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**NEOTECK SOLUTIONS INC.**

CONDENSED INTERIM FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MAY 31, 2014 AND 2013  
(Unaudited – Expressed in Canadian Dollars)

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### **NOTICE TO READER**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**NEOTECK SOLUTIONS INC.**  
**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Unaudited – Expressed in Canadian Dollars)

	Note	May 31, 2014 \$	February 28, 2014 \$
<b>ASSETS</b>			
Current assets			
Cash		57,793	85,137
GST recoverable		20	-
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Total assets		57,813	85,137
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<b>LIABILITIES</b>			
Current liabilities			
Accounts payable and accrued liabilities	4	21,316	15,648
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<b>SHAREHOLDERS' EQUITY</b>			
Share capital	3	2,403,006	2,403,006
Contributed surplus		189,514	189,514
Deficit		(2,556,023)	(2,523,031)
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		36,497	69,489
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Total liabilities and equity		57,813	85,137
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Nature of operations and going concern (Note 1)

Approved and authorized on behalf of the Board of Directors on July 30, 2014

“Gunther Roehlig” Director

“Stephen Pearce” Director

**NEOTECK SOLUTIONS INC.**  
**CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

For the three months ended May 31,  
(Unaudited – Expressed in Canadian Dollars)

	Note	2014 \$	2013 \$
<b>ADMINISTRATIVE EXPENSES</b>			
Accounting and audit	4	6,227	11,288
Legal	4	-	4,978
Management and consulting fees	4	15,750	17,000
Office and miscellaneous		82	683
Regulatory and stock transfer		1,933	2,448
Rent		9,000	7,270
		(32,992)	(43,667)
<b>NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD</b>		(32,992)	(43,667)
<b>NET LOSS PER SHARE – BASIC AND DILUTED</b>		(0.00)	(0.00)
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>		38,060,966	38,060,996

**NEOTECK SOLUTIONS INC.**  
**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
(Unaudited – Expressed in Canadian dollars, except for share figures)

	Number of Shares	Share Capital \$	Contributed Surplus \$	Deficit \$	Total \$
Balance, February 28, 2013	38,060,966	2,403,006	189,514	(2,329,007)	263,513
Net loss for the period	-	-	-	(43,667)	(43,667)
Balance, May 31, 2013	38,060,966	2,403,006	189,514	(2,372,674)	219,846
Net loss for the period	-	-	-	(150,357)	(150,357)
Balance, February 28, 2014	38,060,966	2,403,006	189,514	(2,523,031)	69,489
Net loss for the period	-	-	-	(32,992)	(32,992)
Balance, May 31, 2014	38,060,966	2,403,006	189,514	(2,556,023)	36,497

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

**NEOTECK SOLUTIONS INC.**  
**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**

For the three months ended May 31,  
(Unaudited – Expressed in Canadian Dollars)

	<b>2014</b>	<b>2013</b>
	\$	\$
Operating activities:		
Net loss for the period	(32,992)	(43,667)
Changes in non-cash working capital related to operations:		
GST recoverable	(20)	(10,549)
Accounts payable and accrued liabilities	5,668	18,235
Net cash used in operating activities	(27,344)	(35,981)
Decrease in cash during the period	(27,344)	(35,981)
Cash – beginning of the period	85,137	263,001
Cash – end of the period	57,793	227,020

**NEOTECK SOLUTIONS INC.**  
**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**  
For the three months ended May 31, 2014 and 2013  
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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Neoteck Solutions Inc. ("the Company") is incorporated under the Company Act of British Columbia. The Company is currently determining the direction of its future operations. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "NEO.H". The Company's registered and records office is located at 2600 - 1066 West Hastings Street, Vancouver Canada V6B 1N2.

These condensed interim financial statements have been prepared on the going concern basis, which contemplates 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 business. If the going concern assumption were not appropriate for these financial statements, then adjustments may be necessary in the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

As at May 31, 2014, the Company had working capital of \$36,497, had not yet achieved profitable operations, had an accumulated deficit of \$2,556,023 since inception and expects to incur further losses in the future. These factors may cast substantial doubt on the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to obtain the necessary financing to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no guarantee that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

**2. BASIS OF PRESENTATION**

These condensed interim financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*, using the same accounting policies as detailed in the Company's audited annual financial statements for the year ended February 28, 2014. They do not include all the information required for complete annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and therefore should be read together with the audited annual financial statements for the year ended February 28, 2014.

These financial statements were approved by the board of directors for issue on July 30, 2014.

The preparation of these condensed interim financial statements in accordance with IAS 1, *Presentation of Financial Statements*, requires management to make certain critical accounting estimates and to exercise judgment in applying the Company's accounting policies. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. Critical judgments in applying accounting policies that have the most

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significant risk of causing material adjustments to the carrying amounts of assets and liabilities include the going concern assumption.

**3. SHARE CAPITAL**

- a) Authorized – Unlimited common shares without par value.
- b) Issued – 38,060,966 common shares
- c) Warrants:

A summary of the status of the share purchase warrants is presented below:

	<b>Number of warrants</b>	<b>Weighted average exercise price \$</b>
Balance outstanding – February 28, 2013	32,985,000	0.10
Expired September 20, 2013	(32,985,000)	0.10
Balance outstanding – February 28, 2014 and May 31, 2014	-	-

**4. RELATED PARTY TRANSACTIONS**

The Company incurred charges to directors and officers, or to companies associated with these individuals during the three months ended May 31, 2014 and 2013 as follows:

	<b>2014 \$</b>	<b>2013 \$</b>
Accounting fees	3,162	7,537
Management fees	7,875	7,500
	11,037	15,037

Accounts payable and accrued liabilities at May 31, 2014 includes \$2,361 (February 28, 2014 – \$441) due to a company controlled by a director and in which the CFO is an associate. Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

Key management of the Company includes the President, CFO and the Directors. During the three months ended May 31, 2014, compensation paid to key management consisted of management fees of \$7,875 (2013 – \$7,500) paid to the President and accounting fees of \$3,162 (2013 – \$7,537) paid to a company controlled by a director and in which the CFO is an associate.