

Courtland Capital Inc.
Condensed Interim Financial Statements
Unaudited – Prepared by Management
December 31, 2015

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

COURTLAND CAPITAL INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2015

(Unaudited)

(Stated in Canadian Dollars)

COURTLAND CAPITAL Inc.			
Statement of Financial Position			
stated in Canadian dollars			
	unaudited	audited	unaudited
	31-Dec-15	31-Mar-15	31-Dec-14
ASSETS			
Current Assets			
Chequing/Savings			
ATB CDN	59,265	29,016	26,142
ATB money markets	167,710	365,998	434,937
ATB Savings	69		
Total Chequing/Savings	227,045	395,014	461,079
Total Current Assets	227,045	395,014	461,079
Fixed Assets			
Other Long-term Assets	340,885	323,576	330,269
Total Fixed Assets	340,885	323,576	330,269
TOTAL ASSETS	567,930	718,590	791,348
LIABILITIES & EQUITY			
Liabilities			
Current Liabilities			
Accounts Payable			
Accounts Payable	7,795	51,131	8,314
Total Accounts Payable	7,795	51,131	8,314
Other Current Liabilities			
GST/HST Payable			-14,167
Total Other Current Liabilities			-14,167
Total Current Liabilities	7,795	51,131	-5,853
Total Liabilities	7,795	51,131	-5,853
Equity			
Common Stock	5,417,337	5,417,337	5,417,337
Paid-In Capital or Surplus	668,704	668,704	668,704
Other Comprehensive Income	-18,198	-95,414	-18,198
Retained Earnings	-5,400,384	-5,074,353	-5,151,569
Net Income	-107,324	-248,814	-119,072
Total Equity	560,135	667,459	797,202
TOTAL LIABILITIES & EQUITY	567,930	718,590	791,348

Going Concern (Note 2)

Approved on Behalf of the Board of Directors:

Signed "Rick Grass"

Signed "Gene Maher"

COURTLAND CAPITAL INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2015

(Unaudited)

(Stated in Canadian Dollars)

COURTLAND CAPITAL Inc.				
Statement of Financial Position				
unaudited : stated in Canadian dollars				
	Three months ended as of		Nine months ended as of	
	December 31,		December 31,	
	2015	2014	2015	2014
Income				
Interest Income	6,270	3,597	19,023	3,597
Total Income	6,270	3,597	19,023	3,597
Expense				
Bank Charges	33	32	117	331
Public Company Expense	6,167	3,048	12,030	7,353
Legal & Professional Fees	5,867	10,621	53,446	13,948
Office Supplies	3,000	12,469	3,089	56,411
Accounting Fees	4,280	179	4,280	179
Outside Services	15,000	20,000	40,000	40,000
GST Receivable Write Off	4,406	2,904	6,591	4,938
Travel Expenses	2,696		4,604	5,809
Misc expense FX exchange		-6,300	2,190	-6,300
Total Expense	41,449	42,953	126,347	122,669
Net income	-35,179	-39,356	-107,324	-119,072
Net Loss per share				
basic and diluted	-0.001	-0.001	-0.001	-0.001
weighted average commons shares	117,315,775	117,315,775	117,315,775	117,315,775

COURTLAND CAPITAL INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2015

(Unaudited)

(Stated in Canadian Dollars)

COURTLAND CAPITAL Inc.

Condensed Interim Statement of Cashflows

for nine months ended Dec 31,

stated in Canadian dollars

	2015	2014
OPERATING ACTIVITIES		
Net Income	-107,324	-119,072
Adjustments to reconcile Net Income to net cash provided by operations:		
2000 Accounts Payable	-43,336	8,314
1130 GST/HST Payable		-14,167
Net cash provided by Operating Activities	-150,660	-124,925
INVESTING ACTIVITIES		
1570 Other Long-term Assets	-17,310	-330,269
	-167,970	-455,194
Net cash beginning of period	395,014	461,534
Cash at end of period	<u>227,045</u>	<u>461,079</u>

The accompanying notes are an integral part of these condensed interim financial statements

1. General Information

iToolsUSA, LLC was organized as an Illinois limited liability company on August 30, 2004 under the Business Corporation Act of 1983. On October 21, 2005, iToolsUSA, LLC changed its name to ForceLogix, LLC. On April 14, 2008, under the Articles of Merger filed with the Secretary of State of Nevada and the Secretary of State of Illinois, ForceLogix, LLC merged with ForceLogix, Inc. with the surviving entity called ForceLogix, Inc. After giving effect to the merger, the financial statements have been prepared on a continuity of interests basis which recognizes ForceLogix, Inc. as the successor entity to the Company. As a result of the reverse takeover of Courtland Capital Corp. the continuing company changed its name to ForceLogix Technologies Inc. ("Forcelogix"). On February 25, 2011 the Company sold its operating subsidiary Forcelogix Technologies Inc. assets to Callidus Corp and changed its name to Courtland Capital Inc. ("the Company") and moved its operations back to Canada.

The condensed interim financial statements of the Company as at December 31, 2015 were authorized for issue in accordance with a resolution of the directors on **February 29, 2015**.

2. Going concern

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. As at December 31, 2015, the Company had an accumulated deficit of \$5,400,383. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company's ability to continue as a going concern is dependent upon its ability to attain profitable operations and generate funds there from, and to continue to obtain borrowings from third parties sufficient to meet current and future obligations and/or restructure the existing debt and payables. These financial statements do not reflect the adjustments or reclassification of assets and liabilities which would be necessary if the Company were unable to continue its operations.

3. Basis of preparation

Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with IFRS applicable to the preparation of interim financial statements including International Accounting Standard (IAS) 34. The condensed interim consolidated financial statements should be read in conjunction with the Company's annual financial statements for the year ended March 31, 2015.

Basis of measurement

The interim financial statements have been prepared under the historical cost method, except for the revaluation of certain financial assets and financial liabilities to fair value, including derivative instruments and share-based payments.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is a change from previous reporting periods.

4. Significant accounting policies

The condensed interim financial statements have been prepared following the same accounting policies and methods of computation as the Company's March 31, 2015 annual financial statements. The Company continues to assess the impact of adopting the pronouncements of the IABS as described in the Company's March 31, 2015 annual financial statements.

5. Loan and deposit receivables

On April 21, 2014, the Company entered into an arm's length non-binding letter of intent (the "new LOI") to acquire Fixed Income Solutions LLC ("FIS") through a business combination.

As previously announced on February 4, 2014, the Company had terminated the previous LOI (the "old LOI") with FIS and demanded repayment of a secured loan that had been previously advanced to FIS. Upon the termination of the old LOI the secured loan became payable.

Under the new LOI it is contemplated that the Company will acquire either the assets of FIS or acquire the owners' ("Members") interest in FIS in a merger or business combination (the "Transaction") for an aggregate purchase price of CAD\$2,100,000 (the "Purchase Price"). As part of the Transaction, it is expected that the Company will issue 35,000,000 common shares at a deemed price of CAD\$0.05 per share in satisfaction of a portion of the Purchase Price, for a deemed share consideration of CAD\$1,750,000. In addition, CAD\$300,000 of the Purchase Price will be satisfied by applying amounts owing by FIS to the Company pursuant to a secured loan as a credit against the Purchase Price, as described below. The balance of the Purchase Price, being CAD\$25,000, was previously advanced as a cash deposit under the old LOI and such amount continues to be a deposit against the purchase price under the new LOI.

The new LOI also contemplates the reinstatement of the secured loan that the Company had previously made to FIS in October 2013. The secured loan is for an aggregate of up to CAD\$300,000, bears interest at 7% per annum, and secured against all the present and future acquired properties of FIS. CAD\$175,000 has been advanced to FIS under the prior secured loan and remains outstanding today. A second advance of CAD\$75,000 was made to FIS on April 30, 2014 upon the execution of the amended and restated loan and security documentation. In the event the Transaction is completed the principal amount plus accrued interest under the loan will be applied as a credit against the Purchase Price for FIS. If the Transaction is not completed, FIS is required to repay the principal amount plus accrued interest.

6. Share Capital

a) Authorized

Unlimited number of common shares, without nominal or par value.

b) Issued

Common Shares	Number of Shares	Value
Balance March 31, 2015	117,315,775	\$5,417,337
Balance December 31, 2015	117,315,775	\$5,417,337

6. Share Capital (Continued from previous page)

During the period from April 1, 2014 to December 31, 2014 the Company issued 15,245,913

common shares upon the conversion of special warrants. The Company issued 51,000,000 special warrants as part of the acquisition of ForceLogix, Inc. in 2009 (the "Special Warrants"). The Special Warrants were issued at the deemed price of \$0.10 per Special Warrant. Special Warrants automatically convert into common shares of the Company on a one for one basis on the date that is four months and a day following the date of issuance, or at such other date as determined by the board of directors. The Company does not receive any additional consideration upon the conversion of the Special Warrants to common shares. The Special Warrants have been converted over time with the consent of the board of directors. With this most recent conversion of 15,245,913 Special Warrants to common shares there are no further Special Warrants issued or outstanding.

7. Financial Instruments and Risk Management

The Company, as part of its operations, carries financial instruments consisting of cash and accounts payable. It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Fair value

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities
- Level 2 fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The fair value of cash is determined on level 1 inputs. The fair value of accounts payable and is valued using Level 3 inputs. The carrying values of all financial instruments approximate their fair values due to their short-term nature. There has been no transfers of assets between levels in the years presented.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Credit risk from accounts receivable is minimized by establishing credit policies such as determining and monitoring customer credit limits, requiring credit approvals, and the monitoring of customer credit risks by grouping customers according to their credit characteristics. Other monitoring procedures are in place to recover overdue accounts, to ensure minimal dependencies on a small number of customers, and to assess impairment.

The maximum exposure to credit risk is the carrying value of the financial assets on the statement of financial position.

7. Financial Instruments and Risk Management *(continued from previous page)*

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its short-term obligations associated with financial liabilities. Liquidity needs are monitored by the Company to ensure it has sufficient funds to meet its liabilities when due, under normal and unexpected conditions, without incurring unacceptable losses or breaches in borrowing limits or covenants. Liquidity is managed by monitoring forecasted and actual cash flows, maintaining sufficient funds to meet expected operational expenses, and matching maturity profiles of financial assets and liabilities.

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2015, the Company had a cash balance of \$227,045 (December 31, 2014 - \$461,079). All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest rate risk

The Company has cash balances and no interest-bearing debt

ii. Foreign currency risk

The Company does not have assets or liabilities in foreign currency.

8. Capital Disclosures

The Company defines capital as shareholder's equity, and working capital. The Company's objective when managing capital is to provide an adequate return to shareholders by pricing products and services commensurate with the level of risk.

The Company manages its capital to ensure that it has the financial capacity, liquidity and flexibility to fund investments in development of the Company's sales performance management solutions. The Company relies on cash flow from operations, credit facility availability and equity offerings to fund its capital investments. The Company's long-term capital objectives are to maintain sufficient undrawn credit capacity to provide liquidity.

9. Related Party Transactions

Key management remuneration for the ninth month period ended December 31, 2015 was \$nil (December 31, 2014 - \$nil). The Company was charged approximately \$40,000 (December 31, 2013 - \$40,000) in the nine month period for management fees and office services by a company related through a common director. Accounts payable at December 31, 2015 is \$nil (December 31, 2014 - \$nil) due to this related company for the services incurred in the year. There were no other related party transactions in the year