

**Aydon Income Properties Inc.**

**Consolidated Financial Statements**

**Quarter ended July 31, 2015**

**(Expressed in Canadian Dollars)**

**Aydon Income Properties Inc.**  
Consolidated statements of financial position  
(Expressed in Canadian dollars)

|   | Notes | July 31,<br>2015  | April 30,<br>2015 |
|---|-------|-------------------|-------------------|
| <b>ASSETS</b>                                     |       |                   |                   |
| <b>Current assets</b>                             |       |                   |                   |
| Cash  |       | \$ 72,802         | \$ 167,042        |
| Receivables                                       | 4     | 7,647             | 3,346             |
| Prepaid expenses                                  |       | 27,181            | 1,550             |
|   |       | 107,630           | 171,938           |
| <b>TOTAL ASSETS</b>                               |       | <b>\$ 107,630</b> | <b>\$ 171,938</b> |
| <b>LIABILITIES</b>                                |       |                   |                   |
| <b>Current liabilities</b>                        |       |                   |                   |
| Trade payables and accrued liabilities            | 5     | \$ 28,665         | \$ 11,034         |
| <b>TOTAL LIABILITIES</b>                          |       | <b>28,665</b>     | <b>11,034</b>     |
| <b>SHAREHOLDERS' EQUITY</b>                       |       |                   |                   |
| Share capital                                     | 7     | 601,217           | 601,217           |
| Share-based payment reserve                       | 7     | 250,000           | 250,000           |
| Subscriptions received                            |       | -                 | (18,500)          |
| Currency translation reserve                      | 7     | -                 | (1,069)           |
| Deficit   |       | (772,252)         | (670,744)         |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>                 |       | <b>78,965</b>     | <b>160,904</b>    |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b> |       | <b>\$ 107,630</b> | <b>\$ 171,938</b> |

Going concern (Note 1)  
Subsequent events (Note 11)

Approved on behalf of the Board of Directors:

***"D.B. Jackson"***

**Chief Executive Officer**

***"A.M. Goulding"***

**Chief Financial Officer**

**Aydon Income Properties Inc.**

## Consolidated statement of comprehensive loss

(Expressed in Canadian dollars)

|  |       | Period ended<br>July 31,<br>2015 | Period ended<br>July 31,<br>2015 |
|--|-------|----------------------------------|----------------------------------|
|  | Notes |                                  |                                  |
| <b>Expenses</b>                            |       |                                  |                                  |
| Communications                             |       | \$ 3,842                         | \$ -                             |
| Consulting fees                            |       | 1,449                            | -                                |
| Filing fees                                |       | 9,757                            | -                                |
| Foreign exchange gain                      |       | (4,406)                          | -                                |
| Management fees                            | 8     | 64,500                           | 48,150                           |
| Office and miscellaneous                   |       | 4,183                            | 934                              |
| Professional fees                          | 8     | 16,136                           | 7,092                            |
| Travel and accommodation                   |       | 6,048                            | 1,010                            |
|  |       | (101,509)                        | (57,186)                         |
| <b>Other items</b>                         |       |                                  |                                  |
| Interest income                            |       | -                                | -                                |
| <b>Net loss</b>                            |       | <b>(101,509)</b>                 | <b>(57,186)</b>                  |
| <b>Other comprehensive loss</b>            |       |                                  |                                  |
| Foreign currency translation               |       |                                  | -                                |
| <b>Comprehensive loss</b>                  |       | <b>\$ (101,509)</b>              | <b>\$ (57,186)</b>               |
| <b>Loss per share – basic and diluted</b>  | 7     | <b>\$ (0.004)</b>                | <b>\$ (0.008)</b>                |
| <b>Weighted average shares outstanding</b> | 7     | <b>24,083,081</b>                | <b>7,232,365</b>                 |

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

**Aydon Income Properties Inc.**

## Consolidated statement of changes in equity

(Expressed in Canadian dollars)

|                                    | Share capital |                     | Obligation to<br>Issue<br>Shares<br>(Subscriptions<br>receivable) | Reserves          |                                   |                                    | Total              |                    |
|------------------------------------|---------------|---------------------|---|-------------------|-----------------------------------|------------------------------------|--------------------|--------------------|
|                                    | Note          | Number of<br>shares |   | Amount            | Share Based<br>Payment<br>Reserve | Currency<br>translation<br>reserve |                    | Deficit            |
| <b>Balance at April 30th, 2015</b> |               | <b>24,083,081</b>   | <b>\$601,217</b>  | <b>(\$18,500)</b> | <b>\$250,000</b>                  | <b>(\$1,069)</b>                   | <b>\$(670,744)</b> | <b>(\$160,904)</b> |
| Net Loss for quarter               |               |                     |   |                   |                                   |                                    | (101,508)          | (101,508)          |
| Subscriptions received             |               |                     |   | 18,500            |                                   |                                    |                    | 18,500             |
| Foreign reserve adjustment         |               |                     |   |                   |                                   | 1,069                              |                    | 1,069              |
| <b>Balance at July 31, 2015</b>    |               | <b>24,083,081</b>   | <b>\$601,217</b>  | <b>-</b>          | <b>\$250,000</b>                  | <b>-</b>                           | <b>(\$772,252)</b> | <b>\$78,965</b>    |

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

**Aydon Income Properties Inc.**

## Consolidated statements of cash flows

(Expressed in Canadian dollars)

|  | <b>Period<br/>ended<br/>31-Jul<br/>2015</b> | <b>Period<br/>ended<br/>31-Jul<br/>2014</b> |
|--|---|---|
| <b>Operating activities</b>                        |   |   |
| Net loss   | -\$101,509                                  | -\$57,186                                   |
| Changes in non-cash working capital items:         |   |   |
| Receivables  | -4,301                                      | -   |
| Prepaid expenses                                   | -25,631                                     | -   |
| Trade payables and accrued liabilities             | 17,632                                      | -14,897                                     |
| <b>Net cash flows used in operating activities</b> | <b>-113,809</b>                             | <b>-72,083</b>                              |
| <b>Financing activities</b>                        |   |   |
| Proceeds on issuance of common shares              | 18,500                                      | 149,000                                     |
| Share issue costs                                  | -   | -40,000                                     |
| Subscriptions receivable                           | -   | 48,500                                      |
| <b>Net cash flows from financing activities</b>    | <b>18,500</b>                               | <b>157,500</b>                              |
| Decrease in cash                                   | -95,309                                     | 85,417                                      |
| Effect of foreign currency translation             | 1,069                                       | -   |
| Cash, beginning                                    | 167,042                                     | 65,910                                      |
| <b>Cash, ending</b>                                | <b>\$72,802</b>                             | <b>\$151,327</b>                            |

## **Aydon Income Properties Inc.**

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

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### **1. Nature and continuance of operations**

Genesis Income Properties Inc. is a venture capital company listed on the Canadian Stock Exchange ("CSE") under the symbol "AYD" and started trading on that exchange on March 12, 2015.

The principal address and records office of the Company is located at 500 – 900 West Hastings Street, Vancouver, BC, V6C 1E5.

The Company was established for the purpose of investing in income-producing residential properties in the USA and Canada. In the quarter under review the Company has not carried on any business other than the identification and evaluation of assets or businesses with a view to completing suitable acquisitions of properties. The Company's business model calls for the financing of the acquisition of rental properties through the establishment of Limited Partnerships which will be under the management of General Partners owned and operated by the Company. As noted in the associated MD&A report the first two corporate General Partners and two Limited Partnerships have been established.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. A different basis of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The success of the Company is dependent on certain factors that may be beyond management's control such as economic, currency and liquidity risk. If the Company is unable to fund its investments or otherwise fails to invest in properties, its business, financial condition and results of operations could be materially affected. The Company has incurred operating losses since incorporation, has no revenue generating business, and has an accumulated deficit totaling \$\*\*\*. The Company's continuation as a going concern is dependent upon successful results from its activities, its ability to raise sufficient equity financings, issuing debt or securing related party advances to complete the identification and acquisition of suitable properties in accordance with its business plan and ultimately achieving profitable operations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue. Management intends to finance operating costs over the next twelve months with existing working capital, fees earned from the Limited Partnerships that have been established, public and private placements of common shares and loans from directors. While management has been successful in obtaining sufficient funding for its operating, capital and operations requirements from the inception of the Company to date, there is no assurance that additional funding will be available to the Company, when required, or on terms which are acceptable to management.

### **2. Significant accounting policies and basis of preparation**

The financial statements were authorized for issue on September 29th, 2015 by the directors of the Company.

#### ***Statement of compliance***

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and including interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") as applicable to the preparation of financial statements.

## Aydon Income Properties Inc.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

### 2. Significant accounting policies and basis of preparation (continued)

#### ***Basis of preparation***

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

#### ***Consolidation***

The consolidated financial statements include the accounts of the Company and its controlled entities. Details of controlled entities are as follows:

|                               | Country of<br>incorporation | Percentage owned* |                   |
|-------------------------------|-----------------------------|-------------------|-------------------|
|                               |                             | July 31,<br>2015  | April 30,<br>2015 |
| AIP General Partners Ltd.     | Canada                      | 100%              | 100%              |
| AIP Limited Partnership       | Canada                      | 100%              | 100%              |
| AIP General Partner USA Inc   | USA                         | 100%              | 0%                |
| AIP USA Limited Partnership I | USA                         | 100%              | 00%               |

\*Percentage of voting power is in proportion to ownership.

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

#### ***Jointly controlled assets***

A jointly controlled asset involves joint control and offers joint ownership by the Company and other ventures of assets contributed to or acquired for the purpose of the joint venture, without the formation of a corporation, partnership or entity.

Where the Company's activities are conducted through jointly controlled assets, the Company recognizes its share of the jointly controlled assets and liabilities it has incurred, its share of liabilities incurred jointly with other ventures and related operating costs in the financial statements.

#### ***Jointly controlled entities***

A jointly controlled entity is a corporation or other entity in which each venture holds an interest. A jointly controlled entity operates in the same way as other entities, except that a contractual arrangement established joint control. A jointly controlled entity controls the assets of the joint venture, earns its own income and incurs its own liabilities and expenses. Interests in jointly controlled entities are accounted for using the equity method.

#### ***Significant accounting judgments, estimates and assumptions***

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

## **Aydon Income Properties Inc.**

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

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### **2. Significant accounting policies and basis of preparation (continued)**

#### ***Significant accounting judgments, estimates and assumptions (continued)***

Areas requiring a significant degree of estimation and judgment relate to fair value measurements of financial instruments, stock-based compensation and other equity-based payments, and the recoverability of deferred tax assets and liabilities. Actual results may differ from those estimates and judgments.

#### ***Significant judgements***

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to a significant uncertainty; and
- the determination of the functional currency of the parent company and its subsidiaries.

#### ***Foreign currency translation***

The functional currency of each entity is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the Company's and AIP General Partners Ltd's functional and presentation currency. The functional currency of AIP Limited Partnership, AIP General Partner USA Inc. and AIP USA Limited Partnership I is US dollars.

#### **Transactions and balances:**

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive income in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Exchange differences arising on translation of foreign operations are recognized in other comprehensive income and recorded in the Company's foreign currency translation reserve in equity. These differences are recognized in the profit or loss in the period in which the operation is disposed.

#### ***Investment properties***

Investment properties are comprised of property held long-term to earn rental income or for capital appreciation or for both. Investment properties are measured initially at cost, including related transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating.

**Aydon Income Properties Inc.**

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

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**2. Significant accounting policies and basis of preparation (continued)*****Investment properties (continued)***

After initial recognition, investment properties are carried at fair value. Gains or losses arising from changes in fair values are included in profit or loss, annually in the year which they arise.

Investment properties are derecognized when they have been disposed of. Any gains or losses on the disposal of investment properties are recognized in profit or loss in the year of disposal and are determined as the difference between net disposal proceeds and the fair value of the asset on the last reporting date and any subsequent capital additions to the property.

***Share-based payments***

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

***Loss per share***

The Company presents basic and diluted loss per share data for its common shares. Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

***Financial instruments***

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

## **Aydon Income Properties Inc.**

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

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### **2. Significant accounting policies and basis of preparation (continued)**

#### ***Financial instruments (continued)***

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary financial assets.

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost.

Regular purchases and sales of financial assets are recognized on the trade-date – the date on which the group commits to purchase the asset.

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.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

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

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

Financial instruments measured at Level 1 include cash.

#### ***Impairment of assets***

The carrying amount of the Company's assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive income.

## **Aydon Income Properties Inc.**

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

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### **2. Significant accounting policies and basis of preparation (continued)**

#### ***Impairment of assets (continued)***

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

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

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

#### ***Cash and cash equivalents***

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

#### ***Income taxes***

##### Current income tax:

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

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

##### Deferred income tax:

Deferred income tax is provided annually, using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed annually, at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

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

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

**Aydon Income Properties Inc.**

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

**3. Accounting standards issued by not yet effective*****New standard IFRS 9 "Financial Instruments"***

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". 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. 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 with early adoption permitted.

The Company has not early adopted this revised standard and is currently assessing the impact that this standard will have on its consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

**4. Receivables**

|                | <b>July 31,<br/>2015</b> | <b>April 30,<br/>2015</b> |
|----------------|--------------------------|---------------------------|
| GST receivable | 7,647                    | 3,346                     |
|                | \$ 7,647                 | \$ 3,346                  |

**5. Trade payables and accrued liabilities**

|  | <b>July 31,<br/>2015</b> | <b>April 30,<br/>2015</b> |
|--|--------------------------|---------------------------|
| Trade payables and accrued liabilities | \$ 28,665                | \$ 11,034                 |

**6. Income taxes**

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

|  | <b>Quarter ended<br/>July 31,<br/>2015</b> | <b>Year ended<br/>April 30,<br/>2015</b> |
|--|--|--|
| Net loss   | \$   | \$ 654,634                               |
| Statutory tax rate                                     | 26%  | 26%                                      |
| Expected income tax recovery at the statutory tax rate | \$ 26,392                                  | \$ (170,205)                             |
| Non-deductible items and other                         | -  | 64,076                                   |
| Effect of change in tax rates                          | -  | (161)                                    |
| Temporary differences not recognized                   | -  | 106,290                                  |
| Income tax recovery                                    | \$ -                                       | \$ -                                     |

**Aydon Income Properties Inc.**

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

**6. Income taxes (continued)**

The Company has the following deductible temporary differences for which no deferred tax asset has been recognized:

|   | <b>April 30,<br/>2015</b> |           | <b>April 30,<br/>2015</b> |
|---|---------------------------|-----------|---------------------------|
| Estimated Non-capital loss carry-forwards | \$511,588                 | \$        | 410,079                   |
| Share issue costs                         | 14,220                    |           | 14,220                    |
|   | <u>\$525,808</u>          | <u>\$</u> | <u>424,299</u>            |

**7. Share capital*****Authorized share capital***

Unlimited number of common shares without par value.

***Issued share capital***

At July 31, 2015 there were 24,083,081 issued and fully paid common shares (April 30, 2015 – 24,083,081) outstanding.

**For the quarter ended July 31, 2015:**

There were no share issues undertaken during the quarter under review.

**For the year ended April 30, 2015:**

On April 29, 2015, the Company completed a non-brokered private placement of 3,417,467 units at \$0.07 per unit for gross proceeds of \$239,223. Each unit consists of one common share and one share purchase warrant, which will be exercisable at \$0.12 per share if exercised during the first year or \$0.15 if exercised during the second year.

On January 22, 2015, the Company issued 1,715,314 shares with a fair price of \$0.05 per share for a total fair value of \$85,766 to the shareholders of Forbairt pursuant to its amalgamation with Forbairt (Note 1). The fair value of these shares were expensed as listing fees.

On September 30, 2014, the Company issued 5,000,000 shares, with a fair price of \$0.05 per share for gross consideration of \$250,000 pursuant to an agreement with certain directors and associates for their agreement to act as directors and consultants to the Company. This issuance has been expensed as stock-based compensation.

On September 30, 2014, the Company issued 2,900,000 shares at \$0.05 per share for gross proceeds of \$145,000.

On June 4, 2014, the Company issued 6,250,000 shares at \$0.02 per share for gross proceeds of \$125,000.

On May 21, 2014, the Company issued 4,800,000 shares at \$0.005 per share for gross proceeds of \$24,000.

Share issuance costs of \$17,775 were incurred in connection with these transactions.

***Basic and diluted loss per share***

The calculation of basic and diluted loss per share for the period ended July 31, 2015 was based on the loss attributable to common shareholders of \$101,509 (July 31, 2014 - \$57,186) and the weighted average number of common shares outstanding of 24 083 081 (July 31, 2014 – 7,232,365)

**Aydon Income Properties Inc.**

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For the quarter ended July 31, 2015

Diluted loss per share did not include the effect of 3,417,467 share purchase warrants as the effect would be anti-dilutive.

**Stock options**

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 20% of the Company's issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position.

**Share purchase warrants**

The following is a summary of the Company's share purchase warrant activity during the period ended July 31, 2015:

|                             | <b>Number<br/>of warrants</b> | <b>Weighted average<br/>exercise price</b> |
|-----------------------------|-------------------------------|--|
| Outstanding, April 30, 2015 | 3,147,767                     | 0.125                                      |
| Issued                      | -                             | -  |
| Outstanding, July 31, 2015  | 3,147,467                     | \$ 0.125                                   |

At July 31, 2015, the weighted average remaining life of warrants is 15 months.

Details of warrants outstanding as at July 31, 2015 are as follows:

| <b>Exercise price</b>                          | <b>Contractual life<br/>remaining</b> | <b>Number of warrants<br/>outstanding</b> | <b>Expiry</b>  |
|--|---------------------------------------|---|----------------|
| \$0.12 first year and<br>\$0.15 in second year | 15 Months                             | 3,147,467                                 | April 29, 2017 |
| \$0.125 (Weighted average)                     | 15 months                             | 3,147,467                                 |                |

**Share-based payment reserve**

The share-based payment reserve represents the fair value of stock, stock options or compensation warrants until such time that the share-based instruments are exercised, at which time the corresponding amount will be transferred to share capital.

**Currency translation reserve**

The foreign currency translation reserve records unrealized exchange differences arising on translation of foreign operations that have a functional currency other than the Company's reporting currency.

**Aydon Income Properties Inc.**

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

**8. Related party transactions****i) Related party balances**

There are no related party balances as at July 31, 2015 (April 30, 2015 - \$Nil) (Note 5).

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

**ii) Related party transactions**

The Company incurred the following transactions with companies that are controlled by directors of the Company.

|                 | Quarter ended<br>July 31,<br>2015 | Quarter ended<br>July 31,<br>2014 |
|-----------------|-----------------------------------|-----------------------------------|
| Management fees | 64,500                            | 48,150                            |
|                 | \$ 64,500                         | \$ 48,150                         |

**Key management personnel compensation**

|                              | Quarter ended<br>July 31,<br>2015 | Quarter ended<br>July 31,<br>2014 |
|------------------------------|-----------------------------------|-----------------------------------|
| Short-term employee benefits | \$ 64,500                         | \$ 48,150                         |
|                              | \$ 64,500                         | \$ 48,150                         |

**9. Financial risk and capital management**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

**Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to risk is on its other receivables. This risk is minimal as receivables consist primarily of refundable government goods and services taxes.

**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 has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

**Aydon Income Properties Inc.**

## Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the quarter ended July 31, 2015

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at July 31, 2015:

|                | Within one year | Between one<br>and five years | More than<br>five years |
|----------------|-----------------|-------------------------------|-------------------------|
| Trade payables | \$ 28,665       | \$ -                          | \$ -                    |

**Foreign exchange risk**

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to significant foreign exchange risk.

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's current exposure to interest rate risk relates to its ability to earn interest income on bank balances. The fair value of the Company's bank account is not significantly affected by changes in short term interest rates. **Capital Management**

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, net of cash and cash equivalents.

The Company is currently dependent on equity financing to fund its business investigation activities. Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable for the current state of the markets and activities of the Company. The Company is not subject to any externally imposed capital requirements.

There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

**Classification of financial instruments**

Financial assets included in the statement of financial position are as follows:

|                        | July 31,<br>2015 | April 30,<br>2015 |
|------------------------|------------------|-------------------|
| Loans and receivables: |                  |                   |
| Cash                   | \$ 72,802        | \$ 167,042        |
| Receivables            | 7,647            | 3,346             |
|                        | \$ 80,449        | \$ 170,388        |

Financial liabilities included in the statement of financial position are as follows:

|                                       | July 31,<br>2015 | April 30,<br>2015 |
|---------------------------------------|------------------|-------------------|
| Non-derivative financial liabilities: |                  |                   |
| Trade payables                        | \$ 28,665        | \$ 11,034         |

**Aydon Income Properties Inc.**

Notes to the Consolidated Financial Statements

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**11. Events after the reporting period**

Subsequent to the quarter ended July 31, 2015, the Limited Partnership in Canada commenced operations and issued an Offering Memorandum for the issue to the public of units in the Limited Partnership. It is proposed to raise up to US\$3.4 million for the purpose of purchasing income producing properties in Detroit, USA.

The USA Limited Partnership, which is wholly owned by the Canadian Limited Partnership, signed a Letter of Intent to acquire up to 100 fully renovated and tenanted single family residential properties in Detroit, Michigan, USA for a purchase price of up to US\$5 million. In terms of that Letter of Intent the vendors of the properties will offer the US Partnership up to 50% in vendor financing for the purchase of the properties. The completion of these acquisition is anticipated to close by December 31, 2015.