California Nanotechnologies Corp.
Condensed Consolidated Financial Statements
For the interim nine month period ended November 30, 2015
(in United States Dollars)

Contents

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canada Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statements for the period ended November 30, 2015.

NOTICE TO THE READER OF THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The financial statements of California Nanotechnologies Corp. and the accompanying interim condensed consolidated statements of financial position as at November 30, 2015 and the interim condensed consolidated statements of loss, comprehensive loss, changes in equity and cash flows for the nine month period ended are the responsibility of the Company's management.

These condensed consolidated financial statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Company, MNP LLP.

The condensed consolidated interim financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with IAS 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB").

signed "Christopher T. Melnyk"
Christopher T. Melnyk
CEO
January 14, 2016

signed "Rebecca Lim"
Rebecca Lim
CFO
January 14, 2016

California Nanotechnologies Corp.
Condensed Consolidated Statements of Financial Position
United States Dollars

As at	Note	November 30, 2015	February 28, 2015
		(unaudited)	
ASSETS			
Current assets			
Cash		**$ 102,118**	$ 185,089
Accounts receivable	**12**	**81,891**	46,547
Inventory		**9,540**	-
Prepaid expenses and other current assets		**25,595**	13,542
Total current assets		**219,144**	245,178
Equipment	**5**	**63,036**	80,375
Intangible assets	**6**	**72,984**	78,890
Total assets		**$ 355,164**	$ 404,443
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		**$ 83,155**	$ 90,390
Income taxes payable		**1,600**	800
Finance lease obligation	**7**	**738**	691
Advances from related parties		**1,045,522**	1,031,326
Share purchase warrants	**9(b)**	**20,028**	2,477
Total current liabilities		**1,151,043**	1,125,684
Lease obligation	**7**	**2,724**	3,283
Total liabilities		**1,153,767**	1,128,967
Shareholders' equity			
Share capital	**9**	**2,889,969**	2,889,969
Contributed surplus	**11**	**223,816**	207,177
Deficit		**(3,912,388)**	(3,821,670)
Total shareholders' equity		**(798,603)**	(724,524)
Total liabilities and shareholders' equity		**$ 355,164**	$ 404,443

"signed" Roger Dent
Director

"signed" Christopher Melnyk
Director

California Nanotechnologies Corp
Condensed Consolidated Statements of Loss and Comprehensive Loss
United States Dollars
(Unaudited – prepared by management)

	Note	**For the nine month period ended November 30, 2015**	For the nine month period ended November 30, 2014	**For the three month period ended November 30, 2015**	For the three month period ended November 30, 2014
Revenue		**$ 330,216**	$ 299,179	**$ 143,567**	$ 80,495
Cost of goods sold		**68,531**	31,702	**26,274**	11,634
Gross margin		**261,685**	267,477	**117,293**	68,861
Expenses					
Advertising and promotion		**10,590**	39,447	**2,067**	7,922
Amortization and depreciation - equipment and intangible assets	**5,6**	**27,480**	49,074	**7,846**	16,781
Consulting		**1,545**	19,557	**1,520**	819
Office		**30,161**	31,426	**6,433**	9,038
Professional fees		**22,779**	23,956	**2,310**	6,624
Repairs and maintenance		**4,775**	3,652	**2,772**	100
Research		**25,688**	14,159	**15,000**	5,544
Salaries, wages and benefits		**199,373**	270,406	**56,512**	93,510
Supplies		**14,082**	55,419	**1,365**	16,673
Travel and entertainment		**7,519**	11,717	**202**	3,349
Share-based compensation	**11**	**16,639**	30,940	**5,104**	11,940
		360,631	549,753	**101,131**	172,300
Gain (Loss) from operations		**(98,946)**	(282,276)	**16,162**	(103,439)
Other income		**43,500**	-	**43,500**	-
Foreign exchange loss		**(1,138)**	(15,914)	**(1,537)**	(17,709)
Interest expense		**(15,783)**	(17,315)	**(5,238)**	(5,314)
Unrealized gain/loss on share purchase warrants	**9(b)**	**(17,551)**	112,725	**(19,578)**	28,127
Gain (Loss) before income taxes		**(89,918)**	(202,780)	**33,309**	(98,335)
Provision for income taxes		**800**	2,400	**-**	-
Net gain (loss) and comprehensive gain (loss)		**$ (90,718)**	$ (205,180)	**$ 33,309**	$ (98,335)
Income (loss) per share – basic	**10**	**$ (0.00)**	$ (0.01)	**$ 0.00**	$ (0.00)
- diluted	**10**	**(0.00)**	(0.01)	**0.00**	(0.00)
Weighted average shares outstanding – basic	**9**	**31,230,296**	30,446,835	**31,230,296**	31,230,296
- diluted		**31,508,543**	30,951,144	**31,526,912**	32,082,439

California Nanotechnologies Corp.
Condensed Consolidated Statements of Changes in Equity
United States Dollars
(Unaudited – prepared by management)

	Note	Share capital	Contributed surplus	Deficit	Total
Balance at February 28, 2015		**$ 2,889,969**	**$ 207,177**	**$ (3,821,670)**	**$ (724,524)**
Shares issued upon private placement		**-**	**-**	**-**	**-**
Shares issued upon option exercise		**-**	**-**	**-**	**-**
Share-based compensation	**11**	**-**	**16,639**	**-**	**16,639**
Share issue costs		**-**	**-**	**-**	**-**
Net loss and comprehensive loss		**-**	**-**	**(90,718)**	**(90,718)**
Balance at November 30, 2015		**$ 2,889,969**	**$ 223,816**	**$ (3,912,388)**	**$ (798,603)**

California Nanotechnologies Corp.
Condensed Consolidated Statements of Cash Flows
United States Dollars
(Unaudited – prepared by management)

	Note	**For the nine month period ended November 30, 2015**	For the nine month period ended November 30, 2014	**For the three month period ended November 30, 2015**	For the three month period ended November 30, 2014
Cash provided by (used for) the following activities					
Operating activities					
Net gain (loss)		**$ (90,718)**	$ (205,180)	**$ 33,309**	$ (98,335)
Amortization and depreciation - equipment and intangible assets	**5,6**	**27,480**	49,074	**7,846**	16,781
Unrealized gain (loss) on share purchase warrants	**9(b)**	**17,551**	(112,725)	**19,578**	(28,127)
Share-based compensation	**11**	**16,639**	30,940	**5,104**	11,940
		(29,048)	(237,891)	**65,837**	(97,741)
Changes in working capital accounts					
Accounts receivable		**(35,343)**	73,249	**(69,176)**	21,368
Inventory		**(9,540)**	(4,892)	**(4,946)**	(4,892)
Prepaid expenses and other current assets		**(12,053)**	(10,237)	**(6,314)**	6,689
Income taxes payable		**800**	(800)	**-**	-
Accounts payable and accrued liabilities		**(7,235)**	11,438	**27,408**	6,897
Net cash provided by (used for) operating activities		**(92,419)**	(169,133)	**12,809**	(67,679)
Financing activities					
Lease obligation		**(513)**	-	**(175)**	-
Payments to related parties		**(19,151)**	(185,716)	**-**	(62,835)
Advances from related parties	**4**	**33,347**	75,089	**1,833**	8,366
Share issue costs		**-**	(32,981)	**-**	-
Issue of common shares		**-**	665,351	**-**	-
Net cash provided by (used for) financing activities		**13,683**	521,743	**1,658**	(54,469)
Investing activities					
Purchase of equipment		**(4,235)**	(53,913)	**-**	(9,074)
Proceeds from Investment		**-**	-	**-**	-
Net cash used for investing activities		**(4,235)**	(53,913)	**-**	(9,074)
Increase (decrease) in cash resources		**(82,971)**	298,697	**14,467**	(131,222)
Cash, beginning of period		**185,089**	4,234	**87,651**	434,153
Cash, end of period		**$ 102,118**	$ 302,931	**$ 102,118**	$ 302,931

1. Incorporation and operations

Veritek Technologies Inc. was incorporated under the laws of the Province of Alberta on August 19, 2002. On February 1, 2007, the Company changed its name to California Nanotechnologies Corp. (the "Company") in connection with the reverse takeover with California Nanotechnologies Inc. The condensed consolidated financial statements of the Company for the period ended November 30, 2015 include the accounts of the Company and its wholly-owned subsidiaries. The consolidated financial statements were authorized for issue by the Board of Directors on January 14, 2016. Its head office, research and development, and production operations are located at 17220 Edwards Road, Cerritos, California, U.S.A, 90703. A corporate, registered office is located at #900, 715 - 10th Avenue S.W., Calgary, Alberta T2R 0A8. Since the date of the reverse takeover, the Company has been devoted to the development of nanocrystalline materials through grain size reduction. The advantages of these materials include improved strength and stability. The Company's target markets are Aerospace, Defense, Automotive, Oil and Gas, and Sports and Recreation. Since the most significant portion of the Company's operations is located in the United States and its functional currency is denominated in United States dollars, these condensed consolidated financial statements are presented in United States dollars.

2. Going concern

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company has a net loss for the period of $90,718 (2014 - $205,180) and negative cash flows from operating activities of $92,419 (2014 – $169,133). In addition, the Company has an accumulated deficit of $3,912,388 (2014 - $3,698,779). These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to attain profitable operations and generate funds therefrom, and to continue to obtain equity investment and borrowings sufficient to meet current and future obligations and/or restructure the existing debt and payables. These consolidated financial statements do not reflect the adjustments or reclassification of assets and liabilities which would be necessary if the Company were unable to continue its operations.

3. Significant accounting policies

These condensed consolidated financial statements have been prepared by management in accordance with IAS 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). The principal accounting policies are set out below. These condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Consolidated Financial Statements and the notes thereto in the Company's Audited Annual Financial Statements for the year ended February 28, 2015.

Any standards and interpretations that have been issued but are not yet effective, and that are available for early application, have not been applied to the Company in these condensed consolidated financial statements. Application of the majority of these standards and interpretations is not expected to have a material effect on the condensed consolidated financial statements in the future.

The preparation of condensed consolidated financial statements requires management to make estimates and judgments that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates. The condensed consolidated financial statements have, in management's opinion, been properly prepared using careful judgment with reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

3. Significant accounting policies - continued

(a) Consolidation

The Company has consolidated the assets, liabilities, revenues and expenses of the subsidiaries after the elimination of intercompany transactions and balances. These condensed consolidated financial statements include the accounts of the Company, and its wholly owned subsidiaries, California Nanotechnologies Inc. and White Roof Solutions, Inc.

(b) Basis of measurement

These consolidated financial statements have been prepared on a going concern basis, using the historical cost convention except for share-based payments and financial assets classified as fair value through profit or loss or available for sale which are measured at fair value. In addition, they have been prepared on an accrual basis of accounting except for cash flow information.

(c) Revenue recognition

Revenue is recognized when goods are shipped or services provided to the customer, significant contractual obligations have been satisfied, and collection of the resulting receivable is reasonably assured. The Company recognizes revenue and profits from contracts on the percentage of completion basis, and accordingly costs are expensed as incurred and revenue is recognized only to the extent of contract costs incurred that will be recoverable. Expected losses are recognized immediately when it is probable that total contract costs will exceed total contract revenue. Revenue on investments is recognized on an accrual basis.

(d) Cash

Cash includes balances with banks. Bank borrowings are considered to be financing activities. Any bank indebtedness is covered with the Company’s overdraft protection in the amount of $30,000.

(e) Business combinations

The Company uses the acquisition method of accounting to account for business combinations. The consideration transferred is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

(f) Equipment

Equipment is carried at historical cost less accumulated depreciation. Depreciation is provided using the straight line method and is calculated over the estimated useful life of the assets, which has been estimated as seven years for nanotechnology equipment and three years for roof coating equipment. Borrowing costs are capitalized that are directly attributable to the acquisition of equipment. The Company reviews the criteria for capitalization and the useful life of its equipment on an on-going basis considering changes in circumstances.

When the cost of a part of an item of equipment is significant in relation to the total cost of an item and the items have different useful lives, they are accounted for as separate items (significant components) of equipment. The costs of day-to-day servicing of equipment are recognized in direct operating expenses. Gains and losses on disposal of an item of equipment is determined by comparing the proceeds from disposal with the carrying amount of equipment, and are recognized net within other (income) expense in the condensed consolidated statements of loss and comprehensive loss. Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

3. Significant accounting policies - continued

(g) Intangible assets

Intangible assets are comprised of intellectual property, customer relationships, trade secrets, use of operating rights and contract intangibles. Intangible assets are recorded at cost less any accumulated amortization and/or impairment losses. Intangible assets are amortized on a straight-line basis over their estimated useful life of 15 years and are assessed for impairment whenever there is an indication that the intangible asset be impaired. The amortization method and amortization period of an intangible asset is reviewed at least annually.

(h) Impairment of non-financial assets excluding goodwill

The Company assesses, at the end of each reporting period, whether there is an indication that an asset group be impaired. If any indication of impairment exists, the Company estimates the recoverable amount of the asset group. External triggering events include, for example, changes in customer or industry dynamics, other technologies and economic declines. Internal triggering events for impairment include lower profitability or planned restructuring. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets, cash generating units (“CGU”).

If the carrying amount of the asset, or its respective CGU, exceeds its estimated recoverable amount, the difference is recognized as an impairment charge. The Company’s corporate assets, which do not generate separate cash inflows, are allocated to the CGUs on a reasonable basis for impairment testing purposes.

The Company’s impairment tests compare the carrying amount of the asset or CGU to its recoverable amount. The recoverable amount is the higher of fair value less costs to sell (“FVLCS”) and value in use (“VIU”). FVLCS is the amount obtainable from the sale of an asset or CGU in an arm’s length transaction of similar assets or observable market prices, less the costs of disposal. The determination of VIU requires the estimation and discounting of cash flows which involves key assumptions that consider all information available on the respective testing date. Management uses its judgment, considering past and actual performance as well as expected developments in the respective markets and in the overall macro-economic environment and economic trends to model and discount future cash flows.

(i) Goodwill

Goodwill represents the excess of the purchase price over the fair value of net assets acquired and liabilities assumed in a business combination. Goodwill is not amortized but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Company’s CGU’s expected to benefit from the synergies of the combination. CGU’s to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the CGU be impaired. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss recognized for goodwill is not reversed in a subsequent period.

(j) Provisions

Provisions cover risks resulting from legal disputes and proceedings. In order to determine the amount of the provisions, the facts related to each case, the size of the claim, awards in similar cases, the expected timing of such possible awards, insurance coverage and deductibles and independent expert advice are considered along with assumptions regarding the probability of a successful claim and the range of possible awards. The actual costs can deviate from these estimates.

A provision is recognized in the consolidated financial statements when the Company has a material obligation, whether existing or potential, as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. If the obligation is determined to be material, then the estimated amount

3. Significant accounting policies - continued

(j) Provisions - continued

of the provision is determined by discounting the expected future cash outflows. At February 28, 2015 and February 28, 2014 there were no provisions recognized in the condensed consolidated financial statements.

(k) Income taxes

Income tax expense for the period consists of current and deferred tax. Deferred tax is recognized in the condensed consolidated statement of loss and comprehensive loss, except to the extent that it relates to a business combination or items recognized in other comprehensive loss (“OCL”) or directly in equity.

Taxable income differs from income as reported in the condensed consolidated statements of loss and comprehensive loss. As a result, current tax is the expected tax due on taxable income less adjustments to prior periods using tax rates enacted, or substantively enacted as at the reporting date in jurisdictions where the Company operates.

In general, deferred taxes are recognized based on temporary differences arising between the tax value of assets and liabilities and their carrying amounts in the condensed consolidated financial statements. Deferred tax liabilities are not recognized and are not accounted for if they arise from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable income. Deferred taxes are calculated on the basis of the tax laws enacted or substantively enacted as at the reporting date and apply to when the related deferred tax asset is realized or the deferred tax liability is settled.

Current and deferred tax assets and liabilities are offset when there is a legally enforceable right to settle on a net basis and when such assets and liabilities relate to income taxes imposed by the same taxation authority.

(l) Foreign exchange

These condensed consolidated financial statements have been presented in United States (U.S.) dollars, the functional currency of the Company's operations. Monetary assets and liabilities denominated in foreign currencies are translated into U.S. dollars at the foreign exchange rate in effect at the statement of financial position date. Revenue and expense transactions in foreign currencies are translated to the appropriate functional currency at the foreign exchange rate on the date of the transaction with all consequential exchange differences recognized in net loss.

Non-monetary assets that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transactions. All resulting exchange differences from translation of the functional currency into a different reporting currency are recognized as a separate component of other comprehensive loss.

(m) Significant accounting estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and judgments that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent assets and liabilities at the reporting date. On an ongoing basis, management evaluates its judgments and estimates in relation to revenue, expenses, assets and liabilities. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes differ from these estimates under different assumptions and conditions.

3. Significant accounting policies - continued

(m) Significant accounting estimates and judgments - continued

The following are the most significant accounting judgments and estimates made by the Company in applying accounting policies:

Judgments

Determining cash generating units ("CGU's")

For the purpose of assessing impairment of tangible and intangible assets, assets are grouped at the lowest level of separately identified cash flows which make up the CGU. Determination of what constitutes a CGU is subject to management judgment. The asset composition of a CGU can directly impact the recoverability of assets included within the CGU. In assessing the recoverability of tangible and intangible assets, each CGU's carrying value is compared to the greater of its fair value less costs to sell and value in use.

Deferred taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable earnings will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable earnings together with future tax planning strategies.

Estimates

Valuation of accounts receivables

Accounts receivable are reviewed on a regular basis to estimate recoverability of balances. Accounts receivable are stated after evaluation as to their collectability and an appropriate allowance for doubtful accounts is provided where considered necessary.

Business combinations

Business combinations have been accounted for using the acquisition method of accounting. Under the acquisition method, the acquiring company adds to its statement of financial position the estimated fair values of the acquired assets and liabilities. There are various assumptions made when determining the fair values of the assets and liabilities acquired. The most significant assumptions and those requiring the most judgment involve the estimated fair value of intangible assets.

Share-based payments

The Corporation uses an option pricing model to determine the fair value of share-based payments. Inputs to the model are subject to various estimates about volatility, interest rates, dividend yields, forfeiture rates and expected life of the units issued. Fair value inputs are subject to market factors as well as internal estimates. The Company considers historic trends together with any new information to determine the best estimate of fair value at the date of grant.

Depreciation and amortization

The condensed consolidated financial statements include estimates of the useful economic life of equipment and intangibles. Due to varying assumptions required to be made with regards to future recoverability of these assets, the depreciation and amortization recorded by management is based on their best estimate in this regard and be significantly different from those determined based on future operational results.

3. Significant accounting policies - continued

(n) Share-based compensation plan

The Company provides equity-settled share-based payments in the form of a share option plan to its employees, officers, directors and consultants. The Company accounts for these share options using the fair value method of accounting for share-based compensation expense. Under this method, the associated compensation expense is charged to net loss with a corresponding increase to contributed surplus less an estimated forfeiture rate over each vesting period (tranches) of the options granted. The forfeiture rate is based on past experience of actual forfeitures. Each tranche is treated as a separate share option grant, and subsequently valued at the start of each tranche's vesting period.

Share-based compensation transactions with non-employees are measured at the fair value of the goods or services recovered. However, if the fair value cannot be estimated reliably, the share-based compensation transaction is measured at the fair value of the equity instruments granted at the date the non-employee provides the goods or services.

(o) Per share amounts

Basic loss per share is calculated using the weighted average number of shares outstanding during the period. The Company follows the treasury stock method for the computation of diluted per share amounts. This method assumes the proceeds from the exercise of dilutive options and warrants are used to purchase common shares at the weighted average market price during the period.

(p) Research and development expenses

Expenses related to research and development activities that do not meet generally accepted criteria for deferral are expensed as incurred, net of related tax credits and government grants. Development expenses that meet generally accepted criteria for deferral, in accordance with the IAS 38, "Intangible Assets", are capitalized, net of related tax credits and government grants, and are amortized against earnings over the estimated benefit period and are tested annually for impairment. Research and development expenses are mainly comprised of salaries and related expenses, material costs as well as fees paid to third party consultants.

(q) Financial instruments

All financial instruments are required to be measured at fair value on initial recognition of the instrument. Measurements in subsequent periods depends on whether the financial instrument has been classified as "at fair value through profit or loss", "available-for-sale", "held-to-maturity", "loans and receivables", or "other financial liabilities" as defined by the standard.

Financial assets and financial liabilities "at fair value through profit or loss" are measured at fair value with changes in those fair values recognized in net loss. Financial assets "available-for-sale" are measured at fair value, with changes in those fair values recognized in OCL. Financial assets "held-to-maturity", "loans and receivables" and "other financial liabilities" are measured at amortized cost using the effective interest method of amortization.

Cash is designated as "fair value through profit or loss" and is measured at fair value. Accounts receivable are designated as "loans and receivables". Accounts payable and accrued liabilities, and advances from related parties are designated as "other liabilities". Long-term investments are financial instruments classified as "available-for-sale". They are initially recorded at their fair value unless fair value is not readily determinable. Subsequent changes to the market value of the investments are recorded as changes to other comprehensive income. Realized gains and losses are recognized in net loss when the investments are actually disposed of.

3. Significant accounting policies - continued

(q) Financial instruments - continued

Financial instruments measured at fair value on the condensed consolidated statement of financial position require classification into one of the following levels of the fair value hierarchy:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices listed in Level 1 that are observable for the asset or liability either directly or indirectly;
- Level 3 - Inputs that are not based on observable market data.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. Cash is measured at Level 1 and the investment is recorded at Level 2.

A financial asset is assessed at each reporting date to determine whether it is impaired based on objective evidence indicating that one or more events have had a negative effect on the estimated future cash flows of that asset. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the net present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value and any amounts in OCL are transferred to net loss. Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. All impairment losses are recognized in net loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized.

(r) Capital Disclosures

The Company discloses its objective, policies and processes for managing capital.

(s) New accounting policies

On March 1, 2014, the Company adopted the following new standards and amendments that became effective for annual periods on or after March 1, 2014:

3. IAS 36, “Impairment of Assets” was amended to reduce the circumstances in which the recoverable amount of CGUs is required to be disclosed and clarifies the disclosures required when an impairment loss has been recognized or reversed in the period. The adoption of this amendment had no material impact on the Company's consolidated financial statements.

4. IFRS Interpretations Committee (“IFRIC”) 21 “Levies” clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified in the relevant legislation, occurs. The adoption of this standard had no material impact on the Company's consolidated financial statements.

5. IFRS 2, “Share-based payment” - Annual Improvements to IFRSs 2010–2012 Cycle” was issued in December 2013. The definitions of 'vesting conditions' and 'market condition' were amended and the definitions of 'performance condition' and 'service condition' were added. An entity is required to prospectively apply that amendment to share-based payment transactions for which the grant date is on or after July 1, 2014. The adoption of this amendment had no material impact on the Company's consolidated financial statements.

6. “Annual Improvements to IFRSs 2010–2012 Cycle” was issued in December 2013. The amendments to IFRS 8 require that an entity disclose the judgments made by management in applying the aggregation criteria to allow two or more operating segments to be aggregated. The amendments affect disclosure and are effective for annual periods beginning on or after July 1, 2014. The adoption of this amendment had no material impact on the Company's consolidated financial statements.

3. Significant accounting policies - continued

(t) Future accounting policies
The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and assessed that the following pronouncements are applicable to the Company:

IFRS 9, “Financial Instruments” - On November 12, 2009, the IASB issued IFRS 9, “Financial Instruments” (“IFRS 9”), which will replace IAS 39 “Financial Instruments: Recognition and Measurement” (“IAS 39”). The standard was to be effective for annual periods beginning on or after January 1, 2015. In February 2014, the IASB tentatively decided the mandatory effective date of the final IFRS 9 would now be January 1, 2018. IFRS 9 applies to classification and measurement of financial assets as defined in IAS 39. It uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options in IAS 39. The Company has not yet considered the impact of IFRS 9 on its consolidated financial statements.

IFRS 15, “Revenue from contracts with customers” - On May 28, 2014, the IASB issued IFRS 15, “Revenue from contracts with customers”. IFRS 15 will replace existing standards and interpretations on revenue recognition. The standard is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. The standard outlines a single comprehensive model for entities for revenue recognition arising from contracts with customers. The Company has not yet considered the impact of IFRS 15 on its consolidated financial statements.

4. Related party transactions

Advances from related parties are from a non-arms length entity. The advances bear interest at 2% per annum and are due upon demand. There are no set terms for repayment and the loan is secured by all the assets of the Company. No interest has been paid on the advances (February 28, 2015 - $nil) with accrued interest at 2%, in the amount of $141,160 (February 28, 2015 – $128,847). The related party contracted the Company for a total of $24,298 (November 30, 2014 – $28,588) and the Company incurred expenses of $2,820 (November 30, 2014 – $608). The transactions are considered to be in the normal course of operations and are initially recognized at their fair value.

	November 30, 2015	February 28, 2015
Advances from related parties	**$ 1,045,522**	$ 1,031,326

Significant subsidiaries:

The table below provides information relative to California Nanotechnologies Corp.’s significant subsidiaries, including the entity's name, its jurisdiction of incorporation/formation, the percentage of securities directly or indirectly owned by California Nanotechnologies Corp., and the market areas served, if applicable.

Company (Jurisdiction of Incorporation/ Formation	**Percentage of ownership by California Nanotechnologies Corp.**	**Overview**	**Market Area**
California Nanotechnologies Inc. (California, USA)	100%	Wholly-owned subsidiary of California Nanotechnologies Corp. which was formed and incorporated on February 4, 2005. It is the head office which conducts research and development, and materials processing.	USA

5. Equipment

	Nanotechnology Equipment	Roof coating equipment	Totals
Cost			
At February 28, 2014	908,133	8,520	916,653
Additions	63,867	-	63,867
At February 28, 2015	972,000	8,520	980,520
Additions	-	-	-
At November 30, 2015	**972,000**	**8,520**	**980,520**
Accumulated depreciation			
At February 28, 2014	843,486	4,703	848,189
Depreciation	49,826	2,130	51,956
At February 28, 2015	893,312	6,833	900,145
Depreciation	6,528	710	7,238
At November 30, 2015	**909,002**	**8,482**	**917,484**
Net book value			
At February 28, 2015	78,688	1,687	80,375
At November 30, 2015	**62,998**	**38**	**63,036**

6. Intangible assets

	Trade secrets	Use of operating rights	Customer list	Customer contract	Patent	Totals
Cost						
At February 28, 2014	100,000	50,000	27,000	23,000	-	200,000
At February 28, 2015	100,000	50,000	27,000	23,000	-	200,000
At November 30, 2015	**100,000**	**50,000**	**27,000**	**23,000**	**4,235**	**204,235**
Accumulated amortization						
At February 28, 2014	53,890	26,944	14,550	12,393	-	107,777
Amortization	6,667	3,333	1,800	1,533	-	13,333
At February 28, 2015	60,557	30,277	16,350	13,926	-	121,110
Amortization	6,667	3,333	1,800	1,533	-	13,333
At November 30, 2015	**65,557**	**32,777**	**17,700**	**15,076**	**141**	**131,251**
Net book value						
At February 28, 2015	39,443	19,723	10,650	9,074	-	78,890
At November 30, 2015	**34,443**	**17,223**	**9,300**	**7,924**	**4,094**	**72,984**

7. Finance lease obligation

Equipment under a finance lease payable in equal month installments of $84 which includes interest implied interest of 8.7%. The lease matures on December 16, 2019 and is secured against the equipment under finance lease with a net book value of $3,841.	**$**	**3,462**
Less: current portion		**(738)**
	$	**2,724**

Interest of $246 (2014 - $nil) related to the finance lease has been recorded as interest expense in the condensed consolidated statements of net loss and comprehensive loss for the period ended November 30, 2015. No finance leases were present in the prior year.

Future minimum lease payments related to obligations under finance lease are as follows:

2015	$	85
2016		1,011
2017		1,011
2018		1,011
2019		1,011
		4,129
Less: implied interest		(667)
		3,462
Less: current portion		(738)
	$	2,724

8. Compensation of key management personnel

The remuneration of key management personnel during the year was as follows:

	November 30, 2015	November 30, 2014
Remuneration	**$ 86,879**	$ 95,163

Key management personnel of the Company include the CEO and CFO. Deferred compensation to the CEO in the amount of $14,278 is included above at November 30, 2015 (November 30, 2014 - $nil).

9. Share capital

(a) Authorized:

Unlimited number of Class "A" Common shares, without nominal or par value.

(b) Issued:

	Number	Amount
Total issued and outstanding, February 28, 2014	25,820,000	$ 2,386,148
Total issued and outstanding, February 28, 2015	31,230,296	$ 2,889,969
Issued under private placement	-	-
Issued upon exercise of options	-	-
Share issuance costs	-	-
Total issued and outstanding, November 30, 2015	**31,230,296**	**$ 2,889,969**

On April 9, 2014, Cal Nano completed a private placement of 5,290,296 Units at $0.135 CAD per Unit for total proceeds of $714,190 CAD. Each Unit was comprised of one (1) common share and one-half of one (1) common share purchase warrant exercisable at $0.225 CAD per common share until April 9, 2015. These warrants were valued at $0.0565 CAD per warrant for a total of $149,348 CAD. On March 17, 2015, the warrants' expiration date, included in each unit of the April 9, 2014 private placement was extended to October 8, 2015. On October 6, 2015, the warrants' expiration date was extended another 12 months to October 8, 2016.

The ascribed values of the warrants were determined using the Black-Scholes fair value pricing model based on a risk free rate of 1.06%, expected volatility of 167.9% and an expected life of one (1) year. The total costs to complete the private placement were $32,981, which included finder's fees in the aggregate amount of $16,745 CAD to eligible finders who introduced subscribers to the private placement.

Warrants

	Number	Amount
Total issued and outstanding, February 28, 2015	2,645,148	$ 2,477
Issuance of warrants	-	-
Unrealized loss on share purchase warrants	-	**17,551**
Total issued and outstanding, November 30, 2015	**2,645,148**	**$ 20,028**

(c) Options - Directors, Officers, Employees and Consultants

The Company has a stock option plan for directors, officers, employees and consultants. Stock options can be issued up to a maximum number of common shares equal to 10% of the issued and outstanding common shares of the Company. The exercise price of options granted is not less than the market price of the common shares traded and along with the vesting period, is determined by the Board of Directors. Options granted have a term of up to 5 years.

9. Share capital - continued

	Number of Options	Weighted Average price *(CAD)*
Balance, February 28, 2014	2,300,000	$ 0.08
Granted	475,000	0.11
Forfeited	(50,000)	0.05
Exercised	(120,000)	0.10
Balance, February 28, 2015	2,605,000	$ 0.08
Granted	**300,000**	**0.09**
Forfeited	**(225,000)**	**0.07**
Exercised	**-**	**-**
Balance, November 30, 2015	**2,680,000**	**$ 0.08**

During the period ended November 30, 2015, the Company recorded $16,639 in share-based compensation expense (November 30, 2014 - $30,940). The fair value of the options granted in the current period was estimated using the Black Scholes option-pricing model with the following assumptions:

Risk free interest rate (%)	0.82
Expected term (years)	5.0
Expected volatility (%)	147.4
Dividend per share	-
Forfeiture rate (%)	8.8

The following tables summarize information about stock options outstanding at November 30, 2015:

Options Outstanding				**Options Exercisable**	
Exercise Price	**Number of options**	**Weighted Average of Remaining Contractual Life (years)**	**Weighted Average Exercise Price *(CAD)***	**Number of Options**	**Weighted Average Exercise Price *(CAD)***
$ 0.05 - 0.12	**2,680,000**	**2.4**	**$ 0.08**	**1,679,955**	**$ 0.09**

The following tables summarize information about stock options outstanding at February 28, 2015:

Options Outstanding				Options Exercisable	
Exercise Price	Number of options	Weighted Average of Remaining Contractual Life (years)	Weighted Average Exercise Price *(CAD)*	Number of Options	Weighted Average Exercise Price *(CAD)*
$ 0.05 - 0.20	2,605,000	2.8	$ 0.08	1,504,996	$ 0.09

10. Income (loss) per share

The basic income (loss) per common share is calculated using net income (loss) divided by the weighted-average number of common shares outstanding. The diluted income (loss) per common share is calculated using net income (loss) divided by the weighted-average number of diluted common shares outstanding.

1,730,000 (February 28, 2015 – 1,430,000) options were excluded in calculating the weighted-average number of diluted common shares outstanding for the period ended November 30, 2015, because their exercise price was greater than the average common share market price for the 6-month period. Outstanding options and warrants were the only potential dilutive instruments.

11. Contributed surplus

	November 30, 2015	February 28, 2015
Balance, beginning of year	**$ 207,177**	$ 168,218
Share-based compensation (11(c))	**16,639**	46,826
Exercise of options		(7,867)
Balance, end of period	**$ 223,816**	$ 207,177

12. Financial instruments

Financial instruments of the Company consist of cash, accounts receivable, accounts payable and accrued liabilities and advances from related parties.

	November 30, 2015		February 28, 2015	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
At fair value through profit or loss				
Cash	**$ 102,118**	**$ 102,118**	$185,089	$185,089
Loans and receivables				
Accounts receivable	**81,891**	**81,891**	46,547	46,547
Other liabilities				
Accounts payable and accrued liabilities	**83,155**	**83,155**	90,390	90,390
Advances from related parties	**1,045,522**	**1,045,522**	1,031,326	1,031,326

The table below sets out fair value measurements using fair value hierarchy.

	Total	**Level 1**	**Level 2**	**Level 3**
Assets				
Cash	$ 102,118	$ 102,118	-	-

There have been no transfers during the year between Levels 1, 2 and 3.

The carrying values of cash, accounts receivable, accounts payable and accrued liabilities approximate their fair value due to their short-term nature.

12. Financial instruments – continued

The fair value of the Company's advances from related parties approximate their fair values due to the interest rates applied to these instruments, which approximate market interest rates.

As disclosed above, the Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to various risks. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical. The Company does not use off statement of financial position contracts to manage these risks.

Liquidity Risk

The Company defines liquidity risk as the financial risk that the Company will encounter difficulties meeting its financial obligations. The Company's objective for managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. This risk is partially mitigated by managing the cash flow through controlling receivables and payables to vendors and related parties. At November 30, 2015, the Company had a working capital deficiency of $931,899 (February 28, 2015 – $880,506).

Foreign currency risk

A portion of the Company's operations are located outside of the United States and, accordingly, the related financial assets and liabilities are subject to fluctuations in exchange rates.

The Company manages its exposure to foreign currency fluctuations by maintaining foreign currency bank accounts to facilitate foreign currency payables and planned expenditures. At November 30, 2015, the Company had the following balances denominated in Canadian dollars. The balances have been translated into United States currency in accordance with the Company's foreign exchange accounting policy.

	USD November 30, 2015	USD February 28, 2015
Cash	**$ 334**	$ 166,185
Accounts Payable	**11,843**	27,069

The Company operates with a U.S. dollar functional currency which gives rise to currency exchange rate risk on the Company's Canadian dollar denominated monetary assets and liabilities, such as Canadian dollar bank accounts and accounts payable, as follows:

	Impact on Net Loss
U.S. Dollar Exchange Rate – 10% increase	**$ (1,218)**
U.S. Dollar Exchange Rate – 10% decrease	**1,218**

Credit risk

The Company manages credit risk by dealing with financially sound customers, based on an evaluation of the customer's financial condition. For the period ended November 30, 2015, the Company was engaged in contracts with one (November 30, 2014 – two) customer in excess of 10% of revenue, which accounted for $109,437 (November 30, 2014 - $207,206) or 77% (November 30, 2014 – 69%) of the Company's total revenue. The maximum exposure to credit risk is the carrying value of accounts receivable. No allowance for doubtful accounts was recorded (November 30, 2014 – $nil). The table below provides a summary of the aged but not impaired accounts receivable.

Total	**Current**	**≤ 30 days**	**> 30 days ≤ 60 days**	**> 60 days ≤ 90 days**	**> 90 days**
$ 81,891	$ 74,165	$ 2,000	$ -	$ 658	$ 5,068

13. Capital Disclosures

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash, and equity comprised of issued capital, contributed surplus and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended February 28, 2015.