SPARTA CAPITAL LTD.

Calgary, Alberta

UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and nine months ended June 30, 2015

NOTICE: The accompanying unaudited interim condensed consolidated financial statements and notes thereto for the three and six months ended June 30, 2015 and 2014 have been prepared by management. These financial statements have not been reviewed by the Corporation's external auditors.

Sparta Capital Ltd.

Condensed Consolidated Interim Statements of Financial Position

As at,	June 30, 2015 $	September 30, 2014 $
Assets		
Current assets		
Cash	130,742	-
Accounts receivable	12,120	24,587
Prepaid expenses and deposits	241,452	-
	384,314	24,587
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	301,365	358,930
Loans and borrowings	13,000	13,000
	314,365	371,930
Shareholders' equity (deficiency)		
Share capital (note 10)	6,612,248	6,043,542
Share subscription receivable	(27,500)	-
Warrants	144,340	-
Contributed surplus	612,741	520,341
Deficit	(7,271,880)	(6,911,226)
	69,949	(347,343)
	384,414	24,587

Going concern (note 1)

Approved on behalf of the Board:

Signed: *"Tom Brown"*
Tom Brown, Director

Signed: *"John O'Bireck"*
John O'Bireck, Director

See accompanying notes to the consolidated financial statements.

Sparta Capital Ltd.

Condensed Consolidated Interim Statements of Comprehensive Loss

	Three months ended June 30, 2015	Three months ended June 30, 2014	Nine months end June 30, 2015	Nine months end June 30, 2014
Expenses:				
Depreciation	$ -	$ 617	$ -	$ 1,446
Advertising and promotion	17,703	-	17,703	-
Consulting fees	71,250	9,000	109,250	52,000
Insurance	3,748	-	3,748	11,202
Interest and bank charges	1,230	579	6,350	1,791
Licenses and fees	8,202	2,941	19,435	11,054
Office and supplies	1,080	(77)	3,648	2,639
Professional fees	27,946	230	68,429	5,230
Product development	-	-	-	12,500
Stock based compensation	-	-	92,400	-
Salaries and benefits	25,776	-	25,776	-
Travel	7,189	-	13,915	-
	160,737	13,290	360,654	97,862
Net loss and comprehensive loss for the period	(164,124)	(13,290)	(360,654)	(97,862)
Loss and comprehensive loss per share (note 4)				
Basic and diluted	$ (0.001)	$ (0.001)	$ (0.003)	$ (0.001)

See accompanying notes to the consolidated financial statements.

Sparta Capital Ltd.

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
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)
Stock option issuance	-	-	92,400	-	92,400	-	-	92,400
Loss for period	-	-	-	-	-	-	(196,530)	(196,530)
Balance, March 31, 2015	137,194,140	6,541,448	612,741	126,640	7,280,829	(210,000)	(7,107,756)	(36,927)
First Tranche Private Placement								-
Subscriptions received	-	-	-	-	-	210,000	-	-
Second Tranche Private Placement	1,770,000	70,800	-	17,700	88,500	(27,500)	-	61,000
Loss for period	-	-	-	-	-	-	(164,124)	(164,124)
Balance, June 30, 2015	138,964,140	6,612,248	612,741	144,340	7,369,329	(27,500)	(7,271,880)	69,949
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	-	-	-	-	-	-	(97,862)	-
Balance, June 30, 2014	62,530,140	6,043,542	520,341	-	6,563,883	-	(6,870,870)	(306,987)

See accompanying notes to the consolidated financial statements.

Sparta Capital Ltd.

Statement of Cash Flows

	Three months ended June 30, 2015	Three months ended June 30, 2014	Nine months ended June 30, 2015	Nine months ended June 30, 2014
Cash provided by (used in):				
Operations:				
Net loss from operations	$ (164,124)	$ (13,290)	$ (360,654)	$ (97,862)
Items not involving cash:				
Stock based compensation	-	-	92,400	-
Depreciation	-	617	-	1,446
	(164,124)	(12,673)	(268,254)	(96,416)
Change in non-cash working capital	(245,172)	12,663	(286,550)	88,300
Cash flows used in operations	(409,296)	(10)	(554,804)	(8,116)
Investing:				
Cash acquired in purchase of Newport Environmental	-	-	-	-
Cash flows from investing	-	-	-	-
Financing:				
Repayment of long term debt	(375,000)	-	-	-
Proceeds from share issuance/warrants	88,500	-	723,702	-
Share issuance costs	-	-	(10,656)	-
Share issuance receivable	182,500	-	(27,500)	-
Cash flows from financing	(104,000)	-	685,546	-
Increase (decrease) in cash	(513,296)	(10)	130,742	(8,116)
Cash, beginning of period	644,038	(52)	-	8,054
Cash, end of period	$ 130,742	$ (62)	$ 130,742	$ (62)

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.

On October 28th, 2014 Sparta announced that they had entered into a share purchase agreement with the shareholders of Newport and on November 25th, 2014 Sparta completed the agreement. Newport includes an extensive team of professionals with strong marketing, sales, legal, financial, engineering and business development skills. Together they bring a host of potential supply agreements in such market verticals as transportation, mining, commercial, industrial, residential and power generation. Combining Newport’s skill sets and experience with Sparta’s longstanding reputation and corporate structure is expected to culminate in rapid expansion of the Sparta offering and powerful brand awareness.

Then in February 2015 the Corporation announced the formation of a mining division called, Sparta Technologies 4 Mining Ltd. With emphasis being placed on the development of an emission free underground vehicle propulsion system, this mining division has the potential to transform mining operations. The new equipment will offer underground mine operators safer work conditions while optimizing performance and efficiency.

Just one month later, the Corporation signed a licensing agreement with SuperNova Performance Technologies Ltd. for their unique TreeFrog Transport Optimization™ systems. The systems offer carbon-reducing technologies for the transportation sector, at the same time emissions are rising. Greenhouse Gas emissions from transportation have increased by about 16% since 1990. This is largely due to increased demand for travel and limited gains in fuel efficiency.

After signing a licensing agreement with SuperNova, Sparta took the time to study a number of dynamic companies and products. Their efforts culminated in the formation of Illumineris Inc., a Canadian controlled corporation with majority interest held by the Corporation. This Toronto based company, established in June, is focused on meeting an important niche in the construction industry. Illumineris offers a specialized technology that inadvertently reduces carbon fuel consumption by illuminating important safety routes without the use of electricity. Created by Jessup Manufacturing of McHenry IL, the Illumineris GloBrite® products are approved by every North American Building and Fire Code. The GloBrite® photoluminescent products act like a light battery, accumulating light, storing it, and then using it, if and when the lights to a building go out; thus reducing the consumption of carbon based electricity. Illumineris distributes a photoluminescent version of the international running man exit sign, which is quickly becoming the exit sign of choice around the world and has recently been legislated as mandatory across Canada.

The same month (June), the Corporation announced the formation of an exciting new biomass division called ReECO Tech Conversion Technologies Ltd. With an aim to helping develop environmentally sustainable economies by converting what was once old into consumables that are now of value, Sparta is entering this arena at a time when biomass is expecting tremendous growth. Biomass (plant and animal waste) is one of the oldest sources of renewable energy, used by our ancestors who first learned the secret of fire. Re-ECO Tech is able to convert the waste into consumables for such markets as waste-to-energy, fertilizer and pellet production, to name a few. As the capture of feedstock is very scalable, ReECO Tech will soon be in a position to capture a significant portion of the rapidly expanding biomass market, while fulfilling its commitment to assist children through the reduction in carbon emissions.

With this expanded team, Sparta will continue to seek further opportunities to leverage its sales and marketing channels to distribute complementary products. As well, the Company intends, on an ongoing basis, to assess product performance and market acceptance of other technologies suitable to the Corporation's established distribution network and executive team. Announcements about new Sparta products will be made following the Corporation's comprehensive due diligence processes.

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 $360,654 (June 30, 2014 - $97,862) and negative cash flow from operations of $554,804 (June 30, 2014 - $8,116) for the nine-month period ending June 30, 2015. As at June 30, 2015, the Corporation has a shareholders' equity of $69,949 (September 30, 2014 - a shareholders' deficiency of $347,343).

At June 30, 2015 the Corporation had working capital of $69,949, which is mainly due to a unit issuance for net proceeds of $713,046 during the period. In order to meet the Corporation's future working capital requirements it may 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 interim condensed consolidated 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 condensed consolidated 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 interim condensed consolidated 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 as filed by the Corporation on www.sedar.com

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

On May 6, 2015 the Corporation announced the completion of the second tranche of the 18,800,000 unit offering by issuing 1,770,000 units at $0.05 per unit for gross proceeds of $88,500. 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 June 30, 2015 the share subscription receivable was $27,500.

Options

A summary of the Corporation's outstanding stock options as at June 30, 2015 and June 30, 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, June 30, 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, June 30, 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 June 30, 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 June 30, 2015 and June 30, 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, June 30, 2014	**22,793,620**	**-**
Granted (expired)	-	(6,854)
Balance, September 30, 2014	**22,793,620**	**-**
Granted	14,434,000	144,340
Expired	(18,750,000)	**-**
Balance, June 30, 2015	**18,477,620**	**144,340**

5. Related Party Transactions and Balances

a) For the three months ended June 30, 2015, the Corporation incurred consulting fees of $24,000 (2014-$4,500) with companies controlled by the President. For the nine months ended June 30, 2015, the Corporation incurred consulting fees of $39,500 (2014-$9,000) with companies controlled by the President. Included in accounts payable and accrued liabilities is $8,000 (2014-$185,664).

b) Key management compensation

Key management includes the Corporation's President, Directors and the CEO.

	3 months ended June 30, 2015	9 months ended June 30, 2015
Consulting fees	48,000	79,000
Stock based compensation	-	92,400
	48,000	**171,400**

6. Loans and Borrowings

	Amount ($)
Balance, October 1, 2013	**13,000**
Proceeds of loans	-
Balance, September 30, 2014	**13,000**

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.

7. Financial Instruments

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

	June 30, 2015	September 30, 2014
Financial Assets	$	$
Held for trading financial assets:		
Cash	130,742	-
Accounts receivable	12,120	24,587
Financial Liabilities		
Accounts payable and accrued liabilities	301,365	358,930
Loans and borrowings	13,000	13,000

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 June 30, 2015 shareholders' equity was $69,949 (September 30, 2014 – a deficiency of $347,343) and loans and borrowings were at $13,000 (September 30, 2014 - $13,000) and long-term debt of $nil (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 $301,365 and certain loans payable of $13,000 are current and due on demand. The Corporation had a cash balance at June 30, 2015 of $130,742 (September 30, 2014 – $nil).

At June 30, 2015 the Corporation had a working capital balance of $69,949 (September 30, 2014 – deficiency of 347,343). In order to meet the Corporation's anticipated working capital requirements it may 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 has been calculated based on the net loss divided by the weighted average number of common shares outstanding for the nine months ended June 30, 2015 and 2014. The weighted average number of common shares basic and diluted is as follows.

	Three months ended June 30,		Nine months ended June 30,	
	2015	**2014**	**2015**	**2014**
Weighted average common shares	137,786,140	62,530,140	115,170,363	62,530,140
Effect of stock options and warrants	-	-	-	-
Fully diluted common shares	137,786,140	62,530,140	115,170,363	62,530,140

For the three months ended June 30 the weighted average outstanding calculation excludes 5,625,000 options and 18,477,620 warrants for June 30, 2015 and 3,975,000 options and 22,793,620 warrants for June 30, 2014 which are anti-dilutive.