EUROCONTROL TECHNICS GROUP INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the three and nine months ended September 30, 2013 and 2012

(In Canadian dollars)

(UNAUDITED)

EUROCONTROL TECHNICS GROUP INC.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed consolidated interim financial statements of the Company 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 condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

EUROCONTROL TECHNICS GROUP INC.

Condensed Consolidated Interim Statements of Financial Position (unaudited)
(Expressed in Canadian dollars)

As at,	Notes	September 30, 2013	December 31, 2012
ASSETS			
Current assets			
Cash		$ 2,054,638	$ 1,582,030
Amounts receivable	7	576,363	995,889
Inventories	8	580,664	626,955
Prepaid expenses		30,067	89,325
Loan receivable	22	312,700	314,094
Total current assets		3,554,432	3,608,293
Non-current assets			
Equipment	9	160,074	189,014
Deferred development costs	10	368,059	521,578
Technology rights	11	2,885,753	3,578,868
Intellectual property	5	360,609	349,568
TOTAL ASSETS		$ 7,328,927	$ 8,247,321
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	12	$ 1,132,056	$ 1,489,013
Shareholder loans	13	1,450,045	1,552,189
Total current liabilities		2,582,101	3,041,202
Non-current liabilities			
Loan		24,906	34,127
Total liabilities		2,607,007	3,075,329
Shareholders' equity			
Issued capital	14	14,260,341	14,260,341
Warrants reserve	15	866,379	866,379
Commitment to issue shares	16	430,000	430,000
Share-based payment reserve	17	411,776	296,736
Deficit		(11,246,576)	(10,681,464)
Total shareholders' equity		4,721,920	5,171,992
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$ 7,328,927	$ 8,247,321

Nature of operations and going concern (note 1)
Contingencies (note 25)

APPROVED ON BEHALF OF THE BOARD:

Signed “W. BRUCE ROWLANDS”, Director

Signed “GADI GONEN”, Director

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

EUROCONTROL TECHNICS GROUP INC.

Condensed Consolidated Interim Statements of Operations and Comprehensive Loss (unaudited)
(Expressed in Canadian dollars)

	Note	Three months ended September 30, 2013	2012	Nine months ended September 30, 2013	2012
Revenue	6	$ 1,530,889	$ 1,142,059	$ 4,693,203	$ 3,383,000
Costs of sales		(367,029)	(42,168)	(983,561)	(722,728)
Direct amortization	10	(30,671)	(84,987)	(153,519)	(254,983)
Gross profit		1,133,189	1,014,904	3,556,123	2,405,289
Expenses					
Consulting and management	19	284,917	258,229	1,029,016	1,162,734
Depreciation and amortization	9, 11	250,870	241,611	740,523	724,171
Administration		221,769	398,644	714,409	714,785
Sales and marketing expenses		308,778	142,921	773,161	414,865
Research and development		229,377	159,194	646,271	423,355
Public company costs		21,852	14,500	86,834	68,571
Share-based expense	17	-	-	151,000	-
Total expenses		1,317,563	1,215,099	4,141,214	3,508,481
Income (loss) before the undernoted		(184,374)	(200,195)	(585,091)	(1,103,192)
Other income and expense					
Finance income		(918)	6	(568)	59
Foreign exchange gain (loss)		(69,591)	127,258	70,894	205,506
Finance expense	19	(25,191)	(23,694)	(72,384)	(73,624)
		(95,700)	103,570	(2,058)	131,941
Income (loss) before income taxes		(280,074)	(96,625)	(587,149)	(971,251)
Income tax expense		(5,145)	(10,732)	(13,923)	(16,901)
Income (loss) and comprehensive income (loss) for the period		(285,219)	(107,357)	(601,072)	(988,152)
Income (loss) per share					
Basic		$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Diluted		$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Weighted average common shares outstanding					
Basic		89,160,738	89,160,738	89,160,738	86,952,708
Diluted		89,160,738	89,160,738	89,160,738	86,952,708

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

EUROCONTROL TECHNICS GROUP INC.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (unaudited)
(Expressed in Canadian dollars)

	Number of Shares	Issued Capital	Warrants Reserve	Commitment to Issue Shares	Share-based Payment Reserve	Deficit	Total
		(Note 15)	(Note 16)	(Note 17)	(Note 18)		
Balance as at December 31, 2011	84,160,738	$ 13,912,428	$ 989,895	$ 430,000	$ 640,100	$ (9,843,612)	$ 6,128,811
Acquisition of XwinSys (note 5)	5,000,000	350,000	-	-	-	-	350,000
Share issue costs	-	(2,087)	-	-	-	-	(2,087)
Expiry of warrants	-	-	(181,259)	-	-	181,259	-
Modification of warrants	-	-	63,000	-	-	-	63,000
Loss for the period	-	-	-	-	-	(988,152)	(988,152)
Balance as at September 30, 2012	89,160,738	$ 14,260,341	$ 871,636	$ 430,000	$ 640,100	$ (10,650,505)	$ 5,551,572
Expiry of stock options	-	-	-	-	(343,364)	343,364	-
Expiry of warrants	-	-	(5,257)	-	-	5,257	-
Loss for the period	-	-	-	-	-	(379,580)	(379,580)
Balance as at December 31, 2012	89,160,738	$ 14,260,341	$ 866,379	$ 430,000	$ 296,736	$ (10,681,464)	$ 5,171,992
Expiry of stock options	-	-	-	-	(35,960)	35,960	-
Share based payments	-	-	-	-	151,000	-	151,000
Loss for the period	-	-	-	-	-	(601,072)	(601,072)
Balance as at September 30, 2013	89,160,738	$ 14,260,341	$ 866,379	$ 430,000	$ 411,776	$ (11,246,576)	$ 4,721,920

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

EUROCONTROL TECHNICS GROUP INC.

Condensed Consolidated Interim Statements of Cash Flows (unaudited)
(Expressed in Canadian dollars)

For the nine month periods ended September 30,	Notes	2013	2012
Cash provided by (used in):			
Operating activities			
Loss for the period		$ (601,072)	$ (988,152)
Items not involving cash:			
Amortization of equipment	9	47,408	39,418
Amortization of deferred development costs	10	153,519	254,994
Amortization of technology right	11	693,115	683,911
Modification of warrants		-	63,000
Share-based expense		151,000	-
Foreign exchange loss (gain)		(87,395)	32,687
Foreign exchange gain on shareholder loans		81,654	(57,344)
Accrued interest on shareholder loans		72,384	72,106
Working capital adjustments			
Change in amounts receivable		419,526	132,675
Change in inventories		46,291	(137,994)
Change in prepaid expenses		59,258	8,625
Change in accounts payables and accrued liabilities		(356,957)	(99,041)
Change in deferred income		-	(24,505)
Cash flows from operating activities		678,731	(19,620)
Investing activities			
Equipment expenditures, net		(18,468)	(28,860)
Loans provided		-	(256,975)
Intellectual property expenditures, net		(11,041)	-
Cash flows from investing activities		(29,509)	(285,835)
Financing activities			
Increase in loan		-	(15,337)
Share issue costs		-	(2,087)
Repayment of shareholder loans		(256,182)	(201,053)
Cash flows from financing activities		(256,182)	(218,477)
Effect of exchange rate changes on cash		79,568	(13,332)
Increase (Decrease) in cash		472,608	(537,264)
Cash, beginning of the period		1,582,030	1,940,872
Cash, end of the period		$ 2,054,638	$ 1,403,608

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Eurocontrol Technics Group Inc. (the "Company") is a publicly listed limited liability company incorporated in British Colombia and Continued in the Province of Ontario. The Company participates in the energy security and authentication, verification and certification markets globally.

The Company's shares are listed on the TSX Venture Exchange under the symbol "EUO". The head office, principal and registered address and records office of the Company is located at 401 Bay Street, Suite 2828, Toronto, Ontario, M5H 2Y4.

The Company has a need for financing for working capital requirements. Because of continuing operating losses and a working capital deficiency, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's abilities to continue as a going concern.

These unaudited interim condensed consolidated financial statements were approved and authorized for issuance by the Board of Directors of the Company on November 28, 2013.

2. BASIS OF PRESENTATION

Statement of compliance
These unaudited condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of measurement
These unaudited condensed consolidated interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's December 31, 2012 annual financial statements.

Adoption of new and revised standards and interpretations
At the date of authorization of these financial statements, the IASB and IFRIC had issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods and which the Company has not early adopted. The Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements of the Company.

IFRS 9 *Financial Instruments* ("IFRS 9") was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. This standard is required to be applied for accounting periods beginning on or after January 1, 2015, with earlier adoption permitted. The Company has not yet determined the impact of IFRS 9 on its financial statements.

IAS 32, *Financial Instruments, Presentation* – In December 2011, effective for annual periods beginning on or after January 1, 2014, IAS 32 was amended to clarify the requirements for offsetting financial assets and liabilities. The amendments clarify that the right of offset must be available on the current date and cannot be contingent on a future date.

3. PRINCIPLES OF CONSOLIDATION

These unaudited interim condensed consolidated financial statements include the financial position, results of operations and cash flows of the Company and its subsidiaries. The Company's subsidiaries are as follows:

Name	Country of incorporation	Relationship	Economic interest	Basis of Accounting
Global Fluids International S.A. ("GFI")	Nevis	Subsidiary	100%	Full consolidation
Xenemetrix Ltd. ("Xenemetrix")	Israel	Subsidiary	100%	Full consolidation
XwinSys Technology Development Ltd. ("XwinSys")	Israel	Subsidiary	100%	Full consolidation

Subsidiaries

Subsidiaries are entities over which the Company has control, whereby control is defined as the power to govern financial and operating policies of an entity so as to obtain benefit from its activities. Control is presumed to exist where the Company has a shareholding of more than one half of the voting rights in its subsidiaries. The effects of potential voting rights that are currently exercisable are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date control is transferred to the Company, and are de-consolidated from the date at which control ceases.

Business Combinations and Goodwill

On the acquisition of a subsidiary that meets the definition of a business, the purchase method of accounting is used to account for the acquisition as follows:

- cost is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange;
- directly attributable transaction costs are expensed rather than included in the acquisition purchase price;
- identifiable assets acquired and liabilities assumed are measured at their fair values as at the acquisition date except for non-current assets that are classified as held for sale in accordance with IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, which are recognized and measured at fair value less costs to sell;
- the excess of acquisition cost over the fair value of the identifiable net assets acquired is recorded as goodwill;
- if the acquisition cost is less than the fair value of the net assets acquired, the difference is recognized directly in profit or loss;
- the interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling shareholder's fair value; and
- the measurement of contingent consideration at fair value on the acquisition date is performed with subsequent changes in the fair value recorded through the statement of operations.

All material intercompany transactions between subsidiaries are eliminated in consolidation. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortized and is tested for impairment annually. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. The level at which goodwill is allocated shall represent the lowest level within the entity at which the goodwill is monitored for internal purposes, but shall not be larger than an operating segment determined in accordance with IFRS 8 *Operating Segments*. Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of unaudited interim condensed consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- ***Assets' carrying values and impairment charges*** - In the determination of carrying values and impairment charges, management looks at the higher of the recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- ***Impairment of technology rights, deferred development costs and intellectual property*** - While assessing whether any indications of impairment exist for technology rights, deferred development costs and intellectual property, consideration is given to both external and internal sources of information. Information the Company considers include changes in the market, economic and legal environment in which the Company operates that are not within its control and affect the recoverable of such assets. Internal sources of information include the manner in which technology rights and deferred development assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's technology rights, deferred development costs and intellectual property, costs to sell the assets and the appropriate discount rate.

- ***Share-based payments*** – The Company determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- ***Income taxes*** - The Company must make significant estimates in respect of the provision for income taxes and the composition of its deferred income tax assets and deferred income tax liabilities. The Company's operations are, in part, subject to foreign tax laws where interpretations, regulations and legislation are complex and continually changing. As a result, there are usually some tax matters in question which may, on resolution in the future, result in adjustments to the amount of deferred income tax assets and deferred income tax liabilities, and those adjustments may be material to the Company's financial position and results of operations.

- ***Contingencies*** – refer to note 23.

(Expressed in Canadian dollars)

5. ACQUISITION OF XWINSYS TECHNOLOGY DEVELOPMENT LTD.

On May 1, 2012, the Company acquired all of the issued and outstanding common and preferred shares of XwinSys Technology Development Ltd. ("XwinSys"). XwinSys is a private company located in Israel that develops, manufactures and sells inspection systems for the semiconductor industry. The acquisition is classified as an asset acquisition as XwinSys did not meet the definition of a business under IFRS.

In connection with the acquisition, the Company issued an aggregate of 5,000,000 common shares of the Company. The purchase price of 100% of the outstanding shares of XwinSys was determined to be $350,000 based on the fair value of the identifiable assets and liabilities acquired.

The purchase price consisted of the following:		
5,000,000 shares of the Company	$	350,000

The net assets acquired and liabilities assumed consisted of the following:		
Intellectual property	$	349,568
Working capital		432
	$	350,000

The following table summarizes activity for intellectual property during the nine month period ended September 30, 2013, and year ended December 31, 2012:

	September 30, 2013	**December 31, 2012**
Balance beginning of year	349,568	-
Additions	11,041	349,568
Balance end of year	360,609	349,568

6. OPERATING SEGMENTS

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity’s chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

The Company conducts its business as a single operating segment.

Geographical information

The Company’s revenue from external customers and information about its non-current assets by geographical location are detailed below.

(Expressed in Canadian dollars)

6. OPERATING SEGMENTS (continued)

	Revenue from external customers Three months ended September 30,		**Revenue from external customers** Nine months ended September 30,	
	2013	2012	2013	2012
Africa	$ 1,068,147	$ 840,324	$ 3,100,036	$ 2,477,459
North America	12,183	56,182	102,215	200,042
Asia	270,744	188,660	800,309	389,498
Europe	172,099	56,893	682,926	274,089
South America	7,716	-	7,716	41,912
	$ 1,530,889	$ 1,142,059	$ 4,693,203	$ 3,383,000

As at September 30, 2013

	South America	North America	Asia	Total
Equipment		$ -	$ 160,074	$ 160,074
Deferred development costs	368,059	-	-	368,059
Technology rights	2,344,070	-	541,683	2,885,753
Intellectual property	-	-	360,609	360,609

As at December 31, 2012

	South America	North America	Asia	Total
Equipment	$ -	$ 483	$ 188,531	$ 189,014
Deferred development costs	521,578	-	-	521,578
Technology rights	2,941,594	-	637,274	3,578,868
Intellectual property	-	-	349,568	349,568

7. AMOUNTS RECEIVABLE

As at,	September 30, 2013	December 31, 2012
Trade receivables	$ 567,425	$ 924,304
Tax receivables	-	1,023
Other	8,938	70,562
	$ 576,363	$ 995,889

(Expressed in Canadian dollars)

8. INVENTORIES

As at,		September 30, 2013		December 31, 2012
Materials	$	87,931	$	141,619
Work in process		94,787		78,232
Finished goods		397,947		407,104
	$	580,664	$	626,955

Inventories are carried at the lower of cost and net realizable value. Materials, work in process, and finished goods are recorded at cost. For the three and nine month periods ended September 30, 2013, the cost of inventories recognized as an expense and included in cost of sales was $367,029 and $983,561 respectively (2012 - $341,019 and $1,270,033 respectively).

9. EQUIPMENT

		Office furniture, computers and equipment		Vehicles		Total
Cost						
Balance as at December 31, 2011	$	276,381		65,719		342,100
Additions		26,859		-		26,859
Disposals		(71,558)		(1,428)		(72,986)
Balance as at December 31, 2012		231,682		64,291		295,973
Additions		18,468		-		18,468
Disposals		-		-		-
Balance as at September 30, 2013	$	250,151		64,291		314,442
Accumulated depreciation						
Balance as at December 31, 2011	$	102,325		9,314		111,639
Depreciation		43,609		12,388		55,997
Disposals		(60,475)		(202)		(60,677)
Balance as at December 31, 2012		85,459	$	21,500	$	106,959
Depreciation		34,023		13,385		47,408
Disposals		-		-		-
Balance as at September 30, 2013	$	119,482	$	34,885	$	154,367
Carrying amounts						
Balance as at December 31, 2012	$	146,223	$	42,791	$	189,014
Balance as at September 30, 2013	$	130,668	$	29,406	$	160,074

(Expressed in Canadian dollars)

10. DEFERRED DEVELOPMENT COSTS

	Marker	Equipment	Total
Cost			
Balance as at December 31, 2011	$ 920,137	$ 651,922	$ 1,572,059
Additions	-	-	-
Balance as at December 31, 2012	920,137	651,922	1,572,059
Additions	-	-	-
Balance as at September 30, 2013	$ 920,137	$ 651,922	$ 1,572,059
Accumulated amortization			
Balance as at December 31, 2011	$ 337,381	373,108	710,489
Amortization expense	122,684	217,308	339,992
Balance as at December 31, 2012	460,065	590,416	1,050,481
Amortization expense	92,013	61,506	153,519
Balance as at September 30, 2013	$ 552,078	$ 651,922	$ 1,204,000
Carrying amounts			
Balance as at December 31, 2012	$ 460,072	$ 61,506	$ 521,578
Balance as at September 30, 2013	$ 368,059	$ -	$ 368,059

11. TECHNOLOGY RIGHTS

The Company, through its wholly owned subsidiaries GFI and Xenemetrix, holds a licence to produce and sell fuel markers, detectors and XRF systems. The fuel markers and detectors are licensed under a 20 year licence agreement from the holder of the patents. The XRF systems are licensed until February 2018. Technology rights assets relating to markers and detectors and XRF Systems are being amortized over their estimated useful lives on a straight-line basis of 10 years (ending in fiscal 2016) and seven years (ending in fiscal 2018), respectively.

	Markers and Detectors	XRF Systems	Total
Cost			
Balance as at December 31, 2011	$ 7,844,267	$ 892,184	$ 8,736,451
Additions	-	-	-
Balance as at December 31, 2012	7,844,267	892,184	8,736,451
Additions	-	-	-
Balance as at September 30, 2013	$ 7,844,267	$ 892,184	$ 8,736,451
Accumulated amortization			
Balance as at December 31, 2011	$ 4,105,975	127,455	4,233,430
Amortization expense	796,698	127,455	924,153
Balance as at December 31, 2012	4,902,673	254,910	5,157,583
Amortization expense	597,524	95,591	693,115
Balance as at September 30, 2013	$ 5,500,197	$ 350,501	$ 5,850,698
Carrying amounts			
Balance as at December 31, 2012	$ 2,941,594	$ 637,274	$ 3,578,868
Balance as at September 30, 2013	$ 2,344,070	$ 541,683	$ 2,885,753

(Expressed in Canadian dollars)

12. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at,	September 30, 2013	December 31, 2012
Accounts payable	$ 293,444	$ 450,727
Accrued liabilities	838,612	1,038,286
	$ 1,132,056	$ 1,489,013

13. SHAREHOLDER LOANS

			September 30, 2013	December 31, 2012
Euro loan				
Principal	€	500,000	$ 696,200	$ 655,900
Interest	€	364,851	508,083	419,853
US dollar loan				
Principal	$	850,000	875,755	845,665
Interest	$	374,098	385,433	362,261
			$ 2,465,471	$ 2,283,679
Repayments			(1,015,426)	(731,490)
			$ 1,450,045	$ 1,552,189

The total payable includes the principal amount of €500,000 ($696,200) (December 31, 2012 - €500,000 ($655,900)) and accrued interest of €364,851 ($508,083) (December 31, 2012 - €320,059 ($419,853)) loaned by the former shareholders of GFI. These loans payable bear an annual interest rate of 7.2%. A recently appointed director of the Company is among recipients of such loans.

The remainder of the shareholder loans balance relates to the principal amount of US$850,000 ($875,755) (December 31, 2012 - US$850,000 ($845,665)) and accrued interest of US$374,098 ($385,433) (December 31, 2012 - US$364,118 ($362,261)) in loans payable to the former shareholders of GFI. The shareholder loans will be repaid through 25% of the income generated by contracts of GFI.

As at September 30, 2013, the Company repaid US$985,563 ($1,015,426), (December 31, 2012 - US$735,239 ($731,490). This portion of the loans payable bears an annual interest rate of 5.0%.

The shareholder loans are unsecured. It is not possible to determine if the shareholder loans are at fair value as there is no comparable market value for such loans.

(Expressed in Canadian dollars)

14. ISSUED CAPITAL

Authorized: 100,000,000 common shares without par value

	September 30, 2013	December 31, 2012
Issued capital	$ 14,260,341	$ 14,260,341
Fully paid common shares	89,160,738	89,160,738

Commons shares issued:

	Number of Shares		Value of shares
Balance as at December 31, 2011	84,160,738	$	13,912,428
Shares issued on acquisition of XwinSys (note 5)	5,000,000		350,000
Share issue costs	-		(2,087)
Balance as at December 31, 2012 and September 30, 2013	89,160,738	$	14,260,341

15. WARRANTS RESERVE

The following table summarizes information about warrants:

	Number of Warrants		Value
Balance as at December 31, 2011	17,711,898	$	989,895
Warants expired	(2,557,233)		(186,516)
Modification of warrants	-		63,000
Balance as at December 31, 2012 and September 30, 2013	15,154,665	$	866,379

The following warrants were outstanding as of September 30, 2013:

Number of warrants		Grant date fair value of warrants		Exercise Price	Expiry Date
12,036,332	$	702,358	$	0.15	December 10, 2013
3,118,333		164,021		0.15	December 10, 2013
15,154,665	$	866,379	$	0.15	

16. COMMITMENT TO ISSUE SHARES

	Number of Shares		Value of shares
Shares to be issued – warrants exercised	1,000,000	$	260,000
Shares to be issued – warrant valuation	-		170,000
Balance as at December 31, 2011, December 31, 2012 and September 30, 2013	1,000,000	$	430,000

(Expressed in Canadian dollars)

17. SHARE-BASED PAYMENT RESERVE

Employee share option plan

The Board of Directors of the Company adopted a stock option incentive plan (the “Plan") whereby the aggregate number of common shares reserved for issuance under the Plan, including common shares reserved for issuance under any other share compensation arrangement granted or made available by the Company from time to time, may not exceed 10% of the Company's issued and outstanding common shares. The Plan is administered by the Board of Directors and grants made pursuant to the Plan must at all times comply with the policies of the TSX Venture Exchange (the “Exchange") and the Plan.

The terms of any options granted under the Plan are fixed by the Board of Directors and may not exceed a term of five years. The exercise price of the options granted under the Plan is determined by the Board of Directors, provided that it is not less than the lowest price permitted by the Exchange.

Each employee share option converts into one common share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

The following table summarizes information about share-based payment reserve:

Balance as at December 31, 2011	$	640,100
Expiry of stock options		(343,364)
Balance as at December 31, 2012	$	296,736
Share based payments		151,000
Expiry of stock options		(45,380)
Balance as at September 30, 2013	$	402,356

The following share-based payment arrangements were in existence as at September 30, 2013:

Number of options outstanding	Number of exercisable options	Grant date	Expiry date		Exercise price	Fair value at grant date
1,700,000	1,700,000	February 23, 2011	February 23, 2016	$	0.16	244,856
50,000	50,000	March 30, 2011	March 30, 2016	$	0.18	6,500
5,112,500	5,112,500	March 11, 2013	March 11, 2018	$	0.10	151,000
6,862,500	6,862,500				$	402,356

The share options outstanding as at September 30, 2013 had a weighted exercise price of $0.12 (December 31, 2012: $0.18) and a weighted average remaining contractual life of 3.9 years (December 31, 2012: 3.0 years).

All options vested on their date of issue and expire within five years of their issue, or 30 days after the resignation of the director, officer, employee or consultant.

(Expressed in Canadian dollars)

17. SHARE-BASED PAYMENT RESERVE (continued)

Fair value of share options granted in the nine months ended September 30, 2013

On March 11, 2013, 5,112,500 share options were granted to directors, officers and consultants of the Company to acquire the Company's shares at an exercise price of $0.10 until March 11, 2018. These share options had an estimated fair value of $151,000 at grant date.

The share options were priced using the Black-Scholes option-pricing model as at the date of the grant assuming a five year term to maturity with an expected volatility, an expected dividend yield, and a risk free interest rate, as noted in the table below. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions, and behavioral considerations.

		Number of Options Granted
		5,112,500
Grant date share price	$	0.04
Exercise price	$	0.10
Expected volatility		123%
Expected option life		5 years
Expected dividend yield		0%
Risk-free interest rate		1.39%

Fair value of share options granted in the year ended December 31, 2012

During the year ended December 31, 2012, no share options were granted.

Movements in shares options during the period:

The following reconciles the share options outstanding during the nine month period ended September 30, 2013 and year ended December 31, 2012:

	Number of options		Weighted average exercise price
Balance as at December 31, 2011	4,110,000	$	0.19
Expired	(2,060,000)	$	0.20
Balance as at December 31, 2012	2,050,000	$	0.18
Granted	5,112,500	$	0.10
Expired	(300,000)	$	0.30
Balance as at September 30, 2013	6,862,500	$	0.12

(Expressed in Canadian dollars)

18. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities as at September 30, 2013 and December 31, 2012 were as follows:

	Loans and receivables	Other financial liabilities	Total
As at September 30, 2013			
Cash	$ 2,054,638	-	$ 2,054,638
Amounts receivable	567,425	-	567,425
Loans receivable	312,700	-	312,700
Accounts payable and accrued liabilities	-	1,132,056	1,132,056
Shareholder loans	-	1,450,045	1,450,045
Loans	-	24,906	24,906

	Loans and receivables	Other financial liabilities	Total
As at December 31, 2012			
Cash	$ 1,582,030	-	$ 1,582,030
Amounts receivable	924,304	-	924,304
Loans receivable	314,094	-	314,094
Accounts payable and accrued liabilities	-	1,489,013	1,489,013
Shareholder loans	-	1,552,189	1,552,189
Loans	-	34,127	34,127

As at September 30, 2013, there are no significant concentrations of credit risk for loans as the Company currently transacts with highly rated counterparties. The carrying amount reflected above represents the Company's maximum exposure to credit risk for such loans and receivables. As at September 30, 2013, the Company did not hold financial instruments recorded at fair value that would require classification within the fair value hierarchy.

The carrying value of cash, amounts receivable, loan receivable, accounts payable, accrued liabilities and loans classified as long term approximate fair value because of the limited terms of these instruments. It is not possible to determine if the shareholder loans are at fair value as there is no comparable market value for such loans.

19. RELATED PARTY DISCLOSURES

The Company entered into the following transactions in the ordinary course of business with related parties:

- For the nine months ended September 30, 2013, the Company was charged $nil (2012 - $45,000) by a corporation for which a director of the Company is the Executive Chairman. This company provides administrative and promotional services, which were recorded in consulting and management services.

- For the nine months ended September 30, 2013 $72,384 (2012 - $72,297) in interest was charged on the shareholder loans as described in note 13.

(Expressed in Canadian dollars)

19. RELATED PARTY DISCLOSURES (continued)

Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel during the year were as follows:

	Three months ended September 30, 2013	Three months ended September 30, 2012	Nine months ended September 30, 2013	Nine months ended September 30, 2012
Short-term compensation and benefits	$ 145,250	$ 105,550	$ 438,750	$ 456,009
Share-based payments	-	-	126,000	-
	$ 145,250	$ 105,550	$ 564,750	$ 456,009

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the compensation committee.

20. CAPITAL MANAGEMENT

The Company manages and adjusts its capital structure based on available funds in order to support its operations. The capital of the Company consists of common shares, warrants and options. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company has entered into commercial operations and has begun to generate cash flows to support the ongoing and longer term strategy of the Company. However, the Company may continue to rely on capital markets to support continued growth.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management in the nine month period ended September 30, 2013. The Company and its subsidiaries are not subject to externally imposed capital requirements.

21. FINANCIAL RISK FACTORS

The Company’s risk exposure and the impact on the Company’s financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous period.

Credit risk:
The Company's credit risk is primarily attributable to cash, amounts receivable and loan receivable. Financial instruments included in amounts receivable consist primarily of receivables due from customers. The Company currently transacts with highly rated counterparties for the sale of its marking systems. Management believes that the credit risk concentration with respect to these financial instruments is minimal.

21. FINANCIAL RISK FACTORS (continued)

Liquidity risk:
Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at September 30, 2013, the Company had a cash balance of $2,054,638 (December 31, 2012 - $1,582,030) to settle current liabilities of $2,582,101 (December 31, 2012 - $3,041,202). This amount includes $1,450,045 (December 31, 2012 - $1,552,189) in shareholder loans (note 13).

All of the Company's financial liabilities have contractual maturities of less than 365 days and are subject to normal trade terms. The Company cannot ensure there is sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Company's holding cash. The Company is currently seeking sources of funding to meet short term liabilities, and short term cash requirements.

Market risk:

(a) Interest rate risk
The Company carries shareholder loans with interest and repayment terms as described in note 13. Management believes that interest rate risk is remote as the Company currently does not carry interest-bearing debt at floating rates.

(b) Foreign currency risk
The functional and reporting currency of the Company and its subsidiaries is the Canadian dollar. The Company undertakes transactions denominated in foreign currencies, including US dollars and Euros, and as such is exposed to price risk due to fluctuations in foreign exchange rates against the Canadian dollar. The Company does not use derivative instruments to reduce exposure to foreign exchange risk.

The exposure of the Company's financial assets and liabilities to foreign currency risk as at September 30, 2013 is as follows:

	CDN Dollar	US Dollar	Euro	Total (in CDN dollars)
Financial assets				
Cash	$ (34,098)	$ 2,088,736	$ -	$ 2,054,638
Amounts receivable	-	$ 576,363	-	576,363
Loan receivable	-	$ 332,057	-	312,700
	$ (34,098)	$ 2,997,156	$ -	$ 2,943,701
Financial liabilities				
Accounts payable and accrued liabilities	$ 121,888	$ 1,010,168	$ -	$ 1,132,056
Shareholder loans	-	245,762	1,204,283	1,450,045
Loan	-	24,906	-	24,906
	$ 121,888	$ 1,280,836	$ 1,204,283	$ 2,607,007

A 10% change in foreign exchange rates between the Canadian dollar and these foreign currencies over the next year would affect net loss by approximately $56,000 (2012 - $66,000) based on the foreign currency balances at September 30, 2013.

21. FINANCIAL RISK FACTORS (continued)

(c) Price risk
The Company is engaged in the development and implementation of marking systems for various types of oil. As a result, the Company is exposed to price risk with respect to commodity prices, specifically oil. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will be significantly affected by changes in the market prices for oil. Oil prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for oil, the level of interest rates, the rate of inflation, investment decisions by large holders of oil, and stability of exchange rates can all cause significant fluctuations in oil prices. Such external economic factors are in turn influenced by changes in international investment patterns, and monetary systems and political developments.

22. LOAN RECEIVABLE

On September 20, 2012, the Company, through its wholly owned subsidiary Global Fluids International S.A., loaned US$200,000 and paid for various expenses amounting to US$115,703 on behalf of GFI U Ltd., a non-related company, pursuant to a five year contract extension with the Ministry of Energy and Mineral Development, Government of the Republic of Uganda for the continued deployment of the Company's Petromark™ technology in the territory. The loan carries an interest rate of 10% and is without fixed terms of repayment. As management expects the loan to be repaid within one year it is classified as a current asset. As at September 30, 2013, the balance of principal and interest outstanding amounts to $312,700 (December 31, 2012 –$314,094).

23. COMMITMENT AND CONTINGENCIES

a) In January 2012, a lawsuit for approximately US$100,000 was filed against the Company by a supplier for services it alleges were received by the Company but not paid for. In the opinion of management, this lawsuit has no merit and the ultimate disposition of this lawsuit will not have a material adverse effect on the Company's consolidated financial condition, results of operations or future cash flows. As a result, this amount has not been reflected in these consolidated financial statements.

b) The Company is party to certain management contracts. These contracts require that payments of up to approximately $162,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements. Additional minimum management contractual commitments remaining under these contracts approximate $253,000 due within one year.