SPARTA CAPITAL LTD.

Calgary, Alberta

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

For the three and six months ended March 31, 2015

NOTICE: The accompanying unaudited interim condensed consolidated financial statements and notes thereto for the three and six months ended March 31, 2015 and 2014 have been prepared by management. These financial statements have not been reviewed by the Corporation's external auditors.

Sparta Capital Inc.

Condensed Consolidated Interim Statements of Financial Position

As at,	March 31, 2015 $	September 30, 2014 $
Assets		
Current assets		
Cash	644,038	-
Accounts receivable	22,720	24,587
	666,758	24,587
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	315,685	358,930
Loans and borrowings	13,000	13,000
	328,685	371,930
Long term debt	375,000	-
Shareholders' deficit		
Share capital (note 10)	6,541,448	6,043,542
Share subscription receivable	(210,000)	-
Warrants	126,640	-
Contributed surplus	612,741	520,341
Deficit	(7,107,756)	(6,911,226)
	(36,927)	(347,343)
	666,758	24,587

Going concern (note 1)

Approved on behalf of the Board:

Signed: *"Tom Brown"* Signed: *"Martin Marshall"*

Tom Brown, Director Martin Marshall, Director

See accompanying notes to the consolidated financial statements.

Sparta Capital Inc.

Condensed Consolidated Interim Statements of Comprehensive Loss

	Three months ended March 31,		Six months end March 31,	
	2015	2014	2015	2014
Expenses:				
Depreciation	$ -	$ 661	$ -	$ 829
Consulting fees	29,000	24,000	38,000	43,000
Insurance	-	5,600	-	11,202
Interest and bank charges	3,369	746	5,120	1,212
Licenses and fees	6,251	5,834	11,233	8,113
Office and supplies	398	1,520	2,568	2,720
Professional fees	22,593	-	40,483	5,000
Product development	-	-	-	12,500
Stock based compensation	92,400	-	92,400	-
Travel	6,726	-	6,726	(4)
	160,737	38,361	196,530	84,572
Net loss and comprehensive loss for the period	(160,737)	(38,361)	(196,530)	(84,572)
Loss and comprehensive loss per share (note 4(d))				
Basic and diluted	$ (0.001)	$ (0.001)	$ (0.002)	$ (0.001)

See accompanying notes to the consolidated financial statements.

Sparta Capital Inc.

Condensed Consolidated Interim Statements of Changes in Equity

	Number of common shares	Share capital $	Contributed surplus $	Warrants $	Total capital $	Share subscription receivable $	Deficit $	Total $
Balance, October 1, 2014	62,530,140	6,043,542	520,341	-	6,563,883	-	(6,911,226)	(347,343)
Issue on acquisition of Newport Environmental Technologies Ltd.	62,000,000	2,002	-	-	2,002	-	-	2,002
Loss for period	-	-	-	-	-	-	(35,793)	(35,793)
Balance, December 31, 2014	124,530,140	6,045,544	520,341	-	6,565,885	-	(6,947,019)	(381,134)
First Tranche Private Placement	12,664,000	506,560		126,640	633,200	(210,000)		423,200
Share issue costs		(10,656)			(10,656)	-		(10,656)
Loss for period						-	(160,737)	(160,737)
Stock option issuance	-	-	92,400	-	92,400	-	-	92,400
Balance, March 31, 2015	137,194,140	6,541,448	612,741	126,640	7,280,829	(210,000)	(7,107,756)	(36,927)
Balance, October 1, 2013	62,530,140	6,043,542	513,487	6,854	6,563,883	-	(6,773,008)	(209,125)
Warrants expired (note 4)	-	-	6,854	(6,854)	-	-	-	-
Loss for period	-	-	-	-	-	-	(46,211)	(46,211)
Balance, December 31, 2013	62,530,140	6,043,542	520,341	-	6,563,883	-	(6,819,219)	(255,336)
Loss for period							(38,361)	(38,361)
Balance, March 31, 2014	62,530,140	6,043,542	520,341	-	6,563,883	-	(6,857,580)	(293,697)

See accompanying notes to the consolidated financial statements.

Sparta Capital Inc.

Statement of Cash Flows

	Three months ended March 31, 2015	Three months ended March 31, 2014	Six months ended March 31, 2015	Six months ended March 31, 2014
Cash provided by (used in):				
Operations:				
Net loss from operations	$ (160,737)	$ (38,361)	$ (196,530)	$ (84,572)
Items not involving cash:				
Stock based compensation	92,400	-	92,400	-
Depreciation	-	661	-	829
	(68,337)	(37,700)	(104,130)	(83,743)
Change in non-cash working capital	(14,804)	40,510	(1,115)	75,637
Cash flows used in operations	(83,141)	2,810	(105,245)	(8,106)
Investing:				
Cash acquired in purchase of Newport Environmental	-	-	309,239	-
Cash flows from investing	-	-	309,239	-
Financing:				
Proceeds from share issuance/warrants	633,200	-	633,200	-
Share issuance costs	(10,656)		(10,656)	
Share issuance receivable	(210,000)		(210,000)	
Proceeds from demand loans	-	-	27,500	-
Cash flows from financing	412,544	-	440,044	-
Increase (decrease) in cash	329,403	2,810	644,038	(8,106)
Cash, beginning of period	314,635	(2,862)	-	8,054
Cash, end of period	$ 644,038	$ (52)	$ 644,038	$ (52)

See accompanying notes to the consolidated financial statements.

1. Reporting Entity, Nature of Operations and Going Concern

Reporting entity and nature of operations

Sparta Capital Ltd. (the "Corporation" or "Sparta")) was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on February 24, 1988. The Corporation maintains its head office at 303, 6707 Elbow Drive SW Calgary, Alberta, T2V 0E5 and registered office at Suite 1600, Dome Tower, 333 - 7th Avenue S.W. Calgary, Alberta, T2P 2Z1. The Corporation is publicly-traded listed on the NEX board of the TSX Venture Exchange under the symbol "SAY.H".

Sparta seeks to leverage its expertise in product development, manufacturing, distribution, sales and service across a growing range of complementary products designed to achieve reduced emissions and increased operating efficiency of on-road and off-road diesel powered equipment. In that regard, the Corporation continues to identify and evaluate further business growth opportunities.

The Corporation holds the exclusive world-wide manufacturing and distribution license to an automated fuel additive injection system subject to certain sales performance criteria. The product under license is currently marketed under the brand name AddecoTech SS10L.

On March 26, 2016 the Corporation endorsed an exclusive ten (10) year licensing agreement with SuperNova Performance Technologies Ltd. for their unique TreeFrog Transport Optimization™ systems. The TreeFrog has been designed to deliver significant fuel savings, provide valuable operations data to fleet owners and help reduce Greenhouse Gas emissions. The exclusive agreement is such that SuperNova retains all of the intellectual property rights in connection with the product and will share the gross revenues on a pay for performance shared savings model with Sparta.

On February 25, 2015 the Corporation announced the incorporation of a new mining division - Sparta Technologies 4 Mining Ltd. Sparta Technologies 4 Mining Ltd. has been set up as a Canadian controlled corporation with majority interest held by the Corporation and a significant minority of the shares to be held by a consortium of key mining experts, to be named at a later date.

Going concern

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") accounting principles applicable to a going concern which assumes that the Corporation will realize its assets and discharge its liabilities in the normal course of business.

As the Corporation continues to focus on developing a market for its products, it has incurred a net loss from continuing operations of $196,530 (March 31, 2014 - $84,572) and negative cash flow from operations of $105,245 (March 31, 2014 - $8,106) for the six month period ending March 31, 2015. As at March 31, 2015, the Corporation has a shareholders' deficit of $36,927 (September 30, 2014 - $347,343).

At March 31, 2015 the Corporation had working capital of $338,073 which is mainly due to a unit issuance for net proceeds of $622,544 during the period. In order to meet the Corporation's future working capital requirements it will be required to attract additional funds through the issue of debt or equity to further the development of the Corporation's products and to provide sufficient working capital. The Corporation's management will continue to consider various alternatives to finance the Corporation's operations and activities within the context of existing market conditions.

There can be no assurance that capital will be available as necessary to meet these continuing development costs or, if the capital is available, that it will be on terms acceptable to the Corporation. The issuances of additional equity securities by the Corporation may result in significant dilution to the equity interests of its current shareholders. If the Corporation is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected, thus giving rise to doubt about the Corporation's ability to continue as a going concern.

Additional capital requirements are dependent on uncertain future events, including but not limited to the results of the evaluation of other business growth opportunities, the level of growth in product sales and distribution. If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary to the carrying values of assets and liabilities, and the balance sheet classifications used which could be material.

2. Basis of Presentation

Statement of compliance

These condensed consolidated interim financial statements have been prepared by management in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of financial statements. These interim financial statements do not include all the note disclosures required for annual financial statements and therefore they should be read in conjunction with the Corporation's audited financial statements for the year ended September 30, 2014. These condensed consolidated interim financial statements should be read in conjunction with the annual financial statements of the Corporation for the year ended September 30, 2014 as filed by the Corporation on www.sedar.com.

These condensed consolidated interim financial statements follow the same accounting policies and methods of application those applied in the Corporation's annual financial statements for the year ended September 30, 2014.

These condensed consolidated interim financial statements were authorized for issuance by the Corporation's Board of Directors on April 30, 2015.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on the historical cost basis and are presented in Canadian dollars, which is the Corporation's functional and reporting currency.

3. Acquisition of Newport Environmental Technologies Ltd.

On November 25, 2014 Sparta Capital Ltd. announced the completion of the acquisition of all the issued and outstanding shares of Newport Environmental Technologies Ltd. ("Newport") for common shares of Sparta on a one-for-one basis, resulting in Newport becoming a wholly-owned subsidiary of Sparta. The transaction was completed pursuant to the terms of the Share Purchase Agreement among Sparta and the shareholders of Newport. Sparta issued 62,000,000 common shares to the shareholders of Newport.

The transaction was recognized as capital transaction for accounting purposes.

The following summarized the amount of assets and liabilities acquired at the acquisition date, the sum of which has been recorded to share capital.

Assets acquired and liabilities assumed:

Cash	$309,239
Accounts receivable	41,107
Accounts Payable	(844)
Loan Payable	(347,500)
Net assets attributable to owners of the company	**$2,002**

4. Share Capital

Authorized

The authorized share capital of the Corporation consists of an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares, issuable in series. The rights, privileges, restrictions and conditions attached to the preferred shares are to be determined by the Directors of the Corporation at time of issuance. There are no preferred shares issued or outstanding as at March 31, 2015.

On March 6, 2015 the Corporation completed the first tranche of an 18,800,000 unit offering by issuing 12,664,000 units at $0.05 per unit for gross proceeds of $633,200. Each unit is comprised of one common share and one share purchase warrant of the Corporation. Each warrant entitles the holder to acquire an additional common share at a price of $0.05 per common share for up to twelve months from the date of issuance. If the volume weighted average trading price of the common shares is greater than $0.14 for 20 consecutive business days prior the warrant expiry date, the warrant expiry date may be accelerated, in the Corporation's sole discretion, to 30 business days from the acceleration event. As of March 31, 2015 the share subscription receivable was $210,000.

Options

A summary of the Corporation's outstanding stock options as at March 31, 2015 and March 31, 2014, and the changes for the periods then ended, is as follows:

	Number of options	Weighted average exercise price
Balance, October 1, 2013	**4,100,000**	**0.13**
Forfeited or expired	(125,000)	(0.15)
Balance, March 31, 2014	**3,975,000**	**0.11**
Granted (expired)	(750,000)	(0.12)
Balance, September 30, 2014	**3,225,000**	**0.12**
Granted	2,800,000	0.05
Forfeited or expired	(400,000)	(0.16)
Balance, March 31, 2015	**5,625,000**	**0.08**

On March 23, 2015, the Corporation granted stock options to officers and directors of the Corporation for the purchase of 2,800,000 common shares at an exercise price of $0.05 per common share with an expiry date five years from the date of grant. The options vested immediately. The stock-based compensation expense of $92,400 was calculated based on the fair value of the stock options on the date of grant using the Black-Scholes option pricing model. The assumptions applied by the Corporation in this calculation for the fair value of the options at the date of grant were: a) dividend yield 0%, b) volatility 186.19%, c) risk-free rate 0.72%, d) forfeiture rate of 0%, e) expected life of 5 years

Exercise price	Options exercisable	Weighted average remaining life (years)
$0.10	850,000	1.5
$0.10	1,725,000	3.2
$0.05	2,800,000	5.0
	5,375,000	**3.86**

The options that have not vested are subject to specific product sales volume performance criteria. At March 31, 2015 the performance criteria for non-vested options had not been met and therefore no stock based compensation has been recorded for the non-vested options.

Warrants

A summary of the Corporation's share purchase warrants as at March 31, 2015 and March 31, 2014, and the changes for the periods then ended, is as follows:

	Number of Warrants	Amount
Balance, October 1, 2013	**23,181,120**	**6,854**
Expired	(387,500)	(6,854)
Balance, March 31, 2014	**22,793,620**	**-**
Granted (expired)	-	(6,854)
Balance, September 30, 2014	**22,793,620**	**-**
Granted	12,644,000	126,640
Expired	(18,750,000)	**-**
Balance, March 31, 2015	**16,687,620**	**126,640**

5. Related Party Transactions and Balances

a) For the three months ended March 31, 2015, the Corporation incurred consulting fees of $11,000 (2014-$4,500) with companies controlled by the President. For the six months ended March 31, 2015, the Corporation incurred consulting fees of $15,500 (2014-$9,000) with companies controlled by the President Included in accounts payable and accrued liabilities is $201,649 (2014-$185,664).

b) Key management compensation

Key management includes the Corporation's directors and the President.

	March 31, 2015	March 31, 2015
Consulting fees	31,000	18,000
Stock based compensation	46,200	-
	77,200	**18,000**

6. Loans and Borrowings

	Amount ($)
Balance, October 1, 2013	**13,000**
Proceeds of loans	-
Balance, September 30, 2014	**13,000**
Loans assumed in the purchase of Newport	347,500
Proceeds from loans	27,500
Balance, March 31, 2015	**388,000**

The loan with a balance of $13,000 is payable on demand and bears interest at 12% per annum with monthly interest payments for a term of 24 months and has general assignment on the assets of the Company.

Loans assumed in the acquisition of Newport Environmental Technologies Ltd. and loans received during the six months ended March 31, 2015 bear interest at prime + 1% with interest only payments for a term of 24 months and are unsecured.

7. Financial Instruments

The carrying values of the financial assets and liabilities included in the statement of financial position are as follows:

	March 31, 2015	September 30, 2014
Financial Assets	$	$
Held for trading financial assets:		
Cash	644,038	-
Accounts receivable	12,120	-
Financial Liabilities		
Accounts payable and accrued liabilities	315,685	358,930
Loans and borrowings	13,000	13,000
Long term debt	375,000	-

The carrying value of cash, accounts receivable, accounts payable and accrued liabilities approximate their fair value due to the relatively short period to maturity of the instruments. Cash is classified as level 1, whereby fair value measurement is derived from quoted prices in active markets. The carrying value of the loans and borrowings approximates their fair value due to the relatively short period to maturity of the instruments. The carrying amount of loans and borrowings approximate fair value as the interest rates are consistent with the current market rates.

8. Capital Management

The Corporation's objectives when managing capital is to safeguard its ability to continue as a going concern provide adequate working capital and maintain cash on hand. The Corporation defines capital as the Corporation's shareholders' equity and loans and borrowings. At March 31, 2015 shareholders' equity was at a deficit of $36,927 (September 30, 2014 – $347,343 deficit) and loans and borrowings were at $13,000 (September 30, 2014 - $13,000) and long term debt of $375,000 (September 30, 2014 - $nil). The Corporation manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Corporation may purchase shares for cancellation pursuant to normal course issuer bids, issue new shares or obtain debt financing. The Corporation is not currently subject to any externally imposed capital requirements.

Management anticipates that, based on the amount required to fund expenses associated with the execution of the Corporation's current business plan, taking into account the present working capital deficiency and the Corporation's projected level of future income, the Corporation is expected to require an injection of capital through debt or equity financing to meet its normal operating requirements for the next 12 months. Additional capital requirements are dependent on the extent of future revenues and expenses related to product development, manufacturing, sales and promotion and in consideration of results of the evaluation of other business growth opportunities and associated capital requirements. Additional liquid capital may be sourced from the issuance of share capital, debt financing or from potential government funding in support of development of export markets.

9. Financial Risk Management

The Corporation's risk exposures and the impact on the Corporation's financial instruments are summarized as follows:

Credit Risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Corporation's trade receivables.

Liquidity Risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with its financial liabilities. The Corporation's objective in managing liquidity risk is to maintain sufficient liquidity to meet liabilities when due by holding sufficient cash and cash equivalents to settle current liabilities and meet its anticipated 2015 working capital requirements. The Corporation's accounts payable and accrued liabilities of $315,685 and certain loans payable of $13,000 are current and due on demand, while the balance of $375,000 in loans payable has a maturity date of greater than twelve months. The Corporation had a cash balance at March 31, 2015 of $644,038 (September 30, 2013 – $Nil).

At March 31, 2015 the Corporation had a working capital surplus balance of $338,073 (September 30, 2014 – deficit $347,343). In order to meet the Corporation's anticipated working capital requirements it will be required to attract additional funds through the issue of debt, equity or other business means to further the development of the Corporation's products and to provide sufficient working capital. The Corporation monitors its working capital position and makes changes or reductions in expenditures to help sustain sufficient liquidity to meet liabilities on a timely basis.

10. Loss Per Share

Basic and diluted loss per share have been calculated based on the net loss divided by the weighted average number of common shares outstanding for the three months ended March 31, 2015 and 2014. The weighted average number of common shares basic and diluted is as follows.

	Three months ended March 31,		Six months ended March 31,	
	2015	2014	2015	2014
Weighted average common shares	128,047,918	62,530,140	107,192,777	62,530,140
Effect of stock options and warrants	-	-	-	-
Fully diluted common shares	128,047,918	62,530,140	107,192,777	62,530,140

For the three months ended March 31 the weighted average outstanding calculation excludes 5,625,000 options and 16,687,620 warrants for March 31, 2015 and 3,975,000 options and 22,793,620 warrants for March 31, 2014 which are anti-dilutive.