DUNDEE ACQUISITION LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)

AS AT JUNE 30, 2015
AND FOR THE PERIOD FROM MARCH 5, 2015 TO JUNE 30, 2015

DUNDEE ACQUISITION LTD.
CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION
(Unaudited)

(expressed in Canadian dollars)

	Note		As at June 30, 2015
ASSETS			
Current			
Cash		$	1,020,828
Prepaid expenses			21,600
			1,042,428
Restricted cash and cash equivalents held in escrow	6		112,434,426
TOTAL ASSETS		**$**	**113,476,854**
LIABILITIES			
Current			
Accounts payable and accrued liabilities		$	231,650
Amounts due to Dundee Corporation	7		48,780
			280,430
Deferred underwriters' commission	8		3,930,500
Class A Restricted Voting Shares subject to redemption	1, 5, 9		110,166,300
			114,377,230
SHAREHOLDERS' DEFICIENCY			
Share capital	1, 10		4,223,686
Warrants	1, 10		1,094,454
Deficit			(6,218,516)
			(900,376)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		**$**	**113,476,854**

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

DUNDEE ACQUISITION LTD.
CONDENSED INTERIM
STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

(expressed in Canadian dollars, except per share amounts)

	Note	For the three months ended June 30, 2015	From inception on March 5, 2015 to June 30, 2015
ITEMS IN NET LOSS			
Interest income		$ 136,012	$ 136,012
Transaction costs	9, 10	(6,814,701)	(6,814,701)
General and administrative	11	(550,477)	(550,477)
Net unrealized gain on changes in the fair value of financial liabilities	9	1,010,700	1,010,700
Interest expense		(50)	(50)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		**$ (6,218,516)**	**$ (6,218,516)**
NET LOSS PER SHARE			
Basic and diluted	13	$ (1.90)	$ (1.95)
Weighted average number of Class B Shares outstanding – basic and diluted		3,272,952	3,189,764

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

DUNDEE ACQUISITION LTD.
CONDENSED INTERIM
STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIENCY
(Unaudited)

For the period from inception on March 5, 2015 to June 30, 2015
(expressed in Canadian dollars, except for number of shares and Warrants outstanding amounts)

		Class B Shares		Warrants			
	Note	Number	Amount	Number	Amount	Deficit	Total
Balance, March 5, 2015		-	$ -	-	$ -	$ -	$ -
Issuance of Class B Shares to founders	1, 10	2,984,375	235,000	-	-	-	235,000
Issuance of Class B Shares	1, 10	430,750	4,264,425	215,375	43,075	-	4,307,500
Forfeiture of Class B Shares issued to founders	1, 10	(69,188)	-	-	-	-	-
Issuance of Warrants pursuant to Offering	1, 10	-	-	5,615,000	1,123,000	-	1,123,000
Transaction costs	10	-	(275,739)	-	(71,621)	-	(347,360)
Net loss		-	-	-	-	(6,218,516)	(6,218,516)
Balance, June 30, 2015		3,345,937	$ 4,223,686	5,830,375	$ 1,094,454	$ (6,218,516)	$ (900,376)

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

DUNDEE ACQUISITION LTD.
CONDENSED INTERIM STATEMENT OF CASH FLOW
(Unaudited)

(expressed in Canadian dollars)

	Note		From inception on March 5, 2015 to June 30, 2015
OPERATING ACTIVITIES			
Net loss for the period		$	(6,218,516)
Non-cash items included in net loss and other adjustments			
Interest income earned on restricted cash and cash equivalents held in escrow	6		(134,426)
Transaction costs associated with financing activities	9, 10		6,814,701
Net unrealized gain on changes in the fair value of financial liabilities	9		(1,010,700)
Stock based compensation	10		210,000
Changes in non-cash working capital			
Prepaid expenses			(21,600)
Accounts payable and accrued liabilities			231,650
CASH USED IN OPERATING ACTIVITIES			(128,891)
INVESTING ACTIVITIES			
Investment in restricted cash and cash equivalents	6		(112,300,000)
CASH USED IN INVESTING ACTIVITIES			(112,300,000)
FINANCING ACTIVITIES			
Changes in amounts due to Dundee Corporation	7		48,780
Proceeds from sale of Class B Shares to founders	1, 10		25,000
Proceeds from sale of Class B Units	1, 10		4,307,500
Proceeds from sale of Class A Restricted Voting Units	1, 9		112,300,000
Transaction costs associated with issuance of Class A Restricted Voting Shares	9		(3,074,830)
Transaction costs associated with issuance of Class B Shares and Warrants	10		(156,731)
CASH PROVIDED FROM FINANCING ACTIVITIES			113,449,719
NET INCREASE IN CASH DURING THE PERIOD			1,020,828
CASH, BEGINNING OF PERIOD			-
CASH, END OF PERIOD		$	1,020,828

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

As at June 30, 2015 and for the period from March 5, 2015 to June 30, 2015
Tabular dollar amounts in Canadian dollars, except per share amounts

1. ORGANIZATION AND NATURE OF OPERATIONS

Dundee Acquisition Ltd. (the “Corporation” or “Dundee Acquisition”) is a special purpose acquisition corporation which was incorporated for the purpose of effecting an acquisition of one or more businesses or assets, by way of a merger, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation (a “Qualifying Acquisition”). The Corporation’s business activities are carried out in a single business segment.

The Corporation was created by Dundee Corporation, a public Canadian independent holding company listed on the Toronto Stock Exchange (“TSX”) under the symbol “DC.A”. Through its operating subsidiaries, Dundee Corporation is engaged in diverse business activities in the areas of investment advisory, corporate finance, energy, resources, agriculture, real estate and infrastructure. Dundee Corporation also holds, directly and indirectly, a portfolio of investments mostly in these key areas, as well as other select investments in both publicly listed and private enterprises.

The Corporation was incorporated on March 5, 2015 under the Business Corporation Act (Ontario), and is domiciled in Canada. The Corporation’s head office, and the head office of Dundee Corporation, are located at 1 Adelaide Street East, 21st Floor, Toronto, Ontario, Canada, M5C 2V9.

On March 5, 2015, Dundee Corporation purchased an aggregate of 2,909,375 Class B Shares (note 10) of the Corporation for an aggregate purchase price of $24,372, or approximately $0.008 per share. On April 8, 2015, the independent directors of the Corporation’s Board of Directors purchased an additional 75,000 Class B Shares under the same terms and conditions as Dundee Corporation (collectively, the “Founders’ Shares”).

On April 21, 2015, the Corporation announced the completion of an initial public offering (the “Offering”) of 10,000,000 units at $10.00 per unit. Each unit consisted of one Class A Restricted Voting Share of the Corporation (note 9) and one half of a warrant (together, a “Class A Restricted Voting Unit”). Following a Qualifying Acquisition, each Class A Restricted Voting Share will be automatically converted into one Class B Share of the Corporation, and accordingly, each whole warrant will entitle the holder thereof to purchase one Class B Share at an exercise price of $11.50, subject to normal anti-dilution adjustments, for a five-year period following completion by the Corporation of a Qualifying Acquisition. The Class A Restricted Voting Shares trade on the TSX under the symbol “DAQ.A” and the associated warrants trade under the symbol “DAQ.WT”.

On April 21, 2015 and concurrent with the completion of the Offering, Dundee Corporation purchased 400,000 Class B units (the “Class B Units”) at an offering price of $10.00 per Class B Unit, for an aggregate purchase price of $4,000,000. Each Class B Unit consisted of one Class B Share and one-half of a warrant, each whole warrant entitling the holder thereof to purchase one Class B Share at an exercise price of $11.50 per share for a five-year period following completion by the Corporation of a Qualifying Acquisition.

In connection with the Offering, the Corporation granted the underwriters a 30-day non-transferable over-allotment option to purchase up to an additional 1,500,000 Class A Restricted Voting Units, at a price of $10.00 per Class A Restricted Voting Unit, to cover over-allotments, if any, and for market stabilization purposes. On May 20, 2015, the underwriters exercised their over-allotment option to purchase an additional 1,230,000 Class A Restricted Voting Units. Concurrently, Dundee Corporation purchased an additional 30,750 Class B Units at a price of $10.00 per Class B Unit.

The 2,984,375 Founders' Shares included an aggregate of up to 384,375 Class B Shares that were subject to forfeiture to the extent that the underwriters' over-allotment option was not exercised in full. On May 20, 2015 and concurrent with the exercise by the underwriters of their over-allotment option, an aggregate of 69,188 Founders' Shares were forfeited and cancelled pursuant to these arrangements.

At June 30, 2015, Dundee Corporation, together with the independent directors of the Board of Directors of the Corporation collectively owned 3,345,937 Class B Shares of the Corporation, representing 22.955% of the Corporation's issued and outstanding shares.

Upon closing of the Offering, the Corporation placed $10.00 per Class A Restricted Voting Unit sold in the Offering in an escrow account with Computershare Trust Company of Canada, as escrow agent (the "Escrow Account"). Subject to applicable law, none of the funds held in the Escrow Account will be released from the Escrow Account until the earliest of: (i) the closing of a Qualifying Acquisition; (ii) a redemption of a Class A Restricted Voting Share (note 9) as further described below; (iii) the requirement to pay taxes on the amounts earned on the escrowed funds and/or other applicable amounts; and (iv) the dissolution of the Corporation. The escrowed funds will also be used to pay the deferred underwriters' commission (note 8), which will be payable by the Corporation to the underwriters upon the closing of a Qualifying Acquisition. After deducting the expenses of the Offering, any remaining net proceeds from the issuance of Class A Restricted Voting Units and Class B Units not held in the Escrow Account may be used by the Corporation to pay for business, legal and accounting due diligence on prospective acquisitions and continuing general and administrative expenses.

In connection with any Qualifying Acquisition, the Corporation will seek shareholder approval at a shareholders' meeting called for such purpose. Irrespective of whether they vote for or against, or do not vote on, the proposed Qualifying Acquisition, holders of Class A Restricted Voting Shares may elect to redeem all or a portion of their Class A Restricted Voting Shares at a per-share price, payable in cash, equal to the per-share amount then on deposit in the Escrow Account, including interest or other amounts earned (net of applicable taxes payable on such interest and other amounts earned in the Escrow Account, and net of direct expenses related to the redemption), subject to certain limitations, including a mechanism to prevent any single shareholder, together with any affiliate of such shareholder or other person with whom such shareholder or affiliate is acting jointly or in concert, from redeeming more than 15% of the Class A Restricted Voting Shares sold in the Offering. Dundee Corporation and the independent directors of the Corporation's Board of Directors shall not be entitled to redeem any Class B Shares of the Corporation purchased by them.

If the Corporation is unable to complete its Qualifying Acquisition within 21 months from the date of the closing of the Offering (or 24 months from the date of the closing of the Offering if the Corporation has executed a letter of intent, agreement in principle or definitive agreement for a Qualifying Acquisition within 21 months from the date of the closing of the Offering, but has not completed such Qualifying Acquisition within the 21-month period), the Corporation will liquidate and dissolve and distribute its assets in the Escrow Account to the holders of the Class A Restricted Voting Shares. In such case, each holder of a Class A Restricted Voting Share will receive a full pro rata portion of the amount then held in the Escrow Account, including any interest or other amounts earned, net of any applicable taxes paid on such interest and other amounts earned in the Escrow Account, and net of up to a maximum of $50,000 of interest and other amounts earned to pay actual and expected expenses of dissolution and certain other related costs.

The placement of funds into an escrow account may not protect those funds from third party claims against the Corporation. Although the Corporation will seek to enter into agreements with service providers that explicitly waive any right, title, interest or claim of any kind in or to any monies held in the Escrow Account, these service providers may not execute such agreements. Furthermore, even if such entities execute such agreements with the Corporation, these service providers or other creditors may seek recourse against the Escrow Account. A court may not uphold the validity of such agreements or the terms of the Escrow Account. Accordingly, the proceeds held in the Escrow Account could be subject to claims that could take priority over those of the holders of the Class A Restricted Voting Shares. Dundee Corporation has executed a make whole agreement and undertaking in favour of the Corporation, whereby Dundee Corporation has agreed to indemnify the Corporation in certain limited circumstances where the funds held in the Escrow Account are reduced to below $10.00 per Class A Restricted Voting Share.

2. BASIS OF PRESENTATION

These unaudited condensed interim financial statements of the Corporation as at June 30, 2015 and for the period from inception of the Corporation on March 5, 2015 to June 30, 2015 (the "June 2015 Interim Financial Statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and with interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the CPA Canada Handbook – Accounting, as applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, *"Interim Financial Reporting"*. The June 2015 Interim Financial Statements were authorized for issuance by the Board of Directors on July 23, 2015.

The significant accounting principles and methods of application adopted by the Corporation in the preparation of the June 2015 Interim Financial Statements are provided in note 3 to the June 30 Interim Financial Statements. The Corporation does not believe that any accounting standards that have been recently issued but which are not yet effective would have a material effect on the June 2015 Interim Financial Statements if such accounting standards were currently adopted.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted by the Corporation in the preparation of its financial statements are set out below.

Basis of Presentation

These unaudited condensed interim financial statements have been prepared under the historical cost convention, except for the carrying value of Class A Restricted Voting Shares subject to redemption, which are measured at fair value as determined at each reporting date.

Foreign Currency Translation

These unaudited condensed interim financial statements are presented in Canadian dollars, which is the Corporation's functional currency. The Corporation does not currently transact in any currency other than the Canadian dollar.

Financial Instruments

The Corporation's financial instruments include *"Cash"*, *"Restricted cash and cash equivalents held in escrow"*, *"Accounts payable and accrued liabilities"*, *"Amounts due to Dundee Corporation"*, and *"Class A Restricted Voting Shares subject to redemption"* (which have been classified for accounting purposes as liabilities) (note 9).

Financial assets and liabilities are recognized when the Corporation becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or are assigned and the Corporation has transferred substantially all risks and rewards of ownership in respect of the asset. Financial liabilities are derecognized when the related obligation is discharged, cancelled or when it expires.

Classification of financial instruments in the Corporation's financial statements depends on the purpose for which the financial instruments were acquired or incurred. Management determines the classification of financial instruments at initial recognition.

Classification of Financial Assets
Investments in fixed income instruments are measured at amortized cost if both of the following criteria are met: (i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payment of principal and interest on the principal outstanding. Fixed income investments that do not meet the criteria for amortized cost are classified and measured as financial instruments carried at fair value through profit or loss. Financial assets at amortized cost include *"Cash"* and *"Restricted cash and cash equivalents held in escrow"*.

Classification of Financial Liabilities
The Corporation's Class A Restricted Voting Shares include certain redemption rights that are considered by the Corporation to be outside of the Corporation's control and subject to uncertain future events. Accordingly, the Corporation has classified its *"Class A Restricted Voting Shares subject to redemption"* as financial liabilities at fair value through profit or loss. Transaction costs related to financial liabilities classified or designated as financial liabilities at fair value through profit or loss are expensed as incurred in the statement of operations.

Financial liabilities at amortized cost include *"Accounts payable and accrued liabilities"* and *"Amounts due to Dundee Corporation"*. These amounts are initially measured at the amount required to be paid, less, when material, a discount to reduce the liabilities to fair value.

Impairment of Financial Assets at Amortized Cost
At each reporting date, the Corporation assesses whether there is objective evidence that a financial asset is impaired. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset, and that loss event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Objective evidence may include significant financial difficulty of the obligor or delinquencies in interest and principal payments. If such evidence exists, the Corporation recognizes an impairment loss equal to the difference between the carrying value of the financial asset and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate for the financial asset. An impairment of a financial asset carried at amortized cost is reversed in subsequent periods if the amount of the loss decreased and the decrease can be related objectively to an event occurring after the impairment was recognized.

Stock Based Compensation
The Corporation has issued Class B Shares to certain of its directors in consideration for their services as independent directors of the Corporation. The Corporation has determined that the issuance of Class B Shares to its independent directors is an equity-settled share based payment and, accordingly, the Corporation has measured the associated increase in equity using the direct method whereby the increase in equity is determined as the fair value of the services being provided by the independent directors. The fair value of the equity-settled share based payment is recognized over the applicable vesting period.

Income Taxes
The Corporation follows the balance sheet liability method to provide for income taxes on all transactions recorded in its financial statements. The balance sheet liability method requires that income taxes reflect the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred income tax assets and liabilities are determined for each temporary difference and for unused tax losses and unused tax credits, as applicable, at rates expected to be in effect when the asset is realized or the liability is settled.

The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in net earnings or loss in the period that includes the substantive enactment date. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Per Share Information

Basic earnings or loss per common share is computed by dividing the net earnings or loss attributable to shareholders by the weighted average number of shares outstanding during the period, excluding Class A Restricted Voting Shares subject to possible redemption. Diluted earnings per share, where applicable, is calculated by adjusting the weighted average number of shares outstanding for dilutive instruments by applying the treasury stock method.

4. CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these unaudited condensed interim financial statements requires the Corporation to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates and assumptions affect the Corporation's reported amounts of assets, liabilities, and items in net earnings or loss, and the related disclosure of contingent assets and liabilities, if any. The Corporation evaluates its estimates on an ongoing basis. Such estimates are based on various assumptions that the Corporation believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amount of items in net earnings or loss that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The following discusses the most significant accounting judgments, estimates and assumptions that the Corporation has made in the preparation of its June 2015 Interim Financial Statements.

Fair Value of Financial Instruments

Certain financial instruments are recorded in the Corporation's statement of financial position at values that are representative of, or approximate their fair value. The fair value of a financial instrument that is traded in active markets at each reporting date is determined by reference to its quoted market price. Changes in the underlying trading value may significantly affect the amount of net earnings or loss for a particular period. Furthermore, the quoted market price of a financial liability may not be equal to the amount that the Corporation may have to pay in settlement of the underlying obligation, should such obligation become immediately payable. The Corporation reviews assumptions relating to financial instruments on an ongoing basis to ensure that the basis for determination of fair value is appropriate.

Stock Based Compensation

The Corporation has issued equity-settled share based payment amounts to its independent directors as consideration for services provided. When such share based payment transactions are granted, the Corporation applies the direct method to determine the fair value of the award, which involves assessing the fair value of the services being provided by the independent directors. Application of the direct method requires estimates of the value of the future services to be provided by the directors, including length of service, and the magnitude and nature of the services to be provided. These estimates may ultimately be different from amounts subsequently realized, resulting in an overstatement or understatement of net earnings or loss.

Warrant Valuation

Pursuant to the Corporation's Offering of Class A Restricted Voting Units and Class B Units (note 5), the Corporation issued warrants (note 10). Estimating the fair value of warrants requires determining the most appropriate valuation model that is dependent on the terms and conditions of the warrant. The Corporation applies an option-pricing model to measure the fair value of the warrants issued. Application of the option pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets and the expected life of the warrant. These estimates may ultimately be different from amounts subsequently realized, resulting in an overstatement or understatement of net earnings or loss.

Income Tax

The determination of the Corporation's income taxes and other tax assets and liabilities requires interpretation of complex laws and regulations. Judgment is required in determining whether deferred income tax assets should be recognized on the statement of financial position. Deferred income tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Corporation will generate taxable income in future periods in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing laws in each applicable jurisdiction. Future taxable income is also significantly dependent upon the Corporation completing a Qualifying Acquisition, the underlying structure of a Qualifying Acquisition, and the resulting nature of operations. To the extent that future cash flows and/or the probability, structure and timing, and the nature of operations of a future Qualifying Acquisition differ significantly from estimates made, the ability of the Corporation to realize a deferred tax asset could be materially impacted.

5. THE OFFERING

The securities offered to the public pursuant to the Offering included 10,000,000 Class A Restricted Voting Units at an offering price of $10.00 per Class A Restricted Voting Unit. In addition, and in connection with the Offering, the Corporation granted to the underwriters an over-allotment option to purchase up to an additional 1,500,000 Class A Restricted Voting Units, at a price of $10.00 per Class A Restricted Voting Unit. On May 20, 2015, the underwriters exercised their over-allotment option to purchase an additional 1,230,000 Class A Restricted Voting Units.

Each Class A Restricted Voting Unit consisted of one Class A Restricted Voting Share and one half of a warrant. Each full warrant will become exercisable only commencing 30 days after the completion of a Qualifying Acquisition, and is exercisable to purchase one Class B Share at an exercise price of $11.50, subject to normal anti-dilution adjustments. The warrants will expire on the day that is five years after the completion of a Qualifying Acquisition or may expire if a Qualifying Acquisition is not completed.

If the Corporation is unable to complete a Qualifying Acquisition within 21 months from the closing of the Offering, or 24 months from the date of the closing of the Offering if the Corporation has executed a definitive agreement for a Qualifying Acquisition within 21 months from the date of the closing of the Offering, but has not completed such Qualifying Acquisition within the 21-month period, it will redeem 100% of the issued and outstanding Class A Restricted Voting Shares using the funds in the Escrow Account (note 1). In such event, warrants may expire and be worthless.

In consideration for their services in connection with the Offering, the Corporation has agreed to pay the underwriters a commission equal to 6.0% of the gross proceeds of the Class A Restricted Voting Units issued under the Offering. The Corporation paid $0.250 per Class A Restricted Voting Unit to the underwriters upon closing of the Offering and the exercise of the over-allotment option, as applicable. Furthermore, the Corporation has deposited to the Escrow Account $0.350 per Class A Restricted Voting Unit, which will be released to the underwriters only upon completion of a Qualifying Acquisition (note 8).

6. RESTRICTED CASH AND CASH EQUIVALENTS HELD IN ESCROW

Carrying value as at June 30, 2015		
Cash	$	171
$100,305,000 Government of Canada Treasury Bill due October 08, 2015		99,999,070
$12,340,000 Government of Canada Treasury Bill due November 05, 2015		12,300,759
Accrued interest		134,426
	$	112,434,426

The market value of the Corporation's investments in Government of Canada Treasury Bills at June 30, 2015 was approximately $112,462,224.

7. AMOUNTS DUE TO DUNDEE CORPORATION

Amounts due to Dundee Corporation are currently non-interest bearing and are payable no later than the date of the consummation of a Qualifying Acquisition. Due to the short-term nature of this arrangement, the fair value of the amounts due to Dundee Corporation approximates their carrying amount.

During the period from March 5, 2015 to June 30, 2015, Dundee Corporation funded certain expenses on behalf of the Corporation, amounting to $48,780, including $36,906 relating to filing fee expenses and $11,874 in media and communications expenses.

8. DEFERRED UNDERWRITERS' COMMISSION

Pursuant to the terms of the Offering (note 5), the underwriters are entitled to a commission equal to 6.0% of the gross proceeds of the Class A Restricted Voting Units issued under the Offering. The Corporation paid $2,807,500, representing $0.250 per Class A Restricted Voting Unit, to the underwriters at the closing of the Offering. Additionally, the Corporation has deposited to the Escrow Account a total of $3,930,500, representing an amount of $0.350 per Class A Restricted Voting Unit, which will be released to the underwriters only upon completion of a Qualifying Acquisition.

9. CLASS A RESTRICTED VOTING SHARES SUBJECT TO REDEMPTION

Authorized

The Corporation is authorized to issue an unlimited number of Class A shares (the "Class A Restricted Voting Shares"). The holders of Class A Restricted Voting Shares have no pre-emptive rights or other subscription rights and there are no sinking fund provisions applicable to these shares.

Voting Rights

Holders of Class A Restricted Voting Shares are not entitled to vote on, or receive notice of meeting materials in respect of customary annual general meeting matters, including the election and removal of directors and auditors. The holders of the Class A Restricted Voting Shares would, however, be entitled to vote on and receive notice of meeting materials on all other matters requiring shareholder approval, including approval of a proposed Qualifying Acquisition.

Redemption Rights

Holders of Class A Restricted Voting Shares are entitled to redeem their shares, subject to certain conditions, and are entitled to receive the escrow proceeds from the Escrow Account in the event that the Corporation does not complete a Qualifying Acquisition within the permitted timeline (note 1). Upon such redemption, the Class A Restricted Voting shareholder's rights as a shareholder will be completely extinguished.

Issued and Outstanding

	CLASS A RESTRICTED VOTING SHARES	
	Number	Amount
Outstanding, March 5, 2015	-	$ -
Transactions from March 5, 2015 to June 30, 2015		
Issuance of Class A Restricted Voting Shares pursuant to Offering	10,000,000	100,000,000
Issuance of Class A Restricted Voting Shares pursuant to exercise of over-allotment option	1,230,000	12,300,000
Outstanding, June 30, 2015 at par value	11,230,000	112,300,000
Adjusted for:		
Allocation of proceeds received pursuant to Offering and exercise of over-allotment option attributed to Warrants	-	(1,123,000)
Fair value adjustment	-	(1,010,700)
Outstanding, June 30, 2015	**11,230,000**	**$ 110,166,300**

Fair Value of Class A Restricted Voting Shares Subject to Redemption

The redemption rights embedded in the terms of the Corporation's Class A Restricted Voting Shares are considered by the Corporation to be outside of the Corporation's control and subject to uncertain future events. Accordingly, the Corporation has classified its *"Class A Restricted Voting Shares subject to redemption"* as financial liabilities at fair value through profit or loss. The fair value of the Corporation's Class A Restricted Voting Shares is determined by reference to its quoted market price on the TSX. At June 30, 2015, the Class A Restricted Voting Shares closed at a price of $9.81 per share.

Transaction Costs

From inception on March 5, 2015 to June 30, 2015	Transaction costs attributed to: Class A Restricted Voting Shares	Shareholders' Equity (note 10)	TOTAL
Underwriters' commission	$ 2,671,336	$ 136,164	$ 2,807,500
Deferred underwriters' commission	3,739,871	190,629	3,930,500
Underwriters' out-of-pocket expenditures	28,545	1,455	30,000
Legal costs	287,195	14,639	301,834
Translation costs	63,427	3,233	66,660
Printing	24,327	1,240	25,567
	$ 6,814,701	**$ 347,360**	**$ 7,162,061**

Transaction costs consist principally of legal, accounting and underwriting costs incurred through to the date of the statement of financial position that are directly related to the Offering.

Transaction costs incurred amounted to $7,162,061 (including $6,738,000 in underwriters' commission of which $3,930,500 is deferred and payable only upon completion of a Qualifying Acquisition). Transaction costs were expensed to the statement of operations as incurred, except for $347,360 of transaction costs that were allocated to shareholders' deficiency as they were determined to be in respect of the issuance of Class B Units and/or the issuance of Warrants (note 10).

10. SHAREHOLDERS' DEFICIENCY

Class B Common Shares

Authorized

The Corporation is authorized to issue an unlimited number of Class B common shares ("Class B Shares") without nominal or par value. The holders of Class B Shares have no pre-emptive rights or other subscription rights and there are no sinking fund provisions applicable to these shares.

Voting Rights

Holders of Class B Shares are entitled to vote at all meetings of shareholders and on all matters requiring a shareholder vote, with the exception of a vote to approve an extension of the permitted timeline within which the Corporation is required to complete its Qualifying Acquisition, which will only be voted upon by Class A Restricted Voting Shareholders.

Redemption Rights

Holders of Class B Shares do not have any redemption rights with respect to its Class B Shares, or rights to distributions from the Escrow Account if the Corporation fails to complete a Qualifying Acquisition within the permitted timeline.

Issued and Outstanding

	CLASS B COMMON SHARES Number	Amount
Outstanding, March 5, 2015	-	$ -
Transactions from March 5, 2015 to June 30, 2015		
Issuance of Class B Shares to founders	2,984,375	235,000
Issuance of Class B Shares in private placements	430,750	4,307,500
Forfeiture of Class B Shares issued to founders (note 1)	(69,188)	-
	3,345,937	4,542,500
Adjusted for:		
Allocation of proceeds received attributed to Warrants	-	(43,075)
Issue Costs	-	(275,739)
Outstanding, June 30, 2015	**3,345,937**	**$ 4,223,686**

Fair Value of Class B Shares Issued to Founders

Included in the issuance of Class B Shares to founders are 75,000 Class B Shares issued to certain independent directors of the Corporation in consideration of the services being provided by the independent directors to the Corporation. The Corporation has determined that the value of the services being provided by the independent directors was $210,000 and, accordingly, the Corporation has decreased shareholders' deficiency by this amount, with a corresponding increase in general and administrative expenses. The Corporation has recognized the full amount of the value of the services provided pursuant to these arrangements as at the date of the issuance of the underlying Class B Shares as the Corporation does not retain any rights to the cancellation of the shares for non-provision of services, and the independent directors have full entitlement to the underlying shares, regardless of their term of service.

Warrants

Issue and Outstanding

	WARRANTS Number	Amount
Outstanding, March 5, 2015	-	$ -
Transactions from March 5, 2015 to June 30, 2015		
Warrants issued in connection with:		
Issuance of Class A Restricted Voting Shares pursuant to Offering	5,000,000	1,000,000
Issuance of Class A Restricted Voting Shares pursuant to exercise of over-allotment option	615,000	123,000
Issuance of Class B Shares in private placements	215,375	43,075
	5,830,375	1,166,075
Adjusted for:		
Issue costs		(71,621)
Outstanding, June 30, 2015	**5,830,375**	**$ 1,094,454**

At June 30, 2015, the Corporation had 5,830,375 Warrants outstanding, each with an exercise price of $11.50 per Warrant. The Warrants are not exercisable by the holder thereof until 30 days after the Corporation completes a Qualifying Acquisition. Following a Qualifying Acquisition, each Warrant will entitle the holder thereof to purchase one Class B Share at an exercise price of $11.50, subject to normal anti-dilution adjustments, for a five-year period following completion by the Corporation of a Qualifying Acquisition. Warrants may expire if a Qualifying Acquisition is not completed.

11. GENERAL AND ADMINISTRATIVE EXPENSES BY NATURE

	From inception on March 5, 2015 to June 30, 2015
Public company costs	$ 289,347
Stock based compensation (note 10)	210,000
Communications	13,459
Insurance	10,800
General office expenses	26,871
	$ 550,477

12. INCOME TAXES

Deferred tax assets are only given recognition in the Corporation's financial statements if management has determined that it is probable that such deferred tax assets may be recovered. The recoverability of deferred tax assets is partially dependent on the nature, terms and conditions of a Qualifying Acquisition that is to be completed in the future, causing uncertainty in the ability of the Corporation to benefit from deferred tax assets. As such, management believes that the following deductible temporary differences do not currently meet the criteria for recognition:

	As at June 30, 2015
Tax loss carry forwards	$ 658,000
Share issue costs	6,703,000
Other	6,000
	$ 7,367,000

13. NET LOSS PER SHARE

	For the three months ended June 30, 2015	From inception on March 5, 2015 to June 30, 2015
Net loss attributable to owners of Class B Shares	$ (6,218,516)	$ (6,218,516)
Weighted average number of Class B Shares outstanding during the period	3,272,952	3,189,764
Basic and diluted loss per share	$ (1.90)	$ (1.95)

Net loss per share is computed by dividing the net loss incurred during the period(s) by the weighted-average number of Class B Shares outstanding during the period(s). The calculation of the net loss per share excludes the effect of Class A Restricted Voting Shares subject to redemption, as the Class A Restricted Voting Shares have been classified in these condensed interim financial statements as financial liabilities.

The Corporation did not take into effect any dilutive securities in calculating the net loss per share because it reported a net loss in the relevant period(s). As a result, diluted loss per Class B Share in each respective period is the same as the basic loss per share for that period.

14. FINANCIAL INSTRUMENTS

Fair Value Measurements

The following table summarizes those assets and liabilities that are included at their fair values in the Corporation's condensed interim statement of financial position as at June 30, 2015, or those assets and liabilities for which fair value is otherwise disclosed in the accompanying notes to the June 2015 Interim Financial Statements. These assets and liabilities have been categorized into hierarchal levels, according to the significance of the inputs used in determining fair value measurements.

		Fair Value as at June 30, 2015		
	Carrying Value as at June 30, 2015	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Recurring Measurements				
Financial Liabilities				
Class A Restricted Voting Shares subject to redemption	$ 110,166,300	$ 110,166,300	$ -	$ -
Disclosure of Fair Value				
Investments in cash equivalents (note 6)	112,434,255	-	112,462,224	-

Risk Management

The Corporation is exposed to financial risks due to the nature of its business and the financial assets and liabilities that it holds. The Corporation's overall risk management strategy seeks to minimize potential adverse effects of the Corporation's financial performance.

Market Risk

Market risk is the risk that a material loss may arise from fluctuations in the fair value of a financial instrument. For purposes of this disclosure, the Corporation segregates market risk into three categories: fair value risk, interest rate risk and currency risk.

Fair Value Risk

Fair value risk is the potential for loss from an adverse movement, excluding movements relating to changes in interest rates and foreign exchange currency rates, because of changes in market prices. The Corporation is exposed to fair value risk in respect of its Class A Restricted Voting Shares subject to redemption, which are carried in the Corporation's financial statements at their fair value. A 1% absolute change in the fair value of Class A Restricted Voting Shares subject to redemption would result in a change to the net loss for the period from inception of the Corporation on March 5, 2015 to June 30, 2015 of $1,123,000.

Interest Rate Risk

Interest rate risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation is exposed to interest rate risk on its cash and cash equivalents held in its Escrow Account (note 1). Due to the short-term nature of these financial instruments, the Corporation's exposure to interest rate risk is nominal.

Currency Risk

Currency rate risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates relative to the Corporation's presentation currency of the Canadian dollar. The Corporation does not currently have any exposure to currency risk as the Corporation does not transact in any currency other than the Canadian dollar.

15. CAPITAL MANAGEMENT

The Corporation defines the capital that it manages as its shareholders' deficiency, net of its Class A Restricted Voting Shares. The following table summarizes the carrying value of the Corporation's capital as at June 30, 2015.

		As at June 30, 2015
Shareholders' deficiency	$	(900,376)
Class A Restricted Voting Shares subject to redemption		110,166,300
	$	**109,265,924**

The Corporation's primary objective in managing capital is to ensure capital preservation in order to benefit from acquisition opportunities as they arise.

Liquidity

At June 30, 2015, the Corporation had $1,020,828 in cash and it had received advances from Dundee Corporation of $48,780 (note 7). The Corporation expects to incur significant costs in pursuit of its acquisition plans.

To the extent that the Corporation may require additional funding for general ongoing expenses or in connection with sourcing a proposed Qualifying Acquisition, the Corporation may seek funding by way of unsecured loans from Dundee Corporation or from affiliates of Dundee Corporation, which loans would, unless approved otherwise by the TSX, bear interest at no more than prime rate plus 1%. Dundee Corporation would not have recourse against the Escrow Account, and thus the loans will not reduce the value of such Escrow Account. Such loans will collectively be subject to a maximum principal amount of $1,000,000 in the aggregate, and may be repayable in cash following the closing of a Qualifying Acquisition.

Otherwise, and subject to any relief granted by the TSX, the Corporation may seek to raise additional funds through a rights offering of shares available to its shareholders, in accordance with the requirements of applicable securities legislation, and subject to placing the required funds raised in the Escrow Account in accordance with applicable TSX rules. Other than the foregoing, the Corporation will not be able to obtain any form of debt or equity financing other than in accordance with applicable securities laws and only with the consent of the TSX. There is no assurance that the Corporation's plans to raise capital or to consummate a Qualifying Acquisition will be successful.

16. COMMITMENTS

Forfeiture of Founders' Shares

By agreement, 25% of the Founders' Shares held by each of the founders (the "Founders' Forfeiture Shares"), will be subject to forfeiture by the founders on the fifth anniversary of the closing of a Qualifying Acquisition unless the closing price of the Class B Shares exceeds $13.00 for any 20 trading days within a 30-trading day period at any time following the closing of a Qualifying Acquisition. The Founders' Forfeiture Shares will be subject to transfer restrictions until such time as the above conditions are met, at which point they will become subject to the same restrictions on transfer, assignment or sale as all other Founders' Shares as described below.

Restrictions on Transfer, Assignment or Sale of Founders' Shares

Dundee Corporation and the independent directors of the Corporation's Board of Directors have agreed not to transfer, assign or sell any of their Founders' Shares prior to completion of the Corporation's Qualifying Acquisition, and following completion of a Qualifying Acquisition, they have agreed not to sell or transfer any of their Founders' Shares until the earlier of:

- One year following completion of a Qualifying Acquisition; or
- The closing price of the Class B Shares equalling or exceeding $12.00 per share for any 20 trading days within a 30-day trading period at any time following the closing of a Qualifying Acquisition.

Transfer Restrictions on Class B Units Acquired by Dundee Corporation

Dundee Corporation has also agreed that it will not transfer any of the 430,750 Class B Shares, or any Warrants until a date that is 30 days after the closing of a Qualifying Acquisition.

17. RELATED PARTY

Dundee Corporation has agreed that until the Corporation completes a Qualifying Acquisition, it will provide certain office space, utilities and administrative support to the Corporation as may be required by the Corporation from time to time. The Corporation has agreed to pay $10,000 per month, plus applicable taxes, for the provision of such services commencing on the effective date of the closing of the Offering. During the period from inception of the Corporation on March 5, 2015 to June 30, 2015, the Corporation paid $26,367 in respect of these services.