

California Nanotechnologies Corp.
For the year ended February 28, 2014

MANAGEMENT DISCUSSION AND ANALYSIS

This Management Discussion and Analysis (“MD&A”) should be read in conjunction with the consolidated financial statements of California Nanotechnologies Corp. (the “Company” or “Cal Nano”) for the year ended February 28, 2014 and the related notes. The Company’s reporting currency is in United States (“US”) dollars and all amounts in this MD&A are expressed in US dollars. The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards (“IFRS”), as issued by the IASB. The Company’s functional currency is in United States (“US”) dollars and all amounts in this MD&A are expressed in US dollars. This discussion has been completed as of June 26, 2014.

A. Company Overview

The Company is engaged in the development, processing, marketing and commercialization of nanocrystalline materials for coatings and bulk material applications. Target markets are the sports and recreation, consumer electronics, aerospace, defense, automotive, medical, and natural resource development industries. The Company’s immediate short-term objectives will be to install larger scale production systems to meet the growing demand for nano-engineered materials currently produced by Cal Nano. The company is also furthering the technology and scouting more potential opportunities via extensive collaborations and partnerships with select universities and tier one production suppliers.

The registered and head office of California Nanotechnologies Corp. is located at Suite 1600, 205 – 5th Avenue S.W., Calgary, Alberta T2P 2V7.

The operating office of California Nanotechnologies Corp. is located 17220 Edwards Road, Cerritos, California, 90703.

Cal Nano has been actively building industry recognition through published papers and other scientific endeavors. A listing of recent and planned activities are included below.

Technical Paper for Journals, etc.

[1] C. Melnyk, A. Maxin, B. Weinstein, D. Grant, R. Gansert, Coatings to Extend Equipment Service Life, Fastener Technologies, Inc., Oct./Nov. 2013, pg. 60;

- [2] S.S. Dheda, Y.K. Kim, C. Melnyk, W. Liu, F.A. Mohamed, Corrosion and in vitro biocompatibility properties of cryomilled-spark plasma sintered commercially pure titanium, *J. Mater. Sci.: Mater. Med.*, vol. 24, pp. 1236-1249 (2013)
- [3] S.S. Dheda, C. Melnyk, F.A. Mohamed, Addition of titanium nitride nanoparticles for grain size stabilization of cryomilled spark plasma sintered commercially pure titanium, *Materials Science and Engineering A*, vol. 584, pp. 88-96 (2013)
- [4] C. Melnyk, B. Weinstein, D. Grant, R. Gansert, Improved Properties of Light Alloys for Medical Devices Using Near-Nano and Nano-Based Materials, *Materials & Processes for Medical Devices (MPMD)*, Nov. 2011;
- [5] C. Melnyk, B. Weinstein, D. Lujan, D. Grant, R. Gansert, M. Watson, Investigation of Mechanical Properties of Coatings and Bulk Components of Various Grain Sized Tungsten-Carbide-Cobalt Based Materials, *Proceeding of International Thermal Spray Conference*, Sept. 2011, Hamburg, Germany;
- [6] C. Melnyk, B. Weinstein, D. Lujan, D. Grant, R. Gansert, Cold Forged Nano-based Light Alloys and Composites Components, *Fastener Technology Int.*, Aug. 2011;
- [7] C. Melnyk, B. Weinstein, D. Lujan, D. Grant, R. Gansert, Production of Nano-based Light Alloys and Composites for Aerospace Fasteners, *Adv. Mat. & Proc.*, Vol. 169, No. 5, May 2011, pp. 42-44;
- [8] C. Melnyk, S. Schroeder, D. Grant, S. Keener, and R. Gansert, Improved Properties of Cryomilled Light Alloys Consolidated Using Spark Plasma Sintering and Hot Isostatic Pressing, *JOM*, Vol. 63, No. 2, pp. 65-68, 2011; (Collaboration with Boeing Phantom Works);
- [9] M. Pozuelo, C. Melnyk, W. Kao, J.-M Yang, Cryomilling and Spark Plasma Sintering of Nanocrystalline Magnesium-Based Alloy, Submitted to *Journal of Materials Research*, Submission, Oct. 2010; (Collaboration with UCLA);
- [10] C. Melnyk, B. Weinstein, D. Lujan, D. Grant, R. Gansert, Improved Mechanical Properties of WC-10%Co-4%Cr and WC-12%Co Coatings as a Function of Grain Size, *Proceeding of International Thermal Spray Conference*, 2011, Germany, Submission Oct. 2010;
- [11] C. Xu, S. Schroeder, P. Berbon, T. Landgon, Principles of ECAP-Conform as a Continuous Process for Achieving Grain Refinement: Application to an Aluminum Alloy, *Acta Materialia*, Vol. 58, (4), 1379-1386;
- [12] C. Melnyk, S. Schroeder, D. Grant, R. Gansert, and M. Watson, "Improved Mechanical Properties of Coatings and Bulk Components as a Function of Grain Size", *International Thermal Spray Conference Proceedings*, ASM International, Materials Park, OH., USA 2010;

[13] S. Schroeder, C. Melnyk, D. Grant, S. G. Keener, and R. Gansert, "Improved Properties of Light Alloys produced by Cryomilling (Nano) and Bulk Consolidation Processing", Proceedings of Aeromat 2009, Dayton, OH, USA;

[14] S. Schroeder, C. Melnyk, D. Grant, R. Gansert, G. Saha, and L. Glenesk, "Properties of Powders, Coatings, and Consolidated Components Produced from Nano-, and Near-Nano Crystalline Powder", Expanding Thermal Spray Performance to New Markets and Applications, Ed. R. Maple, M. Hyland, Y. Lau, R. Lima, G. Montavon, ASM International, Materials Park, OH., USA 2009;

[15] C. Melnyk, S. Schroeder, D. Grant, G. Saha, L. Glenesk, and R. Gansert "Nano Powders Produce Improved Wear Resistant Thermal Spray Coatings", American Welding Journal, July, 2009, pp. 50 – 55.

PATENTS

[1] US Patent 7,481,091 B1, January 27, 2009, Material Processing System, D. Grant, P. Berbon, T. Wang, P. Burkey.

CONFERENCES ATTENDED IN 2012

[1] ITSC 2012, Houston, TX, Thermal Spray Powders and Coatings Presentation for Oil & Gas Industry, May 13-15, 2012

[2] State University of SUNY Stony Brook, Stony Brook, NY; Nano Carbides Presented within Invited Electronics Presentation, June 6-8, 2012

[3] AWS, Fabtech, Las Vegas, NV, November 13-14, 2012

CONFERENCES ATTENDED IN 2013

[1] 8th Annual EOH Technical Symposium, Nanomaterials: Implications for Environmental and Occupational Health, California State University, Northridge, March 7, 2013

[2] Aeromat 2013, Bellevue, WA, Presentations on Improved Properties of Cermet Coatings as a Function of Grain Size, and a Review of the Properties of Consolidated Forms of Light Alloys Produced from Ultrafine, Nano-, and Near-nano Sized Powders at the conference; April 2-5, 2013

[3] ITSC 2013, Busan, South Korea; May 13-15, 2013

[4] ITSA 2013, Ogden, UT, Presented Advances in Materials, New Industries Entering the Thermal Spray Field at the conference; June 5-6, 2013

[5] MS&T 2013, Montreal, Canada, Improved Properties of Ultrafine, Nano, and Multi-Modal Grain Size Light Alloys Consolidated Using Spark Plasma Sintering, Oct. 29-31, 2013

B. Markets

Cal Nano currently services customers in the aerospace, defense, academia automotive, medical, resource development and sports and recreation industries. A related company, Omni-Lite Industries, has many long-standing relationships in these areas, providing further access to future key customers.

C. Financial Results

Revenue: For the year ended February 28, 2014, the Company reported revenue of \$373,481 compared to \$261,302 from the prior year for an increase of 43%. The increase is due to increases in the oil and gas and sports and recreation divisions. The main sources of revenue this year are from cryogenic milling, research projects, engineering services, and the sales of commercial parts made from advanced nano-engineered materials.

Net Loss: Net loss for the year ended was \$302,365, a decrease of 43% compared to the prior year. Amortization and depreciation expense and salaries, wages and benefits, research and supplies were the greatest expense items. As the Company purchased the necessary equipment to be successful in the nanotechnology field, depreciation expense will continue to be high. Salaries, wages and research may continue to be high as the Company develops expertise in the various fields and services the growth in the oil and gas division.

Operating Expenses: Overall operating expenses of \$619,161 were lower by 12% when compared to the prior year. These expenses are in response to the new sales and costs relating to research, supplies, salaries, wages and benefits due to the growth of the Company within a developing industry.

Loss per share: Basic loss per share was \$0.01 (\$0.01 CAD). The weighted average number of shares was 25,820,000.

Basic loss per share has been calculated using the weighted average number of shares outstanding during the year and the loss attributable to common shareholders. For all periods presented, loss attributable to common shareholders equals reported loss.

Diluted earnings per share is calculated based on the treasury stock method, and reflects the potential dilution of securities by including stock options and contingently issuable shares, in the weighted average number of common shares outstanding for a period, if dilutive. Diluted earnings per common share have not been presented as the effect of options and warrants on basic loss per share would be anti-dilutive.

SUMMARY OF FINANCIAL HIGHLIGHTS (US \$)

All figures in US dollars unless noted.

Basic Weighted Average Shares Issued And Outstanding : 25,820,000	For the year ended February 28, 2014	For the year ended February 28, 2013	% Increase (Decrease)
Revenue	\$ 373,481	\$ 261,302	43%
Cash flow used for operations ⁽¹⁾	(198,383)	(327,631)	(39%)
Net Loss	(302,365)	(531,811)	(43%)
LPS (US)	(0.01)	(0.02)	(43%)
LPS (CAD)	(0.01)	(0.02)	(38%)

(Note: at 02/28/14, \$1US = \$1.1133 CAD; 02/28/13, \$1US = \$1.0257 CAD)

- (1) Cash flow used for operations is a non-GAAP term requested by the oil and gas investment community that represents net earnings adjusted for non-cash items including depreciation, depletion and amortization, deferred taxes, asset write-downs and gains (losses) on sale of assets, if any.

Selected Quarterly Information

The following table summarizes selected quarterly information from the last eight quarters.

ALL FIGURES IN US DOLLARS UNLESS NOTED

	February 28, 2013	November 30, 2013	August 31, 2013	May 31, 2013	February 28, 2013	November 30, 2012	August 31, 2012	May 31, 2012
Revenue	\$175,172	\$79,919	\$61,855	\$ 56,535	\$40,024	\$22,434	\$136,705	\$ 62,139
Cash Flow used for operations ⁽¹⁾	(6,310)	(69,237)	(45,245)	(77,591)	(93,514)	(113,122)	(59,216)	(61,779)
Net Loss	(30,694)	(89,387)	(70,953)	(111,331)	(164,010)	(157,190)	(103,092)	(107,519)
LPS(US)	(.001)	(.004)	(.003)	(.004)	(.007)	(.006)	(.004)	(.004)
LPS(CAD)	(.001)	(.004)	(.003)	(.004)	(.007)	(.006)	(.004)	(.004)

Liquidity and Capital Resources

The following table summarizes the Company's cash flows by activity and cash on hand.

	February 28/2014	February 28/2013
Net cash used for operating activities	\$ (267,923)	\$ (389,786)
Net cash from financing activities	22,556	380,924
Net cash (used for) from investing activities	244,366	(12,870)
Net decrease in cash	(1,001)	(21,732)
Cash at the beginning of the year	5,235	26,967
Cash at the end of the year	4,234	5,235

At February 28, 2014, the sources of liquidity were cash from financing and investing activities. The Company had cash of \$4,234. At the end of year, the Company's working capital deficiency (current assets – current liabilities) was \$1,099,920.

-Cash flow used for operating activities increased to \$267,923 due to the growth of the Company within a developing industry.

-Cash flow from financing activities was \$22,556. The Company was able to make payments, repaying some funding from the related party. Funds will continue to be available from the related party to fund operating activities.

-Cash flow from investing activities was \$244,366. The disputed investment in the amount of \$250,000 from the settlement agreement was received in full.

The Company's functional and reporting currency is in US dollars; however, the calculation of income tax expense is based on income in the currency of the country of origin. As such, the Company is continually subject to foreign exchange fluctuations, particularly as the Canadian dollar moves against the US dollar.

Foreign Exchange: The Company manages its exposure to foreign currency fluctuations by maintaining foreign currency bank accounts to offset foreign currency payables and planned expenditures. The Company reports in its functional currency, the United States dollar.

Off-Balance Sheet arrangements: The Company does not have any off-balance sheet arrangements.

D. Future Developments

The successful launch of the world's highest performance commercial track shoe, adidas' flagship, "adiZero Prime", has increased "nano alloy" product sales into the commercial arena. Continuous efforts to reduce the cost of nano-engineered alloys will allow the current and other technologies to be applied to the much larger volume "replaceable spike" market which adidas and consumers have expressed significant interest in, resulting from the marketable success of the nano-ceramic "permanent spike" in the adiZero Prime SP and also from athletic field trials conducted with Cal Nano's next generation material systems currently under development.

Developments made at Cal Nano have made milled "nano alloys" significantly more feasible for a larger array of performance components and applications. Cal Nano plans to pursue commercialization of "nano alloy" via several production techniques including cold heading. To help develop these products, several renowned industry experts have joined the Cal Nano team at various positions to assist in executing these developments.

Resulting from the experience and potential customer pool developed at Cal Nano over the last 6 years working with SPS technology, Cal Nano has signed the official partnership contract, solidifying the relationship with the inventors and leading manufacturers of SPS equipment, Fuji-SPS. This relationship places Cal Nano as exclusive Technical and Marketing Partner in North America. Larger production scale equipment is also being evaluated by Cal Nano and customers as potential production products are being developed by Cal Nano's partners and collaborators.

As a large scale proprietary oil & gas application requiring advanced nano-engineered alloys cryogenically milled, "cryo-milled", is now being outlined and medium scale material development and optimization efforts are currently under way. The growing volume requirements for cryo-milled materials have refocused company plans and developments geared towards scaled up commercialization and cost reduction of cryo-milled materials. In order to pursue the scale up of this technology, significantly larger equipment will be required to produce commercial quantities of material. It is anticipated that up to 3 larger mills may be necessary to reach the output levels required. Management of Cal Nano anticipates that these tasks could cost up to US\$ 900,000 to complete and will require a larger facility either independently or jointly operated.

E. Risk Factors

The Company is subject to a number of risks as outlined below.

Experimental Field

Cal Nano is engaged in the research and development of new materials with the goal of commercializing viable products. The nanotechnology industry and specifically the production of nanocrystalline materials require extensive experimental effort and can require significant investment. Customers may be hesitant to implement any new materials developed without extensive and time-consuming testing.

No Assurance of Commercial Production

Cal Nano is a research and development firm with limited history of production or sales. There is no assurance that it will achieve commercial production of any product or the sale of any such product.

Relationships with Customers

The success of Cal Nano is directly related to the strength of its relationships with and the economic success of its larger customers. Should Cal Nano's relationships with these customers become strained or the profitability of these customers become negatively affected, the Company's profitability may be impacted.

Competition

Cal Nano will be engaged in the technology industry. There is a high degree of competition in Cal Nano's industry which impacts Cal Nano's ability to find and keep customers.

Potential Fluctuations in Financial Results

In the future, if Cal Nano's expected revenues are not realized on a timely basis as anticipated, Cal Nano's financial results could be materially adversely affected.

Financial results in the future may be influenced by these or other factors.

Management of Growth

Any expansion of Cal Nano's business may place a significant strain on its financial, operational and managerial resources. There can be no assurance that Cal Nano will be able to implement and subsequently improve its operations and financial systems successfully and in a timely manner in order to manage any growth it experiences. There can be no assurance that Cal Nano will be able to manage growth successfully. Any inability of Cal Nano to manage growth successfully could have a material adverse effect on Cal Nano's business, financial condition and results of operations.

Government Regulations

Cal Nano may be subject to various laws, regulations, regulatory actions and court decisions that may have negative effects on Cal Nano. Changes in the regulatory environment imposed upon Cal Nano could adversely affect the ability of Cal Nano to attain its corporate objectives.

Reliance on Key Personnel and Consultants

There can be no assurance that any of Cal Nano's directors, officers or employees will remain with Cal Nano or that, in the future, directors, officers or employees will not organize competitive businesses or accept employment with companies competitive with Cal Nano.

Additional Financing Requirements and Access to Capital

Cal Nano may require additional financing to implement its business plan. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of Cal Nano. There can be no assurance that Cal Nano will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to Cal Nano. If additional financing is raised by the issuance of shares from the treasury of Cal Nano, control of Cal Nano may change and shareholders may suffer additional dilution. There can be no assurance that Cal Nano will generate cash flow from operations necessary to support the continuing operations of Cal Nano.

F. Disclosure Controls and Procedures

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Corporation is accumulated and communicated to our management as appropriate to allow timely decisions regarding disclosure. The Company's Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation at February 28, 2014, that the Company's disclosure controls and procedures are effective to provide reasonable assurance that material information related to Cal Nano, is made known to them by employees or third party consultants working for the Company. It should be noted that while the Company's Chief Executive Officer and Chief Financial Officer believe that the disclosure controls and procedures will provide a reasonable level of assurance and that they are effective, they do not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met.

G. Outstanding Share Capital

At June 26, 2014:

- Common Shares issued and outstanding:

Description	Number
Shares issued and outstanding at February 28, 2014	25,820,000
Issued upon exercise of stock options	120,000
Issued under private placement	5,290,296
Shares issued and outstanding at June 26, 2014	31,230,296

On April 9, 2014, the Company completed a private placement of 5,290,296 units, with each unit consisting of one common share and one-half of one common share purchase warrant, at a price of \$0.135 CAD. The purchase warrants have a one year term with an exercise price of \$ 0.225 CAD. The private placement resulted in the Company receiving total gross proceeds of \$714,190 CAD.

- Stock options:

Description	Number
Options outstanding at February 28, 2014	2,300,000
Options - granted	300,000
- exercised	-
- forfeited	-
- expired	-
Options outstanding at June 26, 2014	2,600,000
Options exercisable at June 26, 2014	958,331

H. Transactions with Related Parties

For 2013 and 2012, the Company did not pay the Chief Executive Officer (“CEO”) or Chief Financial Officer (“CFO”) a salary for their roles. It is management’s estimate that the fair value of these salaries would be \$65,000 each year. Due to the lack of independent evidence with respect to the fair value of these services, these transaction had been recorded at the carrying amount of \$nil. Effective December 1, 2013, a Vice-president was promoted to CEO with related compensation.

Advances from related parties are from a related entity. The advances bear interest at 5% through December 31, 2012 and 2% thereafter per annum and are due upon demand. There are no set terms for repayment and the loan is secured by all the assets of the Company. No interest was paid on the advances with accrued interest in the amount of \$111,814 (February 28, 2013 – \$102,115). The related party engaged with the Company for revenue of \$79,823 (February 28, 2013 – \$17,817) and incurred expenses of \$13,182 (February 28, 2013 – \$2,039). The transactions are considered to be in the normal course of operations and are initially recognized at their fair value.

I. Third Party Investor Relations Contracts

On May 12, 2014, the Company entered into a twelve month consulting agreement with QIS Capital (547853 BC Ltd.) to direct Cal Nano's public and investor relations activities. No third party investor relations arrangements were made in 2013.

J. Investments

At June 18, 2012, a complaint was filed by the Company with the Superior Court of the State of California by California Nanotechnologies Inc. versus SRL Nano Corporation ("SRL Nano"), Scott Liu, and Mr. Liu's other affiliated Companies. The Company was looking for compensation for damages resulting from breach of contract with the worldwide exclusive license to the patents warranted in a license agreement between the Company and SRL Nano in the amount of not less than \$250,000, interest, and the legal costs of the suit. Punitive damages for fraud, breach of fiduciary duty and injunctive relief for the material patent rights from SRL Nano were also being sought. At January 31, 2013, the parties entered into a settlement agreement and mutual release to have the investment sold to a third party for \$250,000 with a down payment of \$9,000. At August 9, 2013, the \$250,000 had been received.

K. Board of Directors

The Company's directors are material shareholders.

L. Financial instruments

The Company as part of its operations carries a number of financial instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments except as otherwise disclosed. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

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

	February 28, 2014		February 28, 2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
At fair value through profit or loss				
Cash	\$ 4,234	\$ 4,234	\$ 5,235	\$ 5,235
Loans and receivables				
Accounts receivable	129,847	129,847	23,550	23,550
Available for sale				
Investment	-	-	250,000	250,000
Other liabilities				
Accounts payable and accrued liabilities	74,447	74,447	62,847	62,847
Advances from related parties	1,167,980	1,167,980	1,145,424	1,145,424

The table below sets out fair value measurements using fair value hierarchy at February 28, 2014.

	Total	Level 1	Level 2	Level 3
Assets				
Cash	\$ 5,235	\$ 5,235	-	-

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

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

Liquidity Risk

The Company defines liquidity risk as the financial risk that the Company will encounter difficulties meeting its obligations associated with financial liabilities. The Company's objective for managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. This risk is mitigated by managing the cash flow by controlling receivables and payables to vendors and related parties. At February 28, 2014, the Company had a working capital deficiency of \$1,099,920 (February 28, 2013 – \$1,145,903).

Foreign currency risk

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

The Company manages its exposure to foreign currency fluctuations by maintaining foreign currency bank accounts and receivables to offset foreign currency payables and planned expenditures. The Company reports in its functional currency, the United States dollar. At February 28, 2014, the Company had the following balances denominated in Canadian dollars. The balances have been translated into United States currency in accordance with the Company's foreign exchange accounting policy.

	USD February 28, 2014	USD February 28, 2013
Cash	\$ 410	\$ 602
Accounts Payable	31,053	33,691

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

	Impact on Net Loss
U.S. Dollar Exchange Rate – 10% increase	\$ 3,064
U.S. Dollar Exchange Rate – 10% decrease	(3,064)

Credit risk

The Company manages credit risk by dealing with financially sound customers, based on an evaluation of the customer's financial condition. For the year ended February 28, 2014, the Company was engaged in contracts for products and services with three (February 28, 2013 – two) customers in excess of 10% of revenue, which accounted for \$286,560 (February 28, 2013 - \$122,713) or 77% (February 28, 2013 – 47%) of the Company's total revenue. The maximum exposure to credit risk is the carrying value of accounts receivable. No allowance for doubtful accounts was recorded (2013 – \$15,253). The table below provides an analysis of our current financial assets and the age of our past due but not impaired accounts receivables by type of credit risk.

Total	Current	≤ 30 days	> 30 days ≤ 60 days	60 days ≤ 90 days	> 90 days
\$ 129,847	\$ 129,847	\$ -	\$ -	\$ -	\$ -

M. Capital Disclosures

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

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

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended February 28, 2014.

Intention of management's discussion and analysis

This MD&A is intended to provide an explanation of financial and operational performance compared with prior periods and the Company's prospects and plans. It provides additional information that is not contained in the Company's financial statements.

Additional information

Further information regarding California Nanotechnologies Corp. can be accessed under the Company's public filings found at www.sedar.com.

The information contained in this discussion may be considered to contain forward-looking statements. Such forward-looking statements address future events and conditions and are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated. There is no representation by the Company that actual results will be the same in whole or in part as implied by the forward-looking statements provided.