EnWave Corporation

Condensed Consolidated Interim Financial Statements

Three months ended December 31, 2015 and 2014

(Unaudited – prepared by management)
(expressed in thousands of Canadian dollars)

EnWave Corporation

Condensed Consolidated Interim Statements of Financial Position

(Unaudited, expressed in thousands of Canadian dollars)

	Note	December 31, 2015 $	September 30, 2015 $
Assets			
Current assets			
Cash and cash equivalents	5	**5,727**	1,101
Restricted cash	5	**1,530**	1,530
Trade receivables	6	**1,709**	1,025
Receivable from related parties	12(e)	**610**	581
Due from customers on contract	14(a)	**234**	659
Prepaids, other receivables and deposits	7	**185**	155
Inventory	8	**2,023**	1,024
		12,018	6,075
Non-current assets			
Plant and equipment		**3,853**	3,808
Intangible assets		**2,698**	3,056
		6,551	6,864
Total assets		**18,569**	**12,939**
Liabilities			
Current liabilities			
Trade and other payables	9	**1,583**	1,332
Amounts due to related parties	12(d)	**524**	499
Customer deposits and deferred revenue	14(a)	**1,946**	743
Current portion of other liability	11(c)	**491**	457
		4,544	3,031
Non-current liabilities			
Amounts due to related parties	12(d)	**161**	-
Long-term portion of other liability	11(c)	**456**	597
		617	597
Total liabilities		**5,161**	**3,628**
Equity			
Attributable to shareholders of the parent			
Share capital	10(b)	**54,905**	51,204
Warrants	10(c)	**749**	586
Contributed surplus		**6,084**	5,461
Foreign currency translation reserve		**608**	511
Deficit		**(50,159)**	(49,693)
		12,187	8,069
Non-controlling interest		**1,221**	1,242
Total equity		**13,408**	**9,311**
Total liabilities and equity		**18,569**	**12,939**
Contingencies and commitments	11		

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

EnWave Corporation

Condensed Consolidated Interim Statements of Loss

(Unaudited, expressed in thousands of Canadian dollars)

	Note	Three months ended December 31, 2015 $	2014 $
Revenues	14	**2,604**	574
Direct costs		**(1,743)**	(511)
		861	63
Expenses			
General and administration		**373**	288
Sales and marketing		**105**	139
Research and development		**534**	490
Amortization of intangible assets		**358**	358
Stock-based compensation	10(d)	**37**	97
Foreign exchange gain		**(52)**	(70)
Finance expense		**15**	-
Finance income		**(26)**	(18)
		1,344	1,284
Net loss for the period from continuing operations		**(483)**	(1,221)
Discontinued operations			
Net loss for the period from discontinued operations	4	**-**	(4)
Net loss for the period		**(483)**	(1,225)
Loss attributed to:			
Shareholders of the parent company		**(466)**	(1,159)
Non-controlling interest		**(17)**	(66)
		(483)	(1,225)
Loss per share from continuing operations			
Basic and diluted		**(0.00)**	(0.01)
Loss per share from discontinued operations			
Basic and diluted		**-**	(0.00)
		(0.00)	(0.01)
Weighted average number of shares outstanding			
Basic and diluted		**89,346,129**	84,372,759

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

EnWave Corporation

Condensed Consolidated Interim Statements of Comprehensive Loss

(Unaudited, expressed in thousands of Canadian dollars)

	Three months ended December 31, 2015 $	2014 $
Net loss for the period	**(483)**	(1,225)
Other comprehensive loss		
Items that may be subsequently reclassified to profit or loss		
Foreign exchange translation	**93**	(274)
Total comprehensive loss for the period	**(390)**	(1,499)
Loss attributable to		
Shareholders of the parent company	**(369)**	(1,398)
Non-controlling interest	**(21)**	(101)
Total comprehensive loss for the period	**(390)**	(1,499)
Total comprehensive loss arising from		
Continuing operations	**(390)**	(1,232)
Discontinued operations	**-**	(267)
	(390)	(1,499)

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

EnWave Corporation

Condensed Consolidated Interim Statements of Changes in Equity

(Unaudited, expressed in thousands of Canadian dollars)

	Attributable to shareholders of the parent							Non-controlling interest	
	Share capital								
	Amount	Value $	Warrants $	Contributed surplus $	Foreign currency translation reserve $	Deficit $	Total $	Deficit $	Total Equity $
Balance - September 30, 2014	84,372,759	50,964	586	5,287	327	(41,035)	16,129	308	16,437
Net loss for the period	-	-	-	-	-	(1,159)	(1,159)	(66)	(1,225)
Effects of foreign currency translation	-	-	-	-	(239)	-	(239)	291	52
Stock-based compensation	-	-	-	97	-	-	97	-	97
Balance - December 31, 2014	84,372,759	50,964	586	5,384	88	(42,194)	14,828	533	15,361
Net loss for the period	-	-	-	-	-	(7,499)	(7,499)	(593)	(8,092)
Contributions from non-controlling interest partners	-	-	-	-	-	-	-	994	994
Effects of foreign currency translation	-	-	-	-	444	-	444	(118)	326
Foreign currency reserve and non-controlling interest of Binder (note 4)	-	-	-	-	(21)	-	(21)	426	405
Shares issued on exercise of options	150,000	240	-	(87)	-	-	153	-	153
Restricted share rights	-	-	-	12	-	-	12	-	12
Stock-based compensation	-	-	-	152	-	-	152	-	152
Balance - September 30, 2015	84,522,759	51,204	586	5,461	511	(49,693)	8,069	1,242	9,311
Net loss for the period	-	-	-	-	-	(466)	(466)	(17)	(483)
Effects of foreign currency translation	-	-	-	-	97	-	97	(4)	93
Shares issued with private placement	6,250,000	4,234	845	-	-	-	5,079	-	5,079
Share issue costs	-	(533)	(96)	-	-	-	(629)	-	(629)
Warrants expired	-	-	(586)	586	-	-	-	-	-
Restricted share rights	-	-	-	7	-	-	7	-	7
Stock-based compensation	-	-	-	30	-	-	30	-	30
Balance - December 31, 2015	90,772,759	54,905	749	6,084	608	(50,159)	12,187	1,221	13,408

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

EnWave Corporation

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited, expressed in thousands of Canadian dollars)

	Note	Three months ended December 31, 2015 $	2014 $
Cash flows from operating activities			
Net loss for the period from continuing operations		**(483)**	(1,221)
Items not affecting cash			
Depreciation and amortization		**609**	548
Stock-based compensation	10(d)	**37**	97
Finance income		**(26)**	(18)
Finance expense		**4**	-
Foreign exchange gain		**(52)**	(70)
		89	(664)
Changes in non-cash working capital			
Change in trade receivables		**(682)**	(243)
Change in prepaids and other receivables		**42**	(27)
Change in inventory		**(644)**	56
Change in trade and other payables		**(30)**	(44)
Change in the amounts due to related parties		**143**	(82)
Change in customer deposits and deferred revenue		**1,623**	299
Net cash generated from (used in) operating activities		**541**	(705)
Cash flows from investing activities			
Acquisition of plant and equipment		**(215)**	(785)
Acquisition of intangible assets		**-**	(1)
Finance income received		**26**	13
Net cash used in investing activities		**(189)**	(773)
Cash flows from financing activities			
Proceeds from private placement		**5,000**	-
Share issue costs		**(550)**	-
Increase to restricted cash		**-**	111
Payment of other liability		**(185)**	(69)
Net cash generated from financing activities		**4,265**	42
Cash flows generated from (used in) continuing operations		**4,617**	(1,436)
Cash flows generated from discontinued operations		**-**	120
Effect of foreign exchange translation of cash		**9**	-
Increase (decrease) in cash and cash equivalents		**4,626**	(1,316)
Cash and cash equivalents - Beginning of the period		**1,101**	5,851
Cash and cash equivalents - End of the period		**5,727**	4,535
Non-cash transactions			
Agent's warrants issued for share issue costs		**79**	-
Acquisition of property, plant and equipment through accounts payable		**(9)**	81

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

1 Nature of operations

EnWave Corporation ("EnWave") was incorporated under the Canada Business Corporations Act on July 14, 1999. The Company's principal business is the design, construction, marketing and sales of microwave-vacuum food and biomaterial dehydration machines that utilize proprietary dehydration technologies developed by the Company.

The registered office of the Company is: 1000 Cathedral Place - 925 West Georgia Street, Vancouver, BC V6C 3L2, Canada.

The Company holds a 51% partnership interest in NutraDried LLP ("NutraDried"), a partnership formed in the United States of America. NutraDried develops, manufactures, markets and sells certain dehydrated food products under the Company's nutraDRIED™ trademark throughout North America. On January 30, 2015, the Company entered into a series of agreements with NutraDried Creations LLP ("Creations"), Lucid Capital Management ("Lucid") and a former director of the Company. These agreements provided for the change of ownership from Lucid to Creations of the 49% interest in NutraDried.

EnWave and NutraDried are collectively referred to as "the Company".

The Company held an 86.5% controlling interest in the shares of Hans Binder Maschinenbau GmbH ("Binder") located in Germany, a manufacturer of conventional dehydration equipment. The principal activities of Binder were designing, manufacturing and selling of conventional dehydration equipment. On September 29, 2015, EnWave ceased to control Binder when Binder filed for insolvency under German insolvency code. As of September 29, 2015, the Company no longer consolidates Binder, as it is no longer able to govern the financial and operating activities or generate returns for the Company (note 4).

2 Basis of preparation

Statement of compliance

These condensed consolidated interim financial statements ("interim financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as applicable to the preparation of interim financial statements, as set out in International Accounting Standard ("IAS") 34, *Interim Financial Reporting*. They do not include all the information required for a complete set of IFRS financial statements and should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended September 30, 2015. There are selected explanatory notes included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual consolidated financial statements as at and for the year ended September 30, 2015.

These interim financial statements were approved for issuance by the Board of Directors for issue on February 25, 2016.

Critical accounting estimates

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. The Company regularly reviews its estimates and assumptions; however, it is possible that circumstances may arise which may cause actual results to differ from management estimates, and these differences could be material. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Impairment of inventory

The Company utilises guidance under International Accounting Standards ("IAS") 2, *Inventories*, to determine whether inventory is carried at the lower of cost and net realisable value. This determination requires judgement, which includes among other factors, the selling price, less the estimated costs of completion and selling expenses.

Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease. The Company leases certain plant and equipment and assesses whether substantially all the risks and rewards of ownership rest with the Company or the customer.

When the Company determines that substantially all the risks and rewards of ownership rest with the Company, the Company records the lease payments earned; however, when assessed as a finance lease, the amounts are capitalized at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Warranty provision

The Company recognises revenue from the sale of machines to customers. The machine is sold with a manufacturer's warranty valid for a fixed period not exceeding one year. The Company estimates, based on past experience with similar sales, the warranty costs will not exceed 1% of revenues. The Company therefore recognises a provision for warranty equal to 1% of revenue recognized.

3 Significant accounting policies

The accounting policies adopted are consistent with the September 30, 2015 annual consolidated financial statements with the exception of the items described below:

Accounting standards and amendments issued and not yet adopted

IFRS 9 - Financial Instruments

IFRS 9 is tentatively effective for years commencing on or after January 1, 2018, and will replace IAS 39, *Financial Instruments: Recognition and Measurement*. Under IFRS 9, financial assets will be classified and measured based on the business model in which they are held and the characteristics of the associated contractual cash flows. IFRS 9 also includes a new general hedge accounting standard which will better align hedge accounting and risk management. The Company intends to adopt IFRS 9 in its consolidated financial statements for the year commencing October 1, 2018; the extent of the impact of adoption of the amendments has not yet been determined.

IFRS 15 - Revenue from Contracts with Customers

IFRS 15 is effective for years commencing on or after January 1, 2018, and replaces IAS 11, *Construction Contracts*; IAS 18, *Revenue*; International Financial Reporting Interpretations Committee (“IFRIC”) IFRIC 13, *Customer Loyalty Programmes*; IFRIC 15, *Agreements for the Construction of Real Estate*; IFRIC 18, *Transfer of Assets from Customers*; and Standards Interpretations Committee (“SIC”) 31, *Revenue - Barter Transactions Involving Advertising Services*. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgemental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The Company intends to adopt IFRS 15 in its consolidated financial statements for the year commencing October 1, 2018. The extent of the impact of adoption of the standard has not yet been determined.

IFRS 16 - Leases

On January 13, 2016, IFRS 16, *Leases* was issued which requires, among other things, lessees to recognize leases traditionally recorded as operating leases in the same manner as financing leases. The standard is effective for annual periods beginning on or after January 1, 2019 with earlier application permitted. We have not assessed the impact of the new standard.

4 Discontinued operations

On September 29, 2015, Binder filed for preliminary insolvency proceedings under the German Insolvency Code. As a result of this insolvency filing, an insolvency administrator was appointed by the court to take control of Binder’s operations and all power held by the Company was assigned to the administrator. Due to the insolvency, the Company no longer has the ability to control the financial or operating decisions of Binder, and does not have rights to returns from Binder. As a result, it was determined that the Company no longer controlled Binder in accordance with IFRS 10, Consolidated Financial Statements. Binder’s operations have been classified as discontinued operations on the consolidated statements of loss, comprehensive loss, and cash flows and are presented as discontinued operations for segmented reporting.

(Unaudited, expressed in thousands of Canadian dollars)

5 Cash and cash equivalents and restricted cash

Cash and cash equivalents

	December 31, 2015 $	September 30, 2015 $
Funds held in current accounts	5,727	1,101
	5,727	1,101

Restricted cash

As at December 31, 2015, the Company had agreements to cash collateralize a letter of credit up to an amount of $1,500 (September 30, 2015 - $1,500). The letter of credit was issued to a customer of Binder (note 4) as a performance guarantee on one contract. The remaining restricted cash is held as collateral for a company credit card.

6 Trade receivables

The following amounts are receivables from customers in the normal course of business:

	December 31, 2015 $	September 30, 2015 $
Trade receivables	1,709	1,314
Less: Allowance for doubtful accounts	-	(289)
	1,709	1,025

7 Prepaids, other receivables and deposits

	December 31, 2015 $	September 30, 2015 $
Prepaid expenses	123	112
Indirect tax receivables	53	23
Other receivables	9	20
	185	155

(Unaudited, expressed in thousands of Canadian dollars)

8 Inventory

	December 31, 2015 $	September 30, 2015 $
Machine parts and work-in-progress	1,240	621
Food products	561	347
Packaging supplies	222	56
	2,023	1,024

9 Trade and other payables

	December 31, 2015 $	September 30, 2015 $
Trade payables	1,355	830
Accrued liabilities	210	393
Personnel related accruals	-	97
Provision for warranty	18	12
	1,583	1,332

10 Share capital

a) Authorized: unlimited number of voting common shares without par value. Issued and outstanding: 90,772,759.

Authorized: unlimited number of voting preferred shares, issuable in series. Issued and outstanding: Nil.

b) Issued and fully paid:

	Share capital	
	Amount	Value $
Balance - October 1, 2014	84,372,759	50,964
Shares issued on exercise of options	150,000	240
Balance - September 30, 2015	84,522,759	51,204
Shares issued on private placement (i)	6,250,000	4,234
Share issue costs	-	(533)
Balance - December 31, 2015	90,772,759	54,905

(Unaudited, expressed in thousands of Canadian dollars)

(i) On October 22, 2015, the Company completed a private placement of 6,250,000 common shares and 3,125,000 share purchase warrants for gross proceeds of $5,000. The Company incurred share issue costs of $629, of which $550 was cash commission, legal fees and other transaction costs, and $79 was agent's warrants to the underwriter.

c) Warrants

The continuity of share purchase warrants during the three months ended December 31, 2015 and December 31, 2014 is as follows:

	Number of warrants	**Weighted average exercise price $**	**Fair value at grant date $**
Balance - October 1, 2014 and September 30, 2015	2,320,957	1.72	0.18
Issued			
Investor Warrants (i)	3,125,000	1.20	0.29
Agent's Warrants (ii)	225,000	0.80	0.35
Expired	(2,320,957)	1.72	1.72
Balance - December 31, 2015	3,350,000	1.17	0.30

(i) The fair value of the 3,125,000 warrants (the "Investor Warrants") issued as part of October 2015 private placement was calculated using the Black-Scholes model to be $767. The following assumptions were used in calculating the fair value of Investor Warrants: risk-free interest rate of 0.81%, expected life of five years, estimated volatility of 54.38%, and dividend rate of 0%. Each Investor Warrant entitles the warrant holder to convert the warrant into one common share at an exercise price of $1.20, and the warrants expire on October 22, 2020.

(ii) As part of the October private placement, the Company issued 225,000 agent's warrants (the "Agent's Warrants") to the underwriter of the private placement. The fair value of Agent's Warrants was calculated using the Black-Scholes model to be $79, and was included in the share issue costs. The following assumptions were used in calculating the fair value of the Agent's Warrants: risk-free interest rate of 0.52%, expected life of two years, estimated volatility of 54.11%, and dividend rate of 0%. Each Agent's Warrant entitles the warrant holder to convert the Agent's Warrant into one common share and one-half of an Investor Warrant at an exercise price of $0.80. The Agent's Warrants expire on October 22, 2017.

d) Stock options

The Company's stock option plan (the "Option Plan") is available to eligible persons, whereby up to 10% of the issued common shares of the Company may be reserved for issuance under the Option Plan. The aggregate number of common shares reserved for issuance to any person within any one year may not exceed 5% of the number of outstanding common shares, on a non-diluted basis.

(Unaudited, expressed in thousands of Canadian dollars)

The exercise price of the options will be determined by the Board of Directors at the time of grant of the options, such price not to be less than the last daily closing price of the Company's common shares prior to the date of grant, less the discount permitted by the policies of the Securities Exchange.

Options issued under the Option Plan will vest in the terms approved by the Board of Directors for each specific grant, except for options granted to individuals engaged in investor relations activities, which must vest over a 12-month period according to the Option Plan.

The continuity of options is as follows:

	Number of share options	**Weighted average exercise price $**
Outstanding at October 1, 2014	5,249,000	1.48
Granted	75,000	1.10
Outstanding at December 31, 2014	5,324,000	1.47
Granted	30,000	1.00
Exercised	(150,000)	1.02
Expired or forfeited	(326,500)	1.52
Outstanding at September 30, 2015	4,877,500	1.48
Granted	216,000	0.80
Expired or forfeited	(570,000)	1.68
Outstanding at December 31, 2015	4,523,500	1.42
Exercisable at December 31, 2015	3,995,834	1.46

The weighted average fair value of options granted during the three months ended December 31, 2015 was $0.26 per option (2014 - $0.36).

The following weighted average assumptions were used in calculating the fair value of the stock options granted using the Black-Scholes model for the three months ended December 31, 2015 and December 31, 2014:

	Three months ended December 31,	
	2015	**2014**
Risk-free interest rate	0.70%	1.35%
Expected life	3.65 years	3.65 years
Estimated volatility	41%	41%
Forfeiture rate	1.46%	1.46%
Dividend rate	0.00%	0.00%

(Unaudited, expressed in thousands of Canadian dollars)

Stock options outstanding as at December 31, 2015 have the following expiry date and exercise prices:

Year of expiry	Exercise price per share $	Number of options
2016	1.54 - 2.18	962,500
2017	1.32 - 1.61	1,590,000
2018	1.40 - 1.80	410,000
2019	1.10 - 1.40	1,315,000
2020	0.80 - 1.00	246,000
		4,523,500

The Company recorded stock-based compensation expense of $37 (2014 - $97), which includes compensation expense for stock options and for Restricted Share Rights (“RSRs”). The fair value of each option and RSR is accounted for in the consolidated statement of loss over the vesting period, and the related credit is included in contributed surplus.

e) Restricted Share Rights:

On March 23, 2015, the shareholders of the Company approved a RSR Plan pursuant to which the Company reserved up to a maximum of 1,000,000 common shares for RSRs. The common shares reserved under the RSR Plan, together with stock options outstanding under the Option Plan, cannot exceed in aggregate 10% of the issued and outstanding shares of the Company.

During the three months ended December 31, 2015, a total of $7 (2014 - $nil) was recorded to contributed surplus for the RSR’s vested during the period. RSRs vest three years from the award date, in accordance with the RSR Plan.

11 Contingencies and commitments

a) Commitments payable to vendors from the Company

The Company has entered into various lease agreements for the rental of office space, plant facilities, and laboratory facilities for lease terms ranging from three to six years and renewable at the end of the lease at market rates. The Company also pays additional rent to cover its share of operating costs and property taxes.

	December 31, 2015 $	September 30, 2015 $
Less than 1 year	349	374
Between 1 and 5 years	204	181
Total	553	555

(Unaudited, expressed in thousands of Canadian dollars)

b) Commitments receivable by the Company from customers

The Company has entered into lease agreements for the lease of commercial equipment to customers with the lease payments receivable for periods between six and 48 months.

	December 31, 2015 $	**September 30, 2015 $**
Less than 1 year	387	432
Between 1 and 5 years	814	896
Total	1,201	1,328

c) Other liability

On December 6, 2010, the Company entered into an Asset Purchase Agreement (the “INAP APA”) to acquire the patents and know-how for the MIVAP™ vacuum microwave dehydration technology. The license covered the US and North American rights. Pursuant to the INAP APA, a portion of the license or royalty fees collected from the Company’s customers who purchase MIVAP® technology is remitted to INAP; in the case of North American food applications the percentage is 25%, and for non-food applications in North American markets is 12.5%. For non-North American usage, the Company remits to INAP 50% of license or royalty fees collected from food applications, and 25% from non-food.

The acquired intangible was recorded at the fair value of the estimated minimum royalty amounts and subsequently at each reporting date at amortised cost less repayments. At December 31, 2015, the remaining discounted balance of the liability is $947 (September 30, 2015 - $1,054) and is payable on an undiscounted basis as follows:

	Undiscounted royalties payable EUR €	**Undiscounted royalties payable CAD $**
2016	247	371
2017	422	634
2018	29	43
Total	698	1,048

12 Related party transactions

a) Key management personnel compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or its subsidiaries, including any external director of the Company and/or its subsidiaries.

(Unaudited, expressed in thousands of Canadian dollars)

Remuneration of key management personnel of the Company during the three months ended December 31, 2015 and December 31, 2014 comprises the following expenses:

	Three months ended December 31, 2015 $	2014 $
Salaries, bonuses, short-term and long-term employee benefits	251	394
Stock-based compensation	16	43
	267	437

b) Sale of goods

The Company, through its subsidiary NutraDried, recorded sales of $1,190 (2014 - $nil) to Spire Brands, LLC ("Spire"), a related party of NutraDried. Spire is related to NutraDried by way of Creations', the non-controlling partner of NutraDried, equity ownership interest in Spire. The sales terms with Spire are governed by the Master Distribution Agreement ("MDA") between the Company and Spire signed August 11, 2015 and are on terms equivalent to those that prevail in arm's length transactions.

The Company recorded sales of $nil (2014 - $268) to Creations, the non-controlling partner of NutraDried LLP.

c) Purchases from related parties

The Company had purchases from related parties for the three months ended December 31, 2015 and December 31, 2014 in the normal course of business as shown in the table below:

	Three months ended December 31, 2015 $	2014 $
Consulting, management and directors' fees	160	23
Royalties paid or accrued to INAP APA (i)	-	84
Stock-based compensation recognized for related parties not included as key management	8	29
Office and manufacturing facility rent paid to related parties	29	98
	197	234

(i) INAP APA is an entity controlled by management of Binder, a former subsidiary of the Company, and was a related party up to the loss of control of Binder on September 29, 2015 (note 4).

(Unaudited, expressed in thousands of Canadian dollars)

d) Period-end balances payable to related parties

The following amounts are due to related parties:

	December 31, 2015 $	September 30, 2015 $
Spire	393	-
Creations	85	355
Equipment loans to BW Leasing (i)	195	-
Other payables to related parties (ii)	12	144
	685	499

	December 31, 2015 $	September 30, 2015 $
Current portion	524	499
Long-term portion	161	-
	685	499

(i) BW Leasing is an entity under common control of Creations, the non-controlling interest partner in NutraDried.

(ii) This includes amounts due for rent, expense reimbursement and bonuses of key management personnel, and other accruals.

e) Period-end balances receivable from related parties

As at December 31, 2015 $602 (September 30, 2015 - $581) was receivable from a director of Creations in the form of a promissory note for USD $435 (September 30, 2015 – USD $435) bearing interest at 12%. In January 2016 the Company extended the maturity date of the promissory note to February 29, 2016.

13 Financial instruments and risk management

The Company's cash and cash equivalents, restricted cash, trade receivables, receivable from related parties, trade and other payables and amounts due from related parties are measured at amortized cost subsequent to initial measurement. Fair value measurement requires classification of financial instruments within a hierarchy that prioritizes the inputs to fair value measurement. 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;

(Unaudited, expressed in thousands of Canadian dollars)

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

Fair values

The Company's financial assets and liabilities are classified into the following categories:

Cash and cash equivalents	Loans and receivables
Restricted cash	Loans and receivables
Trade receivables	Loans and receivables
Due from customers on contract	Loans and receivables
Receivable from related parties	Loans and receivables
Trade and other payables	Other financial liabilities
Amounts due from related parties	Other financial liabilities
Other liability	Other financial liabilities

The fair value of financial assets and liabilities classified as loans and receivables and other financial liabilities (excluding other liability) approximate their carrying value due to their short-term nature.

The carrying value of other liability as at December 31, 2015 was $947 (September 30, 2015 - $1,054) approximates its fair value and is recorded at amortized cost. The carrying value of the other liability was determined based on the discounted future cash flows using rates for similar financial instruments subject to similar risks and maturities.

The Company did not have any held-to-maturity or available-for-sale financial instruments, nor did it acquire or hold any derivative products during the three months ended December 31, 2015 or year ended September 30, 2015. The Company has no financial instruments measured at fair value.

Financial risk factors

The use of financial instruments exposes the Company to a number of risks. These risks include credit risk, liquidity risk, and market risk. The Company has established policies and procedures to manage these risks, with the objective of minimizing the adverse effects that changes in the variable factors underlying these risks could have on the Company's consolidated financial statements.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss being incurred by the Company. Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents, restricted cash and trade receivables. The Company mitigates its exposure to credit loss by maintaining cash balances with major Canadian financial institutions.

The Company provides credit to its customers in the normal course of business and, as such, has exposure to credit risk in relation to the collection of trade receivables. Prior to issuing credit, management reviews the customer, taking into account its financial position, historical experience, and other factors. The Company minimizes its credit risk associated with trade receivables by maintaining ongoing close contact with customers, by requiring commercial letters of credit, and by reviewing individual account balances, and proactively following up on overdue amounts. The Company maintains an allowance for doubtful accounts relating to specific losses estimated on individual exposures. As at December 31, 2015, the Company has recorded an allowance for doubtful accounts of $nil (September 30, 2015 - $289).

(Unaudited, expressed in thousands of Canadian dollars)

The Company is exposed to credit risk in trade receivables by way of concentration of credit with a small number of customers. The Company determines its concentration of credit risk if the balance is more than 10% of total revenue or trade receivables. The Company expects these customers to remain as large customers in the future. Significant change in these customer relationships could materially impact the Company's future financial results. The Company seeks and ordinarily obtains progress advances in respect of its construction contracts. The maximum exposure to loss arising from trade receivables is equal to their total carrying amounts.

The following table provides information regarding the aging of trade receivables as at December 31, 2015:

	Neither past due nor impaired	**Past due but not impaired**		
	0 - 30	**31 - 90**	**91 - 365**	**Over 365**
Trade receivables	1,497	186	26	-
Due from customers on contract	234	-	-	-
Other receivables including related parties	670	-	1	-
	2,401	186	27	-

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company manages liquidity risk through ongoing management and forecasting of cash flows, budgeting, and equity financings. Cash flow forecasting is performed to monitor cash requirements and to manage capital management decisions. Such forecasting takes into account current and potential customers, contractual obligations and the Company's technology development and commercialization expectations.

The Company's investment policy is to invest its cash in highly liquid short-term interest bearing investments with varying maturities selected with regards to the expected timing of expenditures from continuing operations.

The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash. The Company manages liquidity risk through the management of its capital structure and financial leverage. At December 31, 2015, the Company had cash and cash equivalents of $5,727 to settle current liabilities of $4,544.

(Unaudited, expressed in thousands of Canadian dollars)

a) Financial assets maturity table:

	0 - 30	31 - 90	91 - 365	Over 365
Cash, cash equivalents and restricted cash	5,727	30	1,500	-
Trade receivables	1,709	-	-	
Due from customers on contract	-	79	155	-
Other receivables including related parties	68	602	1	-
	7,504	711	1,656	-

b) Financial liabilities, excluding other liability, maturity table:

	0 - 30	31 - 90	91 - 365	Over 365
Trade and other payables	1,583	-	-	-
Amounts due to related parties	490	9	25	161
	2,073	9	25	161

c) The undiscounted minimum royalties in other liability mature as follows:

Year	Royalties payable EUR €	Royalties payable CAD $
2016	247	371
2017	422	634
2018	29	43
Total	698	1,048

Market risk

Market risk is the risk that the fair value of future cash flows of the Company will fluctuate due to changes in interest rates and foreign currency exchange rates.

Interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest risk from the interest rate impact on cash and cash equivalents and restricted cash. The Company earns interest on deposits based on current market interest rates, which during the three months ended December 31, 2015 ranged from 0.65% to 1.35%. A 1% change in interest rates would affect the results of operations by approximately $30 (2014 - $68).

The Company pays interest on certain amounts payable to related parties. The interest rates are fixed and the Company considers the interest rate risk to be low.

Foreign exchange risk

The Company is exposed to the following foreign exchange risks related to the fluctuation of foreign exchange rates:

(i) The Company operates in the United States and a portion of its expenses are incurred in US dollars and Euros;

(ii) The Company is exposed to currency risk through its other liability comprising minimum royalties denominated in Euros;

(iii) The Company is exposed to currency risk through an increasing number of customers with contracts denominated in US dollars.

A significant change in the currency exchange rate of the Canadian dollar relative to the US dollar and Euro currencies could have an effect on the Company's results of operations. As at December 31, 2015, all of the Company's liquid assets and liabilities were held in Canadian dollars and US dollars. The Company has not hedged its exposure to currency fluctuations.

A change in the value of the Canadian dollar by 10% relative to foreign currencies the Company is exposed to would have affected the Company's loss for the period as follows:

Currency	2015 $	2014 $
US dollar	210	18
Euro	(29)	34

Capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk.

In the management of capital, the Company includes the components of equity attributable to common shareholders. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt and acquire or dispose of assets. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

There were no changes in the Company's approach to capital management in the period. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

(Unaudited, expressed in thousands of Canadian dollars)

14 Revenues

a) Revenue breakdown for the three months ended December 31, 2015 and 2014 is as follows:

	Three months ended December 31, 2015 $	2014 $
Equipment sales and construction contracts	954	15
Product sales	1,278	443
Equipment rental fees, testing fees and other	324	110
Royalties and licensing fees	48	6
	2,604	574

Included in due from customers on contract on the consolidated statement of financial position is $234 (September 30, 2015 - $659) related to work performed on equipment construction contracts where revenue has been recognized; however, the amounts are still to be invoiced to the customer based on the contract terms.

Customer deposits and deferred revenue of $1,946 (September 30, 2015 - $743) relates to deposits received from customers on their equipment orders, but not yet recognizable as revenue.

b) Individual customers representing over 10% of the total revenue during the three months ended December 31, were as follows:

	December 31, 2015		December 31, 2014	
Customer	**$**	**%**	**$**	**%**
A	1,190	46	-	-
B	367	14	-	-
C	-	-	268	47
Other	1,047	40	306	53
	2,604	100	574	100

c) Trade receivables from customers representing more than 10% of the total amount were as follows:

	December 31, 2015		September 30, 2015	
Customer	**$**	**%**	**$**	**%**
X	662	39	536	52
Y	289	17	-	-
Z	240	14	-	-
Other	518	30	489	48
	1,709	100	1,025	100

(Unaudited, expressed in thousands of Canadian dollars)

15 Expenses by nature

Details of consolidated expenses by nature for direct costs, general and administration, sales and marketing, and research and development expenses are shown below:

	Three months ended December 31, 2015 $	2014 $
Cost of materials	1,223	479
Salaries, wages and employee expenses	854	429
Travel and promotional costs	71	103
Professional services	139	196
Other expenses	174	60
Depreciation of plant and equipment	220	98
Rent	74	63
Total expenses	2,755	1,428

16 Segmented information

The Company has assessed its operating segments to be EnWave USA and EnWave Canada according to the manner in which information is used by the Chief Operating Decision Maker. NutraDried LLP comprises the EnWave USA operating segment. The results of operations and the assets for each segment are shown below.

As at	December 31, 2015			September 30, 2015		
	EnWave Canada $	EnWave USA $	Total $	EnWave Canada $	EnWave USA $	Total $
Assets						
Trade receivables	884	825	1,709	200	825	1,025
Receivable from related parties	602	8	610	581	-	581
Inventory	1,240	783	2,023	621	403	1,024
Plant and equipment	1,167	2,686	3,853	1,224	2,584	3,808
Intangible assets	2,678	20	2,698	3,037	19	3,056
	6,571	4,322	10,893	5,663	3,831	9,494
Liabilities						
Trade and other payables	801	782	1,583	785	547	1,332
Amounts due to related parties	5	680	685	112	387	499
Customer deposits and deferred revenue	1,800	146	1,946	518	225	743
Other financial liability	947	-	947	1,054	-	1,054
	3,553	1,608	5,161	2,469	1,159	3,628

(Unaudited, expressed in thousands of Canadian dollars)

Three months ended	**December 31, 2015**			**December 31, 2014**		
	EnWave Canada $	**EnWave USA $**	**Total $**	**EnWave Canada [1] $**	**EnWave USA $**	**Total $**
Revenues	1,315	1,289	2,604	114	460	574
Expenses	(1,744)	(1,343)	(3,087)	(1,185)	(610)	(1,795)
Net loss from continuing operations	(429)	(54)	(483)	(1,071)	(150)	(1,221)
Net loss from discontinued operations	-	-	-	(4)	-	(4)
Net loss	(429)	(54)	(483)	(1,075)	(150)	(1,225)

[1] The results of Binder are included as discontinued operations of EnWave Canada's net loss for the three months ended December 31, 2014 (note 4).

Revenues for EnWave Canada comprise all equipment sales and construction contracts, royalties and licensing fees, and equipment testing fees referred to in note 14 and accounts for approximately 50% of the consolidated revenues. Revenues for EnWave USA relate to sales of products referred to in note 14 and account for approximately 50% of the consolidated revenues.