

PUDO INC.
(formerly Grandview Gold Inc.)

FORM 2A
LISTING STATEMENT

July 15, 2015

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SCHEDULE "A" – Certificate of the Issuer

SCHEDULE "B" – Statement of Executive Compensation

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this Listing Statement (including the appendices hereto and the documents incorporated by reference herein) constitute “forward-looking information” within the meaning of applicable Canadian securities legislation. The use of any of the words “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “goal”, “predict”, “potential”, “should”, “believe”, “intend” or the negative of these terms and similar expressions are intended to identify forward-looking information and statements. The information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information and statements. Such statements reflect the Company's current views with respect to certain events, and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance, or achievements to vary from those described in this Listing Statement (including the appendices hereto and the documents incorporated by reference herein). Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward looking statements prove incorrect, actual results may vary materially from those described in this Listing Statement as intended, planned, anticipated, believed, estimated, or expected.

The reader is further cautioned that the preparation of financial statements, including pro forma financial statements, in accordance with IFRS or another accounting method, as the case may be, requires management to make certain judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates may change, having either a negative or positive effect as further information becomes available, and as the economic environment changes. With respect to the forward-looking statements contained herein, although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements, because no assurance can be given that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Some of these risks are described in this Listing Statement under Item 17 - *Risk Factors*.

The forward-looking statements contained in this Listing Statement, including the documents incorporated by reference herein, identifies additional factors that could affect the operating results and performance of the Company. We urge you to consider those factors. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements speak only as of the date of this Listing Statement. The Company does not intend or assume any obligation to update these forward-looking statements to reflect new information, subsequent events or otherwise, except as required by law.

2. Corporate Structure

2.1 Corporate Name and Head and Registered Office

This Form 2A is filed with respect to PUDO Inc. (the “**Company**”, or the “**Issuer**”) in connection with its listing on the Canadian Securities Exchange (referred to herein as the “**CSE**” or the “**Exchange**”). The Company's head and registered office is located at 400 Brunel Road, Mississauga, Ontario L4Z 2C2.

2.2 Jurisdiction of Incorporation

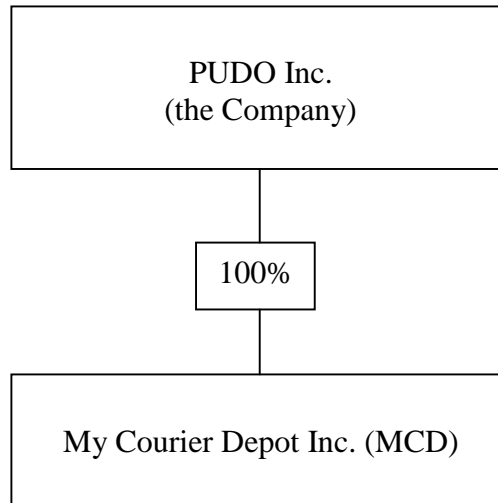
The Company was originally incorporated under the Company Act of Ontario on November 23, 1945 as Loisan Red Lake Gold Mines Limited. Articles of Amendment were filed on November 6, 1979, changing the name of the Company to Grandview Energy Resources Incorporated. On September 22, 1983, Articles of Amendment were filed to changing the name of the Company to Consolidated Grandview Inc. The Company filed further Articles of Amendment on April 9, 1987 to increase the authorized capital of the Company to an unlimited number of shares of each class. The Company again filed Articles of Amendment on July 6, 2004 changing its name to Grandview Gold Inc. Finally, on July 13, 2015, prior to completion of the Share Exchange (as defined herein), the Company changed its name to its current name “PUDO Inc.”.

2.3 Inter-corporate Relationships

The Company has a wholly owned subsidiary incorporated pursuant to the laws of the Province of Ontario on December 16, 2013, under the name My Courier Depot Inc. (“**MCD**”). MCD was acquired by the Company on July 14, 2015 pursuant to the Share Exchange Agreement (as defined herein), whereby the Company acquired all of the issued and outstanding common shares in the capital of MCD in exchange for 10,316,797 common shares in the capital of the Company (“**Common Shares**”).

2.4 Fundamental Change

Pursuant to the Share Exchange, as defined and more fully described under the heading “Item 3.2 – *Significant Acquisitions and Dispositions*” below, the Company acquired MCD by way of reverse takeover and MCD is now the Company's wholly owned subsidiary. Below is a diagram illustrating the current corporate structure of the Company:



2.5 Non-corporate Issuers and Issuers Incorporated Outside of Canada

Not applicable.

3. General Development of the Business

3.1 General Development of the Business

The Company was incorporated in 1945 and was primarily engaged in the mineral exploration and resource sector up to 1987, when trading of the Company's securities ceased. In November 1998, the Company invested in Navitrak International, a company involved in high-technology products for global positioning systems. The Company returned to mineral exploration and mining during 2004, after putting a new management team in place.

Guilianita Property, Peru

The Company, through a former Peruvian subsidiary, had an option to acquire 100% of the Guilianita property in Ayabaca Province, Piura Department, Peru, through a two-stage option (the **"Guilianita Option"**). The Guilianita Option provided the Company with a right to earn an 80% interest in the Guilianita property by completing a cash payment, issuing 2,000,000 common shares of the Company over a three year period, and reaching certain exploration and development expenditure milestones. The remaining 20% was able to be acquired by making an additional cash payment and issuing a further 250,000 common shares of the Company prior to the third anniversary date of the Guilianita Option.

On August 18, 2012, the Company finalized an amendment (the **"Amendment"**) to the Guilianita Option. As per the Amendment, the terms of the Guilianita Option were suspended until an agreement was reached with the local community to grant the

Company the necessary access rights. If and at such time that the Company was granted these rights, the terms of the Guilianita Option would resume. If the Company did not received these rights by May 31, 2013, it would relinquish its interest in the property and will be released from any obligations under the terms of the Guilianita Option.

As of May 31, 2013, the Company had not received the rights and decided not to proceed with the Guilianita Option.

Red Lake, Ontario Properties

The Company had a 100% interest in eight mining claims, covering approximately 60 hectares located in Red Lake, Ontario, Canada (the “**Loisan Property**”).

The Company had an option agreement with Newmont Mining Company (formerly Frontier Gold Inc.) under which it had earned a 67% interest in the 1,664 hectare Dixie Lake property located in Red Lake, Ontario, Canada (the “**Dixie Lake Property**”).

The Company also had a 100% interest in ten unpatented mining claims, located in Red Lake, Ontario (the “**Sanshaw-Bonanza Property**” and collectively with the Loisan Property and the Dixie Lake Property, the “**Red Lake Properties**”).

On May 31, 2013, the Company decided not to proceed with exploration on the Red Lake Properties.

On July 14, 2015, the Company transferred 100% of its right, title and interests in the Red Lake Properties to 1544230 Ontario Inc. for an aggregate purchase price of \$110,000. See “Item 3.2 – *Significant Acquisitions and Dispositions*” below.

Listing on the NEX

The Company voluntarily delisted from the TSX Venture Exchange effective at the close of February 11, 2013. Effective February 12, 2013, the shares of the Company commenced trading on the NEX.

My Courier Depot Acquisition

Since 2013, management of the Company had been looking for suitable businesses to acquire or merge with in an effort to maximize value for the Company’s shareholders. In the second half of 2014, the Company commenced negotiating a transaction to acquire 100% ownership of MCD, an independent retail services provider for the courier industry. Subsequently, on March 18, 2015 the Company entered into a share exchange agreement with MCD to acquire all of the issued and outstanding common shares of MCD. The Share Exchange (as defined herein) was approved by the shareholders of the Company on April 14, 2015, and completed on July 14, 2015 and from that date, the Company has carried on the business of MCD.

As conditions of the Share Exchange Agreement, the Company completed a share consolidation, a name change to "PUDO Inc." and voluntarily delisted from the NEX. This transaction is more fully described under "Item 3.2 – *Significant Acquisitions and Dispositions*" below.

History of My Courier Depot Inc.

MCD was incorporated on December 16, 2013. MCD's business provides over-the-counter retail services to courier companies and consumers at strategically located convenience stores, gas stations and other accessible retail businesses that typically operate on a 24 hours per-day basis. The services allow courier companies and consumers to use these locations as pick-up and drop-off locations for parcels, eliminating the costs and inconveniences associated with repeated failed delivery attempts to households and small businesses.

MCD began enlisting convenience stores to become the first affiliated locations. Currently twenty locations are established averaging approximately ten orders per day, and on November 6, 2014, MCD executed a letter of understanding between MCD and Canpar Transport L.P. ("**Canpar**"), a Canadian courier company, which has allowed Canpar to become the first courier company to begin utilizing MCD's services.

During November and December of 2014, MCD entered into negotiations with the Company to complete the Share Exchange (as defined herein), which would effectively result in the reverse takeover of the Company by MCD. As of July 14, 2015, MCD's business is now the sole business carried on by the Company. This transaction is more fully described under "Item 3.2 – *Significant Acquisitions and Dispositions*" below.

3.2 Significant Acquisitions and Dispositions

Sale of Red Lake Properties

Pursuant to the terms of an agreement of purchase and sale dated June 26, 2015 between the Company and 154420 Ontario Inc., on July 14, 2015 the Company transferred 100% of its right, title and interests in the Red Lake Properties to 1544230 Ontario Inc. for an aggregate purchase price of \$110,000. The proceeds from the sale of the Red Lake Properties were used by the Company to settle certain outstanding debts of the Company.

Share Exchange

Pursuant to a share exchange agreement dated March 18, 2015 (the "**Share Exchange Agreement**"), between the Company and MCD, the Company acquired 626.01 common shares and 612 Class A Preference shares in the capital of MCD (representing all of the issued and outstanding share capital of MCD) in exchange for 10,316,797 Common Shares of the Company (the "**Share Exchange**") on the basis of 8,333.33 post-Consolidation (as defined herein) Common Shares of the Company for every one (1) common share and every one (1) preference share of MCD (the "**Exchange Ratio**").

The Share Exchange resulted in the shareholders of MCD owning approximately 71.18% of the Common Shares of the Company.

Conditions to the Share Exchange Agreement included, among other things, the consolidation of the common shares of the Company on a twenty (20) to one (1) basis (the “**Consolidation**”), the change of the name of the Company to “PUDO Inc.” (the “**Name Change**”) and the voluntary delisting of the Company from the NEX (the “**Delisting**” and collectively with the Name Change and the Consolidation, the “**Conditions**”).

The Share Exchange and the Conditions were approved by the shareholders of the Company at the annual general and special meeting held on April 14, 2015 (the “**Meeting**”).

As a further condition of the Share Exchange, at the Meeting, the Company elected Richard Cooper, Howard Westerman, Thomas Bijou, Kurtis Arnold and Ian A. McDougall to the Company’s board of directors subject to the completion of the Share Exchange. As such, the management and board of directors of the Company is currently comprised as follows:

Board of Directors:	Richard Cooper
	Thomas Bijou
	Howard Westerman
	Kurtis Arnold
	Ian A. McDougall

Chief Executive Officer:	Frank Coccia
Chief Financial Officer:	Jing Peng

Immediately prior to the Share Exchange, certain arm’s length creditors of MCD converted an aggregate of US\$376,693.15 into 226.01 common shares of MCD. These common shares of MCD were converted into Common Shares of the Company at the Exchange Ratio, for an effective price of US\$0.20 per Common Share.

3.3 Trends, Commitments, Events or Uncertainties

Large shipping providers have been pursuing alternatives to at-home delivery. In the ordinary course, shippers would attempt multiple delivers at a residence until somebody answered for the parcel. Manufacturers and retailers are unable to absorb the associated shipment costs with this repeat service. Due to this failed delivery issue, locker services and centralized pick-up locations are being developed. Traditional brick and mortar retailers with e-commerce websites may decide to create local “pop-up” stores where products can be picked up by online shopper, which will dramatically reduce costs. In addition to these alternatives to at-home deliveries, management of the Company regularly monitors economic conditions and estimates their impact on the Company’s operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Other than as disclosed in this Listing Statement, there are no other trends, commitments, events or uncertainties known to management which could reasonably be expected to have a material effect on the Company's business, the Company's financial condition or results of operations. However, there are risks associated with the Company's business, as described in Item 17 – *Risk Factors*.

4. Narrative Description of the Business

4.1 General

(1) Business of the Issuer

The Company's business provides in-store over the counter pick-up services to courier companies and consumers. Access to the Company's services are being setup in convenience stores, gas stations, and other retail businesses that have agreed to become affiliate dealers ("**Dealers**"), allowing registered courier companies and consumers to use these Dealers as pick-up locations for parcels and letters that require identification and/or signatures to release.

The Company's services provide courier companies with a retail presence in a broad variety of locations with the goal of better serving customers in residential and rural areas. The services may also cut costs for courier companies who traditionally rely on their warehouses as pickup locations or suffer the additional costs of repeated delivery attempts to household residences and/or small businesses.

The Company's services are also available to consumers for "consumer-to-business" or "consumer-to-consumer" transactions. Consumers are able to register online with the Company and are provided with a unique login to access the Company's services ("**Registered Members**"). Registered Members are able to designate a nearby Courier Depot Location as the address to which certain parcels and letters are to be sent in lieu of a home delivery. Conversely, Registered Members are able to process shipments online either with the Company or directly with a courier company and drop off the parcel at a Courier Depot Location for pickup by the courier. Membership is free, with a pay-as-you-go model levying fees on a per-parcel basis. A fee of \$3.00 is charged on a parcel weighing under 10 lbs. and a fee of \$5.00 is charged for a parcel weighing 10 lbs. to 30 lbs.

(a) Stated Business Objectives

Over the next 12 months the Company has several focused business objectives:

- (1) Continue to grow the network of Dealers nationally with independent and corporate retail businesses, with a focus on stores and retail locations that operate on a 24 hours per-day basis (gas stations, convenience stores and other accessible retail businesses);

- (2) Complete a national roll out of the Canpar account, which includes identifying appropriate Dealers for Canpar to utilize and training personnel at such Dealers as required (the “**Canpar Rollout**”);
- (3) Begin establishing a network of Dealers in the U.S.;
- (4) Develop and explore relationships with e-commerce retailers to assess viability of full service web-portal to assist these retailers with accessing the Company’s services, which includes repository services for “return” e-commerce shipments, which allow consumers to return goods to online retailers by returning parcels to their local Dealers (the “**E-Commerce Initiative**”);
- (5) Complete a roll out of the Company’s services to “Direct Sell” companies (companies which sell their products on consignment using remote sales representatives) (the “**Direct Sell Rollout**”); and
- (6) Launch a comprehensive marketing and public relations initiative (the “**Marketing Campaign**” and collectively with the Canpar Rollout, the E-Commerce Initiative and the Direct Sell Rollout, the “**Objectives**”).

The estimated cost to complete the Canpar Rollout is \$50,000. The estimated cost to complete the E-Commerce Initiative is \$120,000. The estimated cost to complete the Direct Sell Rollout is \$50,000. The estimated cost to complete the Marketing Campaign is \$120,000.

(b) Significant Events or Milestones

The following milestones have been identified by the Company in order to achieve the Company’s business objectives over the next 12 months:

- (1) Continue to grow the Company’s revenue stream;
- (2) Hire a U.S. based salesperson;
- (3) Complete training videos for Dealers by May 2015;
- (4) Arrange for additional financing for potential U.S. expansion, if needed, by May 2015;
- (5) Establish 500 operational Dealers for utilization by Canpar by August 2015 (collectively, the “**Milestones**”).

(c) Total Funds Available and (d) Principal Purposes of Funds

As of November 30, 2014, MCD had approximately \$359,132 of cash and cash equivalents.

As of April 30, 2015 the MCD had approximately \$192,668 of cash and cash equivalents.

The Company shall use its existing cash to fund the completion of the Objectives and their underlying Milestones, and to finance working capital.

The Company anticipates needing to raise additional funds by way of further equity or debt financings. There can be no assurance that the Company will be successful in raising the required funds on terms and conditions acceptable to the Company.

(2) Principal Products or Services

(a) Methods of Distribution and Principal Markets

The principal market of the Company is the “business-to-consumer” sector of the courier industry. In basic terms this means the shipment of parcels from businesses directly to consumers. Geographically, the Company is focused on rural and residential areas where courier companies suffer from repeated failed delivery attempts, and consumers suffer from having to travel a great distance to recover parcels where delivery has failed. The Company’s services also target the “consumer-to-consumer” market. Registered Members can arrange to have parcels picked up and dropped off at Dealer locations and access the Company’s services through the online web portal.

(b) Revenues from Principal Products and Services Accounting for 15% or More of Total Consolidated Revenues for Last Two Financial Years

For the financial year ended May 31, 2014, and for the period from June 1, 2014 to the completion of the Share Exchange on July 14, 2015, the Company had no revenue.

As of November 30, 2014, 100% of MCD’s revenues (\$4,844) were derived from MCD’s (now the Company’s) principal products and services through direct sales to customers.

(c) Stage of Development of Principal Products and Services

The Company’s business is the provision of retail courier services, as disclosed herein. There are currently no additional products or services in development by the Company.

(3) Production and Sales

(a) Method of Providing Services

The Company’s services to consumers is provided online through the Company’s web portal and at Dealer locations used by consumers and Registered Members. Services provided to courier companies and retail businesses that have signed on as Dealers will be provided through the Company’s web portal and by potential site visits.

Businesses that have been setup as Dealers have a unique login to access the Company's web portal. Through the web portal, Dealers will have access to all of the Company's services, as well as online tutorials that provide step-by-step instructions as well as an operations manual which includes templates for all in-store operational forms. For high volume Dealers, the Company can provide site visits to ensure proper training and operational procedures are being followed correctly.

(b) Importance of Trademarks, Copyrights, Patents, Licences and Software

The Company's web portal is powered by a customized API that allows Dealers and Registered Members to access the Company's services. Aside from the standard trademarks and software licenses associated with a business of this nature and its online web portal, the Company does not rely on any other intangible properties.

(c) Seasonal Nature of the Company's Business

The Company expects that the nature of the Company's business will provided a consistent revenue stream. However, the Company's business will also be subject to the seasonal fluctuations typically experienced by the courier industry, namely that revenue generation will be concentrated in and around certain holiday seasons.

(d) Number of Employees as at period ended November 30, 2014

The Company has two (2) employees in administrative and sales roles as at the period ended November 30, 2014.

(e) Description of Contracts upon which the Company's Business is Substantially Dependent

The Company is currently substantially dependent on its letter of understanding with Canpar. The Company expects that as the network of Dealers expands and the Company enters into further agreements with other courier companies, the Company will no longer be substantially dependent on any one of its material contracts.

(4) Competitive Conditions and Position

There are currently no other businesses providing retail courier services similar to the Company's in Canada. Certain national courier companies have retail locations where customers can pick up or drop off parcels, but no other companies offer an open network of retail locations for courier pick up and drop offs. Canada Post has approximately 6,500 retail locations, but operates a closed network and its locations are not operated on a 24 hours per-day basis.

The Company's current position in the industry is advantageous due to being the first business to bring these services to market. The Company does reasonably expect that there will be competitor businesses in the future.

(5) Lending Operations of Issuer's Business

This is not applicable to the Company.

(6) Bankruptcy and Receivership

This is not applicable to the Company.

(7) Material Restructuring

This is not applicable to the Company.

(8) Social and Environmental Policies

This is not applicable to the Company.

4.2. Asset Backed Securities

This is not applicable to the Company.

4.3 Companies with Mineral Projects

This is not applicable to the Company.

4.3 Companies with Oil and Gas Operations

This is not applicable to the Company.

5. Selected Consolidated Financial Information5.1 Annual Information

The Company's audited financial statements for the years ended May 31, 2014, 2013, and 2012 are attached hereto as Schedule "C" and are available on SEDAR.

Certain financial results for each of the last three completed financial years, are summarized below:

Selected Financial Data

	Year Ended May 31, 2014 (audited) (\$)	Year Ended May 31, 2013 (audited) (\$)	Year Ended May 31, 2012 (audited) (\$)
Revenue	Nil	Nil	Nil
Impairment of mineral exploration properties and exploration and evaluation assets	Nil	\$5,235,841	Nil
Total expenses	\$114,953	\$205,007	\$330,062
Recovery of deferred income taxes	Nil	\$225,000	Nil
Net loss and total comprehensive loss for the year	\$(114,953)	\$(5,481,875)	\$(248,817)
Basic and diluted loss per common share	\$(0.00)	\$(0.06)	\$(0.00)
Cash and short-term investments	\$13	\$17,187	\$163,289
Total assets	\$8,567	\$25,257	\$5,501,613
Total liabilities	\$211,044	\$112,781	\$107,262
Cash dividends per common share	Nil	Nil	Nil

In connection with the Share Exchange, the Company's now wholly owned subsidiary MCD has prepared audited financial statements for the period from incorporation ended February 28, 2014, and for the three and nine months ended November 30, 2014, and are attached hereto as Schedule "E".

Certain financial results for MCD for the period from incorporation to the year ended February 28, 2014 and the nine months ended November 30, 2014, are summarized below:

	Period from Incorporation ended February 28, 2014 (audited) (\$)	Nine months ended November 30, 2014 (unaudited)
Revenue	Nil	\$4,844
Total expenses	\$(27,264)	\$(136,766)
Recovery of deferred income taxes	Nil	Nil
Net loss and total comprehensive loss for the year	\$(27,264)	\$(131,922)
Basic and diluted loss per common share	\$(68.33)	\$(329.81)
Cash and short-term investments	\$17	\$359,132
Total assets	\$50,024	\$426,047
Total liabilities	\$60,620	\$568,565
Cash dividends per common share	Nil	Nil

5.2 Quarterly Information

The Company's interim financial statements for the six months ended November 30, 2014 – Attached as Schedule “C”.

The results for each of the eight most recently completed quarters ending at the end of the most recently completed financial year, May 31, 2014, are summarized below:

Fiscal 2014 (prepared in accordance with IFRS)				
	Q1 \$	Q2 \$	Q3 \$	Q4 \$
Revenue	Nil	Nil	Nil	Nil
Net (loss)	\$(43,160)	\$(19,649)	\$(18,952)	\$(33,192)
Basic and diluted (loss) per common share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)

Fiscal 2013 (prepared in accordance with IFRS)				
	Q1 \$	Q2 \$	Q3 \$	Q4 \$
Revenue	Nil	Nil	Nil	Nil
Net income (loss)	\$(48,891)	\$(64,126)	\$(5,330,907)	\$(187,049)
Basic and diluted (loss) per common share	\$(0.00)	\$(0.00)	\$(0.07)	\$(0.00)

5.3 Dividends

The Company does not have a dividend policy and does not pay dividends to its shareholders.

5.4 Foreign GAAP

Section 5.4 is not applicable to the Company.

6. Management's Discussion and Analysis

The Company's MD&A, based on the financial statements of MCD as the reverse takeover acquirer for the period from the incorporation of MCD ended November 30, 2014 is attached hereto as Schedule "D".

7. Market for Securities

- 7.1 The Company delisted from the NEX Exchange on July 2, 2015. The Delisting was approved the shareholders of the Company at the Meeting. This Listing Statement was prepared for the purpose of listing on the CSE.

8. Consolidated Capitalization

8.1 Consolidated Capitalization

All information in this section is given as at the date of this Listing Statement.

The Company's authorized share capital comprises an unlimited number of Common Shares without par value. The Company has 14,494,802 issued and outstanding Common Shares.

The below table sets out the share capital of the Company:

Designation of Security	Amount Authorized or to be Authorized	Amount Outstanding as of Listing Statement
Common Shares	Unlimited	14,494,802
Warrants	Unlimited	Nil

The following table sets out the share capital of the Company on a fully diluted basis.

Designation of Security	Amount Outstanding	Approximate Percentage of Total on a Fully-Diluted Basis
Common Shares	14,494,802	83.33%
Common Shares underlying options outstanding	1,400,000	8.05%
Common Shares underlying options reserved under the Stock Option Plan	1,498,964	8.62%

9. Options to Purchase Securities

9.1 Options to Purchase Securities

As at the date of this Listing Statement, 1,400,000 options are issued and outstanding (the “Options”). Each Option is exercisable for one Common Share at an exercise price of \$0.20 per Common Share. The Options expire on July 14, 2017, which is two (2) years from the date of completion of the Share Exchange.

10. Description of the Securities

10.1 General

As of the date of this Listing Statement, the authorized capital of the Company consists of an unlimited number of Common Shares of which, as of the date of this Listing Statement, an aggregate of 14,494,802 common shares of the Company are issued and outstanding.

Each Common Share entitles the holder thereof to one vote at all meetings of Shareholders of the Company.

10.2 – 10.6 – Miscellaneous Securities Provisions

None of the matters set out in Items 10.2 to 10.6 of Form 2A are applicable to the share structure of the Company.

10.7 Prior Sales

During the previous 12 months, 10,316,797 Common Shares were issued to the shareholders of MCD, the Company's now wholly-owned subsidiary, pursuant to the Share Exchange.

10.8 Stock Exchange Price

The following table sets forth the price ranges and volume of the Company's Shares on the TSX Venture Exchange (the "**TSX-V**") for each month of the financial quarter ended November 30, 2014 (the Company's common shares were delisted from the TSX-V on July 2, 2015), and quarterly for the seven preceding financial quarters.

Period	High	Low	Volume
November 2014	\$0.010	\$0.005	312,693
October 2014	\$0.005	\$0.005	242,000
September 2014	\$0.005	\$0.005	17,500
June 1, 2014 – August 30, 2014	\$0.005	\$0.005	866,000
March 1, 2014 – May 31, 2014	\$0.010	\$0.005	780,000
December 1, 2013 – February 28, 2014	\$0.010	\$0.005	204,844
September 1, 2013 – November 30, 2013	\$0.010	\$0.005	1,023,550
June 1, 2013 – August 31, 2013	\$0.015	\$0.005	3,556,500
March 1, 2013 – May 31, 2013	\$0.010	\$0.005	1,952,600
December 1, 2012 – February 28, 2013	\$0.01	\$0.005	11,004,525

11. Escrowed Securities

Immediately prior to listing, the following securities of the Company shall be escrowed (the "**Escrowed Securities**"):

Designation of class held in escrow	Number of securities held in escrow	Percentage of class
Common Shares	10,037,897	69.25%
Options	1,400,000	100%

Note:

- The Escrowed Securities are held in escrow pursuant to the terms of an escrow agreement entered into between the Company, the holders of Escrowed Securities, and Equity Financial Trust Company, as escrow agent.

The Escrowed Securities shall be released on the following schedule, pursuant to the 46-201F1 – Escrow Agreement:

The date the Common Shares are listed on the Exchange (the “ Listing Date ”)	1/10 of the Escrowed Securities
6 months after the Listing Date	1/6 of the remaining Escrowed Securities
12 months after the Listing Date	1/5 of the remaining Escrowed Securities
18 months after the Listing Date	1/4 of the remaining Escrowed Securities
24 months after the Listing Date	1/3 of the remaining Escrowed Securities
30 months after the Listing Date	1/2 of the remaining Escrowed Securities
36 months after the Listing Date	all of the remaining Escrowed Securities

12. Principal Shareholders

12.1 Principal Shareholders

(1) Information as of the Date Hereof

As of the date of this Listing Statement, the only persons or companies who, to the knowledge of the directors and executive officers of the Company, beneficially own, or control or direct, directly or indirectly, voting securities carrying ten percent (10%) or more of the issued and outstanding voting shares of the Company are as follows:

Name	Number & Type of Securities	Type of Ownership	Percentage of Class
Palm Holding Inc.	7,599,999 Common Shares	Beneficially and of Record	52.43%

(2) *Information Upon Requalification*

Not applicable.

(3) *Voting Trusts*

To the knowledge of the Company, no voting trust exists within the Company such that more than 10 per cent of any class of voting securities of the Company are held, or are to be held, subject to any voting trust or other similar agreement.

(4) *Associates and Affiliates*

Not applicable.

13. Directors and Officers

13.1 Directors and Officers Table

The following table sets out information concerning directors and executive officers of the Company:

Name and Resident Country	Present Position(s) with the Company	Principal Occupation or Employment for previous 5 years	Director or officer Since	Common Shares Beneficially Owned Directly or Indirectly	Percentage of Outstanding Common Shares
Richard Cooper Canada	Director	Chairman of Cardinal Couriers, Director of Partner Jet Corp.	July 14, 2015	307,716	2.12%
Tom Bijou Canada	Director	Retired, previously Private Investment	July 14, 2015	250,000	1.72%
Howard Westerman U.S.A.	Director	Retired, Director of Peerless Manufacturing Co. and Director of Pen, Inc.	July 14, 2015	796,849	5.50%
Kurtis Arnold Canada	Director	Air Traffic Control at Lester B. Pearson International Airport	July 14, 2015	Nil	N/A
Ian A. McDougall Canada	Director	Chairman of Flight Solutions and Services	July 14, 2015	Nil	N/A

Frank Coccia Canada	Chief Executive Officer	CEO of My Courier Depot Inc.	July 14, 2015	1,083,333	7.47%
Jing Peng Canada	Chief Financial Officer	Senior Financial Analyst at Marrelli Support Services, Assurance Senior at MSCM LLP	July 14, 2015	Nil	N/A

13.2 Periods in Office

The table above in section 13.1 sets forth the period during which each director has served as a director. All directors hold office until the next annual meeting of shareholders or until their earlier death, removal or resignation.

13.3 Directors' and Officers' Securities

As a group, the directors and executive officers of the Company beneficially own, and exercise control and direction over, an aggregate of 2,437,898 Common Shares of the Company, representing 16.82% of the issued and outstanding common shares, on an undiluted basis, as at the date of this Listing Statement.

13.4 Board Committees

The Company's audit committee is comprised of Richard Cooper and Tom Bijou. The Company currently does not have any other board committees.

13.5 Directors' and Officers' Principal Occupations

Details of the principal occupations of any director or executive officer of the Company are set forth in the table included in section 13.1.

13.6 Corporate Cease Trade Orders or Bankruptcies

No director or officer of the Company, or shareholder holding a sufficient number of securities to affect materially control of the Company is, or within 10 years before the date of this Listing Statement, has been, a director or officer of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied such other issuer access to any exemptions under Ontario securities law for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in such other issuer being the subject of a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for a period of more than 30 consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

13.7 Penalties or Sanctions

No director or officer of the Company, or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.8 Disclosure of Settlement Agreement

Not applicable.

13.9 Bankruptcy and Insolvency

No director or officer of the Company, or shareholder holding a sufficient number of securities to affect materially control of the Company, or a personal holding company of any such persons, has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

13.10 Conflicts of Interest

Not applicable.

13.11 Management

Thomas Bijou, 64, Director

Mr. Bijou has been active in technology ventures throughout his business career. Following a 10 year career at General Electric where his most recent position was President of several software subsidiaries, he has been involved in several high growth successful ventures as founder, board member or lead financier.

Mr. Bijou was also the co-founder of Tigon, President of the operating subsidiary of Aegis Communications Group, Chairman and lead financier of Knowledge Communications, lead financier of Freestone System and Chief Executive Officer of Applied Nanotech Holdings.

Mr. Bijou commits sufficient time to the Company to perform his duties as a director. He is not subject to any non-competition or non-disclosure agreement with the Company.

Howard Westerman, 62, Director

Mr. Westerman earned his Bachelor of Arts in Business Administration and Sociology from Benedictine College in 1975. Mr. Westerman joined J-W Energy Company, an energy development and energy services company, in 1978 as a Corporate Administrator. During his years with J-W Energy Company, Mr. Westerman was involved in every area of the business including well servicing, gathering, measurement, compression and exploration and production. In 1999, Mr. Westerman was appointed Chief Executive Officer and Chairman. He currently serves on the boards of numerous charities, including the Make-A-Wish Foundation and Benedictine College, as well as the boards of Peerless Manufacturing Company, Vintage Bank and Pen Inc.

Mr. Westerman commits sufficient time to the Company to perform his duties as a director. He is not subject to any non-competition or non-disclosure agreement with the Company.

Richard Cooper, 61, Director

Mr. Cooper bring years of experience in the courier industry to the Company. Mr. Cooper is currently the Chairman of Cardinal Couriers, and also serves on the board of directors of Partner Jet Corp. Mr. Cooper was previously the sole director and Chairman of MCD.

Mr. Cooper commits sufficient time to the Company to perform his duties as a director. He is not subject to any non-competition or non-disclosure agreement with the Company.

Kurtis Arnold, 37, Director

Mr. Arnold is currently an air traffic controller at Lester B. Pearson International Airport. Mr. Arnold commits sufficient time to the Company to perform his duties as a director. He is not subject to any non-competition or non-disclosure agreement with the Company.

Ian A. McDougall, 68, Director

Mr. McDougall studied law at Harvard University and Osgoode Hall. He is currently the Chairman of Flight Solutions & Services.

Mr. McDougall commits sufficient time to the Company to perform his duties as a director. He is not subject to any non-competition or non-disclosure agreement with the Company.

Frank Coccia, 57, Chief Executive Officer

Mr. Coccia was CEO of MCD (My Courier Depot Inc.) and most recently also served as President and CEO of the Insurance Purchasing Group in both Canada and the United Kingdom. Mr. Coccia brings 30 years of experience in the transportation and logistics industry to the Company.

Mr. Coccia commits sufficient time to the Company to perform his duties as Chief Executive Officer. He is not subject to any non-competition or non-disclosure agreement with the Company.

Jing Peng, 38, Chief Financial Officer

Mr. Peng holds a Masters of Management and Professional Accounting from the University of Toronto. From 2009 to 2010, Mr. Peng held the title of Assurance Senior at MSCM LLP, and from 2011 to present, is a Senior Financial Analyst at Marelli Support Services. As Chief Financial Officer of the Company, Mr. Peng is responsible for budgeting, compiling financial records in accordance with Canadian generally accepted accounting principles and is responsible for ensuring the Company's internal control policies and procedures are met. Mr. Peng commits sufficient time to the Company to perform his duties as Chief Financial Officer. In connection with his role as Chief Financial Officer, Mr. Peng has entered into a consulting agreement with the Company, pursuant to which he is subject to certain non-disclosure and non-competition provisions.

14. Capitalization

14.1 Securities to be Listed

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully- diluted)	% of Issued (non- diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total outstanding (A)	14,494,802	15,894,802	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	10,037,897	11,437,897	69.25%	71.96%
Total Public Float (A-B)	4,456,905	4,456,905	30.75%	28.04%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	10,037,897	11,437,897	69.25%	71.96%
Total Tradeable Float (A-C)	4,456,905	4,456,905	30.75%	28.04%

Public Securityholders (Registered)**Class of Security**

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 999 securities	<u>367</u>	<u>26,763</u>
1000 – 1499 securities	<u>2</u>	<u>2,300</u>
1500 or more securities	<u>25</u>	<u>4,029,089</u>
Unable to confirm	<u>0</u>	<u>0</u>

Public Securityholders (Beneficial)**Class of Security**

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 999 securities	<u>425</u>	<u>111,439</u>
1000 – 1499 securities	<u>72</u>	<u>82,404</u>
1500 or more securities	<u>219</u>	<u>2,949,432</u>
Unable to confirm	<u>0</u>	<u>0</u>

Non-Public Securityholders (Registered)**Class of Security**

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 999 securities	0	0
1,000 – 1,499 securities	0	0
1,500 or more securities	6	10,037,897

Note:

- The above share range tables reflect share ranges of the Company on a post-Consolidation basis and assuming the completion of the Share Exchange.

14.2 Convertible or Exchangeable Securities

Description of Security	Number of securities outstanding	Number of listed securities issuable upon exercise
Options exercisable for Common Shares at an exercise price of \$0.20 per Common Share, expiring on July 14, 2017, which is two (2) years from the date of issuance (the completion of the Share Exchange)	1,400,000 Options	1,400,000 Common Shares

14.3 Other Securities

Not applicable.

15. Executive Compensation15.1 Statement of Executive Compensation

Statement of Executive Compensation is attached at Schedule “B” hereto.

16. Indebtedness of Directors and Executive Officers

- 16.1 None of the directors or executive officers of the Company were indebted to the Company as at June 30, 2015.

17. Risk Factors

17.1 Description of Risk Factors

Product Development And Technological Change

The market for courier industry and e-commerce solutions is characterized by rapid technological change and frequent new product introductions. To a large degree, revenues of the Company are dependent on its ability to demonstrate and develop support for its products and to expand its customer base. Although the Company believes its technology represents an advanced and commercial technology, there is no guarantee that the products of the Company will remain advanced or commercial. Moreover, continued product development may require the Company to invest substantial amounts in research and development on an ongoing basis.

Early Operating Stage and Reliance on Key Contracts

The Company is in the early stages of operation. Accordingly, its business operations are subject to all of the risks inherent in the establishment and maintenance of a new business enterprise, such as competition and viable operations management and may not operate on a break-even basis during this period or at all. During the early stages of development the Company will be more sensitive to and more significantly affected by any cancellations of major contracts by customers and affiliate national courier companies.

Competition

The marketplace for courier delivery and affiliated e-commerce solutions has numerous competitors. Many of these competitors have significantly greater financial, technological, manufacturing, marketing and personnel resources than the Company. There can be no assurance that the Company will be able to compete successfully or that competition will not have a material adverse effect on the Company's business, financial condition and results of operations. The Company may also face competition from courier companies, including such courier companies that the Company has entered into material agreements with, if such courier companies may develop courier delivery and affiliated e-commerce solutions of the same nature of the Company's services.

Management Of Growth

Future plans of the Company contemplate rapid growth resulting in higher levels of operating expenses. There can be no assurances that the Company will be able to

manage such growth effectively, or that its management, personnel or systems will be adequate to support the Company's operations, or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses. The future success of the Company also depends on its ability to continue to attract and retain highly qualified technical personnel for whom competition is intense. The future growth requirements of the Company may result in the need to hire personnel not currently residing in the geographic region of the Company's principal office, and it may be difficult to successfully recruit such key personnel. In addition, the transition from a research and development organization to a more commercial organization may result in significant changes to the size and structure of the organization of the Company or in the composition of its personnel, some of which have not been or cannot be anticipated.

Proprietary Technology

The Company regards its software as proprietary and attempts to protect it with various intellectual property protection techniques including copyrights, trademarks, trade secret laws, restrictions on disclosure and other methods rather than patents. Despite these precautions, it may be possible for unauthorized third parties to copy aspects of these products or to obtain and use information that the Company regards as proprietary. Existing laws relating to proprietary rights and intellectual property afford only limited practical protection. In addition, the laws of some foreign countries do not protect proprietary rights to the same extent as do the laws of Canada and the United States. There can be no assurance that the Company's means of protecting its proprietary rights will be adequate. Although the Company believes that it owns or has adequate rights to utilize all material technologies relating to its existing products, as it develops new products or creates enhancements to its existing products it anticipates that it may find it necessary or desirable to obtain licenses from third parties entitling it to use certain technologies. There can be no assurance that such licenses would be available to the Company on acceptable terms or at all.

Payment Of Dividends

The Company may only pay dividends in accordance with the provisions of the Business Companies Act (Ontario). There is no certainty that the Company will ever be able to pay dividends.

Legislative Changes

Any legislative changes in Canada which limit, control or impact on e-commerce and national courier businesses could have a negative effect on the Company's business. Since the Company is not aware of any such possible changes it is not possible at this time to assess or quantify such risks.

Network Failure

A failure of any major component of the Internet infrastructure could have a negative effect on the Company's ability to provide its services for the duration of the failure. The consequences of such risks cannot be estimated.

Dilution

The Company may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Company which may be dilutive.

Reliance on Key Personnel

The Company's success will depend in large measure on certain key personnel. The loss of the services of such key personnel could have a material adverse effect on the Company. The Company does not anticipate having key person insurance in effect for management. The contributions of these individuals to the immediate operations of the Company are likely to be of central importance. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of the Company.

17.2 Additional Securityholder Risk

There is no risk that securityholders of the Company may become liable to make an additional contribution beyond the price of the security.

17.3 Other Risks

Subject to the risk factors set out under Part 17.1 above, there are no other material risk factors that a reasonable investor would consider relevant to an investment in the Company's shares.

18. Promoters

18.1 Promoters

The Company has not engaged any Promoters.

19. Legal Proceedings

19.1 Legal Proceedings

As of the date hereof, the Company is not aware of any legal proceedings to which it or any of its property is subject.

19.2 Regulatory Actions

Not applicable.

20. Interest of Management and Others in Material Transactions

20.1 Interest of Management and Others in Material Transactions

MCD is indebted to Courier Cardinal Ltee ("**Courier Cardinal**"), a company controlled by the beneficial shareholders of Palm Holdings Inc., pursuant to an unsecured due-on-demand loan, of which the balance outstanding as at November 30, 2014 was \$128,945 with interest accruing at a rate of 5% per annum. Prior to the completion of the Share Exchange, an aggregate of \$102,000 was repaid by MCD. As at the date of this Listing Statement, the outstanding principal amount is \$26,945.

Prior to the Share Exchange, MCD incurred \$10,000 in bookkeeping fees to Cardinal Couriers Ltd., a company of which Mr. Richard Cooper is an officer and director.

Prior to the Share Exchange, MCD incurred consulting fees of \$68,000 to Courier Depot Network Inc., a company controlled by Mr. Frank Coccia.

Other than as disclosed in this Listing Statement, neither the Company nor any director or officer of the Company, nor any other informed person of the Company, nor any Associate or Affiliate of any of the foregoing has or has had, at any time since the beginning of the period ended November 30, 2014, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries.

21. Auditors, Transfer Agents and Registrars

21.1 Auditors

McGovern, Hurley, Cunningham LLP located at Suite 300, 2005 Sheppard East, North York, ON M2J 5B4 are the current auditors of the Company and were first appointed auditors of the Company on April 26, 2013.

21.2 Transfer Agent and Registrar

Equity Financial Trust Company located at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 is the current transfer agent and registrar of the Company.

22. Material Contracts

22.1 Material Contracts

Other than contracts entered into in the ordinary course of its business, the Company and its subsidiaries have not entered into any material contracts during the past 24 months except:

1. Share Exchange Agreement dated March 18, 2015 between the Company and MCD;
2. borrowing arrangements with Courier Cardinal, the balance of which was \$128,945 as at November 30, 2014, which is unsecured, due on demand and accruing interest at a rate of 5% per annum;
3. Letter of Understanding dated October 23, 2014 between MCD and Canpar Transport L.P.;
4. Letter of Understanding dated February 14, 2014 between MCD and Little Short Stop Stores;
5. Letter of Understanding dated March 3, 2014 between MCD and Quickie Convenience Stores Corp.;
6. Letter of Understanding dated February 14, 2014 between MCD and Avondale Food Stores Limited; and
7. Letter of Understanding dated December 30, 2013 between MCD and Hasty Market Corporation.

These material agreements will be available for review at the Company's head office located at 400 Brunel Road, Mississauga, Ontario L4Z 2C2, for a period of 30 days following the distribution of this Listing Statement.

22.2 Special Agreements

Not applicable.

23. Interest of Experts

23.1 to 23.4 Interests of Experts

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the

Company or of an Associate or Affiliate of the Company and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company and no such person is a promoter of the Company or an Associate or Affiliate of the Company. McGovern, Hurley, Cunningham LLP is independent of the Company in accordance with the rules of professional conduct of the Institute of Chartered Accountants of Ontario.

24. Other Material Facts

Not applicable.

25. Financial Statements

25.1 Copies of Financial Statements

The audited financial statements of the Company for the years ended May 31, 2014, 2013, and 2012 and also the unaudited financial statements for the six months ended November 30, 2014 are included in Schedule "C", including the respective auditor's reports required to be prepared and filed under applicable securities legislation for the audited statements.

The audited financial statements of MCD for the period from incorporation to the year ended February 28, 2014 and the unaudited interim financial statements for the nine months ended November 30, 2014, are included in Schedule "E", including the auditor's report required to be prepared and filed under applicable securities legislation for the audited statements.

Pro-forma consolidated financial statements giving effect to the Share Exchange for the year ended May 31, 2014 and the six months ended November 30, 2014 are included in Schedule "F".

25.2 Issuers Re-Qualifying for Listing

Not applicable.

Schedule “A”**CERTIFICATE OF THE ISSUER**

Pursuant to a resolution duly passed by its Board of Directors, PUDO Inc. hereby applies for the listing of the above mentioned securities on CSE. The foregoing contains full, true and plain disclosure of all material information relating to PUDO Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto, Ontario

this 15th day of July, 2015.

(signed) “Frank Coccia”

FRANK COCCIA
Chief Executive Officer

(signed) “Jing Peng”

JING PENG
Chief Financial Officer

(signed) “Richard Cooper”

Director

(signed) “Tom Bijou”

Director

Schedule "B"

Statement of Executive Compensation

The Company's Statement of Executive Compensation, in accordance with the requirements of Form 51-102F6 – *Statement of Executive Compensation*, is set forth below, which contains information about the compensation paid to, or earned by, the Company's Chief Executive Officer and Chief Financial Officer and each of the other three most highly compensated executive officers of the Company earning more than CDN\$150,000.00 in total compensation as at May 31, 2014 (the "**Named Executive Officers**" or "**NEO's**") during the Company's last three most recently completed financial years. Based on the foregoing, Paul Sarjeant, former President, CEO, Corporate Secretary and a director of the Company, Carmelo Marrelli, former Chief Financial Officer of the Company, shall be referred to as the Named Executive Officers or NEOs for the remainder of this Statement of Executive Compensation.

Compensation Discussion and Analysis

For the purpose of determining executive compensation, the Company relies solely on discussions of the board of directors (the "**Board**") without any formal objectives, criteria and analysis.

The Board reviews on an annual basis the cash compensation, performance and overall compensation package for each NEO. The Board reviews compensation paid to directors and officers of companies of similar business, size and stage of development and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company.

The Company does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

No Benchmarking

No specific benchmarking policy is in place for determining compensation or any element of compensation. The Company does not currently have any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer or director compensation.

Objectives of the Compensation Program

The Company's executive compensation program is based on the objectives of: (a) recruiting and retaining the executives critical to the success of the Company; (b) providing fair and competitive compensation; (c) balancing the interests of management

and Shareholders; and (d) rewarding performance, on the basis of both individual and corporate performance.

To determine compensation payable, the Board reviews compensation paid for directors and officers of companies of similar business, size and stage of development and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and NEO's while taking into account the financial and other resources of the Company. The annual salaries for NEOs are designed to be comparable to executive compensation packages for similar positions at companies with similar financial, operating and industrial characteristics. The NEOs will be paid an annual salary that also takes into account his or her existing professional qualifications and experience. The NEOs' performances and salaries are to be reviewed periodically on the anniversary of their appointment to their respective officer-ships with the Company. Increases in salary are to be evaluated on an individual basis and are performance and market-based.

Compensation Risk

The Company has not adopted a formal policy on compensation risk management nor has it engaged an independent compensation consultant. The Company recognizes that there may be risks in its current processes but given the size and number of executives dedicated on a full-time basis, the Company does not believe the risks to be significant.

The Board believes that the executive compensation program of the Company should not raise its overall risk profile. Accordingly, the Company's executive compensation programs include safeguards designed to mitigate compensation risks. The following measures impose appropriate limits to avoid excessive or inappropriate risk taking or payments:

- discretionary bonus payments determined by the Board based on annual performance reviews;
- stock option terms of two (2) years discourage excessive risk-taking to achieve short-term goals; and
- implementation of trading black-outs limit the ability of directors and senior officers to trade in securities of the Company.

Inappropriate and excessive risks by executives are also mitigated by regular meetings of the Board, at which, activity by the executives must be approved by the Board if such activity is outside previously Board-approved actions and/or as set out in a board-approved budget. Given the current composition of the Company's executive management team, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company are reviewed, including executive compensation.

Elements of Executive Compensation

Compensation of the Company's Named Executive Officers is comprised of cash consideration and the grant of options to purchase common shares under the Corporation's stock option plan (as more particularly described below).

Option-based Awards

The Company has a “rolling” stock option plan. The purpose of granting stock options is to assist the Company in compensating, attracting, retaining and motivating its executive officers and to closely align the personal interests of such persons to that of the shareholders. In determining the number of options to be granted to the executive officers, the Board will take into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options.

Compensation Governance

The Corporation does not have a compensation committee. The Board has not adopted any specific policies or practices to determine the compensation for the Corporation's directors and executive officers other than as disclosed above.

Summary Compensation Table

The following tables provide information for the three most recently completed financial years ended May 31, 2014, 2013 and 2012 regarding compensation earned by each of the following Named Executive Officers of the Company: (a) Paul Sarjeant, former President, CEO, Corporate Secretary and director of the Company; and (b) Carmelo Marrelli, former Chief Financial Officer of the Company.

Unless otherwise noted, salaries for the Named Executive Officers are paid in Canadian dollars.

Financial Years Ended May 31, 2014, May 31, 2013 and May 31, 2012

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Paul Sarjeant⁽¹⁾ Former President, CEO and Director	2014	19,200	Nil	Nil	Nil	Nil	Nil	Nil	19,200
	2013	45,000	Nil	Nil	Nil	Nil	Nil	Nil	45,000
	2012	112,500	Nil	Nil	Nil	Nil	Nil	Nil	112,500
Carmelo Marrelli⁽²⁾ Former Chief Financial Officer	2014	44,149	Nil	Nil	Nil	Nil	Nil	Nil	44,149
	2013	59,819	Nil	Nil	Nil	Nil	Nil	Nil	59,819
	2012	47,031	Nil	Nil	Nil	Nil	Nil	Nil	47,031

Notes:

- (1) On July 14, 2015 Paul Sarjeant resigned from all positions held at the Company. As of July 14, 2015 Frank Coccia was appointed Chief Executive Officer of the Company.
- (2) On November 30, 2011 Ernest Cleave resigned as Chief Financial Officer of the Company and Carmelo Marrelli was appointed Chief Financial Officer of the Corporation. Mr. Marrelli subsequently resigned from the position on April 7, 2014. As of July 14, 2015, Jing Peng was appointed Chief Financial Officer of the Company.

Summary Compensation – Narrative Discussion

As at May 31, 2014, the Company had no formal executive employment agreements with each of its Named Executive Officers. The employment arrangements for each of the Company's Named Executive Officers is described below.

Paul Sarjeant

Mr. Sarjeant resigned from all positions held at the Company as of July 14, 2015. There was currently no formal agreement in place between the Company and Mr. Sarjeant. Effective January, 2011 the compensation payable to Mr. Sarjeant for his services to the Company was reduced to \$5,000 per month. Effective November, 2012, Mr. Sarjeant received \$1 per month from the Company as compensation. As at May 31, 2014, and the date of his resignation from all positions at the Company, Mr. Sarjeant had no agreement with the Company which provided for any payments at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the company or a change in his responsibilities.

Carmelo Marrelli

Carmelo Marrelli was appointed as Chief Financial Officer of the Corporation effective November 30, 2011, and Mr. Marrelli resigned from the position on April 7, 2014. There was no formal agreement between the Company and Mr. Marrelli. The Company paid Mr. Marrelli a fee of \$1,500 per month to act as Chief Financial Officer of the Company. Mr. Marrelli had no arrangement with the Company which provides for any payments at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the company or a change in his responsibilities.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each Named Executive Officer outstanding as at the financial year ended May 31, 2014.

Outstanding Share-Based Awards and Option-Based Awards

Name and principal position	Year	Option-based Awards				Share-based Awards	
		Number of securities underlying unexercised Options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money Options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Paul Sarjeant ⁽¹⁾ President, CEO, Corporate Secretary and a Director	2014	Nil	Nil	Nil	Nil	Nil	Nil
Carmelo Marrelli ⁽²⁾ Chief Financial Officer	2014	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) On July 14, 2015 Paul Sarjeant resigned from all positions held at the Company. As of July 14, 2015, Frank Coccia was appointed Chief Executive Officer of the Company.
- (2) On November 30, 2011 Ernest Cleave resigned as Chief Financial Officer of the Company and Carmelo Marrelli was appointed Chief Financial Officer of the Corporation. Mr. Marrelli subsequently resigned from the position on April 7, 2014. As of July 14, 2015, Jing Peng was appointed Chief Financial Officer of the Company.

The following table provides information regarding the value vested or earned of incentive plan awards for the financial year ended May 31, 2014.

Value Vested or Earned During the Financial Year Ended May 31, 2014

Name and principal position	Year	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Paul Sarjeant ⁽¹⁾ President, CEO, Corporate Secretary and a Director	2014	Nil	Nil	Nil
Carmelo Marrelli ⁽²⁾ Chief Financial Officer	2014	Nil	Nil	Nil

Notes:

- (1) On July 14, 2015 Paul Sarjeant resigned from all positions held at the Company. As of July 14, 2015, Frank Coccia was appointed Chief Executive Officer of the Company.
- (2) On November 30, 2011 Ernest Cleave resigned as Chief Financial Officer of the Company and Carmelo Marrelli was appointed Chief Financial Officer of the Corporation. Mr. Marrelli subsequently resigned from the position on April 7, 2014. As of July 14, 2015, Jing Peng was appointed Chief Financial Officer of the Company.

Pension Plan Benefits

The Company does not currently provide pension plan benefits to its Named Executive Officers.

Termination and Change of Control Benefits

As described under the subheading *Summary Compensation – Narrative Discussion*, above, the Company does not currently have any obligation to make any payments to any NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the company or a change in his responsibilities.

Director Compensation

The Company has no standard arrangement pursuant to which directors are compensated for their services as directors, except for the granting from time to time of incentive stock options in accordance with the Company's Option Plan. Currently, the directors of the Company do not receive any compensation for attending meetings of the Board or a committee of the Board.

Director Compensation Table

The following table provides information regarding compensation paid to the Company's non-executive directors during the financial year ended May 31, 2014. Information regarding the compensation paid to Paul Sarjeant during the financial year ended May 31, 2014 (including as a director) is disclosed in the sections above relating to executive compensation.

Name	Year	Fees earned (\$)	Share-based awards (\$)⁽¹⁾	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	All other compensation (\$)	Total (\$)
D. Richard Brown ⁽¹⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil
Peter Born ⁽²⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil
Jack Austin ⁽³⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil
Ted Nunn ⁽⁴⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil
TOTALS		Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) On March 21, 2014, D. Richard Brown resigned from the board of directors of the Company.
- (2) On April 14, 2015, Paul Sarjeant and Peter Born were not re-elected to the board of directors of the Company, and Richard Cooper, Howard Westerman, Tom Bijou, Kurtis Arnold and Ian A. McDougall were elected to the board of directors of the Company.
- (3) On June 30, 2014, Jack Austin resigned from the board of directors of the Company.
- (4) On September 1, 2014, Ted Nunn resigned from the board of directors of the Company.

Director Compensation – Narrative Discussion

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each non-executive director outstanding as at May 31, 2014. Information regarding the incentive plan awards for Paul Sarjeant during the financial year ended May 31, 2014 is disclosed in the sections above relating to executive compensation.

Outstanding Share-Based Awards and Option-Based Awards

Name	Year	Option-based Awards				Share-based Awards	
		Number of securities underlying unexercised Options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money Options (\$)⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)

D. Richard Brown ⁽¹⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil
Peter Born ⁽²⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil
Jack Austin ⁽³⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil
Ted Nunn ⁽⁴⁾	2014	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) On March 21, 2014, D. Richard Brown resigned from the board of directors of the Company.
- (2) On April 14, 2015, Paul Sarjeant and Peter Born were not re-elected to the board of directors of the Company, and Richard Cooper, Howard Westerman, Tom Bijou, Kurtis Arnold and Ian A. McDougall were elected to the board of directors of the Company.
- (3) On June 30, 2014, Jack Austin resigned from the board of directors of the Company.
- (4) On September 1, 2014, Ted Nunn resigned from the board of directors of the Company.

The following table provides information regarding the value vested or earned of incentive plan awards for each non-executive director for the financial year ended May 31, 2014. Information regarding the value vested or earned of incentive plan awards for Paul Sarjeant for the financial year ended May 31, 2014, is disclosed in the sections above relating to executive compensation.

Value Vested or Earned During the Financial Year Ended May 31, 2014

Name	Year	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
D. Richard Brown ⁽¹⁾	2014	Nil	Nil	Nil
Peter Born ⁽²⁾	2014	Nil	Nil	Nil
Jack Austin ⁽³⁾	2014	Nil	Nil	Nil
Ted Nunn ⁽⁴⁾	2014	Nil	Nil	Nil

Notes:

- (1) On March 21, 2014, D. Richard Brown resigned from the board of directors of the Company.
- (2) On April 14, 2015, Paul Sarjeant and Peter Born were not re-elected to the board of directors of the Company, and Richard Cooper, Howard Westerman, Tom Bijou, Kurtis Arnold and Ian A. McDougall were elected to the board of directors of the Company.
- (3) On June 30, 2014, Jack Austin resigned from the board of directors of the Company.
- (4) On September 1, 2014, Ted Nunn resigned from the board of directors of the Company.

Retirement Policy for Directors

The Company does not have a retirement policy for its directors.

Directors' and Officers' Liability Insurance

The Company procured and funded a directors' and officers' insurance policy with a limit of \$2,000,000 liability and carrying \$25,000 deductible for an annual premium of \$10,530 for the years ended May 31, 2013, and May 31, 2014.

C-1

Schedule “C”
FINANCIAL STATEMENTS OF THE COMPANY



CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED
MAY 31, 2013 AND 2012

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Grandview Gold Inc.

We have audited the accompanying consolidated financial statements of Grandview Gold Inc. and its subsidiaries, which comprise the consolidated statement of financial position as at May 31, 2013, and the consolidated statement of loss and comprehensive loss, consolidated statement of changes in shareholders' (deficit) equity and consolidated statement of cash flows for the year then ended, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Grandview Gold Inc. and its subsidiaries as at May 31, 2013, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Company had a working capital deficit as at May 31, 2013. These conditions along with other matters set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Other Matter

The consolidated financial statements of Grandview Gold Inc. for the year ended May 31, 2012, were audited by another auditor who expressed an unmodified opinion on those statements on August 27, 2012.

McGOVERN, HURLEY, CUNNINGHAM, LLP



Chartered Accountants
Licensed Public Accountants

TORONTO, Canada
July 12, 2013

Grandview Gold Inc.

Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

As at	May 31, 2013	May 31, 2012
Assets		
Current		
Cash	\$ 17,187	\$ 137,752
Short term investments (Note 5)	-	25,537
HST and sundry receivable	8,070	96,563
Prepaid expenses	-	15,980
Total current assets	25,257	275,832
Exploration and evaluation property interests (Note 6)	-	5,225,781
Total assets	\$ 25,257	\$ 5,501,613
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 12)	\$ 112,781	\$ 107,262
Total liabilities	112,781	107,262
Shareholders' (deficit) equity	(87,524)	5,394,351
Total liabilities and shareholders' (deficit) equity	\$ 25,257	\$ 5,501,613

Nature of operations and going concern (Note 1)

The accompanying notes are an integral part of these consolidated financial statements.

Approved by the Board of Directors:

"Paul T. Sargeant"
Director

"Richard Brown"
Director

Grandview Gold Inc.

Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	Years Ended May 31,	
	2013	2012
Expenses		
General and administration (Note 13)	\$ 205,007	\$ 330,062
Impairment of exploration and evaluation property interests (Note 6)	5,235,841	-
Uncollected Peruvian value added taxes	41,027	-
Operating loss	(5,481,875)	(330,062)
Interest income	-	578
Premium on flow-through shares	-	80,667
Loss before income taxes	(5,481,875)	(248,817)
Income tax recovery (Note 14)	225,000	-
Net loss and comprehensive loss for the year	\$(5,256,875)	\$ (248,817)
Loss per share - basic and diluted (Note 10)	\$ (0.06)	\$ (0.00)
Weighted average number of shares outstanding - basic and diluted	81,163,032	81,163,032

The accompanying notes are an integral part of these consolidated financial statements.

Grandview Gold Inc.

Consolidated Statements of Changes in Shareholders' (Deficit) Equity

(Expressed in Canadian Dollars)

		Reserves			
	Share Capital (Note 7)	Warrant Reserve (Note 8)	Equity Settled Share Based Payments Reserve (Note 9)	Deficit	Total
Balance, May 31, 2011	\$ 16,533,842	\$ 1,509,367	\$ 8,982,005	\$ (21,382,046)	\$ 5,643,168
Modification of warrants	-	191,999	-	(191,999)	-
Net loss for the year	-	-	-	(248,817)	(248,817)
Balance, May 31, 2012	\$ 16,533,842	\$ 1,701,366	\$ 8,982,005	\$ (21,822,862)	\$ 5,394,351
Expired warrants, net of tax	-	(1,701,366)	-	1,476,366	(225,000)
Net loss for the year	-	-	-	(5,256,875)	(5,256,875)
Balance, May 31, 2013	\$ 16,533,842	\$ -	\$ 8,982,005	\$ (25,603,371)	\$ (87,524)

The accompanying notes are an integral part of these consolidated financial statements.

Grandview Gold Inc.

Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

	Years Ended May 31,	
	2013	2012
Cash flows from operating activities		
Net loss for the year	\$ (5,256,875)	\$ (248,817)
Impairment of exploration and evaluation property interests	5,235,841	-
Accrued interest	537	(250)
Premium on flow-through shares	-	(80,667)
Income tax recovery	(225,000)	-
Net change in non-cash working capital:		
HST and sundry receivables	88,493	(33,149)
Prepaid expenses	15,980	1,738
Accounts payable and accrued liabilities	187	(21,758)
Cash flows from operating activities	(140,837)	(382,903)
Cash flows from investing activities		
Exploration and evaluation property expenditures	(4,728)	(657,024)
Redemption of short term investments	25,000	-
Cash flows from investing activities	20,272	(657,024)
Change in cash during the year	(120,565)	(1,039,927)
Cash, beginning of year	137,752	1,177,679
Cash, end of year	\$ 17,187	\$ 137,752

SUPPLEMENTARY CASH FLOW INFORMATION:

Exploration and evaluation property interests included in accounts payable and accrued liabilities	\$ 5,332	\$ -
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The accompanying notes are an integral part of these consolidated financial statements.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

1. Nature of Operations and Going Concern

Grandview Gold Inc. (the "Company" or "Grandview") is a gold exploration company focused on exploring and developing gold properties in gold camps of North and South America. The Company was incorporated under the laws of the Province of Ontario. To date, the Company has not earned significant revenues from gold exploration and is considered to be in the exploration and evaluation stage.

The consolidated financial statements were approved by the Board of Directors on July 12, 2013.

These consolidated financial statements were prepared on a going concern basis of presentation, which assumes that the Company will continue operations for the foreseeable future and be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. To date, the Company has not earned revenue and has an accumulated deficit of \$25,603,371 as at May 31, 2013. As at May 31, 2013, the Company had cash of \$17,187 (2012 - \$137,752) and a working capital deficit of \$(87,524) (2012 - working capital of \$168,570). The Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing and or achieve profitable operations in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast substantial doubt upon the Company's ability to continue as a going concern, as described in the following paragraph. These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. These adjustments could be material.

Management is actively pursuing funding options, being financing and alternative funding options, required to meet the Company's requirements on an ongoing basis. During the year ended May 31, 2013, the financial market climate has been very difficult for junior resource companies, such as Grandview. To meet the challenges of the current climate in the financial markets, the Company is minimizing its expenditures.

Effective on February 12, 2013, the shares of the Company commenced trading on the NEX. The Company has voluntarily delisted from trading on the Toronto Stock Exchange effective at the close on February 11, 2013. The Company no longer meets Toronto Stock Exchange minimum listing requirements and also does not meet the requirements of a TSX Venture Exchange Tier 2 company.

As of February 12, 2013, the Company is subject to restrictions on share issuances and certain types of payments as set out in the NEX policies. The symbol extension differentiates NEX symbols from Tier 1 or Tier 2 symbols within the TSX Venture Exchange market. The Company is classified as a mining company.

2. Significant Accounting Policies

Basis of Presentation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee of the IASB. The policies set out below have been consistently applied to all periods presented. These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit and loss. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

2. Significant Accounting Policies (Continued)

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiaries, Grandview Gold (USA) Inc. ("Grandview USA"), and Recuperacion Realzada S.A.C. ("Recuperacion"). All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

Financial Instruments

Financial Assets

All financial assets are recognized and derecognized on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market concerned, and are initially measured at fair value, plus transaction costs.

Financial assets are classified into the following categories: financial assets at 'fair value through profit or loss' ("FVTPL") and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets are classified as FVTPL when acquired principally for the purpose of trading, if so designated by management (fair value option), or if they are derivative assets that are not part of an effective and designated hedging relationship. Financial assets classified as FVTPL are measured at fair value, with changes recognized in the consolidated statements of loss.

Loans and receivables are non-derivative financial assets that have fixed or determinable payments and are not quoted in an active market. Subsequent to initial recognition, loans and receivables are carried at amortized cost using the effective interest method.

Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of each reporting period. 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 assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

Financial Liabilities

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

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or to the net carrying amount on initial recognition.

De-recognition of financial liabilities

The Company derecognizes financial liabilities when the obligations are discharged, cancelled or expire.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

2. Significant Accounting Policies (Continued)

Financial Instruments (Continued)

The Company's financial instruments consist of the following:

Financial Assets:	Classification:
Cash	Loans and receivables
Short term investments	FVTPL
Sundry receivable	Loans and receivables
Financial Liabilities:	Classification:
Accounts payable and other liabilities	Other financial liabilities

Financial Instruments Recorded at Fair Value

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - valuation techniques based on 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); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of May 31, 2012, the Company held one short term investment classified as Level 2 on the consolidated statements of financial position. The short term instrument was valued using cost plus accrued interest. As of May 31, 2013, the short term investment was redeemed.

Exploration and Evaluation Property Interests

The Company is in the exploration and evaluation stage with respect to its investment in exploration and evaluation properties and accordingly follows the policy of capitalizing costs relating to the acquisition of, exploration for and evaluation of mineral properties. Such costs include, but are not exclusive to, geological, geophysical studies, exploratory drilling and sampling. Exploration and evaluation costs incurred before the Company has a legal right to explore are expensed as incurred. The aggregate costs related to abandoned exploration and evaluation properties are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a impairment. An impairment charge relating to a exploration and evaluation property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

Impairment indicators for exploration and evaluation assets include the ending of rights to explore, abandoning plans to explore a mineral property, a lack of discovery of economically recoverable reserves on completion of exploration and evaluation activities and on future production or proceeds of disposition.

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditure is not expected to be recovered, it is charged to the results of operations. Exploration areas where reserves have been discovered, but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is carried out.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

2. Significant Accounting Policies (Continued)

Cash

Cash in the statements of financial position comprise cash at banks and on hand. The Company's cash is invested with major financial institutions in business accounts and higher yield investment and savings accounts that are available on demand by the Company for its programs.

Short term investments

Short term investments are liquid investments with a maturity greater than three months but less than one year.

Share Based Payment Transactions

The fair value of share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Flow Through Shares

Under Canadian income tax legislation, a company is permitted to issue flow-through shares whereby the Company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. For accounting purposes, the proceeds from issuance of these shares are allocated between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow through share arrangements are renounced to investors in accordance with tax legislation. Under the liability method of accounting for income taxes, the deferred income tax liability related to the temporary difference arising at the earlier of renunciation and when the qualifying expenditures are incurred, are recorded at that time together with a corresponding recognition of the premium in the consolidated statements of loss and comprehensive loss.

Share Issuance Costs

Share issuance costs are recorded as a reduction of share capital.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

2. Significant Accounting Policies (Continued)

Income Taxes

Income tax expenses are comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Provisions

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

Provision for environmental rehabilitation

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a risk-free, pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

2. Significant Accounting Policies (Continued)

Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the loss for the year by the weighted-average number of common shares outstanding during the year, including contingently issuable shares which are included when the conditions necessary for issuance have been met. Diluted loss per share is calculated in a manner similar to basic loss per share, except the weighted-average shares outstanding are increased to include potential common shares from the assumed exercise of options and warrants, if dilutive.

Foreign Currencies

The functional currency of the Company and each of its subsidiaries, Grandview Gold (USA) Inc. and Recuperacion Realzada S.A.C., is determined to be the Canadian Dollar. Management makes its assessment by considering first the primary indicators (expenses) of the economic environment in which each group entity operates and, if inconclusive, assessing secondary indicators (financing activities and funds receipts are stored in). For the non-Canadian entities, expenses are in various currencies and as such, management has considered the currency of the financing of the subsidiaries as a key indicator being the Canadian dollar. The consolidated financial statements are expressed in Canadian Dollars, the presentation currency.

Transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognized in the consolidated statement of loss and comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Equity is translated at historical rates.

Significant Accounting Judgments and Estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

2. Significant Accounting Policies (Continued)

Critical Accounting Estimates

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Recoverability of Exploration and Evaluation Property Interests

Management is required to make judgements about whether triggering events exist in relation to its exploration and evaluation property interests. Such judgements include the future plans and budgets to undertake exploration and evaluation activity. When there are indications that an asset may be impaired, management is required to estimate the asset's recoverable amount. The recoverable amount is the greater of the value in use and the fair value less selling costs. Determining the value in use requires management to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate the present value. Determining the fair value less costs to sell requires management to estimate expected market conditions to evaluate the price at which it would be able to realize its assets in an arms length transaction. This is subject to estimates and judgements related to mining assets in the exploration and evaluation stage including the Company's right to mine, results of exploration activities and managements planned expenditures. The largest obstacle to the Company's recoverability of its exploration and evaluation property interests is obtaining surface access rights in the Guilianita property (see Note 6(c) for further detail). Based on management's assessment, the Company's non-financial assets are impaired as of May 31, 2013 and the Company has written-off its exploration and evaluation property interests in the amount of \$5,235,841 (May 31, 2012 - no impairment indicators identified by management).

Share-Based Compensation and Warrants

Management is required to make certain estimates when determining the fair value of stock option awards, warrants and the number of awards that are expected to vest. These estimates affect the amount recognized as share-based compensation in the consolidated statements of loss and comprehensive loss based on estimates of forfeiture, as well as warrants in the consolidated statements of changes in shareholders' equity, expected lives of the underlying stock options, warrants and volatility. For the year ended May 31, 2013 the Company recognized \$nil share-based compensation expense and issued \$nil warrants (year ended May 31, 2012 - \$nil share-based compensation expense and \$nil warrants).

Critical Accounting Judgments

Income Taxes and Recovery of Deferred Tax Assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

2. Significant Accounting Policies (Continued)

New Accounting Standards and Interpretations

IFRS 9 Financial Instruments ("IFRS 9")

IFRS 9 was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015 with earlier adoption permitted. The Company is assessing the impact of IFRS 9 on its financial statements.

IFRS 10 Consolidated Financial Statements ("IFRS 10")

IFRS 10 provides a single model to be applied in the control analysis for all investees, including entities that currently are SPEs in the scope of SIC-12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 (2008). IFRS 10 is effective for annual periods beginning on or after January 1, 2013. The Company is assessing the impact of IFRS 10 on its financial statements.

IFRS 11 Joint Arrangements ("IFRS 11")

IFRS 11 replaces the guidance in IAS 31 Interests in Joint Ventures. Under IFRS 11, joint arrangements are classified as either joint operations or joint ventures. IFRS 11 essentially carves out of previous jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for the liabilities and are accounted for as joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11 joint ventures do not have the choice between equity accounting or proportionate consolidation; these entities must now use the equity method.

Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value (including any allocation of goodwill) into a single investment balance at the beginning of the earliest period presented. The investment's opening balance is tested for impairment in accordance with IAS 28 and IAS 36 Impairment of Assets. Any impairment losses are recognized as an adjustment to opening retained earnings at the beginning of the earliest period presented. IFRS 11 is effective for annual periods beginning on or after January 1, 2013. The Company is assessing the impact of IFRS 11 on its financial statements.

IFRS 12 Disclosure of interests in other entities ("IFRS 12")

IFRS 12 was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. The Company is assessing the impact of IFRS 12 on its financial statements.

IFRS 13 Fair Value Measurement ("IFRS 13")

IFRS 13 was issued by the IASB on May 12, 2011. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. IFRS 13 is effective for annual periods beginning on or after January 1, 2013. The Company is assessing the impact of IFRS 13 on its financial statements.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

2. Significant Accounting Policies (Continued)

New Accounting Standards and Interpretations (Continued)

IAS 1 Presentation of financial statements ("IAS 1")

IAS 1 was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual periods beginning on or after July 1, 2012. The Company is assessing the impact of IAS 1 on its financial statements.

IAS 28 Investments in Associates and Joint Ventures ("IAS 28")

IAS 28 was issued by the IASB in May 2011 and supersedes IAS 28 Investments in Associates and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 defines significant influence as the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. IAS 28 also provides guidance on how the equity method of accounting is to be applied and also prescribes how investments in associates and joint ventures should be tested for impairment. The amendments to IAS 28 are effective for annual periods beginning on or after January 1, 2013. The Company is assessing the impact of IAS 28 on its financial statements.

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

IAS 32 was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014. Earlier adoption is permitted. The Company is assessing the impact of IAS 32 on its financial statements.

3. Capital Management

The Company considers its capital structure to consist of share capital, warrant reserve, equity settled share-based payments reserve and accumulated deficit. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to achieve optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and evaluation of its exploration and evaluation property interests. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

The Company is currently in the exploration and evaluation stage. As such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration program and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts when economic conditions permit it to do so. Management has chosen to mitigate the risk and uncertainty associated with raising additional capital within current economic conditions by:

- i) minimizing discretionary disbursements;
- ii) reducing or eliminating exploration expenditures which are of limited strategic value; and
- iii) exploring alternate sources of liquidity.

In light of the above, the Company will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient potential and if it has adequate financial resources to do so.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

3. Capital Management (Continued)

There were no changes in the Company's approach to capital management during the year ended May 31, 2013. The Company is not subject to externally imposed capital requirements.

4. Financial Risk Factors

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest and foreign exchange rate risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company has more exposure to credit risk associated with cash, short term investments and sundry receivable. Cash and short term investments are held with a reputable Canadian chartered bank, from which management believes the risk of loss to be minimal.

Management believes that the credit risk concentration with respect to financial instruments included in sundry receivables is minimal.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2013, the Company had a cash and short term investments balance of \$17,187 (2012 - \$163,289) to settle current liabilities of \$112,781 (2012 - \$107,262). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company is currently searching for financing alternatives.

In light of the Company's current cash levels, the Company is reducing its expenditures until financing events are realized.

Market Risk

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

(a) Interest Rate Risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by the Company's Canadian chartered bank. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its bank.

(b) Foreign Currency Risk

The Company funds most operations, exploration and administrative expenses in Peru on a cash call basis using the Peruvian Sol or US dollars converted from its Canadian dollar bank accounts held in Canada. The foreign exchange risk derived from currency conversions is negligible and the company does not hold significant balances in foreign currencies, therefore the Company does not hedge its foreign exchange risk.

(c) Price Risk

The Company is not exposed to price risk with respect to commodity prices as the Company is currently in the exploration and evaluation stage and does not earn revenues. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to gold to determine the appropriate course of action to be taken by the Company in the future.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

4. Financial Risk Factors (Continued)

Sensitivity Analysis

As of May 31, 2013 and 2012, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent, due to their short term nature.

The sensitivity analysis shown in the notes below may differ materially from actual results.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a twelve month period:

- (i) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of gold. Gold has fluctuated widely in recent years. There is no assurance that, even as commercial quantities of gold may be produced in the future, a profitable market will exist for gold. A decline in the market price of gold may also require the Company to reduce its exploration and evaluation property interests, which could have a material and adverse effect on the Company's value. As of May 31, 2013 and 2012, the Company was not a gold producer. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

5. Short Term Investments

As of May 31, 2013, the Company had \$nil (2012 - \$25,000) invested in cashable guaranteed investment certificates, bearing interest at 1%. As at May 31, 2013 and 2012 the Company had accrued, \$nil and \$537, respectively as interest receivable on its short term investments.

6. Exploration and Evaluation Property Interests

- (a) Red Lake Gold Camp, Ontario, Canada

- (i) The Company owns a 100% interest in certain claims located in the Red Lake Area, District of Kenora, in Northwestern Ontario.
- (ii) On October 18, 2005, the Company signed a definitive option agreement with Fronteer Development Group Inc. ("Fronteer") for Fronteer's Dixie Lake Property (the "Dixie Lake") located in Ontario's Red Lake Gold District on the following terms and conditions:
 - (a) the Company shall earn a 51% interest in the Dixie Lake Property by incurring exploration expenditures of \$300,000 (completed), assuming payments totaling \$75,000 to the underlying property vendor; and
 - (b) issuing 160,000 shares of the Company at \$1.25 per share for a total value of \$200,000, to a third party as a finder's fee (issued).

On October 17, 2007, the Company announced that it has fulfilled the terms of its option agreement with Fronteer relating to the Company's right to earn an undivided 51% interest in Dixie Lake.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

6. Exploration and Evaluation Property Interests (Continued)

(a) Red Lake Gold Camp, Ontario, Canada (Continued)

Under the terms of an option agreement with Fronteer, dated August 26, 2005, the Company had a right to earn an undivided 51% interest in the Dixie Lake Property by spending US\$300,000 over three years, making \$75,000 in cash payments and issuing 40,000 shares to the underlying vendor. The Company presented a detailed accounting of its US\$1,711,000 exploration program completed to date, as well as plans for exploration moving forward. Fronteer accepted in writing, the Company's earn-in, as per the terms of the option agreement. As at May 31, 2013, the Company has earned a 67% participating interest in the Dixie Lake Property.

- (iii) On September 11, 2008, the Company reported that it had incurred the expenditures required to successfully fulfill the terms of its option agreement with EMCO SA, ("EMCO") to earn a 60% undivided interest in the Sanshaw-Bonanza property.
- (iv) On April 28, 2010, the Company announced that, through a series of cash and share payments it had:
 - 1. acquired the remaining 40% interest in its Sanshaw-Bonanza property in the Red Lake Gold District of Ontario from EMCO;
 - 2. acquired four additional claims which are contiguous to the property from Perry English ("English"); and
 - 3. reduced the existing NSR on the property, so that the Company now holds a 100% interest in and to the property, subject only to 0.375% NSR.

On May 31, 2013, the Company decided not to proceed with exploration on the Red Lake Gold Camp properties and has written-off \$4,884,427 of project expenditure.

(b) Rice Lake Gold Camp, Manitoba, Canada

During the year ended year ended May 31, 2011, the Company disposed of its 100% interest in the Bissett Property within its Rice Lake Gold Camp for \$2,000. The Company received a 1% NSR on the disposed property.

(c) Guilianita Project, Peru

On July 2, 2009, a binding Memorandum of Understanding (the "Memorandum") was signed with a private Peruvian Group which granted a two-stage option (the "Option") to acquire up to a 100% interest in a property located in the Suyo District, Ayabaca Province, Piura Department, Peru (the "Guilianita Project"). The Option provided the Company with a right to earn an 80% interest in the Guilianita Project by (i) making a US\$20,000 cash payment on signing of the Memorandum; (ii) incurring \$1.4 million in exploration and evaluation expenditures; and (iii) issuing a total of two million common shares of the Company over a three year period. (issued - 200,000 common shares). The Option also allowed the Company to acquire the remaining 20% subject to it making an additional payment of US\$300,000 and issuing a further 250,000 common shares of the Company prior to the third anniversary of the date of the Memorandum.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
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6. Exploration and Evaluation Property Interests (Continued)

(c) Guilianita Project, Peru (Continued)

On August 18, 2012, the Company finalized an amendment (the "Amendment") to the Memorandum. As per the Amendment, the terms of the Memorandum are suspended until an agreement is reached with the local community to grant the Company the necessary key surface access rights (the "Rights") to allow the Company to carry out advanced exploration and development plans on the property. At such time that the Company is granted the Rights, the terms of the Memorandum will resume. If the Company has not received the Rights by May 31, 2013, it will relinquish its interest in the property and will be released from any obligations under the terms of the Memorandum. As of May 31, 2013, the Company has not received the Rights and has decided not to proceed with the Guilianita Project and has written-off \$351,414 of project expenditure.

As of May 31, 2013, accumulated costs with respect to the Company's exploration and evaluation property interests, consisted of the following:

Exploration and Evaluation Property Interests

Balance, May 31, 2011	\$ 4,568,757
Additions	657,024
Balance, May 31, 2012	5,225,781
Additions	10,060
Impairment of mining interests	(5,235,841)
Balance, May 31, 2013	\$ -

7. Share Capital

(a) Authorized

Unlimited number of common shares with no par value

Unlimited number of preference shares. The preference shares are without par value, redeemable, voting, non-participating, and are convertible into common shares at the rate of one common share for five preference shares (none currently issued and outstanding).

(b) Issued

	Number of Common Shares	Amount
Balance, May 31, 2011, 2012 and 2013	81,163,032	\$ 16,533,842

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

8. Warrants

	Number of Warrants	Weighted Average Exercise Price
Balance, May 31, 2011 and May 31, 2012	31,304,996	\$ 0.13
Expired	(31,304,996)	(0.13)
Balance, May 31, 2013	-	\$ -

9. Stock Options

The Company maintains an employee stock option plan under which the Board of Directors, or a committee appointed for such purpose, may from time to time grant to employees, officers, directors or consultants of the Company, options to acquire common shares in such numbers, for such terms and at such exercise prices, as may be determined by the Board of Directors or such committee.

The stock option plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance for all purposes under the stock option plan shall be equal to 10% of the total issued and outstanding common shares and that the maximum number of common shares which may be reserved for issuance to any one optionee pursuant to share options may not exceed 5% of the common shares outstanding at the time of grant.

The options are valid for a maximum of 5 years from the date of issue and the normal vesting term is 1/4 immediately and 1/4 after 3, 6 and 9 months from the date of grant. Grandview uses the graded vesting method.

The following is continuity of stock options:

	Number of Stock Options	Weighted Average Exercise Price
Balance, May 31, 2011	5,250,000	\$ 0.33
Forfeited	(1,150,000)	(0.37)
Balance, May 31, 2012	4,100,000	\$ 0.31
Expired	(1,200,000)	(0.68)
Balance, May 31, 2013	2,900,000	\$ 0.15

The following are the stock options outstanding and exercisable at May 31, 2013:

Expiry Date	<u>Options outstanding</u>			<u>Options exercisable</u>	
	Number of Options	Weighted average remaining contractual life (years)	Weighted average exercise price	Number of options	Weighted average exercise price
June 23, 2014	2,000,000	1.06	\$ 0.15	2,000,000	\$ 0.15
December 9, 2014	900,000	1.53	0.15	900,000	0.15
	2,900,000	1.21	\$ 0.15	2,900,000	\$ 0.15

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

10. Basic and Diluted Loss Per Share

	Years Ended May 31,	
	2013	2012
Numerator for basic loss per share	\$ (5,256,875)	\$ (248,817)
Numerator for diluted loss per share	\$ (5,256,875)	\$ (248,817)
Denominator for basic loss per share Weighted average number of common shares	81,163,032	81,163,032
Denominator for diluted loss per share Weighted average number of common shares	81,163,032	81,163,032
Basic loss per share	\$ (0.06)	\$ (0.00)
Diluted loss per share	\$ (0.06)	\$ (0.00)

The effect of outstanding warrants and stock options has not been included in the determination of diluted loss per share for the periods presented as the effect would be anti-dilutive.

11. Segmented Information

The Company's operations comprise a single reporting operating segment engaged in mineral exploration, which is consistent with the internal reporting reviewed by the Chief Operating Decision Maker, which is determined to be the CEO. The Company's single operating segment is separated by geographic location.

The Company's non-current assets by geographic location are:

	May 31, 2013	May 31, 2012
Canada	\$ -	\$ 4,461,962
Peru	-	763,819
Total non-current assets	\$ -	\$ 5,225,781

The Company's loss and comprehensive loss by geographic location are:

	May 31, 2013	May 31, 2012
Canada	\$ 4,883,745	\$ 218,663
Peru	373,130	30,154
Net loss and comprehensive loss	\$ 5,256,875	\$ 248,817

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

12. Related Party Transactions

		Years Ended	
		May 31, 2013	May 31, 2012
	Notes		
Doublewood Consulting Inc.	(i)	\$ 45,000	\$ 112,500
7346034 Canada Corporation	(ii)	-	21,000
Marrelli Support Services Inc.	(iii)	54,819	47,031
DSA Filing Services	(iv)	2,920	300

- i) For the year ended May 31, 2013, \$45,000 (2012 - \$112,500) was paid to the President and CEO of the Company for consulting services. Included in this amount was \$nil (2012 - \$61,375) capitalized to exploration and evaluation property interests. Included in accounts payable as at May 31, 2013 is \$20,000 (2012 - \$nil) in relation to consulting services rendered.
- ii) For the year ended May 31, 2013, \$nil (2012 - \$21,000) in consulting fees was paid or accrued to the former Chief Financial Officer or a company controlled by the former Chief Financial Officer.
- iii) For the year ended May 31, 2013, \$54,819 (2012 - \$47,031) in consulting and professional fees was paid or accrued to the current Chief Financial Officer or a company controlled by the current Chief Financial Officer. Included in accounts payable and accrued liabilities as at May 31, 2013 is \$23,760 (2012 - \$2,471) in relation to consulting and professional services rendered.
- iv) For the year ended May 31, 2013, \$2,920 (2012 - \$300) in filing fees was paid or accrued to a company controlled by the current Chief Financial Officer. Included in accounts payable as at May 31, 2013 is \$2,857 (2012 - \$nil) in relation to filing services rendered.

There was no other remuneration of Directors or key management personnel (determined to be the Chief Executive Officer and Chief Financial Officer) for the year ended May 31, 2013 (2012 - \$nil), except as noted above. The Board of Directors and select officers do not have employment or services contracts with the Company. Directors are entitled to director fees and stock options for their services and officers are entitled to stock options for their services. Amounts payable to the related parties as disclosed above, are unsecured, non-interest bearing and are due on demand.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

13. General and Administration Expenses

	Years Ended May 31,	
	2013	2012
Investor relations, business development and reporting issuer costs	\$ 55,519	\$ 73,929
Professional fees	63,953	136,334
Management and consulting services	64,500	79,625
Office and administration	21,035	40,174
	\$ 205,007	\$ 330,062

14. Income Taxes

(a) Provision for Income Taxes

Major items causing the Company's income tax rate to differ from the Federal statutory rate of 26.5% (2012- 27.5%) were as follows:

	Years Ended May 31,	
	2013	2012
Loss before recovery of income taxes	\$ (5,481,875)	\$ (248,817)
Expected income tax recovery based on statutory rate	(1,455,000)	(68,425)
Tax rate changes and other adjustments	-	(31,271)
Effect of flow-through renunciation	-	166,375
Non-deductible expenses	3,000	7,444
Benefit of tax losses not recognized	1,227,000	(74,123)
Deferred income tax (recovery)	\$ (225,000)	\$ -

(b) Future deductions available

At May 31, 2013, the Company has accumulated Canadian and Foreign Exploration and Development Expenditures totaling \$11,135,000 and accumulated non-capital losses totalling \$5,722,000, which are available to reduce taxable income of future years. The Company also had undeducted share issue costs of \$36,000 as at May 31, 2013. The accumulated Canadian and Foreign Exploration and Development Expenditures do not expire under current legislation.

Non-capital losses expire as follows:

2026	\$ 1,301,000
2027	1,685,000
2028	1,760,000
2031	566,000
2032	410,000
	\$ 5,722,000

Grandview Gold Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
For the Years Ended May 31, 2013 and 2012

14. Income Taxes (Continued)

(c) Deferred Income Tax Balances

	May 31, 2013	May 31, 2012
Deferred income tax assets		
Non-capital loss carryforwards	\$ 1,519,000	\$ 1,726,000
Share issue costs	10,000	14,000
Mineral property costs	2,950,000	1,512,000
	4,479,000	3,252,000
Tax benefits not recognized	(4,479,000)	(3,252,000)
	\$ -	\$ -

The Company has additional pools in Peru, which under certain circumstances that can be applied against future income earned in Peru.



CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED MAY 31, 2014 AND 2013

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Grandview Gold Inc.

We have audited the accompanying consolidated financial statements of Grandview Gold Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at May 31, 2014 and 2013, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' deficit and consolidated statements of cash flows for the years then ended, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Grandview Gold Inc. and its subsidiaries as at May 31, 2014 and 2013, and their financial performance and cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Company had continuing losses during the year ended May 31, 2014 and a working capital deficit as at May 31, 2014. These conditions along with other matters set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

McGOVERN, HURLEY, CUNNINGHAM, LLP



Chartered Accountants
Licensed Public Accountants

TORONTO, Canada
September 24, 2014

Grandview Gold Inc.

Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

As at	May 31, 2014	May 31, 2013
Assets		
Current		
Cash	\$ 13	\$ 17,187
HST and sundry receivables	8,554	8,070
Total assets	\$ 8,567	\$ 25,257
Liabilities		
Current		
Accounts payable and accrued liabilities (Notes 6 and 13)	\$ 200,019	\$ 112,781
Advances payable (Note 7)	11,025	-
Total liabilities	211,044	112,781
Shareholders' deficit	(202,477)	(87,524)
Total liabilities and shareholders' deficit	\$ 8,567	\$ 25,257

Nature of operations and going concern (Note 1)

Subsequent event (Note 17)

The accompanying notes are an integral part of these consolidated financial statements.

Approved by the Board of Directors:

"Paul T. Sarjeant"
Director

"Peter Born"
Director

Grandview Gold Inc.

Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	Year Ended May 31,	
	2014	2013
Expenses		
General and administration (Note 14)	\$ 114,953	\$ 205,007
Impairment of exploration and evaluation property (Note 5)	-	5,235,841
Uncollected Peruvian value added taxes	-	41,027
Loss before income taxes	(114,953)	(5,481,875)
Income tax recovery (Note 15)	-	225,000
Net loss and comprehensive loss for the year	\$ (114,953)	\$(5,256,875)
Loss per share - basic and diluted (Note 11)	\$ (0.00)	\$ (0.06)
Weighted average number of shares outstanding - basic and diluted	81,163,032	81,163,032

The accompanying notes are an integral part of these consolidated financial statements.

Grandview Gold Inc.

Consolidated Statements of Changes in Shareholders' Deficit

(Expressed in Canadian Dollars)

		Reserves			
	Share Capital (Note 8)	Warrant Reserve (Note 9)	Equity Settled Share Based Payments Reserve (Note 10)	Deficit	Total
Balance, May 31, 2012	\$ 16,533,842	\$ 1,701,366	\$ 8,982,005	\$ (21,822,862)	\$ 5,394,351
Expired warrants, net of tax	-	(1,701,366)	-	1,476,366	(225,000)
Net loss for the year	-	-	-	(5,256,875)	(5,256,875)
Balance, May 31, 2013	16,533,842	-	8,982,005	(25,603,371)	(87,524)
Net loss for the year	-	-	-	(114,953)	(114,953)
Balance, May 31, 2014	\$ 16,533,842	\$ -	\$ 8,982,005	\$ (25,718,324)	\$ (202,477)

The accompanying notes are an integral part of these consolidated financial statements.

Grandview Gold Inc.

Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

	Year Ended May 31,	
	2014	2013
Cash flows used in operating activities		
Net loss for the year	\$ (114,953)	\$ (5,256,875)
Impairment of exploration and evaluation property interests	-	5,235,841
Accrued interest	-	537
Income tax recovery	-	(225,000)
Net change in non-cash working capital:		
HST and sundry receivables	(484)	88,493
Prepaid expenses	-	15,980
Accounts payable and accrued liabilities	87,238	187
Cash flows used in operating activities	(28,199)	(140,837)
Cash flows provided by investing activities		
Exploration and evaluation property expenditures	-	(4,728)
Redemption of short term investments	-	25,000
Cash flows provided by investing activities	-	20,272
Cash flows provided by financing activity		
Advances payable	11,025	-
Cash flows provided by financing activity	11,025	-
Change in cash during the year	(17,174)	(120,565)
Cash, beginning of year	17,187	137,752
Cash, end of year	\$ 13	\$ 17,187

SUPPLEMENTARY CASH FLOW INFORMATION:

Exploration and evaluation property interests included in accounts payable and accrued liabilities	\$ -	\$ 5,332
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The accompanying notes are an integral part of these consolidated financial statements.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern

Grandview Gold Inc. (the "Company" or "Grandview") is a gold exploration company focused on exploring and developing gold properties in gold camps of North and South America. The Company was incorporated under the laws of the Province of Ontario. To date, the Company has not earned significant revenues from gold exploration and is considered to be in the exploration and evaluation stage. The primary office of the Company is located at 36 Toronto Street, Suite 1000, Toronto, Ontario, M5C 2C5.

The consolidated financial statements were approved by the Board of Directors on September 24, 2014.

These consolidated financial statements were prepared on a going concern basis of presentation, which assumes that the Company will continue operations for the foreseeable future and be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. To date, the Company has not earned revenue and has an accumulated deficit of \$25,718,324 as at May 31, 2014 (May 31, 2013 - \$25,603,371). As at May 31, 2014, the Company had cash of \$13 (May 31, 2013 - \$17,187) and a working capital deficit of \$202,477 (May 31, 2013 - working capital deficit of \$87,524). The Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing and or achieve profitable operations in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. These adjustments could be material.

Management is actively pursuing funding options, being financing and alternative funding options, required to meet the Company's requirements on an ongoing basis. The financial market climate has been very difficult for junior resource companies, such as Grandview. To meet the challenges of the current climate in the financial markets, the Company is minimizing its expenditures.

2. Significant Accounting Policies

Statement of Compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee of the IASB ("IFRIC"). The policies set out below have been consistently applied to all periods presented, except where disclosed below. These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit and loss. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiaries, Grandview Gold (USA) Inc. ("Grandview USA"), and Recuperacion Realzada S.A.C. ("Recuperacion"). All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

Financial Instruments

Financial Assets

All financial assets are recognized and derecognized on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market concerned, and are initially measured at fair value, plus transaction costs, except for financial assets classified as at fair value through profit or loss where transaction costs are expensed as incurred.

Financial assets are classified into the following categories: financial assets at 'fair value through profit or loss' ("FVTPL") and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets are classified as FVTPL when acquired principally for the purpose of trading, if so designated by management (fair value option), or if they are derivative assets that are not part of an effective and designated hedging relationship. Financial assets classified as FVTPL are measured at fair value, with changes recognized in the consolidated statements of loss.

Loans and receivables are non-derivative financial assets that have fixed or determinable payments and are not quoted in an active market. Subsequent to initial recognition, loans and receivables are carried at amortized cost using the effective interest method.

Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of each reporting period. 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 assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

Financial Liabilities

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

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or to the net carrying amount on initial recognition.

De-recognition of financial liabilities:

The Company derecognizes financial liabilities when the obligations are discharged, cancelled or expire.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

Financial Instruments (Continued)

The Company's financial instruments consist of the following:

Financial Assets:	Classification:
Cash	Loans and receivables
Sundry receivables	Loans and receivables
Financial Liabilities:	Classification:
Accounts payable and other liabilities	Other financial liabilities
Advances payable	Other financial liabilities

Financial Instruments Recorded at Fair Value

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - valuation techniques based on 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); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). As at May 31, 2014 and 2013, the Company did not have any financial instrument recorded at fair value.

Exploration and Evaluation Property Interests

The Company is in the exploration and evaluation stage with respect to its investment in exploration and evaluation properties and accordingly follows the policy of capitalizing costs relating to the acquisition of, exploration for and evaluation of mineral properties. Such costs include, but are not exclusive to, geological, geophysical studies, exploratory drilling and sampling. Exploration and evaluation costs incurred before the Company has a legal right to explore are expensed as incurred. The aggregate costs related to abandoned exploration and evaluation properties are charged to operations at the time of any abandonment or when it has been determined that there is evidence of impairment. An impairment charge relating to an exploration and evaluation property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

Impairment indicators for exploration and evaluation assets include the ending of rights to explore, abandoning plans to explore a mineral property, a lack of discovery of economically recoverable reserves on completion of exploration and evaluation activities and on future production or proceeds of disposition.

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditures are not expected to be recovered, it is charged to the results of operations. Exploration areas where reserves have been discovered, but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is carried out.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

Cash

Cash in the statements of financial position comprise cash at banks and on hand. The Company's cash is invested with major financial institutions in business accounts and higher yield investment and savings accounts that are available on demand by the Company for its programs.

Share Based Payment Transactions

The fair value of share options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Flow Through Shares

Under Canadian income tax legislation, a company is permitted to issue flow-through shares whereby the Company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. For accounting purposes, the proceeds from issuance of these shares are allocated between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow through share arrangements are renounced to investors in accordance with tax legislation. Under the liability method of accounting for income taxes, the deferred income tax liability related to the temporary difference arising at the earlier of renunciation and when the qualifying expenditures are incurred, are recorded at that time together with a corresponding recognition of the premium in the consolidated statement of loss.

Share Issuance Costs

Share issuance costs are recorded as a reduction of share capital.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

Income Taxes

Income tax expenses are comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Provisions

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

Provision for Environmental Rehabilitation

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a risk-free, pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the loss for the year by the weighted-average number of common shares outstanding during the year, including contingently issuable shares which are included when the conditions necessary for issuance have been met. Diluted loss per share is calculated in a manner similar to basic loss per share, except the weighted-average shares outstanding are increased to include potential common shares from the assumed exercise of options and warrants, if dilutive.

Foreign Currencies

The functional currency of the Company and each of its subsidiaries, Grandview USA and Recuperacion, is determined to be the Canadian Dollar. Management makes its assessment by considering first the primary indicators (expenses) of the economic environment in which each group entity operates and, if inconclusive, assessing secondary indicators (financing activities and funds receipts are stored in). For the non-Canadian entities, expenses are in various currencies and as such, management has considered the currency of the financing of the subsidiaries as a key indicator being the Canadian dollar. The consolidated financial statements are expressed in Canadian Dollars, the presentation currency.

Transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognized in the consolidated statement of loss and comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Equity is translated at historical rates.

Significant Accounting Judgments and Estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

Critical Accounting Estimates

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Recoverability of Exploration and Evaluation Property Interests

Management is required to make judgments about whether triggering events exist in relation to its exploration and evaluation property interests. Such judgements include the future plans and budgets to undertake exploration and evaluation activity. When there are indications that an asset may be impaired, management is required to estimate the asset's recoverable amount. The recoverable amount is the greater of the value in use and the fair value less selling costs. Determining the value in use requires management to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate the present value. Determining the fair value less costs to sell requires management to estimate expected market conditions to evaluate the price at which it would be able to realize its assets in an arms length transaction. This is subject to estimates and judgemental related to mining assets in the exploration and evaluation stage including the Company's right to mine, results of exploration activities and managements planned expenditures. Based on management's assessment, the Company's non-financial assets were impaired as of May 31, 2013 and the Company has written-off its exploration and evaluation property interests in the amount of \$5,235,841.

Share-Based Compensation and Warrants

Management is required to make certain estimates when determining the fair value of stock option awards, warrants and the number of awards that are expected to vest. These estimates affect the amount recognized as share-based compensation in the consolidated statements of loss and comprehensive loss based on estimates of forfeiture, as well as warrants in the consolidated statements of changes in shareholders' equity, expected lives of the underlying stock options, warrants and volatility. For the years ended May 31, 2014 and 2013, the Company recognized \$nil share-based compensation expense and issued \$nil in warrants.

Critical Accounting Judgments

Income Taxes and Recovery of Deferred Tax Assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

Going Concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements as discussed in Note 1.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

New Accounting Standards and Interpretations

IFRS 10 Consolidated Financial Statements ("IFRS 10")

IFRS 10 provides a single model to be applied in the control analysis for all investees, including entities that currently are Special Purpose Entities ("SPEs") in the scope of SIC-12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 (2008). On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements.

IFRS 11 Joint Arrangements ("IFRS 11")

IFRS 11 replaces the guidance in IAS 31 Interests in Joint Ventures ("IAS 31"). Under IFRS 11, joint arrangements are classified as either joint operations or joint ventures. IFRS 11 essentially carves out of previous jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for the liabilities and are accounted for as joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11 joint ventures do not have the choice between equity accounting or proportionate consolidation; these entities must now use the equity method.

On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements.

IFRS 12 Disclosure of Interests in Other Entities ("IFRS 12")

IFRS 12 was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements.

IFRS 13 Fair Value Measurement ("IFRS 13")

IFRS 13 was issued by the IASB on May 12, 2011. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements.

IAS 1 Presentation of Financial Statements ("IAS 1")

IAS 1 was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the consolidated financial statements.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

New Accounting Standards and Interpretations (continued)

IAS 28 Investments in Associates and Joint Ventures ("IAS 28")

IAS 28 was issued by the IASB in May 2011 and supersedes IAS 28 Investments in Associates and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 defines significant influence as the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. IAS 28 also provides guidance on how the equity method of accounting is to be applied and also prescribes how investments in associates and joint ventures should be tested for impairment. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the consolidated financial statements.

Future Accounting Changes

IFRS 2 Share-based Payment ("IFRS 2")

The amendments to IFRS 2, issued in December 2013 clarify the definition of "vesting conditions", and separately define a "performance condition" and a "service condition". A performance condition requires the counterparty to complete a specified period of service and to meet a specified performance target during the service period. A service condition solely requires the counterparty to complete a specified period of service. The amendments are effective for share-based payment transactions for which the grant date is on or after July 1, 2014. The Company is in the process of assessing the impact of this pronouncement.

IFRS 9 Financial Instruments ("IFRS 9")

IFRS 9 was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 will be effective as at January 1, 2018. Earlier adoption is permitted. The Company is in the process of assessing the impact of this pronouncement.

IFRS 13 Fair Value Measurement ("IFRS 13")

IFRS 13 Fair Value Measurement is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. The amendments are effective for annual periods beginning on or after July 1, 2014. The Company is in the process of assessing the impact of this pronouncement.

IAS 24 Related Party Disclosures ("IAS 24")

The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after July 1, 2014. The Company is in the process of assessing the impact of this pronouncement.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

2. Significant Accounting Policies (Continued)

Future Accounting Changes (continued)

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

IAS 32 was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014. The Company is assessing the impact of IAS 32 on its consolidated financial statements.

IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39")

In June 2013, the IASB issued a narrow scope amendment to IAS 39. Under the amendment, there would be no need to discontinue hedge accounting if a hedging derivative was notated, provided that certain criteria are met. The amendments to IAS 39 are effective for annual periods beginning on or after January 1, 2014. The Company is in the process of assessing the impact of this pronouncement.

IFRIC 21 Levies ("IFRIC 21")

The IASB issued 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. IFRIC 21 is effective for annual periods commencing on or after January 1, 2014. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

3. Capital Management

The Company considers its capital structure to consist of share capital, warrant reserve, equity settled share-based payments reserve and accumulated deficit. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to achieve optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and evaluation of its exploration and evaluation property interests. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

The Company is currently in the exploration and evaluation stage. As such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration program and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts when economic conditions permit it to do so. Management has chosen to mitigate the risk and uncertainty associated with raising additional capital within current economic conditions by:

- i) minimizing discretionary disbursements;
- ii) reducing or eliminating exploration expenditures which are of limited strategic value; and
- iii) exploring alternate sources of liquidity.

In light of the above, the Company will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient potential and if it has adequate financial resources to do so.

There were no changes in the Company's approach to capital management during the year ended May 31, 2014. The Company is not subject to externally imposed capital requirements.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

4. Financial Risk Factors

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest and foreign exchange rate risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company has more exposure to credit risk associated with cash and sundry receivable. Cash is held with a Canadian chartered bank, from which management believes the risk of loss to be minimal.

Management believes that the credit risk concentration with respect to financial instruments included in sundry receivables is minimal.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2014, the Company had a cash balance of \$13 (2013 - \$17,187) to settle current liabilities of \$211,044 (2013 - \$112,781). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company is currently searching for financing alternatives.

In light of the Company's current cash levels, the Company is reducing its expenditures until financing events are realized.

Market Risk

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

(a) Interest Rate Risk

The Company has cash balances and no interest-bearing debt.

(b) Foreign Currency Risk

The Company funded most operations, exploration and administrative expenses in Peru on a cash call basis using the Peruvian Sol or US dollars converted from its Canadian dollar bank accounts held in Canada. The foreign exchange risk derived from currency conversions is negligible and the Company does not hold significant balances in foreign currencies, therefore the Company does not hedge its foreign exchange risk.

(c) Price Risk

The Company is not exposed to price risk with respect to commodity prices as the Company is currently in the exploration and evaluation stage and does not earn revenues. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to gold to determine the appropriate course of action to be taken by the Company in the future.

Title Risk

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mining properties. Although the Company has investigated title to all of its mineral properties for which it holds rights, the Company cannot give any assurance that title to such properties will not be challenged or impugned and cannot be certain that it will have valid title to its mineral properties.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

4. Financial Risk Factors (Continued)

Sensitivity Analysis

As of May 31, 2014 and 2013, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent, due to their short term nature.

The sensitivity analysis shown in the notes below may differ materially from actual results.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a twelve month period:

- (i) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of gold. Gold has fluctuated widely in recent years. There is no assurance that, even as commercial quantities of gold may be produced in the future, a profitable market will exist for gold. A decline in the market price of gold may also require the Company to reduce its exploration and evaluation property interests, which could have a material and adverse effect on the Company's value. As of May 31, 2014 and 2013, the Company was not a gold producer. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

5. Exploration and Evaluation Property Interests

- (a) Red Lake Gold Camp, Ontario, Canada

- (i) The Company owns a 100% interest in certain claims located in the Red Lake Area, District of Kenora, in Northwestern Ontario.
- (ii) On October 18, 2005, the Company signed a definitive option agreement with Fronteer Development Group Inc. ("Fronteer") for Fronteer's Dixie Lake Property (the "Dixie Lake") located in Ontario's Red Lake Gold District on the following terms and conditions:
 - (a) the Company shall earn a 51% interest in the Dixie Lake by incurring exploration expenditures of \$300,000 (completed), assuming payments totaling \$75,000 to the underlying property vendor; and
 - (b) issuing 160,000 shares of the Company at \$1.25 per share for a total value of \$200,000, to a third party as a finder's fee (issued).

On October 17, 2007, the Company announced that it has fulfilled the terms of its option agreement with Fronteer relating to the Company's right to earn an undivided 51% interest in Dixie Lake.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

5. Exploration and Evaluation Property Interests (Continued)

(a) Red Lake Gold Camp, Ontario, Canada (Continued)

Under the terms of an option agreement with Fronteer, dated August 26, 2005, the Company had a right to earn an undivided 51% interest in the Dixie Lake Property by spending US\$300,000 over three years, making \$75,000 in cash payments and issuing 40,000 shares to the underlying vendor. The Company presented a detailed accounting of its US\$1,711,000 exploration program completed to date, as well as plans for exploration moving forward. Fronteer accepted in writing, the Company's earn-in, as per the terms of the option agreement. As at May 31, 2014, the Company has earned a 67% participating interest in the Dixie Lake Property.

(iii) On September 11, 2008, the Company reported that it had incurred the expenditures required to successfully fulfill the terms of its option agreement with EMCO SA, ("EMCO") to earn a 60% undivided interest in the Sanshaw-Bonanza property.

(iv) On April 28, 2010, the Company announced that, through a series of cash and share payments it had:

1. acquired the remaining 40% interest in its Sanshaw-Bonanza property in the Red Lake Gold District of Ontario from EMCO;
2. acquired four additional claims which are contiguous to the property from Perry English ("English"); and
3. reduced the existing NSR on the property, so that the Company now holds a 100% interest in and to the property, subject only to 0.375% NSR.

On May 31, 2013, the Company decided not to proceed with exploration on the Red Lake Gold Camp properties and wrote-off \$4,884,427 of project expenditures.

(b) Rice Lake Gold Camp, Manitoba, Canada

During the year ended year ended May 31, 2011, the Company disposed of its 100% interest in the Bissett Property within its Rice Lake Gold Camp for \$2,000. The Company received a 1% NSR on the disposed property.

(c) Guilianita Project, Peru

On July 2, 2009, a binding Memorandum of Understanding (the "Memorandum") was signed with a private Peruvian Group which granted a two-stage option (the "Option") to acquire up to a 100% interest in a property located in the Suyo District, Ayabaca Province, Piura Department, Peru (the "Guilianita Project"). The Option provided the Company with a right to earn an 80% interest in the Guilianita Project by (i) making a US\$20,000 cash payment on signing of the Memorandum; (ii) incurring \$1.4 million in exploration and evaluation expenditures; and (iii) issuing a total of two million common shares of the Company over a three year period. (issued - 200,000 common shares). The Option also allowed the Company to acquire the remaining 20% subject to it making an additional payment of US\$300,000 and issuing a further 250,000 common shares of the Company prior to the third anniversary of the date of the Memorandum.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

5. Exploration and Evaluation Property Interests (Continued)

(c) Guilianita Project, Peru (Continued)

On August 18, 2012, the Company finalized an amendment (the "Amendment") to the Memorandum. As per the Amendment, the terms of the Memorandum are suspended until an agreement is reached with the local community to grant the Company the necessary key surface access rights (the "Rights") to allow the Company to carry out advanced exploration and development plans on the property. At such time that the Company is granted the Rights, the terms of the Memorandum will resume. If the Company has not received the Rights by May 31, 2013, it will relinquish its interest in the property and will be released from any obligations under the terms of the Memorandum. As of May 31, 2013, the Company had not received the Rights and decided not to proceed with the Guilianita Project and wrote-off \$351,414 of project expenditures.

As of May 31, 2014, accumulated costs with respect to the Company's exploration and evaluation property interests, consisted of the following:

Exploration and Evaluation Property Interests

Balance, May 31, 2012	\$ 5,225,781
Additions	10,060
Impairment of exploration and evaluation property interests	(5,235,841)
Balance, May 31, 2013 and 2014	\$ -

6. Accounts Payable and Accrued Liabilities

Amounts payable and other liabilities of the Company are principally comprised of amounts outstanding for expenditures relating to mineral property under development, exploration and evaluation expenditures and general operating activities.

As at May 31,	2014	2013
Trade payables	\$ 157,708	\$ 79,369
Accrued liabilities	42,311	33,412
	\$ 200,019	\$ 112,781

The following is an aged analysis of the amounts payable and other liabilities:

As at May 31,	2014	2013
Less than 1 month	\$ 42,947	\$ 79,000
1 to 3 months	24,344	18,170
Greater than 3 months	132,728	15,611
	\$ 200,019	\$ 112,781

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

7. Advances Payable

At May 31, 2014, the Company received advances of \$11,025 (2013 - \$nil) from a shareholder of the Company. These advances will be converted into common shares after the Company completes a share consolidation of not less than one new share for every ten existing shares.

8. Share Capital

(a) Authorized

Unlimited number of common shares with no par value.

Unlimited number of preference shares. The preference shares are without par value, redeemable, voting, non-participating, and are convertible into common shares at the rate of one common share for five preference shares (none currently issued and outstanding).

(b) Issued

	Number of Common Shares	Amount
Balance, May 31, 2012, 2013 and 2014	81,163,032	\$ 16,533,842

9. Warrants

	Number of Warrants	Weighted Average Exercise Price
Balance, May 31, 2012	31,304,996	\$ 0.13
Expired	(31,304,996)	(0.13)
Balance, May 31, 2013 and 2014	-	\$ -

10. Stock Options

The Company maintains an employee stock option plan under which the Board of Directors, or a committee appointed for such purpose, may from time to time grant to employees, officers, directors or consultants of the Company, options to acquire common shares in such numbers, for such terms and at such exercise prices, as may be determined by the Board of Directors or such committee.

The stock option plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance for all purposes under the stock option plan shall be equal to 10% of the total issued and outstanding common shares and that the maximum number of common shares which may be reserved for issuance to any one optionee pursuant to share options may not exceed 5% of the common shares outstanding at the time of grant.

The options are valid for a maximum of 5 years from the date of issue and the normal vesting term is 1/4 immediately and 1/4 after 3, 6 and 9 months from the date of grant. Grandview uses the graded vesting method.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

10. Stock Options (continued)

The following is a continuity of stock options:

	Number of of Stock Options	Weighted Average Exercise Price
Balance, May 31, 2012	4,100,000	\$ 0.31
Expired	(1,200,000)	(0.68)
Balance, May 31, 2013 and 2014	2,900,000	\$ 0.15

The following are the stock options outstanding and exercisable at May 31, 2014:

Expiry Date	Options Outstanding			Options Exercisable	
	Number of Options	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
June 23, 2014(i)	2,000,000	0.06	\$ 0.15	2,000,000	\$ 0.15
December 9, 2014	900,000	0.53	0.15	900,000	0.15
	2,900,000	0.21	\$ 0.15	2,900,000	\$ 0.15

(i) Subsequent to year end, these options expired unexercised.

11. Basic and Diluted Loss Per Share

Year Ended May 31,	2014	2013
Numerator for basic loss per share	\$ (114,953)	\$ (5,256,875)
Numerator for diluted loss per share	\$ (114,953)	\$ (5,256,875)
Denominator for basic loss per share Weighted average number of common shares	81,163,032	81,163,032
Denominator for diluted loss per share Weighted average number of common shares	81,163,032	81,163,032
Basic loss per share	\$ (0.00)	\$ (0.06)
Diluted loss per share	\$ (0.00)	\$ (0.06)

The effect of outstanding stock options has not been included in the determination of diluted loss per share for the periods presented as the effect would be anti-dilutive.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

12. Segmented Information

The Company's operations comprise a single reporting operating segment engaged in mineral exploration, which is consistent with the internal reporting reviewed by the Chief Operating Decision Maker, which is determined to be the Chief Executive Officer ("CEO"). The Company's single operating segment is separated by geographic location.

The Company's loss and comprehensive loss by geographic location are:

		Year Ended May 31,	
		2014	2013
Canada	\$	114,953	\$ 4,883,745
Peru		-	373,130
Net loss and comprehensive loss	\$	114,953	\$ 5,256,875

13. Related Party Transactions

			Year Ended May 31,	
	Notes		2014	2013
Doublewood Consulting Inc.	(i)	\$	19,200	\$ 45,000
Marrelli Support Services Inc.	(ii)	\$	44,144	\$ 54,819
DSA Corporate Services Inc.	(ii)	\$	2,425	\$ 2,920

i) For the year ended May 31, 2014, \$19,200 (2013 - \$45,000) was paid to Doublewood Consulting Inc. for the services of Paul T. Sarjeant to act as the President and CEO of the Company. Included in accounts payable and accrued liabilities as at May 31, 2014, is \$44,226 (2013 - \$20,000) in relation to consulting services rendered.

ii) For the year ended May 31, 2014, the Company expensed \$44,144, (2013 - \$54,819) to Marrelli Support Services Inc. ("Marrelli Support") for the services of Carmelo Marrelli to act as Chief Financial Officer ("CFO") of the Company. In addition, Marrelli Support also provides bookkeeping services to the Company. Carmelo Marrelli is the President of Marrelli Support. The amounts charged by Marrelli Support are based on what Marrelli Support usually charges its clients. Carmelo Marrelli resigned as the CFO of the Company on March 26, 2014. As at May 31, 2014, Marrelli Support was owed \$61,784 (2013 - \$23,760) and this amount was included in accounts payable and accrued liabilities.

For the year ended May 31, 2014, the Company expensed \$2,425, (2013 - \$2,920) to DSA Corporate Services Inc. ("DSA") for filing fees. DSA is a private company controlled by Carmelo Marrelli, the former CFO of the Company. Carmelo Marrelli is also the corporate secretary and sole director of DSA. The amounts charged by DSA are based on what DSA usually charges its clients. The Company expects to continue to use DSA for an indefinite period. As at May 31, 2014, DSA was owed \$nil (2013 - \$2,857) and this amount was included in accounts payable and accrued liabilities.

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

13. Related Party Transactions (continued)

There was no other remuneration of directors or key management personnel (determined to be the CEO and CFO) for the year ended May 31, 2014 (2013 - \$nil), except as noted above. The Board of Directors and select officers do not have employment or service contracts with the Company. Amounts payable to the related parties as disclosed above, are unsecured, non-interest bearing and are due on demand.

As at May 31, 2014, directors and officers of the Company control 1,592,666 common shares of the Company or approximately 1.96% of the shares outstanding.

To the knowledge of directors and officers of the Company, the remainder of the Company's outstanding common shares are widely held. These holdings can change at any time, at the sole discretion of the shareholders.

14. General and Administration Expenses

	Year Ended May 31,	
	2014	2013
Investor relations, business development and reporting issuer costs	\$ 12,381	\$ 55,519
Professional fees	64,970	63,953
Management and consulting services	31,200	64,500
Office and administration	3,958	21,035
Property carrying costs	2,444	-
	\$ 114,953	\$ 205,007

Grandview Gold Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2014 and 2013
(Expressed in Canadian Dollars)

15. Income Taxes

(a) Provision for Income Taxes

Major items causing the Company's income tax rate to differ from the Federal statutory rate of 26.5% (2013-26.5%) were as follows:

	Years Ended May 31,	
	2014	2013
Loss before recovery of income taxes	\$ (114,953)	\$ (5,481,875)
Expected income tax recovery based on statutory rate	(30,000)	(1,455,000)
Non-deductible expenses	-	3,000
Benefit of tax losses not recognized	30,000	1,227,000
Deferred income tax (recovery)	\$ -	\$ (225,000)

(b) Future Deductions Available

At May 31, 2014, the Company has accumulated Canadian and Foreign Exploration and Development Expenditures totaling \$17,088,000 and accumulated non-capital losses totaling \$6,040,000, which are available to reduce taxable income of future years. The Company also had undeducted share issue costs of \$14,000 as at May 31, 2014. The accumulated Canadian and Foreign Exploration and Development Expenditures do not expire under current legislation.

Non-capital losses expire as follows:

2015	\$ 119,000
2026	1,366,000
2027	1,685,000
2028	1,760,000
2031	566,000
2032	410,000
2034	134,000
	<u>\$ 6,040,000</u>

Grandview Gold Inc.
Notes to Consolidated Financial Statements
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15. Income Taxes (Continued)

(c) Deferred Income Tax Balances

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	May 31, 2014	May 31, 2013
Non-capital loss carryforwards	\$ 6,040,000	\$ 5,723,000
Share issue costs	14,000	36,000
Mineral property costs	17,088,000	17,085,000
	\$ 23,142,000	\$ 22,844,000

The Company has additional pools in Peru, which under certain circumstances can be applied against future income earned in Peru.

16. Commitments and Contingencies

Environmental Contingencies

The Company's exploration activities are subject to various federal and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

17. Subsequent Event

On September 4, 2014, the Company obtained an advance of \$20,000 from a shareholder of the Company. This advance will be converted into common shares upon the completion of a share consolidation of not less than one new share for every ten existing shares.

Schedule “D”
MD&A OF THE COMPANY



MY COURIER DEPOT INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD FROM INCORPORATION (DECEMBER 16, 2013)

TO

NOVEMBER 30, 2014

Prepared by:

My Courier Depot Inc.

**400 Brunel Road, Mississauga,
Ontario, Canada, L4Z 2C2**

My Courier Depot Inc.
Management's Discussion & Analysis
For the Period From Incorporation (December 16, 2013) to November 30, 2014
Discussion dated: February 13, 2015

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of My Courier Depot Inc. ("My Courier" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the period from incorporation (December 16, 2013) to November 30, 2014. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited financial statements of the Company for the period from incorporation (December 16, 2013) to November 30, 2014, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Information contained herein is presented as of February 13, 2015, unless otherwise indicated.

The Company's fiscal year end is February 28.

Further information about the Company and its operations is available at 400 Brunel Road, Mississauga, Ontario, Canada, L4Z 2C2

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
The Company will be able to continue its business activities	The Company has anticipated all material costs and the operating activities of the Company, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain borrowings or equity funding when required	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; and capital markets not being favorable for funding and/or related parties discontinue funding the Company resulting in the Company not being able to obtain financing when required or on acceptable terms
The Company will be able to carry out anticipated business plans	The operating activities of the Company for the twelve months ending November 30, 2015, will be consistent with the Company's current expectations	Sufficient funds not being available; increases in costs; the Company may be unable to retain key personnel

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Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

My Courier's business provides in-store over the counter pick-up services to courier companies and consumers. All My Courier's services are offered on our website and is a full web based service, available over the internet. My Courier Depot's services can be found in convenience stores, gas stations, and other variety stores that are typically open on a "24 hours" basis ("My Courier Depot Locations"), allowing registered courier companies and consumers to use these stores as pick-up locations for parcels and letters that require identification and/or signatures to release.

My Courier's services provide courier companies with a retail presence in a broad variety of locations to better serve customers in residential and rural areas. The services also cut costs for courier companies who traditionally rely on their warehouses as pickup locations or suffer the additional costs of repeated delivery attempts to residences and/or small businesses. My Courier's services are also available to consumers for "consumer-to-business" or "consumer-to-consumer" transactions. Registered consumers are able to designate a nearby My Courier Depot Location as the address to which certain parcels and letters are to be sent in lieu of a home delivery. Conversely, registered consumers are able to process shipments online either with My Courier or directly with a courier company and drop off the parcel at any My Courier Depot Location for pickup by the courier.

Overall Performance

Operations

Through the Company's My Courier Depot Location dealer network, made up of community based businesses such as convenience stores and gas stations, the Company will provide area residents, students, home based work professionals, the e-commerce industry and courier companies with the only national and neutral last mile delivery solution.

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Discussion dated: February 13, 2015

How It Works:

All recipients are notified electronically when a shipment arrives for them to pick up. For the online shopper, purchases made through a Company affiliated E-tailer allow the use of a My Courier address free of cost. This option is provided at check out and My Courier membership is not required.

For any other personal or business use of a My Courier address, membership is required. Membership is free and allows the member the use of a My Courier address as their ship to address whenever they have a need. Known as our pay as you go service, for a small fee of \$3.00 for shipments weighing up to 10 lbs, or \$5.00 if over 10 lbs (but not over 30 lbs) the member can select the My Courier address of their choice to receive any other courier or postal delivery. This includes online purchases made through any non-affiliated E-tailer. The fee is paid at time of pick up.

For couriers, the Company allows selected couriers the use of My Courier addresses as first time delivery points or pick up points for failed residential delivery attempts.

Financial

At November 30, 2014, the Company had assets of \$426,047 (February 28, 2014 - \$50,024) and a deficit of \$159,186 (February 28, 2014 - \$27,264). There are no comparative numbers as the Company was incorporated on December 16, 2013. At November 30, 2014, the Company had \$568,565 (February 28, 2014 -\$60,620) of current liabilities.

At November 30, 2014, the Company had a working capital deficiency of \$162,726 (February 28, 2014 -\$34,554) and cash of \$359,132 (February 28, 2014 -\$17). There are no comparative numbers as the company was incorporated on December 16, 2013. The Company had minimal sales in the amount of \$4,844 (February 28, 2014 - \$Nil) and the Company was focusing on developing its My Courier Depot Locations. The Company, as of November 30, 2014, has been funded by borrowings in the aggregate amount of \$533,394 (February 28, 2014 -\$59,120), made up of an advance of \$128,945 (February 28, 2014 -\$59,120) from Courier Cardinal Ltée, a related party and investment loans of \$404,449 (February 28, 2014 -\$Nil). If revenue does not improve within the Company, the Company expects to be funded in the short-term by borrowings. However, there can be no assurance that borrowings will be available or on terms acceptable to the Company. (See "Liquidity and Financial Position" and "Subsequent Event").

Trends

Large providers are pushing alternatives to at-home delivery. Before, shippers would deliver a parcel to a home and try several times until someone would answer the door. Manufacturers and retailers cannot absorb the associated parcel shipping costs with this repeat service. Due to this requirement for repeat service to complete the delivery task, locker services and centralized pick-up locations are being developed. Traditional brick-and-mortar retailers with e-commerce websites may create local "pop-up" stores where products can be picked up by online shoppers, which will dramatically reduce costs. In addition to the trend of alternative at-home delivery service, management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

My Courier Depot Inc.
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Discussion dated: February 13, 2015

Selected Annual Financial Information

The following is selected financial data derived from the audited financial statements of the Company for the period from the date of incorporation (December 16, 2013) to November 30, 2014.

	Period from date of incorporation (December 16, 2013) to November 30, 2014 \$	Period from date of incorporation (December 16, 2013) to February 28, 2014 \$
Net loss and comprehensive loss	159,186	27,264
Net loss per share (basic and diluted)	397.97	68.33
Revenue	4,844	-
Cost of sales	2,422	-
Administrative expenses	153,372	27,264
Finance costs	8,236	-

	As at November 30, 2014 \$	As at February 28, 2014 \$
Total assets	426,047	50,024
Current liabilities	568,565	60,620
Long-term liabilities	nil	nil

- Administrative expenses for the period from the date of incorporation (December 16, 2013) to November 30, 2014, consisted of general administration expenses of \$9,939, advertising and promotion of \$23,546, travel and business development of \$18,002, consulting fees of \$77,831, professional services of 18,500, foreign exchange loss of \$762 and amortization expense of \$4,792.
- Administrative expenses for the period from the date of incorporation (December 16, 2013) to February 28, 2014, consisted of general administration expenses of \$81, advertising and promotion of \$623, travel and business development of \$4,018, consulting fees of \$20,000, professional services of 1,500 and amortization expense of \$1,042.
- As the Company has minimal revenue, its ability to fund its operations is dependent upon securing additional borrowings. See "Trends" and "Risk Factors".

Overall Objective

My Courier is committed to achieving new cost efficiencies for My Courier clients and enhancing the online customer service experience by providing a truly flexible and convenient 24/7 community based last mile delivery solution. See "Risk Factors".

Off-Balance-Sheet Arrangements

The Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on its results of operations or financial condition, including, without limitation, such considerations as liquidity, capital expenditures and capital resources that would be considered material to investors.

Proposed Transactions

As most recently disclosed in the MD&A for Grandview Gold Inc. ("Grandview"), a public company listed on NEX, for the period ending November 30, 2014, Grandview has been actively seeking opportunities to acquire or merge with suitable businesses with a view to maximizing value for shareholders. Grandview subsequently entered into a share exchange agreement with My Courier and My Courier's shareholders (the "MCD Shareholders") dated November 17, 2014 (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, Grandview will acquire all of the issued and outstanding common shares of My Courier in exchange for 8,333.33 Post-Consolidation Common Shares (as defined below) of the Grandview (the "Share Exchange") for each one (1) share of MCD.

Upon completion of the Share Exchange, Grandview will carry on the business of My Courier and it is acknowledged in the Share Exchange Agreement that Grandview will seek the listing of the Post-Consolidation Common Shares (as defined below) of the Corporation on the Canadian Securities Exchange (the "CSE"). For a summary of the terms, conditions and acknowledgements of the Share Exchange Agreement, see below under the heading "Share Exchange – Summary of Terms of the Share Exchange Agreement".

Summary of Terms of the Share Exchange Agreement

Pursuant to the Share Exchange Agreement, Grandview will acquire all of the issued and outstanding common shares of My Courier in exchange Post-Consolidation Common Shares (as defined below) of Grandview on the basis of 8,333.33 Post Consolidated common shares for every one (1) outstanding common shares of My Courier. The Share Exchange Agreement also contains the following conditions, each of which are subject to the approval of the shareholders of Grandview, among other conditions including, without limitation, the receipt of all required regulatory approvals:

- Grandview shall consolidate its issued and outstanding common shares on the basis of one (1) post-consolidation common share ("Post-Consolidation Common Shares") for each twenty (20) pre-consolidation common shares;
- Grandview shall change its name to "[PUDO Inc.]" or such other name deemed appropriate and at the discretion of My Courier;
- Grandview shall voluntarily delist from the NEX;
- Immediately prior to the closing of the Share Exchange, Grandview will be transferring its interest in the Dixie Lake property as full settlement of the amount owed of \$55,635 to Marrelli Support Services, and will be transferring its interest in the Loisan and Bonanza properties as full settlement for the amount owed of \$38,446 to Caracle Creek; and
- It is anticipated that My Courier shall have US\$300,000 in cash for general working capital purposes immediately prior and upon completion of the Share Exchange.

It is also acknowledged in the Share Exchange Agreement that following the closing of the Share Exchange, Grandview will seek the listing of the Post-Consolidation Common Shares of Grandview on the CSE.

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Selected Quarterly Information

The quarterly information in the table below is based on the Company's fiscal year end of February 28, 2014.

Three Months Ended	Total Sales (\$)	Loss	
		Total (\$)	Per Share (\$)
Feb 28, 2014 ⁽¹⁾	-	(27,264)	(68.33)
May 31, 2014	-	(38,051)	(95.37)
August 31, 2014	-	(30,928)	(77.32)
November 30, 2014	4,844	(62,943)	(157.36)

⁽¹⁾ Period from date of incorporation (December 16, 2013 to February 28, 2014)

The quarterly statement of operations consists of the following:

	February 28, 2014 \$	May 31, 2014 \$	August 31, 2014 \$	November 30, 2014 \$
Revenue	-	-	-	4,844
Cost of sales	-	-	-	2,422
Administrative expenses ⁽²⁾	27,264	38,051	30,928	57,129
Finance costs	-	-	-	8,236
Net loss	27,264	38,051	30,928	62,943

⁽²⁾ Administrative expenses				
General administration expenses	81	1,196	7,431	1,231
Advertising and promotion	623	21,265	174	1,484
Travel and business development	4,018	4,340	4,073	5,571
Consulting fees	20,000	10,000	18,000	29,831
Professional services	1,500	-	-	17,000
Foreign exchange loss	-	-	-	762
Amortization expense	1,042	1,250	1,250	1,250
Total Administrative expenses	27,264	38,051	30,928	57,129

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The quarterly balance sheet consists of the following:

	As at February 28, 2014 \$	As at May 31, 2014 \$	As at August 31, 2014 \$	As at November 30, 2014 \$
Current assets	26,066	7,587	11,206	405,839
Long term assets	23,958	22,708	21,458	20,208
Total assets	50,024	30,295	32,664	426,047
Total liabilities	60,620	78,942	112,239	568,565
Capital stock	16,668	16,668	16,668	16,668
Deficit	(27,264)	(65,315)	(96,243)	(159,186)
Total liabilities and shareholders' deficiency	50,024	30,295	32,664	426,047

Discussion of Operations

Period from incorporation (December 16, 2013) to November 30, 2014

For the period from incorporation (December 16, 2013) to November 30, 2014, the Company reported a loss of \$159,186 with basic and diluted net loss per share of \$397.97. The Company had nominal revenue of \$4,844 and no comparative numbers as the Company was incorporated on December 16, 2013.

Expenses for the period amounted to \$153,372 relating primarily to consulting fees, travel and business development, and advertising and promotion expenses for signing up new network locations. My Courier Depot Location development has been the Company's strategic focus from the date of incorporation (December 16, 2013) to November 30, 2014.

The Company also incurred finance costs of \$8,236 which includes interest on investment loans of \$4,961 and interest on a loan from Courier Cardinal Ltée, a company under common control, for an amount of \$3,275.

Period from incorporation (December 16, 2013) to February 28, 2014

For the period from incorporation (December 16, 2013) to February 28, 2014, the Company reported a loss of \$27,264 with basic and diluted net loss per share of \$68.33. The Company had no revenue and expenses for the period amounted to \$27,264 relating primarily to consulting fees, travel and business development, and advertising and promotion expenses for signing up new network locations.

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Outlook

The Company is training and activating its dealer network by allowing its nationally appointed courier to start the process of promoting the use of MCD to its customers for guaranteed first time 'Ship -To' delivery and as customer pick up points for any failed home delivery attempts. In conjunction with our national courier initiative, the Company will add deliveries for home based work professionals.

With our pool of retail pick up points waiting to be activated coupled with the fact that the majority are open long hours, 7 days per week with few logistical challenges, we see this as a major advantage over any other service provider's solution in our sector. Our rollout strategy allows us to surgically activate the network throughout the country whereby reverse logistics and the use by the general public can be realized successfully.

Share Capital

As of the date of this MD&A, the Company has 400 common shares outstanding.

Liquidity and Financial Position

As at November 30, 2014, the Company had a working capital deficiency of \$162,726. The Company has borrowings in the amount of \$533,394 consisting of the following details:

Detail	Amount \$
Amounts due to a related company (a)	128,945
Investment loans (b)	404,449
Totals	\$533,394

- (a) The amounts due to a related party, Courier Cardinal Ltée, a company under common control, represents amounts which bear interest at 5% per annum, are unsecured and due on demand.
- (b) As per the investment loan agreements, it is intended that the Company will enter into a reverse takeover and reverse stock split transaction with Grandview Gold Inc. When the terms and conditions of the proposed transaction with ("Grandview") are finalized, the parties will be able to choose between participating in conversion of their loan to shares of ("Grandview") or a repayment of their loan plus interest within 120 days of receipt with maturity dates ranging from January 29, 2015 to March 24, 2015. The funds bear interest at the rate of 8% per annum. The investment loans received during the period amounted to \$355,000 USD (\$399,489 CAD) and the amount of accrued interest as at November 30, 2014 was \$4,961. The loans will be converted immediately prior to the Grandview share exchange and will be subject to all regulatory approvals.

The Company has cash of \$359,132 which is sufficient to pay its trade and other payables of \$35,171.

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The following are the current and future plans, as well as timelines, for My Courier Depot:

Budget:

Plans	Status	Estimated Cost to Complete (\$)
National Courier Account rollout	Starting February 2015	50,000
Direct Sell industry rollout	Starting March 2015	50,000
Reverse Logistics	Starting April 2015	
Marketing & Advertising Campaign	Agency interviews and presentations being held for April 2015 start	120,000
North American Network Development & E-Commerce Shipping	Started	120,000
Total		340,000

National Courier Account Roll-out:

The Company has secured its first major service agreement with a National Courier Company. The rollout of this account nationally involves the following activities:

1. Identifying the appropriate locations within MCD current network of locations
2. Training the personnel at the locations
3. Performing the services

To date, there are 20 fully operational locations with an average of 10 shipments per day. The strategic roll out plan is to have 500 operational locations by the end of August 2015.

Direct Sell Industry Roll out:

The "Direct Sell" Industry comprises of companies that sell their product on consignment using remote sales representatives. The products are shipped to the Sales Representatives who in turn interfaces directly with the end-user to take orders and fulfil the product orders. Examples of these types of businesses are Avon (cosmetics), and Amway. MCD is working with a number of large businesses in this area to have their Sales Representatives pick-up their consignments through the MCD Network. This arrangement to utilize the MCD network significantly reduces the shipping costs of the Direct Seller (to each sales representative). As with the roll-out of the National Courier Account, the roll-out requires the following activities:

1. Identifying the appropriate locations within MCD current network of locations
2. Training the personnel at the locations
3. Performing the services

Reverse Logistics:

MCD will become the repository for "Return" E-commerce shipments. Consumers who have purchased items on-line can return these items to the nearest MCD location where the shipments are consolidated and returned to the appropriate supplier (for example, Walmart). This service provides a hassle-free "returns" experience for the consumer.

Marketing and Advertising Campaign:

MCD has to invest in a marketing and advertising campaign to educate e-commerce users and to create awareness of the service. A marketing campaign would involve various media alternatives including but not limited to social media, print, radio and television.

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North American Network Development and E-Commerce Shipping:

MCD has commenced development of a dealer location network, similar that which exists in Canada, in the United States. The Company has engaged a consultant in the US with the objective of identifying and signing network locations. It is expected that the Company will leverage its relationship with the Direct Sellers in Canada to provide the initial volumes for the US market.

It is anticipated to meet this budget, the Company will have to either have (i) adequate sales generation from performing E-commerce deliveries; or (ii) further borrowings will be required from related parties or loans to continue corporate activities. Recently, the activities of the Company have been funded by borrowings from related parties and other loans. There can be no assurance that additional financing from related parties or others will be available at all, or on terms acceptable to the Company. See "Subsequent Event".

New Standards and Interpretations Not Yet Adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after December 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IAS 19 Employee Benefits ("IAS 19") was amended by the IASB in November 2013 to simplify the accounting for contributions from employees or third parties to defined benefit plans that are independent of the number of years of service. The amendments to IAS 19 are effective for annual periods beginning on or after July 1, 2014.

IAS 24 Related Party Disclosures ("IAS 24") was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. The amendments to IAS 24 are effective for annual periods beginning on or after July 1, 2014.

IAS 32 Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014.

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IAS 38 Intangible Assets ("IAS 38") and IAS 16, Property, Plant and Equipment ("IAS 16") were amended in May 2014 to introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. The amendment is effective for annual periods beginning on or after January 1, 2016. Earlier adoption permitted.

Significant Accounting Policies

Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Revenue recognition

The Company recognizes revenue when the delivery of customer packages is complete and collectability is reasonably assured. The Company is the principal to the transaction and revenue from these transactions is recognized on a gross basis.

Intangible asset

Intangible asset, which consists of computer software, is initially recorded at cost. Computer software is amortized using the straight-line method over its estimated useful life of 5 years.

Impairment of non-financial assets

At each statement of financial position reporting date the carrying amounts of the Company's assets are reviewed to determine whether there is an indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of 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 pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss in the statements of loss and comprehensive loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

At the end of each reporting date, the Company assesses whether there is any indication that previously recognized impairment losses no longer exist. If such an indication exists, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss in the statement of loss and comprehensive loss.

Financial instruments

The Company's accounting policies in respect of its financial instruments are set out below:

Financial assets

Financial assets are initially recorded at fair value and designated upon inception into one of the following categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL"). Loans and receivables are recognized on the date of origination. All other financial assets are recognized on the trade date at which the Company becomes party to the contractual provisions of the instrument.

Cash and amounts receivable are classified as loans and receivables and are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of provision is recorded in profit or loss.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership to another entity.

Identification and measurement of impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that financial assets not carried at fair value through profit or loss are impaired. A financial asset or a group of financial assets is impaired when objective evidence demonstrates that a loss event has occurred after the initial recognition of the assets(s), and that the loss event has an impact on the future cash flows of the asset(s) that can be estimated reliably.

Impairment losses on assets carried at amortized cost are measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the asset's original effective interest rate. Impairment losses are recognized in profit or loss and reflected in an allowance account against loans and receivables. Interest on impaired assets continues to be recognized through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Financial liabilities

Financial liabilities are initially recorded at fair value and designated upon inception as fair value through profit or loss or other financial liabilities. Trade and other payables and borrowings are recognized on the trade date at which the Company becomes a party to the contractual provisions of the instrument. Trade and other payables and borrowings are classified as other financial liabilities and are initially recognized at fair value. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities are derecognized when the contractual obligations are discharged, cancelled or expire.

Fair value measurement

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical

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assets or liabilities; Level 2 - valuation techniques based on 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); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of November 30, 2014, the Company did not have any financial instruments measured using the fair value hierarchy.

Offsetting

Financial assets and liabilities are offset and the net amount presented in the financial statements when and only when, the Company has a legal right to set off the recognized amounts and it intends either to settle on a net basis or realize the asset and settle the liability simultaneously.

Expense recognition

All expenses are accounted for in the statement of loss and other comprehensive loss on the accrual basis.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Income taxes

Income tax expense comprises current and deferred tax. Current taxes and deferred taxes are recognized in profit and loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Loss per share

Basic loss per share is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the profit or loss attributable to common shareholders and the weighted average

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number of common shares outstanding for the effects of dilutive instruments such as stock options. The Company did not have any potentially dilutive instruments during the period ended November 30, 2014.

Related Party Transactions

During the period ending November 30, 2014, the Company had the following transactions with shareholders and companies under common control:

- incurred bookkeeping fees of \$10,000 to Cardinal Couriers Ltd, a company with common officers and directors.
- incurred interest expense of \$3,275 payable to Courier Cardinal Ltée pursuant to the borrowing arrangements.
- incurred consulting fees of \$68,000 to Courier Depot Network Inc., a significant shareholder of the Company.

All related party transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The related party payable balances at November 30, 2014 amounts to \$12,365 included in trade and other payables, and \$128,945 included in borrowings.

At November 30, 2014, the Company had no contractual obligations or commitments under operating leases requiring minimum payments and principal repayment obligations.

Capital Management

The Company reviews and manages its capital position from time to time to maintain a balance between its liability and equity levels. The Company uses the capital contributed by investors to finance its working capital requirements.

Additional Disclosure for Venture Issuers without Significant Revenue

Expenses for the period from incorporation (December 16, 2013) to November 30, 2014	\$
General and administrative expenses	9,939
Advertising and promotion	23,546
Travel and business development	18,002
Consulting fees	77,831
Professional fees	18,500
Foreign exchange loss	762
Amortization expenses	4,792
Total	153,372

Financial Instruments

Fair values

The carrying amounts of trade and other receivables, cash and trade and other payables approximate their fair values, given their short-term nature.

Financial risk factors

The Company's activities expose it to a variety of financial risks, including:

- Credit risk;
- Liquidity risk; and
- Market risk

This note represents information about the Company's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk.

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

Credit risk

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet commitments it has entered to with the Company. The financial assets that potentially expose the Company to credit risk consist principally of cash or trade and other receivables. The extent of the Company's exposure to credit risk approximate their carrying values are recorded in the Company's statement of financial position.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

The maximum exposure to credit risk at the reporting date was:

	\$
Trade and other receivables	27,167
Cash at bank	359,132
Total	386,299

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Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to finance its operations and to mitigate the effects of fluctuations in cash flows.

The following are the contractual maturities of financial liabilities:

2014	< 1 year \$	> 1 year \$	Total \$
Trade and other payables	35,171	-	35,171
Borrowings	533,394	-	533,394
Totals	568,565	-	568,565

In order to meet such cash commitments, the Company will be required to generate sufficient cash inflows from operating and financing activities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

Since the Company has a bank account denominated in USD, with a balance of USD \$284,327 (CAD \$320,778) and investment loans of USD \$355,000 (CAD \$399,489) as at November 30, 2014, it is exposed to foreign currency risk due to fluctuations in exchange rate.

Interest rate risk

The Company's exposure to risks of changes in market interest rates relates primarily to its cash balances. The Company constantly analyzes its interest rate exposure, giving consideration to potential renewals of existing positions, alternative financial positions and the mix of fixed and variable interest rates. The Company has incurred interest expense related to fixed rate borrowings of \$8,236 during the period ended November 30, 2014.

Sensitivity analysis

A 10% change in the average value of the U.S. dollar against the Canadian dollar with all other variables held constant would have changed the net loss by \$4,588 during the period ended November 30, 2014.

The Company's cash balances do not earn interest and the Company's borrowings are at a fixed rate of interest. Accordingly, a change in interest rates would not have a significant impact on the Company's financial statements.

Risk Factors

Financing

The Company may need to source additional financing to fund the growth of its business and has no assurance that such funding will be available to it. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company. Failure to obtain sufficient financing may result in delaying or the indefinite postponement of the growth strategy into the US Market.

There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company.

If the Company raises additional funds through the sale of equity securities, shareholders may have their investment diluted.

Credit Facilities

Currently, none of the loans extended to the Company contain financial covenants related to the Company's financial position and earnings.

Economic Downturns

The Company cannot be certain that economic or political conditions will generally be favorable or that there will not be significant fluctuations that adversely affect the economy as a whole or the key markets that the Company targets.

Changes in the Regulatory Environment

The Company's results of operations can be affected significantly by changes in the regulatory environment.

Dependence on Key Personnel

The success of the Company depends on its senior management team, and other key employees, including their ability to retain and attract skilled employees. The loss of the services of key personnel could have a material adverse effect on the business, financial condition, results of operations or future prospects. The Company may not be able to attract and retain additional qualified management, and employees as needed in the future. There can be no assurance that the Company will be able to effectively manage its growth, and any failure to do so could have a material adverse effect on the Company's business, financial condition, results of operations, and future prospects.

Investment risk

From time to time, the Company may divest of a business that is not meeting performance expectations. This may result in losses from the disposal or wind-up of that business operation.

Currency Risk

The Company sells goods and services and purchases goods and services in Canadian dollars and US dollars. Since the Company reports its results in Canadian dollars, it is exposed to changes in the value of the US dollar relative to that of the Canadian dollar. The Company also entered into investment loan agreements which are denominated in US dollar which implies that it is exposed to foreign currency risk due to fluctuations in exchange rate.

Potential Future Developments

Management of the Company, in the ordinary course of business, regularly explores potential strategic opportunities and transactions. The public announcement of any of these or similar strategic opportunities or transactions might have a significant effect on the price of the Company's securities. The Company's policy is not to publicly disclose information concerning potential strategic opportunities or transactions unless and until a definitive binding agreement is reached or management is confident that the transaction will be completed. There can be no assurance that investors who buy or sell securities of the Company are doing so at a time when the Company is not pursuing a particular strategic opportunity or transaction which, when announced, would have a significant effect on the price of the Company's securities.

Disclosure of Internal Controls

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

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Schedule “E”
FINANCIAL STATEMENTS OF MCD

MY COURIER DEPOT INC.

Financial Statements

For the period from

December 16, 2013 (Date of incorporation)

to February 28, 2014

MY COURIER DEPOT INC.
Financial Statements

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of My Courier Depot Inc.

We have audited the accompanying financial statements of My Courier Depot Inc., which comprise the statement of financial position as at February 28, 2014, and the statement of loss and other comprehensive loss, statement of changes in equity and statement of cash flows for the period from incorporation (December 16, 2013) to February 28, 2014, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of My Courier Depot Inc. as at February 28, 2014, and its financial performance and its cash flows for the period from incorporation (December 16, 2013) to February 28, 2014 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company had continuing losses during the period ended February 28, 2014 and a working capital deficiency as at February 28, 2014. These conditions along with other matters set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

McGOVERN, HURLEY, CUNNINGHAM, LLP



Chartered Accountants
Licensed Public Accountants

TORONTO, Canada
June 24, 2015

MY COURIER DEPOT INC.

Statement of Financial Position

As at February 28, 2014

(Expressed in Canadian dollars)

	<u>Notes</u>	<u>2014</u>
		\$
ASSETS		
Current assets		
Cash		17
Other receivables		3,071
Prepaid expenses		<u>22,978</u>
Total current assets		<u>26,066</u>
 Non-current asset		
Intangible assets	6	<u>23,958</u>
 Total assets		<u><u>50,024</u></u>
 LIABILITIES		
Current liabilities		
Other payables		1,500
Borrowings	8, 10	<u>59,120</u>
Total current liabilities		<u>60,620</u>
 SHAREHOLDERS' (DEFICIENCY)		
Share capital	7	16,668
Deficit		<u>(27,264)</u>
Total shareholders' (deficiency)		<u>(10,596)</u>
 Total liabilities and shareholders' (deficiency)		<u><u>50,024</u></u>

Nature of operations and going concern (Note 1)

Approved by the Board:

 Richard Cooper

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

MY COURIER DEPOT INC.

Statement of Loss and other Comprehensive Loss

For the period from incorporation (December 16, 2013) to February 28, 2014

(Expressed in Canadian dollars)

	<u>Notes</u>	<u>Period ended February 28, 2014</u>
		\$
Administrative expenses	9	<u>(27,264)</u>
Net loss for the period		<u><u>(27,264)</u></u>
Basic and diluted net loss per share		<u><u>(\$68.33)</u></u>
Weighted average number of common shares outstanding		<u><u>399</u></u>

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

MY COURIER DEPOT INC.

Statement of Changes in Equity

For the period from incorporation (December 16, 2013) to February 28, 2014

(Expressed in Canadian dollars)

	Share Capital	Share Capital	Deficit	Total
	#	\$	\$	\$
Balance at December 16, 2013	-	-	-	-
Common shares issued	400	16,668	-	16,668
Net loss for the period	-	-	(27,264)	(27,264)
Balance at February 28, 2014	400	16,668	(27,264)	(10,596)

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

MY COURIER DEPOT INC.

Statement of Cash Flows

For the period from incorporation (December 16, 2013) to February 28, 2014

(Expressed in Canadian dollars)

	<u>Notes</u>	<u>2014</u>
		\$
Cash flows from operating activities		
Net loss for the period		(27,264)
Items not affecting cash:		
Amortization	6	<u>1,042</u>
		(26,222)
Net change in non-working capital		
Other receivables		(3,071)
Prepaid expenses		(22,978)
Other payables		<u>1,500</u>
Net cash from operating activities		<u>(50,771)</u>
Cash flows from investing activities		
Acquisition of intangible assets	6	<u>(25,000)</u>
Cash flows from financing activities		
Proceeds from issuance of common shares		12
Proceeds from new loans and borrowings	8	<u>75,776</u>
Net cash from financing activities		<u>75,788</u>
Net increase in cash, being cash, end of period		<u><u>17</u></u>
Supplemental cash flow information		
Settlement of debt through issuance of shares		<u><u>16,568</u></u>

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

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

1. Nature of operations and going concern

My Courier Depot Inc. (the "Company") is incorporated under the Ontario Business Corporations Act on December 16, 2013 and domiciled in Canada. Its registered office is situated at 400 Brunel Road, Mississauga, Ontario, Canada, L4Z 2C2.

The Company's principal activity is providing E-commerce shipment services through collaboration with specific online retailers for delivery of their products; national and international courier companies for later pickup options of packages.

These financial statements have been prepared with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. As at February 28, 2014, the Company had a working capital deficit of \$34,554, had not yet achieved profitable operations, and had accumulated losses of \$27,264. These conditions reflect material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. While the Company has been successful in raising the necessary funding to continue operations in the past, there is no assurance that it will be able to do so in the future. These financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of preparation**(a) Statement of compliance**

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB"). Furthermore, these financial statements are presented in Canadian dollars which is the functional currency of the Company.

(b) Basis of presentation

The financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These financial statements were authorised for issue by the Board of Directors on June 24, 2015.

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

3. Significant accounting policies**a) New standards not yet adopted and interpretations issued but not yet effective**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after March 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity’s own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IAS 19 *Employee Benefits* (“IAS 19”) was amended by the IASB in November 2013 to simplify the accounting for contributions from employees or third parties to defined benefit plans that are independent of the number of years of service. The amendments to IAS 19 are effective for annual periods beginning on or after July 1, 2014.

IAS 24 *Related Party Disclosures* (“IAS 24”) was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. The amendments to IAS 24 are effective for annual periods beginning on or after July 1, 2014.

IAS 32 *Financial Instruments: Presentation* (“IAS 32”) was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014.

IAS 38 *Intangible Assets* (“IAS 38”) and IAS 16, *Property, Plant and Equipment* (“IAS 16”) were amended in May 2014 to introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. The amendment is effective for annual periods beginning on or after January 1, 2016. Earlier adoption permitted.

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

3. Significant accounting policies (continued)b) Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

c) Revenue recognition

The Company recognizes revenue when the delivery of customer packages is complete and collectability is reasonably assured. The Company is the principal to the transaction and revenue from these transactions is recognized on a gross basis.

d) Intangible asset

Intangible asset, which consists of computer software, is initially recorded at cost. Computer software is amortized using the straight-line method over its estimated useful life of 5 years.

e) Impairment of non-financial assets

At each statement of financial position reporting date the carrying amounts of the Company's assets are reviewed to determine whether there is an indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of 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 pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss in the statements of loss and comprehensive loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

At the end of each reporting date, the Company assesses whether there is any indication that previously recognized impairment losses no longer exist. If such an indication exists, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss in the statement of loss and comprehensive loss.

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

3. Significant accounting policies (continued)f) Financial instruments

The Company's accounting policies in respect of its financial instruments are set out below:

Financial assets

Financial assets are initially recorded at fair value and designated upon inception into one of the following categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL"). Loans and receivables are recognized on the date of origination. All other financial assets are recognized on the trade date at which the Company becomes party to the contractual provisions of the instrument.

Cash and amounts receivable are classified as loans and receivables and are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of provision is recorded in profit or loss.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership to another entity.

Identification and measurement of impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that financial assets not carried at fair value through profit or loss are impaired. A financial asset or a group of financial assets is impaired when objective evidence demonstrates that a loss event has occurred after the initial recognition of the assets(s), and that the loss event has an impact on the future cash flows of the asset(s) that can be estimated reliably.

Impairment losses on assets carried at amortized cost are measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the asset's original effective interest rate. Impairment losses are recognized in profit or loss and reflected in an allowance account against loans and receivables. Interest on impaired assets continues to be recognized through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Financial liabilities

Financial liabilities are initially recorded at fair value and designated upon inception as fair value through profit or loss or other financial liabilities. Other payables and borrowings are recognized on the trade date at which the Company becomes a party to the contractual provisions of the instrument. Other payables and borrowings are classified as other financial liabilities and are initially recognized at fair value. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities are derecognized when the contractual obligations are discharged, cancelled or expire.

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

3. Significant accounting policies (continued)f) Financial instruments (continued)*Fair value measurement*

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - valuation techniques based on 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); and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of February 28, 2014, the Company did not have any financial instruments measured using the fair value hierarchy.

Offsetting

Financial assets and liabilities are offset and the net amount presented in the financial statements when and only when, the Company has a legal right to set off the recognized amounts and it intends either to settle on a net basis or realize the asset and settle the liability simultaneously.

g) Expenses recognition

All expenses are accounted for in the statement of loss and other comprehensive loss on the accrual basis.

h) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

i) Income taxes

Income tax expense comprises current and deferred tax. Current taxes and deferred taxes are recognized in profit and loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

3. Significant accounting policies (continued)i) Income taxes (continued)

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

j) Loss per share

Basic loss per share is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments such as stock options. The Company did not have any potentially dilutive instruments during the period ended February 28, 2014.

4. Financial risk managementa) Fair values

The carrying amounts of other receivables, cash, other payables and borrowings approximate their fair values, given their short-term nature.

b) Financial risk factors

The Company's activities expose it to a variety of financial risks, including:

- Credit risk
- Liquidity risk
- Market risk
- Capital risk management

This note represents information about the Company's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk and their management of capital.

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

4. Financial risk management (continued)**b) Financial risk factors (continued)**

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(i) Credit risk

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet commitments it has entered to with the Company. The financial assets that potentially expose the Company to credit risk consist principally of cash or other receivables. The extent of the Company's exposure to credit risk approximate their carrying values are recorded in the Company's statement of financial position.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

The maximum exposure to credit risk at the reporting date was:

	February 28, 2014
	<u>\$</u>
Other receivables	3,071
Cash	17
	<u>3,088</u>

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to finance its operations and to mitigate the effects of fluctuations in cash flows.

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

4. Financial risk management (continued)b) Financial risk factors (continued)(ii) Liquidity risk

The following are the contractual maturities of financial liabilities:

	<u>< 1 year</u>	<u>> 1 year</u>	<u>Total</u>
	\$	\$	\$
<u>February 28, 2014</u>			
Other payables	1,500	-	1,500
Borrowings	59,120	-	59,120
	<u>60,620</u>	<u>-</u>	<u>60,620</u>

In order to meet such cash commitments, the Company will be required to generate sufficient cash inflows from operating and financing activities.

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company's exposure to risks of changes in market interest rates relate primarily to its cash balances. The Company constantly analyzes its interest rate exposure, giving consideration to potential renewals of existing positions, alternative financial positions and the mix of fixed and variable interest rates.

(iv) Capital risk management

The Company reviews and manages its capital position from time to time to maintain a balance between its liability and equity levels. The Company uses the capital contributed by investors to finance its working capital requirements.

The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future developments of the business. The Company defines capital as equity. The Company is not subject to any externally imposed capital requirements.

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

5. Critical accounting estimates and judgements

The Company makes estimates and judgements that affect the reported amounts of assets and liabilities within the next year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations future events that are believed to be reasonable under the circumstances.

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

Computer software

The useful life of computer software is determined by management at the time the software is acquired and brought into use and is regularly reviewed for appropriateness. For unique software products controlled by the Company, the life is based on management's historical experience with similar products as well as anticipation of future events which may impact their life such as changes in technology.

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities.

In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

6. Intangible assets

	Computer Software
	<u>\$</u>
<u>Cost</u>	
Balance at December 16, 2013	-
Additions	<u>25,000</u>
Balance at February 28, 2014	<u>25,000</u>
<u>Accumulated amortization</u>	
Balance at December 16, 2013	-
Amortization	<u>1,042</u>
Balance at February 28, 2014	<u>1,042</u>
<u>Carrying amounts</u>	
Balance at February 28, 2014	<u><u>23,958</u></u>
Balance at December 16, 2013	<u><u>-</u></u>

7. Share capital

Authorized, unlimited common shares with no par value

Authorized, unlimited Class A preferred shares with no par value, redeemable, discretionary, non-cumulative, voting

	Number of shares	February 28, 2014
	<u></u>	<u>\$</u>
Issued		
Balance at December 16, 2013	-	-
Common share issuance	<u>400</u>	<u>16,668</u>
Balance at February 28, 2014	<u><u>400</u></u>	<u><u>16,668</u></u>

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

8.	Borrowings	2014
		<u>\$</u>
	Amounts due to a related company	<u>59,120</u>

The amounts due to a related party, Courier Cardinal Ltee, a company under common control, represents amounts which bear interest at 5% per annum, are unsecured and due on demand.

9.	Administrative expenses categorised by nature	Period ended February 28, 2014
		<u>\$</u>
	General and administrative expenses	81
	Advertising and promotion	623
	Travel and business development	4,018
	Consulting fees (Note 10)	20,000
	Professional fees	1,500
	Amortization expense	<u>1,042</u>
		<u>27,264</u>

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

10. Related party transactions

During the period ending February 28, 2014, the Company had the following transactions with shareholders and companies under common control:

- incurred consulting fees of \$20,000 to Courier Depot Network Inc., a significant shareholder of the Company.

All related party transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The related party payable balances at February 28, 2014 amounts to \$59,120 included in borrowings. See also note 8.

At February 28, 2014, the Company had no contractual obligations or commitments under operating leases requiring minimum payments and principal repayment obligations.

11. Income taxes**a) Provision for income taxes**

Major items causing the Company's effective income tax rate to differ from the combined Canadian federal and provincial statutory rate of 26.5% were as follows:

	Period ended February 28, 2014
	<u>\$</u>
(Loss) before income taxes	(27,264)
Expected income tax recovery based on statutory rate	(7,225)
Adjustment to expected income tax benefit:	
Change in benefit of tax assets not recognized	<u>7,225</u>
Deferred income tax provision (recovery)	<u>-</u>

b) Deferred income tax

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

As at February 28, 2014, the Company had approximately \$27,000 of non-capital losses in Canada, which may be used to reduce taxable income in future years and expire as follows:

2034	\$27,000
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MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the period from incorporation (December 16, 2013) to February 28, 2014

13. Subsequent events

Grandview Gold Inc. (“Grandview”), a public company listed on NEX, has been actively seeking opportunities to acquire or merge with suitable businesses with a view to maximizing value for shareholders. Grandview subsequently entered into a share exchange agreement with the Company and the Company’s shareholders (the “MCD Shareholders”) dated November 17, 2014 (the “Share Exchange Agreement”). Pursuant to the Share Exchange Agreement, Grandview will acquire all of the issued and outstanding common shares of the Company in exchange for 8,333.33 Post-Consolidation common shares (as defined below) of Grandview (the “Share Exchange”) for each one (1) share of MCD.

Upon completion of the Share Exchange, Grandview will carry on the business of the Company and it is acknowledged in the Share Exchange Agreement that Grandview will seek the listing of the Post-Consolidation Common Shares (as defined below) of Grandview on the Canadian Securities Exchange (the “CSE”).

The Share Exchange Agreement contains the following conditions, each of which are subject to the approval of the shareholders of Grandview, among other conditions including, without limitation, the receipt of all required regulatory approvals:

- Grandview shall consolidate its issued and outstanding common shares on the basis of one (1) post-consolidation common share (“Post-Consolidation Common Shares”) for each twenty (20) pre-consolidation common shares;
- Grandview shall change its name to “[PUDO Inc.]” or such other name deemed appropriate and at the discretion of the Company;
- Grandview shall voluntarily delist from NEX;
- Immediately prior to the closing of the Share Exchange, Grandview will be transferring its interest in the Dixie Lake property as full settlement of the amount owed of \$55,635 to Marrelli Support Services, and will be transferring its interest in the Loisan and Bonanza properties as full settlement for the amount owed of \$38,446 to Caracle Creek.
- It is anticipated that the Company shall have US\$300,000 in cash for general working capital purposes immediately prior and upon completion of the Share Exchange.

Subsequent to February 28, 2014, the Company entered into investment loan agreements and received loan proceeds in the amount of \$355,000 USD (\$399,489 CAD). When the terms and conditions of the proposed transaction with Grandview are finalized, the parties will be able to choose between participating in conversion of their loan to shares of Grandview or a repayment of their loan plus interest within 120 days of receipt with maturity dates ranging from January 29, 2015 to March 24, 2015. The funds bear interest at the rate of 8% per annum.

Subsequent to February 28, 2014, the Company issued Class A preferred shares for \$102,000.

MY COURIER DEPOT INC.

Interim Condensed Financial Statements

For the three and nine months

ended November 30, 2014

(Unaudited)

MY COURIER DEPOT INC.
Interim Condensed Financial Statements
(Unaudited)

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MY COURIER DEPOT INC.

Interim Condensed Statement of Financial Position

As at November 30, 2014

(Expressed in Canadian dollars)

(Unaudited)

	<u>Notes</u>	<u>November 30, 2014</u>	<u>February 28, 2014</u>
		\$	\$
ASSETS			
Current assets			
Cash		359,132	17
Trade and other receivables	6	27,167	3,071
Prepaid expenses		19,540	22,978
Total current assets		<u>405,839</u>	<u>26,066</u>
Non-current asset			
Intangible assets	5	<u>20,208</u>	<u>23,958</u>
Total assets		<u><u>426,047</u></u>	<u><u>50,024</u></u>
LIABILITIES			
Current liabilities			
Trade and other payables	8, 13	35,171	1,500
Borrowings	9, 13	533,394	59,120
Total current liabilities		<u>568,565</u>	<u>60,620</u>
SHAREHOLDERS' DEFICIENCY			
Share capital	7	16,668	16,668
Deficit		(159,186)	(27,264)
Total shareholders' deficiency		<u>(142,518)</u>	<u>(10,596)</u>
Total liabilities and shareholders' deficiency		<u><u>426,047</u></u>	<u><u>50,024</u></u>

Nature of operations and going concern (Note 1)

Approved by the Board:

 Richard Cooper

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

MY COURIER DEPOT INC.

Interim Condensed Statements of Loss and other Comprehensive Loss

For the three and nine months ended November 30, 2014

(Expressed in Canadian dollars)

(Unaudited)

	Notes	Three months ended November 30, 2014 \$	Nine months ended November 30, 2014 \$
Revenue	10	4,844	4,844
Cost of sales		(2,422)	(2,422)
Gross profit		2,422	2,422
Administrative expenses	11	(57,129)	(126,108)
Operating loss		(54,707)	(123,686)
Finance costs	12	(8,236)	(8,236)
Net loss for the period		(62,943)	(131,922)
Basic and diluted net loss per share		(\$157.36)	(\$329.81)
Weighted average number of common shares outstanding		400	400

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

MY COURIER DEPOT INC.

Interim Condensed Statement of Changes in Equity

For the nine months ended November 30, 2014

(Expressed in Canadian dollars)

(Unaudited)

	Share Capital	Share Capital	Deficit	Total
	#	\$	\$	\$
Balance at February 28, 2014	400	16,668	(27,264)	(10,596)
Net loss for the period	-	-	(131,922)	(131,922)
Balance at November 30, 2014	400	16,668	(159,186)	(142,518)

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

MY COURIER DEPOT INC.

Interim Condensed Statement of Cash Flows

For the nine months ended November 30, 2014

(Expressed in Canadian dollars)

(Unaudited)

	Notes	November 30, 2014
		\$
Cash flows from operating activities		
Net loss for the period		(131,922)
Items not affecting cash:		
Amortization	5	3,750
Accrued finance costs	12	8,236
Foreign currency translation loss		2,308
		(117,628)
Net change in non-working capital		
Trade and other receivables		(24,096)
Prepaid expenses		3,438
Trade and other payables		33,671
Net cash from operating activities		(104,615)
Cash flows from financing activities		
Proceeds from new loans and borrowings	9	463,730
Net cash from financing activities		463,730
Net increase in cash		359,115
Cash at beginning of period		17
Cash at end of period		359,132

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

MY COURIER DEPOT INC.

Notes to the interim condensed financial statements

(Expressed in Canadian dollars)

For the three and nine months ended November 30, 2014

(Unaudited)

1. Nature of operations and going concern

My Courier Depot Inc. (the “Company”) is incorporated under the Ontario Business Corporations Act on December 16, 2013 and domiciled in Canada. Its registered office is situated at 400 Brunel Road, Mississauga, Ontario, Canada, L4Z 2C2.

The Company’s principal activity is providing E-commerce shipment services through collaboration with specific online retailers for delivery of their products; national and international courier companies for later pickup options of packages.

These financial statements have been prepared with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. As at November 30, 2014, the Company had a working capital deficiency of \$162,726 (February 28, 2014 - \$34,554), had not yet achieved profitable operations, and had accumulated losses of \$159,186 for the period ended November 30, 2014. These conditions reflect material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. While the Company has been successful in raising the necessary funding to continue operations in the past, there is no assurance that it will be able to do so in the future. These financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of preparation**(a) Statement of compliance**

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standard Board (“IASB”). These unaudited interim condensed financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB.

The policies applied in these unaudited interim condensed financial statements are based on IFRS issued and outstanding as of June 24, 2015, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited interim condensed financial statements as compared with the most recent annual financial statements as at and for the period from inception (December 16, 2013) to February 28, 2014, except as noted below. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for the year ending February 28, 2015 could result in restatement of these unaudited interim condensed financial statements.

(b) Basis of presentation

The financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

MY COURIER DEPOT INC.

Notes to the interim condensed financial statements

(Expressed in Canadian dollars)

For the three and nine months ended November 30, 2014

(Unaudited)

2. Basis of preparation (continued)

(b) Basis of presentation (continued)

Furthermore, these financial statements are presented in Canadian dollars which is the functional currency of the Company.

3. Significant accounting policies(a) Change in accounting policies

IAS 32 *Financial Instruments: Presentation* ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The Company adopted the amendments to IAS 32 effective March 1, 2014 and there was no material impact on the Company's unaudited interim condensed financial statements.

(b) New standards not yet adopted and interpretations issued but not yet effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after December 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IAS 19 *Employee Benefits* ("IAS 19") was amended by the IASB in November 2013 to simplify the accounting for contributions from employees or third parties to defined benefit plans that are independent of the number of years of service. The amendments to IAS 19 are effective for annual periods beginning on or after July 1, 2014.

IAS 24 *Related Party Disclosures* ("IAS 24") was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. The amendments to IAS 24 are effective for annual periods beginning on or after July 1, 2014.

MY COURIER DEPOT INC.

Notes to the interim condensed financial statements

(Expressed in Canadian dollars)

For the three and nine months ended November 30, 2014

(Unaudited)

3. Significant accounting policies (continued)**(b) New standards not yet adopted and interpretations issued but not yet effective (continued)**

IAS 38 *Intangible Assets* ("IAS 38") and IAS 16, *Property, Plant and Equipment* ("IAS 16") were amended in May 2014 to introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. The amendment is effective for annual periods beginning on or after January 1, 2016. Earlier adoption is permitted.

4. Critical accounting estimates and judgements

The Company makes estimates and judgements that affect the reported amounts of assets and liabilities within the next year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations future events that are believed to be reasonable under the circumstances.

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

Revenue recognition - gross versus net presentation

When deciding the most appropriate basis for presenting revenue or costs of revenue, both the legal form and substance of the agreement between the Company and its business partners are reviewed to determine each party's respective role in the transaction.

Where the Company's role in a transaction is that of principal, revenue is recognized on a gross basis. This requires revenue to comprise the gross value of the transaction billed to the customer, after trade discounts, with any related expenditure charged as an operating cost. Where the Company's role in a transaction is that of an agent, revenue is recognized on a net basis with revenue representing the margin earned.

Intangible assets

The useful life of computer software is determined by management at the time the software is acquired and brought into use and is regularly reviewed for appropriateness. For unique software products controlled by the Company, the life is based on management's historical experience with similar products as well as anticipation of future events which may impact their life such as changes in technology.

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

MY COURIER DEPOT INC.

Notes to the interim condensed financial statements

(Expressed in Canadian dollars)

For the three and nine months ended November 30, 2014

(Unaudited)

4. Critical accounting estimates and judgements (continued)*Income taxes and recoverability of potential deferred tax assets*

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities.

In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

MY COURIER DEPOT INC.

Notes to the interim condensed financial statements

(Expressed in Canadian dollars)

For the three and nine months ended November 30, 2014

(Unaudited)

5. Intangible assets

	Computer Software
	<u>\$</u>
<u>Cost</u>	
Balance at December 16, 2013	-
Additions	25,000
Balance at February 28, 2014	25,000
Additions	-
Balance at November 30, 2014	<u>25,000</u>
<u>Accumulated amortization</u>	
Balance at December 16, 2013	-
Amortization	1,042
Balance at February 28, 2014	1,042
Amortization	3,750
Balance at November 30, 2014	<u>4,792</u>
<u>Carrying amounts</u>	
Balance at November 30, 2014	<u>20,208</u>
Balance at February 28, 2014	<u>23,958</u>

	November 30, 2014	February 28, 2014
	<u>\$</u>	<u>\$</u>
6. Trade and other receivables		
Trade receivables	5,474	-
HST receivable	15,789	3,071
Other receivable (see note below)	5,904	-
	<u>27,167</u>	<u>3,071</u>

The other receivable balance relates to an advance to Grandview Gold Inc., a company with whom the Company intends to enter into a reverse takeover and reverse stock split transaction (see Note 14). The balance is interest-free, unsecured and due on demand.

MY COURIER DEPOT INC.

Notes to the interim condensed financial statements

(Expressed in Canadian dollars)

For the three and nine months ended November 30, 2014

(Unaudited)

7. Share capital	November 30, 2014	February 28, 2014
	<u>\$</u>	<u>\$</u>
Authorized, unlimited common shares with no par value	<u>16,668</u>	<u>16,668</u>
Issued	Number of common shares	Amount \$
Balance at December 16, 2013	-	-
Common share issuance	400	16,668
Balance at February 28, 2014	<u>400</u>	<u>16,668</u>
Common share issuance	-	-
Balance at November 30, 2014	<u>400</u>	<u>16,668</u>
8. Trade and other payables	November 30, 2014	February 28, 2014
	<u>\$</u>	<u>\$</u>
Trade payables	26,041	-
Other payables	630	-
Accrued liabilities	8,500	1,500
	<u>35,171</u>	<u>1,500</u>
9. Borrowings	November 30, 2014	February 28, 2014
	<u>\$</u>	<u>\$</u>
<u>Current</u>		
Amounts due to a related company (see note (a) below)	128,945	59,120
Investment loans (see note (b) below)	404,449	-
Total borrowings	<u>533,394</u>	<u>59,120</u>

MY COURIER DEPOT INC.

Notes to the interim condensed financial statements

(Expressed in Canadian dollars)

For the three and nine months ended November 30, 2014

(Unaudited)

9. Borrowings (continued)

(a) The amounts due to a related party, Courier Cardinal Ltee, a company under common control, represents amounts which bear interest at 5% per annum, are unsecured and due on demand.

(b) As per the investment loan agreements, it is intended that the Company will enter into a reverse takeover and reverse stock split transaction with Grandview Gold Inc. (see note 14). When the terms and conditions of the proposed transaction with ("Grandview") are finalized, the parties will be able to choose between participating in conversion of their loan to shares of ("Grandview") or a repayment of their loan plus interest within 120 days of receipt with maturity dates ranging from January 29, 2015 to March 24, 2015. The funds bear interest at the rate of 8% per annum. The investment loans received during the period amounted to \$355,000 USD (\$399,489 CAD) and the amount of accrued interest as at November 30, 2014 was \$4,961.

10. Revenue

	Three months ended November 30, 2014	Nine months ended November 30, 2014
	<u>\$</u>	<u>\$</u>
Revenue from rendering of services	<u>4,844</u>	<u>4,844</u>

11. Administrative expenses categorized by nature

	Three months ended November 30, 2014	Nine months ended November 30, 2014
	<u>\$</u>	<u>\$</u>
General and administrative expenses	1,231	9,858
Advertising and promotion	1,484	22,924
Travel and business development	5,571	13,983
Consulting fees (Note 13)	29,831	57,831
Professional fees (Note 13)	17,000	17,000
Foreign exchange loss	762	762
Amortization expense	1,250	3,750
	<u>57,129</u>	<u>126,108</u>

MY COURIER DEPOT INC.

Notes to the interim condensed financial statements

(Expressed in Canadian dollars)

For the three and nine months ended November 30, 2014

(Unaudited)

12. Finance costs

	Three months ended November 30, 2014	Nine months ended November 30, 2014
	<u>\$</u>	<u>\$</u>
Interest expense on investment loans (Note 9)	4,961	4,961
Interest expense on amounts due to related company (Note 9)	<u>3,275</u>	<u>3,275</u>
	<u>8,236</u>	<u>8,236</u>

13. Related party transactions

During the nine month period ended November 30, 2014, the Company had the following transactions with shareholders and companies under common control:

- incurred bookkeeping fees, included in professional fees of \$10,000 to Cardinal Couriers Ltd, a company with common officers and directors.
- incurred interest expense of \$3,275 payable to Courier Cardinal Ltée pursuant to the borrowing arrangements as described in note 9 (a).
- incurred consulting fees of \$48,000 to Courier Depot Network Inc., a significant shareholder of the Company.

During the three month period ended November 30, 2014, the Company had the following transactions with shareholders and companies under common control:

- incurred bookkeeping fees, included in professional fees of \$10,000 to Cardinal Couriers Ltd, a company with common officers and directors.
- incurred interest expense of \$3,275 payable to Courier Cardinal Ltée pursuant to the borrowing arrangements as described in note 9 (a).
- incurred consulting fees of \$20,000 to Courier Depot Network Inc., a significant shareholder of the Company.

All related party transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Balances payable to the related parties noted above at November 30, 2014 amounts to \$12,365 included in trade and other payables (February 28, 2014 - \$Nil), and \$128,945 included in borrowings (February 28, 2014 - \$59,120).

MY COURIER DEPOT INC.

Notes to the financial statements

(Expressed in Canadian dollars)

For the three and nine months ended November 30, 2014

(Unaudited)

14. Subsequent events

Grandview, a public company listed on NEX, has been actively seeking opportunities to acquire or merge with suitable businesses with a view to maximizing value for shareholders. Grandview subsequently entered into a share exchange agreement with the Company and the Company's shareholders (the "MCD Shareholders") dated November 17, 2014 (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, Grandview will acquire all of the issued and outstanding common shares of the Company in exchange for 8,333.33 Post-Consolidation Common Shares (as defined below) of Grandview (the "Share Exchange") for each one (1) share of MCD.

Upon completion of the Share Exchange, Grandview will carry on the business of the Company and it is acknowledged in the Share Exchange Agreement that Grandview will seek the listing of the Post-Consolidation Common Shares (as defined below) of Grandview on the Canadian Securities Exchange (the "CSE").

The Share Exchange Agreement contains the following conditions, each of which are subject to the approval of the shareholders of Grandview, among other conditions including, without limitation, the receipt of all required regulatory approvals:

- Grandview shall consolidate its issued and outstanding common shares on the basis of one (1) post-consolidation common share ("Post-Consolidation Common Shares") for each twenty (20) pre-consolidation common shares;
- Grandview shall change its name to "[PUDO Inc.]" or such other name deemed appropriate and at the discretion of the Company;
- Grandview shall voluntarily delist from NEX;
- Immediately prior to the closing of the Share Exchange, Grandview will be transferring its interest in the Dixie Lake property as full settlement of the amount owed of \$55,635 to Marrelli Support Services, and will be transferring its interest in the Loisan and Bonanza properties as full settlement for the amount owed of \$38,446 to Caracle Creek.
- It is anticipated that the Company shall have US\$300,000 in cash for general working capital purposes immediately prior and upon completion of the Share Exchange.

When the terms and conditions of the proposed transaction with Grandview are finalized, the parties will be able to choose between participating in conversion of their loan to shares of Grandview or a repayment of their loan plus interest within 120 days of receipt with maturity dates ranging from January 29, 2015 to March 24, 2015. The funds bear interest at the rate of 8% per annum.

Subsequent to November 30, 2014, the Company issued 612 Class A preferred shares for \$102,000.

Schedule “F”
PRO-FORMA CONSOLIDATED FINANCIAL STATEMENTS

PUDO INC.

**PRO-FORMA CONSOLIDATED
FINANCIAL STATEMENTS**

November 30, 2014

Unaudited – Prepared by Management

(expressed in Canadian Dollars)

PUDO Inc.
Pro-Forma Consolidated Statement of Financial Position

As at November 30, 2014

In Canadian Dollars

Unaudited – Prepared by Management

	Grandview Gold Inc.	My Courier Depot Inc.		Pro Forma Adjustments	Pro Forma Consolidated
			Note 2		
Cash	\$ 847	\$ 359,132	a	\$ 115,000	\$ 291,979
			a	(115,000)	
			c	102,000	
			d	(102,000)	
			f	(68,000)	
HST receivable	6,830	15,790		-	22,620
Amounts receivable	-	11,377			11,377
Prepaid expenses	-	19,540		-	19,540
Total current assets	7,677	405,839		(68,000)	345,516
Intangible asset	-	20,208			20,208
Total assets	\$ 7,677	\$ 426,047		\$ (68,000)	\$ 365,724
Accounts payable and accruals	\$ 227,110	\$ 35,171	a	\$ (115,000)	\$ 147,281
Advances payable to Gordon Cooper	40,025	-	g	(30,000)	10,025
Redeemable preferred shares	-	-	c	102,000	-
			e	(102,000)	
Borrowings	-	533,394	b	66,417	26,945
			b	(470,866)	
			d	(102,000)	
Total liabilities	267,135	568,565		(651,449)	184,251
Share capital	16,533,842	16,668	b	470,866	1,634,035
			e	102,000	
			e	(16,533,842)	
			e	1,014,501	
			g	30,000	
Reserves	8,982,005	-	e	(8,982,005)	-
Deficit	(25,775,305)	(159,186)	a	115,000	(1,452,562)
			b	(66,417)	
			e	25,660,305	
			e	(1,158,959)	
			f	(68,000)	
Total equity	(259,458)	(142,518)		583,449	181,473
Total liabilities and equity	\$ 7,677	\$ 426,047		\$ (68,000)	\$ 365,724

PUDO Inc.**Pro-Forma Consolidated Statement of Loss and Comprehensive Loss****For the Six Months Ended November 30, 2014***In Canadian Dollars**Unaudited – Prepared by Management*

	Grandview Gold Inc.	My Courier Depot Inc.	Pro Forma Adjustments	Pro Forma Consolidated
Revenue	\$ -	\$ 4,844	\$ -	\$ 4,844
Cost of sales	-	2,422	-	2,422
Gross margin	-	2,422	-	2,422
Expenses				
General and administrative	56,981	126,108	-	183,089
Finance costs	-	8,236	-	8,236
Total expenses	56,981	134,344	-	191,325
Net loss and comprehensive loss	\$ (56,981)	\$ (131,922)	\$ -	\$ (188,903)
Net loss per share - basic and diluted	\$ (0.01)	\$ (0.04)		\$ (0.01)
Weighted average number of common shares outstanding	4,058,005	3,333,332		14,494,802

PUDO Inc.**Pro-Forma Consolidated Statement of Loss and Comprehensive Loss****For the Year Ended May 31, 2014***In Canadian Dollars**Unaudited – Prepared by Management*

	Grandview Gold Inc.	My Courier Depot Inc.		Pro Forma Adjustments	Pro Forma Consolidated
			Note 2		
Revenue	\$ -	\$ -		\$ -	\$ -
Cost of sales	-	-		-	-
Gross margin	-	-		-	-
Expenses					
General and administrative	114,953	27,264		-	142,217
Finance costs	-	-	b	66,417	66,417
Transaction costs	-	-	e	1,158,959	1,226,959
			f	68,000	
Gain on sale of mineral property interests	-	-	a	(115,000)	(115,000)
Total expenses	114,953	27,264		1,178,376	1,320,593
Net loss and comprehensive loss	\$ (114,953)	\$ (27,264)		\$(1,178,376)	\$(1,320,593)
 Net loss per share - basic and diluted	 \$ (0.03)	 \$ (0.01)			 \$ (0.09)
 Weighted average number of common shares outstanding	 4,058,005	 3,324,999		 -	 14,486,469

PUDO Inc.

Notes to Pro-Forma Consolidated Financial Statements

November 30, 2014

In Canadian Dollars

Unaudited – Prepared by Management

1. BASIS OF PRESENTATION

The accompanying unaudited pro-forma consolidated statement of financial position as at November 30, 2014 and the unaudited pro-forma consolidated statements of loss and comprehensive loss for the six months ended November 30, 2014 and for the year ended May 31, 2014 have been prepared by management to show the effect to the acquisition of My Courier Depot Inc. ("MCD") by Grandview Gold Inc. ("Grandview").

For accounting purposes, the proposed acquisition has been accounted for in these pro-forma consolidated financial statements as a reverse acquisition effected through the issuance of shares, with MCD identified as being the acquirer.

The pro forma consolidated statement of financial position as at November 30, 2014 and the pro-forma consolidated statement of loss and comprehensive loss for the six months ended November 30, 2014 have been derived from the unaudited interim consolidated statement of financial position of Grandview as at and for the six months ended November 30, 2014, and the unaudited interim statement of financial position of MCD as of November 30, 2014 and for the nine months ended November 30, 2014.

The pro-forma consolidated statement of loss and comprehensive loss for the year ended May 31, 2014 has been derived from the annual audited consolidated financial statements of Grandview for the year ended May 31, 2014, and the annual audited financial statements of MCD for the period from inception (December 16, 2013) to February 28, 2014.

The pro-forma consolidated statement of financial position and pro-forma consolidated statements of loss and comprehensive loss incorporate the assumptions and adjustments described in Note 2. The unaudited pro-forma consolidated statement of financial position as at November 30, 2014 has been prepared as if the acquisition had occurred on November 30, 2014. The unaudited pro-forma consolidated statement of loss and comprehensive loss for the six months ended November 30, 2014 and the unaudited pro-forma consolidated statement of loss and comprehensive loss for the year ended May 31, 2014 have been prepared as if the transaction had occurred on June 1, 2013, being the beginning of Grandview's last full financial year.

These pro-forma consolidated financial statements have been prepared based on International Financial Reporting Standards ("IFRS"), using accounting policies and practices consistent with those used in the preparation of MCD's recent annual financial statements prepared under IFRS. Certain significant estimates have been made by management in the preparation of these pro-forma financial statements, in particular, the determination of the fair value of Grandview's assets and liabilities acquired and the fair value of the share consideration and transaction costs. The unaudited pro-forma consolidated statement of financial position and pro-forma consolidated statements of loss and comprehensive loss should be read in conjunction with the unaudited interim consolidated financial statements of Grandview for the six months ended November 30, 2014 and the annual audited consolidated financial statements of Grandview for the year ended May 31, 2014 and the unaudited interim financial statements of MCD for the nine months ended November 30, 2014 and the annual audited financial statements of MCD for the period from inception (December 16, 2013) to February 28, 2014.

PUDO Inc.

Notes to Pro-Forma Consolidated Financial Statements

November 30, 2014

In Canadian Dollars

Unaudited – Prepared by Management

1. BASIS OF PRESENTATION (Continued)

The accompanying unaudited pro-forma consolidated statement of financial position and pro-forma consolidated statements of loss and comprehensive loss have been prepared for illustrative purposes only and may not be indicative of the financial position and results of operations that would have occurred if the business combination had taken place on the dates indicated or of the financial position and results of operations which may be obtained in future periods. Actual amounts recorded upon consummation of the acquisition will likely differ from those recorded in the unaudited pro forma consolidated financial statements.

2. PRO FORMA ADJUSTMENTS AND ASSUMPTIONS

The unaudited pro-forma consolidated statement of financial position and pro-forma consolidated statement of loss and comprehensive loss incorporate the following pro forma assumptions and adjustments:

a. Disposition of existing assets of Grandview

Prior to the closing of the acquisition described in Note 2e below, Grandview will transfer its interest in the Dixie Lake, Loisan and Bonanza properties in exchange for cash consideration of \$115,000. Grandview will then use this \$115,000 to settle certain liabilities. As Grandview had previously written off the mineral property interests, a gain of \$115,000 is realized on sale of these property interests.

b. Investment loans were advanced to MCD in the principal amount of USD\$355,000 (\$443,750) plus accrued interest of USD\$21,693 (\$27,116) as at July 15, 2015. The investment loans and related interest will be converted into common shares of MCD at a price of \$1,666.67 per MCD common share. For purposes of these pro-forma consolidated financial statements, it is assumed that at the time of conversion, a loan balance of \$470,866 will be converted into 226 MCD shares. The additional interest expense and related foreign exchange effects in the amount of \$66,417 has been reflected as a pro forma adjustment for the year ended May 31, 2014.

c. MCD issues 612 Class A preference shares for gross proceeds of \$102,000.

d. MCD repays an aggregate of \$102,000 of the debt owed to Courier Cardinal Ltee.

e. Acquisition of My Courier Depot Inc.

Pursuant to a share exchange agreement dated July 13, 2015, Grandview agreed to acquire all of the issued and outstanding shares of MCD in exchange for the issuance of 8,333.33 Grandview common shares for each MCD common share and Class A preferred share acquired. All of Grandview's 81,163,032 issued and outstanding common shares will be consolidated on the basis of twenty pre-consolidated shares for each one post-consolidated share. Immediately prior to the transaction, Grandview will have approximately 4,058,005 post-consolidated common shares outstanding and MCD will have 626 common shares and 612 Class A preference shares issued and outstanding. Subsequent to the completion of the transaction, MCD will operate as a wholly-owned subsidiary of Grandview and Grandview will change its name to "PUDO Inc." For accounting purposes, the acquisition has been accounted for in these pro-forma consolidated financial statements as a reverse acquisition effected through the issuance of shares, with MCD identified as being the acquirer.

Completion of the transaction is subject to a number of conditions, including but not limited to, Canadian Securities Exchange ("CSE") acceptance and shareholder approval. There can be no assurance that the transaction will be completed as proposed or at all.

PUDO Inc.

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In Canadian Dollars

Unaudited – Prepared by Management

2. PRO FORMA ADJUSTMENTS AND ASSUMPTIONS (Continued)

e. Acquisition of My Courier Depot Inc. (Continued)

The following table summarizes the allocation of the purchase price of \$1,014,501 to the identifiable assets and liabilities of Grandview, as if the acquisition took place on November 30, 2014. The transaction is assumed to constitute an asset acquisition as Grandview does not meet the definition of a business. The assets acquired and liabilities assumed are to be recorded at their estimated fair market values, which are based on preliminary management estimates and are subject to final valuation adjustments.

Purchase Price Consideration Paid		
Estimated fair value of 4,058,005 shares	\$	1,014,501
Net Assets Acquired		
Cash	\$	847
HST receivable		6,830
Accounts payable and accrued liabilities		(112,110)
Advances payable		(40,025)
Net liabilities of Grandview assumed	\$	(144,458)
Excess of purchase price over fair value of net liabilities assumed (expensed)		1,158,959
	\$	1,014,501

- f. Costs related to the acquisition, estimated to be approximately \$68,000, are expensed.
- g. Concurrent with the transaction described in Note 2e above, Grandview debt in the amount of \$30,000 owing to Gordon Cooper is settled through the issue of 120,000 post-consolidation Grandview common shares.
- h. Upon completion of the transaction described in Note 2e above, and subject to the approval of the Board of Directors and the regulators, Grandview proposes to grant 1,400,000 options exercisable at \$0.20 per share for a period of 5 years. The granting of these stock options has not been reflected in these pro-forma consolidated financial statements.

PUDO Inc.

Notes to Pro-Forma Consolidated Financial Statements

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3. PRO FORMA CONSOLIDATED SHAREHOLDERS' EQUITY CONTINUITY

- a. Authorized – Unlimited number of common shares, with no par value
- b. Share capital continuity

	Number of common Shares	Common shares \$	Number of Class A preference shares	Class A preference shares \$
MCD balance as at November 30, 2014	400	16,668	-	-
Issuance of Class A preference shares	-	-	612	102,000
Issuance of common shares on conversion of investment loans	226	470,866	-	-
MCD shares prior to acquisition of Grandview, before applying exchange ratio of 8,333.33:1	626	487,534	612	102,000
Effect of applying exchange ratio and conversion of Class A preference shares to common shares	10,316,171	102,000	(612)	(102,000)
MCD shares before acquisition of Grandview, after applying exchange ratio of 8,333.33:1	10,316,797	589,534	-	-
Grandview shares at time of acquisition	4,058,005	1,014,501	-	-
Issue of Grandview shares in settlement of debt	120,000	30,000	-	-
Pro-forma balance as at November 30, 2014	14,494,802	1,634,035	-	-

- c. Stock options

See Note 2h.