

Cardinal Factor Corporation

Interim Consolidated Financial Statements

October 31, 2002

Cardinal Factor Corporation

Consolidated Balance Sheets

(unaudited)

	Note	October 31, 2002	January 31, 2002 (audited)
Assets			
Current			
Accounts receivable		\$ 9,269	\$ 3,294
Prepaid expenses		3,865	3,865
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		13,134	7,159
Property, plant and equipment	3	10,870	14,996
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		\$ 24,004	\$ 22,155

Liabilities

Current			
Bank indebtedness	4	\$ 41,347	\$ 49,399
Accounts payable and accrued liabilities		120,050	66,620
Loan payable	5	5,000	-
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		166,397	116,019

Shareholders' Deficiency

Capital stock	6	384,137	384,137
Deficit		(526,530)	(478,001)
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		(142,393)	(93,864)
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		\$ 24,004	\$ 22,155

Approved by the Board _____ Director _____ Director

See accompanying notes.

Cardinal Factor Corporation

Consolidated Statements of Operations and Deficit

(unaudited)

	Three Months Ended October 31		Nine Months Ended October 31		Period from Incorporation (March 16, 2000) to October 31, 2002
	2002	2001	2002	2001	
Revenue	\$ 14,915	\$ 5,882	\$ 56,701	\$ 12,016	\$ 78,115
Expenses					
Website, consulting and development	15,276	42,482	42,022	86,032	248,163
Professional fees	1,194	11,261	17,661	32,180	105,530
Occupancy costs	327	8,791	19,019	24,694	64,978
Office and administrative	5,082	32,554	9,686	53,545	63,654
Transfer agent and shareholder costs	4,112	-	12,715	-	54,884
Amortization	886	2,276	4,127	4,862	15,073
	26,877	97,364	105,230	201,313	552,282
Loss before write-down of goodwill	(11,962)	(91,482)	(48,529)	(189,297)	(474,167)
Write-down of goodwill	-	-	-	-	52,363
Net loss	(11,962)	(91,482)	(48,529)	(189,297)	(526,530)
Deficit at beginning of period	(514,568)	(302,581)	(478,001)	(204,766)	-
Deficit at end of period	\$(526,530)	\$(394,063)	\$(526,530)	\$(394,063)	\$(526,530)
Net loss per share	\$ (0.001)	\$ (0.005)	\$ (0.002)	\$ (0.011)	

See accompanying notes.

Cardinal Factor Corporation

Consolidated Statements of Cash Flows

(unaudited)

	Three Months Ended October 31		Nine Months Ended October 31		Period from Incorporation (March 16, 2000) to October 31, 2002
	2002	2001	2002	2001	
Cash flows from operating activities					
Net loss for period	\$ (11,962)	\$ (91,482)	\$ (48,529)	\$(189,297)	\$(526,530)
Add items not affecting cash					
Amortization	886	2,276	4,127	4,862	15,073
Non-monetary transaction	-	-	-	-	6,500
Write-down of goodwill	-	-	-	-	52,363
	(11,076)	(89,206)	(44,402)	(184,435)	(452,594)
Changes in non-cash working capital items					
Accounts receivable	(816)	(2,813)	(5,975)	(2,813)	(9,269)
Prepaid expenses	-	-	-	-	(3,865)
Accounts payable and accrued liabilities	17,827	(5,327)	53,429	(36,652)	108,466
	5,935	(97,346)	3,052	(223,900)	(357,262)
Cash flows from investing activities					
Purchase of capital assets	-	(2,821)	-	(2,821)	(16,652)
Acquisition, net of cash acquired	-	-	-	-	(50,069)
	-	(2,821)	-	(2,821)	(66,721)
Cash flows from financing activities					
Advances in loans payable	-	-	5,000	-	5,000
Issuance of capital stock	-	68,750	-	221,000	377,636
	-	68,750	5,000	221,000	382,636
Increase (decrease) in cash during the period	5,935	(31,417)	8,052	(5,721)	(41,347)
Bank indebtedness at beginning of period	(47,282)	(5,834)	(49,399)	(31,530)	-
Bank indebtedness at end of period	\$ (41,347)	\$ (37,251)	\$ (41,347)	\$ (37,251)	\$ (41,347)

See accompanying notes.

Cardinal Factor Corporation

Notes to Consolidated Financial Statements

October 31, 2002

(unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

The financial statements of Cardinal Factor Corporation ("Cardinal" or the "Company") 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.

Since inception, the Company has incurred losses and has negative working capital.

The Company's ability to continue as a going concern depends on its ability to generate sufficient cash flows through successful completion of its development programs and to finance its cash requirements through equity financing. It is not possible to predict the outcome of future development programs or the Company's ability to fund its cash requirements over the term of its development stage. These financial statements do not reflect any adjustments that would be necessary if the going concern basis were not appropriate.

Cardinal is a development stage enterprise focused on the development of internet technology and internet business. The Company seeks to capitalize on the growth in internet based business to business technology. The Company's mission is to target lucrative opportunities to develop and market internet network based technologies through the synergies created by its wholly-owned subsidiaries.

2. SIGNIFICANT ACCOUNTING POLICIES

The interim financial statements follow the same accounting policies and methods of their application as the most recent annual financial statements and should be read in conjunction with those statements.

3. PROPERTY, PLANT AND EQUIPMENT

	Cost	Accumulated Amortization	2002	Net 2001
Furniture and fixtures	\$ 7,307	\$ 2,835	\$ 4,472	\$ 5,261
Computer equipment	12,796	8,485	4,311	5,562
Leasehold improvements	8,345	6,258	2,087	4,173
	\$ 28,448	\$ 17,578	\$ 10,870	\$ 14,996

Cardinal Factor Corporation

Notes to Consolidated Financial Statements

October 31, 2002

(unaudited)

4. BANK INDEBTEDNESS

The Company has a line of credit of \$50,000 which bears interest at the bank's prime rate plus 1.5% per annum. The line of credit is secured by a general security agreement covering all assets of the Company and personal guarantees from certain officers and directors of the Company.

5. LOAN PAYABLE

The amount bears interest at 10% per annum and is due on demand.

6. CAPITAL STOCK

	Number of Shares	Amount
Issued		
Pre-reverse takeover transactions:		
Cardinal Factor Inc.		
On incorporation, March 16, 2000	200	\$ 20
Issued for cash	85	55,716
Balance at July 18, 2000	285	\$ 55,736
Cardinal Factor Corporation		
Balance at March 16, 2000	1,502,716	\$ 1
Balance at July 18, 2000	1,502,716	\$ 1
Post reverse takeover transactions:		
Balance at July 18, 2000	1,502,716	\$ 55,736
Issued to effect reverse takeover	14,250,000	1
Issued for cash on exercise of warrants	845,000	76,500
Issued for cash on exercise of stock options	7,500	1,500
Balance at January 31, 2001	16,605,216	133,737
Issued for cash on exercise of common share purchase warrants	2,645,000	243,900
Issued as consideration for intellectual property	475,000	6,500
Balance at October 31, 2002	19,725,216	\$ 384,137

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7. STOCK OPTIONS AND WARRANTS

The Company has the following stock options outstanding to officers and directors:

<u>Number of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
70,000	\$2.50	May 30, 2003

During the reporting period, all outstanding warrants expired.

8. LOSS PER SHARE

The loss per share amounts were calculated using the weighted average number of shares outstanding of 19,725,216 (2001 -17,865,127).

9. RELATED PARTY TRANSACTIONS

The Company paid consulting and development fees of \$15,126 (2001 - \$10,500) to shareholders and directors or companies owned by directors and shareholders.

10. COMMITMENTS

The Company and its subsidiaries are committed to non-cancelable operating leases for premises. Minimum payments are required as follows:

2003	\$	34,500
2004		34,500
2005		5,750
	\$	74,750