of the Company to continue as a going concern is dependent upon completion of the proposed qualifying transaction and concurrent financing as described in Note 15.

The Board of Directors approved the financial statements on May 28, 2015.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are prepared by the Company in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non current assets, financial assets and financial liabilities. The financial statements are presented in Canadian dollars, which is the Company’s functional and presentation currency.

Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management’s experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates. Significant estimates include the valuation and useful life of moulds and dies and intangible assets, fair value of the convertible debentures and recognition of government grants.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Intangible Assets

The Company has intangible assets consisting of costs related to the application of three patents. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred.

The Company does not hold any intangible assets with indefinite lives.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there are indications that the intangible asset may be impaired. For intangible assets which are not yet available for use, they are tested annually for impairment regardless of whether impairment indicators exist. The amortization method and amortization period of an intangible asset with a finite life is reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Amortization is recognized in statement of comprehensive loss on a straight-line basis over the estimated useful lives of intangible assets from the date the patent is granted and is available for use. As at September 30, 2014 the patents were not yet granted and therefore no amortization has been recognized.

Moulds and Dies

Moulds and dies are recorded at cost. Amortization is provided over the expected useful lives of the moulds and dies using the straight line depreciation method. The moulds and dies have an expected useful life of 5 years.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost less accumulated amortization. Amortization is calculated over the estimated useful lives of the assets. The Company currently possesses autoclave equipment which has a useful life of 20 years and computer equipment which has a useful live of 3 years.

Impairment of Long-Lived Assets

Moulds and dies are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Intangible assets not yet amortized are tested annually for impairment.

Revenue Recognition

The Company recognizes revenue from sales of products when it ships the products to the customer and collectability is reasonably assured. Ownership transfers at the point of shipment.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Recognition of revenue from Government Grants

The Company recognizes revenue from government grants when there is reasonable assurance that the entity will comply with any conditions attached to the grant and the grant will be received.

Funding from government grants is presented as income by way of a reduction in expenses, unless it is for the reimbursement of an asset, in which case, it is accounted far as a reduction in the carrying amount of the applicable asset.

Income Taxes

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

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

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

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Earnings Per Share

Basic earnings per share amounts are calculated by dividing net income for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings per share amounts are calculated by dividing the net income attributable to common shareholders by the weighted average number of common shares outstanding during the period plus the weighted average number of common shares that would be issued on the conversion of all the dilutive potential ordinary shares into common shares.

Financial Instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (cont'd)

Financial assets (cont'd)

Fair value through profit or loss - This category comprises derivatives, or assets acquired principally for the purpose of being resold in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets described above.

The Company has classified its cash and accounts receivables as loan and receivables.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Other financial liabilities - This category includes accounts payables and accrued liabilities, due to related parties, promissory notes and convertible debt which are recognized at amortized cost.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Compound Financial Instruments

Compound financial instruments issued by the Company comprise convertible debentures that will be converted to share capital upon a going public transaction, and that the number of shares to be issued varies dependent on the details of this transaction.

The convertible debentures are treated as liabilities upon inception, with no amount being allocated to equity as they are contingently convertible.

Accounting Standards Issued But Not Yet Applied

The Company has reviewed changes to accounting standards that become effective in future periods. Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below:

IFRS 9, Financial Instruments ("IFRS 9") was updated and re-issued by the IASB on July 24, 2014 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

IFRS 2 Share Based Payment was updated on December 12, 2013 to redefine vesting conditions, market conditions and performance conditions in the recognition of such transactions. The updated standard is effective for annual periods beginnin on or after July 1, 2014.

IFRS 15 Revenue from Contracts with Customers specifies how and when an IFRS reporter will recognise revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard provides a single, principles based five-step model to be applied to all contracts with customers. The standard is effective for period's beginning on or after January 1, 2017.

(presented in Canadian dollars)

3. INTANGIBLE ASSETS

Intangible assets consist of legal fees incurred towards the registration of various patents as follows:

Cost		
Opening balance at October 1, 2012	$	67,451
Additions for the year		17,538
Balance at September 30, 2013		84,989
Additions for the year		138,276
Balance at September 30, 2014	**$**	**223,265**

4. MOULDS AND DIES

Cost		
Balance at September 30, 2013, and September 30, 2012	$	71,576
Amortization for the year		14,315
Balance at September 30, 2014	**$**	**57,261**

5. PROPERTY, PLANT AND EQUIPMENT

Cost		
Opening balance at October 1, 2012	$	-
Additions for the year		11,297
Balance at September 30, 2013		11,297
Additions for the year		1,352
Government grants received (note 10)		(4,998)
Amortization		(1,016)
Balance at September 30, 2014	**$**	**6,635**

The Company entered into an agreement with a supplier for sealing/packing equipment in the amount of US$125,000 requiring a 50% deposit ($66,076 CDN) and the balance due on delivery. As at September 30, 2014 the equipment remains with the supplier pending payment of the remaining US$62,500.

(presented in Canadian dollars)

6. RELATED PARTIES BALANCES AND TRANSACTIONS

At the end of the year, the amounts due to related parties are as follows:

	2014	2013
Due to shareholders	**$ 41,249**	$ 16,175
Due to Chelsian Sales and Marketing Inc.	-	249,473
	$ 41,249	$ 265,648

All related party balances are non-interest bearing and due on demand. The Company is related to Chelsian Sales and Marketing Inc. ("Chelsian") by virtue of common control.

The amount previously owing to Chelsian, less cash repayments of $12,873 made during fiscal 2014, was converted during the year to a promissory note *(note 7)*.

During the year ended September 30, 2014, the Company purchased $nil (2013 - $22,198) of sample inventory from Chelsian. This transaction was in the normal course of business as agreed by the parties.

During the year ended September 30, 2014, the Company spent $Nil (2013 - $600) on consulting services that were performed by a Director of the Company; and $36,780 (2013 - $48,284) on consulting services provided by a shareholder and by two corporations owned by shareholders of the Company. These transactions were in the normal course of business as agreed by the parties.

During the year ended September 30, 2014, the Company issued $72,500 of convertible debentures to related parties (note 8).

There was no compensation paid to key management personnel for the years ended September 30, 2014 and 2013.

7. PROMISSORY NOTES PAYABLE

At the end of the year, the amounts due on the promissory notes are as follows:

	2014	2013
CT Developers Ltd.	**$ 250,000**	$ -
Chelsian Sales and Marketing Inc.	**244,846**	-
	$ 494,846	$ -

7. PROMISSORY NOTES PAYABLE (Cont'd)

On September 9, 2013, the Company entered into a letter of intent with CT Developers Ltd., ("CT"), whereby CT was to acquire all of the issued and outstanding shares of the Company at a deemed value of $8,000,000 in exchange for 32,000,000 common shares of CT (the "Transaction Shares") to be issued at a deemed value of $0.25 per share. CT is a Capital Pool Company as defined by Policy 2.4 Capital Pool Companies of the TSX Venture Exchange and pursuant to Section 8.5 of the Policy and in connection with the Qualifying Transaction. CT advanced funds in the amounts of $150,000 and $100,000 for an aggregate amount of $250,000 to the Company. The advances are evidenced by two promissory notes, secured by a general security agreement, non-interest bearing and the Company had agreed to repay CT at the earlier of: (1) following completion of the Qualifying Transaction and (ii) within 30 days following termination of the Qualifying Transaction. As at September 30, 2014 the note remains unpaid and payment has subsequently been demanded *(note 16)*.

On October 1, 2013 a promissory note was converted in favour of Chelsian for advances made to the Company in the amount of $236,600, non-interest bearing, secured by a general security agreement, and due on demand. The note was amended on March 1, 2014 to include additional advances in the amount of $8,246 for a total of $244,846 and with terms that should the Company seek listing on the TSX Venture Exchange or the Toronto Stock Exchange or any other stock exchange, the full amount owing is to convert into common shares of the acquiring party at a price per common share equal to a 20% discount of the price of the common shares at the time of such listing by the Company, or the common shares of an affiliated company by way of reverse-take over, amalgamation or other corporate change. Subsequent to the year end, there is a proposal for the conversion of the note to common shares on a proposed reverse take over transaction *(note 15)*.

8. CONVERTIBLE DEBENTURES

During the year the Company completed the following financings:

On November 1, 2013 and March 1, 2014 the Company issued unsecured convertible debentures in the aggregate principal amounts of $95,000 and $50,000, respectively. Both of these debentures are non-interest bearing and have maturity dates of two years from the date of issue. The $50,000 debenture was issued to legal counsel in lieu of legal fees outstanding. Included in the $145,000 non-interest bearing debentures is $50,000 owing to a shareholder and director of the Company; $22,500 owing to a corporation owned by a shareholder who is also a director of the Company; and $50,000 owing to a law firm acting as legal counsel to the Company.

On September 2, 2014 the Company issued a convertible debenture in the aggregate principal amount of $50,000, maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

(presented in Canadian dollars)

8. CONVERTIBLE DEBENTURES (Cont'd)

Should the Company seek listing on the TSX Venture Exchange or the Toronto Stock Exchange or any other stock exchange, the full amount owing on these debentures is to convert into common shares of the acquiring party at a price equal to 20% discount to the price of common shares at the time of such listing by the Company except for the $50,000 debenture owing to the law firm which is to convert at $0.25 per common share, or the common shares of an affiliated company by way of reverse-take over, amalgamation or other corporate change. As the convertible debentures are contingently convertible following the proposed listing, they have been classified as a liability in their entirety, and no equity conversion feature has been bifurcated. Subsequent to the year end, there is a proposal for the conversion of the convertible debentures to common shares on a proposed reverse take-over transaction *(note 15)*.

9. SHARE CAPITAL

		2014		2013
Authorized				
unlimited common shares				
Issued				
189 common shares	**$**	**19**	$	19

10. GOVERNMENT GRANTS

The Company entered into a contribution agreement with Agriculture and Agri-Food Canada on March 20, 2014 under its AgriInnovation Program for its "Canola Seed Protection" project for the funding of certain project costs incurred subsequent to the date of signing. The Company received $76,029 (2013 - $nil) from government grants during the year ended September 30, 2014. Of this amount, $4,998 was received with respect to the purchase of property, plant and equipment which was recorded as a reduction in its carrying amount. No further submissions have been made as this program expired on March 31, 2014.

11. FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Values

As at September 30, 2014, the carrying amount of the Company's financial instruments, which consist of cash, accounts receivable, accounts payable and accrued liabilities, due to related parties and promissory notes approximates their fair value because of the short-term maturities of these items.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company’s maximum exposure to credit risk at the end of the reporting period is the carrying value of its financial assets. Cash is held with large financial institution in Canada, and management believes that exposure to credit risk is not significant.

(presented in Canadian dollars)

Notes to Financial Statements
for the years ended September 30, 2014 and September 30, 2013

11. FINANCIAL INSTRUMENTS (Cont'd)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising financing from related parties in a timely manner and by maintaining sufficient cash in excess of anticipated needs. See note 1 for further disclosure on the going concern assumption.

The Company's accounts payable and accrued liabilities are subject to normal trade terms and have contractual maturities payable within 30 days for 2014 and 2013. The promissory notes payable and due to related parties are due on demand.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

12. INCOME TAXES

A reconciliation of combined federal and provincial corporate income taxes at statutory rates (2014 - 26.5%, 2013 - 26.5%) to the Company's effective income tax expense is as follows:

	For the year ended September 30, 2014	For the year ended September 30, 2013
Net loss for the year	**$ 428,661**	$ 161,502
Expected income tax recovery	**113,595**	42,798
Deferred tax assets not recognized	**(113,595)**	(42,798)
Income tax recovery	**$ -**	$ -

Deferred tax assets have not been recognized in respect to the loss carryforward items because it is not currently probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

The Company has the folowing loss carryforwards which expire as follows:

2032	$ 19,756
2033	143,067
2034	162,082
	$ 343,340

13. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development and commercialization of its technologies. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development and commercialization of the business. The Company defines capital that it manages as shareholders' equity.

The intellectual properties in which the Company currently has an interest are in the development stage; as such the Company has historically relied on the related party financing to fund its activities. The Company will continue to assess sources of financing available and to assess the potential for collaboration with interested partners with a view to managing the current financial resources and in the interest of sustaining the long-term viability of its research and development programs.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

14. COMMITMENTS

The Company entered into a lease agreement dated December 1, 2013 for a term of five years plus an additional renewal period of five years for its leased office premises. On October 24, 2014 the lease was whereby the Company incurred an additional $12,527 of cancellation expenses, including the surrender of the security deposit, and the premises were vacated.

15. PROPOSED QUALIFYING TRANSACTION

The Company is negotiating with Unique Resources Corp. ("UQ") whereby UQ will acquire all of the issued and outstanding shares of the Company, the interest bearing convertible debentures, the non-interest bearing convertible debentures and the promissory note with Chelsian at a deemed value of $4,354,000 in exchange for 19,200,000 common shares of UQ (the "Transaction Shares") issued at a deemed value of $0.25 per common share (the "Proposed Transaction").

As a result the Proposed Transaction will be accounted for as a reverse takeover transaction involving a non-public operating entity and a non-operating public company which is in substance a share-based payment transaction, rather than a business combination.

The Company received funds in the amount of $25,000 on March 12, 2015 from Unique Resources Corp., non-interest bearing and payable at the earliest of: (i) following completion of the reverse take-over as defined by Policy 5.2 of the TSX Venture Exchange or (ii) within 30 days following termination of the reverse take-over. The Company has the right to prepay at any time part of the principal amount without notice, bonus or penalty.

16. SUBSEQUENT EVENTS

On October 9, 2014 the Company issued a convertible debenture in the aggregate principal amount of $40,800 maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

On February 13, 2015 the Company issued a convertible debenture in the aggregate principal amount of $3,500 maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

On February 23, 2015 the Company issued a convertible debenture in the aggregate principal amount of $5,000 maturity date of two years from the date of issue, bearing interest at 8% per annum compounded semi-annually and secured by a general security agreement over the assets of the Company.

On March 28, 2015 the Company extended a previously outstanding convertible debenture of $50,000 for an additional $25,000, with a new maturity date of March 31, 2015, with all other conditions remaining the same. The convertible debenture was issued in lieu of legal fees owing to legal counsel of the Company, an unrelated party.

CT Developers Ltd. announced on March 11, 2015 that it was unable to complete its previously announced Qualifying Transaction with the Company as it was not able to arrange appropriate financing and despite TSXV conditional approval being granted, the transaction was unable to close. The proposed Qualifying Transaction was terminated but in order to allow the continuation of the Company's business, the advances in the aggregate amount of $250,000 were secured with the two non-interest bearing promissory notes and secured by a general security agreement. CT Developers Ltd. has demanded the immediate return of these advances.

Bee Vectoring Technology Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the year ended September 30, 2014

The following Management Discussion and Analysis ("**MD&A**") was prepared by the management of Bee Vectoring Technology Inc. ("**BVT**", or the "**Company**"). The management of Bee Vectoring believes that the audited financial statements and this MD&A do not contain any untrue fact or omit a material fact, and present fairly Company's financial position, results of operations and cash flows.

The MD&A is a narrative explanation, through the eyes of the management of Bee Vectoring, of how the Company performed during the year ended September 30, 2014 and of the Company's financial condition and future prospects. This discussion and analysis complements the audited financial statements for the year and period ended September 30, 2014 and 2013, but does not form part of them. Therefore, this discussion and analysis should be read in conjunction with the audited financial statements as at September 30, 2014 and related notes thereto. The Company's audited financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented are stated in Canadian dollars, unless otherwise indicated.

Cautionary Statements:

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, price volatility for precious metals, changes in equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data, the possibility that future exploration results will not be consistent with the Company's expectations, increases in costs, environmental compliance and changes in environmental legislation and regulation, exchange rate fluctuations, changes in economic and political conditions and other risks, as well as those risk factors listed in the "Risk Factors" section below. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for the Company's activities; operating and development costs; its ability to retain and attract skilled staff and consultants; market competition; and general business and economic conditions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements.

Report's date

The MD&A was prepared with the information available as at May 29, 2015.

Company Overview:

The Company was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on January 24, 2012. The Company is focused on the control of pests and enhancement of crops and ornamentals through the use of biological controls in a variety of application processes.

The Company and its scientific team have developed a globally patented bee vectoring technology; using bees to deliver commonly found organic fungi to flowering plants, acting as an organic pesticide as well as a fertilizer, all without water. The technology has been tested on and has been proven to effectively and organically control harmful diseases affecting important crops such as sunflowers, canola, strawberries, raspberries, pears, tomatoes, blueberries, almonds, peppers, eggplant, pumpkins, various melons, kiwi, apples and coffee, among others.

On September 9, 2013, the Company entered into a letter of intent with CT Developers Ltd., ("CT"), whereby CT was to acquire all of the issued and outstanding shares of the Company at a deemed value of $8,000,000 in exchange for 32,000,000 common shares of CT (the "Transaction Shares") to be issued at a deemed value of $0.25 per share. CT is a Capital Pool Company as defined by Policy 2.4 Capital Pool Companies of the TSX Venture Exchange and pursuant to Section 8.5 of the Policy and in connection with the Qualifying Transaction. CT Developers Ltd. announced on March 11, 2015 that it was unable to complete its previously announced Qualifying Transaction with the Company as it was not able to arrange appropriate financing and despite TSXV conditional approval being granted, the transaction was unable to close. The proposed Qualifying Transaction was terminated but in order to allow the continuation of the Company's business, the advances in the aggregate amount of $250,000 were secured with the two non-interest bearing promissory notes and secured by a general security agreement. CT Developers Ltd. has demanded the immediate return of these advances.

The Company is now negotiating with Unique Resources Corp. ("UQ") whereby UQ will acquire all of the issued and outstanding shares of the Company, the interest bearing convertible debentures, the non-interest bearing convertible debentures and the promissory note for a total value of $4,354,000 in exchange for 19,200,000 common shares of UQ (the "Transaction Shares") issued at a deemed value of $0.25 per common share (the "Proposed Transaction"). As a result the Proposed Transaction will be accounted for as a reverse takeover transaction involving a non-public operating entity and a non-operating public company which is in substance a share-based payment transaction, rather than a business combination.

Selected Interim Financial Information:

A summary of selected financial information for the year ended is as follows:

Statement of Loss and Comprehensive Loss:	**September 30, 2014**	**September 30, 2013**
Sales	$NIL	$11,075
Gross margin (loss)	$NIL	$(18,435)
Net loss and comprehensive loss for the period	$428,661	$161,502
Statement of Financial Position:		
Working capital deficiency	$768,137	$349,101
Total assets	$390,808	$184,769
Long-term liabilities	$195,000	$NIL

Sales:

Sales for the year ended September 30, 2014 were $Nil compared with $11,075 in the prior year.

Gross Profit:

Gross profit for the year ended September 30, 2014 was $NIL compared with gross loss of $18,435 in the prior year.

Operating Expenses:

Operating expenses for the year ended September 30, 2014 were $428,661 compared with $143,069 in the prior year for an increase of $285,594. Revenues have been recognized from government grants received of $76,029 under a contribution agreement with Agriculture and Agri-Food Canada under its AgriInnovation Program for the Company's "Canola Seed Protection" project for the funding of certain project costs incurred.

Liquidity and Capital Resources:

As at September 30, 2014, the Company had $8,099 in cash compared to $2,665 as at September 30, 2013 and a working capital deficiency of $768,137 compared to $349,101, respectively. The Company had historically relied on the related party financing to meets its obligations but in the current year funds were provided by arm's length parties as evidenced by promissory notes and convertible debentures. It is management's intention to secure additional capital through equity financing in connection with the Proposed Transaction. The continuing operations of the Company are dependent upon its ability to raise adequate financing and develop profitable operations in the future.

Management believes the Company will require an estimated $2-million to achieve commercial operations, allocated as follows:

- $1.1-million -- acquire government label registration in Canada/U.S., and EU;
- $500,000 -- set up facility with machinery for production (machinery includes tray filling machines, blenders and fermenters);
- $400,000 -- working capital.

Transactions with Related Parties:

On October 1, 2013 a promissory note was issued in favour of Chelsian for advances made to the Company in the amount of $236,600, non-interest bearing, secured by a general security agreement, and due on demand. The note was amended on March 1, 2014 to include additional advances in the amount of $8,246 for a total of $244,846 and with terms that should the Company seek listing on the TSX Venture Exchange or the Toronto Stock Exchange or any other stock exchange, the full amount owing is to convert into common shares of the acquiring party at a price per common share equal to a 20% discount of the price of the common shares at the time of such listing by the Company, or the common shares of an affiliated company by way of reverse-take over, amalgamation or other corporate change. Subsequent to the year end, there is a proposal for the conversion of the note to common shares on a proposed reverse take-over transaction.

Other Note Payable

On September 9, 2013, the Company entered into a letter of intent with CT Developers Ltd., ("CT"), whereby CT was to acquire all of the issued and outstanding shares of the Company at a deemed value of $8,000,000 in exchange for 32,000,000 common shares of CT (the "Transaction Shares") to be issued at a deemed value of $0.25 per share. CT is a Capital Pool Company as defined by Policy 2.4 Capital Pool Companies of the TSX Venture Exchange and pursuant to Section 8.5 of the Policy and in connection with the Qualifying Transaction. CT advanced funds in the amounts of $150,000 and $100,000 for an aggregate amount of $250,000 to the Company. The advances are evidenced by two promissory notes, non-interest bearing and the Company had agreed to repay CT at the earlier of: (1) following completion of the Qualifying Transaction and (ii) within 30 days following termination of the Qualifying Transaction. As at September 30, 2014 the note remains unpaid and payment has subsequently been demanded.

Convertible Debentures

During the year the Company completed the following financings:

Convertible debentures, bearing interest at 8% per annum, compounded semi-annually, in the aggregate principal amount of $50,000; and convertible debentures, non-interest bearing, in the aggregate principal amount of $145,000.

On November 1, 2013 and on March 1, 2014 the Company agreed upon the execution of the Chelsian promissory note to issue an unsecured convertible debenture in respect of legal fees incurred by the Company for the amount of $50,000. The aggregate principal amount for this debenture is included in the $145,000 noted above.

Also included in the $145,000 non-interest bearing debentures is $50,000 owing to a shareholder and director of the Company; $22,500 owing to a corporation owned by a shareholder who is also a director of the Company; and $50,000 owing to a law firm acting as legal counsel to the Company.

Should the Company seek listing on the TSX Venture Exchange or the Toronto Stock Exchange or any other stock exchange, the full amount owing on these debentures is to convert into common shares of the acquiring party at $0.20 per common share, except for the $50,000 debenture owing to the law firm which is to convert at $0.25 per common share, or the common shares of an affiliated company by way of reverse-take over, amalgamation or other corporate change. Subsequent to the year end, there is a proposal for the conversion of the convertible debentures to common shares on a proposed reverse take-over transaction.

Financial Instruments and Other Instruments:

The Company’s financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, and due to related parties. It is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Significant Accounting Policies:

The Company’s significant accounting policies are summarized in Note 2 to the financial statements for the year ended September 30, 2014.

Off balance sheet arrangements:

The Company has no off balance sheet arrangements.

Proposed Qualifying Transaction:

The Company is negotiating with Unique Resources Corp. ("UQ") whereby UQ will acquire all of the issued and outstanding shares of the Company, the interest bearing convertible debentures, the non-interest bearing convertible debentures and the promissory note with Chelsian at a deemed value of $4,354,000 in exchange for 19,200,000 common shares of UQ (the "Transaction Shares") issued at a deemed value of $0.25 per common share (the "Proposed Transaction").

As a result the Proposed Transaction will be accounted for as a reverse takeover transaction involving a non-public operating entity and a non-operating public company which is in substance a share-based payment transaction, rather than a business combination.

The Company received funds in the amount of $25,000 on March 12, 2015 from Unique Resources Corp., non-interest bearing and payable at the earliest of: (i) following completion of the reverse take-over as defined by Policy 5.2 of the TSX Venture Exchange or (ii) within 30 days following termination of the reverse take-over. The Company has the right to prepay at any time part of the principal amount without notice, bonus or penalty.

Bee Vectoring Technology Inc.

Financial Statements

For the Year Ended September 30, 2013 and for the Period From January 24, 2012 to September 30, 2012

Collins Barrow
Chartered Accountants

Collins Barrow Toronto LLP
Collins Barrow Place
11 King Street West
Suite 700, Box 27
Toronto, Ontario
M5H 4C7 Canada

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Bee Vectoring Technology Inc.

We have audited the accompanying financial statements of Bee Vectoring Technology Inc. which comprise the statements of financial position as at September 30, 2013 and September 30, 2012 and the statements of comprehensive loss, changes in shareholders' deficiency, and cash flows for the year ended September 30, 2013 and for the period from January 24, 2012 to September 30, 2012 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Bee Vectoring Technology Inc. as at September 30, 2013 and September 30, 2012, and its financial performance and its cash flows for the year ended September 30, 2013 and for the period from January 24, 2012 to September 30, 2012 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that Bee Vectoring Technology Inc. has negative working capital at September 30, 2013 and September 30, 2012 which indicates the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Collins Barrow Toronto LLP

Licensed Public Accountants
Chartered Accountants
April 28, 2014
Toronto, Ontario

Bee Vectoring Technology Inc.
Statements of Financial Position
As at September 30, 2013 and 2012

		2013		2012
Assets				
Current				
Cash	$	**2,665**	$	10,981
Accounts receivable		**477**		944
Sales tax receivable		**13,765**		-
		16,907		11,925
Intangible assets (Note 3)		**84,989**		67,451
Moulds and dies (Note 4)		**71,576**		71,576
Property, plant and equipment (Note 5)		**11,297**		-
	$	**184,769**	$	150,952
Liabilities				
Current				
Accounts payable and accrued liabilities	$	**100,360**	$	9,668
Sales tax payable		**-**		1,383
Due to related parties (Note 6)		**265,648**		159,647
		366,008		170,698
Shareholders' Deficiency				
Share capital (Note 8)		**19**		10
Deficit		**(181,258)**		(19,756)
		(181,239)		(19,746)
	$	**184,769**	$	150,952

Going concern (Note 1)

Subsequent events (Note 12)

Approved by the Board ***"Jim Molyneux"*** Director **(Signed)** ***"Michael Collinson"*** Director **(Signed)**

Bee Vectoring Technology Inc.
Statements of Comprehensive Loss
Year Ended September 30, 2013 and for the Period From January 24, 2012 (Date of Incorporation) to September 30, 2012

	2013	2012
Sales	$ 11,075	$ 10,637
Cost of sales	29,510	-
Gross profit	(18,435)	10,637
Expenses		
Advertising and promotion	2,158	-
Bad debts	944	-
Commissions	-	11,250
Interest and bank charges	354	94
Office and general	754	140
Professional fees	37,771	2,668
Project costs	14,921	8,209
Rent expenses	18,964	-
Travel and automobile	11,456	8,032
Sub-contracted services	55,745	-
	143,067	30,393
Net loss and comprehensive loss for the period	$ (161,502)	$ (19,756)
Loss per share		
Basic and diluted	$ (1,242)	$ (198)
Weighted average number of common shares outstanding		
Basic and diluted	130	100

See accompanying notes

Bee Vectoring Technology Inc.
Statements of Changes in Shareholders' Deficiency
Year Ended September 30, 2013 and for the Period From January 24, 2012 (Date of Incorporation) to September 30, 2012

	Share Capital			
	Number of Shares	Amount	Deficit	Total
Balance, January 24, 2012 (date of incorporation)	-	$ -	$ -	$ -
Issuance of common shares	100	10	-	10
Total comprehensive loss for the period	-	-	(19,756)	(19,756)
Balance, September 30, 2012	**100**	**10**	**(19,756)**	**(19,746)**
Issuance of common shares	89	9	-	9
Total comprehensive loss for the year	-	-	(161,502)	(161,502)
Balance, September 30, 2013	**189**	**$ 19**	**$ (181,258)**	**$ (181,239)**

See accompanying notes

Bee Vectoring Technology Inc.
Statements of Cash Flows
Year Ended September 30, 2013 and for the Period From January 24, 2012 (Date of Incorporation) to September 30, 2012

	2013	2012
Cash provided by (used in)		
Operations		
Net loss	$ (161,502)	$ (19,756)
Net changes in non-cash working capital		
Accounts receivable	467	(944)
Sales tax receivable/ payable	(15,148)	1,383
Accounts payable and accrued liabilities	90,692	9,668
	(85,491)	(9,649)
Investing		
Purchase of intangible assets	(17,538)	(67,451)
Purchase of moulds and dies	-	(71,576)
Purchase of property, plant and equipment	(11,297)	-
	(28,835)	(139,027)
Financing		
Share capital issuance	9	10
Advances from related parties	106,001	159,647
	106,010	159,657
Net change in cash	(8,316)	10,981
Cash, beginning of year	10,981	-
Cash, end of year	$ 2,665	$ 10,981

See accompanying notes

1. BUSINESS OF THE COMPANY AND GOING CONCERN

Bee Vectoring Technology Inc. ("the Company") was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on January 24, 2012. The Company is focused on the control of pests and enhancement of crops and ornamentals through the use of biological controls in a variety of application processes. The Company's primary office is located at 48 William Street East, Caledon, Ontario, L7K 1N7.

The financial statements were approved by the Company's Board of Directors and authorized for issue on April 28, 2014

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to develop profitable operations in the future. The Company has generated operating losses since inception and has a working capital deficiency as at September 30, 2013 of $349,101.

The ability of the Company to continue as a going concern is dependant upon completion of the proposed qualifying transaction and concurrent financing as described in Note 11.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are prepared by the Company in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non current assets, financial assets and financial liabilities. The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates. Significant estimates include the valuation of moulds and intangible assets.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Intangible Assets

The Company has intangible assets consisting of costs related to the application of three patents. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred.

The Company does not hold any intangible assets with indefinite lives.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there are indications that the intangible asset may be impaired. The amortization method and amortization period of an intangible asset with a finite life is reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Amortization is recognized in statement of comprehensive loss on a straight-line basis over the estimated useful lives of intangible assets from the date the patent is granted and is available for use. As at September 30, 2013 the patents were not yet granted and therefore no amortization has been recognized.

Moulds and Dies

Moulds and dies are recorded at cost. Depreciation is provided over the expected useful lives of the moulds and dies using the straight line depreciation method. The moulds and dies have an expected useful life of 5 years.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost less accumulated amortization. Amortization is calculated over the estimated useful lives of the assets. The Company currently possesses autoclave equipment which has a useful life of 20 years.

Impairment of Long-Lived Assets

Moulds and intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

Revenue Recognition

The Company recognizes revenue from sales of products when it ships the products to the customer and collectability is reasonably assured. Ownership transfers at the point of shipment.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income Taxes

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

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

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

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Earnings Per Share

Basic earnings per share amounts are calculated by dividing net income for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings per share amounts are calculated by dividing the net income attributable to common shareholders by the weighted average number of common shares outstanding during the period plus the weighted average number of common shares that would be issued on the conversion of all the dilutive potential ordinary shares into common shares.

Financial Instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired principally for the purpose of being resold in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets described above.

The Company has classified its cash and accounts receivables as loan and receivables.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried on the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

Other financial liabilities - This category includes accounts payables and accrued liabilities and due to related parties which are recognized at amortized cost.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Accounting Standards Issued But Not Yet Applied

The Company has reviewed changes to accounting standards that become effective in future periods. Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below:

IFRS 9, Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

IFRS 10, Consolidated Financial Statements ("IFRS 10") was issued by the IASB on May 12, 2011 and will replace portions of IAS 27 Consolidated and Separate Financial Statements and interpretation SIC-12 Consolidated - Special Purpose Entities. IFRS 10 incorporates a single model for consolidating all entities that are controlled and revises the definition of control to be "An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee. Along with control, the new standard also focuses on the concept of power, both of which will include a use of judgment and continuous reassessment as facts and circumstances change. IFRS 10 is effective for annual periods beginning on or after January 1, 2013.

IFRS 11, Joint Arrangements ("IFRS 11") was issued by the IASB on May 12, 2011 and will replace IAS31, Interest in Joint Ventures. The new standard will apply to the accounting for interest in joint arrangements where there is joint control. Joint arrangements will be separated into joint ventures and joint operations. The structure of the joint arrangement will no longer be the most significant factor on classifying a joint arrangement as either a joint operation or a joint venture. Proportionate consolidation will be removed and replaced with equity accounting. IFRS 11 is effective for annual periods beginning on or after January 1, 2013.

IFRS 12, Disclosure of Interest in Other Entities ("IFRS 12") was issued by the IASB on May 12, 2011. The new standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements. IFRS 12 is effective for annual periods beginning on or after January 1, 2013.

IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The Standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in IFRS 13 are more extensive than those required in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under IFRS 7 Financial Instruments: Disclosures will be extended by IFRS 13 to cover all assets and liabilities within its scope. IFRS 13 is effective for annual periods beginning on or after January 1, 2013.

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Accounting Standards Issued But Not Yet Applied (Cont'd)

IAS 28, Investments in Associates and Joint Ventures prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture). This standard is effective for annual periods beginning on or after January 1, 2013.

The Company is currently assessing the impact that the adoption of the new standards may have on its financial statements and intends to adopt these standards when they become effective.

3. INTANGIBLE ASSETS

Cost	
Balance at January 24, 2012	$ -
Additions for the period	**67,451**
Balance at September 30, 2012	**67,451**
Additions for the year	**17,538**
Balance at September 30, 2013	$ **84,989**

4. MOULDS AND DIES

Cost	
Balance at January 24, 2012	$ -
Additions for the period	**71,576**
Balance at September 30, 2012	**71,576**
Balance at September 30, 2013	$ **71,576**

5. PROPERTY AND EQUIPMENT

Cost	
Balance at September 30, 2012	$ -
Additions for the year	**11,297**
Balance at September 30, 2013	$ **11,297**

6. RELATED PARTIES BALANCES AND TRANSACTIONS

At the end of the year, the amounts due to related party is as follows:

		2013		2012
Due to shareholders	$	(16,175)	$	(2,918)
Due to Chelsian Sales and Marketing Inc.		(249,473)		(156,729)
	$	(265,648)	$	(159,647)

All related party balances are non-interest bearing and due on demand. The Company is related to Chelsian Sales and Marketing Inc. ("Chelsian") by virtue of common control.

On October 1, 2013, the Company signed a general security agreement securing the loan due to Chelsian Sales and Marketing Inc. The Company granted the lender a general security on all the assets of the Company.

During the year ended September 30, 2013, the Company purchased $22,198 of sample inventory from Chelsian. This transaction is in the normal course of business as agreed by the parties.

During the year ended September 30, 2013, the Company spent $600 (2012- $7,000) on consulting services that were performed by a Director of the Company. This transaction is in the normal course of business as agreed by the parties. This was the only amount relating to key management compensation.

During the year ended September 30, 2012, the Company purchased moulds valued at $71,576 from Chelsian Sales and Marketing Inc. This transaction is in the normal course of business as agreed by the parties.

7. FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Values

As at September 30, 2013, the carrying amount of the Company's financial instruments, which consist of cash, accounts receivables, accounts payable and accrued liabilities and due to related parties approximates their fair value because of the short-term maturities of these items.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the end of the reporting period is the carrying value of its financial assets. Cash is held with large financial institution in Canada, and management believes that exposure to credit risk is not significant.

7. FINANCIAL INSTRUMENTS (Cont'd)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising financing from related parties in a timely manner and by maintaining sufficient cash in excess of anticipated needs. See note 1 for further disclosure on the going concern assumption.

The Company's accounts payable and accrued liabilities are subject to normal trade terms and have contractual maturities payable within 30 days for 2013 and 2012.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

8. SHARE CAPITAL

		2013	2012
Authorized			
unlimited	common shares		
Issued			
189	common shares	**$ 19**	$ 10

On January 24, 2012, 100 shares were issued at $0.10 each.

On June 1, 2013, 89 shares were issued at $0.10 each.

9. INCOME TAXES

The combined Canadian federal and provincial statutory income tax rate of 26.5% applied to the amount recorded in the statement of comprehensive loss differs from the income tax provision of $nil due to the tax benefits not recognized. The main tax benefit that is not being recognized is the $181,258 of non-capital loss carryforwards, which expire in fiscal 2022 and 2023.

Deferred tax assets have not been recognized in respect to the loss carryforward items because it is not currently probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

10. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development and commercialization of its technologies. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development and commercialization of the business. The Company defines capital that it manages as shareholders' equity.

The intellectual properties in which the Company currently has an interest are in the development stage; as such the Company has historically relied on the related party financing to fund its activities. The Company will continue to assess sources of financing available and to assess the potential for collaboration with interested partners with a view to managing the current financial resources and in the interest of sustaining the long-term viability of its research and development programs.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

11. PROPOSED QUALIFYING TRANSACTION

On September 9, 2013, the Company entered into a letter of intent with CT Developers Ltd., ("CT"), whereby CT will acquire all of the issued and outstanding shares of the Company at a deemed value of $8,000,000 in exchange for 32,000,000 common shares of CT (the "Transaction Shares") issued at a deemed value of $0.25 per share (the " Proposed Transaction").

CT is a Capital Pool Company as defined by Policy 2.4 Capital Pool Companies of the TSX Venture Exchange. Upon closing of the Proposed Transaction the former shareholders of the Company will control the combined entity. As a result the Proposed Transaction will be accounted for as a reverse takeover transaction involving a non-public operating entity and a non-operating public company which is in substance a share-based payment transaction, rather than a business combination.

All parties to the Proposed Transaction will use their best efforts to complete a concurrent fundraising (the "Fundraising") of subscription receipts to raise a minimum of $4,100,000 and a maximum of $5,100,000.

Subsequent to year end, and pursuant to Section 8.5 of the Policy and in connection with the Qualifying Transaction, CT advanced $250,000 to the Company. The advance is evidenced by a promissory note whereby the Company has agreed to repay CT at the earlier of: (1) following completion of the Qualifying Transaction and (ii) within 30 days following termination of the Qualifying Transaction.

12. SUBSEQUENT EVENTS

Subsequent to year-end the Company completed the following financings:

The Company completed a series of issuances of convertible debentures in the aggregate principal amount of $389,846. Of total principal, $244,846 of the debentures issued were on conversion of an amount due to a related party.

The Company was advanced $250,000 from CT as part of a proposed transaction referred to in note 11).

Bee Vectoring Technology Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the year ended September 30, 2013

The following Management Discussion and Analysis ("**MD&A**") was prepared by the management of Bee Vectoring Technology Inc. ("**BVT**", or the "**Company**"). The management of Bee Vectoring believes that the audited financial statements and this MD&A do not contain any untrue fact or omit a material fact, and present fairly Company's financial position, results of operations and cash flows.

The MD&A is a narrative explanation, through the eyes of the management of Bee Vectoring, of how the Company performed during the year ended September 30, 2013 and of the Company's financial condition and future prospects. This discussion and analysis complements the audited financial statements for the year and period ended September 30, 2013 and 2012, but does not form part of them. Therefore, this discussion and analysis should be read in conjunction with the audited financial statements as at September 30, 2013 and related notes thereto. The Company's audited financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented are stated in Canadian dollars, unless otherwise indicated.

Cautionary Statements:

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, price volatility for precious metals, changes in equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data, the possibility that future exploration results will not be consistent with the Company's expectations, increases in costs, environmental compliance and changes in environmental legislation and regulation, exchange rate fluctuations, changes in economic and political conditions and other risks, as well as those risk factors listed in the "Risk Factors" section below. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for the Company's activities; operating and development costs; its ability to retain and attract skilled staff and consultants; market competition; and general business and economic conditions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements.

Report's date

The MD&A was prepared with the information available as at May 5, 2014.

Company Overview:

The Company was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on January 24, 2012. The Company is focused on the control of pests and enhancement of crops and ornamentals through the use of biological controls in a variety of application processes.

The Company and its scientific team have developed a globally patented bee vectoring technology; using bees to deliver commonly found organic fungi to flowering plants, acting as an organic pesticide as well as a fertilizer, all without water. The technology has been tested on and has been proven to effectively and organically control harmful diseases affecting important crops such as sunflowers, canola, strawberries, raspberries, pears, tomatoes, blueberries, almonds, peppers, eggplant, pumpkins, various melons, kiwi, apples and coffee, among others.

On September 9, 2013, the Company entered into a letter of intent with CT Developers Ltd. ("CT") whereby CT will acquire all of the issued and outstanding shares of the Company at a deemed value of $8,000,000 in exchange for 32,000,000 common shares of CT (the "Transaction shares" issued at a deemed value of $0.25 per shares (the "Proposed Transaction")

CT is a Capital Pool Company as defined by Policy 2.4 Capital Pool Companies of the TSX Venture Exchange. Upon closing of the Proposed Transaction the former shareholders of the Company will control the combined entity.

Selected Interim Financial Information:

A summary of selected financial information for the year ended is as follows:

Statement of Loss and Comprehensive Loss:	**September 30, 2013**	**September 30, 2012**
Sales	$11,075	$10,637
Gross profit (loss)	$(18,435)	$10,637
Net loss and comprehensive loss for the period	$161,502	$19,756
Statement of Financial Position:		
Working capital deficiency	$349,103	$158,773
Total assets	$184,768	$150,952
Long-term liabilities	$NIL	$NIL

Sales:

Sales for the year ended September 30, 2013 were $11,075 compared with $10,637 in the prior year which was an increase of $438 or 4%.

Gross Profit:

Gross loss for the year ended September 30, 2013 was $18,435 compared with gross profit in $10,637 in 2012.

Operating Expenses:

Operating expenses for the year ended September 30, 2013 of $143,069 were $112,676 higher than the prior year of $30,393.

Liquidity and Capital Resources:

As at September 30, 2013, the Company had $2,665 in cash compared to $10,981 as at September 30, 2012 and a working capital deficiency of $349,103 and $158,733 respectively. The Company has historically relied on the related party financing to meets its obligations. However, it is also management intention to secure additional capital through equity financing in connection with the Proposed Transaction. The continuing operations of the Company are dependent upon its ability to raise adequate financing and develop profitable operations in the future.

Management believes the Company will require an estimated $2-million to achieve commercial operations, allocated as follows:

- $1.1-million -- acquire government label registration in Canada/U.S., and EU;
- $500,000 -- set up facility with machinery for production (machinery includes tray filling machines, blenders and fermenters);
- $400,000 -- working capital.

Transactions with Related Parties:

On October 1, 2013, the Company signed a general security agreement securing the loan due to Chelsian Sales and Marketing Inc. The Company granted the lender a general security on all the assets of the Company. During the year ended September 30, 2013, the Company purchased $22,198 of sample inventory from Chelsian. This transaction is in the normal course of business as agreed by the parties. During the year ended September 30, 2013, the Company spent $600 (2012- $7,000) on consulting services that were performed by a Director of the Company. This transaction is in the normal course of business as agreed by the parties. This was the only amount relating to key management compensation. During the year ended September 30, 2012, the Company purchased moulds valued at $71,576 from Chelsian Sales and Marketing Inc. This transaction is in the normal course of business as agreed by the parties.

Financial Instruments and Other Instruments:

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, and due to related parties. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

Significant Accounting Policies:

The Company's significant accounting policies are summarized in Note 2 to the financial statements for the period ended September 30, 2013.

Off balance sheet arrangements:

The Company has no off balance sheet arrangements.

Proposed Qualifying Transaction:

On September 9, 2013 the Company entered into a letter of intent with CT Developers Ltd., ("CT"), whereby CT will acquire all of the issued and outstanding shares of the Company at a deemed value of $8,000,000 in exchange for 32,000,000 common shares of CT (the "Transaction Shares") issued at a deemed value of $0.25 per share (the " Proposed Transaction").

CT is a Capital Pool Company as defined by Policy 2.4 Capital Pool Companies of the TSX Venture Exchange. Upon closing of the Proposed Transaction the former shareholders of the Company will control the combined entity. As a result the Proposed Transaction will be accounted for as a reverse takeover transaction involving a non-public operating entity and a non-operating public company which is in substance a share-based payment transaction, rather than a business combination.

All parties to the Proposed Transaction will use their best efforts to complete a concurrent fundraising (the "Fundraising") of subscription receipts to raise a minimum of $4,100,000 and a maximum of $5,100,000.

Subsequent to year-end the Company completed the following financings:

The Company completed a series of issuances of convertible debentures in the aggregate principal amount of $389,846. Of total principal, $244,846 of the debentures issued were on conversion of an amount due to a related party.

The Company was advanced $250,000 from CT as part of a Proposed Qualifying Transaction.

EXHIBIT C

PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

Unique Resources Corp.
Pro Forma Consolidated Statement of Financial Position
As at December 31, 2014
(Unaudited)

	Bee Vectoring Technology Inc. as at December 31, 2014	Unique Resources Corp. as at December 31, 2014	Note	Adjustment	Pro Forma Consolidated
Assets					
Current assets					
Cash	$ -	$ 232,634	2(c)	$ 3,100,000	
			2(d)	(348,000)	
			2(i)	(150,000)	
			2(h)	33,500	2,868,134
Accounts receivable	-	868			868
Sales Tax Receivable	30,054	-			30,054
Prepaid expenses and deposits	-	2,144			2,144
	30,054	235,646		2,635,500	2,901,200
Deposit	66,076				66,076
Mineral property		40,000	2(b)	(40,000)	-
Equipment	6,368				6,368
Intangible assets	230,990	-			230,990
Moulds and dies	53,682	-			53,682
	$ 387,170	$ 275,646		$ 2,595,500	$ 3,258,316
Liabilities					
Current liabilities					
Bank overdraft	$ 654	$ -		$ -	$ 654
Accounts payable and accrued liabilities	266,440	3,157			269,597
Due to related parties	41,349				41,349
Current portion of promissory notes payable	494,846		2(g)	(244,846)	250,000
Current portion of convertible debentures	95,000		2(h)	(95,000)	-
	898,289	3,157		(339,846)	561,600
Convertible debentures	140,800		2(h)	(140,800)	-
	1,039,089	3,157		(480,646)	561,600
Shareholders' equity					
Share capital	19	908,295	2(b)	(908,295)	
			2(b)	1,505,640	
			2(c)	3,100,000	
			2(d)	(348,000)	
			2(f)	(130,000)	
			2(g)	244,846	
			2(h)	269,300	4,641,805
Share-based payments reserve	-	217,491	2(a)	(217,491)	-
			2(b)	364,000	
			2(f)	130,000	494,000
Deficit	(651,938)	(853,297)	2(b)	853,297	
			2(b)	(1,637,151)	
			2(i)	(150,000)	(2,439,089)
	(651,919)	272,489		3,076,146	2,696,716
	$ 387,170	$ 275,646		$ 2,595,500	$ 3,258,316

Unique Resources Corp. and Bee Vectoring Technology Inc.
Notes to Pro Forma Consolidated Statement of Financial Position as at December 31, 2014
(Unaudited)

1. Basis of Presentation

The accompanying unaudited pro forma consolidated statement of financial position of Unique Resources Corp. ("Unique") has been prepared by management to reflect the acquisition of Bee Vectoring Technology Inc. ("Bee Vectoring") by Unique after giving effect to the proposed transactions (the "Transaction") as described in Note 2.

The unaudited pro forma statement of financial position has been prepared from information derived from and should be read in conjunction with the following:

1. The audited financial statements of Unique as at and for the years ended September 30, 2014 and 2013 and for the years then ended and the unaudited condensed interim financial statements of Unique as at and for the period ended December 31, 2014.

2. The audited financial statements of Bee Vectoring as at September 30, 2014 and 2013 and for the years then ended and the unaudited condensed interim financial statements of Bee Vectoring as at and for the period ended December 31, 2014.

The unaudited pro forma consolidated statement of financial position has been presented assuming the Transaction had been completed on December 31, 2013.

The Transaction has been accounted for in accordance with IFRS 2, Share-Based Payment. The Transaction is considered to be a reverse takeover of Unique by Bee Vectoring. The Transaction has been accounted for in the unaudited pro forma consolidated statement of financial position as a continuation of the financial statements of Bee Vectoring, together with a deemed issuance of shares, equivalent to the shares held by the former shareholders of Unique and a re-capitalization of the equity of Bee Vectoring. The fair value of the shares issued was determined based on the fair value of the common shares concurrently with the Transaction (see note 2(c)).

The unaudited pro forma consolidated statement of financial position has been prepared by management, and, in the opinion of management, include all adjustments necessary for fair presentation. No adjustments have been made to reflect additional costs or cost savings that could result from the combination of the operations of Unique and Bee Vectoring, as management does not anticipate any material costs or cost savings as a result of this Transaction.

The unaudited pro forma consolidated statement of financial position has been prepared for illustration purposes only and may not be indicative of the combined results or financial position had the Transaction been in effect at the date indicated.

2. Pro Forma Assumptions and Adjustments

On March 11, 2015, Unique entered into a letter of intent with Bee Vectoring to complete the Transaction whereby all of the issued and outstanding securities of Bee Vectoring, a non-reporting issuer incorporated under the Canadian Business Corporations Act, will be exchanged for securities of Unique subject to a number of conditions. Immediately prior to the Transaction Unique will complete a 2.4 to 1 consolidation of its issued and outstanding common shares.

The unaudited pro forma consolidated statement of financial position gives effect to the following assumptions and adjustments:

a) The issuance by Unique of 19,200,000 common shares, to acquire 100% of the issued and outstanding common shares of Bee Vectoring.

b) Share capital, share-based payment reserve and the deficit of Unique are eliminated.

A reverse takeover transaction involving a non-public operating entity and a non-operating public company is in substance a share-based payment transaction, rather than a business combination. The transaction is equivalent to the issuance of shares by the non-public operating entity, Bee Vectoring, for the net assets and the listing status of the non-operating public company, Unique.

The fair value of the consideration is as follows:

Deemed issuance of 6,022,562 common shares to the former shareholders of Unique	$1,505,640
Deemed issuance of 375,000 stock options and 2,708,333 Share purchase warrants to former option and warrant Holders of Unique	364,000
	$1,869,640

The allocation of the consideration is as follows:

Cash	$ 232,634
Accounts receivable	868
Prepaid expenses	2,144
Accounts payable and accrued liabilities	(3,157)
Listing costs expensed	1,273,151
Value attributed to Bee Vectoring shares issued	$1,869,640

Upon closing of the Transaction, the former shareholders of Unique and Bee Vectoring will respectively control 6,022,562 and 19,200,000 common shares of the resulting issuer.

2. Pro Forma Assumptions and Adjustments – continued

c) Concurrently with the Transaction, Unique intends to complete a private placement of 12,400,000 common shares at a price of $0.25 per unit for gross proceeds of $3,100,000 (the "Private Placement").

d) The agent of the Private Placement will receive as compensation 8% of the gross proceeds ($248,000) the financing as commission and a corporate finance fee of $100,000 for total cash share issue costs of $348,000.

e) The agent of the Private Placement will receive an additional corporate finance fee in the form of 200,000 common shares of the resulting issuer valued at $50,000. This has a $Nil impact on the consolidated statement of financial position.

f) The agent of the Private Placement will receive a 992,000 agent options at an exercise price of $0.25 per share for a period of two years. The agent options have been valued at $130,000, using the Black-Scholes option pricing model with the following assumptions, all of which have been treated as a period expense:

Risk- free interest rate	1.00%
Dividend yield	Nil
Volatility factor	100%
Expected life	2 years

g) On closing of the Transaction promissory notes with a principal balance of $244,846 will be converted into 1,224,230 common shares of the resulting issuer.

h) On closing of the Transaction convertible debentures with a principal balance of $269,300 (of which $33,500 worth were issued subsequent to December 31, 2014) will be converted into 1,302,499 common shares of the resulting issuer.

i) Costs directly attributable to the Transaction are estimated at $150,000.

j) The pro forma effective income tax rate applicable to the operations will be approximately 26%.

3. Pro Forma Share Capital

	Note	Number	Amount
Unique pre-consolidated common shares issued and outstanding as at December 31, 2014		14,454,148	$272,489
Bee Vectoring common shares issued and outstanding as at December 31, 2014		189	19
Adjustment for Transaction	2(b)	(189)	(272,489)
Acquisition of Unique at fair value	2(b)	(8,431,586)	1,505,640
Shares issued to Bee Vectoring shareholders in connection with the Transaction	2(a)	19,200,000	-
Shares issued in connection with the Private Placement	2(c)	12,400,000	3,100,000
Cash share issue costs related to the Private Placement	2(d)	-	(348,000)
Shares issued in lieu of cash for corporate finance fees related to the Private Placement	2(e)	200,000	-
Fair value of agent options	2(f)	-	(130,000)
Shares issued on conversion of promissory notes	2(g)	1,224,230	244,846
Shares issued on conversion of convertible debentures	2(h)	1,302,499	269,300
Pro forma share capital as at December 31, 2014		40,349,291	$4,641,805

EXHIBIT D

CERTIFICATE OF THE ISSUER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of the Issuer assuming completion of the Transaction.

"*Gary Freeman*"
Gary Freeman, Chief Executive Officer

"*Darryl Cardey*"
Darryl Cardey, Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"*Cale Moodie*"
Cale Moodie, Director

"*James Dawson*"
James Dawson, Director

EXHIBIT E

CERTIFICATE OF BVT

The foregoing as it relates to BVT constitutes full, true and plain disclosure of all material facts relating to the securities of BVT.

"*Michael Collinson*"
Michael Collinson, President

ON BEHALF OF THE BOARD OF DIRECTORS

"*Michael Collinson*"	"*Jim Molyneux*"
Michael Collinson	Jim Molyneux

EXHIBIT F

ACKNOWLEDGEMENT – PERSONAL INFORMATION

“**Personal Information**” means any information about an identifiable individual, and includes information contained in any items in the attached filing statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41 of Exchange Form 3D1/3D2, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

a. the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to Exchange Form 3B1/3B2; and

b. the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

Dated: May 29, 2015.

UNIQUE RESOURCES CORP.

“*Gary Freeman*”
Gary Freeman
Chief Executive Officer