PANTHEON VENTURES

Financial Statements

Years Ended
September 30, 2015 and 2014

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Pantheon Ventures Ltd.

We have audited the accompanying financial statements of Pantheon Ventures Ltd., which comprise the statements of financial position as at September 30, 2015 and 2014 and the statements of loss and 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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, these financial statements present fairly, in all material respects, the financial position of Pantheon Ventures Ltd. as at September 30, 2015 and 2014 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 describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Pantheon Ventures Ltd.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

November 16, 2015

Pantheon Ventures Ltd.

Statements of Financial Position
(Expressed in Canadian Dollars)

	September 30, 2015 ($)	Septmeber 30, 2014 ($)
ASSETS		
Current assets		
Cash	8,212	2,753
GST receivable	1,653	3,684
Prepaid expenses	5,000	-
	14,865	6,437
Equipment (Note 5)	-	217
	14,865	6,654
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Liabilities		
Accounts payable and accrued liabilities (Note 7)	121,172	242,582
Interest payable on related party loan (Note 9)	-	3,936
Interest payable on notes payable (Note 9)	1,505	4,229
Loan from related party (Note 9)	-	57,200
Notes payable (Note 9)	79,000	63,412
Due to related party (Note 10)	-	20,000
	201,677	391,359
Shareholders' deficiency		
Share capital (Note 8)	1,427,492	1,169,139
Reserves (Note 8)	207,516	44,727
Deficit	(1,821,820)	(1,598,571)
	(186,812)	(384,705)
	14,865	6,654

Nature of operations and going concern (Note 1)
Commitments and contingencies (Note 11)

These financial statements were authorized for issue by the Board of Directors on November 16, 2015. They are signed on behalf of the Board of Directors by:

"Brandon Boddy"
Brandon Boddy - Director

"Brett Matich"
Brett Matich - Director

Pantheon Ventures Ltd.

Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	Year Ended September 30, 2015	Year Ended September 30, 2014
	($)	($)
EXPENSES		
Advertising and promotion	1,285	1,425
Consulting fees (Note 10)	72,758	61,000
Depreciation	217	265
Finance costs (recovery)	-	(3,046)
Interest expense (Note 9)	1,505	6,031
Management fees (Note 10)	-	90,000
Office expenses	25,514	936
Professional fees	66,738	21,987
Regulatory and shareholders' services	26,824	22,998
Travel	51,709	-
Loss from operations	(246,550)	(201,596)
Extinguishment of accounts payable (Note 7)	2,264	-
Write-down of exploration and evaluation assets (Note 6)	-	(18,000)
Loss and comprehensive loss	(244,286)	(219,596)
Basic and diluted loss per common share	(0.02)	(0.12)
Weighted average common shares outstanding:		
Basic	11,824,080	1,865,560
Diluted	11,824,080	1,865,560

Pantheon Ventures Ltd.

Statements of Changes in Shareholders' Deficiency

(Expressed in Canadian Dollars)

	Share capital		Reserves			
	Number of Shares	Amount	Option	Warrant	Deficit	Total Shareholders' Deficiency
		($)	($)	($)	($)	($)
Balance at September 30, 2013	1,828,738	1,151,139	42,075	23,690	(1,400,013)	(183,109)
Stock options forfeited	-	-	(21,038)	-	21,038	-
Shares issued for property extension	120,000	18,000	-	-	-	18,000
Loss and comprehensive loss	-	-	-	-	(219,596)	(219,596)
Balance at September 30, 2014	1,948,738	1,169,139	21,037	23,690	(1,598,571)	(384,705)
Common shares issued for cash	14,833,333	445,000	-	-	-	445,000
Warrants issued under private placement	-	(185,000)	-	185,000	-	-
Share issuance costs	-	(1,647)	-	(1,174)	-	(2,821)
Stock options forfeited	-	-	(21,037)	-	21,037	-
Loss and comprehensive loss	-	-	-	-	(244,286)	(244,286)
Balance at September 30, 2015	16,782,071	1,427,492	-	207,516	(1,821,820)	(186,812)

Pantheon Ventures Ltd.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year Ended September 30, 2015	Year Ended September 30, 2014
	($)	**($)**
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Loss and comprehensive loss for the year	(244,286)	(219,596)
Items not affecting cash:		
Depreciation	217	265
Accrued interest expense	1,505	6,031
Extinguishment of accounts payable	(2,264)	-
Write-down of exploration and evaluation assets	-	18,000
Changes in non-cash working capital items:		
Decrease (increase) in prepaid expenses	(5,000)	1,356
Decrease in GST receivable	2,031	1,646
Increase (decrease) in due to related parties	(20,000)	20,000
Increase (decrease) in accounts payable and accrued liabilities	(119,146)	170,953
	(386,943)	(1,345)
FINANCING ACTIVITIES		
Proceeds from notes payable	79,000	-
Repayment of notes payable	(63,412)	-
Repayment of related party loans	(57,200)	-
Proceeds from private placement	445,000	-
Interest paid	(8,165)	-
Share issuance costs	(2,821)	-
	392,402	-
Change in cash during the year	5,459	(1,345)
Cash - beginning of year	2,753	4,098
Cash - end of year	8,212	2,753
NON-CASH TRANSACTIONS:		
Exploration and evaluation costs settled in common shares	-	18,000

NOTE 1 - Nature of Operations and Going Concern

Pantheon Ventures Ltd. ("Pantheon" or the "Company") was incorporated on December 28, 2006 under the Business Corporations Act of British Columbia and commenced trading on the TSX Venture Exchange ("TSX-V") under the symbol 'PVX' on March 8, 2012. Since inception the Company has been primarily engaged in the acquisition and exploration of exploration and evaluation assets and is considered to be in the exploration stage. During the year ended September 30, 2015, the Company abandoned its remaining exploration and evaluation assets and entered into a letter agreement which contemplates an arm's length business combination with Moovly NV ("Moovly"), a private Belgian corporation that has developed a cloud-based digital media and content creation platform. The Company is currently undergoing a change of business in accordance with the policies of the Exchange. Upon completion of the transaction, the combined entity is expected to be classified as a technology issuer under the policies of the Exchange, and would focus on expanding Moovly's current business operations internationally and further develop its technology platform. (Note 16)

The Company's head office, principal address and registered and records office is located at Suite 302 – 1620 West 8th Avenue, Vancouver, British Columbia, Canada, V6J 1V4.

On September 8, 2014, the Company consolidated its then issued and outstanding common shares at a ratio of one new share for every ten old shares.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at September 30, 2015, the Company had not completed its business combination with Moovly and is not able to finance day to day activities through operations. The Company expects to incur further losses in the development of its business, all of which cast substantial doubt on the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon the successful merger with Moovly and the ability of the combined entity to ultimately attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations.

NOTE 2 - Basis of Presentation

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (collectively, "IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements were authorized for issue by the Board of Directors on November 16, 2015.

Basis of Measurement

These financial statements have been prepared on the historical cost basis, except for financial instruments classified as held for trading that have been measured at fair value. Cost is the fair value of consideration given in exchange for net assets.

NOTE 2 - Basis of Presentation (continued)

Significant Accounting Judgments, Estimates and Assumptions
In the application of the Company's accounting policies which are described in Note 3, management is required to make judgments, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, revenue and expenses and are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and management's assessment of current events and other factors that are considered to be relevant. Actual results may differ from these 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 future periods, if the revision affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in these financial statements include:

Deferred tax assets

Deferred tax assets, including those arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

Valuation of share-based compensation

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

NOTE 3 - Significant Accounting Policies

Foreign currency translation

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than Canadian dollars are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

Exploration and evaluation assets

Pre-exploration costs are expensed as incurred.

Costs directly related to the exploration and evaluation of mineral properties are capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical and commercial viability of a mineral resource has been demonstrated and a development decision has been made, the capitalized costs of the related property are transferred to mining assets and depreciated using the units of production method on commencement of commercial production.

If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Mineral properties are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to mineral property interests along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

As at September 30, 2015 and September 30, 2014, there were no significant restoration and environmental obligations.

NOTE 3 - Significant Accounting Policies (continued)

Share-based payments
The Company has an employee stock option plan. Share-based compensation to employees is measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based compensation to non-employees is measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to reserves. The fair value of options is determined using the Black–Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share-based compensation is transferred to deficit.

Financial instruments
Financial assets
The Company classifies its financial assets into one of the following categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss. The Company classifies cash as fair value through profit or 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 amortized cost using the effective interest method less any provision for impairment.

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 positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method less any provision for impairment.

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 in other comprehensive income (loss). 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 accumulated other comprehensive income (loss) and recognized in the statements of loss and comprehensive loss.

All financial assets except those measured 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 objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities
The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

NOTE 3 - Significant Accounting Policies (continued)

Financial instruments (continued)
Other financial liabilities: This category consists of liabilities carried at amortized cost using the effective interest method, and the Company classifies accounts payable, due to related parties, loans from related parties and notes payable as other financial liabilities.

As at September 30, 2015 and September 30, 2014, the Company does not have any derivative financial assets and liabilities.

Warrants
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 warrants. The fair value of common share purchase warrants is determined using the Black-Scholes option pricing model.

Equipment
Equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of loss and comprehensive loss during the fiscal period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss.

Depreciation is calculated using a declining-balance method to write off the cost of the assets. The depreciation rates applicable to each category of equipment are as follows:

Asset	Basis	Rate
Computer equipment	Declining balance	55%

Income taxes
Current income tax:
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:
Deferred income tax is recognized in respect of the temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

NOTE 3 - Significant Accounting Policies (continued)

Income taxes (continued)
Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Impairment of non-financial assets
The carrying amount of the Company's assets (which include equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statements of loss and comprehensive loss.

The recoverable amount of an asset is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Basic and diluted loss per share
Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting periods. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. Potentially dilutive options and warrants excluded from diluted loss per share totalled 14,833,333 (2014 – 16,000).

Provisions
A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

NOTE 3 - Significant Accounting Policies (continued)

Newly adopted accounting standards and interpretations
During the year ended September 30, 2015, the Company adopted the following new and amended IFRS pronouncements:

IAS 32, Financial Instruments: Presentation

IAS 32 is amended to clarify requirements for offsetting of financial assets and financial liabilities.

IAS 36, Impairment of Assets

Amended to address the disclosures required regarding the recoverable amount of impaired assets or cash generating units (CGUs) for periods in which an impairment loss has been recognized or reversed.

The adoption of these new and revised standards did not have a material effect on these financial statements.

NOTE 4 - Accounting Standards Issued But Not Yet Effective

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective. The pronouncements are being assessed to determine their impact on the Company's results and financial position.

New standards, amendments and interpretations to existing standards not yet effective
The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2015 but are not yet effective:

IFRS 7, Financial Instruments – Disclosure
Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2016 but are not yet effective:

IFRS 11, Joint arrangements

This standard was amended to provide specific guidance on accounting for the acquisition of an interesting in a joint operation that is a business.

IAS 16, Property, plant and equipment and IAS 38, Intangible assets

These standards were amended to prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets.

IAS 27, Separate financial statements and IFRS 1, First-time adoption of IFRS

IAS 27 was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity’s separate financial statements.

NOTE 4 - Accounting Standards Issued But Not Yet Effective (continued)

IFRS 1 was amended to permit the use of the business combinations exemption for investments in subsidiaries accounted for using the equity method in the separate financial statements of the first-time adopter.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2018 but are not yet effective:

IFRS 9, Financial Instruments – Classification and Measurement

IFRS 9 is a new standard on financial instruments that will replace IAS 39*, Financial Instruments: Recognition and Measurement.*

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions involving Advertising Service*.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will adopt the standards early.

(Expressed in Canadian Dollars)

NOTE 5 - Equipment

	Computer equipment
	($)
Cost:	
At September 30, 2013	1,477
Additions	-
At September 30, 2014	1,477
Additions	-
At September 30, 2015	1,477
Accumulated depreciation:	
At September 30, 2013	995
Charge for the year	265
At September 30, 2014	1,260
Charge for the year	217
At September 30, 2015	1,477
Net book value:	
At September 30, 2013	482
At September 30, 2014	217
At September 30, 2015	**-**

NOTE 6 – Exploration and Evaluation Assets

The Company's interest in exploration and evaluation assets consists of:

Ko-Ko-Ko Property	Acquisition costs	Exploration costs	Total
	($)	($)	($)
Balance September 30, 2013	-	-	-
Share issuance to extend agreement deadline	18,000	-	18,000
Write-off of acquisition costs	(18,000)	-	(18,000)
Balance September 30, 2014 and 2015	**-**	**-**	**-**

Title to exploration and evaluation assets

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its interests are in good standing. However, this should not be construed as a guarantee of title. The concessions may be subject to prior claims, agreements or transfers and rights of ownership may be affected by undetected defects.

Ko-Ko-Ko Property

The Company entered into several amended and restated Option Agreements to acquire a 100% interest in certain mineral claims ("Kokoko Property") located in Ontario. During the year ended September 30, 2015, the Company incurred $Nil (2014 - $18,000) in exploration and evaluation expenditures and abandoned the Kokoko Property.

(Expressed in Canadian Dollars)

NOTE 6 – Exploration and Evaluation Assets (continued)

Ko-Ko-Ko Property (continued)
On June 12, 2014, the Company issued 120,000 common shares (issued at a value of $18,000) in relation to the Kokoko Property. During the year ended September 30, 2014, the Company determined that the fair value less costs of disposal of the Kokoko Property was less than the carrying value and recorded a write-down of exploration and evaluation costs totaling $18,000.

NOTE 7 – Accounts Payable and Accrued Liabilities

	September 30 2015	September 30, 2014
	($)	**($)**
Accounts payable	82,619	234,582
Accrued liabilities	38,553	8,000
	121,172	**242,582**

During the year ended September 30, 2015, the Company settled an outstanding liability for legal services for amount less than invoiced, and recorded a gain from extinguishment of accounts payable totalling $2,264 (2014 - $Nil).

NOTE 8 – Share Capital and Reserves

Authorized share capital
Unlimited number of common shares without par value.

Issued share capital
On January 31, 2015, the Company completed a non-brokered private placement wherein it issued 14,833,333 units at $0.03 per unit for gross proceeds of $445,000. Each unit was comprised of a common share of the Company and a common share purchase warrant that entitles the holder to acquire an additional common share at a price of $0.10 for a period of two years from the date of closing. In connection with the placement, the Company paid finders' fees totalling $2,821 in cash.

On September 8, 2014, the Company consolidated its then issued and outstanding common shares at a ratio of ten old shares for one new share.

On June 12, 2014, the Company issued 120,000 common shares at a price of $0.15 per share for the extension of the Kokoko Property.

Escrow shares
Pursuant to an escrow agreement dated March 4, 2011, 168,000 common shares and 168,000 warrants will be held in escrow. A total of 10% of the escrow shares and warrants will be released on the date the Company's shares are listed on the TSX-V and the remainder will be released in equal tranches of 15% every six months thereafter. As at September 30, 2015, there were no common shares (2014 – 25,200) or warrants (2014 – 25,200) remaining in escrow.

(Expressed in Canadian Dollars)

NOTE 8 – Share Capital and Reserves (continued)

Share purchase warrants
A summary of share purchase warrant activity for the year ended September 30, 2015 is as follows:

	Number of warrants	Weighted average exercise price
		($)
Outstanding at September 30, 2013	942,690	2.00
Expired	(942,690)	2.00
Outstanding at September 30, 2014	-	-
Issued	14,833,333	0.10
Outstanding at September 30, 2015	14,833,333	0.10

On January 31, 2015, the Company completed a unit private placement wherein it issued 14,833,333 share purchase warrants exercisable at $0.10 per share for a period of two years. The share purchase warrants were determined to have a fair value of $185,000. The share purchase warrants were valued using a Black Scholes pricing model with the following assumptions:

Risk-free interest rate	0.39%
Expected volatility	194.99%
Expected dividend yield	Nil
Expected life of warrant	2 years

At September 30, 2015, a total of 14,833,333 share purchase warrants exercisable at $0.10 per share were outstanding. These share purchase warrants will expire on January 31, 2017.

Stock options
The Company has a stock option plan in place under which it is authorized to grant options to executive officers, directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option shall not be less than the discounted market price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

Stock options previously granted became effective on the date the Company achieved trading status on March 12, 2012. The stock options expire in 10 years with an exercise price of $2.00. The stock options were valued at approximately $1.30 per option for a total share-based compensation of $63,113.

In conjunction with the Company’s initial public offering, the Company granted 30,000 Agent’s Options for a period of two years, valued at approximately $0.80 for a total share-based compensation of $23,690. The Agent’s Options entitle the Agent to purchase Agent's units at a price of $1.50 per Agent's Unit. Each Agent's Unit is comprised of one common share and one common share purchase warrant, entitling the holder to purchase one additional common share at a price of $2.50 at any time for a period of two years.

(Expressed in Canadian Dollars)

NOTE 8 – Share Capital and Reserves (continued)

Stock options (continued)

A summary of stock option activity is as follows:

	Number of options	Weighted average exercise price
		($)
Outstanding and exercisable at September 30, 2013	62,000	1.80
Expired	(30,000)	1.50
Forfeited	(16,000)	2.00
Outstanding and exercisable at September 30, 2014	16,000	2.00
Forfeited	(16,000)	2.00
Outstanding and exercisable at September 30, 2015	-	-

There were no stock options outstanding at September 30, 2015.

The stock option reserve records items recognized as share-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If vested options expire unexercised or are forfeited, the amount recorded is transferred to deficit. During the year ended September 30, 2015, a total of 16,000 (2014 – 16,000) vested stock options were forfeited and $21,037 (2014 - $21,038) was transferred from the stock option reserve to deficit.

During the year ended September 30, 2015, a total of Nil (2014 – 30,000) Agent's Options expired.

NOTE 9 – Loans Payable

a) On June 26, 2011, the Company entered into a loan agreement with a director of the Company, who resigned during the year ended September 30, 2014, for a principal amount of $220,500 with an interest rate of prime rate plus 2% per annum. The principal was due on July 1, 2014. Interest is accrued on a daily basis and payable on the last day of each month. On December 23, 2011, the Company entered into an amending agreement in which an additional $40,000 was advanced to the Company. On July 1, 2014, the Company entered into an amending agreement which extended the loan due date to July 1, 2015. During the year ended September 30, 2015, the Company recorded $799 (2014 - $3,171) as interest expense.

   On October 27, 2014, principal and accrued interest totalling $67,641 owing under the loan was assigned to an unrelated third party and repaid in full. The remaining accrued interest was forgiven and was netted against interest expense recorded in the year.

(Expressed in Canadian Dollars)

NOTE 9 – Loans Payable (continued)

b) On December 23, 2011, the Company entered into another loan agreement with a director and officer of the Company, who resigned during the year ended September 30, 2015, for a principal amount of $108,000 with an interest rate of prime rate plus 2%. The principal is due on December 31, 2014. Interest is accrued on a daily basis and payable on the last day of each month. On July 1, 2014, the Company entered into an amending agreement which extended the loan due date to July 1, 2015. During the year ended September 30, 2015, the Company recorded $721 (2014 - $2,860) as interest expense.

On October 27, 2014, principal and accrued interest totalling $61,136 owing under the loan was assigned to an unrelated third party and repaid in full. The remaining accrued interest was forgiven and was netted against interest expense recorded in the year.

c) During the year ended September 30, 2015, the Company received three unsecured loans from an unrelated third party which are outlined below. The loans accrue interest at 10% per annum, payable quarterly, and the notes must be repaid on or before the earlier of the maturity date or the date that a change of control of the Company occurs.

Issue Date	Maturity Date	Amount ($)
July 10, 2015	July 10, 2016	50,000
August 12, 2015	August 12, 2016	25,000
August 31, 2015	August 31, 2016	4,000
Total		79,000

During the year ended September 30, 2015, the Company recorded $1,505 (2014 - $Nil) as interest expense.

As at September 30, 2015, there was $1,505 (2014 - $Nil) of interest accrued and outstanding.

NOTE 10 – Related Party Transactions

The Company's key management personnel consist of directors, officers and companies owned or controlled in whole or in part by officers and directors. The following summarizes the Company's related party transactions, not disclosed elsewhere in these financial statements, during the years ended September 30, 2015 and 2014:

(Expressed in Canadian Dollars)

NOTE 10 – Related Party Transactions (continued)

Key Management Compensation

	2015	2014
	($)	($)
Management fees paid or accrued to a corporation controlled by the Chief Executive Officer ("CEO") of the Company	-	90,000
Consulting fees paid or accrued to a corporation controlled by the Chief Financial Officer ("CFO") of the Company	15,000	-
Consulting fees paid or accrued to a corporation controlled by a director of the Company	35,000	-
Total	50,000	90,000

i) As at September 30, 2015, $6,280 (2014 - $144,559) was included in accounts payable and accrued liabilities owing to the CEO of the Company or a corporation controlled by the CEO of the Company for management fees and reimbursable expenses.

ii) As at September 30, 2015, $15,750 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to the CFO of the Company or a corporation controlled by the CFO of the Company for consulting fees.

iii) As at September 30, 2015, a total of $37,143 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to a director or a corporation controlled by a director of the Company for consulting fees and reimbursable expenses.

iv) As at September 30, 2015, a total of $Nil (2014 - $20,000) is due to a corporation controlled by the CEO of the Company. The amount is non-interest bearing, with no fixed terms of repayment

NOTE 11 – Commitments and Contingencies

On August 1, 2015, the Company entered into a cost sharing arrangement agreement for the provision of office space and various administrative services. Under the terms of the agreement, the Company will pay $5,000 plus GST per month commencing on September 1, 2015 and continuing until the expiration of the underlying head lease on July 31, 2018.

Fiscal Year	Amount
	($)
2016	60,000
2017	60,000
2018	50,000

(Expressed in Canadian Dollars)

NOTE 12 – Capital Disclosure and Management

The Company considers its capital structure to include the components of shareholders' equity. Management's objective is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. The Company is currently unable to self-finance its operations.

Although the Company has been successful in the past in obtaining financing through the issuance of debt and/or equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financings will be favourable.

The Company's share capital is not subject to any external restrictions and the Company did not change its approach to capital management during the period.

NOTE 13 – Income taxes

The reconciliation of the combined Canadian federal and provincial income tax rate to the income tax recovery presented in the accompanying statements of loss and comprehensive loss is provided below:

	Years ended September 30, 2015	2014
	($)	**($)**
Loss before income taxes	(244,286)	(219,596)
Combined federal and provincial statutory income tax rate	26%	26%
Expected income tax recovery	(64,000)	(57,000)
Change in statutory, foreign tax, foreign exchange rates and other	2,000	(1,000)
Share issue costs	(1,000)	-
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	16,000	-
Change in unrecognized deductible temporary differences	47,000	58,000
Total	-	-

Significant components of deferred tax assets that have not been set up are as follows:

	As of September 30, 2015	2014
	($)	**($)**
Share issuance costs	18,000	36,000
Non-capital losses	483,000	336,000
Exploration and evaluation assets	20,000	102,000
Total	521,000	474,000

(Expressed in Canadian Dollars)

NOTE 13 – Income taxes (continued)

No net deferred tax asset has been recognized in respect of the above for the years ended September 30, 2015 and 2014 because the amount of future taxable benefit that will be available to realize such assets is not probable.

The Company has non-capital losses for Canadian income tax purposes of approximately $1,859,000 which may be carried forward and applied against taxable income in future years. These losses, if utilized, will expire through to 2035.

Tax attributes are subject to review and potential adjustment by tax authorities.

Significant components of deductible and taxable temporary differences, unused tax losses and unused tax credits that have not been included on the statements of financial position are as follows:

	As of September 30,			
	2015	**Expiry dates**	**2014**	**Expiry dates**
	($)		**($)**	
Share issuance costs	71,000	2016 to 2,020	137,000	2015 to 2016
Non-capital losses	1,859,000	2016 to 2035	1,294,000	2015 to 2034
Property and equipment	1,000	No Expiry	1,000	No Expiry
Exploration and evaluation assets	76,000	No Expiry	389,000	No Expiry
Investment tax credit	-	N/A	1,000	2023

Tax attributes are subject to review, and potential adjustment, by tax authorities.

NOTE 14 – Segmented Information

The Company currently conducts substantially all of its operations in Canada and is undergoing a change of business to become a technology company.

NOTE 15 – Financial Instruments and Risk Management

Financial risk management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Board of Directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The Company’s financial instruments consist of cash, loans from related parties, notes payable, due to related parties and accounts payable.

NOTE 15 - Financial Instruments and Risk Management (continued)

The fair value of cash is measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of accounts payable and notes payable approximate their book values because of the short-term nature of these instruments.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company manages this credit risk by ensuring that cash is placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of amounts due from a government agency. Management believes that the credit risk with respect to receivables is remote.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company endeavors to ensure that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company is exposed to liquidity risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk as it holds loans that bear variable interest rates.

Foreign exchange risk

The Company expects to continue to raise equity predominantly in Canadian dollars. The Company is nominally exposed to foreign currency risk.

NOTE 16 – Proposed Transaction

During the year ended September 30, 2015, the Company entered into a letter agreement ("LOI") with Moovly NV, a private corporation organized under the laws of Belgium, to complete an arms-length business combination (the "Transaction"). Under the terms of the LOI, the Company will, among other things, be required to complete a consolidation of its share capital on the basis of two new shares for three old shares, such that, after completing the share consolidation (and prior to completion of the private placement financing), the Company shall have (i) approximately 11,200,000 common shares issued and outstanding, and (ii) approximately 9,888,889 common share purchase warrants outstanding which will allow the holder to acquire an additional common share at a price of $0.15 per share until January 31, 2017.

NOTE 16 – Proposed Transaction (continued)

The Company will also be required to complete a post-consolidation private placement financing of $2,500,000 through the issuance of 16,666,667 units at $0.15 per unit. Each unit will consist of a common share and a common share purchase warrant which will allow the holder to acquire an additional common share at $0.25 for a period of one year from the date of closing.

Upon completion of the Transaction, each of the Company's shareholders will receive consideration comprising one common share of the resulting combined entity ("Newco"), and each Moovly shareholder shall receive consideration comprising 9,476.43 common shares of Newco. It is expected that Newco will have approximately 84,505,000 common shares issued and outstanding. Of these common shares, approximately 56,638,333 common shares will be held by former shareholders and debtholders of Moovly, approximately 11,200,000 common shares will be held by former shareholders of the Company and 16,666,667 common shares will be held by investors who participate in the proposed private placement financing. In addition, there will be approximately 29,888,889 common share purchase warrants issued and outstanding.

This Transaction is anticipated to constitute a change of business and/or reverse takeover in accordance with the policies of the TSX-V. Consequently, the completion of this Transaction is subject to TSX-V and shareholder approval.