TUTOR PERINI CORP
Form 10-K
February 27, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Act of 1934.

For the fiscal year ended December 31, 2018.

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the transition period from-to-

Commission File No. 1-6314

Tutor Perini Corporation

(Exact name of registrant as specified in its charter)

Massachusetts	04-1717070
(State of Incorporation)	(IRS Employer Identification No.)

15901 Olden Street, Sylmar, California	91342
(Address of principal executive offices)	(Zip Code)

(818) 362-8391
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of each exchange on which registered
Common Stock, $1.00 par value	The New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definition of "accelerated filer," "large accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	Non-accelerated filer
Smaller reporting company	Emerging growth company	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

The aggregate market value of voting Common Stock held by non-affiliates of the registrant was $725,059,982 as of June 29, 2018, the last business day of the registrant's most recently completed second fiscal quarter.

The number of shares of Common Stock, $1.00 par value per share, outstanding at February 21, 2019 was 50,103,445.

Documents Incorporated by Reference

The information required by Part III of this Annual Report on Form 10-K, to the extent not set forth herein, is incorporated herein by reference to the registrant's definitive proxy statement relating to the Annual Meeting of Shareholders to be held in 2019, which definitive proxy statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Annual Report on Form 10-K relates.

TUTOR PERINI CORPORATION

2018 ANNUAL REPORT ON FORM 10-K

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PART I.

Forward-Looking Statements

The statements contained in this Annual Report on Form 10-K that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), including without limitation, statements regarding our management's expectations, hopes, beliefs, intentions or strategies regarding the future and statements regarding future guidance or estimates and non-historical performance. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effects on us. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by such forward-looking statements. These risks and uncertainties are listed and discussed in Item 1A. Risk Factors, below. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

ITEM 1. BUSINESS

General

Tutor Perini Corporation, formerly known as Perini Corporation, was incorporated in 1918 as a successor to businesses that had been engaged in providing construction services since 1894. Tutor Perini Corporation (together with its consolidated subsidiaries, "Tutor Perini," the "Company," "we," "us," and "our," unless the context indicates otherwise is a leading construction company, based on revenue as ranked by Engineering News-Record ("ENR"), offering diversified general contracting, construction management and design-build services to private customers and public agencies throughout the world. Our corporate headquarters are in Los Angeles (Sylmar), California, and we have various other principal offices throughout the United States and its territories (see Item 2. Properties for a listing of our major facilities). Our common stock is listed on the New York Stock Exchange under the symbol "TPC." We are incorporated in the Commonwealth of Massachusetts.

We have established a strong reputation within our markets for executing large, complex projects on time and within budget while adhering to strict quality control measures. We offer general contracting, pre-construction planning and comprehensive project management services, including the planning and scheduling of the manpower, equipment,

materials and subcontractors required for a project. We also offer self-performed construction services including site work; concrete forming and placement; steel erection; electrical, mechanical, plumbing, heating, ventilation and air conditioning (HVAC), and fire protection. During 2018, we performed work on approximately 1,400 construction projects.

In 2018, ENR ranked Tutor Perini as the tenth largest domestic contractor. We are recognized as one of the leading civil contractors in the United States, as evidenced by our performance on several of the country's largest mass-transit and transportation projects, such as Newark Liberty International Airport Terminal One ("Newark Airport Terminal One"), the East Side Access project in New York City, the California High-Speed Rail System, the Alaskan Way Viaduct Replacement (SR 99) project in Seattle, major portions of the Red Line and Purple Line segments of the Los Angeles subway system, and the San Francisco Central Subway extension to Chinatown. We are also recognized as one of the leading building contractors in the United States, as evidenced by our performance on several of the country's largest building development projects, including CityCenter and the Cosmopolitan Resort and Casino in Las Vegas and Hudson Yards in New York City.

Since the 2008 merger between our predecessor companies, Tutor-Saliba Corporation ("Tutor-Saliba") and Perini Corporation, we have experienced significant growth supported by our increased size, scale, bonding capacity, access to broader geographic regions, expanded management capabilities, complementary assets and particular expertise in large, complex projects. In 2010 and 2011, we expanded vertically and geographically through the strategic acquisitions of seven companies with demonstrated success in their respective markets. These acquisitions further strengthened our geographic presence in our Building and Civil segments and also significantly increased our specialty contracting capabilities.

Our acquisitions have enabled us to provide customers with a vertically integrated service offering. This vertical integration is a unique capability and competitive advantage that allows us to self-perform a greater amount of work than our competitors. Our vertical integration increases our competitiveness in bidding and our efficiency in managing and executing large, complex projects. It also provides us with significant cross-selling opportunities across a broad geographic footprint.

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Business Segment Overview

Our business is conducted through three segments: Civil, Building and Specialty Contractors.

Civil Segment

Our Civil segment specializes in public works construction and the replacement and reconstruction of infrastructure across most of the major geographic regions of the United States. Our civil contracting services include construction and rehabilitation of highways, bridges, tunnels, mass-transit systems, and water management and wastewater treatment facilities.

The Civil segment is comprised of the Company's legacy heavy civil construction operations (civil operations of our predecessors, Tutor-Saliba, its subsidiary Black Construction, and Perini Corporation), as well as our acquired companies, Frontier-Kemper, Lunda Construction and Becho. The Company's legacy heavy civil units operate primarily on the West and East Coasts of the United States and are engaged in a variety of large mass-transit, transportation, bridge and highway projects. Frontier-Kemper is a heavy civil contractor engaged in the construction of tunnels for highways, railroads, subways and rapid transit systems; the construction of shafts and other facilities for water supply, wastewater transport and hydroelectric projects; and the development and equipping of mines with innovative hoisting, elevator and vertical conveyance systems. Lunda Construction is a heavy civil contractor specializing in the construction, rehabilitation and maintenance of bridges, railroads and other civil structures throughout the United States. Becho is engaged in drilling, foundation and excavation support for shoring, bridges, piers, roads and highway projects, primarily in the southwestern United States. We believe that the Company has benefitted from these acquisitions by an expanded geographic presence, enhanced civil construction capabilities and the addition of experienced management with proven, successful track records.

Our Civil segment's customers primarily award contracts through one of two methods: the traditional public "competitive bid" method, in which price is the major determining factor, or through a request for proposal, where contracts are awarded based on a combination of technical qualifications, proposed project team, schedule, past performance on similar projects and price.

Traditionally, our Civil segment's customers require each contractor to pre-qualify for construction business by meeting criteria that include technical capabilities and financial strength. Our financial strength and outstanding record of performance on challenging civil works projects often enable us to pre-qualify for projects in situations where smaller, less diversified contractors are unable to meet the qualification requirements. We believe this is a competitive advantage that makes us an attractive partner on the largest, most complex infrastructure projects and on prestigious

design-build, DBOM (design-build-operate-maintain) and P3 (public-private partnership) projects.

In its 2018 rankings, ENR ranked us as the nation’s second largest contractor in the transportation market and third largest domestic heavy contractor.

We believe the Civil segment provides us with significant opportunities for growth due to the age and condition of existing infrastructure coupled with large government funding sources dedicated to the replacement and reconstruction of aging U.S. infrastructure. In addition, infrastructure improvement programs frequently enjoy popular, bipartisan support from the public and elected officials. Funding for major civil infrastructure projects is typically provided through a combination of one or more of the following: local, regional, state and federal loans and grants; other direct allocations sourced through tax revenue; bonds; user fees; and, for certain projects, private capital.

We have been active in civil construction since 1894 and believe we have a particular expertise in large, complex civil construction projects. We have completed, or are currently working on, some of the most significant civil construction projects in the United States. For example, we are currently working on Newark Airport Terminal One, various portions of the East Side Access project in New York City, the first phase of the California High-Speed Rail project, the Purple Line Segments 2 and 3 expansion projects in Los Angeles, and the San Francisco Central Subway extension to Chinatown. We have also completed major projects such as the Alaskan Way Viaduct Replacement (SR 99) in Seattle; the platform over the eastern rail yard at Hudson Yards in New York City; the rehabilitation of the Verrazano-Narrows Bridge in New York; and multiple runway reconstruction projects, including the John F. Kennedy International Airport in New York, Los Angeles International Airport, and Fort Lauderdale-Hollywood International Airport.

Building Segment

Our Building segment has significant experience providing services to a number of specialized building markets for private and public works customers, including hospitality and gaming, transportation, health care, commercial offices, government facilities, sports and entertainment, education, correctional facilities, biotech, pharmaceutical, industrial and high-tech. We believe the success of the Building segment results from our proven ability to manage and perform large, complex projects with aggressive fast-track schedules, elaborate designs, and advanced mechanical, electrical and life safety systems, while providing accurate budgeting and strict quality control. Although price is a key competitive factor, we believe our strong reputation, long-standing customer relationships and significant level of repeat and referral business have enabled us to achieve a leading position in the marketplace.

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In its 2018 rankings, ENR ranked us as the 11th largest domestic building contractor. We are a recognized leader in the hospitality and gaming market, specializing in the construction of high-end resorts and casinos. We work with hotel operators, Native American tribal councils, developers and architectural firms to provide diversified construction services to meet the challenges of new construction and renovation of hotel and resort properties. We believe that our reputation for completing projects on time is a significant competitive advantage in this market, as any delay in project completion could result in significant loss of revenue for the customer.

The Building segment is comprised of several operating units that provide general contracting, design-build, preconstruction and construction services in various regions of the United States. Tutor Perini Building Corp. focuses on large, complex building projects nationwide, including significant projects in the hospitality and gaming, commercial office, education, government facilities, and multi-unit residential markets. Rudolph and Sletten focuses on large, complex projects in California in the health care, commercial office, technology, industrial, education, and government facilities markets. Roy Anderson Corp. provides general contracting services, including major disaster response support, to public and private customers primarily throughout the southeastern United States. Perini Management Services provides diversified construction and design-build services internationally to U.S. government agencies, as well as to surety companies and multi-national corporations.

We have recently completed, or are currently working on, large private and public building projects across a wide array of building end markets, including commercial offices, multi-unit residential, health care, hospitality and gaming, transportation, education and entertainment. Specific projects include Newark Airport Terminal One in Newark, New Jersey; two large corporate office buildings in northern California for different confidential technology customers; a commercial office tower at 10 Hudson Yards and a multi-unit residential tower at 15 Hudson Yards in New York City; the Washington Hospital expansion in Fremont, California; the Graton Rancheria Resort and Casino in Rohnert Park, California; the Pechanga Resort and Casino expansion in Temecula, California; the Maryland Live! Casino expansion in Hanover, Maryland; Kaiser Hospital Buildings in San Leandro and Redwood City, California; and courthouses in San Bernardino and San Diego, California and Broward County, Florida. As a result of our reputation and track record, we were previously awarded and completed contracts for several marquee projects in the hospitality and gaming market, including the Resorts World New York Casino in Jamaica, New York, as well as CityCenter, the Cosmopolitan Resort and Casino, the Wynn Encore Hotel, Trump International Hotel and Tower, Paris Las Vegas and Planet Hollywood in Las Vegas. These projects span a wide array of building end markets and illustrate our Building segment’s résumé of successfully completed large-scale public and private projects.

Specialty Contractors Segment

Our Specialty Contractors segment specializes in electrical, mechanical, plumbing, HVAC, fire protection systems and pneumatically placed concrete for a full range of civil and building construction projects in the industrial, commercial, hospitality and gaming, and mass-transit end markets. This segment provides unique strengths and

capabilities that position us as a full-service contractor with greater control over project bids and costs, scheduled work, project delivery and risk management. The majority of work performed by the Specialty Contractors segment is contracted directly with state and local municipal agencies, real estate developers, school districts and other commercial and industrial customers. A growing portion of its work is expected to be performed for our Civil and Building segments in future years.

The Specialty Contractors segment is comprised of several operating units that provide unique services in various regions of the United States. Five Star Electric has established itself as an industry leader and is one of the largest electrical contractors in New York City. Five Star Electric provides construction services in the electrical sector, including power, lighting, fire alarm, security, telecommunications, low voltage and wireless systems to both the public and private sectors. These services are provided across end markets that include multi-unit residential, hotels, commercial offices, industrial, mass transit, education, retail, sports and entertainment, health care and water treatment. Fisk Electric (“Fisk”) covers many of the major commercial, transportation and industrial electrical construction markets in California and the southern United States, with the ability to cover other attractive markets nationwide. Fisk’s expertise is in technology design and the development of electrical and technology systems for major projects spanning a broad variety of project types, including commercial office buildings, sports arenas, hospitals, research laboratories, hotels and casinos, convention centers, manufacturing plants, refineries, and water and wastewater treatment facilities. WDF, Nagelbush and Desert Mechanical each provide mechanical, plumbing, HVAC and fire protection services to a range of customers in a wide variety of markets, including transportation, commercial/industrial, schools and universities and residential. WDF is one of the largest mechanical contractors servicing the New York City metropolitan region. Nagelbush operates primarily in Florida and Desert Mechanical operates primarily in the western United States. Superior Gunite specializes in pneumatically placed structural concrete utilized in infrastructure projects nationwide, such as bridges, dams, tunnels and retaining walls.

In its 2018 rankings, ENR ranked us as the fifth largest electrical contractor1, 14th largest mechanical contractor1 and 14th largest specialty contractor1 in the United States. Through Five Star Electric and WDF, collectively, we are also the largest specialty contractor in the New York City metropolitan area.

1 This ranking represents the collective revenue of the Company’s specialty contracting subsidiaries as reported to ENR.

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Our Specialty Contractors business units have completed, or are currently working on, various portions of the East Side Access project in New York City, various projects at the World Trade Center and at Hudson Yards in New York City, and electrical work for the new hospital at the University of Texas Southwestern Medical Center in Dallas. The Specialty Contractors segment has also supported, or is currently supporting, several large projects in our Civil and Building segments, including the Alaskan Way Viaduct Replacement (SR 99) project in Seattle; the San Francisco Central Subway extension to Chinatown; the Purple Line Segment 2 expansion project in Los Angeles; Newark Airport Terminal One in Newark, New Jersey; McCarran International Airport Terminal 3 in Las Vegas; and several marquee projects in the hospitality and gaming market, including CityCenter, the Cosmopolitan Resort and Casino, and the Wynn Encore Hotel in Las Vegas.

Backlog

Backlog in our industry is a measure of the total value of work that is remaining to be performed on projects that have been awarded. We include a construction project in our backlog when a contract is awarded or when we have otherwise received written definitive notice that the project has been awarded to us and there are no remaining major uncertainties that the project will proceed (e.g., adequate funding is in place). As a result, we believe our backlog is firm, and although cancellations or scope adjustments may occur, historically they have not been material. We estimate that approximately $4 billion, or 45%, of our backlog as of December 31, 2018 will be recognized as revenue in 2019. Our backlog by segment, end market and customer type is presented in the following tables:

	As of December 31,					
(in thousands)	2018			2017		
Backlog by business segment:						
Civil	$ 5,141,863	55	%	$ 4,118,243	57	%
Building	2,333,127	25	%	1,701,378	23	%
Specialty Contractors	1,821,701	20	%	1,463,813	20	%
Total backlog	$ 9,296,691	100	%	$ 7,283,434	100	%

Risks Related to Our Industry

The potential market for our lab-grown diamond is unproven and may not materialize.

There currently is no widely-developed market for lab-grown diamond gemstones, and we believe that companies operating in the gemstone field may not be fully aware of the existence and attributes of our lab-grown diamond. As is the case with any new or potential product, market acceptance and demand are subject to a significant amount of uncertainty. Our future financial performance will depend upon consumer acceptance of lab-grown diamond as a realistic and comparable alternative to mined diamond and other gemstones. Because no widely-developed markets now exist for lab-grown diamond gemstones, it is difficult to predict the future growth rate, if any, and the size of the market for our lab-grown diamond gemstones. We may spend significant amounts of capital to acquire diamond production systems at a time when demand for our lab-grown diamond is not at a level to fund those expenditures. The market for our lab-grown diamond gemstones may never develop or may develop at a slower pace than expected due to a general lack of consumer acceptance of lab-grown diamond gemstones. If the market fails to develop or develops more slowly than expected, or if our lab-grown diamond gemstones do not achieve significant market acceptance, our business, operating results and financial condition would be materially adversely affected.

We face significant competition.

Our lab-grown gemstone diamond will face competition from established producers and sellers of earth-mined diamond and other known and potential manufacturers of lab-grown gemstones. Other companies could seek to introduce lab-grown diamond or other competing diamonds or to develop competing processes for production of lab-grown diamond gemstones. We believe that the more successful the Company is in creating market acceptance for Scio diamond which included lab-grown gemstone diamond, the more competition can be expected to increase. Increased competition could result in a decrease in the price charged by the Company for our diamond or reduce demand for our diamond, which would have a material adverse effect on our business, operating results and financial condition. Further, our current and potential competitors may have significantly greater financial, technical, manufacturing and marketing resources and greater access to distribution channels than the Company. There can be no assurance that we will be able to compete successfully with existing or potential competitors.

Widespread consumer acceptance of lab-grown diamond gemstones is still developing. At this time, the Company is aware that it may be competing with companies that produce lab-grown diamond for industrial and gemstone markets, including Pure Grown Diamond/IIa Technologies, Washington Group, D'Nea, Element Six, and Sumitomo. We believe that as lab-grown diamond continues to gain widespread commercial and consumer acceptance, the more competition can be expected to increase. Increased competition could result in a decrease in the price expected to be charged by the Company for our diamond or reduce demand for our diamond, which would have a material adverse effect on our business, operating results and financial condition.

Our potential competitors in the gemstone diamond industry may have significantly greater financial, technical, manufacturing and marketing resources and greater access to distribution channels than the Company. Our competitors will likely include large multi-national gemstone diamond companies as well as numerous start-up and development-stage gemstone diamond and technology companies, some of whom we may not be aware. We expect intense competition as we execute our business plan. It is believed that some of our existing and potential competitors, as well as potential entrants into our market, have longer operating histories, larger user bases, greater brand recognition and significantly greater financial, marketing and other resources than the Company. Many of these

potential competitors may be able to devote substantially greater resources to promotion and systems development than we can. Barriers to developing competitive technology in our market may not be sufficient and current and competitors may be able to develop competing diamonds at a relatively low cost. Accordingly, we believe that our success will depend heavily upon achieving significant market acceptance before our potential competitors introduce competing products. There can be no assurance that we will be able to compete successfully with potential competitors.

Rapid technological change will affect our business.

Rapidly changing technology, industry standards, evolving consumer demands and frequent new product introductions are expected to define our market. Our market's early stage of development may exacerbate these characteristics. Our future success will depend in significant part on our ability to continuously improve the quality of lab-grown diamond and our production capabilities in response to both the evolving demands of the market and competitive product offerings. Efforts in these areas may not be successful.

We expect to have limited protection of our intellectual property and proprietary rights.

We regard the patents, trade secrets and similar intellectual property acquired via the Asset Purchase as critical to our success. We must rely on patent law, trade secret protection and confidentiality agreements with our employees, customers, strategic partners, advisors and others to protect those proprietary rights. Such measures, however, afford only limited protection, and we may not be able to maintain the propriety and/or confidentiality of the Diamond Technology. Despite these precautions, unauthorized third parties might use information that we regard as proprietary to compete or help others to compete with us. There is no assurance that any of the existing patent applications or future patent applications, if made, will be granted, or, if granted, will not be invalidated or circumvented, or that the rights granted there under will provide us with a competitive advantage. Any misappropriation of our proprietary information by third parties could materially adversely affect our business. There can be no assurance that any other patents issued will provide any significant commercial protection to the Company, that the Company will have sufficient resources to prosecute its patents or that any patents will be upheld by a court should the Company seek to enforce its respective rights against an infringer.

There can be no assurances that:

- The scope of any patent protection will be effective to exclude competitors or provide competitive advantages to us;
- We will be able to commercially exploit any issued patents before they expire;
- Any of the patents held will be held valid if subsequently challenged;
- Others will not claim rights in or ownership of, the patents and other proprietary rights acquired or produced by the Company;
- Our diamond will not infringe, or be alleged to infringe, the proprietary rights of others; or
- We will be able to protect meaningful rights in proprietary technology over which the party does not hold patents.

Furthermore, there can be no assurances that others have not developed or will not develop diamond which may duplicate any of the diamond produced using the Diamond Technology or our expected manufacturing processes, or those others will not design around any of the Company's patents. The existence of valid patents does not provide absolute prevention from other companies independently developing competing technologies. Existing producers of laboratory-created diamond may refine existing processes for growing diamond or develop new technologies for growing diamond in a manner that does not infringe any intellectual property rights of the Company.

Other parties may independently develop or otherwise acquire substantially equivalent techniques, gain access to our acquired proprietary technology or disclose such technology. In addition, whether or not we obtain additional patents, others may hold or receive patents covering components of diamond we independently develop in the future. There can be no assurances that third parties will not claim infringement by us, and seek substantial damages, with respect to current or future diamond-related activities. If we were to become involved in a dispute regarding intellectual property, whether ours or that of another company, we may become involved in material legal proceedings. Any such claims, with or without merit, could be time-consuming, result in costly litigation, cause product shipment delays and require us to:

- Cease manufacturing and selling the product in question, which could seriously harm us;
- Enter into royalty or licensing agreements; or
- Design commercially acceptable non-infringing alternative diamond.

There can be no assurances that we would be able to obtain royalty or licensing agreements, if required, on terms acceptable to us or at all, or that we would be able to develop commercially acceptable non-infringing alternative diamond. The failure to do so could have a material adverse effect upon our business, financial condition, operating results and cash flows. We cannot be absolutely certain that the Diamond Technology does not infringe issued patents or other intellectual property rights of others. In addition, because patent applications in the United States are not publicly disclosed until the patent is issued, applications may have been filed which relate to the Diamond Technology.

There can be no assurance that our business and ability to produce diamond will not be impaired by claims that we are infringing upon the intellectual property of others. We may be subject to future legal proceedings and claims from time to time in the ordinary course of our business, including claims of alleged infringement of the trademarks and other intellectual property rights of third parties. Intellectual property litigation is expensive and time-consuming and could divert the Company's management's attention from diamond production and operating our business. As a result of the foregoing, the limited protection of our acquired intellectual property rights and proprietary information could have a material adverse effect on the Company's business, operating results and financial condition.

Substantial governmental regulation may restrict our ability to sell our lab-grown diamond.

Certain federal and state laws and regulations govern the testing, creation and sale of the types of diamond we intend to produce. The United States Federal Trade Commission ("FTC") and other comparable regulatory authorities here and in foreign countries may extensively and rigorously regulate our Scio Diamond Materials, product development activities and manufacturing processes. In the United States, the FTC regulates the introduction and labeling of gemstone diamond. We may be required to:

- Obtain clearance before we can market and sell our lab-grown diamond gemstones;
- Satisfy content requirements applicable to our labeling, sales and promotional materials;
- Comply with manufacturing and reporting requirements; and
- Undergo rigorous inspections.

The process of obtaining marketing clearance for new gemstone diamond from the FTC may prove costly and time consuming. The FTC has neither approved nor prohibited the use of the term “cultured” to describe the diamond the Company intends to sell as gemstones. However, in December 2006, the Jewelers’ Vigilance Committee submitted the Petition a petition (the “Petition”) to the FTC seeking amendment to the Guides for the Jewelry, Precious Metals, and Pewter Industries, 16 C.F.R. Part 23 (“Guides”) to include the term “cultured” as a proscribed term to describe laboratory-created diamond. By opinion, dated July 21, 2008, the FTC denied the Petition finding it did not demonstrate that the use of the term “cultured” to describe laboratory-created diamonds, when qualified by one of the terms provided in the Guides, is deceptive or unfair and declined to amend the Guides as requested by the Petition. The Company has not procured FTC clearance, and the FTC has not precluded the Company from selling diamond produced using the Diamond Technology. Despite its knowledge of the existing limited sales of lab-grown diamond gemstones and however unlikely, there can be no assurances that the FTC will not preclude the Company, or others similarly situated from marketing and selling lab-grown diamond gemstones.

The FTC has the power to restrict the offer and sale of diamond that could deceive or have the tendency or effect of misleading or deceiving purchasers or prospective purchasers with regard to the type, kind, quality, character, value, origin or other characteristics of a diamond gemstone. Under current guidelines issued by the FTC, the Company is permitted to market its diamond gemstones as “Scio-created,” “lab-created diamond”, “laboratory created diamond,” “laboratory grown diamond” or “cultured” so long as that term is accompanied by any of the foregoing and such designations may inhibit marketing descriptions that are more favorable to creating consumer demand. We may come under close scrutiny by governmental agencies and industry testing organizations and also by competitors in the gemstone industry, any of which may challenge our promotion and marketing of our lab-grown diamond. If our production or marketing is challenged by governmental agencies or competitors, or if regulations are issued that restrict our ability to produce and market our lab-grown diamond as “lab-grown diamond”, “lab-created diamond”, or otherwise as a mined diamond alternative, our business, operating results and financial condition could be materially adversely affected.

It is likely that our Scio Diamond Materials must also comply with similar laws and regulations of foreign countries in which we market such diamond. In general, the extent and complexity of diamond disclosure regulation is increasing worldwide. This trend may continue, and the cost and time required to obtain marketing clearance in any given country may increase as a result. Should it prove necessary, there can be no assurances that our Scio Diamond Materials will obtain any necessary foreign clearances on a timely basis, or at all. Our inability to satisfy specific requirements for approval by domestic and/or foreign regulatory agencies could materially adversely affect our ability to bring diamond to market and generate revenue.

Federal, state, local and foreign laws and regulations (especially those regarding approval of gemstone diamond) are always subject to change and could have a material adverse effect on the testing and sale of our diamond and, therefore, our business.

Regulatory authorities may limit our business in the future.

We will be subject to extensive regulatory requirements. Government authorities can withdraw marketing clearance due to our failure to comply with regulatory standards or due to the occurrence of unforeseen problems following initial clearance. Ongoing regulatory requirements are wide-ranging and govern, among other things:

- Product manufacturing;
- Annual inspections related to ISO certification of our quality system;
- Supplier substitution;
- Product changes;
- Process modifications;
- The process of assuring origin of mine and/or production of diamond;
- Lab-grown diamond gemstone reporting and disclosure; and
- Product sales and distribution.

We expect that various government agencies may inspect our facilities from time to time to determine whether we are in compliance with applicable laws and regulations. Additionally, if we fail to comply or maintain compliance with laws and regulations pertaining to diamond gemstones, regulatory authorities may fine us and bar us from selling our lab-grown diamond gemstones. If a regulatory agency believes we are not in compliance with such laws or regulations, it may be able to:

- Seize our lab-grown diamond gemstones;
- Require a recall;
- Withdraw previously granted market clearances;
- Implement procedures to stop future violations; and/or
- Seek civil and criminal penalties against us.

Risks Related to an Investment in our Common Stock

An investment in the Company involves a high degree of risk.

An investment in the Company is speculative and involves a high degree of risk, including the loss of an investor's entire investment in the Company. There is no guaranteed rate of return on an investor's investment in the Company, and there is no assurance that investors will be able to resell their shares for the amount they paid for such shares or for any other amount. Investors should not invest in the Company unless such investors can afford to lose their entire investment.

Recent settlement agreement resulted in restructured Board of Directors and shareholder voting agreement that results in our directors and officers controlling a large percentage of the Company's stock.

On June 23, 2014, the Company entered into a settlement agreement (the "Settlement Agreement") by and among Edward S. Adams, Michael R. Monahan, Gerald McGuire, James Korn, Bruce Likly, Theodorus Strous, and Robert C. Linares, their present and past affiliates, such as Apollo Diamond, Inc., Apollo Diamond Gemstone Corporation, Adams Monahan LLP, Focus Capital Group, Inc. and Oak Ridge Financial Services Group, Inc., family members and spouses (the "Adams Group"), and Thomas P. Hartness, Kristoffer Mack, Paul Rapello, Glen R. Bailey, Marsha C. Bailey, Kenneth L. Smith, Bernard M. McPheely, James Carroll, Robert M. Daisley, Ben Wolkowitz, Craig Brown, Ronnie Kobrovsky, Lewis Smoak, Brian McPheely, Mark P. Sennott, the Sennott Family Charitable Trust, and their affiliates (the "Save Scio Group"), pursuant to which the Company and the Save Scio Group settled the previously pending consent contest for the election of directors. Pursuant to the Settlement Agreement, on June 23, 2014, Messrs. Adams, Strous, Linares and McGuire resigned as directors effective immediately; the Board expanded the size of the Board to 7 directors and appointed Messrs. McPheely, Wolkowitz, Smoak and Leaverton (the "Save Scio Nominees") to fill all but one of the resulting vacancies. In addition, the Company agreed to nominate each of Messrs. Korn and Likly (the "Adams Group Nominees") and the Save Scio Nominees for election to the Board at the Company's 2014 annual meeting of stockholders. Pursuant to the Settlement Agreement, the Adams Group and the Save Scio Group must vote their shares of Common Stock for the other's nominees for the next three years, and will also have replacement rights in the event these nominees are unable to serve as directors.

As of June 23, 2015, the Company had 57,516,499 shares of common stock outstanding. As of the date of the Settlement Agreement, the total number of shares subject to the voting agreements related to the settlement agreement is 17,492,928 or approximately 30% of the outstanding shares. Therefore, the Save Scio Group and the Adams Group collectively have considerable influence to:

- Elect or defeat the election of our directors;
- Amend or prevent amendment of our Articles of Incorporation or Bylaws;
- Effect or prevent a merger, sale of assets or other corporate transaction; and
- Determine the outcome of any other matter submitted to the stockholders for vote.

The limited ability of other stockholders to exercise control over the Company may adversely affect the future market price for our securities and the rights of our stockholders.

Provisions in our Articles of Incorporation and bylaws or Nevada law might discourage, delay or prevent a change of control of us or changes in our management and, therefore, depress the trading price of the common stock.

Nevada corporate law and our Articles of Incorporation and Bylaws contain other provisions that could discourage, delay or prevent a change in control of our Company or changes in its management that our stockholders may deem advantageous. These include provisions that:

- Deny holders of our common stock cumulative voting rights in the election of directors, meaning that stockholders owning a majority of our outstanding shares of common stock will be able to elect all of our directors;
- Require any stockholder wishing to properly bring a matter before a meeting of stockholders to comply with specified procedural and advance notice requirements; and
- Allow any vacancy on the Board of Directors, however the vacancy occurs, to be filled by the directors.

There is a limited active public market for any of our securities, which are not listed on any stock exchange, and transfer of our securities is restricted.

There is presently a limited active public market for our securities, and there can be no assurance that a trading market will continue to develop or, if developed, that it will be maintained. Our common stock is not listed on any stock exchange and it is currently quoted on the OTC Bulletin Board and OTC PINK marketplace under the ticker "SCIO". We believe that we currently may not have enough stockholders or outstanding shares to support an active trading market, even if our common stock were listed on a recognized trading exchange. There can be no assurance that our investors will be able to resell any of our securities at any price. The Company makes no representation to investors regarding the value of its securities, and, particularly in light of the thin trading in the Company's securities; trading prices may or may not reasonably reflect the intrinsic value, if any, of the Company's securities.

We have been deemed to be a former shell company in accordance with the Securities Act. As a result, our shares of common stock may not be resold under Rule 144 of the Securities Act except pursuant to Rule 144(i). Resales under Rule 144(i) generally require, that, in addition to the normal Rule 144 requirements and limitations: (1) we are subject to the reporting requirements of the Securities Exchange Act of 1934 (the "Exchange Act"); (2) we have filed all Exchange Act reports required for the past 12 months; and (3) a minimum of one year has elapsed since we filed current Form 10 information on Form 8-K changing our status from a shell company to a non-shell company. An investment in the Company should be considered a long-term, illiquid investment, and investors should be able to withstand a complete loss of their investment.

Our Bylaws specifically provide that we shall not be required to effectuate the transfer of any shares of our common stock without first receiving from the transferring stockholder (i) an opinion of counsel satisfactory to the Company that a proposed transfer may be made lawfully without the registration of such shares pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and applicable state securities laws, or (ii) evidence that the shares proposed to be transferred have been registered under the Securities Act. The existence of the foregoing restrictions may, therefore, adversely affect the future market price for our securities and the rights of our stockholders.

Future stock issuances could severely dilute our current shareholders' interests.

The future issuance of common stock may result in dilution in the percentage of our common stock held by our existing shareholders. Also, any stock we sell in the future may be valued on an arbitrary basis by us and the issuance of shares of common stock or preferred stock for future services, acquisitions or other corporate actions may have the effect of diluting the value of the shares held by our existing shareholders.

In addition, it is the Company's current intention (depending on the development of the business plan and other factors) to raise substantial additional capital during the fiscal year ending March 31, 2015, which we expect to result in substantial dilution in the percentage of our common stock held by our existing shareholders.

Any additional funding we arrange through the sale of our common stock will result in dilution to existing stockholders' voting power and may result in dilution to the book value per share held by existing stockholders.

We must raise additional capital in order for our business plan to succeed. A likely source of additional capital will be through the sale of additional shares of common stock. Such stock issuances would cause stockholders' voting interests in our Company to be diluted and may cause the book value per share held by existing stockholders to be diluted. Such dilution could negatively affect the value of investors' shares.

We do not expect to pay cash dividends in the foreseeable future.

We are not obligated to pay dividends with respect to our capital stock, and we do not anticipate the payment of cash dividends on our capital stock in the foreseeable future. Any decision to pay dividends will depend upon our profitability at the time, cash available, and other factors; however, it is currently anticipated that any future profits received from operations will be retained for operations. Therefore, no assurance can be given that there will ever be any such cash dividend or distribution in the future. Accordingly, investors must rely on sales of their capital stock after price appreciation, which may never occur, or a sale of our Company or other similar transaction as the only way to realize a gain on their investment.

If we do not obtain additional financing, our business may fail.

We anticipate that additional funding will be needed for general administrative expenses, operating costs and marketing costs. There is no guarantee that we will be able to raise the required cash and because of this our business may fail. We have generated limited revenues from operations to date. The specific cost requirements needed to maintain operations depends upon the production we are able to generate. If we are not able to raise the capital necessary to fund our business objectives, we may have to delay the implementation of our business plan. Obtaining additional funding will be subject to a number of factors, including general market conditions, investor acceptance of our business plan and initial results from our business operations. These factors may impact the timing, amount, terms or conditions of additional financing available to us. The most likely source of future funds available to us is through the sale of additional shares of common stock. There is no guarantee that we will be able to raise the funds required by the Company and, if we are not able to raise such funds, then our business may fail.

Because our continuation as a going concern is in doubt, we may be forced to cease business operations unless we can generate profitable operations in the future.

We will be incurring losses until we build a break-even level of revenue. Further losses are anticipated in the development of our business. As a result, there is substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent upon our ability to generate profitable operations in the future and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. We will require additional funds in order to provide proper service to our potential clients. At this time, we cannot assure investors that we will be able to obtain financing. If we are unable to raise needed financing, we may have to delay or abandon further operations. If we cannot raise financing to meet our obligations, we will be insolvent and may be forced to cease our business operations.

If an active trading market for our common stock does not sufficiently develop, stockholders may be unable to sell their shares.

There is currently a limited trading market for our common stock and we can provide no assurance that a significant market will develop. Our common stock currently trades on the OTC Bulletin Board and the OTC PINK marketplace. We may decide to apply for listing of our common stock on a U.S. and/or foreign exchange. However, we can provide no assurances that we will apply or that our common stock would be accepted for listing on any stock exchange. Accordingly, we can provide investors with no assurance that our shares will be traded on a U.S. and/or foreign exchange or, if traded, that a significant active public trading market will materialize. If no active trading market is ever developed for our shares, it will be difficult for stockholders to sell their shares.

Our shares of common stock are subject to the "penny stock" rules of the SEC and the trading market in our securities will be limited, which will make transactions in our stock cumbersome and may reduce the value of an investment in our stock.

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in "penny stocks." Penny stocks generally are equity securities with a price of less than $5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system). Penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from those rules, to deliver a standardized risk disclosure document prepared by the SEC, which specifies information about penny stocks and the nature and significance of risks of the penny stock market. A broker-dealer must also provide the customer with bid and offer quotations for the penny stock, the compensation of the broker-dealer, and sales person in the transaction, and monthly account statements indicating the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that, prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the

purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for stock that becomes subject to those penny stock rules. If a trading market for our common stock develops, our common stock will probably become subject to the penny stock rules, and stockholders may have difficulty in selling their shares.

Significant deficiencies in our disclosure controls and procedures or our failure to remediate such deficiencies could result in a material misstatement in our financial statements not being prevented or detected and could affect investor confidence in the accuracy and completeness of our financial statements, as well as our common stock price.

We have identified significant deficiencies in our disclosure controls and procedures, including a lack of sufficient internal accounting resources, necessary to ensure that adequate review of our financial statements and notes thereto is performed, and have concluded that our internal control over financial reporting was not effective as of March 31, 2015. These significant deficiencies and our remediation plans are described further in Item 9A. Deficiencies in our disclosure controls and procedures could result in material misstatements in our financial statements not being prevented or detected. We may experience difficulties or delays in completing remediation or may not be able to successfully remediate significant deficiencies all. Any material deficiency or unsuccessful remediation could affect our ability to file periodic reports on a timely basis and investor confidence in the accuracy and completeness of our financial statements, which in turn could harm our business and have an adverse effect on our stock price and our ability to raise additional funds.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Disclosure under this item is not applicable because the Company is a smaller reporting company.

ITEM 2. PROPERTIES.

Our corporate headquarters and production facility are located at 411 University Ridge, Greenville, South Carolina. The production facility includes approximately 3,200 square feet adjoining our headquarters office, and the facility overall has 9,470 square feet of space. We have five years remaining on the lease for this facility.

Annual rental payments for the next five fiscal years for these facilities are as follows:

2016	$224,410
2017	224,410
2018	224,410
2019	224,410
2020	—
2021 and thereafter	$—

ITEM 3. LEGAL PROCEEDINGS.

We are subject, from time to time, to various claims, lawsuits or actions that arise in the ordinary course of business. As of March 31, 2015 there were no material outstanding claims by the Company or against the Company.

In May 2014, the Company received a subpoena issued by the SEC ordering the provision of documents and related information concerning various corporate transactions between the Company and its predecessors and other persons and entities. The Company is fully cooperating with this ongoing inquiry.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

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PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is currently quoted on the OTC Bulletin Board and OTC PINK marketplace under the ticker “SCIO”. Because we are quoted on the OTC Bulletin Board, our common stock is less liquid, may receive less coverage by security analysts and news media, and generate lower prices than might otherwise be obtained if it were listed on a national securities exchange. The OTC Bulletin Board prices are quotations, which reflect inter-dealer prices without retail mark-up, mark-down, or commissions and may not represent actual transactions.

The following table sets forth the quarterly high and low bid prices for our common stock for the fiscal years ending March 31, 2014 and 2015, as reported by the OTC Bulletin Board. These quotations reflect inter-dealer prices, without retail mark-up, markdown, or commission, and may not represent actual transactions.

Fiscal Year Ended March 31, 2014	High	Low
First Fiscal Quarter	$1.00	$0.31
Second Fiscal Quarter	0.54	0.15
Third Fiscal Quarter	0.51	0.26
Fourth Fiscal Quarter	0.40	0.15

Fiscal Year Ended March 31, 2015	High	Low
First Fiscal Quarter	$0.75	$0.22
Second Fiscal Quarter	0.55	0.32
Third Fiscal Quarter	0.97	0.28
Fourth Fiscal Quarter	1.42	0.80

As of June 23, 2015, there were 57,516,499 shares of common stock outstanding held by approximately 790 stockholders of record.

Dividends

We have not declared or paid any cash dividends on our common stock since our inception, and we do not intend to declare cash dividends for the foreseeable future. Any decision to pay dividends will depend upon our profitability at the time, cash available, and other factors; however, it is currently anticipated that any future profits received from operations will be retained for operations.

Recent Sales of Unregistered Securities

Unless otherwise indicated, the issuances of our securities listed below were made in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act, as we reasonably believed that the investors were sophisticated, that no general solicitations were involved and the transactions did not otherwise involve a public offering.

At the request of the then Board of Directors, the Company entered into an agreement, effective April 12, 2014, with Mr. Joseph Cunningham to provide consulting services to the Company. Under this agreement, the Company agreed to provide Mr. Cunningham $4,000 and 20,000 shares of common stock per month in exchange for his professional services to the Company. This contract expired in August 2014. During the fiscal year ended March 31, 2015, the Company issued 80,000 shares to Mr. Cunningham. These shares were valued at an average of $0.43 per share based on the closing prices of the shares on the dates of grant and the Company recognized $34,200 in professional and consulting fee expense for these shares during the fiscal year ended March 31, 2015.

On June 20, 2014, the then Board of Directors granted restricted stock grants to Mr. Michael Laub of 50,000 shares for previously performed services rendered to the Company. While the Company did not recognize expense for this restricted stock grant since it was in exchange for expenses previously accrued by the Company, the shares provided Mr. Laub were valued at $0.24 per share.

On July 15, 2014, the Board of Directors approved the issuance and sale of up to 2,000,000 shares of common stock to accredited investors at a price of $0.30. On September 25, 2014, the Board agreed to increase the size of the offering up to 6,666,667 shares to raise up to $2,000,000. The Company completed the offering on December 23, 2014 and issued 6,666,664 shares of common stock, at a price of $0.30 per share, for total cash proceeds of $2,000,000.

On October 30, 2014, the Board of Directors approved the issuance of 50,000 shares to Bradley Robb to settle $15,000 of liabilities for services rendered to the Company. Also on this date, the Board approved the issuance of 95,522 shares of stock to an affiliate of our landlord to settle $28,657 of outstanding rent liabilities. The shares issued in each of these transactions were valued at $0.30 per share.

On March 12, 2015, the Board of Directors approved the issuance of 333,333 shares to Neil Koppel to settle $100,000 of liabilities for inventory provided to the Company. The shares issued in this transaction were valued at $0.30 per share, the closing price of our stock on the date the inventory was acquired.

ITEM 6. SELECTED FINANCIAL DATA.

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

You should read the following discussion in conjunction with the financial statements of the Company, and the notes to those statements, included elsewhere in this Form 10-K, as well as the rest of this Annual Report on Form 10-K. The statements in this discussion regarding outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in the "Risk Factors" and "Cautionary Notice Regarding Forward Looking Statements" sections of this Annual Report on Form 10-K. Our actual results may differ materially from those contained in or implied by any forward- looking statements.

GENERAL

Corporate History

We were incorporated on September 17, 2009 in the State of Nevada under the name Krossbow Holdings Corporation ("Krossbow"). Krossbow did not implement its original business plan and decided to acquire existing technology to seek to efficiently and effectively produce man-made diamond. In connection with this change in business purpose,

Krossbow changed its name to Scio Diamond Technology Corporation to reflect its new business direction.

On August 5, 2011, Edward S. Adams and Michael R. Monahan acquired control of the Company through the purchase of shares of the Company's issued and outstanding common stock from Jason Kropp, Krossbow's sole director and executive officer at that time. Messrs. Monahan and Adams served on the Company's Board of Directors until their resignations form the Board on June 30, 2013, and June 23, 2014, respectively. Additionally, on August 5, 2011, the Company executed an Asset Purchase Agreement with another privately-held Nevada corporation that also had the name "Scio Diamond Technology Corporation" ("Private Scio"). Under the terms of the Asset Purchase Agreement, the Company purchased the name "Scio Diamond Technology Corporation" and acquired other rights from Private Scio for 13,000,000 newly issued shares of common stock of the Company.

On August 31, 2011, the Company acquired certain assets of ADI, consisting primarily of diamond growing machines and intellectual property related thereto, for which the Company paid ADI an aggregate of $2,000,000. In connection with the ADI Asset Purchase, the Company also agreed to provide certain current and former stockholders of ADI qualifying as accredited investors the opportunity to acquire up to approximately 16 million shares of common stock of the Company for $0.01 per share.

On June 5, 2012, the Company acquired substantially all of the assets of ADGC, consisting primarily of lab-grown diamond gemstone-related know-how, inventory, and various intellectual property, in exchange for $100,000 in cash and the opportunity for certain current and former stockholders of ADGC qualifying as accredited investors to acquire up to approximately 1 million shares of common stock of the Company for $0.01 per share.

In December 2011, the Company began a build-out of its Greenville, South Carolina production facility. Construction was largely completed in March 2012 and equipment was moved from ADI's former facility in Massachusetts to South Carolina over the first calendar quarter of 2012. The Company began initial production with ten diamond growing machines in July 2012. Our initial production was focused on industrial cutting tool products supplied to a single customer. Since March 2013, the Company has expanded its product focus to include gemstone diamond material.

On September 16, 2013, the Company entered into the Grace Rich Agreements to form a joint venture with operations in the People's Republic of China to deploy at least 100 Scio designed diamond growing machines. Under the Grace Rich Agreements, the Company has agreed to license its proprietary technology for the manufacture of diamond gemstones of agreed upon specifications. In exchange for the license, the Company will receive licensing and development revenue and a 30% ownership position in the joint venture. In addition to the licensed technology, the Grace Rich Agreements include obligations for the Company to provide and be compensated for technology consulting services to the joint venture to support the start-up of operations. The Company is not required to make any on-going funding contributions to the joint venture and its ownership stake cannot be reduced from 30%.

On December 16, 2014, the Company entered into the Grower Sale-Lease Agreement with HGI. Pursuant to the Grower Sale-Lease Agreement, the Company agreed to a sale-leaseback arrangement for certain diamond growers produced by the Company during the term of the Grower Sale-Leaseback Agreement by which the Company will sell diamond growers to HGI and then lease the growers back from HGI. The direct profit margin generated from the growers will be split between the Company and HGI in accordance with the Grower Sale-Lease Agreement. The Grower Sale-Lease Agreement requires the Company to operate and service the growers, and requires HGI to up-fit certain existing growers and to make capital improvements to the new growers under certain circumstances. The Company will also have the right to repurchase the leased growers upon the occurrence of certain events.

On December 18, 2014 entered into an arrangement with Renaissance creating RCDC. The Company and Renaissance are each 50% members of RCDC. The arrangement was entered into in order to facilitate the development of procedures and recipes for, and to market and sell, lab-grown fancy-colored diamonds. RCDC will purchase rough diamond material from the Company and process and finish the material into finished gemstones for sale to various retailers and other participants in the market for gemstones. Profits generated by RCDC's operations will be distributed between the Company and Renaissance according to the terms of the LLC Agreement.

Business Overview

The Company's primary mission is the development of profitable and sustainable commercial production of its diamond materials, which are suitable for known, emerging and anticipated industrial, technology and consumer applications. The Company intends to pursue progressive development of its core diamond materials technologies and related intellectual property that the Company hopes will evolve into product opportunities across various applications. We believe these opportunities may be monetized though a combination of end product sales, joint ventures and licensing arrangements with third parties, and through continued development of intellectual property. Anticipated application opportunities for the Company's diamond materials include the following: precision cutting devices, diamond gemstone jewelry, power switches, semiconductor processors, optoelectronics, geosciences, water purification, and MRI and other medical science technology.

While the Company product offering continues to include industrial products, as of March 31, 2015 nearly all of the Company's production capacity is being sold as gemstone materials. As of March 31, 2015, we had generated $3,026,282 in net revenue since inception from sales of our diamond materials and licensing of our technology. To date, over 50% of our product has been sold overseas and 100% of these sales have been to external customers and to our joint venture partners as discussed in Item 8, NOTES 10 and 11. We expect continued development of an international market for our diamond materials.

See Part I, Item 1. (Business) for additional information regarding our business.

Significant Partner Agreements

On September 16, 2013, the Company entered into the Grace Rich Agreements to form a joint venture with operations in the People's Republic of China to deploy at least 100 Scio designed diamond growing machines. Under the Grace Rich Agreements, the Company has agreed to license its proprietary technology for the manufacture of diamond gemstones of agreed upon specifications. In exchange for the license, the Company will receive licensing and development revenue and a 30% ownership position in the joint venture. In addition to the licensed technology, the Grace Rich Agreements include obligations for the Company to provide and be compensated for technology consulting services to the joint venture to support the start-up of operations. The Company is not required to make any on-going funding contributions to the joint venture and its ownership stake cannot be reduced from 30%.

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Critical Accounting Policies

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States (“GAAP”). We describe our significant accounting policies in the notes to our audited financial statements as of March 31, 2015.

Some of the accounting policies involve significant judgments and assumptions by us that have a material impact on the carrying value of our assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgment and assumptions we use are based on historical experience and other factors that we believe to be reasonable under the circumstances. Because of the nature of the judgments and assumptions we make, actual results could differ from these judgments and estimates and could materially affect the carrying values of our assets and liabilities and our results of operations.

The following is a summary of the more significant judgmental estimates and complex accounting principles, which represent our critical accounting policies.

Revenue Recognition

We recognize product revenue when persuasive evidence of an arrangement exists, delivery of products has occurred, the sales price is fixed or determinable, and collectability is reasonably assured. For our Company, this generally means that we recognize revenue when we or our fabrication vendor has shipped finished product to the customer. Our sales terms do not allow for a right of return except for matters related to any manufacturing defects on our part.

For product sales to our joint venture partners for further processing and finishing, we currently defer all revenues when products are shipped. We currently recognize revenue when the joint venture partner sells the finished goods manufactured from our materials. Licensing and development revenues are recognized in the month as detailed in appropriate licensing and development contracts. In the event that licensing funds are received prior to the contractual

commitment, The Company will recognize deferred revenue (liability) for the amount received.

Inventories

Inventories are stated at the lower of average cost or market. The carrying value of inventory is reviewed and adjusted based upon slow moving and obsolete items. Inventory costs include material, labor, and manufacturing overhead and are determined by the “first-in, first-out” (FIFO) method. The components of inventories include raw materials and supplies, work in process and finished good.

The Company has periodically experienced selling prices that were lower than cost and as a result has recorded a lower of cost or market write down to the value of our inventory. The estimation of the total write-down to inventory involves management judgments and assumptions, including assumptions regarding future selling price forecasts, the estimated costs to complete and disposal costs.

Property, Plant and Equipment

Depreciation of property, plant and equipment is on a straight-line basis beginning at the time it is placed in service, based on the following estimated useful lives:

	Years
Machinery and equipment	3–15
Furniture and fixtures	3–10
Engineering equipment	5–12

Leasehold improvements are depreciated at the lesser of the remaining term of the lease or the life of the asset (generally three to seven years).

Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

Intangible Assets

Intangible assets, such as acquired in-process research and development ("IPRD") costs, are considered to have an indefinite useful life until such time as they are put into service at which time they will be amortized on a straight-line basis over the shorter of their economic or legal useful life. Management's estimate of useful life of any patents when placed in service is a critical judgment. Management evaluates indefinite life intangible assets for impairment on an annual basis and on an interim basis if events or changes in circumstances between annual impairment tests indicate that the asset might be impaired. The ongoing evaluation for impairment of its indefinite life intangible assets requires significant management estimates and judgment. Management reviews definite life intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

A substantial portion of the Company's patent portfolio is considered in service due to the inherent value of the patents to our on-going manufacturing operations. Through March 31, 2015, the Company has allocated $8,135,063 to patents that are being amortized over a period ranging from 6.75 years to 19.46 years corresponding to their remaining life.

The Company continues to classify the remaining patent portfolio as IPRD and believes that the IPRD has alternative future use and value. Applicable accounting guidance requires an indefinite life for IPRD assets until such time as the commercialization can be reasonably estimated, at which time the assets will be available for their intended use. At such time as those requirements are met, we believe that consideration of the legal life of the intellectual property protection should be of considerable importance in determining the useful life. Upon commercialization and determination of the useful life of the intellectual property assets, consideration will be given to the eventual expiration of the intellectual property rights underlying certain critical aspects of our manufacturing process.

RESULTS OF OPERATIONS

Fiscal Year Ended March 31, 2015 Compared to the Fiscal Year Ended March 31, 2014

During the fiscal year ended March 31, 2015, we recorded net revenue of $726,193, compared to $1,418,341 in net revenue during the fiscal year ended March 31, 2014. A portion of this decrease is due to the Company receiving $375,000 in licensing fees from the Grace Rich joint venture during the fiscal year ended March 31, 2015, while we received $625,000 in the prior period. The Company does not anticipate receiving any additional licensing revenues from the Grace Rich joint venture until it is expected to be operational during calendar year 2016. Product revenues for the fiscal year ended March 31, 2015 were $351,193 versus $793,341 in the prior period. The Company deferred $215,375 in product revenues for sales to the RCDC joint venture during the fiscal year ended March 31, 2015. The remaining reduction in revenue is due to reduced product sales and lower product prices during the fiscal year ended March 31, 2015.

Cost of goods sold was $1,497,465 for the fiscal year ended March 31, 2015 versus $2,321,534 for the fiscal year ended March 31, 2014. The Company deferred costs related to deferred revenue from sales to the RCDC joint venture of $179,969 during the fiscal year ended March 31, 2015. Cost of goods sold includes direct and indirect labor costs of $397,767 during the fiscal year ended March 31, 2015 and $577,200 during the fiscal year ended March 31, 2014. Depreciation expense of $603,604 and $683,572 was recorded in cost of goods sold during the fiscal years ended March 31, 2015 and 2014, respectively. The overall decrease in cost of goods sold was due to reduced product sales, increased deferred costs, reduced depreciation, and lower labor expenses included in cost of goods sold during the fiscal year ended March 31, 2015 versus the year ended March 31, 2014.

We incurred a net amount of $566,154 in professional and consulting fees during the fiscal year ended March 31, 2015. This amount includes reductions of $343,556 related to the reversal of expenses from the Settlement Agreement, and a reduction of $168,015 for payments made for legal fees from the prior fiscal year by our insurance carrier. Without these adjustments, professional and consulting fees were $1,077,725 compared to $1,272,212 for the fiscal year ended March 31, 2014. This reduction of $194,487 is largely due to reduced legal fees. Salary and benefit expenses recognized as general and administrative expenses were $821,272 and $723,805 during the fiscal years ended March 31, 2015 and 2014, respectively. This increase of $97,467 is the result of the Company recognizing $305,077 in executive severance offset by reductions in compensation expense during the fiscal year ended March 31, 2015 versus the fiscal year ended March 31, 2014.

The other components of our general and administrative expenses were relatively consistent between the fiscal year ended March 31, 2015 and 2014. Rent, equipment lease and facilities expenses were $145,252 and $150,502, respectively; marketing costs were $59,727 and $49,216, respectively; depreciation and amortization expenses were $798,477 and $799,928, respectively; and corporate general and administrative expenses were $345,263 and $379,552, respectively.

The Company reached an agreement with a former legal services provider that allowed the Company to settle outstanding past legal fees from prior fiscal years. This settlement of $165,453 was recorded as forgiveness of legal accounts payable during the fiscal year ended March 31, 2015.

During the fiscal year ended March 31, 2015, management evaluated intangible assets included in IPRD and determined that certain projects will no longer be pursued for further development resulting in an impairment charge of $418,065 recognized during the period. There were no impairment charges during the fiscal year ended March 31, 2014.

During the fiscal year ended March 31, 2015, the Company evaluated fixed assets acquired from ADI and disposed of obsolete equipment with a book value of $162,609 and assets held for sales of $20,000. The Company made a similar evaluation in the fiscal year ending March 31, 2014 that resulted in a loss on disposal of fixed assets of $129,308 and an impairment of fixed assets charge of $381,798 during that fiscal year.

We have continued to generate limited revenue to offset our expenses, and so we have incurred net losses. Our net loss for fiscal year ended March 31, 2015 was $4,141,653, compared to a net loss of $4,950,953 during the fiscal year ended March 31, 2014. Our net loss per share for the fiscal year ended March 31, 2015 was $(0.08) per share, compared to a net loss per share of $(0.10) for the fiscal year ended March 31, 2014. The weighted average number of shares outstanding was 53,025,462 and 49,548,045, for the fiscal years ended March 31, 2015 and 2014, respectively.

FINANCIAL CONDITION

At March 31, 2015, we had total assets of $12,231,394 compared to total assets of $12,850,139 at March 31, 2014. This decrease in assets was primarily related to write downs and depreciation of fixed assets and impairment charges and amortization of intangibles, more than offsetting increases in current assets. We had cash of $767,214 at March 31, 2015 compared to $47,987 at March 31, 2014. This increase is due to the Company increasing its borrowings on its notes payable and proceeds from common stock sales. At March 31, 2015 the Company’s accounts receivables had increased by $201,844 from March 31, 2014. This increase is due to outstanding receivables from RCDC. At March 31, 2015, the Company had deferred $179,969 of contract costs related to deferred revenues from sales to the RCDC joint venture. There we no deferred contract costs at March 31, 2014. The increase in inventory of

$142,943 was primarily due to higher finished goods inventory including gemstone materials of $70,664 and higher diamond seed material included in raw material and supplies of $22,847.

Total liabilities at March 31, 2015 were $4,098,772 compared to total liabilities of $2,920,722 at March 31, 2014. This increase is largely the result of the Company's borrowings under our notes payable and deferred revenue from sales to RCDC during the year ended March 31, 2015.

The Company had positive working capital (defined as current assets less current liabilities) of $86,254 at March 31, 2015 versus $(2,402,369) at March 31, 2014. The most substantial change in working capital was due to the Company's refinancing of short-term notes payable into long-term notes payable. This refinancing improved the working capital of the Company by $1,412,060. Beyond this refinancing, the major reason for the improvement in working capital was the increase in borrowing on our long-term notes payable and our sale of common stock that provided the Company additional cash resources.

Total shareholders' equity was $8,132,622 at March 31, 2015, compared to $9,929,417 at March 31, 2014. Shareholders' equity decreased during the year primarily due to continuing net losses increasing the Company's accumulated deficit more than offsetting increase in additional paid in capital from our common stock offerings.

CASH FLOWS

Operating Activities

The Company has not generated positive cash flows from operating activities. For the year ended March 31, 2015, net cash flows used in operating activities were $(2,131,217) compared to $(1,364,820) for the year ended March 31, 2014. The net cash flow used in operating activities for the year ended March 31, 2015 consists primarily of a net loss of $(4,141,653) offset by depreciation and amortization of $1,476,916, loss on disposal of equipment of $182,609, loss on impairment of in-process research and development of $418,065, expenses for stock issued in exchange for services of $77,858, employee stock based compensation of $155,000, income of $(29,041) from joint venture, an increase in current assets of $(157,706) and a decrease in current and other liabilities of $(113,265).

Investing Activities

For the year ended March 31, 2015, net cash flows used in investing activities were $(237,496), consisting primarily of the purchases of property, plant, and equipment. Net cash flows used in investing activities were $(71,889) for the year ended March 31, 2014. This increase is due to the Company's purchases of fixed assets for the expansion of its production facility during the year ended March 31, 2015.

Financing Activities

We have financed our operations primarily through advancements or the issuance of equity and debt instruments. For the years ended March 31, 2015 and March 31, 2014, we generated $3,087,940 and $1,261,439 from financing activities, respectively. The cash generated during the year ended March 31, 2015 was primarily from the sale of common stock and the net additional borrowings on the Company's note payable facility.

LIQUIDITY AND CAPITAL RESOURCES

We expect that working capital requirements will continue to be funded through a combination of our existing funds, further issuances of securities, and future credit facilities or corporate borrowings. Our working capital requirements are expected to increase in line with the growth of our business.

As of March 31, 2015, our cash balance was $767,214. This amount is not expected to be adequate to fund our operations over the next fiscal year ending March 31, 2016. As of March 31, 2015, we had no additional lines of credit or other bank financing arrangements other than as described in Item 8, NOTE 3. Generally, we have financed operations through March 31, 2015 through the proceeds of sales of our common stock and borrowings under our existing credit facilities. The Company is pursuing additional issuances of equity capital to meet operating cash requirements.

Additional issuances of equity or convertible debt securities will result in dilution to our current stockholders. Such securities might have rights, preferences or privileges senior to our common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict our business operations and could result in the shutdown of operations.

MATERIAL COMMITMENTS AND ARRANGEMENTS

On September 16, 2013, the Company entered into the Grace Rich Agreements with SAAMABA, LLC and S21 Research Holdings to form a joint venture with operations in the People’s Republic of China to deploy Scio designed diamond growing machines. Under the Grace Rich Agreements, the Company has agreed to license its proprietary technology for the manufacture of diamond gemstones of agreed upon specifications. In exchange for the license, the Company received licensing and development revenue and a minority ownership position in the joint venture. In addition to the licensed technology, the Grace Rich Agreements include obligations for the Company to provide and be compensated for technology consulting services to the joint venture to support the start-up of operations.

On December 16, 2014, the Company entered into an agreement for the sale and lease of growers with HGI. Pursuant to the Grower Sale-Lease Agreement, the Company agreed to a sale-leaseback arrangement for certain diamond growers produced by the Company during the term of the Grower Sale-Leaseback Agreement by which the Company will sell diamond growers to HGI and then lease the growers back from HGI. The direct profit margin generated from the growers will be split between the Company and HGI in accordance with the Grower Sale-Lease Agreement. The Grower Sale-Lease Agreement requires the Company to operate and service the growers, and requires HGI to up-fit certain existing growers and to make capital improvements to the new growers under certain circumstances. The Company will also have the right to repurchase the leased growers upon the occurrence of certain events.

On December 18, 2014 entered into an arrangement with Renaissance creating RCDD. The Company and Renaissance are each 50% members of RCDC. The arrangement was entered into in order to facilitate the development of procedures and recipes for, and to market and sell, lab-grown fancy-colored diamonds. RCDC will purchase rough Diamond material from the Company and process and finish the material into finished gemstones for sale to various retailers and other participants in the market for gemstones. Profits generated by RCDC's operations will be distributed between the Company and Renaissance according to the terms of the LLC Agreement.

OFF BALANCE SHEET ARRANGEMENTS

As of the date of this Annual Report, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not required because the Company is a smaller reporting company.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and

Shareholders of Scio Diamond Technology Corporation

We have audited the accompanying balance sheets of Scio Diamond Technology Corporation (the “Company”) as of March 31, 2015 and 2014, and the related statements of operations, shareholders’ equity, and cash flows for the years then ended. The Company’s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Scio Diamond Technology Corporation as of March 31, 2015 and 2014, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has generated limited revenue, incurred net losses and incurred negative operating cash flows since inception and will require additional financing to fund the continued development of products. The availability of such financing cannot be assured. These conditions raise substantial doubt about its ability to continue as a going concern. Management’s plans regarding those matters also are

described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Cherry Bekaert LLP

Greenville, South Carolina

June 29, 2015

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SCIO DIAMOND TECHNOLOGY CORPORATION

BALANCE SHEETS

As of March 31, 2015 and 2014

	March 31, 2015	March 31, 2014
ASSETS		
Current Assets:		
Cash and cash equivalents	$767,214	$47,987
Accounts receivable	243,929	42,085
Other receivables	—	89,192
Deferred contract costs	179,969	—
Inventory	295,760	152,817
Prepaid expenses	57,012	79,078
Prepaid rent	23,050	23,050
Total current assets	1,566,934	434,209
Property, plant and equipment		
Facility	904,813	899,499
Manufacturing equipment	2,927,761	3,171,656
Other equipment	71,059	71,059
Construction in progress	207,252	—
Total property, plant and equipment	4,110,885	4,142,214
Less accumulated depreciation	(1,543,652)	(1,029,212)
Net property, plant and equipment	2,567,233	3,113,002
Intangible assets, net	8,047,948	9,240,640
Prepaid rent, noncurrent	19,238	42,288
Investment in joint venture – RCDC	30,041	—
Other assets	—	20,000
TOTAL ASSETS	$12,231,394	$12,850,139
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Notes payable	$—	$1,412,060
Accounts payable	708,760	671,782
Customer deposits	38,603	179,610
Deferred revenue	215,375	—
Accrued expenses	517,942	573,126

Total current liabilities	1,480,680	2,836,578
Notes payable, non-current	2,500,000	—
Other liabilities	118,092	84,144
TOTAL LIABILITIES	4,098,772	2,920,722
Common stock, $0.001 par value, 75,000,000 shares authorized; 56,531,499 and 50,739,312 shares issued and outstanding at March 31, 2015 and 2014, respectively	56,532	50,739
Additional paid-in capital	26,815,005	24,476,940
Accumulated deficit	(18,738,915)	(14,597,262)
Treasury stock, no and 1,000,000 shares at March 31, 2015 and 2014, respectively	—	(1,000)
Total stockholders' equity	8,132,622	9,929,417
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$12,231,394	$12,850,139

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

SCIO DIAMOND TECHNOLOGY CORPORATION

STATEMENTS OF OPERATIONS
For the years ended March 31, 2015 and 2014

	Year Ended March 31, 2015	Year Ended March 31, 2014
Revenue		
Product revenue, net	$ 351,193	$ 793,341
Licensing revenue	375,000	625,000
Revenues, net	726,193	1,418,341
Cost of goods sold		
Cost of goods sold	1,497,465	2,321,534
Gross margin (deficit)	(771,272)	(903,193)
General and administrative expenses		
Professional and consulting fees	566,154	1,272,212
Salaries and benefits	821,272	723,805
Rent, equipment lease and facilities expense	145,252	150,502
Marketing costs	59,727	49,216
Depreciation and amortization	798,477	799,928
Corporate general and administrative	345,263	379,552
Forgiveness of legal accounts payable	(165,453)	—
Loss on impairment of in-process research and development	418,065	—
Loss on disposal of equipment	182,609	129,308
Loss on impairment of fixed assets	—	381,798
Total general and administrative expenses	3,171,366	3,886,321
Loss from operations	(3,942,638)	(4,789,514)
Other income (expense)		
Income from joint venture – RCDC	29,041	—
Interest expense	(228,056)	(161,439)
Net loss	$ (4,141,653)	$ (4,950,953)
Loss per share		
Basic:		
Weighted average number of shares outstanding	53,025,462	49,548,045
Loss per share	$ (0.08)	$ (0.10)
Fully diluted:		

Weighted average number of shares outstanding	53,025,462	49,548,045
Loss per share	$ (0.08)	$ (0.10)

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

SCIO DIAMOND TECHNOLOGY CORPORATION

STATEMENTS OF CASH FLOW
For the years ended March 31, 2015 and 2014

	Year Ended March 31, 2015	Year Ended March 31, 2014
Cash flows from operating activities:		
Net loss	$(4,141,653)	$(4,950,953)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,476,916	1,574,418
Loss on disposal of equipment	182,609	129,308
Loss on impairment of fixed assets	—	381,798
Loss on impairment of in-process research and development	418,065	—
Expense for stock and inventory issued in exchange for operating expenses	77,858	421,496
Income from joint venture – RCDC	(29,041)	—
Employee stock based compensation	155,000	193,150
Inventory write down	68,722	100,557
Changes in assets and liabilities:		
Decrease in accounts receivable	13,531	26,957
Decrease/(increase) in other receivables	89,192	(89,192)
Decrease/(increase) in prepaid expenses, rent and other assets	(37,517)	44,260
Decrease/(increase) in inventory	(291,634)	258,125
Increase in accounts payable	36,978	386,131
(Decrease)/increase in customer deposits	(141,007)	179,610
Decrease in accrued expenses	(43,184)	(54,436)
Increase in other liabilities	33,948	33,949
Net cash used in operating activities	(2,131,217)	(1,364,820)
Cash flows from investing activities:		
Purchase of property, plant and equipment	(236,496)	(71,889)
Investment in joint venture – RCDC	(1,000)	—
Net cash used in investing activities	(237,496)	(71,889)
Cash flows from financing activities:		
Proceeds from sale of common stock - net of fees	2,000,000	129
Proceeds from notes payable	2,653,615	1,412,060
Finance charges paid on note payable	—	(150,750)
Payments on notes payable	(1,565,675)	—
Net cash provided by financing activities	3,087,940	1,261,439

Change in cash and cash equivalents	719,227	(175,270)
Cash and cash equivalents, beginning of period	47,987	223,257
Cash and cash equivalents, end of period	$767,214	$47,987

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

(continued)

SCIO DIAMOND TECHNOLOGY CORPORATION

STATEMENTS OF CASH FLOW
For the years ended March 31, 2015 and 2014
(Continued)

	Year Ended March 31, 2015	Year Ended March 31, 2014
Supplemental cash flow disclosures:		
Cash paid during the year for:		
Interest	$ 84,165	$ 18,874
Income taxes	$ —	$ —
Non-cash investing and financing activities:		
Payment of accounts payable and accrued expenses with common stock	$ 112,000	$ 81,761
Manufacturing equipment transferred to assets held for sale	$ —	$ 20,000

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

SCIO DIAMOND TECHNOLOGY CORPORATION

STATEMENTS OF SHAREHOLDERS' EQUITY
For the years ended March 31, 2015 and 2014

	Common Stock		Additional Paid in	Treasury Stock		Accumulated	
	Shares	Amount	Capital	Shares	Amount	Deficit	Total
Balance, April 1, 2013	47,736,812	$47,737	$23,789,478	(1,000,000)	$(1,000)	$(9,646,309)	$14,189,906
Common stock issued in exchange for consulting services	1,002,500	1,002	318,198	—	—	—	319,200
Common stock issued in exchange for past legal services	1,000,000	1,000	163,000	—	—	—	164,000
Administrative fee received for previous stock issuance	—	—	129	—	—	—	129
Common stock issued for indemnification of legal settlement	1,000,000	1,000	(1,000)	—	—	—	—
Employee stock based compensation	—	—	193,150	—	—	—	193,150
Warrants issued in exchange for consulting services	—	—	13,985	—	—	—	13,985
Net loss for the fiscal year ended March 31, 2014	—	—	—	—	—	(4,950,953)	(4,950,953)
Balance, March 31, 2014	50,739,312	50,739	24,476,940	(1,000,000)	(1,000)	(14,597,262)	9,929,417
Common stock issued in exchange for operating expenses and inventory	558,856	559	177,299	—	—	—	177,858
Common stock issued in exchange for past consulting services	50,000	50	11,950	—	—	—	12,000
Retirement of treasury stock	(1,000,000)	(1,000)	—	1,000,000	1,000	—	—
Common stock issued for cash @ $0.30 per	6,666,664	6,667	1,993,333	—	—	—	2,000,000

share							
Common stock returned to Company and cancelled	(1,000,000)	(1,000)	1,000	—	—	—	—
Employee stock based compensation	516,667	517	154,483	—	—	—	155,000
Net loss for the fiscal year ended March 31, 2015	—	—	—	—	—	(4,141,653)	(4,141,653)
Balance, March 31, 2015	56,531,499	$56,532	$26,815,005	—	$—	$(18,738,915)	$8,132,622

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

NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Business

Scio Diamond Technology Corporation (referred to herein as the “Company”, “we”, “us” or “our”) was incorporated under the laws of the State of Nevada as Krossbow Holding Corp. on September 17, 2009. The Company’s focus is on man-made diamond technology development and commercialization.

Going Concern

The Company has generated little revenue to date and consequently its operations are subject to all risks inherent in the establishment and commercial launch of a new business enterprise.

These factors raise substantial doubt about the Company’s ability to continue as a going concern. During the year ended Mach 31, 2015, management has responded to these circumstances by taking the following actions:

- Raised $2 million in equity investment in the Company in the form of private placements of common shares to accredited investors. Funds have been used to fund current operations;
- Raised $2.5 million in investment in the Company in the form of secured debt. Funds have been used to re-finance higher interest rate secured debt, the expansion of our operations and to fund current operations;
- Established a joint venture with Renaissance Diamonds, Inc. focused on the creation of recipes and procedures to develop, market, and sell lab-grown fancy-colored diamonds; and
- Enhanced efforts on expanding and optimizing production of existing manufacturing capabilities.

Accounting Basis

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of

contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition, provision for doubtful accounts, sales returns, provision for inventory obsolescence, fair value of acquired intangible assets, useful lives of intangible assets and property and equipment, employee stock options, and contingencies and litigation, among others. The Company generally bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual amounts recorded could differ materially from those estimates

In accordance with Accounting Standards Codification ("ASC") 323, *Investments—Equity Method and Joint Ventures*, the Company uses the equity method of accounting for investments in corporate joint ventures for which the Company has the ability to exercise significant influence but does not control and is not the primary beneficiary. Significant influence typically exists if the Company has a 20% to 50% ownership interest in the venture unless predominant evidence to the contrary exists. Under this method of accounting, the Company records its proportionate share of the net earnings or losses of equity method investees and a corresponding increase or decrease to the investment balances. Cash payments to equity method investees such as additional investments, loans and advances and expenses incurred on behalf of investees, as well as payments from equity method investees such as dividends, distributions and repayments of loans and advances are recorded as adjustments to investment balances. When the Company's carrying value in an equity method investee is reduced to zero, no further losses are recorded in the Company's financial statements unless the Company guaranteed obligations of the equity method investee or has committed additional funding. When the equity method investee subsequently reports income, the Company will not record its share of such income until it equals the amount of its share of losses not previously recognized. The Company evaluates its equity method investments for impairment whenever events or changes in circumstances indicate that the carrying amounts of such investments may not be recoverable.

Fair Value of Financial Instruments

The carrying value of cash and cash equivalents, accounts receivable, accounts payable and notes payable approximate their fair value due to the short-term nature of these instruments.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers highly liquid financial instruments purchased with an original maturity of three months or less when purchased to be cash equivalents. At March 31, 2015 and 2014, the Company held no cash equivalents.

Basic and Diluted Net Loss per Share

Net loss per share is presented under two formats: basic net loss per common share, which is computed using the weighted average number of common shares outstanding during the period, and diluted net loss per common share, which is computed using the weighted average number of common shares outstanding, and the weighted average dilutive potential common shares outstanding, computed using the treasury stock method. Currently, for all periods presented, diluted net loss per share is the same as basic net loss per share as the inclusion of weighted average shares of common stock issuable upon the exercise of options and warrants would be anti-dilutive.

The following table summarizes the number of securities outstanding at each of the periods presented, which were not included in the calculation of diluted net loss per share as their inclusion would be anti-dilutive:

	March 31,	
	2015	2014
Common stock options and warrants	5,799,295	9,609,295

Allowance for Doubtful Accounts

An allowance for uncollectible accounts receivable is maintained for estimated losses from customers' failure to make payment on accounts receivable due to the Company. Management determines the estimate of the allowance for uncollectible accounts receivable by considering a number of factors, including: (1) historical experience, (2) aging of accounts receivable and (3) specific information obtained by the Company on the financial condition and the current credit worthiness of its customers. The Company also maintains a provision for estimated returns and allowances based upon historical experience. The Company has determined that an allowance was not necessary at March 31, 2015 or 2014.

Other Receivables

As of March 31, 2014, the Company considered a pending insurance settlement over the actions of a Company supplier of $89,192 as an other receivable. This settlement was paid during the fiscal year ended March 31, 2015.

Inventories

Inventories are stated at the lower of average cost or market. The carrying value of inventory is reviewed and adjusted based upon slow moving and obsolete items. Inventory costs include material, labor, and manufacturing overhead and are determined by the “first-in, first-out” (FIFO) method. The components of inventories are as follows:

	March 31, 2015	March 31, 2014
Raw materials and supplies	$58,390	$35,543
Work in process	31,371	25,611
Finished goods	205,999	91,663
	$295,760	$152,817

During the first fiscal quarter of the fiscal year ended March 31, 2015, we experienced selling prices that were lower than cost and as a result recorded a lower of cost or market write down of $68,722 to the value of our inventory which is included in cost of goods sold. During the fiscal year ended March 31, 2015, the Company recorded a lower of cost or market write down to inventory of $100,557 which is included in cost of goods sold. The estimation of the total write-down to inventory involves management judgments and assumptions, including assumptions regarding future selling price forecasts, the estimated costs to complete and disposal costs.

Property, Plant and Equipment

Depreciation of property, plant and equipment is on a straight line basis beginning at the time it is placed in service, based on the following estimated useful lives:

	Years
Machinery and equipment	3–15
Furniture and fixtures	3–10
Engineering equipment	5–12

Leasehold improvements which are included in facility fixed assets on the balance sheet are depreciated over the lesser of the remaining term of the lease or the life of the asset (generally three to seven years).

Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. Manufacturing equipment was placed into service beginning July 1, 2012. The Company incurred total depreciation expense of $619,656 and $700,690 for the years ended March 31, 2015 and 2014, respectively.

During the fiscal year ended March 31, 2015, the Company disposed of assets held for sale of $20,000 and of fixed assets that were no longer necessary for the Company’s operations with a net book value of $162,609. During the fiscal year ended March 31, 2014, the Company closed its operations in Hudson, Massachusetts and recognized a loss of $129,308 for the disposal of certain fixed assets at the location. Concurrent with the closing of the Hudson facility, the Company re-evaluated the useful life of certain fixed assets acquired from ADI in 2012 and decided that an impairment charge related to these assets of $381,798 was appropriate.

Intangible Assets

Intangible assets, such as acquired in-process research and development costs, are considered to have an indefinite useful life until such time as they are put into service at which time they will be amortized on a straight-line basis over the shorter of their economic or legal useful life. Management evaluates indefinite life intangible assets for impairment on an annual basis and on an interim basis if events or changes in circumstances between annual impairment tests indicate that the asset might be impaired. The ongoing evaluation for impairment of its indefinite life intangible assets requires significant management estimates and judgment. Management reviews definite life intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. During the fiscal year ended March 31, 2015, management evaluated assets included in

IPRD and determined that certain projects will no longer be pursued for further development resulting in an impairment charge of $418,065 being recognized during the fiscal year. There were no impairment charges during the fiscal year ended March 31, 2014.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred income taxes reflect the tax consequences on future years of differences between the tax bases of assets and liabilities and their financial reporting amounts. Valuation allowances are provided against deferred tax assets when it is more likely than not that an asset will not be realized in accordance with ASC 740, *Accounting for Income Taxes*.

Management has evaluated the potential impact in accounting for uncertainties in income taxes and has determined that it has no significant uncertain income tax positions as of March 31, 2015 or 2014. Income tax returns subject to review by taxing authorities include March 31, 2010 through March 31, 2015.

Stock-based Compensation

Stock-based compensation for the value of stock options is estimated on the date of the grant using the Black-Scholes option-pricing model. The Black-Scholes model takes into account implied volatility in the price of the Company’s stock, the risk-free interest rate, the estimated life of the equity-based award, the closing market price of the Company’s stock on the grant date and the exercise price. The estimates utilized in the Black-Scholes calculation involve inherent uncertainties and the application of management judgment.

Concentration of Credit Risk

During the year ended March 31, 2015 the Company had 31 different customers and one customer accounted for more than 10% of our total revenues. This customer was Grace Rich LTD, our joint venture partner that accounted for $385,801 of total revenue. At the end of the fiscal year ended March 31, 2015, the Company was selling substantially all of its production to the RCDC joint venture and had a receivable from RCDC at March 31, 2015 of $241,950. The Company expects this concentration of sales to RCDC to continue in the future.

Revenue Recognition

We recognize product revenue when persuasive evidence of an arrangement exists, delivery of products has occurred, the sales price is fixed or determinable, and collectability is reasonably assured. For our Company, this generally means that we recognize revenue when we or our fabrication vendor has shipped finished product to the customer. Our sales terms do not allow for a right of return except for matters related to any manufacturing defects on our part.

For product sales to our joint venture partners for further processing and finishing, we currently defer all revenues when products are shipped. We currently recognize revenue when the joint venture partner sells the finished goods manufactured from our materials. Licensing and development revenues are recognized in the month as detailed in appropriate licensing and development contracts. In the event that licensing funds are received prior to the contractual commitment, the Company will recognize deferred revenue (liability) for the amount received.

Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2012-02, Testing Indefinite-Lived Intangible Assets for Impairment (the revised standard). Under the amendments in this updates, a company has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that the it is more likely than not that the indefinite-lived intangible assert is impaired as a basis for determining whether it is necessary to perform the qualitative impairment test in accordance with Topic 350. The more likely than not threshold is defined as having a likely-hood of more than fifty percent. If after assessing the qualitative factors, a company determines it does not meet the more likely than not threshold, a company is required to perform the quantitative impairment test by calculating the fair value of an indefinite-lived intangible asset and comparing the fair value with the carrying amount of the asset. The Amendments in this update are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The Company adopted this new standard in the fiscal year ended March 31, 2014 and the adoption did not have a significant impact on its financial statements.

In July 2013, the FASB issued ASU 2013-11, *Income Taxes – Presentation of an Unrecognized Tax benefit When a Net Operation Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* ("ASU 2013-11") which is part of ASC 740, *Income Taxes*. The new guidance requires and entity to present an unrecognized tax benefit and an NOL carryforward, a similar tax loss or a tax credit carryforward on a net basis as part of a deferred tax asset, unless the unrecognized tax benefit is not available to reduce the deferred tax asset component or would not be utilized for that purpose, then a liability would be recognized. ASU 2013-11 is effective for annual and interim periods for fiscal years beginning after December 15, 2013. The Company is currently evaluating the impact of the April 1, 2014 adoption of this guidance on its financial statements.

In May 2014, the FASB issued ASU 2014-9, *Revenue from Contracts with Customers (Topic 606).* This guidance requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance is effective for annual reporting periods beginning after December 15, 2016 and early adoption is not permitted. The Company will adopt this standard in fiscal year 2018. The Company has not yet determined the effect, if any, that the adoption of this standard will have on the Company’s financial position or results of operations.

On May 28, 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)," which affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The guidance supersedes the revenue recognition guidance in Topic 605, "Revenue Recognition", and most industry-specific guidance throughout the Industry Topics of the Codification. The guidance also supersedes some cost guidance included in Subtopic 605-35, "Revenue Recognition- Contract-Type and Production-Type Contracts". On April 1, 2015, the FASB voted to propose to defer the effective date of the pronouncement by one year. ASU 2014-9, as amended, is effective for annual periods, and interim periods within those years, beginning after December 15, 2016, or December 31, 2017, if deferred. An entity is required to apply the amendments using one of the following two methods: i) retrospectively to each prior period presented with three possible expedients: a) for completed contracts that begin and end in the same reporting period no restatement is required, b) for completed contract with variable consideration an entity may use the transaction price at completion rather than restating estimated variable consideration amounts in comparable reporting periods and c) for comparable reporting periods before date of initial application reduced disclosure requirements related to transaction price; ii) retrospectively with the cumulative effect of initially applying the amendment recognized at the date of initial application with additional disclosures for the differences of the prior guidance to the reporting periods compared to the new guidance and an explanation of the reasons for significant changes. We are required to adopt ASU 2014-09 in the first quarter of fiscal 2018, or in the first quarter of fiscal 2019, if deferred, and we are currently assessing the impact of this pronouncement on our financial statements.

In August 2014, the FASB issued ASU No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, which requires management to assess, at each annual and interim reporting period, the entity's ability to continue as a going concern within one year after the date that the financial statements are issued and provide related disclosures. The ASU is effective for the year ended March 31, 2017, with early adoption permitted. The Company has assessed the impact of this standard and does not believe that it will have a material impact on the Company's financial statements or disclosures.

There are currently no other accounting standards that have been issued but not yet adopted by the Company that will have a significant impact on the Company's financial position, results of operations or cash flows upon adoption.

NOTE 2 — INTANGIBLE ASSETS

The assigned values of all patents considered in service by the Company are being amortized on a straight-line basis over the remaining effective lives of the patents.

Intangible assets, such as acquired in-process research and development costs, are considered to have an indefinite useful life until such time as they are put into service at which time they will be amortized on a straight-line basis over the shorter of their economic or legal useful life.

Intangible assets consist of the following:

	Life	March 31, 2015	March 31, 2014
Patents, gross	6.75 – 19.46	$8,135,063	$8,135,063
In-process research and development	Indefinite	1,832,370	2,250,435
		9,967,433	10,385,498
Accumulated amortization		(1,919,485)	(1,144,858)
Net intangible assets		$8,047,948	$9,240,640

During the fiscal year ended March 31, 2015, management evaluated assets included in IPRD and determined that certain projects will no longer be pursued for further development resulting in an impairment charge of $418,065.

Total amortization expense during the years ended March 31, 2015 and 2014 was $774,627 and $775,011, respectively.

Total annual amortization expense of finite lived intangible assets is estimated to be as follows:

Fiscal Year Ending	
March 31, 2016	$774,840
March 31, 2017	774,840
March 31, 2018	774,840
March 31, 2019	774,840
March 31, 2020	595,159
Thereafter	$2,521,059

NOTE 3 — NOTES PAYABLE

On October 16, 2014, the Company entered into a Second Amendment to Loan Agreement (“Amendment No. 2”) with Platinum Capital Partners, LP (“Platinum”) to its existing loan agreement dated as of June 21, 2013 with Platinum, as modified by the First Amendment to Loan Agreement dated as of October 11, 2013. Under the terms of Amendment No. 2, Platinum, among other things, consolidated the Company’s credit facilities into one $1,500,000 note and deferred $63,619 of interest that was due and payable on September 30, 2014 under the Loan Agreement until December 19, 2014. The Company also executed two new promissory notes concurrently with Amendment No. 2: (i) a Revolving Promissory Note dated as of October 17, 2014 in the principal amount of $1,500,000 in favor of Platinum (the “New Revolving Promissory Note”), which replaced the Company’s Promissory Note dated as of June 21, 2013, in the principal amount of $1,000,000 in favor of Platinum, and the Company’s Promissory Note dated as of October 11, 2013, in the principal amount of $500,000 in favor of Platinum; and (ii) a Deferred Interest Promissory Note dated as of September 30, 2014, in the principal amount of $63,619 in favor of Platinum (the “Deferred Interest Promissory Note”). The New Revolving Promissory Note had a maturity date of June 30, 2015 and interest on the outstanding principal accrued at a rate of 18% per annum, compounded annually. The Deferred Interest Promissory Note had a maturity date of December 19, 2014 and interest on the outstanding principal accrued at a rate of 18% per annum, compounded annually. The loan agreement contained a number of restrictions on the Company’s business, including restrictions on its ability to merge, sell assets, create or incur liens on assets, make distributions to its shareholders and sell, purchase or lease real or personal property or other assets or equipment. The loan agreement also contains affirmative covenants and events of default.

On December 16, 2014 the Company entered into a Loan Agreement (the "HGI Loan Agreement") and a Security Agreement (the "HGI Security Agreement") with Heritage Gemstone Investors, LLC ("HGI") providing for a $2,000,000 secured non-revolving line of credit (the "HGI Loan"). The HGI Loan, which is represented by a Promissory Note dated as of December 15, 2014 (the "HGI Note"), matures on December 15, 2017. Borrowings accrue interest at the rate of 7.25% per annum and the Company intends to make monthly interest payments. On December 18, 2014, $2,000,000 was drawn on the HGI Loan. The Company utilized funds drawn on the HGI Loan to repay its existing indebtedness to Platinum and to continue to fund its ongoing operations. The HGI Loan Agreement contains a number of restrictions on the Company's business, including restrictions on its ability to merge, sell assets, create or incur liens on assets, make distributions to its stockholders and sell, purchase or lease real or personal property or other assets or equipment. The HGI Loan Agreement contains standard provisions relating to a default and acceleration of the Company's payment obligations thereunder upon the occurrence of an event of default, which includes, among other things, the failure to pay principal, interest, fees or other amounts payable under the agreement when due; failure to comply with specified agreements, covenants or obligations; cross-default with other indebtedness; the making of any material false representation or warranty; commencement of bankruptcy or other insolvency proceedings by or against the Company; and failure by the Company to maintain a book net worth of at least $4.0 million at all times. The Company's obligations under the HGI Loan Agreement are not guaranteed by any other party. The Company may prepay borrowings without premium or penalty upon notice to HGI as provided in the HGI Loan Agreement. The HGI Loan Agreement requires the Company to enter into the HGI Security Agreement. Under the HGI Security Agreement, the Company grants HGI a first priority security interest in the Company's inventory, equipment, accounts and other rights to payments and intangibles as security for the HGI Loan.

Also on December 16, 2014, the Company entered into an agreement for the Sale and Lease of Growers (the "Grower Sale-Lease Agreement") with HGI to allow for the expansion of current growers and the purchase of new growers. Pursuant to the Grower Sale-Lease Agreement, the Company agreed to a sale-leaseback arrangement for certain diamond growers produced by the Company during the term of the Grower Sale-Leaseback Agreement by which the Company will sell diamond growers to HGI and then lease the growers back from HGI. The term of the Grower Sale-Leaseback Agreement is ten years. For the new and upgraded growers, the direct profit margin generated from the growers will be split between the Company and HGI in accordance with the Grower Sale-Lease Agreement. The Grower Sale-Lease Agreement requires the Company to operate and service the growers, and requires HGI to up-fit certain existing growers and to make capital improvements to the new growers under certain circumstances. At the end of the Grower Sale-Leaseback Agreement, the Company takes ownership of the leased equipment. The Company will also have the right to repurchase the leased growers upon the occurrence of certain events prior to the expiration of the Grower Sale-Leaseback Agreement.

As of March 31, 2015, HGI has advanced the Company $300,000 to fund improvements to our current growers that will expand manufacturing capacity in our production facility. In addition, HGI has advanced the Company $200,000 for the purchase of new grower equipment under the Sale-Leaseback Agreement. As of March 31, 2015, the Company considers both of these advances totaling $500,000 as notes payable. The Company anticipates completing the grower expansion and new equipment purchases during the first half of the fiscal year ending March 31, 2016.

NOTE 4 — CAPITAL STOCK

The authorized capital of the Company is 75,000,000 common shares with a par value of $ 0.001 per share.

At the request of the then Board of Directors, the Company entered into an agreement, effective April 12, 2014, with Mr. Joseph Cunningham to provide consulting services to the Company. Under this agreement, the Company agreed to provide Mr. Cunningham $4,000 and 20,000 shares of common stock per month in exchange for his professional services to the Company. This contract expired in August 2014. During the fiscal year ended March 31, 2015, the Company issued 80,000 shares to Mr. Cunningham. These shares were valued at an average of $0.43 per share based on the closing prices of the shares on the dates of grant and the Company recognized $34,200 in professional and consulting fee expense for these shares during the fiscal year ended March 31, 2015.

On June 20, 2014, the then Board of Directors granted restricted stock grants to Mr. Michael Laub of 50,000 shares for previously performed services rendered to the Company. The Company did not recognize expense for this restricted stock grant since it was in exchange for expenses previously accrued by the Company.

On June 23, 2014, the Company, members of its Board of Directors and various plaintiffs (See NOTE 12 – LITIGATION) reached a settlement agreement that resulted in the return and cancellation of 1,000,000 share of common stock to the Company.

On July 15, 2014, the Board of Directors approved the issuance and sale of up to 2,000,000 shares of common stock to accredited investors at a price of $0.30 per share. On September 25, 2014, the Board agreed to increase the size of the offering up to 6,666,667 shares to raise up to $2,000,000. The Company completed the offering on December 23, 2014 and issued 6,666,664 shares of common stock, at a price of $0.30 per share, for total cash proceeds of $2,000,000.

On October 30, 2014, the Board of Directors approved the issuance of 50,000 shares to Bradley Robb to settle $15,000 of liabilities for services rendered to the Company. Also on this date, the Board approved the issuance of 95,522 shares of stock to an affiliate of our landlord to settle $28,658 of outstanding rent liabilities. The shares issued in each of these transactions were valued at $0.30 per share.

On March 12, 2015, the Board of Directors approved the issuance of 333,333 shares to an affiliate of Renaissance Diamond, Inc. to settle $100,000 of liabilities for diamond seed inventory purchased by the Company. The shares issued in this transaction were valued at $0.30 per share, which was the market price of our stock when the inventory was purchased.

In addition, on March 12, 2015, the Board of Directors approved the retirement of all 1,000,000 shares held in treasury by the Company.

The Company had 56,531,499 shares of common stock issued and outstanding as of March 31, 2015.

The Company had 5,566,795 warrants outstanding with a weighted average exercise price of $1.53 per share as of March 31, 2015. No warrants were issued or exercised during the fiscal year ended March 31, 2015. 4,891,250 warrants with an exercise price of $1.60 will expire if not exercised during our next fiscal year ending March 31, 2016.

NOTE 5 — SHARE-BASED COMPENSATION

The Company currently has one equity-based compensation plan under which stock-based compensation awards can be granted to directors, officers, employees and consultants providing bona fide services to or for the Company. The Company's 2012 Share Incentive Plan was adopted on May 7, 2012 (the "2012 Share Incentive Plan" or "Plan") and allows the Company to issue up to 5,000,000 shares of its common stock pursuant to awards granted under the 2012 Share Incentive Plan. The Plan permits the granting of stock options, stock appreciation rights, restricted or unrestricted stock awards, phantom stock, performance awards, other stock-based awards, or any combination of the foregoing. The only awards that have been issued under the Plan are stock options. Because the Plan has not been approved by our shareholders, all such stock option awards are non-qualified stock options.

On September 25, 2014, the Company entered into a severance agreement with our former Chief Executive Officer, Mr. Michael McMahon, whereby the Company granted him 416,667 shares of fully vested restricted common stock valued at $0.30 per share for a total value of $125,000. In addition, the Company agreed to provide Mr. McMahon 100,000 shares of restricted stock as compensation for the vested options that expired due to his termination. The Company valued these shares at $0.30 per share and recognized $30,000 in stock based compensation expense during the fiscal year ended March 31, 2015. In total, the Company recognized $305,077 in severance expense in our salaries and benefits expenses during the year ended March 31, 2015.

The following sets forth the options to purchase shares of the Company's stock issued and outstanding as of March 31, 2015:

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Options Outstanding April 1, 2013	4,092,500	$ 0.87	2.29
Granted	706,250	0.36	—
Exercised	—	—	—
Expired/Cancelled	(456,250)	0.73	—
Options Outstanding March 31, 2014	4,342,500	$ 0.77	1.75
Granted	—	—	—
Exercised	—	—	—
Expired/cancelled	(4,110,000)	0.79	—
Options Outstanding March 31, 2015	232,500	$ 0.35	1.45
Exercisable at March 31, 2015	23,125	$ 0.44	1.20

The intrinsic value of options outstanding and exercisable at March 31, 2015 and 2014 was $17,071 and $0, respectively.

The Company did not issue any options during the fiscal year ended March 31, 2015.

A summary of the status of non-vested shares as of March 31, 2015 and changes during the year ended March 31, 2015 is presented below.

Non-vested Shares	Shares	Weighted Average Grant-Date Fair Value
Non-vested at April 1, 2013	2,466,167	$ 0.65
Granted	706,250	0.22
Vested	(575,625)	0.45
Expired/cancelled: non-vested	(182,000)	0.38
Non-vested at March 31, 2014	2,414,792	0.49
Granted	—	—
Vested	(122,000)	0.43
Expired/cancelled: non-vested	(2,083,417)	0.52
Non-vested at March 31, 2015	209,375	$ 0.21

The following table summarizes information about stock options outstanding by price range as of March 31, 2015:

	Options Outstanding			**Options Exercisable**	
Exercise Price	**Number Outstanding**	**Weighted Average Remaining Contractual Life (years)**	**Weighted Average Exercise Price**	**Number of Shares**	**Weighted Average Exercise Price**
$ 0.80	7,500	0.27	$ 0.80	5,500	$ 0.80
$ 0.33	225,000	1.49	0.33	17,625	0.33
	232,500	1.45	$ 0.35	23,125	$ 0.44

For the years ended March 31, 2015 and 2014, the Company recognized $0 and $193,150, respectively, as compensation cost for options issued, and recorded related deferred tax asset of $0 for all periods.

At March 31, 2015, unrecognized compensation expense related to non-vested awards was $44,529. This cost is only expected to be recognized if certain performance metrics are attained over the weighted average remaining life of the options of 1.48 years.

NOTE 6 — OTHER INCOME AND EXPENSE

For the fiscal year ended March 31, 2015, the Company recognized $29,041 as its proportional share of income from its joint venture with RCDC. In addition, the Company recognized $228,056 in interest expense related to its notes payable that were outstanding during the fiscal year.

NOTE 7 — OPERATING LEASES

During the fiscal year ended March 31, 2015, the Company leased office space at a location in Greenville, South Carolina. Under the terms of the lease, the Company is obligated to pay escalation rentals for certain operating expenses and real estate taxes. The Company's lease in Greenville, South Carolina expires in March 2019. The Company leases electrical equipment in its production facility in South Carolina with these leases expiring during the 2017 fiscal year.

The Company recognizes lease expense on a straight-line basis and recognized $398,590 and $421,038 in lease expense for the fiscal years ending March 31, 2015 and 2014, respectively. The Company has other liabilities consisting of deferred rent payable of $118,092 and $84,144 at March 31, 2015 and 2014, respectively. Minimum future rental payments under the leases are summarized as follows:

2016	$407,410
2017	361,660
2018	224,410
2019	224,410
2020	—
2021 and thereafter	$—

NOTE 8 — RELATED PARTIES

The Company incurred expenses of $19,658 for professional and consulting services provided by Adams Monahan, LLP, a firm in which our former board member, Edward S. Adams and Michael R. Monahan were partners, for the fiscal year ended March 31, 2014. The Company and Adams Monahan LLP terminated their professional relationship on June 30, 2013 and the Company did not incur any expenses with Adams Monahan LLP during the fiscal year ended March 31, 2015.

On March 6, 2013, the then Board of Directors retained two then directors, Mr. Michael Monahan and Mr. Theo Strous, to provide consulting services for the Company. The Company recognized $45,000 in consulting expense for these services during the fiscal year ended March 31, 2014. These consulting service agreements with both Messrs. Monahan and Strous were terminated effective June 30, 2013 and the Company did not incur any consulting expenses related to these agreements during the fiscal year ended March 31, 2015.

On January 6, 2014, the then Board of Directors created a Special Litigation Committee (“SLC”) to consider the merits of shareholder allegations made in ongoing litigation. The Board appointed the current board member Mr. Theo Strous and Mr. Laurence Zipkin, an unaffiliated third party, to the SLC. During the fiscal year ended March 31, 2014, the Company recognized $93,750 in consulting expense for the shares issued to Mr. Strous and $168,750 in total consulting expenses for the SLC.

On May 27, 2014, the Board of Directors appointed Mr. James Korn and Mr. Gerald McGuire as independent members to the Board. Each of Messrs. Korn and McGuire were provided 250,000 shares of restricted stock upon their appointment to the Board. On June 16, 2014, the Board of Directors appointed Bruce Likly as a member of Board and further appointed Mr. Likly to serve as the Co-Chairman of the Board. Mr. Likly was provided with a restricted share grant of 4,000,000 shares upon his appointment to the Board.

On June 22, 2014, the equity granted to Messrs. Korn, Likly, and McGuire for their service on the Board of Directors consisting of 250,000, 4,000,000 and 250,000 restricted shares, respectively was returned to the Company. The Company did not recognize any expense for the restricted shares granted and returned to the Company since none of the grants had vested at the time of their return to the Company.

During the fiscal year ended March 31, 2015, five directors of the Company participated in the Company’s private placement stock offering. Karl Leaverton purchased 333,333 shares for $100,000, Bruce Likly purchased 375,000 shares for $112,500, Lewis Smoak purchased 666,666 shares for $200,000, Bern McPheely purchased 133,333 shares for $40,000, and Ben Wolkowitz purchased 158,333 shares for $47,500.

See Item 8, NOTES 10 and 11 for discussion of revenues recognized from our joint venture partners.

NOTE 9 — INCOME TAXES

There was no current or deferred tax expense (benefit) for the years ended March 31, 2015 and 2014.

The deferred tax asset (liability) at March 31, 2015 and 2014 consists of the following types of temporary differences and their related tax effects:

	At March 31, 2015	At March 31, 2014
Accrued expenses	$ 194,165	$ 235,998
Property and equipment	(185,992)	(150,810)
Impairment of fixed assets	299,537	142,767
Capitalized startup/acquisition costs	461,636	499,288
Federal and state net operating loss carry-forward	5,344,982	3,857,269
Intangible assets	59,849	14,537
	$ 6,174,177	$ 4,599,049
Valuation allowance	(6,174,177)	(4,599,049)
Total	$ —	$ —

The Company recorded a valuation allowance against its net deferred tax asset at March 31, 2015 and March 31, 2014, as the Company believes that it is more likely than not that this asset will not be realized.

	At March 31, 2015		At March 31, 2014	
	Amount	%	Amount	%
Tax at statutory federal income tax rate	$(1,408,162)	(34.0)%	$(1,683,324)	(34.0)%
Increase (decrease) resulting from:				
State income tax expense	—	0.0 %	—	0.0 %
Change in valuation allowance	1,406,400	34.0 %	1,671,941	33.8 %
Incentive stock options	—	0.0 %	—	0.0 %
Other, net	1,762	0.0 %	11,383	0.2 %
Total	$—	0.0 %	$—	0.0 %

The Company had federal and state net operating loss carry-forwards (“carry-forward”) of $16,447,935 and $10,231,000 at March 31, 2015 and 2014 respectively. These carry-forwards start to expire in the year 2031.

NOTE 10 — INVESTMENT IN GRACE RICH JOINT VENTURE

On September 16, 2013, the Company entered into a series of agreements with SAAMABA, LLC (“SAAMABA”) and S21 Research Holdings (the “Grace Rich Agreements”) to form a joint venture with operations in the People’s Republic of China (“PRC”) to deploy a minimum of 100 Company designed diamond growing machines. Through the Grace Rich Agreements, the Company owns 30% of Grace Rich LTD, a corporation duly established pursuant to the laws of the Hong Kong Special Administrative Region of the PRC that is an investment and holding company for the factory and distribution center to be formed pursuant to the laws of the PRC as a wholly foreign owned enterprise.

Under the Grace Rich Agreements, the Company has agreed to license its proprietary technology for the manufacture of diamond gemstones of agreed upon specifications. In exchange for the license, the Company will receive licensing revenue and 30% ownership in the joint venture. In addition to the licensed technology, the Grace Rich Agreements include obligations for the Company to provide and be compensated for technology consulting services to the joint venture to support the start-up of operations.

The initial ownership interests in Grace Rich LTD are as follows: SAAMABA LLC- 60%; Scio Diamond Technology Corporation – 30% and S21 Holdings- 10%. The capital contributions required to finance Grace Rich LTD are requirements of SAAMABA, and the Company is not required to make any on-going funding contributions to the joint venture and its ownership stake cannot be reduced from 30%.

The Company is licensing a portion of its patented technology to Grace Rich LTD and is not directly contributing any of its intellectual property. Under the license agreement, the Company received $250,000 in licensing fees and $750,000 in development fees. The Company believes the joint venture will be operational during calendar year 2016

and once operations of Grace Rich LTD have commenced, the Company will receive $250 per machine per month in licensing fees with a minimum monthly payment of $25,000 until the joint venture starts to distribute cash to its partners.

The Company has determined the fair value of the license agreement does not exceed the value of the expected returns from the joint venture and accordingly established an initial investment value of $0 for its interests in the joint venture and has not recorded any gains related to its contribution to the joint venture. Grace Rich LTD was in its development stage through March 31, 2015 and did not have any revenues. Expenses incurred by the joint venture were for planning and startup expenses.

As of March 31, 2015, the Company has not guaranteed obligations of the joint venture nor has it committed to provide additional funding. Therefore, the Company’s share of the joint venture’s net loss for the years ended March 31, 2015 or 2014 were not recognized because the initial carrying value of the Company’s ownership interest in the joint venture was zero.

The Company recognized $375,000 and $625,000 in licensing revenues from Grace Rich during the fiscal years ended March 31, 2015 and 2014, respectively. The Company recognized $10,801 of product revenue from Grace Rich during the fiscal year ended March 31, 2015. The Company incurred $96,776 and $151,359 of joint venture related expenses during the fiscal years ended March 31, 2015 and 2014, respectively that were reimbursed by the Grace Rich LTD. These reimbursements were offset against the Company’s related operating expense. The Company had no outstanding receivables from or payables due Grace Rich LTD at March31, 2015.

NOTE 11 — INVESTMENT IN RCDC JOINT VENTURE

On December 18, 2014 the Company entered into an arrangement with Renaissance Diamonds, Inc. (“Renaissance”) through the execution of a limited liability company agreement (the “LLC Agreement”) of Renaissance Created Diamond Company, LLC, a Florida limited liability company (“RCDC”), pursuant to which the Company and Renaissance are each 50% members of RCDC.

The LLC Agreement provides that RCDC is a manager-managed limited liability company, and each of the Company and Renaissance will appoint one manager, with both such managers appointing a third manager. The managers will manage the day-to-day operations of RCDC, subject to certain customary limitations on managerial actions that require the consent of the Company and Renaissance, including but not limited to making or guaranteeing loans, distributing cash or other property to the members of RCDC, entering into affiliate transactions, amending or modifying limited liability company organizational documents, and entering into major corporate events, such as a merger, acquisition or asset sale.

The arrangement was entered into in order to facilitate the development of procedures and recipes for, and to market and sell, lab-grown fancy-colored diamonds. Pursuant to the LLC Agreement, the arrangement will last three years, unless terminated earlier, with the option to automatically renew for additional two-year periods.

The Company made an initial $1,000 investment in RCDC and was granted a 50% equity stake. RCDC has the right of first refusal to purchase diamond gemstones from the Company, including rough diamond preforms or processed stones. Renaissance may sell seed stock to RCDC for production by the Company. RCDC purchase rough diamond material produced by the Company, finishes the rough gemstones and, in turn, sells the finished stones to various retailers and other participants in the market for gemstones. Profits generated by RCDC’s operations will be distributed between the Company and Renaissance according to the terms of the LLC Agreement.

Through March 31, 2015 the operations of RCDC have been focused on the development and processing of diamond material into finished Gemstone material and establishing sales and distribution channels for the finished goods. Through March 31, 2014, the Company has sold product to RCDC valued at $241,950. The Company defers recognition of revenues and expenses on these sales to RCDC until finished goods are sold by RCDC. Through March 31, 2015, the Company recognized $26,575 in revenue for product sold to RCDC and has deferred $215,375 of revenue and $179,969 of expenses related to our sales to RCDC. The Company anticipates recognizing this deferred revenue and expense as RCDC sells through its inventory.

The Company utilizes the equity method of accounting for its investment in RCDC. As such, the Company recognized $29,041 as its proportional shares of RCDC’s net income during the fiscal year ended March 31, 2015 as other income.

Rollforward of the Company's ownership interest in the joint venture for the year ended March 31, 2015:

Balance of ownership interest in joint venture at December 18, 2014	$	1,000
Aggregate fiscal 2014 equity gain – share of joint venture income		29,041
Balance of ownership interest in joint venture at March 31, 2015	$	30,041
Cumulative recognized income on ownership interest in joint venture at March 31, 2015	$	29,041

Selected financial results for RCDC from inception through March 31, 2015 are as follows:

Revenues	$ 124,908
Expenses	66,825
Net Income	$ 58,083
Total Assets	$ 551,405
Total Liabilities	$ 491,322
Total Partners Capital	60,083
Total Liabilities and Partner Capital	$ 551,405

NOTE 12 — LITIGATION

On October 15, 2013, plaintiff Mark P. Sennott, as Trustee of the Sennott Family Charitable Trust, ("Sennott") filed a complaint derivatively, on behalf of ADI, in the United Stated District Court for the District of South Carolina ("District Court"), against Edward S. Adams (our then Chairman), Michael R. Monahan (a former member of the Company's Board of Directors), the law firm of Adams Monahan, LLP, Loblolly, Inc., which was formerly known as Scio Diamond Technology Corporation, and the Company (collectively, "Sennott Defendants"). This derivative complaint on ADI's behalf (the "ADI Derivative Complaint") alleges claims for breach of fiduciary duty, constructive fraud and unjust enrichment. The ADI Derivative Complaint was effectively settled on June 23, 2014. The settlement included all claims previously asserted against the Company by the parties named in the Settlement Agreement. As part of the Settlement Agreement, 1,000,000 shares of common stock were returned to the Company and cancelled. On February 13, 2015, the District Court entered an order approving the Stipulation of Dismissal of the Derivative Action with Prejudice.

On May 16, 2014 the Company received a subpoena issued by the SEC ordering the provision of documents and related information concerning various corporate transactions between the Company and its predecessors and other persons and entities. The Company continues to cooperate with this inquiry.

The Company recognizes legal fees for litigation as they are incurred as professional and consulting fees. The Company then submits the expenses to our insurance carrier for reimbursement under our insurance policy. During the fiscal year ended March 31, 2015, our insurance carrier paid $168,015 for past legal fees from the prior fiscal year. This payment is recorded as a reduction to professional fees during the fiscal year ending March 31, 2015.

During the fiscal year ended March 31, 2015, the Company reached an agreement with a former legal services provider that allowed the Company to settle outstanding past legal fees from prior fiscal years. This settlement of $165,453 was recorded as forgiveness of legal accounts payable during the fiscal year.

NOTE 13 – SUBSEQUENT EVENTS

On May 7, 2015, the Board of Directors of the Company approved restricted stock awards for Mr. Gerald McGuire, the Company President and Chief Executive Officer and Mr. Jonathan Pfohl, the Company Chief Financial Officer. Mssrs. McGuire and Pfohl were granted 400,000 and 385,000 restricted shares of stock, respectively that will vest on July 1, 2018. The restricted shares are valued at $1.03, the closing price of the Company's stock on May 7, 2015. The Company anticipates recognizing compensation expense for these restricted stock awards on a straight line basis over the vesting period.

In addition, on May 7, 2015, the Board of Directors granted Renaissance Diamond Inc. a restricted stock award of 200,000 shares and a grant of 333,333 non-qualified stock options that only vest based on the attainment of specific performance criteria. The Company does not anticipate recognizing any financial impact for these restricted stock and option awards unless the performance criteria are met.

END NOTES TO FINANCIALS

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As of March 31, 2015, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Exchange Act Rule 13a-15. We applied our judgment in the process of reviewing these controls and procedures, which, by their nature, can provide only reasonable assurance regarding our control objectives. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of March 31, 2015 due to the significant deficiency discussed below.

Management's Annual Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and the dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on its financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management including our Chief Executive Officer and Chief Financial Officer conducted an assessment of the effectiveness of our internal control over financial reporting as of March 31, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO, in Internal Control—Integrated Framework (2013). During this assessment, management identified the following significant deficiencies in our internal control over financial reporting, which is common in small companies. This deficiency identified by our Chief Executive Officer and Chief Financial Officer following the end of the fiscal year covered by this report:

- Due to our small size, we have limited segregation of duties in certain areas of our financial reporting and other accounting processes and procedures.

A material weakness (within the meaning of PCAOB Auditing Standard No. 5) is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of our financial reporting.

When management conducted this assessment at March 31, 2014, management determined that material weaknesses in internal control over financial reporting were in place. During the fiscal year the following steps were taken to remediate these weaknesses:

- The establishment of a board of directors on June 23, 2014 that includes a majority of outside and independent directors;
- On July 11, 2014, our Chief Executive Officer was named a director of the Company. This addition of management to the board of directors has substantially enhanced timely communication between the board and management of the Company related to issues affecting financial reporting;
- The board of directors established a functioning audit committee compliant with NASDAQ listing requirements to oversee the financial reporting and control structure of the Company; and
- We have improved our documentation of critical financial processes and controls.

During the period covered by this annual report on Form 10-K, we have been able to remediate the material weaknesses identified above but due to the continued limited segregation of duties in the finance and accounting functions of the Company a significant deficiency continues to exist as of March 31, 2015:

To remediate this deficiency, we expect to implement the following changes during our fiscal year ending March 31, 2016:

- Management is working with our outsourced accounting vendor to provide enhanced separation of duties amongst the personnel participating in our accounting function.

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our independent registered public accounting firm pursuant to an exemption for non-accelerated filers set forth in Section 989G of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Changes in Internal Controls

Other than described above, there were no significant changes in our internal controls over financial reporting that occurred during our fiscal year ended March 31, 2015, that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION.

NONE

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE.

Directors and Executive Officers

The following table sets forth the names and ages of our directors and executive officers as of July 24, 2015

Name	Age	Position with the Company	Since
Directors			
Bernard McPheely	63	Chairman	June 23, 2014
Bruce Likly	52	Vice-Chairman	June 23, 2014
James Korn	58	Director	June 23, 2014
Karl Leaverton	59	Director	June 23, 2014
Gerald McGuire	54	CEO, President & Director	July 11, 2014
Lewis Smoak	71	Director	June 23, 2014
Ben Wolkowitz	70	Director	June 23, 2014
Non-Director Executive Officers			
Jonathan Pfohl	48	Chief Financial Officer	March 4, 2013

Our bylaws provide that each director is to be elected at our annual meeting by the stockholders and serve until his or her successor is elected and qualified at the next annual meeting, unless he or she resigns or is removed earlier. All directors were elected at our annual meeting on October 29, 2014. Directors serve until his or her successor is duly elected and qualified, or until he or she is earlier removed from office or resigns.

Set forth below is certain information about our directors and executive officers, including information regarding their business experience for at least the past five years, the names of other publicly-held companies where they currently serve as a director or served as a director during the past five years, and additional information about the specific experience, qualifications, attributes, or skills that led to the Board's conclusion that such person should serve as a director for the Company.

BERNARD McPHEELY. Bern McPheely serves as non-executive chairman of the Board. Mr. McPheely recently retired in December 2012 as President of Hartness International after more than 35 years of service. A leader in total solutions to the packaging industry, Hartness provides equipment globally to more than 100 countries. From startup

and under Bern's guidance, Hartness was profitable every quarter since 1982. He spearheaded short and long term strategic planning, including four major company-wide transformations to reposition the Hartness value proposition, product portfolio and go-to-market strategy. Bern negotiated and executed the sale of Hartness to ITW (Illinois Tool Works) and was responsible for shepherding the transition from a family owned business to a public company. He has also been responsible for successful synergistic acquisitions. From 2000-2002 Bern was chairman of the PMMI ($6 billion member packaging association) and currently is on the Board of Directors of Dorner Manufacturing Corp. in Hartland Wisconsin. Bern was honored by Start Magazine as one of the top ten "CEO Visionaries Who Ignite Technology" and has briefed President Clinton and cabinet members on the state of US business. Bern previously worked with the US Department of Commerce. A graduate of The Thunderbird Graduate School of International Management, Bern also received his undergraduate degree from Albion College in Albion, Michigan. Mr. McPheely was a member of the Board from August 13, 2012 until Mr. McPheely resigned from the Board on May 13, 2013. Mr. McPheely's business experience qualifies him to serve as a director.

BRUCE LIKLY. Bruce Likly serves as non-executive vice-chairman of the Board. Mr. Likly brings more than 25 years of technology, communications and management experience to Scio. Having begun his career at IBM and worked to help grow Sun Microsystems from $1 Billion in sales to more than $10 Billion, Mr. Likly has spent the last decade as Principal at Kovak-Likly Communications where his team helps companies develop and implement strategic sales, marketing and communications plans. This work previously included assisting Apollo Diamond, the company whose assets Scio Diamond Technology Corporation acquired in 2011. Mr. Likly's marketing and business experience qualifies him to serve as a director.

JAMES KORN. James Korn is a non-executive director of the Company. Mr. Korn currently serves as the Chief Executive Officer of Temp-Air, Inc., a leading manufacturer of temporary industrial and commercial HVAC equipment. Prior to Temp-Air, Mr. Korn was the Chief Legal Officer of Deephaven Capital Management, a $4 billion dollar multi-strategy hedge fund in Minneapolis, Minnesota. As an attorney in private practice at Fredrikson & Byron, a 260-attorney law firm based in Minneapolis, Mr. Korn developed extensive experience in both mergers and acquisitions and in corporate finance. Mr. Korn received his B.A. in economics, magna cum laude, from Providence College and his J.D., cum laude, from the University of Minnesota Law School. Mr. Korn has served as CEO of Temp-Air, Inc. since 2007. Mr. Korn's business and legal experience qualifies him to serve as a director.

KARL LEAVERTON. Karl Leaverton is a non-executive director of the Company. Most recently, from April 2012 to July 12, 2013 when it was sold, Mr. Leaverton was the President/Chief Executive Officer and a director of Seattle Northwest Securities Corporation, a broker-dealer specializing in public finance investment banking, sales and trading of fixed income and asset management (acquired by Piper Jaffray in July, 2013). Karl has been the Chairman of SNW Asset Management Corporation since July 2012, a fixed income portfolio manager with about $2.5 billion in assets under management. He has also been the principal of Blakely Management Company LLC from 1993 to present, providing business and management consulting for various companies and disciplines. Mr. Leaverton is the former President of the Private Client Group of RBC Wealth Management (January 2006 to April 2009), with management responsibility for more than 2,300 advisors and assets under administration in excess of $200 billion in assets. Mr. Leaverton has more than 30 years of financial services experience. He earned a BS in Chemical Environmental Science from the University of Puget Sound and completed the course work for a BA in Economics. He earned a Master of Science degree in Infrastructure Management from Stanford University. Mr. Leaverton's business acumen and experience in finance led us to the conclusion that he should serve as a director of the Company.

GERALD McGUIRE. Gerald McGuire is the President, Chief Executive Officer and a director of the Company. Mr. McGuire brings over 25 years of semiconductor industry experience to Scio. The semi-conductor industry is expected to be a strong growth area for Scio in the years ahead. Mr. McGuire was most recently a Senior Vice President and General Manager of the Low-Voltage and Mid Power Analog Business at Fairchild Semiconductor. Prior to Fairchild Semiconductor, Mr. McGuire was the VP/GM of the Digital Signal Processing business at Analog Devices. He spent 23 years at Analog Devices in various technical, marketing and business roles. His specialties include: product marketing and branding, product development and strategy. Mr. McGuire has spent his career determining what global customers want and how to deliver it. From 2007 to 2010, Mr. McGuire served as Vice President of the Digital Signal Processing Division of Analog Devices, a global DSP and embedded processor business From 2010 to 2013, Mr. McGuire was Senior VP of the Low Voltage and Mid Power Analog Business Unit of Fairchild Semiconductor, a global power semiconductor business.

LEWIS SMOAK. Lewis Smoak is a non-executive director of the Company. Mr. Smoak is a founding partner of Ogletree, Deakins, Nash, Smoak & Stewart, which he helped establish in 1977. He has served on the law firm's Board and Compensation and Pension Committees for more than 45 years during which time the firm grew from 16 to more than 700 attorneys and two offices to 46. He has extensive experience in the development and implementation of positive labor relations programs for clients in all regions of the country, including compliance with employment, labor, safety, and environmental laws. He is among the one percent of U.S. lawyers listed in The Best Lawyers in America, and has also been selected by his peers for inclusion in the ABA's College of Labor and Employment Lawyers, and Chambers USA Leading Lawyers in America. Mr. Smoak is the author of three comprehensive nationwide labor relations studies in the construction industry. He has served on the Greenville (president) and South Carolina State Chambers of Commerce Board of Directors. He has served since 2002 as a member of South Carolina BIPEC's Board and its Executive Committee since 2004. He served as Chairman of the Board of Supermarket Radio Network and negotiated its sale to Pop Radio and Heritage Media. He currently serves as chairman of the board of Zumur, LLC, a start-up internet search engine for consumer products He focuses community efforts on early childhood education issues, including service on United Way's Success by Six Board, and chairing both Greenville County (2001-2003) and the State of South Carolina's First Steps for School Readiness Board of Trustees (2003-2014). For his work in early childhood education, he was recognized and received the 2006 Ellis Island Medal of Honor. Mr. Smoak's legal expertise as a practicing attorney qualifies him to serve as a director.

BENJAMIN WOLKOWITZ. Ben Wolkowitz is a non-executive director of the Company. Mr. Wolkowitz has had an extensive career in finance and economics. Most recently he headed Madison Financial Technology Partners, a consulting firm that advised technology companies on how to position their products for the financial services industry. Previously he was a Managing Director at Morgan Stanley where he had several assignments in the Fixed Income Division over a sixteen-year career including running their financial futures brokerage operation, and a significant portion of the Fixed Income sales force. He also was the head of Fixed Income Research and prior to retiring, he managed a portfolio of Morgan Stanley invested technology companies. Before the New York phase of his career Mr. Wolkowitz was with the Board of Governors of the Federal Reserve System where he was in charge of Financial Studies, a department in the Division of Research and Statistics responsible for analyzing and advising Governors of the Board on financial markets and financial institutions. Mr. Wolkowitz had previously taught at Tulane University in the economics department and he was also a consultant to the Urban Institute in Washington, D.C. He has written and lectured extensively on both theoretical and applied topics in economics and finance in addition to co-authoring a book, Bank Capital. Mr. Wolkowitz has a BA cum laude from Queens College and a PhD in economics from Brown University. Currently he is a Town Council Member, Madison N.J. and a member of the Advisory Board of the Great Swamp Watershed Association. Mr. Wolkowitz’s financial experience qualifies him to serve as a director.

JONATHAN PFOHL. Jonathan Pfohl served as Chief Financial Officer from March 4, 2013 to June 12, 2014 when he was terminated without cause by the then Board of Directors. Mr. Pfohl returned to the Company as Chief Financial Officer on June 25, 2014. Mr. Pfohl served as Interim Chief Financial Officer of the Company from January 16, 2013 to March 3, 2013 and before then he served since December 19, 2012 as an independent contractor providing accounting, finance and related services to the Company through his consulting company Rose Creek Associates LLC. Mr. Pfohl has more than 25 years of financial and management experience with start-up and fast growing organizations. Before joining the Company, he served as CEO of Wireless Express LLC, one of Sprint's largest independent distribution partners, from December 2009 to October 2013. Prior to Wireless Express, Mr. Pfohl was CFO of Main Street Broadband LLC, a privately held wireless broadband service provider, from June 2009 to December 2009; CFO of Movida Cellular LLC, a mobile virtual network provider, from April 2007 to March 2008; and a Vice President with AirGate PCS, Inc., a publicly-traded regional provider of wireless communications services, from 1999 to 2005. Mr. Pfohl has a BS-Management and an MBA-Finance from the State University of New York at Buffalo.

Family Relationships. There are no familial relationships amongst our directors and officers.

Compliance with Section 16(a) of the Securities Exchange Act of 1934

The rules of the SEC require our directors, executive officers and holders of more than 10 percent of our common stock to file reports of stock ownership and changes in ownership with the SEC. Based on the Section 16 reports filed by our directors, executive officers and greater than 10 percent beneficial owners, and written representations of our directors and executive officers, we believe there were no late or inaccurate filings for transactions occurring during the fiscal year ended March 31, 2015 except as follows:

Name	Number of Late Reports	Number of Late Transactions	Number of Missed Reports	Number of Missed Transactions
Edward S. Adams	0	0	1	1
Thomas P. Hartness	3	3	0	0
James Korn	1	1	0	0
Karl Leaverton	0	0	0	0
Bruce Likly	1	1	0	0
Robert Linares	0	0	1	1
Michael McMahon	0	0	0	0
Bernard McPheely	1	1	0	0
Michael Monahan	0	0	0	0
Jonathan Pfohl	1	1	0	0
Lewis Smoak	3	3	0	0
Theodorus Strous	1	1	1	1
Ben Wolkowitz	0	0	0	0

Code of Ethics and Business Conduct

We have adopted a Code of Ethics and Business Conduct that is applicable to our executive officers, including our principal executive officer and our principal financial officer. A copy of this Code of Ethics and Business Conduct is available without charge to shareholders upon request to the Company at 411 University Ridge, Suite D, Greenville, SC 29601. We will disclose any future amendments to, or waivers from, provisions of Code of Ethics on our website as promptly as practicable, as and to the extent required under and applicable stock market standards and applicable SEC rules.

Audit Committee and Audit Committee Financial Expert

The Company established an Audit Committee during the fiscal year. The members of the Audit Committee are Ben Wolkowitz, James Korn and Bruce Likly. Mr. Wolkowitz serves as chair of the committee. The Company believes Mr. Wolkowitz qualifies as an audit committee financial expert (as defined in Item 407 of Regulation S-K).

ITEM 11. EXECUTIVE COMPENSATION.

The following table shows the compensation awarded to, earned by or paid to each individual who served as our chief executive officer during the fiscal year ended March 31, 2015. We had no executive officers serving as of March 31, 2015 other than our Chief Executive Officer and our Chief Financial Officer.

Summary Compensation Table

Name and Principal Position	Fiscal Year Ended March 31,	Salary	Bonus	Option Awards	All Other Compensation	Total
Gerald McGuire (1)	2015	$130,769	$ —	$ —	$ 56,540 (3)	$187,309
Chief Executive Officer	2014	—	—	—	—	—
Michael McMahon(2)	2015	$60,577	$ —	$ —	$ 319,308 (4)	$379,885
Former Chief Executive Officer	2014	250,000	—	—	—	250,000
Jonathan Pfohl	2015	$200,000	$ —	$ —	$ 36,000 (5)	$236,000
Chief Financial Officer	2014	200,000	—	—	36,000 (5)	236,000

(1) Mr. McGuire was appointed President and Chief Executive Officer on July 11, 2015.

(2) Mr. McMahon was terminated by the then Board of Directors without cause on June 12, 2014. The Company executed a severance agreement with Mr. McMahon on September 25, 2014.

(3) Mr. McGuire was paid $20,000 for consulting services to the Company prior to his hiring on July 11, 2014. He was also provided $36,540 in temporary living expenses during the fiscal year ended March 31, 2015.

(4) Includes cash and stock based compensation due Mr. McMahon under the severance agreement between the Company and Mr. McMahon dated September 25, 2014.

(5) Includes $36,000 paid for temporary living expenses paid to Mr. Pfohl.

Narrative Disclosure to Summary Compensation Table

Current Executive Officers

***Gerald McGuire*.** Gerald McGuire was appointed President, Chief Executive Officer and a director of the Company on July 11, 2014. Mr. McGuire also serves as a director of the Company.

On March 31, 2015, the Company entered into an employment agreement with Mr. McGuire (the " McGuire Employment Agreement "). The terms of the McGuire Employment Agreement are summarized below.

The McGuire Employment Agreement provides that, subject to earlier termination as provided in the agreements, Mr. McGuire's employment as President and Chief Executive Officer will be for a term of three years, expiring on March 31, 2018. Upon expiration of the initial term, and subject to earlier termination as provided in the agreement, the McGuire Employment Agreement will be automatically extended for successive one year renewal periods.

The McGuire Employment Agreement provides that Mr. McGuire will receive an annual base salary of $200,000, subject to periodic review and increase by the Compensation Committee of the Company's Board of Directors, in its discretion. In addition, Mr. McGuire will receive a performance-based cash bonus under the Company's then-existing incentive bonus plan, the performance and other criteria applicable to which will be established and determined in accordance with such plan. In order to receive his bonus, Mr. McGuire must be employed at the time the bonus is paid.

The McGuire Employment Agreement also provides Mr. McGuire with certain other compensation and benefits, including eligibility to participate in all employee benefit plans and programs made available from time to time to the Company's executive and management employees, paid time off, and reimbursement of reasonable and necessary out-of-pocket business, travel and entertainment expenses.

Under the McGuire Employment Agreement, Mr. McGuire is entitled to receive severance benefits if his employment is terminated under certain circumstances. In this regard, if Mr. McGuire's employment is terminated by the Company without "Cause" (as defined in the McGuire Employment Agreement), by Mr. McGuire for "Good Reason" (as defined in the McGuire Employment Agreement), other than for Cause in the 12 months following a "Change in Control" (as defined in the McGuire Employment Agreement), he will be entitled to the following severance benefits: (i) a cash payment equal to 1.0x base salary if Mr. McGuire has been employed for 24 months, but only .5x base salary if employed for less than 24 months, payable in a lump sum or ratably on a monthly basis over the 12-month period following termination; (ii) a pro rata portion, in cash, of the annual performance bonus Mr. McGuire would have earned for the fiscal year in which termination occurs if his employment had not ceased; and (iii) payment of accrued vacation time pursuant to Company policy and reimbursement for expenses incurred through the date of termination, and accrued benefits through the Company's benefit plans and programs.

If Mr. McGuire's employment is terminated by the Company for Cause or if Mr. McGuire voluntarily terminates his employment, he will be entitled to continue to participate in the Company's medical benefit plans to the extent required by law, and the Company will promptly pay Mr. McGuire his accrued salary and vacation pay, reimbursement for expenses incurred through the date of termination, and accrued benefits through the Company's benefit plans and programs.

If Mr. McGuire's employment is terminated by reason of death or disability, he or his estate will be entitled to continue to participate in the Company's medical benefit plans to the extent required by law, and the Company will promptly pay Mr. McGuire or his estate his accrued salary and vacation pay, reimbursement for expenses incurred through the date of termination, and accrued benefits through the Company's benefit plans and programs. In the case of disability, Mr. McGuire will also be entitled to a pro rata portion, in cash, of the annual performance bonus he would have earned for the fiscal year in which termination occurs if his employment had not ceased.

Mr. McGuire is bound by noncompetition provisions that restrict him from competing with the Company (with certain exceptions) for 12 months following the termination of his employment with the Company. Mr. McGuire is also subject to non-solicitation restrictions with respect to Company customers and employees for a 24-month period. Finally, Mr. McGuire is subject to confidentiality provisions protecting the Company's confidential business information from unauthorized disclosure.

The McGuire Employment Agreement did not include any stock based compensation for Mr. McGuire.

Jonathan Pfohl. Mr. Pfohl was appointed as our Chief Financial Officer on March 4, 2013. On June 12, 2014, Mr. Pfohl was terminated without cause by the then Board. Mr. Pfohl returned to the Company on June 25, 2014 as Chief Financial Officer.

On March 31, 2015, the Company entered into an employment agreement with Mr. Pfohl (the "Pfohl Employment Agreement"). The terms of the Pfohl Employment Agreement are summarized below.

The Pfohl Employment Agreement provides that, subject to earlier termination as provided in the agreements, Mr. Pfohl's employment as President and Chief Executive Officer will be for a term of three years, expiring on March 31, 2018. Upon expiration of the initial term, and subject to earlier termination as provided in the agreement, the Pfohl Employment Agreement will be automatically extended for successive one year renewal periods.

The Pfohl Employment Agreement provides that Mr. Pfohl will receive an annual base salary of $200,000, subject to periodic review and increase by the Compensation Committee of the Company's Board of Directors, in its discretion. In addition, Mr. Pfohl will receive a performance-based cash bonus under the Company's then-existing incentive bonus plan, the performance and other criteria applicable to which will be established and determined in accordance with such plan. In order to receive his bonus, Mr. Pfohl must be employed at the time the bonus is paid.

The Pfohl Employment Agreement also provides Mr. Pfohl with certain other compensation and benefits, including eligibility to participate in all employee benefit plans and programs made available from time to time to the Company's executive and management employees, paid time off, and reimbursement of reasonable and necessary out-of-pocket business, travel and entertainment expenses.

Under the Pfohl Employment Agreement, Mr. Pfohl is entitled to receive severance benefits if his employment is terminated under certain circumstances. In this regard, if Mr. Pfohl's employment is terminated by the Company without "Cause" (as defined in the Pfohl Employment Agreement), by Mr. Pfohl for "Good Reason" (as defined in the Pfohl Employment Agreement), other than for Cause in the 12 months following a "Change in Control" (as defined in the Pfohl Employment Agreement), he will be entitled to the following severance benefits: (i) a cash payment equal to 1.0x base salary if Mr. Pfohl has been employed for 24 months, but only .5x base salary if employed for less than 24 months, payable in a lump sum or ratably on a monthly basis over the 12-month period following termination; (ii) a pro rata portion, in cash, of the annual performance bonus Mr. Pfohl would have earned for the fiscal year in which termination occurs if his employment had not ceased; and (iii) payment of accrued vacation time pursuant to Company policy and reimbursement for expenses incurred through the date of termination, and accrued benefits through the Company's benefit plans and programs.

If Mr. Pfohl's employment is terminated by the Company for Cause or if Mr. Pfohl voluntarily terminates his employment, he will be entitled to continue to participate in the Company's medical benefit plans to the extent required by law, and the Company will promptly pay Mr. Pfohl his accrued salary and vacation pay, reimbursement for expenses incurred through the date of termination, and accrued benefits through the Company's benefit plans and programs.

If Mr. Pfohl's employment is terminated by reason of death or disability, he or his estate will be entitled to continue to participate in the Company's medical benefit plans to the extent required by law, and the Company will promptly pay Mr. Pfohl or his estate his accrued salary and vacation pay, reimbursement for expenses incurred through the date of termination, and accrued benefits through the Company's benefit plans and programs. In the case of disability, Mr. Pfohl will also be entitled to a pro rata portion, in cash, of the annual performance bonus he would have earned for the fiscal year in which termination occurs if his employment had not ceased.

Mr. Pfohl is bound by noncompetition provisions that restrict him from competing with the Company (with certain exceptions) for 12 months following the termination of his employment with the Company. Mr. Pfohl is also subject to non-solicitation restrictions with respect to Company customers and employees for a 24-month period. Finally, Mr. Pfohl is subject to confidentiality provisions protecting the Company's confidential business information from unauthorized disclosure.

The Pfohl Employment Agreement did not include any stock based compensation for Mr. Pfohl.

Former Executive Officer

Michael W. McMahon In connection with his appointment as our Chief Executive Officer effective on February 1, 2013, Michael W. McMahon entered into an employment letter with us (the “McMahon Employment Letter”) that superseded the employment letter and change of control agreement he had previously entered into in connection with his employment as our Chief Operating Officer. Under the McMahon Employment Letter, Mr. McMahon was paid a base annual salary of $249,999, subject to potential increases in connection with an annual salary review by the Board.

On June 11, 2014, Mr. McMahon was terminated without cause by the then Board. Effective September 25, 2014 we entered into a Severance Agreement and General Release (the “Severance Agreement”) with Mr. McMahon pursuant to which we agreed to (i) pay Mr. McMahon a severance salary of $4,167 per month for 30 months starting from the date of his termination, (ii) grant Mr. McMahon Common Stock valued at 50% of Mr. McMahon’s base annual salary ($125,000), based on a stock price of $0.30, (iii) pay Mr. McMahon $2,000 per month for reimbursement of medical, dental, vision and Company-paid deductible insurance coverage for 13 months starting from the date of his termination, and (iv) award Mr. McMahon 100,000 restricted shares of Common Stock as a replacement for his vested options. These payments and benefits under the Severance Agreement are in final settlement of all wages and other payments owed to him, and any and all claims under the McMahon Employment Letter and in consideration of a release from Mr. McMahon of any claims against us arising in connection with the McMahon Employment Letter. Mr. McMahon received regular salary payments pursuant to the McMahon Employment Letter through his last day of employment with the Company.

Under the McMahon Employment Letter, Mr. McMahon was entitled during his term of employment to participate in all employee benefit plans and programs available to similarly situated employees (subject to eligibility) that we have in force from time to time, and was entitled to 20 days paid vacation each calendar year. Mr. McMahon was also entitled to options, granted on February 2, 2013 pursuant to the 2012 Share Incentive Plan, to purchase a total of 1,500,000 shares of Common Stock at $0.93 per share (the closing price of our Common Stock on the date of grant), which vested as follows: options to purchase 271,250 shares vested immediately upon commencement of employment; and options to purchase 234,375 shares vested upon the six-month anniversary of his start date.

Mr. McMahon's Employment Letter provided that if Mr. McMahon's employment was terminated for any reason other than for "Cause" (as defined in the McMahon Employment Letter) or his voluntary resignation, in exchange for a general release by Mr. McMahon of us and our officers, directors, employees, Stockholders, and agents from liability, as well as one-year non-solicitation and non-competition covenants from Mr. McMahon, Mr. McMahon would have been entitled to receive, for 12 months following his date of termination, (i) his base salary plus (ii) $2,000 per month to offset his potential medical, dental and life insurance expenses and any premiums required under COBRA comparable state law, each paid in accordance with our payroll and benefit policies. In addition, we would also have (also in exchange for a general release by Mr. McMahon of us and our officers, directors, employees, Stockholders, and agents from liability) (1) extended the period during which Mr. McMahon may exercise his option with respect to any portion or all of his vested options to purchase shares to within 12 months following his date of separation, and (2) agreed not to exercise any right of repurchase. The McMahon Employment Letter provided that the options would have been exercisable for five years from the vesting date, subject to approval of the Board, provided that no options could have been exercised after 10 years following the date of grant. Mr. McMahon would have also remained subject to the terms of our proprietary information and inventions agreement.

Outstanding Equity Awards at Fiscal Year-End

The following table summarizes the outstanding equity award holdings held by our named executive officers at March 31, 2015. At March 31, 2015, there were no outstanding equity awards to any either of our named executive officers.

Outstanding Equity Awards at 2015 Fiscal Year-End

	Option awards			
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**
Gerald McGuire	—	—	$—	—
Jonathan M. Pfohl	—	—	$—	—

Director Compensation

The following table shows the compensation paid to individuals who served on our Board of Directors, none of whom are named executive officers, during the fiscal year ended March 31, 2015.

Name	Fees Earned or Paid in Cash ($)(1)	Option Awards ($)(2)	All Other Compensation ($)	Total ($)
Edward S. Adams	$ 1,250	$ —	$ —	$ 1,250
James Korn	—	—	—	—
Karl Leaverton	—	—	—	—
Bruce Likly	—	—	—	—
Robert C. Linares	1,250	—	—	1,250
Bernard M. McPheely	—	—	—	—
Lewis Smoak	—	—	—	—
Theodorus Strous	1,250	—	—	1,250
Ben Wolkowitz	—	—	—	—

(1) Includes board meeting and executive committee fees.

(2) There were no option awards outstanding to any of directors at March 31, 2015.

After the change in our Board of Directors on June 23, 2014, our directors did not receive any compensation for serving on the board during the fiscal year ended March 31, 2015.

Compensation Committee

The Company established a Compensation Committee during the fiscal year to provide oversight and direction with respect to compensation of management. The members of the Compensation Committee are Lewis Smoak, Karl Leaverton and James Korn. Mr. Smoak serves as the Chair of the Compensation Committee.

Compensation Committee Interlocks and Insider Participation

During the fiscal year ended March 31, 2015, the following individuals served on our Board of Directors: Edward S. Adams, Bruce Likly, James Korn, Karl Leaverton, Robert C. Linares, Gerald McGuire, Bernard M. McPheely, Lewis Smoak, Theodorus Strous and Ben Wolkowitz. Messrs. Adams, Linares and Strous resigned from the Board on June 23, 2014.

Mr. McPheely joined the Board on June 23, 2014 and previously served on the Board from August 13, 2012 until he resigned on May 13, 2013. In addition to serving on the Board of Directors, Mr. McGuire serves as the President and Chief Executive officer of the Company. No other director who served on our Board during the fiscal year ended March 31, 2015 is a former or current officer of the Company, or has other interlocking relationships, as defined by the SEC.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of March 31, 2015, the beneficial ownership of the outstanding common stock by: (i) the persons or groups known to us to be the beneficial owners of more than five (5%) percent of the shares of our outstanding common stock; (ii) each of our named executive officers and current directors; and (iii) our directors and executive officers as a group. Unless otherwise indicated, each of the stockholders named in the table below has sole voting and dispositive power with respect to such shares of common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)(2)		Percentage of Beneficial Ownership	
Directors and Named Executive Officers				
James Korn 411 University Ridge, Suite D, Greenville, SC 29601	—		—	%
Karl Leaverton 411 University Ridge, Suite D, Greenville, SC 29601	333,333		0.6	%
Bruce Likely 411 University Ridge, Suite D, Greenville, SC 29601	800,500		1.4	%
Gerald McGuire 411 University Ridge, Suite D, Greenville, SC 29601	—		—	%
Bernard McPheely 411 University Ridge, Suite D, Greenville, SC 29601	1,130,435	(3)	2.0	%
Jonathan Pfohl *411 University Ridge, Suite D, Greenville, SC 29601*	—		—	%
Lewis Smoak 411 University Ridge, Suite D, Greenville, SC 29601	1,026,666		1.8	%
Ben Wolkowitz *411 University Ridge, Suite D, Greenville, SC 29601*	158,333		0.3	%

All directors and named executive officers as a group (8 persons)	3,449,269		6.1	%
Other 5% Stockholders				
Thomas P. Hartness Revocable Trust dated July 30, 2010 1200 Garlington Road, Greenville, SC 29615	5,223,325	(4)	8.8	%
Edwards S. Adams *287 E. 6th Street, Suite 140, St. Paul, MN 55101*	3,790,000	(5)	6.7	%
Michael R. Monahan *4824 Thomas Avenue S, Minneapolis, MN 55410*	3,756,188	(5)	6.6	%

(1) Includes shares for which the named person has sole voting and investment power, has shared voting and investment power, or holds in an IRA or other retirement plan and shares held by the named person's spouse.

(2) For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock which that person has the right to acquire within 60 days following March 31, 2015. For purposes of computing the percentage of outstanding shares of common stock held by each person or group of persons named above, any shares which that person or persons has or have the right to acquire within 60 days following March 31, 2015, is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

(3) Mr. McPheely owns 817,935 common shares issued through the Bernard M. McPheely Revocable Trust u/a DTD May 25, 2011. The number reported includes 312,500 warrants issued in connection with the purchase of units from the company consisting of one share of common stock and one warrant for the purchase of a share of common stock.

(4) The number reported includes 2,500,000 Warrants issued to the Trust in connection with its purchase from the Company of units consisting of one share of common stock and one warrant for the purchase of a share of common stock. All shares reported are held by Thomas P. Hartness as trustee of the Trust, and in that capacity Mr. Hartness has sold voting and dispositive power with respect to such shares.

(5) Based on information contained in Schedule 13D filed with the SEC on February 13, 2015.

Securities Authorized for Issuance under Equity Compensation Plans

The following table summarizes the sole equity compensation plan under which shares of the Company's common stock may be issued as of March 31, 2015.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a))	
Equity compensation plans approved by security holders	—	—	—	
Equity compensation plans not approved by security holders:				
2012 Share Incentive Plan	232,500	$ 0.35	4,767,500	(1)
Total	232,500	$ 0.35	4,767,500	

(1) The 2012 Share Incentive Plan provides for the issuance of any shares available under the plan in the form of restricted or unrestricted stock awards, phantom stock, performance awards and other types of stock-based awards, in addition to the granting of options or stock appreciation rights.

The Scio Diamond Technology Corp. 2012 Share Incentive Plan (the "2012 Share Incentive Plan") was adopted by the Company's Board of Directors on May 7, 2012. The 2012 Share Incentive Plan permits the granting of stock options, stock appreciation rights, restricted or unrestricted stock awards, phantom stock, performance awards, other stock-based awards, or any combination of the foregoing. Up to 5,000,000 shares of the Company's common stock are

authorized for issuance pursuant to awards granted under the 2012 Share Incentive Plan to the Company's directors, officers, employees and consultants providing bona fide services to or for the Company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE.

Related Party Transactions

During the fiscal year ended March 31, 2015, five directors of the Company participated in the Company's private placement stock offering. Karl Leaverton purchased 333,333 shares for $100,000, Bruce Likly purchased 375,000 shares for $112,500, Lewis Smoak purchased 666,666 shares for $200,000, Bern McPheely purchased 133,333 shares for $40,000, and Ben Wolkowitz purchased 158,333 shares for $47,500.

Director Independence

Our Board has determined that Messrs. McPheely, Korn, Leaverton, Likly, Smoak and Wolkowitz are "independent" directors, based upon the independence criteria set forth in the corporate governance listing standards of The NASDAQ Stock Market, the exchange that the Board selected in order to determine whether our directors and committee members meet the independence criteria of a national securities exchange, as required by Item 407(a) of Regulation S-K. Our Board has determined that Mr. McGuire is not independent based on these criteria.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

On March 22, 2012, the Board of Directors engaged Cherry Bekaert LLP to serve as the Company's independent auditor for the fiscal year ended March 31, 2012. Cherry Bekaert LLP has been out auditor for all subsequent fiscal years.

The following table shows the expenses that we incurred for services performed in fiscal years ended March 31, 2015 and 2014:

	Fiscal Year Ended March 31,	
	2015	2014
Audit Fees	$ 112,204	$ 80,000
Audit-Related Fees	—	—
Tax Fees	8,575	7,500
All Other Fees	—	—
Total	$ 120,779	$ 87,500

Audit Fees

This category includes the aggregate fees billed for professional services rendered by the independent auditors during the Company's 2015 and 2014 fiscal years for the audit of the Company's annual financial statements, quarterly reports on Form 10-Q, and SEC registration statement.

Audit Related Fees

This category includes the aggregate fees billed for professional services rendered by the independent auditors during the Company's 2015 and 2014 fiscal years for other audit related services.

Tax Fees

This category includes aggregate fees billed for professional services rendered by the independent auditors during the Company's 2015 and 2014 fiscal years for preparation of tax returns and related advisory services.

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All Other Fees

This category includes the aggregate fees billed for professional services rendered by the independent auditors during the Company's 2015 and 2014 fiscal years for employee compensation related advisory services and other advisory services.

Oversight of Accountants; Approval of Accounting Fees

The Company's Audit Committee approved the accounting services and fees reflected in the table for the fiscal year ended March 31, 2015. For the prior fiscal year, the fees were approved by the whole Board of Directors, and none of the services were performed by individuals who were not employees.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1)Financial Statements

The following financial statements are located in Item 8 of this Report:

Report of Independent Registered Public Accounting Firm

Balance Sheets as of March 31, 2015 and 2014

Statements of Operations for the years ended March 31, 2015 and 2014

Statements of Cash Flow for the years ended March 31, 2015 and 2014

Statements of Shareholders' Equity for the year ended March 31, 2015

Notes to the Financial Statements

(3)Exhibits

The following exhibits are filed with this Report on Form 10-K as required by Item 601 of Regulation S-K:

3.1	Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Form S-1/A filed with the SEC on May 13, 2010).
3.2	Certificate of Amendment to Articles of Incorporation (incorporated by reference to Exhibit 3.1(a) to the Form 8-K filed with the SEC on August 11, 2011).
3.3	Amended and Restated bylaws (incorporated by reference to Exhibit 3.1 to the Form 8-K filed with the SEC Commission on June 26, 2014).
3.4	Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Form 8-K filed with the SEC on November 4, 2014).

4.1	Loan Agreement dated as of June 21, 2013 between Scio Diamond Technology Corporation and Platinum Capital Partners, LP (incorporated by reference to Exhibit 4.1 to the Form 8-K filed with the SEC on September 20, 2013).
4.2	Security Agreement dated as of June 21, 2013 between Scio Diamond Technology Corporation and Platinum Capital Partners, LP (incorporated by reference to Exhibit 4.2 to the Form 8-K filed with the SEC on September 20, 2013).
4.3	Promissory Note dated as of June 21, 2013 made by Scio Diamond Technology Corporation in favor of Platinum Capital Partners, LP (incorporated by reference to Exhibit 4.3 to the Form 8-K filed with the SEC on September 20, 2013).
4.4	First Amendment to Loan Agreement dated October 11, 2013 between Scio Diamond Technology Corporation and Platinum Capital Partners, LP (incorporated by reference to Exhibit 4.1 to the Form 8-K filed with the SEC on October 18, 2013).
4.5	Promissory Note dated October 11, 2013 made by Scio Diamond Technology Corporation in favor of Platinum Capital Partners, LP (incorporated by reference to Exhibit 4.2 to the Form 8-K filed with the SEC on October 18, 2013).
4.6	Second Amendment to Loan Agreement, dated as of October 16, 2014, by and between the Company and Platinum Capital Partners, LP (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on October 22, 2014).
4.7	Loan Agreement dated as of December 16, 2014, between the Company and Heritage Gemstone Investors, LLC (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on December 22, 2014).
4.8	Security Agreement dated as of December 16, 2014, between the Company and Heritage Gemstone Investors, LLC (incorporated by reference to Exhibit 10.2 to the Form 8-K filed with the SEC on December 22, 2014).
10.1	Asset Purchase Agreement by and among Krossbow Holding Corporation and Scio Diamond Technology Corporation (incorporated by reference to Exhibit 10.1 to the Form 8-K/A filed with the SEC on August 15, 2011).
10.2	Schedule 1.1(a) “Acquired Assets” of the Asset Purchase Agreement by and among Krossbow Holding Corporation and Scio Diamond Technology Corporation (incorporated by reference to Exhibit 10.1 to the Form 8-K/A filed with the SEC on August 15, 2011).

10.3	Asset Purchase Agreement by and among Scio Diamond Technology Corporation and Apollo Diamond, Inc. (incorporated by reference to Exhibit 10.3 to the Form 10-Q/A for the fiscal quarter ended September 30, 2011 filed with the SEC on August 16, 2012).
10.4	Asset Purchase Agreement by and among Scio Diamond Technology Corporation and Apollo Diamond Gemstone Corporation (incorporated by reference to Exhibit 10.3 to the Form 10-K for the fiscal year ended March 31, 2012 filed with the SEC on August 16, 2012).
10.5	Amended and Restated Employment Agreement by and between Scio Diamond Technology Corporation and Joseph D. Lancia (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on August 8, 2012). (1)
10.5A	Change in Control Agreement by and between Scio Diamond Technology Corporation and Joseph D. Lancia (incorporated by reference to the Exhibit 10.4 to Form 8-K filed with the SEC on August 8, 2012). (1)
10.5B	Agreement of Separation, Waiver, and Release of Joseph D. Lancia (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on December 7, 2012). (1)
10.6	Amended and Restated Employment Agreement by and between Scio Diamond Technology Corporation and Charles G. Nichols (incorporated by reference to Exhibit 10.3 to the Form 8-K filed with the SEC on August 8, 2012). (1)
10.6A	Change in Control Agreement by and between Scio Diamond Technology Corporation and Charles G. Nichols (incorporated by reference to Exhibit 10.6 to the Form 8-K filed with the SEC on August 8, 2012). (1)
10.6B	Agreement of Separation, Waiver, and Mutual Release of Charles G. Nichols (incorporated by reference to Exhibit 10.2 to the Form 8-K filed with the SEC on December 7, 2012). (1)
10.7	Amended and Restated Employment Agreement by and between Scio Diamond Technology Corporation and Michael W. McMahon (incorporated by reference to Exhibit 10.2 to the Form 8-K filed with the SEC on August 8, 2012). (1)
10.7A	Employment Letter with Michael McMahon (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on February 4, 2012). (1)
10.7B	Change in Control Agreement by and between Scio Diamond Technology Corporation and Michael W. McMahon (incorporated by reference to Exhibit 10.5 to the Form 8-K filed with the SEC on August 8, 2012). (1)

10.7C	Severance Agreement and General Release, effective September 25, 2014, between the Company and Michael W. McMahon (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on October 1, 2014).(1)
10.8	Subscription Agreement dated May 4, 2012 (incorporated by reference to Exhibit 10.11 to the Form 10-K for the fiscal year ended March 31, 2012 filed with the SEC on August 16, 2012).
10.9	Form of Warrant by and between Scio Diamond Technology Corporation and certain Investors (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on May 10, 2012).
10.10	Scio Diamond Technology Corp. 2012 Share Incentive Plan (incorporated by reference to Exhibit 10.2 to the Form 8-K filed with the SEC on February 4, 2012). (1)
10.10A	Scio Diamond Technology Corp. Amended and Restated 2012 Share Incentive Plan (incorporated by reference to Exhibit 10.10A to the Form 10-K for the fiscal year ended March 31, 2015 filed with the SEC on June 29, 2015). (1)
10.10B	Form of Qualified Stock Option Grant Agreement by and between Scio Diamond Technology Corporation and certain Executive Officers (incorporated by reference to Exhibit 10.7 to the Form 8-K filed with the SEC on August 8, 2012). (1)
10.10C	Form of Stock Option Grant Agreement (Non-Qualified Stock Option) for Non-Employee Directors (incorporated by reference to Exhibit 10.6 to the Form 10-Q filed with the SEC on February 14, 2013). (1)
10.10D	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.10D to the Form 10-K for the fiscal year ended March 31, 2015 filed with the SEC on June 29, 2015). (1)
10.11	Lease with Innovation Center (incorporated by reference to Exhibit 10.01 to the Form 10-Q for the fiscal quarter year ended March 31, 2012 filed with the SEC on August 16, 2012).
10.11A	Supplemental Notice to Lease dated October 14, 2011, by and between Scio Diamond Technology Corporation and Innovation Center, LLC (incorporated by reference to Exhibit 10.14 to the Form 10-K for the fiscal year ended March 31, 2012 filed with the SEC on August 16, 2012).

10.12	Employment Letter Agreement of Stephen D. Kelley (incorporated by reference to Exhibit 10.3 to the Form 8-K filed with the SEC on December 7, 2012). (1)
10.13	Employment Letter Agreement dated March 4, 2013 between Scio Diamond Technology Corporation and Jonathan Pfohl (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on March 7, 2013). (1)
10.13B	Employment Agreement dated March 31, 2015 between Scio Diamond Technology Corporation and Jonathan Pfohl (incorporated by reference to Exhibit 99.2 to Form 8-K filed with the SEC on April 6, 2015).(1)
10.14	Code of Ethics and Business Conduct (incorporated by reference to Exhibit 10.8 to the Form 8-K filed with the SEC on August 8, 2012).
10.14A	Code of Conduct (incorporated by reference to Exhibit 10.14A to the Form 10-K for the fiscal year ended March 31, 2015 filed with the SEC on June 29, 2015).
10.14B	Corporate Governance Guidelines (incorporated by reference to Exhibit 10.14B to the Form 10-K for the fiscal year ended March 31, 2015 filed with the SEC on June 29, 2015).
10.15	Warrant dated March 25, 2013 by and between Scio Diamond Technology Corporation and Theodorus Strous (incorporated by reference to Exhibit 10.15 to the Form 10-K for the fiscal year ended March 31, 2014 filed with the SEC on June 27, 2013). (1)
10.16	Warrant dated March 25, 2013 by and between Scio Diamond Technology Corporation and Filip De Weerdt (incorporated by reference to Exhibit 10.16 to the Form 10-K for the fiscal year ended March 31, 2014 filed with the SEC on June 27, 2013).
10.17	Consulting Agreement dated March 6, 2013 by and between Scio Diamond Technology Corporation and Theodorus Strous (incorporated by reference to Exhibit 10.17 to the Form 10-K for the fiscal year ended March 31, 2014 filed with the SEC on June 27, 2013). (1)
10.18	Consulting Agreement dated March 6, 2013 by and between Scio Diamond Technology Corporation and Michael R. Monahan (incorporated by reference to Exhibit 10.18 to the Form 10-K for the fiscal year ended March 31, 2014 filed with the SEC on June 27, 2013). (1)
10.19	Joint Venture Agreement, by and between Scio Diamond Technology Corporation, SAAMABA, LLC and S21 Research Holdings, dated September 16, 2013 (incorporated by reference to Exhibit 10.1 to the Form 10-Q filed with the SEC on November 14, 2013).

10.20	Shareholders Agreement, by and between Scio Diamond Technology Corporation, SAAMABA, LLC and S21 Research Holdings, dated September 16, 2013 (incorporated by reference to Exhibit 10.2 to the Form 10-Q filed with the SEC on November 14, 2013).
10.21	License Agreement, by and between Scio Diamond Technology Corporation and Grace Rich Limited, dated September 16, 2013 (incorporated by reference to Exhibit 10.3 to the Form 10-Q filed with the SEC on November 14, 2013).
10.22	Development Agreement, by and between Scio Diamond Technology Corporation and Grace Rich Limited, dated September 16, 2013 (incorporated by reference to Exhibit 10.5 to the Form 10-Q filed with the SEC on November 14, 2013).
10.23	Consulting Services Agreement, by and between Scio Diamond Technology Corporation and Grace Rich Limited, dated September 16, 2013 (incorporated by reference to Exhibit 10.4 to the Form 10-Q filed with the SEC on November 14, 2013).
10.24	Rights Agreement, dated as of April 15, 2014, between Scio Diamond Technology Corporation and Empire Stock Transfer Inc. which includes the Form of Rights Certificate as Exhibit A and Summary of Rights to purchase Common Stock as Exhibit B (incorporated by reference to Exhibit 4.1 to the Form 8-K filed with the SEC on April 16, 2014).
10.25	Amendment No. 1, dated June 22, 2014 to Rights Agreement, dated as of April 15, 2014, by and between Scio Diamond Technology Corporation and Empire Stock Transfer Inc. (incorporated by reference to Exhibit 4.1 to the Form 8-K filed with the SEC on June 26, 2014).
10.26	Settlement Agreement, dated as of June 23, 2014, by and among the Company, the Adams Group and the Save Scio Group (incorporated by reference to Exhibit 99.1 to the Form 8-K filed with the SEC on June 26, 2014).

10.27	Agreement for the Sale and Lease of Growers dated as of December 16, 2014, between the Company and Heritage Gemstone Investors, LLC (incorporated by reference to Exhibit 10.3 to the Form 8-K filed with the SEC on December 22, 2014).
10.28	Renaissance Created Diamond Company, LLC Limited Liability Company Agreement, dated as of December 18, 2014, between the Company and Renaissance Diamond Inc. (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC on December 23, 2014).
10.29	Employment Agreement dated March 31, 2015 between Scio Diamond Technology Corporation and Gerald McGuire (incorporated by reference to Exhibit 99.1 to Form 8-K filed with the SEC on April 6, 2015).(1)
23	Consent of Cherry Bekaert LLP. (incorporated by reference to Exhibit 23 to Form 10-K filed with the SEC on June 29, 2015).
24	Power of Attorney (contained herein as part of the signature pages).*
31.1	Rule 13a-14(a) Certification of the Chief Executive Officer.*
31.2	Rule 13a-14(a) Certification of the Chief Financial Officer.*
32	Section 1350 Certifications of the Chief Executive Officer and Chief Financial Officer.*
101	The following materials from the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2015, formatted in eXtensible Business Reporting Language (XBRL); (i) Balance Sheets as of March 31, 2015 and 2014; (ii) Statements of Operations for the years ended March 31, 2015 and 2014; (iii) Statements of Shareholders' Equity for the years ended March 31, 2015 and 2014; (iv) Statements of Cash Flow for the years ended March 31, 2015 and 2014; and (v) Notes to the Financial Statements (incorporated by reference to Exhibit 101 to Form 10-K filed with the SEC on June 29, 2015).

*Filed herewith.

(1) Management contract or compensatory plan or arrangement required to be filed as an Exhibit to this Annual Report on Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 29, 2015 **SCIO DIAMOND TECHNOLOGY CORPORATION**
/s/ Gerald McGuire
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gerald McGuire, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: June 29, 2015 /s/ GERALD McGUIRE
Gerald McGUIRE
Chief Executive Officer
(Principal Executive Officer)

Date: June 29, 2015 /s/ JONATHAN PFOHL
Jonathan Pfohl
Chief Financial Officer
(Principal Accounting and Financial Officer)

Date: June 29, 2015 /s/ BERNARD McPHEELY
Bernard McPheely
Chairman and Director

Date: June 29, 2015 /s/ BRUCE LIKLY
Bruce Likly
Vice-Chairman and Director

Date: June 29, 2015 /s/ JAMES KORN
James Korn
Director

Date: June 29, 2015 /s/ KARL LEAVERTON
Karl Leaverton
Director

Date: June 29, 2015 /s/ LEWIS SMOAK
Lewis Smoak
Director

Date: June 29, 2015 /s/ BEN WOLKOWITZ
Ben Wolkowitz
Director

EXHIBIT INDEX

24	Power of Attorney (contained herein as part of the signature pages).
31.1	Rule 13a-14(a) Certification of the Chief Executive Officer.
31.2	Rule 13a-14(a) Certification of the Chief Financial Officer.
32	Section 1350 Certifications of the Chief Executive Officer and Chief Financial Officer.