TEMPUS CAPITAL INC.

Condensed Interim Consolidated Financial Statements

March 31, 2015

(Unaudited)

(Expressed in Canadian Dollars)

These condensed interim consolidated financial statements have not been reviewed by the Company's auditors

TEMPUS CAPITAL INC.

(Unaudited)

(Expressed in Canadian Dollars)

Table of Contents
March 31, 2015 and 2014

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying condensed interim consolidated financial statements of Tempus Capital Inc. were prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the condensed interim consolidated financial statements and (ii) the condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the financial statements.

The Board of Directors is responsible for reviewing and approving the condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the condensed interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

/s/ Russell Tanz	/s/ Brian Crawford
Russell Tanz, Chief Executive Officer	Brian Crawford, Chief Financial Officer

Burlington, Ontario
May 27, 2015

TEMPUS CAPITAL INC.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

	Note	March 31, 2015	December 31, 2014
Assets			
Non-current assets			
Investment properties	[3]	$ 8,479,456	$ 8,448,543
Tenant allowances		55,833	18,750
Total non-current assets		8,535,289	8,467,293
Current assets			
Sundry receivables		36,764	36,443
Tenant allowances		15,000	5,000
Prepaid expenses and deposits		43,603	45,539
Cash		17,933	2,483
Total current assets		113,300	89,465
Total Assets		$ 8,648,589	$ 8,556,758
Equity and Liabilities			
Share capital	[6]	$ 2,033,762	$ 1,963,762
Contributed surplus	[6]	61,500	61,500
Retained earnings (deficit)		152,085	129,381
Total Equity		2,247,347	2,154,643
Non-current liabilities			
Mortgages payable	[4]	5,344,156	5,376,054
Tenant deposits		39,914	40,779
Deferred income taxes		75,837	75,837
Total non-current liabilities		5,459,907	5,492,670
Current liabilities			
Mortgages payable	[4]	678,405	669,463
Promissory note payable	[5]	30,000	30,000
Accounts payable and accrued liabilities		232,930	209,982
Total current liabilities		941,335	909,445
Total Liabilities		6,401,242	6,402,115
Total Equity and Liabilities		$ 8,648,589	$ 8,556,758

Approved on behalf of the Board

"Russell Tanz"
Russell Tanz - Director

"Brian Crawford"
Brian Crawford - Director

See accompanying notes to the consolidated financial statements

TEMPUS CAPITAL INC.
Condensed Interim Consolidated Statements of Operations and Comprehensive Income
(Expressed in Canadian dollars)
(Unaudited)

Three Months Ended March 31		**2015**		**2014**
Rental revenue	$	184,902	$	111,436
Property operating costs		47,201		23,451
Net rental revenue		137,701		87,985
Expenses				
Interest expense		82,099		73,881
General and administrative		23,249		7,093
Professional fees		9,649		19,987
Due diligence, advisory and consulting		-		54,732
Total expenses		114,997		155,693
Income (loss) before income taxes		22,704		(67,708)
Deferred tax recovery (expense)		-		-
Net income (loss) and comprehensive income (loss)	$	22,704	$	(67,708)
Basic and diluted earnings (loss) per share	$	0.00	$	(0.03)

See accompanying notes to the consolidated financial statements

TEMPUS CAPITAL INC.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

Three Months Ended March 31	**2015**	**2014**
CASH FLOWS PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Net income (loss) for the period	$ 22,704	$ (67,708)
Items not affecting cash		
Financing costs	10,919	-
Changes in non-cash working capital		
Sundry receivables	(321)	21,396
Tenant allowances	(47,083)	-
Prepaid expenses and deposits	1,936	104,885
Tenant deposits	(865)	-
Accounts payable and accrued liabilities	22,948	27,783
Cash flows from operating activities	10,238	86,356
FINANCING ACTIVITIES		
Proceeds from issuance of share capital, net of share issue costs	70,000	487,356
Repayment of promissory note	-	(535,000)
Mortgage repayments	(33,875)	(14,931)
Cash flows from financing activities	36,125	(62,575)
INVESTING ACTIVITIES		
Additions to investment property	(30,913)	(22,965)
Cash flows from investing activities	(30,913)	(22,965)
Increase in cash for the period	15,450	816
Cash, beginning of period	2,483	3,021
Cash, end of period	$ 17,933	$ 3,837

Supplemental cash flow information (Note 9).

See accompanying notes to the consolidated financial statements

TEMPUS CAPITAL INC.
Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars)
(Unaudited)

	Share Capital				
	Number of Shares	Amount	Contributed Surplus	Deficit	Total Shareholders' Equity
At December 31, 2013	5,882,998	$ 427,841	$ -	$ (273,883)	$ 153,958
Common shares issued for cash	4,900,000	490,000	-	-	490,000
Share issue costs		(2,644)	-	-	(2,644)
Fair value of warrants		(34,000)	34,000	-	-
Net loss for the period			-	(67,708)	(67,708)
At March 31, 2014	10,782,998	881,197	34,000	(341,591)	573,606
Common shares issued for cash	6,875,000	550,000	-	-	550,000
Common shares issued to acquire investment property	3,981,818	438,000	-	-	438,000
Common shares issued on conversion of debt	1,182,062	94,565	-	-	94,565
Share-based compensation	-	-	27,500	-	27,500
Net income for the period		-	-	470,972	470,972
At December 31, 2014	22,821,878	1,963,762	61,500	129,381	2,154,643
Common shares issued for cash	875,000	70,000	-	-	70,000
Net income for the period				22,704	22,704
At March 31, 2015	23,696,878	$2,033,762	$ 61,500	$ 152,085	$ 2,247,347

See accompanying notes to the consolidated financial statements

1. CORPORATE INFORMATION

Tempus Capital Inc. ("Tempus" or the "Company") was incorporated on February 16, 2011 pursuant to the provisions of the Business Corporations Act (Ontario).

The Company is a reporting issuer in Ontario, Alberta and British Columbia but its shares are not listed on an exchange or trading platform.

The registered and operating office of the Company is 855 Brant Street, Burlington, Ontario L7R 2J6. Tempus is a real estate operating company whose emerging real estate portfolio currently consists of two properties in Ontario, a commercial plaza acquired in 2013 and a mixed commercial/residential property acquired in December 2014.

The condensed interim consolidated financial statements of the Company for the period ended March 31, 2015, were authorized for issue in accordance with a resolution of the Board of Directors on May 27, 2015.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB, have been omitted or condensed.

Basis of Presentation

The condensed interim consolidated financial statements of the Company include the accounts of 2335501 Ontario Inc., which is a wholly-owned subsidiary of the Company, and 2443578 Ontario Ltd., which is a joint operation of the Company. The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for investment properties that have been measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The condensed interim consolidated financial statements have been prepared on a going concern basis and are presented in Canadian dollars, which is Tempus's functional currency.

The condensed interim consolidated financial statements should be read in conjunction with the most recently annual financial statements of Tempus, which includes information necessary or useful to understanding the Company's financial statement presentation. In particular, the Company's significant accounting policies were presented in Note 2 to the consolidated financial statements for the year ended December 31, 2014, and have been consistently applied in the preparation of these condensed interim consolidated financial statements.

The operating results for the three months ended March 31, 2015, are not necessarily indicative of results that may be expected for the full year ended December 31, 2015, due to seasonal variation in property expenses and other factors.

(Expressed in Canadian Dollars)

3. INVESTMENT PROPERTIES

As at and for the period ended March 31, 2015		
Balance, beginning of period	$	8,448,543
Fair value gain on investment properties		-
Acquisition		-
Capital expenditure on investment properties		30,913
Balance, end of period	$	8,479,456

As at and for the year Ended December 31, 2014		
Balance, beginning of year	$	5,546,236
Fair value gain on investment properties		526,000
Acquisition		2,220,674
Capital expenditure on investment properties		155,633
Balance, end of year	$	8,448,543

Investment properties are held by a wholly-owned subsidiary for the Strathroy property, and a joint operation in which Tempus has an 85% interest for the London property. Both of the wholly-owned subsidiary and joint operation hold registered title to respective properties as bare trustees.

Valuation methodology and processes

The fair value of investment properties as of March 31 2015 and December 31, 2014 is determined internally by management using assumptions and market information obtained from industry professionals. Investment properties carried at fair value are categorized by level according to the significance of the inputs used in making the measurements. As the fair value of investment properties is determined with significant unobservable inputs, all of the investment properties are classified as Level 3 assets.

Management's primary internal valuation model is based on a capitalization of forecasted normalized net operating income approach. The Company determines the forecasted normalized net operating income for each property based on current in-place rents and assumptions about occupancy, less cash outflows expected to operate and manage each individual property within the portfolio. Capitalization rates used to estimate fair market value take into account many factors including but not limited to: the location of the property, the quality and strength of tenants, whether lease rates are over or under current market rates, demand for the type and use of the property, the age of the building, any special use characteristics of the building or area, and vacancy rates in the area. Market information related to the external sale of similar buildings within a similar geographic location is also taken into consideration. The Company's management is responsible for determining fair value measurements including verifying all major inputs included in the valuation.

(Expressed in Canadian Dollars)

3. INVESTMENT PROPERTIES (continued)

The key level 3 valuation metrics for the investment properties are set out in the following table:

		March 31 2015		December 31 2014
Range of capitalization rates applied to investment properties		6.25%-7%		6.25%-7%
Fair values of properties where cap rates were applied	$	8,479,456	$	8,438,543
Weighted average cap rates		6.75%		6.75%
Fair value impact of increasing average cap rate by 1%	$	(123,448)	$	(123,448)
Fair value impact of a 1% decrease in net operating income	$	(84,562)	$	(84,562)

4. MORTGAGES PAYABLE

			March 31 2015		December 31 2014
First mortgage	- current	$	160,382	$	159,057
	- non-current		5,389,879		5,425,079
Second mortgage	- current		550,000		550,000
Unamortized deferred financing costs			(77,700)		(88,619)
Total		$	6,022,561	$	6,045,517

The first mortgage on the Strathroy property bears interest at 4.03% and is payable in blended monthly payments of $20,209. The first mortgage on the London property bears interest at 3.53% and is payable in blended monthly payments of $10,991. Both mortgages are secured by the respective investment property.

The first mortgage on the Strathroy property and the London property are guaranteed as to 25% and $500,000 respectively by a director of the Company.

The second mortgage, secured by a charge on the Strathroy property and guaranteed by a director, bears interest at 11% and is payable monthly interest only plus a payment of principal in the amount of $ 37,500 on April 21, 2015, and matures on October 21, 2015.

(Expressed in Canadian Dollars)

4. MORTGAGES PAYABLE (continued)

Estimated future principal repayments required to meet mortgage obligations are as follows:
Principal payments by 12 month periods ended March 31,

	2016	$	710,382
	2017		166,679
	2018		170,017
	2019		173,628
	2020		178,068
	Thereafter		4,701,487
			6,100,261
			(77,700)
Unamortized deferred financing costs		$	6,022,561

5. PROMISSORY NOTE PAYABLE

		March 31 2015		December 31 2014
Promissory note	$	30,000	$	30,000
Total	$	30,000	$	30,000

Promissory note bears interest at 6% per annum and is due on June 30, 2015.

6. SHARE CAPITAL AND CONTRIBUTED SURPLUS

Share Capital

Authorized

Unlimited number of common shares without par value

Issued

The following table summarizes the changes in issued common shares of the Company.

For the three months ended March 31	**2015**			**2014**		
	Number of Shares		Value	Number of Shares		Value
Balance, beginning of period	22,821,878	$	1,963,762	5,882,998	$	427,841
Issued for cash (1), (2)	875,000		70,000	4,900,000		453,356
Balance, end of period	23,696,878	$	2,033,762	10,782,998	$	881,197

(1) Net of issue costs of $Nil (2014-$2,644)
(2) Net of fair value of warrants of $Nil (2014-$34,000)

(Expressed in Canadian Dollars)

6. SHARE CAPITAL AND CONTRIBUTED SURPLUS (continued)

On February 12, 2015, the Company issued 875,000 common shares at a price of $0.08 per common share for cash proceeds of $70,000.

Contributed Surplus

For the three months ended March 31		**2015**		**2014**
Balance, beginning of period	$	61,500	$	-
Warrants issued		-		34,000
Balance, end of period	$	61,500	$	34,000

If a warrant is not exercised prior to its expiration, the amount previously reflected in contributed surplus is credited to share capital.

7. SHARE-BASED COMPENSATION

Stock options

For the three months ended March 31	2015			2014		
	Number of Shares	Weighted Average Exercise Price		Number of Shares	Weighted Average Exercise Price	
Outstanding, beginning of period	890,000	$	0.10	-	$	0.00
Outstanding , end of period	890,000	$	0.10	-	$	0.00

The weighted average remaining contractual life of options outstanding at March 31, 2015 was 4.45 years (December 31, 2014 - 4.70 years). The options expire on September 11, 2019.

8. WARRANTS

The following common share purchase warrants entitle the holders thereof the right to purchase one common share for each common share purchase warrant. Warrants transactions are summarized as follows:

	Number of Warrants	**Weighted Average Exercise Price**
Balance December 31, 2014	4,900,000	$ 0.12
Issue of warrants	-	$ 0.00
Balance March 31, 2015	4,900,000	$ 0.15

The weighted average remaining contractual life of warrants outstanding at March 31, 2015 was 0.89 year (December 31, 2014 - 0.13 year). The options were extended and re-priced during the period. The exercise price was re-set to $0.15 and the expiration date was extended to February 20, 2016.

(Expressed in Canadian Dollars)

9. PER SHARE INFORMATION

The basic and diluted net income (loss) per share is calculated based on the following:

	2015	2014
Weighted average number of shares	23,278,822	8,006,331

The effect of the options issued to certain management, directors, and consultants, and the effect of the warrants issued in connection with equity financing are not presented as they would have an anti-dilutive effect on the income (loss) per share.

10. SUPPLEMENTAL CASH FLOW INFORMATION

		2015		2014
Interest paid on mortgages and promissory notes	$	82,099	$	73,881

11. FINANCIAL RISK MANAGEMENT

In the normal course of business, the Company is exposed to a variety of risks that can affect its operating performance. These risks, and the actions taken to manage them, are as follows:

Credit risk

Credit risk arises from the possibility that tenants and/or debtors may experience financial difficulty and be unable or unwilling to fulfill their lease commitments or other obligations. The Company mitigates the risk of credit loss by investing in well-located properties in urban markets that attract quality tenants, ensuring that its tenant mix is well diversified, and by limiting its exposure to any one tenant. A tenant's success over the term of its lease and its ability to fulfill its lease obligations is subject to many factors. There can be no assurance that a tenant will be able to fulfill all of its existing commitments and leases up to the expiry date. The Company's exposure to credit risk is limited to the carrying amounts of its financial assets.

Interest rate risk

The Company attempts to structure its financings so as to stagger the maturities of its debt, thereby mitigating its exposure to interest rate and other credit market fluctuations. Interest represents a significant cost in financing the ownership of real property. Currently all of the Company's mortgages and promissory notes are fixed rate instruments. The Company's cash held in its bank account earns interest income at variable rates and is exposed to movements in interest rates.

Liquidity risk

Real estate investments are relatively illiquid. This will tend to limit the Company's ability to sell components of its portfolio promptly in response to changing economic or investment conditions. If the Company was required to quickly liquidate its assets, there is a risk that it would realize sale proceeds of less than the current value of its investment property.

(Expressed in Canadian Dollars)

11. FINANCIAL RISK MANAGEMENT (continued)

An analysis of the Company's contractual maturities of its material financial liabilities is set out below:

	Payments by Period				
	2016	**2017**	**2018**	**Thereafter**	**Total**
Mortgages payable (Note 8)	$ 710,382	$ 166,679	$ 170,017	$ 5,053,183	$ 6,100,261
Promissory note Payable (Note 5)	30,000	-	-	-	30,000
Total	$ 740,382	$ 166,679	$ 170,017	$ 5,053,183	$ 6,130,261

In addition, the Company has contractual commitments with respect to its outstanding accounts payable and accrued liabilities and investment property.

The Company manages its liquidity risk by staggering debt maturities, holding cash reserves and issuing equity when considered appropriate.

12. CAPITAL MANAGEMENT

The Company manages its capital, taking into account the long-term business objectives of the Company, to provide stability and reduce risk while generating an acceptable return on investment over the long term to shareholders. The Company's capital structure currently includes share capital, mortgages and other term financings, which together provide the Company with financing flexibility to meet its capital needs. Primary uses of capital include acquisitions, capital improvements, leasing costs, and debt principal repayments. The actual level and type of future financings to fund these capital requirements will be determined based on prevailing interest rates, various costs of debt and/or equity capital, capital market conditions and management's general view of the required leverage in the business.

The Company periodically re-evaluates its overall financing and execution strategy to ensure the best access to available capital at the lowest possible cost.

The Company is not subject to externally imposed capital requirements.

The components of the Company's capital are set out in the following table:

	March 31 2015	**December 31 2014**
	$6,022,561	$6,045,517
Promissory note payable	30,000	30,000
Share capital	2,033,762	1,963,762
Contributed surplus	61,500	61,500
Retained earnings (deficit)	152,085	129,381
	$8,299,908	$8,230,160

(Expressed in Canadian Dollars)

13. COMMITMENTS AND CONTINGENCIES

The Company has agreed to indemnify a director who has personally guaranteed 25% of the first mortgage on the Strathroy property to a maximum of $933,750, the first mortgage on the London property to a maximum of $500,000, and the second mortgage on the Strathroy property to a maximum of $550,000. The indemnification is calculated at 1% of the amounts indemnified for the mortgages.

14. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

	2015	2014
Management services (i)	$ 15,000	$ -
Office rent and supplies (ii)	$ 3,000	$ 3,000
Property management fees (iii)	$ 8,807	$ 4,637
Guarantees (iv)	$ 4,891	$ 7,333

(i) The Company paid or accrued $7,500 (2014-$nil) to the CEO and $7,500 (2014-$nil) to the CFO for management services

(i) The Company paid $3,000 (2014 - $3,000) to a company controlled by the CFO of the Company for office rent, telephone, office supplies, and other overhead items.

(ii) The Company paid $8,807 (2014 - $4,637) to a company controlled by the CEO of the Company for property management services.

(iii) The Company expensed $4,891 (2014 - $7,333) with respect to the personal guarantee of the CEO for a promissory note and the mortgages.

Included in accounts payable and accrued liabilities is an amount of $8,613 (2014 - $15,140) with respect to accrued interest on the promissory notes and personal guarantees.

15. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation.

The condensed interim consolidated statements of financial position are presented on a classified basis whereby current and non-current assets and current and non-current liabilities are presented as separate classifications.

15. COMPARATIVE FIGURES (continued)

In addition, on the condensed interim consolidated statement of operations and comprehensive income, interest expense has been presented as a separate line item.
Management is of the opinion that the current presentation provides more meaningful information to the users of the financial statements.

16. SUBSEQUENT EVENTS

On April 8, 2015, the Company issued 875,000 common shares at $0.08 per share for cash proceeds of $70,000.

On May 19, 2015, the Company issued a promissory note bearing interest at 6% per annum, maturing June 30, 2015 for cash proceeds of $50,000.

On May 20, 2015, the Company issued a promissory note for cash proceeds of $35,000 to a related party. The promissory note bears interest at 6% per annum and matures June 30, 2015. The promissory note plus accrued interest is convertible into common shares at $0.08 per common share at the option of the holder at any time on or before June 30, 2015.