Financial Statements
(Stated in Canadian Dollars)

Marksmen Capital Inc.
September 30, 2008

Grant Thornton

Auditors' Report

Grant Thornton LLP
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To the shareholders of

Marksmen Capital Inc.

We have audited the balance sheet of Marksmen Capital Inc. as at September 30, 2008 and the statements of earnings and deficit and cash flows for the period from March 11, 2008, the incorporation date, to September 30, 2008. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the company as at September 30, 2008 and the results of its operations and its cash flows for the period then ended in accordance with Canadian generally accepted accounting principles.

Grant Thornton LLP

Thunder Bay, Canada
January 19, 2009

Chartered Accountants
Licensed Public Accountants

Marksmen Capital Inc.

(Incorporated under the laws of British Columbia)

BALANCE SHEET

As at September 30, 2008
(Stated in Canadian Dollars)

	2008 $
ASSETS	
Current	
Cash and cash equivalents	**220,384**
GST receivable	**3,183**
Prepaid expenses	**268**
Total current assets	**223,835**
	223,835
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities	
Accounts payable and accrued liabilities	**27,165**
Total current liabilities	**27,165**
Shareholders' equity	
Share capital	
Issued	
Common shares *[note 3]*	**265,656**
Share purchase warrants *[note 4]*	**10,724**
Contributed surplus *[note 5]*	**30,740**
Deficit	**(110,450)**
Total shareholders' equity	**196,670**
	223,835

See accompanying notes

On behalf of the Board:

"Daniel Mechis" Director

"Ewan Downie" Director

Marksmen Capital Inc.

STATEMENT OF EARNINGS AND DEFICIT

Period from Incorporation on March 11, 2008 to September 30, 2008
(Stated in Canadian Dollars)

	2008 $
EXPENSES	
Compensation adjustment for stock options granted *[note 5]*	**30,740**
General and administrative	**36,156**
Professional fees	**43,554**
	110,450
Loss for period	**(110,450)**
Deficit, end of period	**(110,450)**
Basic and diluted loss per share ***[note 6]***	**(0.05)**

Marksmen Capital Inc.

STATEMENT OF CASH FLOWS

Period from Incorporation on March 11, 2008 to September 30, 2008
(Stated in Canadian Dollars)

	2008 $
OPERATING ACTIVITIES	
Loss for period	(110,450)
Add charges (deduct credits) to earnings not involving a current payment (receipt) of cash	
Compensation for stock options granted	30,740
Net change in non-cash working capital balances related to operating activities	23,714
Cash used in operating activities	**(55,996)**
FINANCING ACTIVITIES	
Shares issued in private placements	316,400
Share issue costs	(40,020)
Cash provided by financing activities	**276,380**
Increase in cash and cash equivalents during period	**220,384**
Cash and cash equivalents, beginning of year	—
Cash and cash equivalents, end of period	**220,384**

See accompanying notes

NOTES TO FINANCIAL STATEMENTS

September 30, 2008
(Stated in Canadian Dollars)

1. NATURE OF BUSINESS AND GOING CONCERN

Marksmen Capital Inc. (the "Corporation" or "Marksmen") was incorporated under the laws of the Province of British Columbia on March 11, 2008. The Corporation completed an initial public offering and commenced trading on the TSX Venture Exchange (the "TSX-V" or "Exchange") on August 6, 2008 and was classified as a Capital Pool Company ("CPC") as defined in the TSX-V Listings Policy 2.4. As a CPC, the principal business of the Corporation is to complete a Qualifying Transaction ("QT") by identifying and evaluating opportunities for the acquisition of an interest in assets or a business, and subsequently negotiate an acquisition or participation subject to receipt of shareholder approval and acceptance for filing by the Exchange.

The accompanying financial statements have been prepared on the basis of Canadian generally accepted accounting principles applicable to a going concern. The appropriateness of using the going concern basis is dependent upon, among other things, future profitable operations, the ability to realize assets and discharge liabilities in the normal course of business in the foreseeable future and the ability of the Corporation to raise additional capital.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

Use of estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Actual results could differ from these estimates.

Cash and cash equivalents

Short-term investments which have a term to maturity of three months or less from the acquisition date are considered cash equivalents. Cash and cash equivalents have been designated as held-for-trading and are measured at market value with realized and unrealized gains and losses reported in net income.

NOTES TO FINANCIAL STATEMENTS

Financial instruments

Financial assets are classified as held-to-maturity, loans and receivables, held-for trading or available-for-sale. The held-to-maturity classification is restricted to fixed maturity instruments that the Corporation intends and is able to hold to maturity. Assets classified as held-to-maturity or loans and receivables are accounted for at amortized cost. Held-for-trading assets are recorded at fair value with realized and unrealized gains and losses reported in net income. The remaining financial assets are classified as available-for-sale and will be recorded at fair value with unrealized gains and losses reported in a new category of the balance sheet under shareholders equity called other comprehensive income.

Financial liabilities are classified as either held-for-trading or other financial liabilities. Held-for-trading liabilities are recorded at fair value with realized and unrealized gains and losses reported in net income, and the remaining financial liabilities are classified as other liabilities and accounted for at amortized cost.

At September 30, 2008 the Corporation's financial instruments consisted of cash and cash equivalents, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Corporation is not exposed to significant interest, currency or credit risk arising from these financial instruments. The Corporation estimates that the fair value of these financial instruments approximate the carrying values.

The Corporation designates its cash and cash equivalents as held-for-trading which are measured at fair value. Accounts payable and accrued liabilities are classified as other financial liabilities and measured at amortized cost. The Corporation had no financial instruments available for sale during the period ending September 30, 2008. Changes in the fair value of the Corporation's cash and cash equivalents are included in investment income each period.

FUTURE ACCOUNTING CHANGES

International Financial Reporting Standards

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards (IFRS) over an expected five-year transitional period. In February 2008, the AcSB announced that 2011 is the transition date for publicly listed companies to use IFRS, which will replace Canadian GAAP.

The effective date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Corporation for the year ended September 30, 2011. While the Corporation has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

(Stated in Canadian Dollars)

3. SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of voting common shares.

	Number #	**Value** $
Balance, March 11, 2008	—	—
Private placement	**1,660,000**	116,200
Shares issued in initial public offering	**1,430,000**	200,200
Share issue costs	—	(50,744)
Balance, September 30, 2008	**3,090,000**	265,656

Private Placement

During the period the Corporation issued an aggregate of 1,660,000 common shares (the "Common Shares") at a price of $0.07 per Common Share for gross proceeds of $116,200. The Common Shares were offered by way of non-brokered private placement exemptions in certain Provinces in Canada. Under the requirements of the TSX Venture Exchange the Common Shares will be held in escrow and may not be released from escrow and traded without the prior written consent of the regulatory authorities.

Initial Public Offering

On August 6, 2008 the Corporation completed its initial public offering ("IPO") of 1,430,000 common shares in the capital of the Corporation at a price of $0.14 per common share for gross proceeds of $200,200 (the "Proceeds"). The Corporation has paid Canaccord Capital Corporation a cash commission equal to 10% of the Proceeds plus an administration fee and related expenses of $20,000 and granted a non-transferable option (the "Agent's Option") to purchase 143,000 common shares of the Corporation equal to 10% of the number of common shares sold through the IPO. The Agent's Option is exercisable for a period of 24 months from the date of listing on the TSX Venture Exchange at a price of $0.14 per common share.

NOTES TO FINANCIAL STATEMENTS

September 30, 2008
(Stated in Canadian Dollars)

4. SHARE PURCHASE WARRANTS

The following table reflects the continuity of warrants:

Expiry Date	Exercise Price $	Opening Balance #	Warrants Issued #	Warrants Exercised #	Warrants Expired #	2008 Closing Balance #
August 6, 2010	0.14	—	143,000	—	—	**143,000**

The fair value of the share purchase warrants has been estimated using the Black-Scholes option pricing model. The assumptions used for the valuation of the respective warrants were:

Dividend yield 0%, expected volatility 100%, a risk-free interest rate of 3.50% and an expected life of 24 months. Value assigned to the 143,000 share purchase warrants was $10,724.

The following table reflects the value of share purchase warrants currently outstanding:

Warrants	Number #	Value $
Share purchase warrants, exercisable at $0.14 and expiring August 6, 2010	143,000	10,724

NOTES TO FINANCIAL STATEMENTS

September 30, 2008
(Stated in Canadian Dollars)

5. SHARE INCENTIVE PLAN

The Corporation has a share incentive plan (the "Plan") which is restricted to directors, officers, key employees and consultants of the Corporation. The number of common shares subject to options granted under the Plan (and under all other management options and employee stock purchase plans) is limited to 10% in the aggregate and 5% with respect to any one optionee of the number of issued and outstanding common shares of the Corporation at the date of the grant of the option. Options issued under the Plan may be exercised during a period determined by the Board of Directors which cannot exceed ten years.

The following table reflects the continuity of stock options under the Plan:

	Number of Stock Options 2008 #	**Weighted Average Exercise Price 2008** $
Opening balance	—	—
Options granted	**290,000**	**0.14**
	290,000	**0.14**

The following table reflects the stock options outstanding as at September 30, 2008:

Expiry Date	**Exercise Price** $	**Options Outstanding** #
August 6, 2013	0.14	290,000

On August 6, 2008, a total of 290,000 stock options were issued to directors, officers, key employees and certain consultants of the Corporation. All of the 290,000 options issued vested immediately.

NOTES TO FINANCIAL STATEMENTS

September 30, 2008
(Stated in Canadian Dollars)

The Corporation applies the fair value method of accounting for all stock-based compensation awards and accordingly, $30,740 was recorded as compensation for the 290,000 stock options that vested during the period.

For purposes of the options granted, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions: dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 3.50%, expected life of 5 years vesting immediately.

The following table reflects the continuity of contributed surplus relating to stock options:

	Number of Options #	Amount $
Opening Balance	—	—
Options granted	290,000	30,740
Options exercised	—	—
Balance, September 30, 2008	290,000	30,740

6. LOSS PER SHARE

The basic loss per share is computed by dividing the loss for the period by the weighted average number of common shares outstanding during the period. Fully diluted loss per share is the same as basic loss per share. The effect of common share purchase options and warrants on the net loss is not reflected as to do so would be anti-dilutive.

	2008
Numerator:	
Net loss	**(110,450)**
Denominator:	
Weighted average number of common shares	**2,047,438**
Weighted average loss per share	**(0.05)**

NOTES TO FINANCIAL STATEMENTS

September 30, 2008
(Stated in Canadian Dollars)

7. MANAGEMENT OF CAPITAL RISK

The Corporation's objective when managing capital is to safeguard the Corporation's ability to continue as a going concern in order to pursue its business objectives and to maintain a flexible capital structure which optimises the costs of capital at an acceptable risk. In the management of capital, the Corporation includes the components of shareholders' equity, as well as cash and cash equivalents and investments. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares, acquire or dispose of assets, or adjust the amount of cash and cash equivalents and investments.

8. MANAGEMENT OF FINANCIAL RISK

The Corporation's financial instruments are exposed to certain financial risks, including credit risk, and liquidity risk.

(a) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Corporation's cash equivalents are held through large Canadian financial institutions.

(b) Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation manages liquidity risk through the management of its capital structure. Accounts payable and accrued liabilities are due within the current operating period.

9. RELATED PARTIES

Included in general and administrative expenses are amounts totalling $2,400 for accounting and management services provided by The Alyris Group, a company related to the Corporation through common directorship. The amounts are recorded at the exchange amount agreed to by the parties.