BEAUMONT SELECT CORPORATIONS INC.

Notice to Reader

March 31, 2014

(Unaudited)

Notice to reader pursuant to National Instrument 51-102

Responsibility for Consolidated Financial Statements:

The unaudited interim consolidated financial statements of Beaumont Select Corporations Inc. (“Beaumont” or “the Corporation”) as at and for the three and nine months ended March 31, 2014 and 2013 have been prepared by management in accordance with International Financial Reporting Standards (IFRS) applicable to interim financial statements. Recognizing that the Company is responsible for both the integrity and objectivity of the interim consolidated financial statements, management is satisfied that these interim consolidated financial statements have been fairly presented.

Auditors’ involvement:

MNP LLP, Chartered Accountants, the independent external auditors of the Corporation, have not audited or performed review procedures applicable to auditor review of interim financial statements as at and for the three and nine months ended March 31, 2014 and 2013 nor have they conducted any procedures with respect to the notes herein. As a result, the auditors express no opinion on the Corporation’s interim statements.

BEAUMONT SELECT CORPORATIONS INC.
Consolidated Statements of Financial Position
As at March 31, 2014 and June 30, 2013

As At		March 31, 2014	June 30, 2013
unaudited			
Assets			
Current Assets:			
Cash and cash equivalents		**$3,476,866**	$1,516,982
Portfolio of equity securities	5	**60,148,203**	34,590,083
Accounts receivable		**74,739**	2,107,405
Inventory	4	**--**	1,213,171
Assets held for sale	19	**3,081,634**	--
Prepaid expenses		**56,167**	83,679
Total Current Assets		**$66,837,609**	$39,511,320
Non-Current Assets:			
Investment in and due from affiliated company	6	**3,274,157**	3,274,157
Property and equipment	7	**603,038**	1,685,309
Intangible assets	8	**--**	27,444
Deferred tax assets		**4,077,073**	4,077,447
Total Assets		**$74,791,877**	$48,575,677
Liabilities and Shareholders' Equity			
Current Liabilities:			
Bank and term loans		**$1,930,342**	$3,271,341
Accounts payable and accrued liabilities		**105,514**	1,152,987
Margin loans on equity securities		**26,274,113**	16,411,933
Liabilities held for sale	19	**1,781,634**	--
Total Current Liabilities		**$30,091,603**	$20,836,261
Non-Current Liabilities:			
Deferred tax liabilities		**4,707,274**	3,162,605
Total Liabilities		**$34,798,877**	$23,998,866
Contingencies			
Commitment			
Shareholders' Equity:			
Share capital	9	**$7,734,893**	$7,646,854
Non-controlling interest	10	**527,346**	483,376
Contributed surplus		**--**	88,039
Retained earnings		**31,730,761**	16,358,542
Total Equity		**$39,993,000**	$24,576,811
Total Liabilities and Equity		**$74,791,877**	$48,575,677

Approved on behalf of the Board

Signed "Winston Ho Fatt" Director   Signed "Terry Kent" Director

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

BEAUMONT SELECT CORPORATIONS INC.
Consolidated Statements of Comprehensive Income
For the three and nine months ended March 31, 2014

For the three and nine months ending March 31 (unaudited)		Three Months		Nine months	
		2014	2013	2014	2013
Revenues		**$2,582,079**	$4,128,771	**$9,984,807**	$11,236,646
Cost of sales:					
Direct expenses		**2,468,337**	4,087,720	**9,643,194**	11,749,329
Depreciation and amortization		**127,648**	183,476	**493,007**	550,429
Total Cost of Sales		**2,595,985**	4,271,196	**10,136,201**	12,299,758
Operating margin		**(13,906)**	(142,425)	**(151,394)**	(1,063,112)
Corporate and administrative	13	**472,778**	319,730	**1,357,853**	1,014,763
Investment income	15	**(282,652)**	(251,842)	**(1,241,162)**	(1,306,759)
Gain on sale of equity securities		**(2,148,907)**	(776,312)	**(6,706,394)**	(22,009)
Unrealized gain on securities held for trading		**(3,002,090)**	(1,331,973)	**(11,904,482)**	(2,259,027)
Foreign exchange gain		**(7,012)**	(26,239)	**(25,610)**	(1,187)
Insurance Income		**--**	(170,610)	**--**	(721,848)
Rental income		**(18,700)**	(7,350)	**(32,450)**	(22,050)
Writedown of Assets held for sale	19	**538,119**		**538,119**	
Interest and bank charges	15	**23,777**	41,477	**80,282**	117,315
Interest on margin loans	15	**259,231**	112,087	**683,952**	299,329
Income before taxes		**4,151,550**	1,948,607	**17,098,498**	1,838,361
Income tax expense:					
Current		**(33,964)**	303	**646**	63,454
Deferred		**406,864**	79,546	**1,681,663**	75,738
Total income tax expense		**372,900**	79,849	**1,682,309**	139,192
Income from continuing operations attributable to					
Shareholders of the Corporation		**3,758,264**	1,862,363	**15,372,219**	1,678,699
Non-controlling interest		**20,386**	6,395	**43,970**	20,470
Total Comprehensive Income		**$3,778,650**	$1,868,758	**$15,416,189**	$1,699,169
Net income per share:					
Continuing operations: basic /diluted		**$0.23**	0.12	**$0.95**	0.10
Net: basic / diluted		**0.23**	0.11	**0.95**	0.10
Weighted average number of shares outstanding		**16,166,097**	16,170,154	**16,166,097**	16,171,124

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

BEAUMONT SELECT CORPORATIONS INC.
Consolidated Statements of Changes in Equity
For the nine months ended March 31, 2014

	Share Capital	Contributed Surplus	Non-controlling Interest	Retained Earnings	Total Equity
Balance July 1, 2012	$7,649,454	$88,039	$472,720	$13,263,789	$21,474,002
Shares repurchased	(2,600)			(276)	(2,876)
Net income to shareholders				3,095,029	3,095,029
Net income to non controlling interest			10,656		10,656
Balance, June 30, 2013	**$7,646,854**	**$88,039**	**$483,376**	**$16,358,542**	**$24,576,811**
Balance July 1, 2013	**$7,646,854**	**$88,039**	**$483,376**	**$16,358,542**	**$24,576,811**
Shares repurchased					
Options expired unexercised	**88,039**	**(88,039)**			
Net income to shareholders				**15,372,219**	**15,372,219**
Net income to non controlling interest			**43,970**		**43,970**
Balance, March 31, 2014	**$7,734,893**	**--**	**$527,346**	**$31,730,761**	**$39,993,000**

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

BEAUMONT SELECT CORPORATIONS INC.
Consolidated Statements of Cash Flows
For the three and nine months ended March 31, 2014 and 2013

		Three months		Nine months	
		2014	2013	**2014**	2013
Cash provided by (used in):					
Operations:					
Income from continuing operations attributable to Shareholders of the Corporation		**$3,758,264**	$1,862,363	**$15,372,219**	$1,678,699
Add (deduct) non-cash items:					
Depreciation and amortization		**127,648**	183,476	**493,007**	550,429
Deferred tax expense		**406,864**	79,546	**1,681,663**	75,738
Gain on sale of equity securities		**(2,148,907)**	(776,312)	**(6,706,394)**	(22,009)
Writedown of Naleway Foods		**538,119**		**538,119**	
Unrealized gain on securities held for trading		**(3,002,090)**	(1,331,973)	**(11,904,482)**	(2,259,027)
Non-controlling interest		**20,386**	6,395	**43,970**	20,470
Funds from Operations		**(299,716)**	23,495	**(481,898)**	44,300
Net change in non-cash working capital related to operations					
Accounts receivable		**(362,554)**	501,880	**442,521**	(460,894)
Accounts payable and accrued liabilities		**426,564**	(174,686)	**415,044**	220,309
Inventory		**41,990**	(118,175)	**320,737**	(38,227)
Prepaid expenses		**4,398**	13,610	**3,967**	13,720
Cash from operating activities		**($189,318)**	$246,124	**$700,371**	$(220,792)
Financing					
Increase in bank and term loans		**$ (36,511)**	$(744,084)	**$ (1,158,875)**	$(364,616)
Increase (decrease) in margin loans on equity securities		**(1,483,785)**	1,931,987	**9,862,180**	5,474,952
Payments on leases		**--**	(2,065)	**--**	(6,551)
Shares purchased and cancelled	**9b**		(2,876)		(2,876)
Cash from financing activities		**($1,520,296)**	$1,182,962	**$8,703,305**	$5,100,909
Investing					
Additions to property, equipment and intangible assets	**7,8**	**$ (4,921)**	$(27,523)	**$ (95,893)**	$(56,664)
Sale/(Purchase) of equity securities		**4,322,838**	(1,865,782)	**(6,947,244)**	(5,349,161)
Cash from investing activities		**$ 4,317,917**	$(1,893,305)	**$ (7,043,137)**	$(5,405,825)
Change in cash and cash equivalents		**$2,608,303**	(464,219)	**$ 2,360,539**	(525,708)
Cash and cash equivalents, beginning of period		**1,269,218**	1,786,597	**1,516,982**	1,848,086
Cash as part of assets held for sale		**(400,655)**	--	**(400,655)**	--
Cash and cash equivalents, end of period		**$3,476,866**	$1,322,378	**$3,476,866**	$1,322,378

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

1. Nature of Business

Beaumont Select Corporations Inc. ("Beaumont" or the "Corporation") is incorporated and based in Alberta, and is a public corporation with its shares trading on the TSX Venture Exchange under the symbol BMN.A. The Corporation is a management firm; managing both private investments as well as maintaining a portfolio of equity securities. Its key private investment is in Naleway Foods Ltd., a manufacturer of frozen foods operating out of Winnipeg, Manitoba. The corporate office is at 915 42nd Avenue SE, Calgary, Alberta, T2G 1Z1.

The consolidated financial statements of the Corporation as at and for the nine months ended March 31, 2014 comprise the Corporation and its subsidiaries. These interim condensed consolidated financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

These unaudited interim condensed consolidated financial statements were approved by the Board of Directors on May 28, 2014.

2. Basis of Preparation

Statement of Compliance - These interim consolidated financial statements prepared in accordance with International Accounting Standard 34 (Interim Financial Reporting) issued by the International Accounting Standards Board using accounting policies consistent with International Financial Reporting Standards.

The same accounting policies and methods of computation were followed in the preparation of these interim consolidated statements as were followed in the preparation of the annual consolidated financial statements as at and for the year ended June 30, 2013. Accordingly, these interim consolidated statements for the three and nine months ended March 31, 2014 and 2013 should be read together with the annual consolidated financial statements as at and for the year ended June 30, 2013.

Basis of consolidation – The consolidated financial statements incorporate the financial statements of the Corporation and subsidiaries controlled by the Corporation. Control is achieved where the Corporation has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All intercompany balances, transactions, income, expenses, profits and losses are eliminated in full on consolidation.

The consolidated financial statements include the accounts of the Corporation and its subsidiaries, which include Naleway Holdco Ltd., Naleway Foods Ltd., Naleway Realty Holdings Ltd., Naleway Foods International Inc., Beaumont Fine Foods Inc., Beaumont Enterprises Inc., Beaumont Realty Corporations Inc., 6434991 Canada Corp (formerly T.H.E. Food Source Ltd.), Angiogene Inc., and Beaumont Select Corporations Inc.

All of the subsidiaries, with the exception of Angiogene Inc., are wholly owned. As part of the acquisition of Angiogene Inc., the Corporation acquired less than 100% of the equity interests; therefore the interest held by other parties has been recognized as a non-controlling interest in these consolidated financial statements.

The functional currency of the Corporation and all subsidiaries is Canadian dollars.

3. Accounting Policies

Financial instruments - recognition, measurement, disclosure and presentation

Financial assets and financial liabilities are recognized when the Corporation becomes a party to the contractual provisions of the instrument. All financial instruments are classified into one of the following categories: fair value through profit and loss, held to maturity, loans and receivables, available-for-sale financial assets or other financial liabilities. Fair value through profit and loss financial assets are measured at their fair value and changes in fair value are recognized in the consolidated statement of comprehensive income and loss. Changes in fair value that are recognized in the consolidated statement of comprehensive income and loss include interest income and unrealized gains or losses. Held to maturity and loans and receivables are measured at amortized cost which is generally the initially recognized amount. Available for sale assets are reported at fair market value with unrealized gains or losses excluded from the consolidated statement of comprehensive income and loss and reported as other comprehensive income or loss, unless any impairment in their value is other than temporary, in which case the loss is charged against earnings. Other financial liabilities are measured at amortized cost using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument to the net carrying amount of the financial asset or liability upon initial recognition. The Corporation has classified its financial instruments carried at fair values based on the required three - level hierarchy:

- Level 1: Valuations based on quoted prices in active markets for identical assets or liabilities;
- Level 2: Valuations based on observable inputs other than quoted active market prices; and,
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flows methods.

The Corporation has made the following classifications:

- Cash and cash equivalents and the portfolio of equity securities are classified as fair value through profit and loss held for trading and are recorded at fair value under level 1.
- Accounts receivable and due from affiliated companies are classified as loans and receivables.
- Bank loans, term loans, accounts payable and accrued liabilities, margin loans on equity securities, related party liabilities and long-term debt are classified as other liabilities.
- The investment in an affiliated company is classified as an available for sale financial asset and is recorded under level 3.

Non-controlling interest - Non-controlling interest is presented in the consolidated statement of financial position as a component of shareholder’s equity.

3. Accounting Policies (Continued)

Changes in Accounting Policies

IFRS 7, Financial Instruments: Disclosures
The IASB amended IFRS 7, Financial Instruments: Disclosures ("IFRS 7") in October 2010. IFRS 7 was amended to provide guidance relating to disclosures with respect to the transfer of financial assets that results in derecognition, and continuing involvement in financial assets. The amendments to this standard are effective for annual periods beginning on or after July 1, 2013 with earlier application permitted. Management does not believe the changes resulting from these amendments had a significant impact on its consolidated financial statements.

IFRS 13, Fair Value Measurement ("IFRS 13")
IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. This standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. Management does not believe the changes resulting from these amendments had a significant impact on its consolidated financial statements.

IFRS 10, Consolidated Financial Statements ("IFRS 10")
IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, Consolidation—Special Purpose Entities and parts of IAS 27, Consolidated and Separate Financial Statements ("IAS 27"). This standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted, provided that IFRS 11, IFRS 12, and related amendments to IAS 27 and IAS 28 are adopted at the same time. Management does not believe the changes resulting from these amendments had a significant impact on its consolidated financial statements.

IFRS 12, Disclosure of Interests in Other Entities ("IFRS 12")
IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. This standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. Management does not believe the changes resulting from these amendments had a significant impact on its consolidated financial statements.

3. Accounting Policies (Continued)

IFRS 11, Joint Arrangements ("IFRS 11")
IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers. This standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted provided that IFRS 10, IFRS 12, and the related amendments to IAS 27 and IAS 28 are adopted at the same time. Management does not believe the changes resulting from these amendments had a significant impact on its consolidated financial statements.

Amendments to Other Standards
In addition, there have been amendments to existing standards, including IAS 27 and IAS 28. The amended IAS 27 addresses accounting for subsidiaries, jointly controlled entities, and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 through 11. These amendments are effective for annual periods beginning on or after January 1, 2013 with early adoption permitted provided that IFRS 10, IFRS 11, and IFRS 12 are adopted at the same time.

Future accounting pronouncements

IFRS 9, Financial Instruments
IFRS 9 *Financial Instruments* was issued by the IASB on November 12, 2009 and will replace IAS 39 *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also required a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015 with early adoption permitted. The Corporation is currently evaluating the impact on its consolidated financial statements.

4. Inventory

	March 31, 2014	June 30, 2013
Raw materials	**$651,339**	$876,725
Finished goods	**241,096**	336,446
Reclassified as held for sale	**(892,435)**	--
Total inventory	**$ --**	$1,213,171

A total of $5,339,013 (March 31, 2013 - $5,840,449) of inventory raw materials were expensed during the nine months.

5. Portfolio of Equity Securities

Marketable securities are held as collateral to satisfy the requirements of the margin loans.

Equity Position as at March 31, 2014

Equity Name	Shares Held	Sector	Cost	Value
AutoCanada Inc	379,300	Retail	$5,497,347	$23,326,950
Altus Group	372,900	Services	$3,840,101	$6,730,845
Student Transportation Inc.	820,800	Transport	$4,795,131	$5,614,272
Long Run Exploration Ltd.	979,500	Oil Exploration	$5,036,643	$5,191,350
CanElson Drilling Inc.	381,400	Energy Services	$2,182,583	$2,749,894
Bellatrix Exploration Ltd	290,000	Oil Exploration	$2,486,401	$2,711,500
BGC Partners Cl A	300,000	Services	$1,654,683	$2,168,991
Eagle Energy Trust	293,600	Energy Trusts	$2,182,223	$2,093,368
Element Financial Corp	130,000	Financial	$1,815,469	$1,935,700
Pine Cliff Energy Ltd.	850,000	Oil Exploration	$1,233,703	$1,334,500
43 other investments		Various	$6,578,689	$6,290,833
Total			**$37,302,973**	**$60,148,203**

The majority of the Corporation's investments were classified as Level 1 as they are traded on active stock exchanges (Toronto, Nasdaq, NYSE and TSX Venture) with strong liquidity and quoted prices. The Corporation uses the last trade price for its valuation. The Corporation holds four private placement investments classified as Level 2. These consist of one debenture and three equities for a cost base of $440,525 (June 30, 2013 - $264,000), and a market value of $183,216 (June 30, 2013 - $292,620).

Equity Investments, Fair Value	Level 1 Quoted market price	Level 2 Observable inputs	Level 3 Non-observable inputs	Total
March 31, 2014	$59,964,987	$183,216	--	$60,148,203
June 30, 2013	$34,297,463	$292,620	--	$34,590,083

5. Portfolio of Equity Securities (continued)

The Corporation holds some large positions, relative to their daily trading, that represent a liquidity risk should a fast liquidation be required. As at March 31, 2014 no position represents more than three days average trading. However, any fast liquidation of a large position could have an adverse effect on price. The Corporation believes that it has other investments that could be sold to mitigate the need for a quick liquidation.

6. Related party transactions during the year

(a) Investment in and due from affiliated company

The Corporation holds an equity investment in Somerset Properties Ltd. ("Somerset"). Somerset and the Corporation have a common shareholder and Director. Details of the amount due from and invested in Somerset are as follows:

	Mar 2014	June 2013
Investment in Somerset	**$2,924,157**	$2,924,157
Due from Somerset, unsecured, bearing interest at 6% per annum, with no specific terms of repayment	**350,000**	350,000
Total Investment in and due from affiliated company	**$3,274,157**	$3,274,157

(b) Statement of comprehensive income and loss for the nine months ended:

- Management fees charged by an officer of the Corporation included in corporate and administrative expenses: $211,543 (2012-13 - $211,543)
- Director and Consulting fees paid to current directors of the Corporation included in corporate and administrative expenses: $59,800 (2012-13 - $49,000)
- Rent paid to a company controlled by an officer of the Corporation: $61,650 (2012-13 - $61,650)

7. Property and equipment

	Equipment	Buildings	Leasehold Improvements	Vehicles	Land	**Total**
Year ended June 30, 2013						
Opening net book value	$4,014,865	$153,230	$364,382	$52,722	$135,000	$4,720,199
Additions	63,545	--	4,990	--	--	68,535
Depreciation	(606,913)	(61,870)	(48,674)	(15,678)	--	(733,135)
Writedown	(2,370,290)	--	--	--	--	(2,370,290)
Net book value	$1,101,207	$91,360	$320,698	$37,044	$135,000	$1,685,309
Nine months ended March 31, 2014						
Opening net book value	$1,101,207	$91,360	$320,698	$37,044	$135,000	$1,685,309
Additions	91,477	--	4,394	--	--	95,871
Depreciation	(401,219)	(46,403)	(32,860)	(8,579)	--	(489,061)
Reclassified as held for sale	(595,557)		(73,240)	(20,284)	--	(689,081)
Net book value	**$195,908**	**$44,957**	**$218,992**	**$8,181**	**$135,000**	**$603,038**

8. Intangible assets

	Software	Recipes	**Total**
Year ended June 30, 2013			
Opening net book value	$2,908	$38,326	$41,234
Additions	1,845	--	1,845
Depreciation	(2,677)	(3,185)	(5,862)
Writedown	--	(9,773)	(9,773)
Net book value	**$2,076**	**$25,368**	**$27,444**
Nine months ended March 31, 2014			
Opening net book value	$2,076	$25,368	$27,444
Additions	--	22	22
Depreciation	(1,219)	(2,727)	(3,946)
Reclassified as held for sale	(857)	(22,663)	(23,520)
Net book value	**$--**	**$--**	**$--**

9. Share capital:

a) Authorized:

(i) Unlimited Class A voting common shares; and

(ii) 100,000,000 non-voting Class B shares, Series 2.

b) Class A common shares issued:

	Shares	Amount
Balance, June 30, 2012	**16,171,597**	**$7,649,454**
Redemption of shares	(5,500)	(2,600)
Balance, June 30, 2013	**16,166,097**	**$7,646,854**
Transfer from Contributed Surplus		88,039
Balance, March 31, 2014	**16,166,097**	**$7,734,893**

c) Stock options:

The Corporation has a stock option plan whereby officers, directors, employees and consultants may be granted options to purchase Class "A" common shares of the Corporation.

		March 31, 2014		June 30, 2013
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
Outstanding options, beginning	**168,750**	**$1.00**	168,750	$1.00
Options expired	**(168,750)**	-	-	-
Outstanding options, ending	**--**	**$--**	168,750	$1.00
Options exercisable, ending	**--**	**$--**	168,750	$1.00

The fair value of the options granted was estimated at the date of grant using the Black-Scholes option pricing model with the following assumptions:

Black-Scholes weighted average assumptions used			
Expected volatility		79	%
Expected dividend yield		n/a	
Estimated forfeiture		50	%
Risk-free interest rate		3.14	%
Expected option life in years		5	
Fair value per stock option granted September 29, 2008	$	0.62	

9. Share capital: (continued)

d) Normal Course Issuer Bid

In June 2013 the Corporation filed with the TSX Venture Exchange a notice of intention to make a Normal Course Issuer Bid (NCIB) which commenced on July 2, 2013 to acquire up to 808,304 of its Class A shares. Purchases subject to this normal course issuer bid are carried out pursuant to open market transactions through the facilities of the TSX Venture Exchange. Once purchased, the Class A shares are returned to treasury for cancellation.

For the nine months ending March 31, 2014 the Corporation purchased and cancelled no shares at a total cost of nil.

Subsequent to the end of the quarter, the Corporation has not repurchased any additional shares under its Normal Course Issuer bid. The number of shares outstanding as at May 26, 2014 is 16,166,097.

e) Per share amounts

Basic earnings per share was calculated by dividing profit attributable to common shareholders by the weighted average number of common shares outstanding during the period.

Diluted earnings per share was calculated by dividing profit attributable to commons shares by the weighted average number of common shares, after adjusting for the potentially dilutive effect of the total number of additional common shares that would have been issued by the Corporation under its stock option plan. Options are not dilutive if the Corporation is in a loss position.

	Three months Ending		Nine months Ending	
	March 2014	March 2013	**March 2014**	March 2013
Net Income attributable to shareholders of the Corporation	**$3,758,264**	$1,862,363	**$15,372,219**	$1,678,699
Weighted Average Shares Outstanding	**16,166,097**	16,170,154	**16,166,097**	16,171,124
Effect of Options	**--**	168,750	**--**	168,750
Weighted Average Diluted shares outstanding	**16,166,097**	16,338,904	**16,166,097**	16,339,874
Basic Earnings Per share	**$0.23**	$0.12	**$0.95**	$0.10
Diluted Earnings Per share	**0.23**	0.11	**0.95**	0.10

10. Non controlling interest

The Corporation holds a 94.5% interest in Angiogene Inc., with the remaining 5.5% held by six other investors.

11. Capital disclosures:

The Corporation's breakdown of capital is as follows:

	March 31, 2014	June 30, 2013
Bank debt	**$1,930,342**	$3,271,341
Margin loans on equity securities	**26,274,113**	16,411,933
Share capital	**7,734,893**	7,646,854
Total capital	**$35,939,348**	$27,330,128

The Corporation's objective when managing its capital structure is to use an appropriate amount of leverage that can be supported with its shareholders' equity having regard to the risks, rewards and nature of the activity being financed so as to improve the financial return to the Corporation's shareholders. The Corporation maintains strong working capital balances to ensure liquidity and measures its total long-term debt to shareholder equity (including share capital and retained earnings) striving not to exceed a ratio of 2:1. The Corporation applies a small percentage of capital to purchasing its own shares in a normal course issuer bid under applicable securities laws when the market value of its shares does not reflect the perceived underlying value of the Corporation.

The manner in which the Corporation uses its capital base varies depending on the division with most financing usually done at the division level. The food processing and distribution segment utilizes the bank lines to fund inventory and manage payables and receivables with the size of available bank line typically set as a function of a percentage of these amounts.. The bank line contains current ratio covenants and total debt to shareholder investment covenants, which have not constrained the Corporation in achieving its overall objective on capital management. The Frozen Food Division also periodically uses long-term debt for large equipment purchases and capital expenditures, by accessing specialized lenders. Those loans are secured against the equipment and occasionally supported by a parent guarantee with suitable long amortization periods corresponding to the equipment's expected life and the related operation cash flows.

The Investment Division uses its equity interest in the market portfolio to support margin loans on eligible investments to increase the total capital invested. This allows for a larger portfolio to generate income and capital gains. Margin loans are dependent on marginability of the underlying stocks, as well as brokerage firm policies and equity on deposit. The Corporation has on occasion been requested to sell down positions in order to meet margin requirements, but has largely managed the portfolio to avoid margin calls.

12. Contingencies

The Corporation or its subsidiaries are involved from time to time in litigation or claims in the ordinary course of business (mostly as plaintiffs). The amounts at stake in these disputes are not material individually nor in the aggregate. Therefore, no amount associated with these claims has been accrued as assets or liabilities, or recorded as income or charged as expenses on these consolidated financial statements. In the event that the Corporation is successful in a claim or is found to be liable for a claim, the resulting settlement will be appropriately recorded in the consolidated statement of comprehensive income and loss in the year as incurred.

13. Expenses by nature – Nine months ended:

	March 31, 2014	March 31, 2013
Wages and salaries	**$723,683**	$621,316
Directors fees	**46,300**	35,500
Rent	**61,650**	61,650
Professional fees	**111,282**	62,530
Insurance	**143,661**	95,297
Donations	**29,000**	--
Severance	**110,183**	--
Office	**132,094**	138,470
Total	**$1,357,853**	$ 1,014,763

14. Financial instruments

The carrying values of the Company's financial instruments from continuing operations are classified into the following categories:

As at **March 31, 2014**

	Fair value through profit or loss	Loans and receivables	Other liabilities	Available for sale	Total
Cash	$3,476,866			$400,655	$3,877,521
Accounts receivable		$74,739		1,582,209	1,656,948
Equity securities	60,148,203				60,148,203
Investment in affiliate		350,000		2,924,157	3,274,157
Total financial assets	$63,625,069	$424,739		$4,907,021	$68,956,829
Bank and term loans			$1,930,342	$182,123	$2,112,465
Accounts payable			105,514	1,462,517	1,568,031
Margin loan			26,274,113		26,274,113
Total financial liabilities			$28,309,969	$1,644,640	$29,954,609

The Investment Division of the Corporation manages an active portfolio of equity securities and as a result, a significant portion of the Corporation's assets are comprised of financial instruments. The use of financial instruments can expose the Corporation to several risks, including market, liquidity and credit risks.

Market Risk – Market risk is the risk that the fair value of, or future cash flows from the Corporation's financial instruments will significantly fluctuate because of changes in market prices. The value of the financial instruments can be affected by changes in foreign exchange rates, interest rates, equity and commodity prices. The Corporation is exposed to market risk in trading its investments, and unfavourable market conditions could result in dispositions of investments at less than favourable prices. The value of the Corporation's real estate investments are also subject to market fluctuations.

14. Financial instruments (continued)

There were no changes to the way the Corporation manages market risk since June 30, 2013. The Corporation manages market risk by having a portfolio which is not singularly exposed to any one issuer or sector.

Margin Risk – The Corporation utilizes margin, by borrowing against its investments to allow it to have a larger investment than would be possible without borrowing. While this does increase the gain when investments appreciate, it also increases the loss during a down market. In the event of a sharp downturn, the Corporation may be forced to sell securities it had not planned to in order to meet a margin call, where the value of the securities is not sufficient to meet the margin loan. The Corporation manages margin risk by maintaining an available margin excess that should minimize the need to sell its holdings. At March 31, 2014, the Corporation had available margin of $13,425,462 (June 30, 2013 - $4,187,554) and a margin balance of $26,274,113 (June 30, 2013- $16,411,933).

Liquidity Risk – Liquidity risk is the risk that the Corporation will not have sufficient cash resources to finance obligations as they come due. The Corporation's liquidity and operating results may be adversely affected if the Corporation's access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Corporation, or if the value of the Corporation's investments declines, resulting in losses upon disposition. The Corporation generates cash flow primarily from its food division and from proceeds upon the disposition of its investments, in addition to dividends and distributions earned on its investments. The Corporation has sufficient investments which primarily consist of tradable and relatively liquid equity securities to fund its obligations as they become due under normal operating conditions. There have been no changes to the way the Corporation manages liquidity risk since June 30, 2013. The Corporation manages liquidity risk by reviewing the amount of margin available on a daily basis, and managing its cash flow. The Corporation holds investments which can be converted into cash when required. The Corporation uses the last close price in the valuation of its securities. If the bid price were used instead, the value of the portfolio would be $59,909,118, a decrease of $239,085 (June 30, 2013 - $34,319,165, a decrease of $270,918).

Interest Risk - Interest risk is the impact that changes in interest rates could have on the Corporation's earnings and liabilities. As at March 31, 2014 the Corporation had floating interest debt on its margin loans of $26,274,113, and averaged $22,328,652 for the nine months at an effective interest rate of 3.9% (First nine months of 2012-13 average $9,827,512 at 4.1%).

Currency Risk - Currency risk is the risk that the fair value of or future cash flows from the Corporation's foreign denominated assets and liabilities will fluctuate because of changes in foreign exchange rates. The Corporation's operations are exposed to foreign exchange fluctuations, which could have a significant adverse effect on its consolidated results of operations from time to time. The Corporation presently derives sales for the past nine months of $584,791 in US dollars (2012-13 - $830,144), and has $1,046,310 in US Currency on deposit in US Dollar accounts (2012-13 - $825,835), $704,794 in US Dollar margin loans, and $2,189,560 in US dollar securities (2012-13 - $1,625,510). The Corporation does not engage in any hedging activities to mitigate its foreign exchange risk. A change in the foreign exchange rate of the Canadian dollar versus the US dollar may increase or decrease the value of the Corporation's financial instruments. A one cent change in the exchange rate would change the value of our US dollar holdings by $25,311.

15. Investment income and finance costs

Recognized in comprehensive income and loss

	Three months ended March 31		Nine months ended March 31	
	2014	2013	**2014**	2013
Investment income				
Interest from debentures and bank deposits	**$5,250**	$ 10,893	**$16,878**	$ 32,607
Dividends from Portfolio of Equity Securities	**277,402**	240,949	**1,224,284**	865,824
Dividend from Somerset Properties Ltd.	**--**	--	**--**	408,328
Total Investment Income	**$282,652**	$251,842	**$1,241,162**	$1,306,759
Finance Expense				
Margin interest	**$259,231**	$112,087	**$683,952**	$299,329
Loan interest	**23,777**	41,477	**80,282**	117,315
Total Finance Expense	**283,008**	153,564	**764,234**	416,644
Net Finance Income	**($356)**	$ 98,278	**$476,928**	$ 890,115

16. Segmented information

	Three months ended March 31		Nine months ended March 31	
	2014	2013	**2014**	2013
Revenues:				
Food processing and distribution	**$2,582,079**	$4,128,771	**$9,984,807**	$11,236,646
Income (loss) before income taxes:				
Food processing and distribution	**$(450,239)**	$(40,401)	**$(581,864)**	$(644,966)
Investment division	**4,898,028**	2,111,323	**18,544,709**	2,408,071
Corporate	**(296,239)**	(122,315)	**(864,347)**	75,256
Total	**$4,151,550**	$1,948,607	**$17,098,498**	$1,838,361

16. Segmented Information (continued)

Assets By Segment	**March 2014**	June 2013
Corporate	**$11,159,387**	$8,046,848
Food processing and distribution	**402,653**	5,938,746
Investment division	**60,148,203**	34,590,083
Assets held for sale	**3,081,634**	--
Total	**$74,791,877**	$48,575,677

Liabilities By Segment	**March 2014**	June 2013
Corporate	**$4,848,210**	$3,176,986
Food processing and distribution	**1,894,920**	4,409,947
Investment division	**26,274,113**	16,411,933
Liabilities held for sale	**1,781,634**	--
Total	**$34,798,877**	$23,998,866

17. Contingencies

The Corporation has no material contingent assets or liabilities as at the reporting date.

18. Key management personnel compensation

The Corporation has defined key management personnel as its Senior Executive officer and the Board of Directors, as they have the collective authority and responsibility for planning and controlling the activities of the Corporation.

	Three months ended March 31		Nine months ended March 31	
	2014	2013	**2014**	2013
Management salaries	**$70,514**	$70,514	**$211,543**	$211,543
Directors fees	**17,700**	11,700	**46,300**	35,500
Consulting fees	**4,500**	4,500	**13,500**	13,500
Total	**$92,714**	$86,714	**$271,343**	$260,543

19. Assets held for sale

The wholly owned subsidiary called Naleway Foods Ltd was put up for sale earlier in the fiscal year. Total assets and liabilities for the corporation include:

Cash	$ 400,655
Receivables	1,582,209
Inventory	892,435
Prepaid	31,480
Capital Assets	689,081
Intangible Assets	23,520
Future Income Tax	373
Less writedown	(538,119)
Total Assets	$ 3,081,634

Bank Loan	$ 182,123
Accounts Payable	1,462,517
Deferred Tax	136,994
Total Liabilities	$ 1,781,634

20. Subsequent events

Subsequent to the end of the third quarter of 2013-14, the Corporation closed its agreement to sell 80% of its Naleway Foods Ltd subsidiary to a management group. In addition to the remaining 20% of the common shares of Naleway Foods Ltd., following the transaction the Corporation retained preferred shares with a redemption value of $1.3 million, $100,000 of shareholder loans and a royalty over Naleway Foods' sales, but otherwise the sale of the 80% common shares was completed for nominal value. In addition the Corporation was released from its guarantee provided to Naleway Foods Ltd.'s secured lender. The Corporation will continue to own Naleway Realty Holdings Ltd and its Winnipeg property, and Naleway Foods will continue to lease that property. The transaction was closed April 23rd, and was effective February 28, 2014.

Beaumont Select Corporations Inc.
Corporate Directory

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Andrew Hyslop
Terry Kent
Martin Pelletier

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Chief Executive Officer,
Chief Investment Officer
Gina Palmer
Corporate Secretary
Philip Gaiser
Chief Financial Officer

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