ARMADA MERCANTILE LTD.

Consolidated Financial Statements

February 29, 2016 and February 28, 2015

(Expressed in Canadian Dollars)

ARMADA MERCANTILE LTD.

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INDEPENDENT AUDITOR'S REPORT

To: the Shareholders of
Armada Mercantile Ltd.

I have audited the accompanying consolidated financial statements of Armada Mercantile Ltd. ("the Company"), which comprise the consolidated statements of financial position as at February 29, 2016 and February 29, 2015 and the consolidated statements of loss and comprehensive loss and cash flows and consolidated statements of changes in equity for the years then ended February 29, 2016 and February 28, 2015 and a summary of significant accounting policies and other explanatory information.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion
In my opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as at February 29, 2016, February 28, 2015 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 my opinion, I draw attention to Note 2 in the consolidated financial statements which indicates that the Company incurred a net loss of $427,090 during the year ended February 29, 2016 and, as of that date, had an accumulated deficit of $7,247,845 since inception. These conditions, along with other matters as set forth in Note 2, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

"Sam S. Mah Inc"
Chartered Professional Accountant

Vancouver, Canada
June 29, 2016

ARMADA MERCANTILE LTD.
Consolidated Statements of Financial Position
For the Years Ended February 29, 2016 and February 28, 2015
(Expressed in Canadian Dollars)

As at	2016	2015
ASSETS		
Current		
Cash and cash equivalents	$ 91,567	$ 65,367
GST refundable	246	237
Accounts receivable	6,364	28,383
Marketable securities – (Note 15)	540,974	1,337,102
	639,151	1,431,089
Investment in Evogy, Inc. – (Note 4)	-	1
Investment in Red Rock Trading – (Note 5)	-	-
Investment in Asset Commercial Credit – (Note 6)	-	1
Equipment – (Note 7)	-	-
Loans receivable – (Note 8)	3	3
Total assets	$ 639,154	$ 1,431,094
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Current		
Accounts payable & accrued liabilities	$ 61,624	$ 68,400
Notes payable	11,709	13,299
Due to related parties – (Note 9)	10,526	48,959
Total liabilities	83,859	130,658
Shareholders' Equity (Deficit)		
Share capital – (Note 10)	6,812,313	6,812,313
Share capital subscribed – (Note 10)	556,113	897,750
Contributed surplus – (Note 11)	434,714	411,128
Deficit	(7,247,845)	(6,820,755)
	555,295	1,300,436
Total liabilities and shareholders' equity	$ 639,154	$ 1,431,094

Contingencies – (Note 17)

Approved by the Board:

"Patrick Cole" **, *Director***
Patrick Cole

"Phil Skinder" **, *Director***
Phil Skinder

See accompanying notes to the consolidated financial statements

ARMADA MERCANTILE LTD.
Consolidated Statements of Loss and Comprehensive Loss
For the Years Ended February 29, 2016 and February 28, 2015
(Expressed in Canadian Dollars)

	2016	2015
Revenue		
Consulting fees	$ 143,487	$ 118,697
Other income and interest	18,141	4,502
	161,628	123,199
Expenses		
Bank charges and interest	577	463
Listing and transfer agent	11,503	11,424
Management fees and expenses (Note 9)	35,206	30,000
Office supplies and miscellaneous	5,655	5,221
Professional fees – (Note 9)	16,615	11,260
Promotion & shareholders' information	836	1,443
Rent – (Note 9)	12,549	10,815
Stock-based compensation – (Note 10)	23,586	-
Telephone	3,274	1,972
Travel	17,640	11,587
Loss on sale of marketable securities	-	2,559
Gain on cancellation of Preferred C shares	(299,530)	-
Unrealized (incr.) decrease in marketable securities	796,131	(1,051,328)
Write-off of prior year's accounts payable	(7,170)	(28,882)
Foreign exchange (gain)	(28,154)	(75,990)
Total	(588,718)	(1,069,456)
Net and comprehensive(loss)income for the year	(427,090)	1,192,655
Earnings (loss) per share for the year – basic and diluted	(0.02)	0.07
Weighted average shares outstanding	17,422,896	17,422,896

See accompanying notes to the consolidated financial statements

ARMADA MERCANTILE LTD.
Consolidated Statements of Changes in Equity
For the Years Ended February 29, 2016 and February 28, 2015
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share Capital Subscribed	Contributed Surplus	AOC1	Deficit	Total
Balance, February 28, 2014	**17,422,896**	**6,812,313**	**897,750**	**411,128**	**-**	**(8,013,410)**	**107,781**
Net income (loss) for the year	-	-	-	-	-	1,192,655	1,192,655
Balance, February 28, 2015	**17,422,896**	**6,812,313**	**897,750**	**411,128**	**-**	**(6,820,755)**	**1,300,436**
Cancellation of Share Capital Subscribed			(341,637)				(341,637)
Stock-based compensation				23,586			23,586
Net income (loss) for the year	-	-			-	(427,090)	(427,090)
Balance, February 29, 2016	**17,422,896**	**6,812,313**	**556,113**	**434,714**	**-**	**(7,247,845)**	**555,295**

See accompanying notes to the consolidated financial statements

ARMADA MERCANTILE LTD.
Consolidated Statements of Cash Flows
For the Years Ended February 29, 2016 and February 28, 2015
(Expressed in Canadian Dollars)

	2016	2015
Operating Activities		
Net and comprehensive gain (loss) for the year	$ (427,090)	$ 1,192,655
Items not involving cash:		
Amortization	-	-
Changes in non-cash working capital balances:		
Unrealized decrease (increase) in marketable securities	796,128	(1,042,859)
GST recoverable	(9)	1,260
Accounts receivable	22,019	(22,201)
Accounts payable and accrued liabilities	(6,776)	(35,724)
	384,272	93,131
Investing activities		
Investment in Evogy, Inc.	1	-
Investment in Red Rock Trading	-	11,345
Investment in Asset Commercial Credit	1	11,074
	2	22,419
Financing activities		
Advances from (to) related parties	(38,433)	(75,558)
Notes payable	(1,590)	(12,220)
Share capital subscribed	(341,637)	-
Contributed surplus	23,586	-
	(358,074)	(87,778)
Increase (decrease) in cash during the year	26,200	27,772
Cash and equivalents, beginning of year	65,367	37,595
Cash and cash equivalents, end of year	$ 91,567	$ 65,367

See accompanying notes to the consolidated financial statement

1. Summary of Significant Accounting Policies

Basis of Presentation and Statement of Compliance

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and include the accounts of the Company and its wholly-owned subsidiaries, Armada Group USA Inc. and Armada Finance, LLC. All inter-company transactions and balances are eliminated upon consolidation.

The head office and principal office of the Company are located at Suite #100 - 1616 West 3rd Avenue, Vancouver, B.C., V6J 1K2, Canada.

Revenue Recognition

Interest revenue earned on merchant banking loans is recognized on the accrual basis as earned and when such interest and returns on the loans can be reliably measured in terms of cash or assets readily measured in terms of cash. Certain non-monetary compensation received or receivable pursuant to these loan agreements has not been recognized as assets received or receivable as they are not yet reliably measurable. Interest revenue is not recognized on impaired loans. When a loan is classified as impaired, interest income is recognized on a cash basis only, after specific provisions for write-offs have been recovered and provided there is not further doubt about collectability of the principal balances.

Loan commitment, origination or renegotiation fees are recognized as interest revenue over the term of the loan.

Income from consulting services is recognized in the period in which the services are provided. Fees for contract execution are recognized as other income when the fees are earned.

Income from factoring contracts is realized when earned.

Loans Receivable

Notes receivable are classified as impaired when there is no longer reasonable assurance of the timely collection of outstanding advances. In determining the provision for possible note receivable losses, management considers the length of time the loans have been outstanding, whether they are in arrears, the overall financial strength of the borrower and the residual value of security pledged. If necessary, a provision for losses on impaired notes receivable is made to reduce the carrying amount to the estimated realizable amount. Management has determined that a provision for losses was not necessary at February 29, 2016 and February 28, 2015.

1. Summary of Significant Accounting Policies (cont'd)

Cash Equivalents

Cash equivalents are highly liquid investments, such as term deposits with major financial institutions, having a term to maturity of three months or less at acquisition, that are readily convertible to specified amounts of cash.

Equipment

Equipment is stated at cost less accumulated amortization. Amortization based on the estimated useful life of the assets is calculated as follows:

Computer equipment	- 30% declining balance basis
Equipment, furniture and fixtures	- 20% declining balance basis

The carrying value of equipment is reviewed whenever events or changes in circumstance indicate the recoverable value may be less than the carrying amount. Recoverable value is based on management's estimates of undiscounted future net cash flows expected to be recovered from specific assets or groups of assets through use or future disposition. Where impairment is indicated, impairment charges are recorded in the reporting period in which impairment is determined by management.

Functional and Presentation Currency
The Company's functional currency is the Canadian dollar. Monetary assets and liabilities denominated in foreign currencies are translated to Canadian dollars at the period-end exchange rate and all income and expenses are translated at average exchange rates prevailing during the period. Non-monetary assets and liabilities are translated at the rates prevailing at the dates the assets were acquired or liabilities incurred. Exchange gains and losses arising on translation are included as a charge to operations in the period incurred.

Deferred Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred income tax assets and liabilities are determined based on differences between the financial statement carrying values of existing assets and liabilities and their respective income tax bases (temporary differences), and losses carried forward. Deferred income tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on deferred income tax assets and liabilities of a change in tax rates is included in operations in the year in which the change is substantively enacted. The amount of deferred income tax assets recognized is limited to the amount of the benefit that is more likely than not to be realized.

1. Summary of Significant Accounting Policies (cont'd)

Financial Assets

Financial assets are classified into one of four categories:

- fair value through profit or loss ("FVTPL");
- held-to-maturity ("HTM");
- available for sale ("AFS"); and
- loans and receivables.

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset.

FVTPL financial assets

Financial assets are classified as FVTPL when the financial asset is held for trading or it is designated as FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future;
- it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument

Financial assets classified as FVTPL are stated at fair value with any resultant gain or loss recognized in profit or loss. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset. Transaction costs are expensed as incurred.

HTM investments

HTM investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. They are subsequently measured at amortized cost.

AFS financial assets

Short-term investments and other assets held by the Company are classified as AFS and are stated at fair value. Gains and losses arising from changes in fair value are recognized directly in equity in the investments revaluation reserve. Impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets, are recognized directly in profit or loss rather than equity.

When an investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognized in the investment's revaluation reserve is included in profit or loss for the period.

1. Summary of Significant Accounting Policies (cont'd)

The fair value of AFS monetary assets denominated in a foreign currency is translated at the spot rate at the statement of financial position date. The change in fair value attributable to translation differences on amortized cost of the asset is recognized in profit or loss, while other changes are recognized in equity.

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are initially recognized at the transaction value, including transaction costs and subsequently are carried at amortized cost less impairment losses. The impairment loss of receivables is based on a review of all outstanding amounts at period end. Bad debts are written off during the period in which they are identified. Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Fair value hierarchy

Measurement of the fair value of financial instruments is made under a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices, unadjusted, in active markets for identical assets or liabilities;

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

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

Effective interest method

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL.

1. Summary of Significant Accounting Policies (cont'd)

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investments have been impacted.

Objective evidence of impairment could include the following:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it has become probable that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of all financial assets, excluding trade receivables, is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease relates to an event occurring after the impairment was recognized the previously recognized impairment loss is reversed through profit or loss. On the date of impairment reversal, the carrying amount of the financial asset cannot exceed its amortized cost had impairment not been recognized.

De-recognition of financial assets

A financial asset is derecognized when:

- the contractual right to the asset's cash flows expire; or
- the Company transfers the financial asset and substantially all risks and rewards of ownership to another entity.

Capital Disclosures and Financial instruments-Disclosures and Presentation

Capital Disclosures specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance (see Note 13).

1. Summary of Significant Accounting Policies (cont'd)

Financial Liabilities and Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

De-recognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Critical Accounting Estimates, Judgments, and Uncertainties

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on the historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

Critical Accounting Estimates and Assumptions

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial period.

Share Based payments

The Company uses the Black-Scholes pricing model to estimate the fair value of stock options granted and warrants issued. Under this model, the Company must estimate the term, volatility and if applicable, the forfeiture rate of options granted and warrants issued.

1. Summary of Significant Accounting Policies (cont'd)

Critical Accounting Judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

Depreciation rates
The application of determining the useful lives of equipment are estimates by management based on assumptions about future events. Estimates and assumption made may change if new information becomes available. New information may become available during the use of the equipment that causes the Company to adjust its estimate.

Risk Instrument and Risk Management

Financial Risk Management
The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The fair values of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities 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 that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's credit risk is primarily attributable to its bank accounts and accounts receivable. Bank accounts are with a Canadian Schedule 1 banks. Management believes that the credit risk with respect to receivable is remote.

Liquidity Risk
Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due or that it will be required to meet them at excessive cost. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company manages its liquidity risk through private placements.

The Company's operating cash requirements including amounts projected to complete its existing

1. Summary of Significant Accounting Policies (cont'd)

Liquidity Risk (Cont'd)

capital expenditure program are continuously monitored and adjusted as input variables change. These variables include but are not limited to commodity prices, cost overruns on capital projects and changes to government regulations relating to land tenure, allowable production and availability of markets. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner.

Interest Rate Risk
The Company is exposed to the risk that the value of financial instruments will change due to movements in market interest rates. The Company does not use derivative instruments to reduce its interest rate risk as the Company's management believes that the likely financial impact of interest rate changes does not justify using derivatives.

The only significant market risk exposure to which the Company is exposed is short-term interest rate risk. The Company's bank account earns interest income at variable rates. The Company's future interest income is exposed to short-term rates.

Commodity Price Risk
The Company is not subject to commodity price risk

Environmental Risk
The Company is not exposed to environmental risks associated with its operations.

Loss Per Share
Basic loss per share is calculated by dividing the loss for the period by the weighted average number of common shares outstanding during the period. The computation of diluted earnings per share requires the use of the treasury stock method, which assumes that the exercise of stock options and warrants will have a dilutive effect on loss per share. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of stock options and warrants is applied to repurchase common shares at the average market price for the year.

Impairment
The Company's tangible and intangible assets are reviewed for indications of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash generating unit ("CGU"), exceeds its recoverable amount. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the year. Impairment losses recognized

1. Summary of Significant Accounting Policies (cont'd)

Impairment (Cont'd)

in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to CGUs and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

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

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

Share-based Payments

The Company issues equity instruments such as common shares, share options and warrants, for services rendered by employees and non-employees.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in statement of comprehensive loss over the vesting period, described at the period during which all the vesting conditions are satisfied.

Where equity settled share options are awarded to employees, the fair value of the options at the date of the grant is charged to the statement of the comprehensive loss over the vesting period.

Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the good or services received in the statement of comprehensive loss unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

1. Summary of Significant Accounting Policies (cont'd)

Share-based Payments (cont'd)

When the value of goods or services received in exchange for the share-based payment cannot be reliability estimated, the fair value is measured by use of a valuation model.

All exercisable equity settled share-based payments are reflected in contributed surplus until exercised; the amount reflected in contributed surplus is credited to share capital along with the consideration paid for those shares.

Where the terms and conditions of equity settled share based payments are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is charged to the statement of comprehensive loss over the remaining vesting period.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period.

2. Nature of Business and Going Concern

The Company was incorporated under the laws of British Columbia on June 24, 1987 and is engaged in the business of investing in new and existing businesses and organizations. As at February 29, 2016, the Company is a financial services company that focuses on merchant banking primarily through its wholly-owned subsidiary Armada Group USA, Inc. On July 19, 2002, the Company incorporated Armada Group USA, Inc. to establish business operations in the United States in the financial services industry. Armada Group USA, Inc. is wholly-owned by the Company and incorporated in the State of Delaware. On December 28, 2011, Armada Group USA, Inc., incorporated in the State of California, a wholly owned subsidiary, Armada Finance LLC. On September 20, 2013, Armada Group USA, Inc. dissolved Armada Finance LLC in the State of California. On October 24, 2013, Armada Group USA, Inc. formed Armada Finance LLC in the State of Wyoming. The principal assets in Armada Finance LLC were the Liquid Capital of America Corp. franchise. Effective December 31, 2014, all parties involved agreed to terminate the agreement. (See note 16).

These consolidated financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

As February 29, 2016, the Company has accumulated losses of $7,247,845 (February 28, 2015: $6,820,755) since its inception, has working capital of $555,292 (February 28, 2015: $1,300,431)

2. Nature of Business and Going Concern (cont'd)

and expects to continue as a going concern. However, if the Company does not continue to be profitable it may incur further losses in the development of its business, all of which may affect the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they become due.

3. New accounting standards and amendments to existing standards

As of January 1, 2015, the Company adopted the new and amended IFRS pronouncements in accordance with transitional provisions outlined in the respective standards. The Company has adopted the following new standards without any significant effect on its financial statements.

IAS 32 – Financial Instruments: Presentation ("IAS 32")

The IASB amended IAS 32, "Financial Instruments: Presentation" to clarify certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

- the meaning of 'currently has a legally enforceable right of set-off';
- the application of simultaneous realization and settlement;
- the offsetting of collateral amounts; and
- the unit of account for applying the offsetting requirements.

IAS 36 – Impairment of Assets ("IAS 36")

The amendments to IAS 36 restrict the requirement to disclose the recoverable amount of an asset or CGU to periods in which an impairment loss has been recognized or reversed. The amendments also expand and clarify the disclosure requirements applicable when an asset or CGU's recoverable amount has been determined on the basis of fair value less cost of disposal.

IFRIC 21 – Levies ("IFRIC 21")

An interpretation of IAS 37 – Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("obligating event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy.

New Standards Not Yet Adopted

IFRS 9 – Financial Instruments ("IFRS 9")

New standard IFRS 9, Financial Instruments, classification and measurement is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, "Financial Instruments: Recognition and Measurement." IFRS 9 has two measurement categories: 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 and loss. This standard is effective for years beginning on or after January 1, 2018. The Company is currently assessing the impact that these standards will have on the Company's financial statements. The Company plans to adopt these standards as soon as they become effective for the Company's reporting period.

4. Investment in Evogy, Inc.

The Company invested in 1,969,666 Series A Preferred Shares ("shares") in Evogy, Inc., a private Delaware corporation authorized to issue up to 4,800,000 shares. These shares are non-voting and were recorded at a cost of $280,185. At February 29, 2008, the investment was written down to a nominal value of $1. At February 29, 2016 the nominal value of $1 was written-off.

5. Investment in Red Rock Trading Partners, LLC

The Company's 20% investment through its wholly owned subsidiary, ArmadaUSA, was sold during the fiscal year 2015 at a net gain of US$1,125. Subsequently, ArmadaUSA has a continued relational arrangement with Redrock Trading Partners, LLC to provide FINRA Broker/Dealer services on an as needed basis.

6. Investment in Asset Commercial Credit and Asset Commercial Capital, Inc.

Pursuant to a Participation Agreement dated February 27, 2014, the Company purchased certain factoring documents, secured and guaranteed from Asset Commercial Credit, a company incorporated in the State of California, USA, in exchange for a 24% per annum interest rate and 100% of the purchased factoring documents specifically purchased in exchange for its initial investment of $11,075. On March 21, 2014 a further US$5,000 (C$5,226) was added to the investment. On November 7, 2014, the Participation Agreement was terminated and replaced by a Unsecured Senior Term Note for US$15,000.

On November 7, 2014, the Company acquired a 33% (664,330) common stock ownership in Asset Commercial Capital, Inc. Asset Commercial Capital, Inc. purchases accounts receivables from client companies of Asset Commercial Credit.

On January 14, 2016, the Company sold its 33% shareholdings in Asset Commercial Capital, Inc. as per the terms and conditions of a Stock Purchase Agreement between Armada Group USA, Inc. and Asset Commercial Capital, Inc. The Company will continue its "factoring" business focus within its wholly owned subsidiary company Armada Finance, LLC.

7. Equipment

	Cost	Accumulated Amortization	Net Book Value Feb. 29 2016	Net Book Value Feb. 28 2015
Computer equipment	$ 1,063	$ 1,063	$ -	$ -
Equipment, furniture and fixture	14,897	14,897	-	-
	$ 15,960	$ 15,960	$ -	$ -

8. Loans Receivable

As at February 29, 2016, the Company had the following loans receivable outstanding:

	Feb. 29, 2016	Feb. 28, 2015
Loans receivable	$ 331,961	$ 331,961
Accrued interest	15,474	15,474
Less: Allowable for loan losses	(347,432)	(347,432)
	$ 3	$ 3
Impaired loans and accrued interest:		
Loans receivable	$ 331,961	$ 331,961
Interest	15,474	15,474
Specific allowance	(347,432)	(347,432)
	$ 3	$ 3
Allowance for loan losses	-	-
Balance, beginning of year	$ 347,432	$ 347,432
Provision	-	-
Balance, end of year	**$ 347,432**	**$ 347,432**

(a) US$20,000 and US$80,000 loans, accrued interest at 10% per annum with maturity dates of March 24, 2005 and April 12, 2005, respectively. The loans are collateralized through a Deed of Trust on a real estate development located in Statesville, North Carolina and a 25% interest in a restaurant franchise. The Company is entitled to non-monetary compensation through the aforementioned merchant banking loans that it provides. These items are not currently recognized in the financial statements; they will be recognized as revenue when they readily measurable in terms of cash. Non-monetary items received as compensation for loans granted during the year include a real estate property located in Statesville, North Carolina (subject to subdivision approval) and a 25% interest in a restaurant franchise. As at February 28, 2007, these loans have been fully reserved to a nominal value of $1.

(b) U.S. $3,000 non-interest bearing loan with a maturity date of March 17, 2007. As at February 29, 2008, this loan has been fully reserved to a nominal value of $1.

(c) U.S. $150,000 convertible promissory note receivable bearing interest at 10.5% per annum with a maturity date of March 3, 2008. The note is convertible into common shares of the Company at $0.118 per share. As at February 29, 2008, a reserve has been recorded for this promissory note. As at February 29, 2008 the loan was written down to a nominal value of $1.

(d) U.S. $30,000 loan, accrued interest at 20% with a maturity date of May 15, 2005. Balance outstanding - S$34,671. Loan was personally guaranteed by a creditor of the Company whom is owed US$75,000. As at February 28, 2007, the loan, fees and all interest were covered by the creditor through a reduction in the principal owed by the Company to the creditor.

(e) U.S. $150,000 and US$100,000 loans accrue interest at 5% per annum. Balance outstanding – U.S. $292,361. The aforementioned loans were assigned to the Company in exchange for a promissory note payable of US$250,000. As at February 28, 2007, fees and all interest were covered by the creditor through a reduction in the principal owed by the Company to the creditor. The U.S. $150,000 and US$100,000 loans were re-assigned back to the assignor in exchange for the cancellation of the Company's promissory note payable of US$250,000 to the assignor.

9. Related Party Transactions

The following table summarizes the Company's key management compensation for the director and CEO who is responsible for planning, directing and controlling the activities of the entity and related party transactions not otherwise disclosed in these consolidated financial statements.

	2016	2015
Management fees	$ 35,206	$ 30,000
Expenses reimbursed to a director of the Company	19,199	13,727
Rent to a director of the Company	12,549	10,815

These transactions were in the normal course of operations and are measured at the exchange value, being the consideration established and agreed to by the related parties.

As at February 29, 2016 and February 28, 2015 the amounts due to (from) related parties were as follows:

	Feb. 29, 2016	Feb. 28, 2015
Note payable to a person related to a director of the Company	$ (5,059)	$ (5,059)
Due to a former director of the Company	(12,128)	(19,148)
Due from a director and a person related to a director of the Company	6,661	(24,753)
	$ (10,526)	**$ (48,959)**

10. Share Capital and Share Capital Subscribed

The authorized common share capital of the Company at February 29, 2016 is 200,000,000 (Feb. 28, 2016 - 200,000,000) shares without par value. The authorized preferred share capital of the Company at February 29, 2016 is 100,000,000 (Feb. 28, 2015 - 100,000,000) shares without par value.

The issued share capital is as follows:

Common shares issued and outstanding:

	February 29, 20156		February. 28, 2015	
	Number of Shares	Amount	Number of Shares	Amount
Balance at beginning of year	17,422,896	$ 6,812,313	17,422,896	$ 6,812,313
Treasury shares	-	-	-	-
Balance at end of year	17,422,896	$ 6,812,313	17,422,896	$ 6,812,313

Subscribed preferred share capital

The subscribed preferred share capital is as follows:

i) 526,315 Series A Preferred Shares at US $0.285 per share for gross proceeds of $US 150,000. The Series A Preferred Shares may be converted into common shares of the Company at the ratio of one Series A Preferred Share for each common share of the Company if the market trading price of the common shares of Vocalscape Networks, Inc., a

10. Share Capital and Share Capital Subscribed (continued)

Nevada Corporation, listed on the OTC Bulletin Board in the United States is trading at less than US $1.00 per share on a fully diluted basis as of the first anniversary date of the issuance of the Series A Preferred Shares.

ii) 1,027,275 Series B Preferred Shares at US $0.285 per share in settlement of US $292,773 owed to a person related to the director of the Company. The Series B Preferred Shares may be converted into common shares of the Company at the ratio of one Series B Preferred Share for each common share of the Company at the sole discretion of the Company.

iii) 131,582 Series B Preferred Shares at US $0.285 per share in settlement of US $37,500 (C$42,106) owed to a director of the Company. The Series B Preferred Shares may be converted into common shares of the Company at the ratio of one Series B Preferred Share for each common share of the Company at the sole discretion of the Company. These Series B Preferred Shares were cancelled at February 29, 2016.

iv) 555,555 Series C Preferred Shares at US $0.45 per share in settlement of US $250,000 (C$292,500) owed to a creditor of the Company and 126,000 Series C Preferred Shares subscribed for at US $0.45 per share. The Series C Preferred Shares may be converted into common shares of the Company at the ratio of one Series C Preferred Share for each common share of the Company at the sole discretion of the Company. 555,555 Series C Preferred Shares were cancelled at February 29, 2016; leaving a balance of 126,000 Series C Preferred Shares remaining.

Incentive Stock Options

In October 2003, the Board of Directors approved the Company's Stock Option Plan ("the Plan"). The Plan provides for the granting of stock options to qualified directors and employees to purchase up to 3,222,443 common shares of the Company. Under the Plan, the granting of stock options, exercise prices and terms are determined by the Board of Directors. Stock options must be non- transferable and the aggregate number of shares that may be reserved for issuance pursuant to stock options may not exceed an aggregate of 10% of the issued and outstanding shares of the Company at the time of granting and may not exceed 5% to any one individual. For incentive options, the exercise price shall not be less than the fair market value of the Company's common stock on the grant date. Options can have a maximum term of five years and terminate 30 days following the termination of the optionee's employment, except in the case of retirement, death or disability, in which case they terminate six months after the event. Vesting of options is made at the time of granting of the options at the discretion of the Board of Directors. Once approved and vested options are exercisable at any time.

Stock Options Granted During the Year

During the year ended February 29, 2016, the Company granted the following options:

- 500,000 share purchase options to a certain director exercisable at $0.05 per share, expiring on May 5, 2017.

- The stock compensation expense calculated for the 500,000 stock options was $23,586.

10. Share Capital and Share Capital Subscribed (continued)

The Company used the Black-Scholes option pricing model to determine the fair value of the options with the following assumptions:

	2016
- weighted average risk free interest rate	1.01%
- dividend yield of	-
- volatility of	269.00%
- an expected life	2 years

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do no necessarily provide a reliable single measure of the fair value of the Company's stock options and warrants.

11. Contributed Surplus

Balance, February 28, 2015	$ 411,128
Stock-based compensation	23,586
Balance, February 29, 2016	$ 434,714

12. Income Taxes

	Armada Mercantile	Armada USA	**2016**	**2015**
Income (Loss) for the year	$ (542,419)	$ 115,329	$ (427,090)	$ 1,192,655
Tax rate	26.0%	8.84%		
Tax based on statutory tax rate	$ (141,028)	$ 10,195	$ (130,833)	$ 304,291
Deductible expenses, net	77,877	-	77,877	(262,832)
Unrecognized benefit of non-capital losses	63,151	(10,195)	52,956	(41,459)
Total income taxes	$ -	$ -	$ -	$ -

The Company has available non-capital losses of approximately $447,000 which may be carried forward to apply against future income for tax purposes. In addition, the Company has discretionary deduction pools for resource related expenditures and equipment balances with a tax basis exceeding net book value. The possible future benefit to the Company of utilizing these losses has not been recognized in these financial statements. The carry-forward losses expire as follows:

2026	$ 8,000
2027	77,000
2028	79,000
2029	76,000
2030	35,000
2031	42,000
2032	35,000
2033	28,000
2034	31,000
2035	-
2036	36,000
	$ 447,000

12. Income Taxes (Cont'd)

The Company's wholly owned subsidiary, Armada Group USA Inc. has approximately $447,000 (2015 - $571,000) in non-capital losses which may be carried forward against future income for tax purposes. The loss carry-forwards expire in various years up to 2036.

	2016	2015
Potential future tax assets		
Non-capital losses carried forward	$ 116,000	$ 118,000
Canadian exploration expenses	123,000	123,000
Tax value of equipment in excess of book value	1,000	1,000
Potential tax recovery at substantially enacted rate 26.0% (2015 – 26.0%)	240,000	242,000
Net potential future income tax assets	240,000	242,000
Valuation allowance (100%)	(240,000)	(242,000)
Net future tax assets	$ -	$ -

In addition, the Company has allowable capital losses of approximately $3,984,000 (2015 - $3,984,000) which are available to offset against future capital gains.

The future conditions to recognize potential future tax assets based on establishment of likely future profitability have not been met. Accordingly, a 100% valuation allowance has been provided.

13. Comparative Figures

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

14. Management of Capital

The Company's objectives when managing capital are: to safeguard the Company's ability to continue as a going concern; to maintain optimal capital structure, while ensuring the Company's strategic objectives are met and to provide an appropriate return to shareholders relative to the risk of the Company's underlying assets.

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, stock options, contributed surplus and deficit.

The Company maintains and adjusts its capital structure based on changes in economic conditions and the Company's planned requirements. The Company may adjust its capital structure by issuing new equity, selling and/or acquiring assets, and controlling its capital expenditures program.

The Company is operating at a loss. As such, the Company is dependent on revenue and external

14. Management of Capital (Cont'd)

financing to fund its activities. In order to pay for its operating expenses, the Company will spend its existing working capital and raise additional amounts as needed and if available.

Management reviews its capital management approach on an ongoing basis.

15. Marketable Securities

The Company's marketable securities, which are classified as held-for-trading have been value at their market prices.

February 29, 2016		February 28, 2015	
Cost	**Market**	**Cost**	**Market**
285,774	540,974	285,774	1,337,102

16. Franchise, Liquid Capital

Pursuant to a Franchise Agreement ("Agreement') dated, November 30, 2011, the Company through its wholly owned subsidiary, Armada Finance, LLC, acquired a franchise from Liquid Capital of America Corp. (the "franchisor') for the operation of businesses offering factoring and financial services under the trade name of Liquid Capital.

Under the terms of the Agreement, the Company was required to pay an initial franchisee fee of $50,000USD and pay a management fee of $0.50 of all factoring accounts and maintain a minimum business volume as specified under the Agreement. Effective December 31, 2014, all parties involved agreed to terminate the agreement.

17. Contingencies

The Company and its wholly owned subsidiary, Armada Group USA, and its President and Director are being sued for a claim of $64,600, which includes principal and interest, with damages of $150,000. On August 12, 2010, the claim was settled between the parties.

The Company's wholly owned subsidiary, Armada Group USA, filed a complaint for breach of contract and fraud related to a $150,000 convertible note plus accrued interest provided to Vocalscape Networks, Inc. Judgment has been granted to the Company in the amount of approximately $233,000.

18. Fair Value Measurement

The Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3862 "Financial Instruments Disclosures" requires disclosure of a three-level hierarchy for fair value measurements based upon the significance of inputs used in making fair value measurements as follows:

18. Fair Value Measurement (Cont'd)

- Level 1 - quoted prices in active markets for identical assets or liabilities.
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.,: as prices) or indirectly (i.e.,: derived from prices).
- Level 3 - inputs for the asset or liability that are not based on observable market data

At February 29, 2016, the levels in the fair value hierarchy into which the Company's financial assets and liabilities measured and recognized in the balance sheet at fair value are categorized as follows:

	Level 1	**Level 2**
Cash & cash equivalents	$ 91,567	-