Consolidated Financial Statements
(Expressed in Canadian dollars)

NANOSTRUCK TECHNOLOGIES INC.

(Formally Blue Gold Water Technologies Ltd.)

Years ended September 30, 2014 and 2013

Collins Barrow

Collins Barrow Toronto LLP
Collins Barrow Place
11 King Street West
Suite 700, Box 27
Toronto, Ontario
M5H 4C7 Canada

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Nanostruck Technologies Inc.

We have audited the accompanying consolidated financial statements of Nanostruck Technologies Inc., and its subsidiary which comprise the consolidated statements of financial position as at September 30, 2014 and September 30, 2013 and consolidated statements of loss and comprehensive loss, changes in equity, and cash flows for the years ended September 30, 2014 and September 30, 2013 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Nanostruck Technologies Inc. and its subsidiary as at September 30, 2014 and 2013, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 2 in the consolidated financial statements which indicates the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Collins Barrow Toronto LLP

Licensed Public Accountants
Chartered Professional Accountants
April 7, 2015
Toronto, Ontario

NanoStruck Technologies Inc.
Consolidated statements of financial position
(Expressed in Canadian Dollars)

	Notes	**September 30, 2014**	September 30, 2013
		$	$
Assets			
Current assets			
Cash and cash equivalents		**8,405**	1,027,605
Sales tax receivable		**172,444**	90,308
Inventory		**-**	71,222
Prepaid expenses and deposits		**155,671**	302,251
		336,520	1,491,386
Property, plant and equipment	8	**48,780**	946,734
Intangible assets	6	**-**	100,000
		385,300	2,538,120
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities	7	**1,467,881**	646,553
Short term loan	10	**273,402**	-
		1,741,283	646,553
Shareholders' equity (deficit)			
Share capital	9	**7,291,552**	6,302,191
Contributed surplus	7, 9	**5,566,187**	4,683,469
Deficit		**(14,213,722)**	(9,094,093)
Total shareholders' equity (deficit)		**(1,355,983)**	1,891,567
		385,300	2,538,120

Nature of operations (Note 1), Going concern (Note 2), Commitments (Note11), Contingencies (Note 14), and Subsequent events (Note 15)

See accompanying notes to the consolidated financial statements.

Approved on behalf of the Board:

"Bundeep Singh Rangar"

"Stephen John McCann"

NanoStruck Technologies Inc.

Consolidated statements of loss and comprehensive loss

(Expressed in Canadian dollars)

	Notes	**September 30 2014**	September 30 2013
		$	$
Revenue		**-**	35,400
Cost of revenue		**-**	27,912
		-	7,488
Expenses			
Professional fees, consulting and advisory	**7**	**511,888**	481,115
Salaries and wages		**889,269**	1,095,794
Office		**230,803**	471,859
Travel and lodging		**289,000**	279,881
Meals and entertainment		**91,752**	53,150
Advertising and promotion		**549,360**	109,885
Research and development		**479,668**	416,064
Transfer agent and filing fees		**35,190**	59,066
Insurance		**61,485**	45,849
Amortization	**8**	**24,798**	51,679
Freight and shipping		**12,328**	8,016
Bank service charges		**3,067**	4,106
Impairment of property, plant & equipment and prepaids	**8**	**1,257,213**	-
Intangible assets impairment	**6**	**100,000**	-
Share-based payments	**7, 9**	**664,081**	-
Inventory obsolescence		**71,222**	-
Bad debt		**-**	426,332
Exchange loss		**-**	284
Debt settlement gain	**9**	**(165,143)**	-
		5,105,982	3,503,080
Loss before finance charges		**(5,105,982)**	(3,495,592)
Finance charges			
Reverse takeover transaction costs	**5**	**-**	4,964,243
Interest expense (income)		**13,647**	(172,278)
		13,647	4,791,965
Loss and comprehensive loss		**(5,119,629)**	(8,287,557)
Basic and diluted loss per share	**3(i)**	**(0.06)**	(0.42)
Weighted average number of common shares outstanding		**83,352,236**	19,510,201

See accompanying notes to the consolidated financial statements.

NanoStruck Technologies Inc.
Consolidated statements of changes in equity
(Expressed in Canadian dollars)

	Notes	Share capital Number of shares	Amount ($)	Contributed Surplus	Deficit	Total
				$	$	$
Private Blue Gold Tailing Technologies Ltd.						
Balance at September 30, 2012		**1**	**1**	**-**	**(806,536)**	**(806,535)**
Purchase of intellectual property		30,518,075	100,000	-	-	100,000
Builder common shares		48,105,519	89,860	-	-	89,860
Shares issued to current directors		23,103,293	172,583	-	-	172,583
Balance at May 29, 2013, prior to reverse takeover transaction	**5**	**101,726,888**	**362,444**	**-**	**(806,536)**	**(444,092)**
Public Blue Gold Water Technologies Ltd.						
Removal of Blue Gold Tailing Technologies Ltd. share capital		(101,726,888)	-	-	-	-
Shares issued on RTO to Blue Gold Tailing Technologies Ltd. Shareholders		38,000,000	-	-	-	-
Issued on RTO to Golden Cross shareholders- shares		29,138,659	4,486,828	-	-	4,486,828
Issued on RTO to Golden Cross shareholders- warrants		-	-	3,329,540	-	3,329,540
Issued on RTO to Golden Cross shareholders- options		-	-	304,113	-	304,113
Private placement		7,857,142	1,209,858	-	-	1,209,858
Fair value of the warrants issued with the private placement		-	-	990,141	-	990,141
Share issuance costs		-	(96,464)	(78,945)	-	(175,409)
Shares issued as finders fees		3,000,000	461,945	-	-	461,945
Warrants issued to Agent		-	(138,620)	138,620	-	-
Warrants exercised		45,000	16,200	-	-	16,200
Net loss and comprehensive loss		-	-	-	(8,287,557)	(8,287,557)
Balance at September 30, 2013		**78,040,802**	**6,302,191**	**4,683,469**	**(9,094,093)**	**1,891,567**
Public NanoStruck Technologies Inc.						
Balance at September 30, 2013		**78,040,802**	**6,302,191.29**	**4,683,469**	**(9,094,093)**	**1,891,567**
Share-based payments	**7, 9**	-	-	624,836	-	624,836
Share issued to consultants	**9**	1,611,706	117,873.00	-	-	117,873
Share issued to management & directors	**7, 9**	5,980,538	358,832.00	-	-	358,832
Fair value of the warrants issued to director	**9**	-	-	38,269	-	38,269
Private placements		9,025,000	512,655.62	-	-	512,656
Fair value of the warrants issued with the private placement		-	-	219,613	-	219,613
Net loss and comprehensive loss for the period		-	-	-	(5,119,629)	(5,119,629)
Balance at September 30, 2014		**94,658,046**	**7,291,551.91**	**5,566,187**	**(14,213,722)**	**(1,355,983)**

See accompanying notes to the consolidated financial statements.

NanoStruck Technologies Inc.

Consolidated statements of cash flows

(Expressed in Canadian dollars)

	Notes	**September 30, 2014**	September 30, 2013
		$	$
Net loss		**(5,119,629)**	(8,287,557)
Adjustments for non-cash items:			
Amortization		**24,798**	51,679
Impairment of intangible assets	6	**100,000**	-
Accrued interest	10	**13,402**	-
Share-based payments	9	**664,081**	-
Impairment of property, plant & equipment and prepaids	6, 8	**1,257,213**	-
Discount to Fair value of promissory notes net of accretion		**-**	(172,278)
Bad debts		**-**	426,334
Shares issued for service		**-**	172,584
Reverse take over transaction costs		**-**	4,536,231
Gain on debt settlement		**(165,143)**	-
Changes in non-cash working capital items:			
Sales tax receivable		**(82,136)**	(75,686)
Prepaid expenses and deposits		**(78,997)**	(173,697)
Inventory		**71,222**	(71,222)
Accounts payables and accrued liabilities		**1,777,999**	426,549
Cash flows used in operating activities		**(1,537,190)**	(3,167,063)
Cash flows from investing activities			
Purchases of property, plant and equipment		**(178,479)**	(736,508)
Cash acquired on acquisition of Goldon Cross Resources Inc.		**-**	553,081
Advances to related party		**-**	(237,032)
Cash flows used in investing activities		**(178,479)**	(420,459)
Cash flows from financing activities			
Issuance of builder shares		**-**	89,860
Shares issue expense		**-**	(175,409)
Warrants exercised		**-**	16,200
Proceeds from issuance of promissory note		**-**	2,242,164
Private placements	7,9	**436,469**	2,200,000
Short term loan	10	**260,000**	-
Cash flows from financing activities		**696,469**	4,372,815
Net increase (decrease) in cash		**(1,019,201)**	785,293
Cash and cash equivalents, beginning of year		**1,027,605**	242,312
Cash and cash equivalents, end of year		**8,405**	1,027,605

See accompanying notes to the consolidated financial statements.

1. Nature of operations

Nanostruck Technologies Inc. (formally known as Blue Gold Water Technologies Ltd.) (the "Company"), was incorporated in British Columbia under the Business Corporations Act on June 20, 2006 under the name Golden Cross Resources Inc. The Company's main focus is the business of water remediation and tailings processing, using nanotechnology solutions to clean wastewater and recover precious metals from mine tailings. The Company's corporate head office and principal place of business is 2660 Meadowvale Blvd. Suite 6B, Mississauga, Ontario, Canada, L5N 7E6. The Company's shares are listed on the CNSX exchange under the symbol NSK.

2. Going concern

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations for the foreseeable future. The ability of the Company to continue as a going concern is dependent upon its ability to obtain financing on reasonable terms and to attain profitable operations and further fund operations. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate additional financing in the future, in which case the Company may be unable to meet its obligations. Should the Company be unable to realize its asses and discharge its liabilities in the normal course of operations, the net realizable value of its assets may be substantially less than the amounts recorded on the statements of financial position. These consolidated financial statements do not include adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

During the year the Company has incurred losses to date of $14,213,722 ($9,094,093 – September 30, 2013) and had a working capital deficit of $1,404,763 as at September 30, 2014 (surplus of $844,833 – September 30, 2013). The Company does not currently have any revenue-generating assets.

The Company, therefore, reduced all of its expenditure and has limited such expenditure to external essential costs only. Whilst operating in this manner the Company continues to explore and develop further revenue and funding targets which could lead for the eventual improvement in the Company's cash position going forward.

Given the uncertainty over the future funding the Directors recognize that there is a material uncertainty that casts significant doubt over the Company's ability to operate as a going concern. These financial statements do not contain the adjustments that would be necessary if the Company was unable to continue as a going concern. Such adjustments would include presenting assets at their recoverable amounts, which would be likely to result in further provisions to the current carrying amounts in these consolidated financial statements and to providing for further liabilities that might arise on a break up basis of preparation.

3. Significant accounting policies

Statement of Compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

The accounting principles applied in the preparation of these consolidated financial statements included herein have been applied consistently for each of the periods presented. These financial statements have been authorized for issuance by the Company's Board of Directors on April 7, 2015.

(a) Basis of Consolidation

Golden Cross Acquisition and Blue Gold Tailing Technologies amalgamated on May 29, 2013 forming Blue Gold Tailings Technologies (BGTT). BGTT is the operating company and accounting parent and 100% owned legal subsidiary of Nano Struck Technologies Inc., which changed its name from Blue Gold Water Technologies Inc. (formerly Golden Cross Resources Inc.) on October 3, 2014.

(b) Basis of preparation

These financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. They are presented in Canadian dollars unless otherwise noted.

(c) Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash held on deposit with banks, other highly liquid short-term interest bearing investments with maturities of 90 days or less than the original date of acquisition and bank overdrafts.

(d) Share-based payments

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to contributed surplus. The fair value of share-based payments is determined using a Black-Scholes option pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. When options are exercised, their fair value is reclassified from contributed surplus to share capital.

3. Significant accounting policies (continued)

In situations where the Company issues units, the value of warrants is included in the contributed surplus. The fair value of warrants included in units are determined using the Black-Scholes option pricing model.

In accordance with IFRIC 19, when debt is extinguished with equity, the difference between the carrying amount of the debt extinguished and the fair value of the equity is recognized in the consolidated statement of loss and comprehensive loss.

(a) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires.

Financial assets and liabilities are measured subsequently as described below.

Financial assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments, are classified into the following categories upon initial recognition:

a. Loans and receivables;
b. Financial assets at fair value through profit or loss;
c. Held-to-maturity investments; and
d. Available-for-sale financial assets

The category determines subsequent measurement and whether any resulting income and expense is recognized in profit or loss or in other comprehensive income.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortized cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents fall into this category of financial instruments.

3. Significant accounting policies (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets that are either classified as held-for-trading or that meet certain conditions and are designated at fair value through profit or loss upon initial recognition. Assets in this category are measured at fair value with gain or losses recognized in profit or loss. The Company has no financial assets in this category.

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity other than loans and receivables. Investments are classified as held-to-maturity if the Company has the intention and ability to hold them until maturity. The Company has no financial assets in this category.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. Available-for-sale financial assets are measured at the fair value and the net change in fair value is recognized in other comprehensive income and reported within the available-for-sale reserve within equity. The Company has no financial assets in this category.

Impairment of financial assets

All financial assets, except for those at fair value through profit or loss, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or group of financial assets is impaired.

Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Impairment of receivables is presented in profit or loss, if applicable.

Financial liabilities

The Company's financial liabilities include accounts payable & accrued liabilities and short term loan. Financial liabilities are measured subsequently at amortized cost using the effective interest method.

3. Significant accounting policies (continued)

(b) New accounting standards adopted

As required by the IASB, effective October 1, 2013, the Company adopted the following standards and amendments to IFRS:

IFRS 7 Financial Instruments: Amendment Regarding Offsetting Financial Assets and Financial Liabilities: This amendment enables users of the financial statements to better compare financial statements prepared in accordance with IFRS and US Generally Accepted Accounting Principles.

IFRS 13 Fair Value Measurement: This standard defines fair value, provides guidance on its determination and introduces consistent requirements for disclosures on fair value measurements.

IFRS 10 Consolidated Financial Statements: This standard replaced IAS 27 Consolidated and Separate Financial Statements ("IAS 27") and SIC-12 Consolidation – Special Purpose Entities ("SIC-12"). Concurrent with IFRS 10, the IASB issued IFRS 11 Joint Arrangements ("IFRS 11"), IFRS 12 Disclosures of interests in Other Entities ("IFRS 12"), IAS 27 Separate Financial Statements, which has been amended for the issuance of IFRS 10 but retains the current guidance for separate financial statements; IAS 28 Investments in Associates and Joint Ventures ("IAS 28"), which has been amended for conforming changes based on the issuance of IFRS 10 and IFRS 11.

IFRS 10 uses control as the single basis for consolidation, irrespective of the nature of the investee, eliminating the risks and rewards approach included in SIC-12, and requires continuous assessment of control over an investee.

IFRS 11 Joint Arrangements: This standard introduces new accounting requirements for joint arrangements replacing IAS 31 Interests in Joint Ventures. It eliminates the option of accounting for jointly controlled entities by proportionate consolidation.

IFRS 12 Disclosure of Interests in Other Entities: This standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements.

There was no impact to the Company's consolidated financial statements on the adoption of these standards

3. Significant accounting policies (continued)

Additionally, the IASB revised the following standards that are effective for the Company's financial year as indicated:

IFRS 9 Financial Instruments

This is a finalized version of IFRS 9 which contains accounting requirements for financial instruments, replacing IAS 39 Financial Instruments: Recognition and Measurement. The standard contains requirements in the following areas:

Classification and measurement. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a 'fair value through other comprehensive income' category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39, however there are differences in the requirements applying to the measurement of an entity's own credit risk.

Impairment. The 2014 version of IFRS 9 introduces an 'expected credit loss' model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized

Hedge accounting. Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures

De-recognition. The requirements for the de-recognition of financial assets and liabilities are carried forward from IAS 39.

The effective date is for annual periods beginning on or after January 1, 2018. The Company is currently assessing what impact the application of this standard or amendments will have on the consolidated financial statements of the Company.

(c) Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated amortization. Cost includes expenditures directly related to the acquisition of the asset, which includes costs to bring the asset to a working condition for its intended use. If major components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment. Amortization of an asset begins when it is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located.

3. Significant accounting policies (continued)

Assets are amortized using the straight-line method over their estimated useful lives up to their residual value and both useful lives and residual values are reviewed annually. The estimated useful lives for the current and comparative periods are as follows:

Manufacturing and equipment	Straight line over 15 years
Furniture and fixtures	Straight line over 5 years
Computer and electronics	Straight line over 5 years
Leasehold improvements	Over the term of the lease, which is five years

Major improvements and extraordinary repairs that extend the life of an asset are capitalized; other repairs and maintenance are expensed. When assets are retired or otherwise disposed of, their carrying values and accumulated amortization are removed from the accounts. Assets that are in progress, where development and installation is not substantially complete, are not amortized.

(d) Intangible assets

Intangible assets consist of patent applications and licenses, which are carried at cost less accumulated amortization and any accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives of 25 years once they are available for use. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

(e) Impairment of property, plant and equipment and intangible assets

Asset are grouped at the smallest identifiable group of assets that generate cash inflows that are largely independent of cash inflows from other assets or groups of assets, known as cash-generating units. Hence, some assets are tested individually for impairment and some are tested at the cash-generating unit level.

Whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, an asset or cash-generating unit is reviewed for impairment. An impairment loss is recognized in profit or loss for the amount by which the asset’s or cash-generating unit’s carrying amount exceeds its recoverable amount. The recoverable amount of an asset or cash-generating unit is the higher of its fair value less cost of disposal and its value in use. To determine the value in use, management estimates expected future cash flows from each asset or cash-generating unit, and then determines an appropriate interest rate for the calculation of the expected present value of the cash flows.

3. Significant accounting policies (continued)

The impairment loss reduces the asset or is charged pro-rata on the basis of the carrying amount of each asset in the cash-generating unit. All the assets are assessed whether there is any indication that an impairment loss is recognized in prior periods may no longer exist.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

(f) Income taxes

Income tax expense is comprised of current and deferred tax. Income tax expense is recognized in net income (loss) except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss), in which case the related tax is recognized directly in equity or in other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or recoverable for the current year based on substantively enacted tax rates at the reporting date. Deferred income tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases (“temporary differences”) and loss carry forwards that are probable, and for which taxable profit will be available against which the asset can be realized. Deferred income tax assets and liabilities are measured using substantively enacted tax rates that are anticipated to be in effect when the differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in the period that substantive enactment occurs. Deferred income taxes are reviewed at each reporting date and to the extent that the Company does not consider it probable that a deferred income tax asset will be recovered, a deferred tax asset is not recognized.

(g) Operating lease agreements

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Operating lease payments are recognized as an expense on a straight-line basis over the lease term, except when another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred. Related expense such as maintenance and insurance expense are charged to income as incurred.

3. Significant accounting policies (continued)

In the event that lease incentives are received to enter into operating leases, such incentives are recognized as a liability. The aggregate benefit of incentives is recognized as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(h) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares, warrants and share options are recognized as a deduction from equity, net of any tax effects.

(i) Basic and diluted loss per share

Basic loss per share is computed by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the year. The computation of the diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the loss per share. The dilutive effect of convertible securities is reflected in diluted loss per share by application of the “if converted” method.

Since the Company has losses, the exercise of outstanding options and warrants has not been included in this calculation as it would be anti-dilutive.

The calculation also excludes common shares that are being held in escrow at period end where the terms of release are dependent on requirements other than the passage of time.

During the periods ended September 30, 2014 and 2013, all outstanding warrants and share options were anti-dilutive.

(j) Foreign exchange

The Company’s and its subsidiary’s functional and presentation currency is the Canadian dollar. Transactions denominated in other currencies are translated into their Canadian dollar equivalents at exchange rates prevailing at the transaction date. Carrying values of monetary assets and liabilities denominated in foreign currencies are adjusted at each balance sheet date to reflect exchange rates prevailing at that date. Foreign exchange gains and losses are included in the statement of loss and comprehensive loss.

3. Significant accounting policies (continued)

(k) Research and development

The Company incurs costs associated with the design and development of new products. Expenditures during the research phase are expensed as incurred. Expenditures during the development phase are capitalized if each of the following criteria are met: i) the technical feasibility of completing the intangible asset so that it will be available for use or sale, ii) its intention to complete the intangible asset and use or sell it, iii) its ability to use or sell the intangible asset, iv) how the intangible asset will generate probable future economic benefits, v) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset, and vi) its ability to measure reliably the expenditure attributable to the intangible asset during its development; otherwise they are expensed as incurred.

(l) Restoration and environmental obligations

The Company recognized liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The Company evaluated its restoration costs to be $Nil at September 30, 2014 (September 30, 2013 - $Nil).

4. Significant management judgments and estimates

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and continent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. The consolidated financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Recognition of deferred tax assets and liabilities – the extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Fair value measurements for share-based compensation and other equity-based transactions.

Impairment – in assessing impairment, management must determine the level at which independent cash flows exist, the asset or an asset grouping. Estimates of the recoverable amount of each asset or cash generating unit is determined; Estimation uncertainty relates to assumptions about the value in use of such assets.

Useful lives of depreciable assets and intangible assets – management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical obsolescence that may change the utility of water filtration and mining tailings recovery equipment.

5. Amalgamation

On May 29, 2013 Golden Cross Acquisition Inc. (“Golden Cross”), a subsidiary of Golden Cross Resources Inc. and Blue Gold Tailing Technologies Inc. (“Tailing”) amalgamated. The amalgamated company was then named Blue Gold Tailings Technologies Ltd. (“Tailings”) and is legal subsidiary of the Company. As a result of this amalgamation, the former shareholders of Tailing were considered to have acquired control of the Company as a result of their controlling share ownership in the resulting entity, the assumption of management of the Company by Tailing's management team and as a result of Tailing's control of the Company's Board of Directors post amalgamation.

The transaction was accounted for as a reverse take-over (“RTO”) transaction that did not constitute a business combination for accounting purposes under IFRS. Tailing was deemed to be the acquirer.

For financial reporting purposes, the Company is considered a continuation of Tailing, the legal subsidiary, except with regard to authorized and issued share capital, which is that of the legal parent. The consolidated statements of financial position, loss and comprehensive loss, changes in equity and cash flows includes the full results of operations of Tailing for the period from October 1, 2012 to September 30, 2013 and the results of operations of Golden Cross from the closing date, May 29, 2013 to September 30, 2013.

Acquisition

Pursuant to the amalgamation agreement each of the 101,726,888 issued and outstanding common shares of Tailing immediately before the effective date of the transaction, May 29, 2013, were exchanged for 0.373549223 of Golden Cross shares totalling 38,000,000 common shares issued by Golden Cross to Tailing shareholders.

Based on the statement of financial position of Golden Cross at the time of the reverse takeover, the net assets at estimated fair value that were acquired were $4,046,195 and the resulting transaction cost charged to the statement of loss and comprehensive loss is as follows:

(Expressed in Canadian dollars)

5. Amalgamation (continued)

	Amount
	$
Consideration	
Fair value of shares	4,486,828
Fair value of warrants (Note 9)	3,329,540
Fair value of share options	304,113
	8,120,481
Assets	
Cash	553,081
Accounts receivable	6,430
Prepaid expenses and deposits	61,478
Due from Blue Gold Tailings	3,448,317
Total assets	4,069,306
Liabilities	
Accounts payable and accrued liabilities	23,111
Total liabilities	23,111
Total net assets/(liabilities)	4,046,195
Unidentifiable assets acquired	4,074,286
Transaction costs	889,957
Total net unidentifiable assets and transaction costs	4,964,243

6. Intangible assets

On January 16, 2013, Tailing entered into an exclusive license and assignment agreement with Blue Gold Holdings Ltd. (“Holdings”), a related party with similar directors, whereby Tailing has purchased a license to use 5 patents applications from Holdings, including a patent held by the University of Saskatchewan (“University”), payable by the issuance of 30,518,075 shares. The value of the intangible assets was valued at management’s estimate of fair value of the asset. As part of the agreement with the University, the Company is required to:

a. Pay an annual license fee of $20,000 on every anniversary of the effective date of the agreement; and
b. Pay milestone payments of $50,000 upon 1st application of licensed product in a pilot scale and an additional $50,000 upon 2nd application of licensed product in a pilot scale; and
c. Pay royalties:
    a. 5% of sales revenue; and
    b. 25% of sublicense compensation.

In the year ended September 30, 2014 no annual license fee payments were made. The annual license fee of $20,000 is due and outstanding. The milestone payments and royalties will become due when the Company makes pilot sale and commercial sales.

(Expressed in Canadian dollars)

6. Intangible assets (continued)

In 2014, the Company exercised the option to acquire the patents for $1. During 2014 the patents expired. The Company recognized impairment in the amount of $100,000 (September 30, 2013 – $Nil) which was due to uncertainty of the status of the agreement with the University.

7. Related party transactions

(a) The following is the detail of remuneration/ consulting paid / accrued (excluding out of pocket expense) to related parties during the year ended September 30, 2014:

Name of Officer/ Director	Position	Nature of Payment	Fees Accrued/ Paid ($)	Shares issued ($)	Stock Options ($)	Warrants ($)	Oct 1, 2013 - Sep 30, 2014 Total ($)	Balance unpaid as at Sept, 30 2014 incl. expenses ($)
Bandeep S. Rangar	Chairman, Interim CEO	Consulting fees	76,073	162,377	216,049	38,270	492,769	22,014
Raj Kurichh (see Note 14)	Director, Officer	Consulting fees	116,000	45,000	59,413	-	220,413	65,288
Rajeev Agarwal	Ex-CFO	Consulting fees	126,809	38,191	64,815	-	229,815	63,490
Alfredo Albi	Ex-Director, Ex-COO	Consulting fees	66,600	-	59,413	-	126,013	20,818
John Morita	Ex-Director	Board fees	5,000	16,312	32,407	-	53,719	5,000
Steve McCann	Director, Chair of Audit Committee	Board fees	5,833	4,250	-	-	10,083	5,833
Richard Goldman	Ex-CFO	Consulting fees	4,000	-	-	-	4,000	-
Rocky Bellotti	Ex-Director	Board fees	4,000	-	64,815	-	68,815	6,497
Michael Morris	Strategic Advisor	Consulting fees	30,000	50,000	-	-	80,000	47,520
IndusView UK Limited	A company with common Director	Consulting fees	30,000	-	-	-	30,000	99,066
Brij Chadda	Director	Board fees	5,250	-	-	-	5,250	5,250
Martin Bernholz	Director	Board fees	5,250	-	-	-	5,250	5,250

(Expressed in Canadian dollars)

7. Related party transactions (continued)

(b) The following is the detail of remuneration/ consulting paid to related parties during the year ended September 30, 2013:

Name of Officer / Director	Position	Nature of payment	Fees Accrued/ Paid ($)	Shares issued ($)	Oct 1, 2012- Sept 30, 2013 Total ($)
Bundeep Singh Rangar	Director, Interim CEO	Consultancy fees	22,500	-	22,500
Raj Kurichh	Director, Officer	Consulting fees	27,473	57,527	85,000
Alfredo Albi	Director, CFO	Consulting fees	150,700	-	150,700
John Morita	Director	Consulting fees	5,100	-	5,100
David Rowson	Director, Ex-CEO	Consulting Fees (2)	15,000	-	15,000
Rocky Bellotti	Director	Professional Fees (1)	61,000	-	61,000
Lance Morgan	Ex-Director	Consultancy	4,000	-	4,000
Derek Blackburn	Former Director	Consulting Fees	4,973	57,527	62,500
Board Fees Accrual	Directors	Board fees (3)	10,000	-	10,000

1. Amounts paid to Bellotti Capital Partners, in which Rocky Bellotti is an officer, for advisory fees $57,000 and Board fees $4,000.
2. Amount paid as consulting fees effective May 29th 2013 to August 31, 2013.
3. Board fees accrued for five directors for two months.

Key management personnel were not paid post-retirement benefits, termination benefits or other long-term benefits during the years ended September 30, 2014 and September 30, 2013.

(Expressed in Canadian dollars)

8. Property, plant and equipment

	Construction in Progress	Manufacturing Equipment	Furniture & Fixtures	Computer & Electronics	Leasehold Improvements	TOTAL
	$	$	$	$	$	$
COST						
Balance as at September 30, 2013	765,489	147,998	20,185	23,323	51,080	1,008,075
Additions made during the year	172,467		-	6,012		178,479
Impairment during the year	(937,956)	(113,679)	-	-	-	(1,051,635)
Total cost on September 30, 2014	**-**	**34,319**	**20,185**	**29,335**	**51,080**	**134,919**
ACCUMULATED AMORTIZATION						
Balance as at September 30, 2013	-	29,554	6,210	11,662	13,915	61,341
Charge for the year	-	4,765	4,037	5,632	10,364	24,798
Total Acc. Amortization on September 30, 2014	**-**	**34,319**	**10,247**	**17,294**	**24,279**	**86,139**
Net Book Value as at September 30, 2014	**-**	**-**	**9,938**	**12,041**	**26,801**	**48,780**

All contracts related to Construction in Progress like Bacardi, Nanosan, Puerto, Vallarta, Genesis, Go Transit and Nice Jewellery, Sylvania, NWS Toilets and other minor projects were cancelled and hence the value of construction in progress was written down to $Nil at the end of year September 30, 2014.

Accordingly, the Manufacturing Equipment related to these projects had no useful value and was also written down to $Nil at the end of year September 30, 2014.

(Expressed in Canadian dollars)

8. Property, plant and equipment (continued)

	Construction in Progress	Manufacturing Equipment	Furniture & Fixtures	Computer & Electronics	Leasehold Improvements	TOTAL
	$	$	$	$	$	$
COST						
Balance as at September 30, 2012	181,094	1,537	19,457	23,323	46,156	271,567
Additions made during the year	584,395	146,461	728	-	4,924	736,508
Total cost on September 30, 2013	**765,489**	**147,998**	**20,185**	**23,323**	**51,080**	**1,008,075**
ACCUMULATED AMORTIZATION						
Balance as at September 30, 2013	-	51	2,173	3,887	3,550	9,661
Charge for the year	-	29,503	4,037	7,775	10,365	51,680
Total Acc. Amortization on September 30, 2013	**-**	**29,554**	**6,210**	**11,662**	**13,915**	**61,341**
Net Book Value as at September 30, 2013	**765,489**	**118,444**	**13,975**	**11,661**	**37,165**	**946,734**

9. Share capital

The Company is authorized to issue an unlimited number of common shares.

In 2013, the Company entered into an exclusive license and assignment agreement with Blue Gold Holdings, whereby the Company purchased right to the University of Saskatchewan license and the license to use 4 patent applications for total consideration of 30,518,075 of Company's common shares. The shares issued as consideration for the patents acquired are measured based on the fair value of the patents of $100,000.

In 2013 the Company issued 48,105,519 builder common shares and 23,103,293 common shares for share based compensation in consideration of cash and services totalling $262,443. The shares issued as consideration for services are measured on the basis of services rendered.

9. Share capital (continued)

In addition to the completion of its acquisition on May 29, 2013, the Company completed a concurrent private placement of 7,857,143 units at $0.28 (post-consolidated) per unit, raising a total of $2,200,000 in gross proceeds. Each unit is comprised of one common share and one half non-transferrable common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share (post consolidated) at an exercise price of $0.28. Of the $2,200,000 in gross proceeds $1,209,859 was allocated to the fair value of the shares and $990,141 was allocated to the value of the warrants. Finder’s fees amounting to $154,000 were paid to Bellotti Capital Partners Inc. and an individual on portions of the gross proceeds.

Pursuant to the amalgamation agreement each of the 101,726,888 issued and outstanding common shares of Tailings immediately before the effective date of the transaction, May 29, 2013, were exchanged for 0.373549223 of Golden Cross shares totalling 38,000,000 common shares issued by Golden Cross to Tailing shareholders. In addition, 550,000 warrants were issued to Bellotti Capital Partners and 3,928,572 warrants were issued to Tailing shareholders, for a total of 4,478,572 warrants.

As at September 30, 2014, there were 10,348,625 shares placed in escrow.

The amalgamation was subject to a finder’s fee of 3,000,000 common shares of Golden Cross for a total fair value of $461,945. These costs were expensed during the year ended September 30, 2013. A further 9,000,000 common shares were allocated by the board of directors of the Company as earn out share for employees and consultants as the Company achieves certain milestones in the future. The milestones for earn out shares will be determined by the Company at a future date.

On May 02, 2014 the Company completed a private placement of 6,400,000 units at $0.08 per unit, raising a total of $512,000 in gross proceeds. Of the 6,400,000 units, 3,900,000 were issued via settlement of outstanding debt. Therefore, cash proceeds were $200,000 on this issue. Each unit is comprised of one common share and one non-transferrable common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at an exercise price of $0.13 expiring on May 2, 2017. Of the $512,000 in gross proceeds $343,532 was allocated to the fair value of the shares and $168,468 was allocated to the value of the warrants. No finder’s fees were paid.

On July 15, 2014 the Company completed a private placement of 750,000 units at $0.08 per unit, raising a total of $60,000 in gross proceeds. Each unit is comprised of one common share and one non-transferrable common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at an exercise price of $0.13 expiring on July 15, 2017. Of the $60,000 in gross proceeds $45,185 was allocated to the fair value of the shares and $14,815 was allocated to the value of the warrants. No finder’s fees were paid.

(Expressed in Canadian dollars)

9. Share capital (continued)

On August 21, 2014 the Company completed a private placement of 1,875,000 units at $0.08 per unit, raising a total of $150,000 in gross proceeds. Each unit is comprised of one common share and one non-transferrable common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at an exercise price of $0.13 expiring on August 21, 2017. Of the $150,000 in gross proceeds $113,673 was allocated to the fair value of the shares and $36,327 was allocated to the value of the warrants. No finder's fees were paid.

In 2014 the Company issued 1,611,706 shares to consultants valued at $117,873 as consideration of debt settlement with a carrying value of $163,405.

In 2014 the Company issued 5,980,538 shares to certain directors and management valued at $358,832 as consideration of debt settlement with a carrying value of $478,443.

Options

The Company's stock option plan allows for 10% of the issued share capital at any point in time. The Board of Directors of the Company may terminate the plan at any time provide that the termination does not alter the terms or conditions of any options granted or impair the right of any shareholder. Amendments to any provisions of the plan are subject to any necessary regulatory approvals unless the effect of such amendment is intended to reduce (but not to increase) the benefits of this plan to service providers.

During the year, the Company issued a total of 8,370,000 share options. The options are exercisable for 3 years from the date of grant and vest one quarter over one year. The fair value of the stock options granted during the year was estimated using the Black-Scholes option-pricing model with the following assumptions:

Grant date	Sep 30, 13	Nov 4, 13	May 23,14	June 4, 14	June 18, 14
Options granted	950,000	6,620,000	100,000	500,000	1,150,000
Share price	$0.48	$0.09	$0.07	$0.06	$0.07
Strike price	-	$0.15	$0.15	$0.15	$0.15
Risk free interest rate	1.63%	1.13%	1.13%	1.16%	1.18%
Expected life (years)	5	3	3	3	3
Expected volatility *	81%	81%	81%	81%	81%
Fair value	$0.32	$0.11	$0.02	$0.02	$0.02

- Based on comparable entities

(Expressed in Canadian dollars)

9. Share capital (continued)

Share purchase options outstanding	Number of options	Weighted average exercise price
Balance, September 30, 2013	950,000	0.48
Granted	8,370,000	0.15
Exercised	-	-
Expired	(550,000)	0.15
Forfeited	(650,000)	0.15
Balance, September 30, 2014	8,120,000	0.19

Share purchase options outstanding	Number of options	Weighted average exercise price
Balance, September 30, 2012	-	-
Granted-replacement options	950,000	0.48
Exercised	-	-
Expired	-	-
Forfeited	-	-
Balance, September 30, 2013	950,000	0.48

Options outstanding				**Options exercisable**	
Range of exercise prices	Options outstanding	Remaining contractual life (years)	Exercise price	Number of options exercisable	Exercise price
$0.15	7,170,000	1.92	$0.15	6,650,274	$0.15
$0.48	950,000	3.91	$0.48	950,000	$0.48
Total	8,120,000			7,600,274	

Option pricing models require the input of highly subjective assumptions included the expected price volatility. Changes subjective input assumptions can materially affect the fair value estimate and therefore the existing models may not necessarily provide a reliable measure of the fair value of the Company's share purchase options.

Warrants

Warrants outstanding	Number of warrants
Balance, September 30, 2013	16,388,722
Granted	10,478,850
Exercised	-
Expired	(2,720,694)
Forfeited	
Balance, September 30, 2014	24,146,878

(Expressed in Canadian dollars)

9. Share capital (continued)

The fair value of the warrants was calculated using the Black-Scholes warrant-pricing model with the following assumptions.

Grant date	02-May-14	19-Jun-14	15-Jul-14	21-Aug-14
Number of Warrants	6,400,000	1,453,850	750,000	1,875,000
Market Price	$0.07	$0.07	$0.06	$0.06
Strike Price	$0.13	$0.13	$0.13	$0.13
Risk Free Interest Rate	1.16%	1.16%	1.14%	1.11%
Expected Life (years)	3	3	2.89	2.83
Expected volatility*	81%	81%	81%	81%
Expected dividends	0	0	0	0
Fair market value	$0.03	$0.03	$0.02	$0.02

*Based upon comparable entities

The warrants, if not exercised, will expire as follows:

Expiry date	Total warrants issued	Exercise Price
19-Oct-14	2,160,686	$0.36
06-Nov-14	231,402	$0.36
07-May-15	1,945,935	$0.38
13-May-15	628,218	$0.38
24-May-15	223,215	$0.38
29-May-15	4,478,572	$0.38
28-Feb-17	4,000,000	$0.20
02-May-17	6,400,000	$0.13
19-Jun-17	1,453,850	$0.13
15-Jul-17	750,000	$0.13
21-Aug-17	1,875,000	$0.13
Total	**24,146,878**	

10. Short term loan

Pursuant to the loan agreement dated February 27, 2014, the Company arranged a short term loan for up to $500,000, out of which $260,000 (September 30, 2013 - $Nil) has been advanced as of September 30,2014. The loan bears an annual interest of 10% per annum payable on a quarterly basis in arrears, is unsecured, and is due on demand. The total amount of interest accrued during the year was $13,402. Subsequent to year ended September 30, 2014, the Company received additional funding as disclosed in Note 15.

(Expressed in Canadian dollars)

11. Commitments

Operating leases and consulting agreements

Future minimum payments under operating leases for premises and equipment are approximately as follows:

	September 30, 2014 $	September 30, 2013 $
Due within one year	101,066	281,882
Due from one to five years	65,662	139,265
Due after five years	-	-
	166,728	421,147

The Company is also required to pay its share of maintenance, taxes and other costs of the leased premises. The Company has the option to renew the lease for another three years.

12. Financial instruments and risk management

The Company's activities may expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity price risk). The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit Risk

Credit risk is the risk that a customer or a related party receivable will be unable to pay the Company in full when an amount becomes due. The Company does not have material exposure to customer credit risk as there has been minimal revenue generated.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities to ensure it has sufficient funds available to meet current and foreseeable financial requirements. As at September 30, 2014, the Company had a negative working capital of $1,404,763 (September 30, 2013: surplus $844,833). The accounts payables and accrued liabilities are due within one year.

Foreign currency risk

Foreign exchange risk is the risk to the Company's earnings that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company does not have material exposure to these risks as the extent of business transaction in foreign currencies is minimal.

12. Financial instruments and risk management (continued)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates. The Company is exposed to interest rate risk on its Short Term Loan. The annual interest rate is set at 10%, however the Short Term Loan is payable upon demand.

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital, contributed surplus, net of accumulated deficit. The Company's capital (deficit) was ($1,355,983) as at September 30, 2014 (September 30, 2013 – $1,891,567).

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets. Management reviews the capital structure on a regular basis to ensure that the Company's capital management objectives are achieved.

There were no changes in the Company's approach to capital management during the year ended September 30, 2014. The Company is not subject to any externally imposed capital requirements.

The Company's objectives when managing capital are:

a) To maintain and safeguard accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds for its operational needs.
b) To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk of loss of principal.
c) To obtain the necessary financing, if and when it is required.

In the management of capital, the Company includes shareholders' equity in the definition of capital. The Company is not exposed to externally imposed capital requirements.

In order to maximize ongoing development efforts, the Company does not pay dividends. Notwithstanding the risks described in notes 1 and 2 of the financial statements, the Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

(Expressed in Canadian dollars)

12. Financial instruments and risk management (continued)

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

13. Income taxes

a) As at September 30, 2014 and 2013, no deferred tax assets are recognized on the following temporary differences, as it is not probable that sufficient future taxable profit will be available to realize such assets:

	2014	2013
Tax Losses carried forward	2,152,000	1,327,000
Other	51,000	51,000
Deferred taxes not recognized	(2,203,000)	(1,378,000)
	-	-

b) The following table reconciles the difference between income tax expense amount that would result based on the statutory income tax rate of 26.5% (2013-26.5%) and the effective income tax expense reported:

	2014	2013
Statutory tax rate	26.50%	26.50%
Recovery of income taxes based on statutory tax rate	(1,356,000)	(2,196,000)
Adjustments to expected income tax benefit		
Non-deductible items	533,000	1,386,000
Current year deductible temporary differences	823,000	810,000
Income tax expense	-	-

(Expressed in Canadian dollars)

14. Contingencies

The Company is aware that there is currently an ongoing investigation by Ontario Securities Commission (OSC) over the dealings of a private company, Holdings (Note 6) during the period July 2010 to April 2013, related to alleged breaches of Ontario Securities Law and conduct contrary to public interest. Holdings is not a subsidiary of the Company nor does the Company have any say in the affairs of Holdings.

During 2013, the Company issued shares to Holdings for the exclusive license and assignment agreement to the University of Saskatchewan license and patents (note 6). In addition, in 2013 the Company issued builder common shares and common shares in consideration for services provided (note 9). The OSC has raised concern over these dealings with Holdings. Holdings, as well as three of Holdings' founders, including Raj Kurichh, a director of the Company, have been named as respondents in the investigation.

The Company has not been named as a respondent and the OSC hearing has not commenced. Although the eventual outcome cannot be predicted, there is a possibility that there could be repercussions of the Company's dealings with Holdings or Raj Kurichh. As such the outcome or potential impact on the Company is not known at this time.

15. Subsequent events

The following advances were received against the Short Term Loan subsequent to the year end:

November 13, 2014	$ 82,000
December 11, 2014	34,500
January 6, 2015	15,120
Sub-Total	131,620
Previous Principal Balance	260,000
Total	$391,620