

**Consolidated Financial Statements of**

***FIRESWIRL TECHNOLOGIES INC.***

**Nine months ended September 30, 2011 and 2010**

**(Unaudited)**

**FIRESWIRL TECHNOLOGIES INC.**  
**Consolidated Balance Sheets as at September 30, 2011**  
**(Unaudited)**

	Note	September 30, 2011	December 31, 2010
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents		\$ 669,759	\$ 783,699
Restricted cash	4	1,953,600	362,160
Amounts receivable	5	1,195,984	1,637,794
GST/VAT recoverable		39,438	31,334
Deposits and prepayments		2,134,684	624,086
Inventory	6	2,589,534	2,132,097
		8,582,999	5,571,170
Capital assets			
Trademark	7	332,205	291,752
Goodwill	8	19,176	19,176
		306,926	306,926
<b>TOTAL ASSETS</b>		<b>\$ 9,241,306</b>	<b>\$ 6,189,024</b>
<b>LIABILITIES</b>			
Current liabilities			
Accounts payable and accrued liabilities	10	1,219,110	655,607
Taxes payable		9,251	-
Loan from shareholders	14	1,220,886	387,409
Short term loan	11	4,884,000	3,300,937
Current portion of long term loan	12	32,064	45,570
Total Current Liabilities		7,365,311	4,389,523
Long Term Loan	12	0	17,424
<b>TOTAL LIABILITIES</b>		<b>7,365,311</b>	<b>4,406,947</b>
<b>SHAREHOLDERS' EQUITY</b>			
Common shares	13	6,695,007	5,955,265
Share-based payments reserve - warrants	13	2,752,081	2,606,979
Share-based payments reserve - options	13	653,744	731,474
Accumulated Other Comprehensive Income/(Loss)	1	252,545	(44,218)
Accumulated Deficit	1	(8,917,110)	(7,981,479)
Total equity attributable to equity holders of company		1,436,267	1,268,021
Non-controlling interest	9	439,728	514,056
<b>TOTAL EQUITY</b>		<b>1,875,995</b>	<b>1,782,077</b>
Total Liabilities and Shareholders' Equity		\$ 9,241,306	\$ 6,189,024

See accompanying notes to the interim condensed consolidated financial statements.

Nature and continuance of operations (Note 1)

Commitments and contingencies (Note 17)

Subsequent events (Note 20)

On behalf of the Board:

**"Tony Lau"**

**"Ji Yoon"**

Tony Lau  
CEO

Ji Yoon  
Interim CFO

## FIRESWIRL TECHNOLOGIES INC.

Consolidated Statements of Operations for three and nine month ended September 30, 2011  
(Unaudited)

	Note	Three months end		Nine months end	
		September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
<b>Operating revenues</b>					
Sales revenue		5,631,757	4,612,967	14,694,931	13,189,072
Advertising revenue		-	22,767	-	134,205
Service revenue		325,724	108,093	441,497	368,757
	3	5,957,481	4,743,827	15,136,428	13,692,034
Other operating income/(loss)		-	-	-	(440)
Total operating income		5,957,481	4,743,827	15,136,428	13,691,594
<b>Operating expenses</b>					
Change in inventory		5,016,399	3,934,968	13,300,455	11,503,055
Delivery charges		151,420	104,688	367,811	262,024
Other related expense		116,619	110,287	259,514	359,340
Depreciation and amortization	7	39,946	19,611	121,676	58,321
Sales and marketing		49,736	51,185	103,660	157,127
General administration		247,435	290,143	605,199	662,677
Salaries and benefits		436,202	412,557	1,134,009	1,051,836
Share-based compensation		17,930	2,050	17,930	6,150
Loss on disposal of fixed assets		-	-	6,730	-
Total operating expense		6,075,687	4,925,489	15,916,984	14,060,530
Operating income/(loss)		(118,206)	(181,662)	(780,556)	(368,936)
Finance income		4,712	489	8,713	1,343
Finance costs		(92,241)	(26,117)	(224,651)	(58,255)
Income/(Loss) before income tax		(205,735)	(207,290)	(996,494)	(425,848)
Income tax recovery (expenses)		(8,915)	(35,805)	(13,467)	(94,431)
Net income/(loss)		(214,650)	(243,095)	(1,009,961)	(520,279)
Other comprehensive income/(loss)					
Foreign exchange currency adjustment		294,052	(4,731)	296,764	(2,982)
Net comprehensive income/(loss)		79,402	(247,826)	(713,197)	(523,261)
Net income/(loss) attribute to:					
Common shares		(324,985)	(268,096)	(935,632)	(644,471)
Non-controlling interest	9	110,335	25,001	(74,329)	124,192
		(214,650)	(243,095)	(1,009,961)	(520,279)
Comprehensive income/(loss) attributable to:					
Common shares		(30,933)	(272,827)	(638,868)	(647,453)
Non-controlling interest	9	110,335	25,001	(74,329)	124,192
		79,402	(247,826)	(713,197)	(523,261)
Net income/(loss) per common share					
Basic		(0.00)	(0.01)	(0.02)	(0.02)
Diluted		(0.00)	(0.01)	(0.02)	(0.02)
Comprehensive income/(loss) per common share					
Basic		0.00	(0.01)	(0.02)	(0.02)
Diluted		0.00	(0.01)	(0.02)	(0.02)

See accompanying notes to the interim condensed consolidated financial statements.

# FIRESWIRL TECHNOLOGIES INC.

## Consolidated Statement of Changes in Equity

(Unaudited)

	Number of shares	Share capital	Contributed Surplus - Warrants	Contributed Surplus - Options	Cumulative Translation Account	Accumulated deficit	Total	Non-controlling interest	Total equity
Balance, January 1, 2010	31,361,285	\$ 5,610,417	\$ 2,606,979	\$ 724,419	\$ -	\$ (7,133,999)	\$ 1,807,817	\$ 502,492	\$ 2,310,309
Net Comprehensive Income/(Loss) for the period						(235,119)	(235,119)	36,595	(198,524)
Compensation expense related to Stock Options				2,050			2,050		2,050
Foreign currency translation difference					14,457		14,457		14,457
Balance at March 31, 2010	31,361,285	5,610,417	2,606,979	728,469	14,457	(7,369,118)	1,589,205	539,087	2,128,291
Net Comprehensive Income/(Loss) for the period				2,050		(141,258)	(141,258)	62,597	(78,661)
Compensation expense related to Stock Options							2,050		2,050
Issuance of shares	7,000,000	350,000					350,000		350,000
Share issuance costs		(8,652)					(8,652)		(8,652)
Foreign currency translation difference					(12,708)		(12,708)		(12,708)
Balance at June 30, 2010	38,361,285	5,951,765	2,606,979	728,519	1,749	(7,510,376)	1,778,636	601,684	2,380,320
Net Comprehensive Income/(Loss) for the period				2,050		(268,096)	(268,096)	25,001	(243,095)
Compensation expense related to Stock Options							2,050		2,050
Foreign currency translation difference					(4,731)		(4,731)		(4,731)
Balance at September 30, 2010	38,361,285	5,951,765	2,606,979	730,569	(2,982)	(7,778,471)	1,507,860	626,684	2,134,544
Net Comprehensive Income/(Loss) for the period				904		(203,007)	(203,007)	(112,628)	(315,635)
Compensation expense related to Stock Options							904		904
Share issuance costs		3,500					3,500		3,500
Foreign currency translation difference					(41,236)		(41,236)		(41,236)
Balance at December 31, 2010	38,361,285	5,955,265	2,606,979	731,474	(44,218)	(7,981,479)	1,268,021	514,056	1,782,077
Net Comprehensive Income/(Loss) for the period				(2,000)		(198,895)	(198,895)	2,267	(196,628)
Option exercised	50,000	4,500					2,500		2,500
Foreign currency translation difference					(26,193)		(26,193)		(26,193)
Balance at March 31, 2011	38,411,285	5,959,765	2,606,979	729,474	(70,412)	(8,180,374)	1,045,432	516,323	1,561,755
Net Comprehensive Income/(Loss) for the period				(5,200)		(411,751)	(411,751)	(186,930)	(598,682)
Option exercised	130,000	18,700		(67,460)			13,500		13,500
Option forfeited		67,460							
Issuance of shares	6,100,000	650,953	145,102				796,055		796,055
Share issuance costs		(22,871)					(22,871)		(22,871)
Foreign currency translation difference					28,905		28,905		28,905
Balance at June 30, 2011	44,641,285	6,674,007	2,752,081	656,814	(41,507)	(8,592,125)	1,449,270	329,393	1,778,663
Net Comprehensive Income/(Loss) for the period				17,930		(324,985)	(324,985)	110,335	(214,651)
Compensation expense related to Stock Options				(21,000)			17,930		17,930
Option forfeited		21,000							
Foreign currency translation difference					294,052		294,052		294,052
Balance at September 30, 2011	44,641,285	6,695,007	2,752,081	655,744	252,545	(8,917,110)	1,436,267	439,728	1,875,995

## **FIRESWIRL TECHNOLOGIES INC.**

**Interim Consolidated Statements of Cash Flows for three and nine month ended September 30, 2011  
(Unaudited)**

	Three months ended		Nine months ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
<b>OPERATING ACTIVITIES</b>				
Net gain/(loss) for the period	\$ 79,402	\$ (247,825)	\$ (713,197)	\$ (523,261)
Non cash items:				
Depreciation and amortization	39,946	19,611	121,676	58,321
Share-based compensation	17,930	2,050	17,930	6,150
Loss on fixed assets disposal	-	-	6,730	-
Changes in non-cash working capital items:				
Amounts receivable	990,552	313,475	433,706	568,253
Deposits and prepayments	(1,531,335)	(1,170,895)	(1,510,598)	(1,196,044)
Inventory	(237,539)	31,151	(457,437)	(802,202)
Accounts payable and accrued liabilities	18,082	856,726	563,503	299,440
Loan from shareholders	714,437	(659,915)	833,478	50,091
Income taxes payable	9,251	16,878	9,251	(99,726)
	100,726	(838,744)	(694,958)	(1,638,978)
<b>INVESTING ACTIVITIES</b>				
Deferred development costs and other asset	-	-	-	(212)
Acquisition of capital assets	(38,534)	(91,958)	(194,312)	(128,568)
Proceeds from sales of capital assets	-	-	1,800	-
	(38,534)	(91,958)	(192,512)	(128,780)
<b>FINANCING ACTIVITIES</b>				
Proceeds/(Repayment) of short term loan	20,080	1,091,080	1,583,062	954,845
Repayment of long-term loan	(8,863)	(11,034)	(30,930)	(27,626)
Shares issued for cash	-	-	768,030	341,348
Shares issued for options exercised	-	-	16,000	-
	11,217	1,080,046	2,336,162	1,268,567
Increase/(Decrease) in cash during the period	73,409	149,344	1,448,692	(499,191)
Effect of foreign exchange	35,274	1,648	28,808	6,089
Cash and cash equivalents, beginning of period	2,514,676	1,131,307	1,145,859	1,775,401
Cash and cash equivalents, end of period	\$ 2,623,359	\$ 1,282,299	\$ 2,623,359	\$ 1,282,299
<b>Supplemental disclosure with respect to cash flows</b>				
Cash paid for:				
Interest	\$ 92,352	26,117	\$ 247,198	58,255
Income taxes	\$ -	35,804	\$ 4,552	94,430

See accompanying notes to the interim condensed consolidated financial statements.

**FIRESWIRL TECHNOLOGIES INC.**  
**Notes to the Interim Condensed Consolidated Financial Statements**  
**For the period ended September 30, 2011 and 2010**  
**(Unaudited)**

**Note 1- Nature and Continuance of Operations**

Fireswirl Technologies Inc. (“the Company”) was founded in 1999 and became publicly listed in 2006. The address of the Company’s registered office is Suite 2823, Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia. The Company focuses on technology development and deployment, and conducting e-commerce, including operating official online stores for international brands in China and reselling branded products on these online stores.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. If the going concern assumption were not appropriate for these financial statements then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenue and expenses and the balance sheet classifications used.

Several adverse conditions cast doubt on the validity of this assumption. During the nine-month period ended September 30, 2011 and 2010, the Company experienced operating losses and negative operating cash flows which were primarily funded by private placement proceeds and borrowing of short term loans.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing, and to commence profitable operations in the future. There is no assurance the Company will be able to achieve profitable operations or continue raising funds in the future.

	September 30, 2011	December 31, 2010	September 30, 2010
Deficit	\$ (8,664,565)	\$ (8,025,697)	\$ (7,781,452)
Working Capital	1,217,688	1,181,647	1,581,290

**Note 2 - Significant Accounting Policies**

The accounting policies set out below have been applied consistently to all periods presented in these interim condensed consolidated financial statements and in preparing the opening International Financial Reporting Standards (“IFRS”) consolidated statement of financial position at January 1, 2010 for the purpose of the transition to IFRS, unless otherwise indicated. The financial statements have, in management’s opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

**a) Statement of Compliance**

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard (“ISA”) 34, Interim Financial Reporting and using the accounting policies the Company expects to adopt in its consolidated financial statements as at the year ended December 31, 2011. These are the Company’s first IFRS annual financial statements and IFRS 1, First Time Adoption of International Financial Reporting Standards (“IFRS 1”) has been applied. The condensed consolidated interim financial statements do not include all of the information required for full annual financial statements.

***FIRESWIRL TECHNOLOGIES INC.***  
***Notes to the Interim Condensed Consolidated Financial Statements***  
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***(Unaudited)***

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Previously, the Company prepared its consolidated annual and consolidated interim financial statements in accordance with Canadian generally accepted accounting principles (“GAAP”). IFRS differs in certain respects from those prescribed by Canadian GAAP. An explanation of how the transition to IFRS has affected the reported financial position, financial performance and cash flows of the Company is provided in note 22. This note includes reconciliations of equity and total comprehensive income for comparative periods and of equity at the date of transition reported under previous Canadian GAAP to those reported for the periods and at the date of transition under IFRS.

The condensed consolidated interim financial statements should be read in conjunction with the Company’s Canadian GAAP annual audited financial statements for the year ended December 31, 2010. Throughout these condensed consolidated interim financial statements, additional disclosures relating to the year ended December 31, 2010 are provided in accordance with IFRS where material to an understanding of these condensed consolidated interim financial statements.

The interim condensed consolidated financial statements were authorized for issue by the Board of Directors on November 8, 2011.

**b) Basis of Presentation**

The consolidated financial statements have been prepared mainly under the historical cost convention. Other measurement bases used are described in the applicable notes. The Company’s financial year corresponds to the calendar year. The consolidated financial statements are prepared in Canadian dollars.

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern the financial operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that currently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The purchase method of accounting is used to account for business acquisitions. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are generally measured at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of the acquisition over the fair value of Fireswirl’s share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets acquired, the difference, or gain is recognized directly in the income statement.

Associates are those entities where the Company has the ability to exercise significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Company holds between 20 and 50 percent of the voting power of an entity. Joint ventures are those entities over whose activities the Company has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions.

Associates and jointly controlled entities are accounted for using the equity method (equity accounted investees) and are generally recognized initially at cost. The consolidated financial statements include the Company’s share of income and expenses and equity movements of equity accounted investees, after adjustments to align the accounting policies with those of the

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Company, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When the Company's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

At each balance sheet date, the investment in associates is assessed for indicators of impairment.

These consolidated financial statements include the accounts of the Company and its subsidiaries and associates as follows:

<b>Name</b>	<b>Place of incorporation</b>	<b>Ownership</b>
Fireswirl Systems Inc.	Province of British Columbia, Canada	100%
Fireswirl Asia Ltd.	Hong Kong, China	100%
Fireswirl Mobile Solutions Ltd.	Hong Kong, China	100%
M- Lingo Limited	British Virgin Island	51%
SMS Translators Limited	British Virgin Island	51%
Fireswirl Technologies (Shenzhen) Co.Ltd.	Shenzhen, China	100%
Fireswirl Technologies (Beijing) Co. Ltd.	Beijing, China	100%
Beijing Xingchang Xinda Technology Development Co., Ltd	Beijing, China	50%
Tysen Xieli Technology Co. Ltd.	Beijing, China	21%

In 2009, Tsyen Xieli Technology is an investment over which the Company is able to exercise significant influence and is accounted for by the equity method. This investment has been written down at the end of 2009.

All significant inter-company transactions and balances have been eliminated upon consolidation.

**c) Cash and cash equivalents**

Cash consists of cash, funds in bank accounts, and marketable securities such as guaranteed investment certificates. Interest income earned on these marketable securities is recorded on an accrual basis.

Cash is held in Canadian dollars, US dollars, Hong Kong dollars, and Chinese RMB which is not freely convertible into other currencies. Under China's Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Company is permitted to exchange RMB for other currencies through a government bank authorized to conduct foreign exchange business if the purpose of such exchange fulfills the relevant requirements.

**d) Capital assets**

Capital assets are recorded at cost and are depreciated annually on straight-line basis. Depreciation is charged using the following assumptions:

Computer hardware	3 year straight-line
Furniture and fixtures	5 year straight-line
Leasehold improvements	Straight-line over the term of the lease

**FIRESWIRL TECHNOLOGIES INC.**  
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Capital assets are written down to the net recoverable value when management determines there has been a change in circumstances which indicates its carrying amount may not be recoverable.

**e) Comprehensive income**

This section establishes standards for reporting and presentation of comprehensive income, which is comprised of net earnings or loss and other comprehensive income. Comprehensive income is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that would not normally be included in net earnings such as unrealized gains or losses on available-for-sale investments. Other comprehensive income includes the holding gains and losses from available-for-sale securities, which are not included in net income (loss) until realized.

**f) Foreign currency translation**

The Company uses the Canadian dollar as its presentation currency.

Revenue and expense transactions that are denominated in foreign currencies and entered into directly by the Company are translated into Canadian dollars at the exchange rates prevailing at the time of the transactions. Amounts receivable and payable in foreign currencies are stated in Canadian dollars at the rates of exchange prevailing at the balance sheet dates, and the resulting foreign exchange gains and losses are recognized in the net income (loss) for the year.

For consolidation purposes, the assets and liabilities of subsidiary entities whose functional currencies differ from that of the Company are translated at the exchange rate prevailing at the balance sheet date. Income statements of such entities are translated at average rates of exchange during the year. All resulting exchange differences, including exchange differences arising from the translation of borrowings and other financial instruments are recognized directly in accumulated other comprehensive income (loss).

Should a foreign operation be sold, the cumulative exchange differences recognized in accumulated other comprehensive income (loss) since January 1, 2010 would be recognized in the income statement as part of the profit or loss on sale.

**g) Income taxes**

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences:

- (i) the initial recognition of assets or liabilities in transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;

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- (ii) differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- (iii) taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit to be realized.

#### **h) Revenue recognition**

The Company generates its revenue from online merchandize resale, online advertising, system setup fees, customization fees, service and licensing fees.

Revenue from the sale of online merchandize is recognized in our accounts when title and risk passes to the buyer, collection is reasonably assured and the price is reasonably determinable.

System setup fees and customization fees are recognized at the time when service is delivered, following agreement of fees and contractual arrangements and when collection of amounts due is considered to be reasonably assured.

Advertising and service fees are recognized when the service is performed, there are no significant obligations remaining, the sales price is determinable and collectability is reasonably assured.

Licensing fees are recognized ratably over the period of the licensing term, once the service is delivered, following agreement of fees and contractual arrangements and when the collection of amounts due is considered to be reasonably assured. Cash received in excess of the revenue recognized is deferred.

#### **i) Inventory**

Inventories are valued at the lower of cost or net realizable value. Cost is determined on a first-in, first-out basis. Inventory consists of finished goods. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. In establishing any impairment of inventory, management estimates the likelihood that inventory carrying values will be affected by changes in market demand which would impair the value of inventory on hand.

#### **j) Use of estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and

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disclosure of contingent assets and liabilities as at the date of the balance sheets as well as the reported amounts of revenues, expenses, and cash flows during the periods presented. Such estimates relate primarily to unsettled transactions and events as of the date of the financial statements. Actual results could differ materially from estimated amounts.

Amounts recorded for amortization are based on the estimated lives of property, plant and equipment. Stock-based compensation is based upon expected volatility and option life estimates. The provision for income taxes is based on judgments in applying income tax law and estimates on the timing, likelihood and reversal of temporary differences between the accounting and tax basis of assets and liabilities. Valuation of the accounts receivable are based on assumptions regarding collectability. Valuation of goodwill is based on assumptions regarding recoverability of the recorded amount. These estimates are subject to measurement uncertainty and changes in these estimates could materially impact the financial statements of future periods.

**k) Share-based compensation plans**

The Company offers stock-based compensation to key employees and non-executive directors as described below. The Company accounts for the performance of the stock option plan, which calls for settlement by the issuance of equity instruments, using the fair value method. Under the fair value method, compensation cost attributed to the options to employees is measured at fair value at the grant date and amortized over the vesting period. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting period.

Compensation cost is recognized so that each tranche in an award with graded vesting is considered a separate grant with a different vesting date and fair value. No compensation cost is recognized for options that employees forfeit if they fail to satisfy the service requirement for vesting. Share-based payment expense relating to cash-settled awards, including share appreciation rights is accrued at the fair value of the liability. Until the liability is settled, the Company re-measures the fair value at the end of each reporting period and at the date of settlement, with any changes in fair value recognized in profit or loss for the period.

The Company accounts for deferred share units granted to its non-management directors based on the fair value of the equity instruments. When options are exercised, the proceeds received by the Company, together with the fair value amount in contributed surplus, are credited to capital stock.

**l) Impairment**

- (i) Financial assets  
Financial assets not carried at fair value through profit or loss are assessed for impairment at each reporting date by determining whether there is objective evidence that indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.
- (ii) Non-financial assets  
The carrying amounts of the Company's non-financial assets other than inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is

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estimated. For goodwill and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other groups of assets. Cash-generating units to which goodwill has been allocated reflects the lowest level at which goodwill is monitored for internal reporting purposes.

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in net loss. Impairment losses recognized in respect of the cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

**m) Transaction Costs**

Transaction costs, other than in respect of financial assets held for trading which are expensed as incurred, are added to the initial fair value of the acquired financial asset or financial liability. The Company has selected this method as it believes that this results in a better matching of the transaction costs with the periods benefiting from the transaction costs.

**n) Goodwill**

Goodwill is recognized as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquired, less the fair value of the net identifiable assets acquired and liabilities assumed, as of the acquisition date. Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses.

Goodwill acquired through a business combination is allocated to each cash-generating unit ("CGU"), or a group of CGUs, that are expected to benefit from the related business combination. A group of CGUs represents the lowest level within the entity at which the goodwill is monitored for internal management purposes, which is not higher than an operating segment.

**o) Allowance for doubtful accounts**

The Company provides an allowance for doubtful accounts when management estimates collectability to be uncertain. Accounts receivable are continually reviewed to determine which, if any, accounts are doubtful of collection. In making the determination of the appropriate allowance amount, the Company considers current economic and industry conditions, relationships with each significant customer, overall customer credit-worthiness and historical experience. If events indicate that specific receivable balances may be impaired, further consideration is given to those

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balances and the allowance is adjusted accordingly. Accounts are written off when the Company's efforts to collect are unsuccessful. During the three month period ended September 30, 2011, the Company recorded an allowance for doubtful accounts of \$Nil (2010 - \$Nil).

**p) Provisions**

Provisions for legal or constructive obligations are recognized when the Company has a present legal or constructive obligation that has arisen as a result of a past event and it is probably that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

**q) Financial instruments**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

At initial recognition, the company classifies its financial instruments in the following categories depending on the purposes for which the instruments were acquired:

- (i) Financial assets and liabilities at fair value through profit and loss:  
A financial asset or liability is classified in this category if acquired principally for the purpose of selling or repurchasing in the short-term. Derivatives are also included in this category unless they are designated as hedges.

Financial instruments in this category are recognized initially and subsequently at fair value. Transaction costs are expensed in the statement of operations. Gains and losses arising from changes in fair value are presented in the statement of operations within other gains and losses in the period in which they arise.

Financial assets and liabilities at fair value through profit or loss are classified as current except for the portion expected to be realized or paid beyond twelve months of the balance sheet date, which is classified as non-current.

- (ii) Loans and receivables:  
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The company's loans and receivables are comprised of trade and other receivables, contract work-in-progress, and cash and cash equivalents, and are included in current assets due to their short-term nature. Loans and receivables are initially recognized at the amount expected to be received less, when material, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.

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- (iii) Financial liabilities at amortized cost:  
Financial liabilities at amortized cost include trade payables and accrued liabilities, deferred revenue, and debt. Financial liabilities are initially recognized at the amount required to be paid less, when material, a discount to reduce the payables to fair value. Subsequently, financial liabilities are measured at amortized cost using the effective interest method.

Financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.

- (iv) Share capital:  
Share capital is classified as equity. Incremental costs directly attributable to the issue of shares and share options are recognized as a deduction from equity. When share capital is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented as a deduction from equity. When treasury shares are subsequently reissued, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to or from retained earnings.

**r) Trade and other receivables**

Trade and other receivables are stated at their amortized cost less impairment losses. A provision for impairment is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the customer, probability that the customer will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired. Receivables with a short-term duration are not discounted.

**s) Earnings (loss) per share:**

Basic earnings (loss) per share is computed using the weighted average number of common shares outstanding during the period, adjusted for treasury shares. Diluted earnings per share is calculated using the treasury stock method. Under the treasury stock method, the dilution is calculated based upon the number of common shares issued should "in the money" options, if any, be exercised. When the effects of outstanding stock based compensation arrangements would be anti-dilutive, diluted loss per share is not calculated.

**t) Future accounting pronouncements**

All accounting standards effective for periods beginning on or after January 1, 2011 have been adopted as part of the transition to IFRS. The following new accounting pronouncements have been issued but are not effective and may have an impact on the Company: As of January 1, 2013, the Company will be required to adopt IFRS 9, *Financial Instruments ("IFRS 9")*, which is the result of the first phase of the IASB's project to replace IAS 39, *Financial Instruments: Recognition and Measurement*. The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. The adoption of this standard is not expected to have a material impact on the Company's financial statements.

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**Note 3 – Revenue**

The Company generated revenue from merchandize resale, advertising and service and maintenance fees during the nine-month period ended September 30, 2011.

During the nine-month period ended September 30, 2011, the Company recognized \$14,694,931 of revenue from the merchandize sales in China (same period in 2010: \$13,189,072). Within this amount, \$14,694,931 (same period in 2010: \$13,132,326) was generated by Beijing Xingchang Xinda Technology Development Co., Ltd. ("XCXD"), a subsidiary in China.

XCXD did not have advertising revenue during the nine-month period ended September 30, 2011 (same period in 2010: \$134,205). Advertising fee is charged to advertiser who posts advertisement on websites and online stores operated by the Company in China or those who use the Company's advertising service.

The Company recorded \$441,497 (same period in 2010: \$368,757) of revenue from service and maintenance fees during the nine-month period ended September 30, 2011. Within this amount, \$356,971 (same period in 2010: \$257,752) was made by XCXD. This revenue is mainly generated from software development and maintenance services.

**Note 4– Restricted Cash**

The Company's subsidiary Beijing Xingchang Xinda Technology Development Co., Ltd ("XCXD") is required to maintain a deposit of RMB 2,000,000 (equivalent to \$325,600 as of September 30, 2011 and equivalent to \$362,160 as of December 31, 2010) with its financial institution for its short term loan account. The restricted cash earns interest at the prime rate (3.10% for savings in 2011 and 2010) and is redeemable when the loan is paid off.

The company has pledged cash, RMB10million (equivalent to \$1,628,000 as of September 30, 2011), as security deposit pledge for two counter-guarantee contracts. The first counter-guarantee contract incorporates two already-signed contracts as the basis: (1) standard bank RMB10M loan contract between XCXD and Communication Bank - "Main Contract", and (2) standard guarantor appointment contract between XCXD and China Fortune Investment Guarantee Company (CFIG) to appoint CFIG as XCXD's guarantor - "Guarantor Appointment Contract". The second counter-guarantee contract incorporates two already-signed contracts as the basis: (1) standard bank RMB10M loan contract between XCXD and China Construction Bank - "Main Contract", and (2) standard guarantor appointment contract between XCXD and China Fortune Investment Guarantee Company (CFIG) to appoint CFIG as XCXD's guarantor - "Guarantor Appointment Contract".

In summary, XCXD will provide a counter-guarantee to CFIG for CFIG being the guarantor of the bank loans in order to ensure the fulfillment of the two Main Contracts (RMB20M loans) and the Guarantor Appointment Contracts. XCXD will pledge the collateral (RMB5M to each contract) to CFIG, as a counter-guarantee for the responsibility and obligation for XCXD to fulfill the contracts.

**Note 5 – Amounts Receivable**

	September 30, 2011	December 31, 2010
Accounts receivable	\$ 1,182,863	\$ 1,634,684
Miscellaneous receivable	13,121	3,110
Total amounts receivable	<u>\$ 1,195,984</u>	<u>\$ 1,637,794</u>

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### **Note 6 – Inventory**

	<b>September 30, 2011</b>		<b>December 31, 2010</b>	
Finished Goods	\$	2,589,534	\$	2,132,097

### **Note 7 - Capital Assets**

	<b>September 30, 2011</b>			<b>December 31, 2010</b>		
	Cost	Accumulated Depreciation	Net	Cost	Accumulated Depreciation	Net
Computer Hardware	\$ 333,793	\$ 103,028	\$ 230,765	\$ 261,788	\$ 103,659	\$ 158,129
Fixtures	5,988	3,096	2,892	22,872	11,102	11,770
Leasehold Improvement	179,926	81,378	98,548	170,918	49,065	121,853
	\$ 519,707	\$ 187,502	\$ 332,205	\$ 455,578	\$ 163,826	\$ 291,752

During the nine-month period ended September 30, 2011, the Company recorded depreciation of \$121,676 (same period in 2010 - \$58,321). In January, 2011, XCXD has used \$148,500 to acquire new servers, computers and data storage equipment to update and increase capacity to deal with potential increase in trade volume. XCXD has written off \$28,570 of its computer equipment purchased in 2007 with a disposal value of \$1,450. On June 30, 2011, Fireswirl Systems Inc office lease ended and the company has written off \$17,323 of its office furniture and equipment with a disposal value of \$7,080 offset by a cash proceed of \$1,800. In August, 2011, XCXD has sold computer equipments to one of its business partner at net book value of \$62,847.

### **Note 8 - Goodwill**

	<b>2011</b>
Balance, January 1, 2008	\$ -
Acquisition of XCXD on October 1, 2009	306,926
Balance, December 31, 2009 and 2010	\$ 306,926
Change in Q1, 2011	\$ -
Change in Q2, 2011	\$ -
Change in Q3, 2011	\$ -
<b>Balance, September 30, 2011</b>	<b>\$ 306,926</b>

### **Note 9 – Net Income attributable to non-controlling Interest (NCI)**

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Balance – September 30, 2009	\$	-
Acquisitions on October 1, 2009		186,519
Net income attributable to non-controlling interest - Q4 2009		315,973
Balance – December 31, 2009		502,492
Net income attributable to non-controlling interest - 2010		11,564
Balance – December 31, 2010	\$	514,056
Net income attributable to non-controlling interest - Q1 2011		2,267
Net income attributable to non-controlling interest - Q2 2011		(186,930)
Net income attributable to non-controlling interest - Q3 2011		110,335
Balance – September 30, 2011	\$	439,728

The Company's foreign subsidiary XCXD realized net gain of \$220,669 and a net loss of \$148,657 for the three-month and nine-month period ended September 30, 2011 (same periods in 2010 – net income of \$50,001 and \$248,384). Based on the Company's ownership of 50%, the remaining 50% of non controlling interest of net gain \$110,335 and net loss \$74,329 (2010: net income \$25,001 and \$124,192) for the three-month and nine-month period ended September 30, 2011 was deducted from and added back to (2010 deducted from) the net income.

**Note 10 - Accounts Payable and Accrued Liabilities**

Accounts payable and accrued liabilities as of September 30, 2011 consisted of accounts payable and accrued expenses, wages and vacation payable, payroll remittances and customer deposits.

	September 30, 2011	December 31, 2010
Accounts payable and accrued expenses	\$ 1,199,459	\$ 638,500
Wages and vacation payable	1,295	7,166
Payroll remittances	658	1,453
Sales Tax Payable	17,698	3,351
Customer deposits	0	5,137
Total accounts payable and accrued liabilities	\$ 1,219,110	\$ 655,607

**Note 11 - Short Term Loan**

Continuity	2011	2010
Balance, January 1	\$ 3,300,937	\$ 1,199,756
Foreign exchange	\$ 260,313	\$ 664
Short term loans received	1,973,950	1,385,100
Repayment of principals	(651,200)	(430,920)
Balance, September 30	\$ 4,884,000	\$ 2,154,600
Foreign exchange		\$ (42,001)
Short term loans received		1,188,338
Repayment of principals		
<b>Balance, December 31</b>		<b>\$ 3,300,937</b>

# **FIRESWIRL TECHNOLOGIES INC.**

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<b>Outstanding balance at:</b>		<b>2011</b>		<b>2010</b>
a) Short term loan received on May 27, 2009	\$	1,628,000	\$	1,188,337
b) Short term loan received on September 16, 2010		-		603,600
c) Short term loan received on October 9, 2010		1,628,000		1,509,000
d) Short term loan received on February 18, 2011		1,628,000		
	\$	4,884,000	\$	3,300,937

As at September 30, 2011, the Company had total short term loans outstanding of RMB30,000,000 (equivalent to \$4,884,000). As of December 31, 2010, the Company had total short term loans of RMB 21,875,000 (equivalent to \$3,300,937). The outstanding short term loans were comprised of the following facilities:

a) On May 27, 2009, RMB 5,000,000 (equivalent to \$770,000 as of December 31, 2009) was received from Standard Chartered Bank. The loan bears variable interest at prime plus 1.25% per annum. This loan is revolving every six months. During the year ended December 31, 2010, the Company made a repayment of RMB1,000,000 (equivalent to \$152,219) in June 2010. On September 22, 2010, the agreement has been renewed to September 21, 2015 and extended the loan limit to RMB10,000,000 (equivalent to \$1,539,000 as of September 30, 2010) with 90 day revolving credit and it bears variable interest rate at prime plus 1.25% per annum. The outstanding loan balance is RMB 10,000,000 (equivalent to \$1,628,000) as of September 30, 2011 (December 31, 2010 – RMB 7,875,000 equivalent to \$ 1,188,338).

b) On September 16, 2010, RMB 4,000,000 (equivalent to \$615,600 as of September 30, 2010) was received from Bank of Beijing. The loan has a term of one year and bears variable interest at prime rate times 1.3 per annum. Quarterly interest payment applies and the principal amount is due at the end of the loan period on September 16, 2011. As of September 30, 2011, this loan has been fully repaid.

c) On October 9, 2010, RMB10,000,000 (equivalent to \$1,509,000 as of December 31, 2010) was received from Bank of Communications. The loan has a term of one year and bears variable interest at prime rate times 1.2 per annum. Monthly interest payment applies and the principal amount is due on October 8, 2011. As of September 30, 2011, the outstanding loan balance is RMB10,000,000 (equivalent to \$1,628,000 as of September 30, 2011).

d) On February 18, 2011, RMB10,000,000 (equivalent to \$1,485,000 as of March 31, 2011) was received from the China Construction Bank. The loan has a term of one year and bears fixed interest at 6.06% per annum. Monthly interest payment applies and the principal amount is due on February 17, 2012. As of September 30, 2011, the outstanding loan balance is RMB10,000,000 (equivalent to \$1,628,000 as of September 30, 2011).

The prime rate for short term loans in China was 5.31% in 2009 and from January 1, 2010 to October 20, 2010. The People's Bank of China announced an increase of 0.25% in its benchmark interest rate which resulted in a prime rate of 5.56% as of October 20, 2010 and on December 26, 2010, another 0.25% was raised which resulted in a prime rate of 5.81%. The benchmark interest rate has raised 0.25% on February 8, 2011 and 0.25% on April 6, 2011. As of September 30, 2011, the benchmark interest rate is at 6.56% as it has raised 0.25% on July 6, 2011.

During the three-month and nine-month period ended September 30, 2011, the Company recorded total interest expense on short term loan of \$90,360 and \$239,574 (same period in 2010 - \$22,401 and \$47,368) offset by \$22,350 (RMB150,000) in quarter two, a government subsidy for business on interest expense was received in May, 2011 for interest expensed in 2010.

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**Note 12 - Long Term Loan**

As at September 30, 2011, the Company had the following long-term loan outstanding:

RMB 800,000 (equivalent to \$130,240 as of September 30, 2011) was received from Standard Chartered Bank in China on April 27, 2009. The loan bears interest at 21% and repayable in 36 monthly installments at approximately \$4,600 per month starting from May 27, 2009 to April 27, 2012. The carrying value of the loans are approximately RMB196,954 (equivalent to \$32,064) as of September 30, 2011 (December 31, 2010 – RMB 417,455 equivalent to \$62,994). This amount is due within one year and classified as a current liability as of September 30, 2011 (December 31, 2010 – RMB 301,990 equivalent to \$45,570). There is no remaining loan balance to record as long term loan as of September 30, 2011 (December 31, 2010 - RMB115,465 equivalent to \$17,424).

During the three-month period and nine-month period ended September 30, 2011, \$1,992 and \$7,624 (same periods in 2010 - \$3,048 and \$13,122) of interest paid on the long-term loan was recognized in expenses.

**Note 13 - Share Capital**

The authorized share capital of the Company is an unlimited number of common shares without par value.

	Number of Shares	Share Capital	Reserves	
			Warrants	Options
<b>Balance, December 31, 2008</b>	25,302,612	\$ 5,186,310	\$ 2,606,979	\$ 689,803
Shares issued to XCXD on October 1, 2009	6,058,673	424,107		
Fair value of options granted in 2008 and vested in 2009				17,270
Fair value of options granted on January 2, 2009				8,000
Fair value of options granted on November 10, 2009				9,346
<b>Balance, December 31, 2009</b>	31,361,285	\$ 5,610,417	\$ 2,606,979	\$ 724,419
Fair value of options granted on November 10, 2009				7,055
Shares issued by private placement on June 17, 2010	7,000,000	350,000		
-Issuance cost		(5,152)		
<b>Balance, December 31, 2010</b>	38,361,285	\$ 5,955,265	\$ 2,606,979	\$ 731,474
Shares issued by private placement on April 28, 2011	6,100,000	650,953	145,102	
-Issuance cost		(22,871)		
Fair value of options granted on August 29, 2011				17,930
Options exercised	180,000	23,200		(7,200)
Options forfeited		88,460		(88,460)
<b>Balance, September 30, 2011</b>	44,641,285	\$ 6,695,007	\$ 2,752,081	\$ 653,744

On June 17, 2010, the Company completed a private placement for 7,000,000 common shares at a price of \$0.05 per share for total gross proceeds of \$350,000. All shares issued with respect to the private placement are subject to a hold period that expires four months and a day from the closing. In connection with the private placement, the Company paid legal fees of \$5,152 as share issuance costs.

On April 28, 2011, the Company completed another private placement for 6,100,000 common shares at a price of \$0.13 per share for total gross proceeds of \$793,000. Each Unit consisted of one common share (a "Share") and one-half of a share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder to purchase one Share at a price of \$0.19 for a period of one

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year from the date of issue. All shares issued with respect to the private placement are subject to a hold period that expires four months and a day from the closing. In connection with the private placement, the Company paid legal fees of \$7,041 and a cash commission \$12,740, equal to 7% of the gross proceeds derived from the sale of units placed by each of Mackie Research Capital Corporation ("Mackie") and Raymond James Ltd. In addition, the Company issued to Mackie the number of compensation warrants representing 5% of the number of units placed by Mackie. These are all under share issuance costs.

**Stock option plan**

The Company has established three stock option plans under which stock options to purchase common shares may be granted to directors, officers and employees of the Company and to any other person or Company permitted by the applicable regulatory authorities to purchase unissued common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the plan shall not exceed 10% of the common shares of the corporation.

	2011		2010	
	Number of options	Weighted average exercise price (\$)	Number of options	Weighted average exercise price (\$)
Outstanding, beginning of year	1,590,000	0.26	1,590,000	0.26
Issued	400,000	0.15		
Exercised	(180,000)	0.09		
Forfeited	(531,000)	0.33	-	-
Outstanding, September 30	1,279,000	0.22	1,590,000	0.26
Exercisable, September 30	1,079,000	0.23	1,385,000	0.29

On January 2, 2009, the Company granted 200,000 new options at an exercise price of \$0.12 to one of its officers. These granted options vested 50% immediately and 50% to be vested in one year. The options are exercisable over 5 years. The grant date fair value of options was \$0.04.

On November 10, 2009, the Company granted 410,000 new options at an exercise price of \$0.05 to its employees, officers and directors. Granted options vested 50% immediately and 50% to be vested in one year. The options are exercisable over 5 years. The grant date fair value of options was \$0.04.

On August 29, 2011, the Company granted 400,000 new options at an exercise price of \$0.15 to its employees, officers and directors. Granted options vested 50% immediately and 50% to be vested in one year. The options are exercisable over 5 years. The grant date fair value of options was \$0.08.

Amount forfeited is due to the cancellation of consulting services with consultants, the termination of employment during the vesting period or in the case options vested, options were out of the money and fully vested option expired.

There were 400,000 options being granted, 531,000 options forfeited and 180,000 options were exercised during the nine-month period ended September 30, 2011.

# FIRESWIRL TECHNOLOGIES INC.

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Exercise Price (\$)	Options Outstanding		Options Exercisable	
	Number of options	Weighted average remaining life (Years)	Number of options	Weighted average remaining life (Years)
0.05	180,000	3.12	180,000	3.37
0.15	400,000	4.92	200,000	4.92
0.30	699,000	1.63	699,000	1.63
	1,279,000	2.86	1,079,000	2.53

### Assumptions

The fair value of the options and warrants has been estimated by using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	1.30 - 3.85%
Dividend yield	-
Volatility	80% - 150%
Expected life	1 year to 5 years

### Warrants

Pursuant to the term of a non brokered private placement on February 22, 2007, the Company issued 2,250,000 share purchase warrants with an exercise price of \$1.25 exercisable over two years. The warrants included a forced conversion clause that will come into effect if the price of the underlying shares exceeds \$1.50 for a period of 30 consecutive trading days. 2,250,000 of warrants expired on February 22, 2009.

Pursuant to the term of the private placement took place on April 28, 2011, the Company issued 3,100,000 share purchase warrants with an exercise price of \$0.19 exercisable for a period of one year from the date of issue. Within the warrants issued, 50,000 warrants were issued to Mackie Research as part of the finder's fee.

### Note 14 - Related Party Transactions

The Company had the following transactions with directors and officers of the Company:

	Three months ended		Nine months ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
Short-term employee benefits				
- Salaries and severance	\$ 42,900	\$ 66,743	\$ 132,215	\$ 196,406
- Professional fees	18,000	15,750	49,500	46,750
- Director fees	4,000	2,200	8,400	6,600
	\$ 64,900	\$ 84,693	\$ 190,115	\$ 249,756
Share-based payments	11,655	1,250	11,655	2,500
	\$ 76,555	\$ 85,943	\$ 201,770	\$ 252,256

Short-term employee benefits correspond to the amounts paid during the year and share-based payments correspond to the amounts recorded as expenses. During the nine-month period ended September 30, 2011, the Company paid \$132,215 (same period in 2010: \$196,406) in salaries to

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its management. Also, the Company paid \$49,500 (same period in 2010: \$46,750) in professional fees to one of its officers and paid \$8,400 (same period in 2010: \$6,600) as director fees.

	September 30, 2011	December 31, 2010	September 30, 2010
Accounts payable	\$ 29,008	\$ 17,181	\$ 48,592
Due to Shareholders of Fireswirl Technologies Inc.	162,686	73,923	
Due to Shareholders of XCXD	1,058,200	313,485	567,636
	\$ 1,249,894	\$ 404,589	\$ 616,228

As of September 30, 2011, the accounts payable balance included \$29,008 (September 30, 2010: \$48,592) incurred from regular operational expenses outstanding to officers of the company. As of September 30, 2011, the Company also had \$162,688 (September 30, 2010: \$nil) due to a shareholder of Fireswirl Technologies Inc. and \$1,058,200 (September 30, 2010: \$567,636) due to a shareholder of XCXD.

All of the above transactions were in the normal course of operations and are measured and recorded at the exchange amount of consideration established and agreed to by the related parties.

**Note 15 - Segmented Information**

The Company's sales revenues are allocated to geographic segments as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
China	\$ 5,933,468	\$ 4,728,990	\$ 15,061,999	\$ 13,586,324
United Kingdom	11,795	-	19,683	70,997
USA	12,218	14,837	54,746	34,713
	\$ 5,957,481	\$ 4,743,827	\$ 15,136,428	\$ 13,692,034

No customer accounted for greater than 10% of the Company's sale during the nine-month period ended September 30, 2011 and September 30, 2010.

The Company's long-term assets are located in Canada and China at September 30, 2011 as follows:

	China	Canada	Total
Capital Assets	\$ 328,359	\$ 3,846	\$ 332,205
Goodwill	306,926		306,926
Deferred development	19,176		19,176
Total	\$ 654,461	\$ 3,846	\$ 658,307

The Company's long-term assets are located in Canada and China at December 31, 2010 as follows:

	China	Canada	Total
Capital Assets	\$ 281,792	\$ 9,960	\$ 291,752
Goodwill	306,926		306,926
Deferred development	19,176		19,176
Total	\$ 607,894	\$ 9,960	\$ 617,854

**Note 16 - Credit Risk and Financial Instruments**

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**Credit risk**

The Company grants credit to its customers in the normal course of business. Credit evaluations are performed on a regular basis and the financial statements take into account an allowance for bad debts. The business also depends on new customers using the product and there is additional risk when credit is granted to new and unproven customers. Credit evaluations are also performed on new customers.

There were no overdue accounts receivables outstanding as of September 30, 2011. As at September 30, 2011, there are three individual balances over 10% of the total AR Balance which accounted for \$1,002,768 (equivalent to RMB6,159,511) while as at December 31, 2010, \$1,165,746 (RMB7,725,287) due from one customer balance over 10% of the total AR Balance was included in the balance of accounts receivable.

**Currency risk**

Foreign currency exchange rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company uses the Canadian dollar as its reporting currency for these consolidated financial statements. The Company operates internationally, giving rise to exposure to market risks from changes in foreign exchange rates. The Company currently does not use derivative instruments to hedge its exposure to those risks. Most of the Company's businesses are organized geographically so that many of its expenses are incurred in the same currency as its revenues thus mitigating some of its exposure to currency fluctuations.

	September 30, 2011	December 31, 2010	September 30, 2010
US dollars:			
- Cash and cash equivalents	\$8,041(US\$7,740)	\$64(US\$64)	\$992(US\$963)
- Accounts receivable	\$9,359(US\$9,009)		\$14,442(US\$14,025)
Hong Kong Dollars			
- Cash and cash equivalents	\$19,759(HK\$148,010)	\$5,726(HK\$44,657)	\$2,023(HK\$15,245)
China Yuan Renminbi			
- Cash and cash equivalents	\$554,372(¥3,349,949)	\$776,670(¥5,146,918)	\$822,817(¥5,346,439)
- Restricted cash	\$1,953,600(¥12,000,000)	\$362,160(¥2,400,000)	\$307,800(¥2,000,000)
United Kingdom Pounds			
- Accounts receivable	\$3,960(£2,500)		\$2,023(£1,303)

**Foreign currency sensitivity analysis**

The Company is mainly exposed to fluctuations in the Chinese RMB, US dollar and HK dollar. The major currency exposures, as of September 30, 2011, are summarized in Canadian dollar equivalents in the following table. The local currency amounts have been converted to Canadian dollar equivalents using the year end exchange rates.

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	Chinese RMB in CAD	US dollar in CAD	HK dollar in CAD
Cash	\$ 545,372	\$ 8,041	\$ 19,759
Restricted cash	1,953,600	-	-
Accounts Receivable	1,170,099	9,359	-
Other financial assets	2,104,671	-	56,357
Accounts payable and accrued liabilities	(1,058,822)	-	(108,024)
Other financial liabilities	(4,916,064)	-	-
Shareholder loans	(1,058,200)	-	(162,687)
Net financial assets	\$ (1,259,344)	\$ 17,400	\$ (194,595)

The following table details the Company's sensitivity, with regards to the above net asset position, to a 1% strengthening of the Chinese RMB, US dollar and HK dollar, against the Canadian dollar. The sensitivity analysis includes foreign currency denominated monetary assets and liabilities and adjusts their translation at period end for a 1% change in foreign currency rates. For a 1% weakening against the Canadian dollar, there would be an equal and opposite impact on net income and comprehensive income.

	Chinese RMB in CAD	US dollar in CAD	HK dollar in CAD
Net income	\$ (12,593)	\$ 174	\$ (1,946)
Comprehensive income	\$ (12,593)	\$ 174	\$ (1,946)

### Fair Value

Fair value is the amount at which a financial instrument could be exchanged between willing parties based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on present value and other valuation techniques using rates that reflect those that the Company could currently obtain, on the market, for financial instruments with similar terms, conditions and maturities.

The fair value hierarchy established by CICA Handbook Section 3862 – Financial Instruments – Disclosures (“Section 3862”) establishes three levels to classify the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e., quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The Company's financial instruments include cash, accounts receivable, HST recoverable, deposits and prepayments, accounts payable and accrued liabilities, short term loans, loans from shareholders, and long-term loans.

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The fair value of accounts receivable, deposits and prepayments, loan receivable, accounts payable and accrued liabilities, and short term loans is approximately equal to their carrying values due to their short-term maturity.

The fair value of long-term loan approximates its amortized costs using the effective interest method.

The fair value of loan from shareholders could not be determined as there are no fixed terms of repayment.

The following table is a classification of fair value measurements recognized using a fair value hierarchy that reflects the significance of the inputs used in making the measurements as at September 30, 2011:

Assets	Level 1	Level 2	Level 3	Total
Cash and Cash Equivalents	\$ 669,759	\$ -	\$ -	669,759
Restricted Cash	1,953,600	-	-	1,953,600
Total Financial Assets	\$ 2,623,359	\$ -	\$ -	2,623,359

#### **Interest Risk**

The Company is exposed to interest rate risk on the utilized portion of its credit facilities and does not currently hold any financial instruments that mitigate this risk. Interest rate fluctuations on the current level of borrowings will have significant impact on company's financial position.

#### **Interest risk sensitivity analysis**

Management has completed a sensitivity analysis to estimate the impact on net loss for the period which a change in interest rates during the nine month period ended September 30, 2011 would have had.

This sensitivity analysis includes the following assumption:

- Changes in foreign exchange rate do not cause a change in interest rates.

The impact on net loss of a +/- 5% change in the interest rate is +/- \$7,558 (same period 2010 - +/- \$4,500).

The above results arise primarily as a result of the Company bearing variable interest rates based on the prime rate for the short term loans and long term loan.

#### **Limitations of sensitivity analysis**

The analysis above demonstrates the effect of a change in interest rates in isolation. There is a correlation between a change in interest rates and foreign exchange rate, which if considered could cause the results above to vary.

Additionally, the Company's financial position may vary at the time that a change in either of interest risk or foreign exchange rate occurs, causing the impact on the Company's results to differ from that shown above.

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**Liquidity Risk**

The purpose of liquidity risk management is to maintain a sufficient amount of cash and cash equivalents. Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due or can do so only at excessive cost. The Company's growth is financed through a combination of the cash flows from operations and the issuance of equity. One of management's primary goals is to maintain an optimal level of liquidity through the active management of the assets and liabilities as well as the cash flows.

As at September 30, 2011, the Company has accounts payable and accrued liabilities of \$1,219,110 due within 12 months (December 31, 2010 - \$655,607). As at September 30, 2011 the Company has short term loans of \$4,884,000 (December 31, 2010 - \$3,300,937), see note 11. As at September 30, 2011, the Company is holding cash and cash equivalents of \$669,759 (December 31, 2010 -\$783,699).

The Company reported a comprehensive loss on common shares of \$30,933 and \$638,868 for the three and nine month period ended September 30, 2011 compared to a comprehensive loss on common share of \$272,827 and \$647,453 for the same period of 2010, representing a decrease in loss of 88.7% and 1.3% respectively. The continued improvement of the Company's financial performance increase its ability to achieve profitable cashflow in the near term and strengthen the Company's ability to continue as a going concern.

The continuation of the Company as a going concern is dependent upon its ability to raise additional financing and ultimately attain and maintain profitable operations. To the extent the Company is unable to cover its ongoing cash requirements through operations; the Company expects to raise additional equity financing to cover any shortfall. There can be no assurance that such financing and profitability will occur in the amounts and with terms expected. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying value and classification of assets and liabilities should the Company be unable to continue as a going concern.

In the event that cash flow from operations, if any, together with the proceeds of any future financings, are insufficient to meet the Company's current operating expenses, the Company will be required to re-evaluate its planned expenditures and allocate its total resources in such a manner as the Board of Directors and management deems to be in the Company's best interest. Given the Company's available liquid resources as compared to the timing of the payments of liabilities, access to financing, and improving financial performance, management assesses the Company's overall liquidity risk to be low.

**Note 17 - Commitments and Contingencies**

- (a) The Company's lease obligations with its previous premises under an arrangement expired on June 30, 2011. The Company has signed a new short term lease on July 15, 2011 which will expire on April 29, 2012. The future minimum payment under the operating lease is \$20,349.
- (b) A foreign subsidiary Fireswirl Technologies (Shenzhen) Company Ltd. has a lease obligation of \$1,677 (RMB10,969) per month until the lease expires on September 12, 2012.
- (c) A foreign subsidiary XCXD has a lease obligation of \$10,170 (RMB68,166) per month until the lease expires on December 1, 2013.

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(d) A foreign subsidiary XCXD has signed a one year lease for a warehouse in Beijing (prepaid rent of \$81,400, equivalent to RMB500,000 as at September 30, 2011) on July 12, 2011 with a 61 days rent free period and the lease will expire on September 13, 2012.

**Note 18- Capital Management**

The Company has defined its capital as capital stock, contributed surplus and retained earnings.

The following table summarizes certain information with respect to the Company's capital structure at the end of each period:

	September 30, 2011		December 31, 2010		September 30, 2010	
Shareholder Equity	\$	1,436,267	\$	1,268,021	\$	1,507,862

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, to maintain appropriate cash reserves on hand to support continued operations and shareholder returns, maintain capital structure while keeping capital costs at a minimum, and to invest cash on hand in highly liquid, highly rated financial instruments.

The company is not exposed to externally imposed capital restrictions, and the Company's objectives and strategies described above have not changed since last year. These objectives and strategies are reviewed on a continuous basis.

The Company normally finances its property and equipment purchases with cash.

**Note 19 – Supplemental Disclosure with Respect to Cash Flows**

	Three months months Ended		Nine months Ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
Cash paid during the period for interest	\$92,352	\$26,117	\$247,198	\$58,255
Cash paid during the period for income taxes	\$0	\$35,804	\$4,551	\$94,430

During the nine-month period ended September 30, 2011, Income taxes of \$4,551 were incurred from XCXD's operations in China (same period in 2010 - \$94,430).

There were no significant non-cash transactions during the nine-month period ended September 30, 2011 and 2010.

**Note 20 - Subsequent Event**

There is no subsequent event.

**Note 21 – Comparative Figures**

Certain comparative figures have been reclassified to conform with the current year's presentation.

**Note 22 – Transition to IFRS**

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IFRS 1, First-time Adoption of International Financial Reporting Standards, sets forth guidance for the initial adoption of IFRS. Under IFRS 1, the standards are applied retrospectively at the transitional statement of financial position date with all adjustments to assets and liabilities charged to retained earnings unless certain exemptions are applied. The Company's financial statements for the year ending December 31, 2011 will be the first annual financial statements that comply with IFRS. The first date at which the Company has applied IFRS is January 1, 2010 (the "Transition Date"). IFRS 1 provides certain optional exemptions for the first time IFRS adopters.

(a) IFRS optional exemptions:

(i) Business combinations:

IFRS 1 provides the option to apply IFRS 3, Business Combinations, retrospectively from the Transition Date. The retrospective basis would require restatement of all business combinations that occurred prior to the Transition Date. The Company elected not to retrospectively apply IFRS 3 to business combinations that occurred prior to its Transition Date and such business combinations have not been restated. The Company has elected to apply the requirements of IFRS 3 prospectively from the Transition Date.

(ii) Borrowing costs:

IFRS 1 permits an entity to elect to use the prospective transitional provisions in IAS 23, Borrowing Costs, for prospective application, with an effective date being the later of January 1, 2009 or the IFRS transition date. The Company has elected prospective application as of the Transition Date. Management does not expect this election to have a material impact on the Company.

(iii) Fair value or revaluation as deemed cost:

Under IFRS 1, an entity may elect to measure an item of property, plant and equipment at the date of transition to IFRS at: (a) its fair value and fair value becomes deemed cost for subsequent amortization; or (b) a previous GAAP revaluation before the date of transition to IFRS as deemed cost. The Company has elected to use the Canadian GAAP carrying value as deemed cost on transition to IFRS.

(b) IFRS mandatory exceptions

Estimates – In accordance with the requirements of IFRS 1, hindsight is not used to create or revise estimates. The estimates previously made by the Company under Canadian GAAP were not revised on transition to IFRS except where necessary to reflect any differences in accounting policies.

Reconciliation of Canadian GAAP to IFRS:

Restated financial statements:

As stated in note 2(a), these are the Company's first interim consolidated financial statements prepared in accordance with IFRS.

The accounting policies set out in note 2 have been applied in preparing the interim condensed consolidated financial statements for the three-month period and nine-month ended September 30, 2011, the comparative information presented in these interim condensed consolidated financial

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statements for the three-month period nine-month ended September 30, 2010 and year ended December 31, 2010 and in the preparation of an opening IFRS statement of financial position at January 1, 2010 (the Company's Transition Date).

In preparing the opening IFRS consolidated statement of financial position, the Company has adjusted amounts reported previously in financial statements prepared in accordance with Canadian GAAP. An explanation of how the transition from Canadian GAAP to IFRS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes that accompany the tables.

Reconciliation of consolidated statement of financial position and equity as of September 30, 2010:

	Notes	Previous Canadian GAAP	IFRS adjustments	IFRS reclassification	IFRS
<b>ASSETS</b>					
Current assets					
Cash and cash equivalents		\$ 974,499	\$ -	\$ -	\$ 974,499
Restricted cash		307,800			307,800
Amounts receivable		517,451			517,451
GST/VAT recoverable		13,126			13,126
Deposits and prepayments		1,902,695			1,902,695
Inventory		1,849,674			1,849,674
<b>Total Current Assets</b>		<b>5,565,245</b>	<b>-</b>	<b>-</b>	<b>5,565,245</b>
Capital assets					
Trademark		257,465			257,465
Goodwill		19,176			19,176
		306,926			306,926
<b>TOTAL ASSETS</b>		<b>\$ 6,148,812</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 6,148,812</b>
<b>LIABILITIES</b>					
Current liabilities					
Accounts payable and accrued liabilities		1,137,673			1,137,673
Taxes payable		79,927			79,927
Loan from shareholders		567,636			567,636
Short term loan		2,154,600			2,154,600
Current portion of long term loan		44,119			44,119
<b>Total Current Liabilities</b>		<b>3,983,955</b>	<b>-</b>	<b>-</b>	<b>3,983,955</b>
Long Term Loan		30,311			30,311
Non-controlling interest	e	626,684		(626,684)	-
<b>TOTAL LIABILITIES</b>		<b>4,640,950</b>	<b>-</b>	<b>(626,684)</b>	<b>4,014,266</b>
<b>SHAREHOLDERS' EQUITY</b>					
Common shares		5,951,765			5,951,765
Contributed surplus - warrants	c	2,606,979		(2,606,979)	-
Contributed surplus - options	c	730,569		(730,569)	-
Share-based payments reserve - warrants	c			2,606,979	2,606,979
Share-based payments reserve - options	c			730,569	730,569
Accumulated Other Comprehensive Income/(Loss)	a			(2,982)	(2,982)
Accumulated Deficit	a	(7,781,452)		2,982	(7,778,469)
<b>Total equity attributable to equity holders of company</b>		<b>1,507,862</b>	<b>-</b>	<b>0</b>	<b>1,507,862</b>
Non-controlling interest	e			626,684	626,684
<b>TOTAL EQUITY</b>		<b>1,507,862</b>	<b>-</b>	<b>626,684</b>	<b>2,134,546</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>\$ 6,148,812</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 6,148,812</b>

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**Reconciliation of consolidated statement of comprehensive income for the nine-month period ended September 30, 2010**

	Note	Canadian GAAP	Effects of Transition to IFRS Adjustments	Effects of Transition to IFRS Reclassifications	IFRS
<b>Operating revenues</b>					
Sales Revenue		13,189,072			13,189,072
Advertising Revenue		134,205			134,205
Service Revenue		368,757			368,757
		13,692,034	-	-	13,692,034
Other operating income		-		(440)	(440)
		13,692,034	-	(440)	13,691,594
Cost of good sold	b	12,124,419		(12,124,419)	-
Gross profit		1,567,615	-	12,123,979	13,691,594
<b>Operating expenses</b>					
Change in inventory	b			11,503,055	11,503,055
Delivery charges	b			262,024	262,024
Other related expense	b			359,340	359,340
Amortization		58,321			58,321
Sales and marketing		157,127			157,127
General administration		662,677			662,677
Salaries and benefits		1,051,836			1,051,836
Stock based compensation		6,150			6,150
Bad Debt Expense	b	-			-
Total Operating Expense		1,936,111	-	12,124,419	14,060,530
Other items:					
Interest (expenses)		(58,255)		58,255	-
Other incomes and (losses)		903		(903)	-
Foreign exchange gain (loss)	a	(2,982)		2,982	-
Finance income				1,343	1,343
Finance costs				(58,255)	(58,255)
Income/(Loss) before Income Tax		(428,830)	-	2,982	(425,848)
Income tax recovery (expenses)		(94,431)			(94,431)
Net income		(523,261)	-	2,982	(520,279)
Other comprehensive income					
Foreign exchange currency adjustment	a			(2,982)	(2,982)
Share of loss of equity investment		-			-
Comprehensive income		(523,261)	-	0	(523,261)
Net income attribute to:					
Common shares		(647,453)	-	2,982	(644,471)
Non-controlling interest		124,192			124,192
		(523,261)	-	2,982	(520,279)
Comprehensive income attributable to:					
Common shares		(647,453)	-	0	(647,453)
Non-controlling interest		124,192			124,192
		(523,261)	-	0	(523,261)

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**Reconciliation of consolidated statement of comprehensive income for the three-month period ended September 30, 2010**

	Note	Canadian GAAP	Effects of Transition to IFRS Adjustments	Effects of Transition to IFRS Reclassifications	IFRS
<b>Operating revenues</b>					
Sales Revenue		4,612,967			4,612,967
Advertising Revenue		22,767			22,767
Service Revenue		108,093			108,093
		<u>4,743,827</u>	-	-	<u>4,743,827</u>
Other operating income					-
		<u>4,743,827</u>	-	-	<u>4,743,827</u>
Cost of good sold	b	4,149,944		(4,149,944)	-
Gross profit		<u>593,883</u>	-	<u>4,149,944</u>	<u>4,743,827</u>
<b>Operating expenses</b>					
Change in inventory	b			3,934,968	3,934,968
Delivery charges	b			104,688	104,688
Other related expense	b			110,287	110,287
Amortization		19,611			19,611
Sales and marketing		51,185			51,185
General administration		290,143			290,143
Salaries and benefits		412,557			412,557
Stock based compensation		2,050			2,050
Bad Debt Expense	b	-			-
Total Operating Expense		<u>775,546</u>	-	<u>4,149,944</u>	<u>4,925,489</u>
Other items:					
Interest (expenses)		(26,117)		26,117	-
Other incomes and (losses)		489		(489)	-
Foreign exchange gain (loss)	a	(4,731)		4,731	-
Finance income				489	489
Finance costs	note			(26,117)	(26,117)
Income/(Loss) before Income Tax		<u>(212,021)</u>	-	<u>4,731</u>	<u>(207,290)</u>
Income tax recovery (expenses)		<u>(35,805)</u>			<u>(35,805)</u>
Net income		<u>(247,826)</u>	-	<u>4,731</u>	<u>(243,095)</u>
Other comprehensive income					
Foreign exchange currency adjustment	a			(4,731)	(4,731)
Share of loss of equity investment		-			-
Comprehensive income		<u>(247,826)</u>	-	<u>(0)</u>	<u>(247,826)</u>
Net income attribute to:					
Common shares		(272,827)		4,731	(268,096)
Non-controlling interest		25,001			25,001
		<u>(247,826)</u>	-	<u>4,731</u>	<u>(243,095)</u>
Comprehensive income attributable to:					
Common shares		(272,827)		(0)	(272,827)
Non-controlling interest		25,001			25,001
		<u>(247,826)</u>	-	<u>(0)</u>	<u>(247,826)</u>

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**Notes to reconciliations**

The following narrative explains the significant differences between Canadian GAAP and IFRS policies adopted on transition by the Company:

- (a) Foreign currency translation adjustment:

Opening currency translation adjustment ("CTA") balance:

Retrospective application of IFRS would require the Company to determine cumulative translation differences in accordance with IAS 21, The Effects of Changes in Foreign Exchange Rates, from the date a subsidiary was acquired. IFRS 1 permits cumulative translation gains and losses to be reset to zero at the Transition Date. The Company has chosen to apply this exemption and has eliminated the cumulative translation difference and adjusted retained earnings by the same amount at the Transition Date, January 1, 2010.

- (b) Expenses by nature:

Previously, Canadian GAAP did not provide the same level of specificity of expense analysis. IFRS-IASB requires that expenses be presented using either a nature approach or a function approach; the Company has selected the nature approach.

- (c) Reclassification of contributed surplus:

The company grants stock options to certain directors and certain employees of the Company as an element of compensation. In accordance with Canadian GAAP, the grant date fair value of such options is recognized as compensation expense over the related service period with a corresponding increase in contributed surplus.

In accordance with IFRS, contributed surplus does not arise as a result of the granting of stock options. Accordingly, contributed surplus related to stock options has been reclassified to "Share-based payments reserve" which is a separate component of equity. The reclassification of this balance had no impact on net equity as at transition to IFRS.

- (d) Adjustments to statement of cash flows:

The transition from Canadian GAAP to IFRS had no significant impact on cash flows generated by the Company.

- (e) Non-controlling interest:

Under IFRS, non-controlling interest in the consolidated balance sheet is classified as equity and is presented separately from equity attributable to equity holders of the Company.