



**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**For the three month and six month periods ended September 30, 2015 and 2014**

**(expressed in Canadian dollars)**

**(UNAUDITED)**

**In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Corporation discloses that its auditors have not reviewed the unaudited condensed consolidated financial statements for the three month and six month periods ended September 30, 2015**

## **Management's Responsibility for Financial Information**

The interim condensed consolidated financial statements (the "Interim Financial Statements"), the notes thereto and other financial information contained in the management's discussion and analysis are the responsibility of management of Aquarius Coatings Inc. and have been approved by the Board of Directors.

The Interim Financial Statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and, where necessary, include amounts which reflect management's best estimates and judgments based on current available information. Aquarius Coatings Inc. maintains systems of internal accounting and administrative controls in order to provide reasonable assurance that the Corporation's assets are appropriately accounted for and adequately safeguarded, and that financial information is accurate and reliable.

The Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfils its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the Interim Financial Statements and the accompanying management's discussion and analysis.

The Audit Committee is composed of three non-management, independent directors and meets periodically with management and the independent auditors to review internal accounting controls, auditing matters and financial reporting issues, and to satisfy itself that all parties are properly discharging their responsibilities. The Audit Committee reviews the Interim Financial Statements and the management's discussion and analysis of financial results and reports its findings to the Board of Directors for its consideration when approving the Interim Financial Statements for issuance to the shareholders.

*"David J. Hennigar"*

David J. Hennigar  
Acting Chief Executive Office

*"Lorne S. MacFarlane"*

Lorne S. MacFarlane  
Chief Financial Officer

November 27, 2015



## Financial Statements

September 30, 2015

<u>Contents</u>	<u>Page</u>
Table of contents	1
Consolidated Statement of Financial Position	2
Consolidated Statements of Comprehensive Income	3
Consolidated Statements of Changes in Equity	4
Consolidated Statements of Cash Flows	5
Note to Consolidated Financial Statements	6-14
Directors and Officers	15

**Aquarius Coatings Inc.**  
**Consolidated Statement of Financial Position**  
**(Expressed in Canadian dollars)**

	<b>Sep 30, 2015</b>	<b>Mar 31, 2015</b>
	<b>(Unaudited)</b>	<b>(Audited)</b>
	<b>\$</b>	<b>\$</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	11,227	19,963
Accounts receivable (Note 5)	19,647	8,754
	<b>30,874</b>	<b>28,717</b>
<b>Long-term investment (Note 9)</b>	<b>112,272</b>	<b>112,272</b>
<b>Capital assets (Note 6)</b>	<b>283</b>	<b>377</b>
	<b>143,429</b>	<b>141,366</b>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>		
<b>Liabilities</b>		
Accounts payable and accrued liabilities	67,853	53,910
Note payable (Note 8)	200,000	200,000
Due to related parties (Note 7)	3,807,941	3,801,500
	<b>4,075,794</b>	<b>4,055,410</b>
<b>Shareholders' Deficiency</b>		
Share capital (Note 10)	10,340,865	10,340,865
Contributed surplus	5,193,806	5,193,806
Accumulated other comprehensive income	112,271	112,271
Deficit	(19,579,307)	(19,560,986)
	<b>(3,932,365)</b>	<b>(3,914,044)</b>
	<b>143,429</b>	<b>141,366</b>

*The accompanying notes form an integral part of these consolidated financial statements  
(See Note 2 - Going Concern)*

Approved on behalf of the Board

"David J. Hennigar"

David J. Hennigar

"N. Gary Van Nest"

N. Gary Van Nest

November 27, 2015

Aquarius Coatings Inc.  
**Condensed Consolidated Statement of Comprehensive Income (unaudited)**  
(Expressed in Canadian dollars)

	Three Months Ended		Six Months Ended	
	Sep 30,2015	Sep 30,2014	Sep 30,2015	Sep 30,2014
	\$	\$	\$	\$
<b>Expenses</b>				
General and administrative	15,806	8,507	23,012	15,262
Bank Charges and Interest	492	341	1,000	657
Amortization	47	132	94	189
	<b>16,345</b>	<b>8,980</b>	<b>24,106</b>	<b>16,108</b>
<b>Net loss from continuing operations</b>	<b>(16,345)</b>	<b>(8,980)</b>	<b>(24,106)</b>	<b>(16,108)</b>
<b>Other items:</b>				
Royalty income	1,416	-	5,785	-
Loss from discontinued operations (Note 4)	-	(158,327)	-	(209,508)
<b>Net loss</b>	<b>(14,929)</b>	<b>(167,307)</b>	<b>(18,321)</b>	<b>(225,616)</b>
<b>Other comprehensive income (Note 9)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive loss</b>	<b>(14,929)</b>	<b>(167,307)</b>	<b>(18,321)</b>	<b>(225,616)</b>
<b>Loss per share - continuing operations</b>	<b>(\$0.000)</b>	<b>(\$0.000)</b>	<b>(\$0.000)</b>	<b>(\$0.000)</b>
<b>Loss per share</b>	<b>(\$0.000)</b>	<b>(\$0.002)</b>	<b>(\$0.000)</b>	<b>(\$0.002)</b>
Shares outstanding (Note 10)	107,948,144	107,948,144	107,948,144	107,948,144

*The accompanying notes form an integral part of these consolidated financial statements*

**Aquarius Coatings Inc.**  
**Consolidated Statement of Changes in Equity**  
**(Expressed in Canadian dollars)**

**for the six months ended September 30, 2015 and September 30, 2014**

	Issued Capital		Contributed	Accumulated Other		
	Shares	Amount	Surplus	Deficit	Comprehensive Income	Total
		\$	\$	\$	\$	\$
Balance March 31, 2014	107,948,144	10,340,865	5,193,806	(19,319,514)	112,271	(3,672,572)
Net loss for the period	-	-	-	(225,616)	-	(225,616)
Other comprehensive income	-	-	-	-	-	-
<b>Balance September 30, 2014</b>	<b>107,948,144</b>	<b>10,340,865</b>	<b>5,193,806</b>	<b>(19,545,130)</b>	<b>112,271</b>	<b>(3,898,188)</b>
Balance March 31, 2015	107,948,144	10,340,865	5,193,806	(19,560,986)	112,271	(3,914,044)
Net loss for the period	-	-	-	(18,321)	-	(18,321)
Other comprehensive income	-	-	-	-	-	-
<b>Balance September 30, 2015</b>	<b>107,948,144</b>	<b>10,340,865</b>	<b>5,193,806</b>	<b>(19,579,307)</b>	<b>112,271</b>	<b>(3,932,365)</b>

*The accompanying notes form an integral part of these consolidated financial statements*

<b>Aquarius Coatings Inc.</b>				
<b>Condensed Consolidated Statement of Cash Flows (unaudited)</b>				
<b>(Expressed in Canadian dollars)</b>				
	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>Sep 30, 2015</b>	<b>Sep 30, 2014</b>	<b>Sep 30, 2015</b>	<b>Sep 30, 2014</b>
<b>Cash flows were provided by (used in):</b>				
	\$	\$	\$	\$
<b>Operating activities</b>				
Net loss for the year from continuing operations	(14,929)	(8,980)	(18,321)	(16,108)
Depreciation (Note 6)	47	132	94	189
Allowance for doubtful accounts	-	698	-	698
Accounts Receivable	(6,159)	(70,736)	(10,893)	(84,248)
Prepaid Expenses and deposits	-	7,684	-	7,684
Accounts payable and accrued liabilities	11,799	35,086	13,943	50,529
Cash used in continuing operating activities	(9,242)	(36,116)	(15,177)	(41,256)
Cash used in discontinued operations	-	(162,857)	-	(219,463)
	(9,242)	(198,973)	(15,177)	(260,719)
<b>Financing activities</b>				
Advances from related parties	2,984	142,801	6,441	194,209
	2,984	142,801	6,441	194,209
<b>Investment activities</b>				
Discontinued operations	-	63,694	-	63,694
	-	63,694	-	63,694
<b>Increase (Decrease) in cash during the period</b>	<b>(6,258)</b>	<b>7,522</b>	<b>(8,736)</b>	<b>(2,816)</b>
Cash, beginning of period	17,485	4,189	19,963	14,527
Cash, end of period	11,227	11,711	11,227	11,711

*The accompanying notes form an integral part of these consolidated financial statements*

**Aquarius Coatings Inc.**  
**Notes to Consolidated Financial Statements for the three months ended**  
**September 30, 2015 and September 30, 2014**  
**(Expressed in Canadian dollars, unless otherwise indicated)**

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**1. NATURE OF OPERATIONS**

Aquarius Coatings Inc. (the “Corporation”) was incorporated under the *Business Corporations Act* (Ontario) in 1986. As disclosed in the Audited Financial Statements for the year ended March 31, 2015 the Corporation disposed of inventories, formulations and manufacturing equipment associated with the protective coatings operations and is now positioned for other opportunities.

**2. GOING CONCERN**

The consolidated financial statements for the Corporation have been prepared on a going concern basis, which assumes the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Corporation currently has limited operating revenues and during the years ended March 31, 2015 and March 31, 2014 incurred (losses) income of (\$241,471) and \$183,723, respectively. At March 31, 2015 and September 30, 2015, the Corporation has a working capital deficiency of \$4,026,693 and \$4,044,920, respectively. Also, at March 31, 2015 and September 30, 2015, the Corporation has a shareholders' deficiency of \$3,914,044 and \$3,932,365, respectively. Consequently, the Corporation's ability to continue as a going concern is dependent on the support of its creditors, the ability to obtain additional financing, and ultimately, the attainment of profitable operations. The Corporation's lenders, whom are significant shareholders, have indicated that their support will continue over the forthcoming year.

If the going concern assumption were not appropriate for these consolidated financial statements, adjustments would be necessary to the carrying values of assets and liabilities, the reported loss for the period and balance sheet classifications.

**3. SIGNIFICANT ACCOUNTING POLICIES**

(a) Basis of presentation

The consolidated financial statements are presented in Canadian dollars which is also the Corporation and its subsidiaries' functional currency.

The unaudited condensed interim financial statements for the period ended September 30, 2015, and the notes thereto (the “Interim Financial Statements”), present the Corporation's financial results of operations and financial position under IFRS as at and for the three month and six month periods ended September 30, 2015, and September 30, 2014. The Interim Financial Statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, “Interim Financial Reporting”, as issued by the International Accounting Standards Board (“IASB”) and using the accounting policies the Corporation adopted in its financial statements for the year ending March 31, 2015 based on current standards. The Interim Financial Statements do not include all the necessary annual disclosures in accordance with IFRS.

The policies set out in Note 3 were consistently applied to all the periods.

(b) Basis of consolidation

The consolidated financial statements include the accounts of the Corporation and its subsidiaries, Scotiachemco Holdings Limited and Scotiachemco Inc. Inter-company transactions and balances have been eliminated.



**Aquarius Coatings Inc.**  
**Notes to Consolidated Financial Statements for the three months ended**  
**September 30, 2015 and September 30, 2014**  
**(Expressed in Canadian dollars, unless otherwise indicated)**

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**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

(c) Basis of preparation

The consolidated financial statements are prepared on the historical cost basis except for certain assets, liabilities and financial instruments which are measured at their fair values, as explained in the relevant accounting policies set out below.

(d) Accounting estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions that effect the application of policies and reported amounts of assets and liabilities, revenue and expenses and the accompanying notes. Actual results could differ from these estimates under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. The areas that management makes critical estimates, assumptions and judgments are allowance for doubtful accounts, inventories provision, fair value of long-term investments, recoverability of deferred tax assets, and impairment of assets.

(e) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue from the sale of product is recognized upon shipment, when the Corporation has transferred to the buyer the significant risks and rewards of ownership of the goods; the Corporation retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; the amount of revenue can be measured reliably; it is probable that the economic benefits associated with the transaction will flow to the Corporation; and the costs incurred or to be incurred in respective of the transaction can be measured reliably. The transfer of risks and rewards occurs based on the terms of the sales contract. The Corporation sells its products at agreed upon prices to its customers, which reflect prevailing market prices.

(f) Inventory

Inventories include raw materials and finished goods. Inventories are stated at the lower of cost and net realizable value. Cost is determined on a first-in-first-out basis and includes material, subcontract cost, and net realizable value is the anticipated selling price over costs to sell and replacement cost for raw materials. Reversal of previous write-downs is required when there is a subsequent increase in the value of inventories.

(g) Equipment

Amortization is provided on equipment over the estimated useful life using the following rates and methods:

Computer equipment	- 50% declining balance
Plant equipment	- 20% declining balance

(h) Income Taxes

Income taxes are calculated using the liability method. Temporary differences arising from the difference between the tax basis of an asset or liability and its carrying amount on the balance sheet are used to calculate deferred income tax liabilities or assets. Deferred income tax liabilities or assets are calculated using the substantively enacted rates and laws that are expected to be in effect in the periods that the temporary differences are expected to reverse. The effect of changes in rates is included in the statement of comprehensive income in the period which included the substantive enactment date. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

**Aquarius Coatings Inc.**  
**Notes to Consolidated Financial Statements for the three months ended**  
**September 30, 2015 and September 30, 2014**  
**(Expressed in Canadian dollars, unless otherwise indicated)**

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**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

(i) Foreign Currency

Foreign currency transactions are translated into Canadian dollars at the rate prevailing on the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated into Canadian dollars at the rates of exchange in effect at the end of the period. Translation gains and losses are recorded in the statement of comprehensive income.

(j) Provisions

A provision is recognized in the balance sheet when the Corporation has a present legal or constructive obligation 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 effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

(k) Earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings per share amounts are calculated by dividing the net profit attributable to common shareholders by the weighted average number of shares outstanding during the period plus the weighted average number of shares that would be issued on the conversion of all the dilutive potential ordinary shares into common shares.

(l) Impairment of assets

Equipment is tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value (less costs to sell) is the amount obtainable from the sale of the asset or group of assets in an arm's length transaction between knowledgeable and willing parties, less costs to sell. Value in use is equal to the present value of future cash flows expected to be derived from the use and sale of the asset.

Impairment losses may be reversed, in a subsequent period where the impairment no longer exists or has decreased. The carrying amount after a reversal must not exceed the carrying amount (net of depreciation) that would have been determined had no impairment loss been recognized.

Impairment of financial assets

A financial asset not carried at fair value through profit or loss and an available-for-sale financial asset is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Impairment losses on available-for-sale investment securities are recognized by transferring the cumulative loss that has been recognized in other comprehensive income, and presented in the fair value reserve in equity, to profit or loss. The amount of the cumulative loss that is recognized in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognized in profit or loss.

**Aquarius Coatings Inc.**  
**Notes to Consolidated Financial Statements for the three months ended**  
**September 30, 2015 and September 30, 2014**  
**(Expressed in Canadian dollars, unless otherwise indicated)**

**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

(m) Financial Instruments

The Corporation recognizes a financial asset or a financial liability when, and only when, it becomes a party to the contractual provisions of the instrument. Such financial assets or financial liabilities are initially recognized at fair value and the subsequent measurement depends on their classification.

All financial assets are classified into one of the following four categories: held for trading, held to maturity, loans and receivables or available for sale. All financial liabilities are classified into one of the following two categories: held for trading or other financial liabilities. The classification determines the accounting treatment of the instrument. The classification is determined by the Corporation when the financial instrument is initially recorded, based on the underlying purpose of the instrument.

The Corporation has elected to apply the following classifications to each of its significant categories of financial instruments:

Financial Asset/Liability	Classification	Measurement
Cash	Held for trading	Fair value
Accounts receivable	Loans and receivables	Amortized cost
Long-term investments	Available-for-sale	Fair value
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Note payable	Other liabilities	Amortized cost
Due to related party	Other liabilities	Amortized cost

Held-for-trading financial investments are measured at fair value and all gains and losses are included in operations in the period in which they arise. Available-for-sale financial instruments are measured at fair value with revaluation gains and losses included in other comprehensive income. Investments in equity instruments classified as available-for-sale that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost. When available-for-sale financial assets are derecognized, the cumulative gain or loss previously recognized directly in equity is recognized in profit or loss. Loans and receivables, investments held to maturity and other financial liabilities are measured at amortized cost using the effective interest method. Gains and losses upon inception, impairment write-downs and foreign exchange translation adjustments are recognized immediately.

(n) Fair value measurement

The Corporation categorizes its financial assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs used in the measurement.

Level 1: This level includes assets and liabilities measured at fair value based on unadjusted quoted prices for identical assets and liabilities in active markets that are accessible at the measurement date.

Level 2: This level includes valuations determined using directly or indirectly observable inputs other than quoted prices included within Level 1.

Level 3: This level includes valuations based on inputs which are less observable, unavailable or where the observable data does not support a significant portion of the instruments' fair value.

(o) Recent accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning on or after January 1, 2018. Those pronouncements, that could be applicable or could have a significant impact to the Corporation, are discussed in detail in Note 3(o) to the March 31, 2015 audited financial statements.

**Aquarius Coatings Inc.**  
**Notes to Consolidated Financial Statements for the three months ended**  
**September 30, 2015 and September 30, 2014**  
**(Expressed in Canadian dollars, unless otherwise indicated)**

**4. DISCONTINUED OPERATIONS**

On September 5, 2014, the Corporation closed the sale of certain assets of the Corporation including Inventory, Equipment, Intellectual Property, Material Contracts and Customer Lists for aggregate proceeds of \$63,694.

The Corporation will also receive royalty payments on the sale of the Corporation's former products for a 3 year period as follows:

Year 1 – 10%  
Year 2 - 9%  
Year 3 - 8%

The proceeds from the sale of assets was recorded in the quarter ending September 30, 2014 as follows:

	\$
Proceeds sale of plant equipment, inventory, material contracts, customer lists and intellectual properties	63,694
Book value of assets	53,080
Gain on transaction	10,614

**Discontinued operations:**

	Three Months Ended		Six Months Ended	
	Sep 30,2015	Sep 30,2014	Sep 30,2015	Sep 30,2014
<b>Sales</b>	-	62,596	-	95,471
<b>Cost of sales</b>	-	37,126	-	59,593
<b>Gross Margin</b>	-	25,470	-	35,878
<b>Expenses</b>				
Selling, general and administrative	-	194,145	-	255,243
Bank Charges and Interest	-	266	-	637
Amortization	-	-	-	120
	-	194,412	-	256,000
<b>Net loss before other items</b>	-	(168,942)	-	(220,122)
<b>Other items:</b>				
Gain on disposal of assets	-	10,614	-	10,614
<b>Net income (loss) from discontinued operation</b>	-	(158,328)	-	(209,508)

Selling general and administrative expenses for the prior year include severance costs of \$126,088

**Aquarius Coatings Inc.**  
**Notes to Consolidated Financial Statements for the three months ended**  
**September 30, 2015 and September 30, 2014**  
(Expressed in Canadian dollars, unless otherwise indicated)

**5. ACCOUNTS RECEIVABLE**

	Sep 30, 2015	Sep 30, 2014
	\$	\$
Accounts Receivable	20,990	106,885
Allowance for doubtful debts	(1,343)	(1,343)
	<b>19,647</b>	<b>105,542</b>

Allowance for doubtful debts:

	Sep 30, 2015	Sep 30, 2014
	\$	\$
Balance beginning of period	1,343	8,992
Additional bad debt provision	-	1,343
Recovery of previous provision	-	(2,041)
Utilization of provision	-	(6,951)
Balance end of period	<b>1,343</b>	<b>1,343</b>

**6. CAPITAL ASSETS**

September 30, 2014

Description	Cost				Accumulated Depreciation				Net Book Value 30-Sep-2014
	Balance 31-Mar-2014	Additions	Dispositions	Balance 30-Sep-2014	Balance 31-Mar-2014	Depreciation for period	Dispositions	Balance 30-Sep-2014	
Computer equipment	\$ 8,219	\$ -	\$ -	\$ 8,219	\$ 7,463	\$ 189	\$ -	\$ 7,652	\$ 567
Plant equipment	4,050	-	(4,050)	-	1,644	120	(1,764)	-	-
	<b>\$ 12,269</b>	<b>\$ -</b>	<b>\$ (4,050)</b>	<b>\$ 8,219</b>	<b>\$ 9,107</b>	<b>\$ 309</b>	<b>\$ (1,764)</b>	<b>\$ 7,652</b>	<b>\$ 567</b>

September 30, 2015

Description	Cost				Accumulated Depreciation				Net Book Value 30-Sep-2015
	Balance 31-Mar-2015	Additions	Dispositions	Balance 30-Sep-2015	Balance 31-Mar-2015	Depreciation for period	Dispositions	Balance 30-Sep-2015	
Computer equipment	\$ 8,219	\$ -	\$ -	\$ 8,219	\$ 7,842	\$ 94	\$ -	\$ 7,936	\$ 283
	<b>\$ 8,219</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 8,219</b>	<b>\$ 7,842</b>	<b>\$ 94</b>	<b>\$ -</b>	<b>\$ 7,936</b>	<b>\$ 283</b>

**Aquarius Coatings Inc.**  
**Notes to Consolidated Financial Statements for the three months ended**  
**September 30, 2015 and September 30, 2014**  
**(Expressed in Canadian dollars, unless otherwise indicated)**

**7. DUE TO RELATED PARTY**

Forest Lane Holdings Limited ("FLH"), a Corporation controlled by David J. Hennigar, Chairman of the Corporation, owns directly and indirectly 45,882,355 shares (42.5%) of the Corporation. FLH has provided working capital funding to the Corporation for a number of years. Refer to Note 11 for further information.

	Sep 30, 2015	Sep 30, 2014
Note payable to Forest Lane Holdings Limited, a company controlled by a shareholder, is non-interest bearing with no specific terms of repayment. The amount is secured by a general security agreement.	\$ 3,807,941	\$ 3,805,697

The Corporation also had a note payable to another related party, whose Vice President is also Chief Financial Officer of the Corporation, as at September 30, 2015 and September 30, 2014 (Note 8).

**8. NOTE PAYABLE**

Notes payable represents a subordinated loan from a Nova Scotia venture capital company to a subsidiary in 1990. The loan is non-interest bearing and unsecured. There have been no principal payments on the loan since 1992 and no payments are anticipated.

	Sep 30, 2015	Sep 30, 2014
Subordinated promissory note payable, non-interest bearing, unsecured and payable on demand.	\$ 200,000	\$ 200,000

The Nova Scotia venture capital company was struck by the Registry of Joint Stock Companies on November 5, 2007 and no longer exists as a corporate entity.

**9. LONG TERM INVESTMENT**

**Woodland Biofuels Inc. ("Woodland")**

The Corporation holds 112,272 shares in Woodland which were originally carried at a nominal value since no readily available market for the shares existed at that time. Woodland completed a private placement of 4,000,000 shares in December 2010 at a price of US\$1.00 per share, completed another private placement of 100,000 shares in September 2011 at a price of C\$1.00 per share and completed an additional private placement of 500,000 shares at C\$1.00 per share in Q2 2012. In Q3 and Q4 2012 Woodland issued 2,726,900 units at C\$1.00 per unit (each unit comprising one common share and one warrant exercisable at \$1.50 per share for a 4 year period).

In the 2013 fiscal year Woodland issued an additional 899,617 shares at C\$1.00 per share in payment of salaries, professional and directors fees and in the 2014 fiscal year Woodland issued an additional 201,420 shares at C\$1.75 per share in payment of salaries and directors fees. The Corporation is using the most recent private placement share issue price as the basis for the fair value measurement of the investment in Woodland. The changes between the values on the statements of financial position dates are recorded in other comprehensive income. There was no change in the valuation during the current period. Woodland is proposing additional private placements and the Corporation will adjust the valuation of the investment to reflect values at that time.

**Aquarius Coatings Inc.**  
**Notes to Consolidated Financial Statements for the three months ended**  
**September 30, 2015 and September 30, 2014**  
**(Expressed in Canadian dollars, unless otherwise indicated)**

**10. SHARE CAPITAL**

Share capital consists of the following:

Authorized

Unlimited number of non-voting, non-cumulative preference shares, issuable in series, convertible into one common share and redeemable at their stated capital amount

Unlimited number of common shares

	<u>Number of Shares</u>		<u>Dollar Value</u>	
	<u>Sep 30, 2015</u>	<u>Sep 30, 2014</u>	<u>Sep 30, 2015</u>	<u>Sep 30, 2014</u>
Issued				
Common	<b>107,948,144</b>	107,948,144	<b>\$ 10,340,865</b>	\$ 10,340,865

At the Annual General and Special Meeting of Shareholders held on February 17, 2014 shareholders passed resolutions approving the following proposed transactions:

(i) the issuance of up to 72,000,000 common shares of the Corporation at a deemed value of \$0.05 per common share in settlement of up to \$3,600,000 in current shareholder loans to the Corporation;

(ii) the consolidation of the Corporation's common shares on the basis of one (1) new common share for twenty (20) existing common shares after giving effect to the shares issued under item (i) above; and

(iii) the change of the name of the Corporation to "Aquarius Holdings Limited" or such other name as may be approved by the board of directors of the Corporation.

The proposed transactions are subject to TSX-V acceptance and all regulatory approvals, which have not yet been obtained, and have accordingly not been concluded. Given the passage of time since the resolutions were originally passed, the Board has concluded that it would be appropriate to cancel the original resolutions and place renewed resolutions (which may, or may not be identical to the original resolutions) before the shareholders at the next Annual and Special General Meeting of Shareholders. Any such transactions as may be proposed will be subject to all relevant regulatory and other consents and approvals.

**11. LOSS PER SHARE**

The loss per share is calculated based upon the weighted average number of common shares outstanding during the period of 107,948,144 (September 30, 2014 – 107,948,144)

**12. COMMITMENTS**

The Corporation has no long term lease commitments and has no capitalized lease commitments.

**13. MANAGEMENT OF CAPITAL**

The Corporation defines capital that it manages as the aggregate of its loans payable, share capital, contributed surplus, other comprehensive income and deficit. Its objectives when managing capital are to ensure that the Corporation will continue as a going concern, so that it can provide returns to its shareholders.

**Aquarius Coatings Inc.**  
**Notes to Consolidated Financial Statements for the three months ended**  
**September 30, 2015 and September 30, 2014**  
(Expressed in Canadian dollars, unless otherwise indicated)

**13. MANAGEMENT OF CAPITAL (Continued)**

	<b>Sep 30, 2015</b>	Sep 30, 2014
	\$	\$
Notes payable	<b>200,000</b>	200,000
Loan due to shareholder	<b>3,807,941</b>	3,805,697
Share capital	<b>10,340,865</b>	10,340,865
Contributed surplus	<b>5,193,806</b>	5,193,806
Accumulated other comprehensive income	<b>112,271</b>	112,271
Deficit	<b>(19,579,307)</b>	(19,545,130)
<b>Total Capital (Deficiency)</b>	<b>75,576</b>	107,509

The Corporation manages its capital structure and makes adjustments to it in light of economic conditions. The Corporation, upon approval from its Board of Directors and subject to all relevant regulatory and other consents and approvals, will make changes to its capital structure as deemed appropriate under the specific circumstances.

The Corporation is not subject to any externally imposed capital requirements or debt covenants, and does not presently utilize any quantitative measures to monitor its capital. The Corporation's overall strategy with respect to management of capital remains unchanged from the year ended March 31, 2015.

**14. SEGMENTED INFORMATION**

Management has determined that during the periods covered by these unaudited interim financial statements, the Corporation carried on business in one operating segment only. All capital assets were located in Canada. Included in the Statement of Discontinued Operations sales other than to Canadian customers for the three month period ended September 30, 2015 were export sales to the United States of \$ nil (three month period ended September 30, 2014 – \$31,253). Accounts receivable from United States customers at September 30, 2015 amounted to \$ nil (September 30, 2014 – \$29,089).



## **DIRECTORS AND OFFICERS**

<b>David J. Hennigar</b>	Chairman, Acting Chief Executive Officer and Director
<b>J. T. MacQuarrie, Q.C.</b>	Director
<b>N. Gary Van Nest</b>	Director
<b>Michael G Ryan</b>	Director
<b>Lorne S. MacFarlane</b>	Chief Financial Officer
<b>Christopher H. Freeman</b>	Secretary