



TECHNOLOGIES FOR A NEW ENVIRONMENT

Third Quarter
Report
2009



pure
TECHNOLOGIES

On behalf of the Board of Directors we are pleased to report another successful quarter for the company.

November 9, 2009

The Company reported a loss of \$2,290,433 on revenues of \$3,878,322 for the third quarter. This included a \$703,987 foreign exchange loss. EBITDA for the quarter (excluding foreign exchange) was (\$1,216,501). This is usually Pure's quietest quarter due to the fact that water utilities in the US are operating at full capacity, and engineering staff are on vacation, thereby reducing the level of activity.

The first three quarters of 2009 have shown a 16% increase in revenue and a 22% decrease in EBITDA compared to 2008. EBITDA has been reduced as expenses increased throughout the year in preparation for the forecasted work in the remainder of 2009 and 2010.

The US market continues to grow and provides 57% of year-to-date revenue. The international market is also growing, with significant projects completed in Australia and Africa. Our branch office in Abu Dhabi was officially registered during the quarter and we expect to generate projects in the Middle East based out of this office.

The acquisition of Jason Consultants was completed close to the end of the quarter. This acquisition will provide us with increased exposure in the wastewater sector. We continue to work on the Washington Suburban Sanitary Commission (WSSC) contract, which is providing revenue in all four revenue streams. Our first un-manned robotic P-Wave inspection was completed during the quarter and this development will continue to expand our product line.

While the third quarter was the slowest quarter of the year, the expectation for the remainder of 2009 is for continued growth and profitability. In addition to over \$9 million in confirmed backlog and contracts at the documentation review stage, we are in an advanced stage of negotiation on several significant projects. Current indications point to a very busy fourth quarter and significant organic growth in 2010.

We continue to pursue opportunities for strategic acquisitions that could expand our product range and revenue base in the civil infrastructure and water sectors. As our revenues grow, we expect less quarterly volatility in our business.

Respectfully,



Peter O. Paulson
Chief Executive Officer



John F. Elliott
President &
Chief Operating Officer

This management discussion and analysis ("MD&A") provides analysis of the financial condition and results of operations of Pure Technologies Ltd. and its subsidiaries ("the Company") and compares the quarter ended September 30, 2009 financial results with those of the same quarter last year. The MD&A should be read in conjunction with the audited consolidated financial statements and related notes for the year ended December 31, 2008, which have been prepared in accordance with generally accepted accounting principles in Canada.

November 9, 2009

Forward-Looking Statements

This MD&A contains forward-looking statements. When used in this MD&A the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "seek", "propose", "estimate", "expect", and similar expressions, as they relate to the Company, are intended to identify forward-looking statements. In particular, this MD&A contains forward-looking statements with respect to, among other things, business objectives, expected growth, results of operations, performance, business projects and opportunities and financial results. Specifically, such forward-looking statements are set forth under "Outlook" and "Liquidity and Capital Resources". In particular, forward-looking information and statements include:

- Expected growth of the Company in 2009 will be financed through existing cash flows
- Customer acceptance and confidence in the technologies will continue to increase demand

These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such statements reflect the Company's current views with respect to future events based on certain material factors and assumptions and are subject to certain risks and uncertainties including without limitation, changes in market competition, governmental or regulatory developments, changes in tax legislation, general economic conditions and other factors set out in the Company's public disclosure documents.

Many factors could cause the Company's actual results, performance or achievements to vary from those described in this MD&A, including without limitation those listed above as well as the assumptions upon which they are based proving incorrect. These factors should not be construed as exhaustive. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described in this MD&A as intended, planned, anticipated, believed, sought, proposed, estimated or expected, and such forward-looking statements included in this MD&A herein should not be unduly relied upon. These statements speak only as of the date of this MD&A. The Company does not intend, and does not assume any obligation, to update these forward-looking statements except as required by law. The forward-looking statements contained in this MD&A are expressly qualified as cautionary statements. Financial outlook information contained in this MD&A about prospective results of operations, financial position or cash flows is based on assumptions about future events, including economic conditions and proposed courses of action, based on management's assessment of the relevant information currently available. Readers are cautioned that such financial outlook information contained in this MD&A should not be used for the purposes other for which it is disclosed herein.

Additional information relating to Pure can be found on its website at www.puretechnologiesltd.com. The continuous disclosure materials of the Company, including its annual MD&A and Consolidated Financial Statements, Annual Information Form, Information Circular, and press releases issued by the Company, are also available through the Company's website or directly through the SEDAR system at www.sedar.com.

Non-GAAP Measures

The Company uses both GAAP and non-GAAP measures to make strategic decisions and set targets and believes that these non-GAAP measures provide useful supplemental information to investors. EBITDA, gross profit, gross margin, cash from operations, working capital and backlog are measures used by the Company that do not have a standardized meaning prescribed by GAAP and may not be comparable to similar measures used by other companies. Included at the end of this MD&A are tables calculating or reconciling these non-GAAP measures where applicable.

Gross profit is defined as revenue less cost of goods sold. Gross margin is revenue less cost of sales divided by revenue expressed as a percentage. Cost of sales includes direct materials, sub-trades, and travel related expenditures. EBITDA is defined as income from continuing operations before interest, income taxes and amortization on property, plant and equipment, intangible assets, and gains or losses on the sale of property, plant and equipment. Gains and losses on foreign exchange are excluded from the EBITDA calculation. Readers are cautioned that EBITDA should not be construed as an alternative to net income as determined in accordance with GAAP.

Cash from operations is defined as cash flows from operating activities before changes in non-cash working capital. Working capital is defined as current assets less current liabilities.

Backlog is defined as the total value of orders that have not yet been included in revenue and that management has assessed as having a high certainty of being performed because of the existence of a contract or purchase order specifying the scope, value and timing of an order.

Our Business

Pure provides monitoring and surveillance of critical physical infrastructure utilizing patented and proprietary technologies. Pure has developed, and continues to develop, unique technologies primarily focused on the water and wastewater industry, bridges, buildings and parking structures, and oil and gas pipelines. Our main business streams, along with the corresponding technologies and services, consist of:



1. Proprietary monitoring equipment for pipelines, bridges and structures

SoundPrint® is a patented acoustic monitoring technology used to provide continuous remote health monitoring of water and wastewater pipelines, bridges, buildings, parking structures and other infrastructure components.

SoundPrint® AFO is an acoustic fibre-optic monitoring system for structural monitoring and leak detection in prestressed concrete water and wastewater pipelines, and for leak detection and surveillance of oil and gas pipelines. The use of acoustically-sensitive optical fibre and proprietary optical processing techniques allows Pure to monitor considerably longer lengths of pipelines from a single access point. Patents are pending.

2. Technical services including inspection, leak detection and condition assessment.

P-Wave® is a patented non-destructive testing technology that utilizes electromagnetic techniques to provide a "snapshot" of the condition of concrete pipe used for water and wastewater transmission lines. P-Wave, in combination with SoundPrint acoustic monitoring, provides a comprehensive management solution for the owners and managers of water and wastewater pipelines.

SoundPrint SmartBall® is a new and innovative leak detection technology. It is a free-swimming foam ball with an instrumented aluminum core capable of detecting very small acoustic events in pipelines. SmartBall can be inserted into a pipeline and can travel with the water flow for more than twelve hours, collecting information about leaks over many miles of pipeline with a single deployment. Patents are pending.

CableScan utilizes the magnetostrictive sensing technology ("MsS") invented and patented by Southwest Research Institute of San Antonio, Texas. Pure holds a worldwide license for MsS for bridge applications. MsS is also applicable for non-destructive evaluation of steel pipelines, storage tanks and ground anchors, and Pure recently introduced the technology to Canadian oil and gas pipeline operators.

3. Specialized engineering services in areas related to asset management, primarily in the area of pipeline condition assessment for water and wastewater infrastructure.

Openaka is a nationally recognized consulting engineering firm specializing in assessing, repairing, and managing pipelines, with a major focus on Prestressed Concrete Cylinder Pipes (PCCP).

Price Brothers (UK) Ltd. is a specialty engineering company active in the water resources sector. Since 1982, the company has been providing specialty engineering advice and project management support to the Great Man-Made River Project (GMRP) in Libya, primarily relating to pipe design, manufacture and installation.

Jason Consultants is a specialist consultancy focused on underground infrastructure engineering and technology. The company provides its clients with world-class expertise in the inspection, assessment and rehabilitation of water and wastewater pipelines; trenchless technology; and related underground infrastructure fields.

4. Recurring revenue from data analysis and site maintenance for these technologies, and from licensing of our SmartBall leak detection system.

Key Financial Data and Comparative Figures

(\$'000's except per share data)

Three Months Ended	Sept 30, 2009
Cash	\$ 18,410
Working capital	27,806
Capital assets	6,633
Total assets	36,498
Shareholders's equity	34,336
Revenues	3,878
EBITDA	(1,217)
Net income (loss)	(2,290)
Net income (loss) per share	
– basic	(0.07)
– diluted	(0.07)

Three Months Ended	June 30, 2009	Mar 31, 2009	Dec 31, 2008	Sept 30, 2008
Cash	\$ 17,880	\$ 20,826	\$ 20,204	\$ 17,458
Working capital	30,396	30,354	27,605	26,311
Capital assets	6,176	5,783	6,089	6,228
Total assets	38,931	38,444	36,232	35,056
Shareholders's equity	36,486	36,064	33,658	32,488
Revenues	6,764	8,164	6,018	4,728
EBITDA	683	1,965	39	(365)
Net income (loss)	(395)	1,826	778	(635)
Net income (loss) per share				
– basic	(0.01)	0.06	0.02	(0.02)
– diluted	(0.01)	0.05	0.02	(0.02)

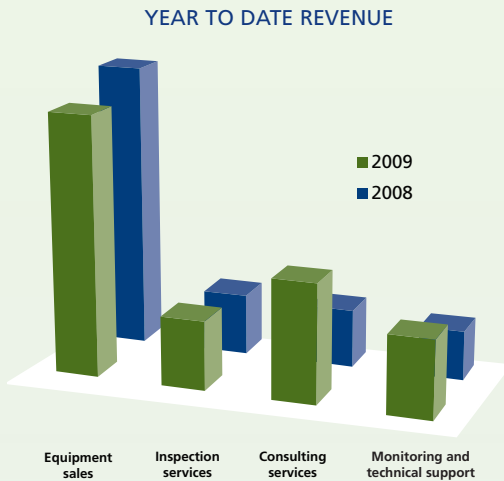
Three Months Ended	June 30, 2008	Mar 31, 2008	Dec 31, 2007
Cash	\$ 9,905	\$ 14,446	\$ 16,452
Working capital	26,607	28,651	25,903
Capital assets	6,183	3,190	3,162
Total assets	35,428	33,069	29,955
Shareholders's equity	32,742	32,033	29,267
Revenues	5,394	6,028	8,452
EBITDA	446	1,755	2,706
Net income (loss)	209	1,905	3,390
Net income (loss) per share			
– basic	0.01	0.06	0.11
– diluted	0.01	0.06	0.11

Current Outlook

The first three quarters of 2009 has shown a 16% increase in revenue and a 22% decrease in EBITDA compared to 2008. The US market continues to grow and provides 57% of year to date revenue. The international market is also growing with significant projects completed in Australia and Africa. Our branch office in Abu Dhabi was officially registered during the quarter and we expect to generate projects in the Middle East based out of this office. The acquisition of Jason Consultants was completed close to the end of the quarter. Through this acquisition, increased deployment in the wastewater sector will be a focus. We continue to work on the Washington Suburban Sanitary Commission (WSSC) contract providing revenue in all four business streams. Our first non-manned P-Wave inspection was completed during the quarter and it will continue to expand our product line. As expected, the third quarter was the slowest quarter of the year, but the expectation for the remainder of 2009 is for continued growth and profitability.

Current confirmed backlog is in excess of \$7 million. Pure has also received verbal confirmation of projects in excess of \$2 million which are subject to the normal contract review process and final documentation. Annualized monitoring and technical support revenue under contract is in excess of \$ 4 million.

Results of Operations



Overall, revenues have decreased by 18% in the third quarter compared to the same period in 2008. Year to date revenues have increased by 16%. While the third quarter is typically the lowest revenue generating quarter, work continues on projects that will be delivered in the next quarter and in 2010.

Equipment sales have shown a decrease of 74% for the quarter while year to date the decrease is 9%. The third quarter of 2008 included the delivery and installation of an AFO system while there were no deliveries of AFO systems in the third quarter of 2009. Scheduled deliveries for the third quarter were postponed and are expected to be delivered in the fourth quarter. Revenue recognition of equipment sales is dependent upon the delivery of the equipment, making the quarterly revenue somewhat volatile. The year to date revenue is a better indicator of performance.

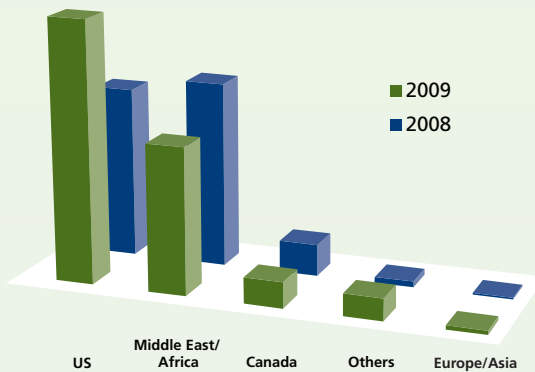
Inspection service revenue increased from the third quarter of 2008 (111%) and on a year to date basis (14%). SmartBall continues to gain credibility in leak detection and the first use of the robotics equipment purchased from Pipe Eye facilitated an unmanned PWave inspection. This allows for the inspection to be completed in a depressurized pipe with minimal dewatering versus full dewatering for the manned inspections.

Consulting services for the third quarter of 2009 increased 16% and 106% for the year to date. The increase for the third quarter is a result of continued work on the WSSC contract while the year to date increase also takes into account PBUK for the full year.

Revenue from monitoring and technical support increased by 80% for the quarter and increased 59% year to date. With the additions to the installed base of AFO and SoundPrint systems, this revenue source continues to increase each year. Work continues on the installation and commissioning of the systems sold in 2007 and 2008 to Libya.

No revenue or expenses have been recorded from the acquisition of Jason Consultants Ltd. and Jason Consultants LLC due to the timing of the close of the transaction. These companies will begin their contributions in the next quarter.

REVENUE BY AREA



The largest growth in revenue still continues in the US market. While the Middle East and Africa revenues have still lagged behind those of 2008, current interest for our products in this area suggests that projects will develop in the last quarter of 2009 and into 2010. We continue to develop relationships with parties in Europe and Asia to market our products, especially for SmartBall inspections.

Gross profit decreased by 1% for the quarter and increased by 29% on a year to date basis. Gross margin was 67% in the third quarter of 2009 compared to 56% in 2008. Year to date margin for 2009 is 68% compared to 62% in 2008. All product lines continue to deliver target margins with only slight deviations from quarter to quarter. Our design engineers continue to work on improved processes to ensure that the delivery and installations of our products and technologies are cost efficient to ensure the sustainability of our margins.

Marketing expenses for the quarter have increased by 28% over the third quarter of 2008 and have increased 34% year to date. Increased staffing and increased presence in the international market has caused the increase. This quarter has seen the registration and establishment of a branch office in Abu Dhabi. This office will serve as a marketing and operational hub for the Middle Eastern work that we are currently bidding. As a percentage

of revenue, marketing expenses have increased to 16% from 14% in 2008, having been impacted by the Abu Dhabi costs. Overall, marketing expenses have been consistent throughout the three quarters of 2009.

Engineering and operations expenses have increased by 56% over the third quarter of 2008 and 99% year to date. As a percentage of revenue, these expenses have grown from 9% to 15% year to date. We have expanded our operations and engineering group over the last year and a half as a result of the rapid expansion in our revenues. Training is a critical component of our operations group and new staff are trained for 3 to 6 months before they are qualified for projects in the field. Consulting and inspection services are heavily dependent on labor and as we increase these areas of revenue, operation expenses will be affected. However, in 2010, as a percentage of revenue, these expenses will level off. As well, PBUK expenses are included for all of 2009 figures while only five months are included in the 2008 figures. Engineering and operations expenses have been consistent throughout the three quarters of 2009.

General and administrative expenses for the quarter have increased 2%. Year to date expenses have increased by 30%. The year to date increase is due to inclusion of PBUK. As a percentage of revenue, these expenses have grown from 22% to 24% year to date. As a percentage of revenue, general & administrative expenses should start to decline in the next quarter. The expenses have declined from the previous two quarters in 2009.

Research and development expenses increased for the quarter by 124%. Year to date expenses have increased by 15%. In the third quarter of 2008, \$118,000 was capitalized in relation to the oil and gas SmartBall. There has been no corresponding capitalization in 2009. In 2008, grant payments were deducted from the amounts capitalized, but since no costs were capitalized in 2009, these payments were deducted from the research and development expenses. In addition, the current research and development projects have reduced material usage compared to the prior year.

Depreciation and amortization for 2009 increased by 27% compared to the third quarter of 2008 and 23% year to date. The rise in depreciation and amortization expense reflects amortization of development costs capitalized in 2008 as well as the amortization of intangible assets on the acquisition of PBUK. The Company changed its accounting estimate of computer hardware for depreciation purposes from 5 years to 3 years effective June 1, 2009.

EBITDA for the third quarter decreased 233% compared to 2008. Year to date, EBITDA has decreased by 22%. In preparing for the increase in forecasted work throughout 2009 and 2010, expenses have increased in the year. With the lower revenues in the third quarter, the EBITDA has been significantly affected in the quarterly comparison. On a year to date basis, while there has been a decrease, it is not as dramatic. It is expected that the fourth quarter will be significantly stronger than the third quarter, reversing the trend.

Liquidity and Capital Resources

The Company's working capital balance at September 30, 2009 was \$27.8 million compared to \$27.6 million at December 31, 2008. While cash on hand has decreased \$1.8 million mainly due to increased receivables, cash from operations generated approximately \$0.4 million during 2009. Capital expenditures of \$0.5 million and the acquisitions of PipeEye International and Jason Consultants Ltd. of \$1.04 million were offset by funds from the exercise of options of \$1.05 million. The Company expects that it can finance its short term strategies with the cash generated from operations.

The Company also has an asset based facility for short term financing when required but, currently, has not drawn on this facility.



Commitments and Contingencies

The Company's contractual obligations are consistent with the amounts disclosed in the December 31, 2008 financial statements except as described below. During the second quarter, the Company entered into a new lease agreement for its Columbia, MD operations. The annual lease payments for the first five years of this agreement are approximately \$534,488, payment commenced on July 1, 2009. The Company also entered into a new lease agreement for its Calgary, AB corporate office to expand its occupancy of the current building. The incremental annual lease payments for the lease for the next five years are approximately \$578,325.

Outstanding Share Data

The following tables indicate the common shares and stock options issued and outstanding at December 31, 2008, September 30, 2009 and November 9, 2009.

	November 9, 2009	September 30, 2009	December 31, 2008
Common shares	33,471,996	33,466,996	32,917,735
Stock options	2,463,737	2,468,737	2,745,501
Weighted average number of shares			
– basic	33,222,772	33,186,695	32,546,778
– diluted	33,862,856	33,186,695	32,966,902

Acquisitions

On May 31, 2009, the Company completed a business combination with Pipe Eye International Inc. and Pipe Eye Video Inspection and Services Ltd. for specific assets related to the specialty and long range robotic inspection industry. The purchase price of \$450,000 was allocated as follows:

Property, plant, and equipment	\$ 450,000
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On September 25, 2009, the Company completed the acquisition of the operating subsidiaries of Jason Consultants Group Ltd. for \$543,050 plus legal costs. Jason is a specialist consultancy focused on underground infrastructure engineering and technology. Founded in 1979, the company provides its clients with world-class expertise in the inspection, assessment and rehabilitation of water and wastewater pipelines; trenchless technology; and related underground infrastructure fields. Jason has been recognized every year since 2002 as one of the Top 50 Design Firms in this sector by Trenchless Technology Magazine.

The transaction was allocated as follows:

Goodwill	\$ 544,413
Customer Contract	\$ 50,000

The above amounts are estimates made by management at the time of preparation of the financial statements. Further review and analysis will be completed on the allocation for the December 31, 2009 year end statements.

New Accounting Standards

In June 2009, the AcSB amended certain requirements related to financial instrument disclosure in response to amendments issued by the IASB. The AcSB's amendments are consistent with its strategy to adopt IFRSs and to ensure the existing disclosure requirements for financial instruments are converged to IFRSs to the extent possible. The new disclosure standards require disclosure of fair values based on a fair value hierarchy as well as enhanced discussion and quantitative disclosure related to liquidity risk. The amended disclosure requirements apply to annual consolidated financial statements for fiscal years ending after September 30, 2009.

The CICA issued three new accounting standards in January 2009: section 1582, "Business Combinations", section 1601, "Consolidated Financial Statements", and section 1602,

Non-controlling interests. These new standards will be effective for fiscal years beginning on or after January 1, 2011. The Company is in the process of evaluating the requirements of the new standards.

Section 1582 replaces section 1581, and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standard IFRS 3 – Business Combinations. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

Sections 1601 and 1602 together replace 1600 – Consolidated Financial Statements. Section 1601, establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination which is not applicable to the Company. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27 – Consolidated and Separate Financial Statements and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

Effective January 1, 2009, the Company adopted the new accounting standards relating to goodwill and intangible assets issued by the Canadian Institute of Chartered Accountants (CICA). The new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and other intangible assets subsequent to initial recognition. The new section also provides guidance for the recognition of internally developed intangible assets, including assets developed from research and development activities, ensuring consistent treatment of all intangible assets, whether separately acquired or internally developed. The adoption of these standards did not have a significant impact on the Company's financial statements.

International Financial Reporting Standards (“IFRS”)

In January 2006, the Accounting Standards Board (AcSB) of the Canadian Institute of Chartered Accountants (CICA) adopted a strategic plan for the direction of accounting standards in Canada. On February 13, 2009, the AcSB has confirmed that effective for interim and annual financial statements related to fiscal years beginning on or after January 1, 2011, International Financial Reporting Standards (IFRS) will replace Canada's current Generally Accepted Accounting Principles (GAAP) for all publicly accountable profit-oriented enterprises. The first annual IFRS financial statements will be for the year ending December 31, 2011 and will include the comparative period of 2010. Starting in the first quarter of 2011, the Company will provide unaudited consolidated interim financial information in accordance with IFRS including comparative figures for 2010.

We have documented our assessment of differences between the current Canadian GAAP requirements and IFRS along with our initial preferred accounting policies under IFRS. The documentation is currently being reviewed and final assessments will be made by the start of 2010. As a result of our review, we are addressing disclosure requirements and their impact on systems and processes.

In the period leading up to the changeover, the AcSB will continue to issue accounting standards that are converged with IFRS, thus mitigating the impact of adopting IFRS at the changeover date. The International Accounting Standards Board (“IASB”) will also continue to issue new accounting standards during the conversion period, and, as a result, the final impact of IFRS on the Company's consolidated financial statements will only be measured once all the IFRS applicable at the conversion date are known.

Reconciliation Tables

The following tables show the calculation or reconciliation of non-GAAP measures used in this MD&A from GAAP measures or amounts reflected in the Company's interim unaudited consolidated financial statements (see "Non-GAAP Measures").

The following tables present the calculation of gross profit and gross margin.

Three Months Ended Sept. 30 (in thousands of dollars)	2009	2008	Change
Revenue	\$ 3,878	\$ 4,728	(18%)
Cost of sales	1,268	2,091	(39%)
Gross Profit	\$ 2,610	\$ 2,637	(1%)
Gross Margin (Gross profit as a % of revenue)	67.3%	55.8%	

Nine Months Ended Sept. 30 (in thousands of dollars)	2009	2008	Change
Revenue	\$ 18,807	\$ 16,150	16%
Cost of sales	5,945	6,216	(4%)
Gross Profit	\$ 12,862	\$ 9,934	29%
Gross Margin (Gross profit as a % of revenue)	68.4%	61.5%	

The following tables reconcile net income in accordance with GAAP to EBITDA.

Three Months Ended Sept. 30 (in thousands of dollars)	2009	2008	Change
Net loss	\$ (2,290)	\$ (635)	(261%)
Amortization expense	356	281	27%
Foreign currency (gain) loss	704	20	3,420%
Interest income	(22)	(99)	(78%)
Income tax expense	35	68	(49%)
EBITDA	\$ (1,217)	\$ (365)	(233%)
% of revenue	(31%)	(8%)	

Nine Months Ended Sept. 30 (in thousands of dollars)	2009	2008	Change
Net income (loss)	\$ (859)	\$ 1,479	(158%)
Amortization expense	1,006	820	23%
Foreign currency (gain) loss	1,298	(248)	(623%)
Interest income	(78)	(296)	(74%)
Income tax expense	63	81	(21%)
EBITDA	\$ 1,430	\$ 1,836	(22%)
% of revenue	8%	11%	

The following tables present the calculation of cash from operations.

Three Months Ended Sept. 30 (in thousands of dollars)	2009	2008
Net loss	\$ (2,290)	\$ (635)
Add items not affecting cash:		
Amortization expense	356	281
Future tax expense (recovery)	(11)	(11)
Unrealized foreign exchange (gain) loss	(560)	–
Stock-based compensation expense	179	166
Loss on disposal of assets	10	–
Cash from operations	\$ (2,316)	\$ (199)

Nine Months Ended Sept. 30 (in thousands of dollars)	2009	2008
Net income (loss)	\$ (859)	\$ 1,479
Add items not affecting cash:		
Amortization expense	1,006	820
Future tax expense (recovery)	(34)	(19)
Unrealized foreign exchange (gain) loss	(413)	–
Stock-based compensation expense	528	481
Loss on disposal of assets	33	–
Other non-cash expenses	123	–
Cash from operations	\$ 384	\$ 2,761

The following table presents the calculation of working capital.

(in thousands of dollars)	Sept. 30, 2009	Dec. 31, 2008	Change
Current assets	\$ 29,807	\$ 29,983	(<1%)
Current liabilities	2,001	2,378	(16%)
Working Capital	\$ 27,806	\$ 27,605	1%

Consolidated Balance Sheets

As at September 30, 2009 and December 31, 2008
(unaudited)

	September, 2009	December 31, 2008
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 18,409,810	\$ 20,204,264
Accounts receivable (note 11)	8,671,935	7,457,706
Inventory (note 6)	2,284,933	1,385,948
Prepaid expenses	362,371	847,840
Net investment in lease	77,607	87,374
	29,806,656	29,983,132
Property and equipment	2,635,126	2,486,835
Goodwill	2,392,894	1,848,481
Intangible assets	1,605,092	1,753,726
Net investment in lease	58,205	131,062
Other assets (note 9)	–	28,467
	\$ 36,497,973	\$ 36,231,703
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 1,854,356	\$ 2,265,786
Deposits on sales contracts	146,324	112,047
	2,000,680	2,377,833
Future income taxes	161,593	195,928
Shareholders' equity: (note 7)		
Share capital	45,539,151	44,101,647
Contributed surplus	1,320,459	1,179,339
Accumulated other comprehensive gain (loss)	(100,882)	(58,978)
Deficit	(12,423,028)	(11,564,066)
	34,335,700	33,657,942
Subsequent event (note 14)	\$ 36,497,973	\$ 36,231,703

See accompanying notes to consolidated financial statements.

On behalf of the Board:



James E. Paulson, Director



Michael M. Kanovsky, Director

Consolidated Statements of Operations and Deficit

Periods ended September 30, 2009 and 2008
(unaudited)

	Three months ended Sept. 30, 2009	Three months ended Sept. 30, 2008	Nine months ended Sept. 30, 2009	Nine months ended Sept. 30, 2008
Revenue				
Equipment sales	\$ 679,847	\$ 2,610,223	\$ 9,278,504	\$ 10,150,722
Inspection services	783,167	371,753	2,472,724	2,175,147
Consulting services	1,322,673	1,138,588	4,256,754	2,068,102
Monitoring and technical support	1,092,635	607,057	2,798,746	1,755,869
	3,878,322	4,727,621	18,806,728	16,149,840
Cost of sales	1,268,351	2,090,512	5,944,817	6,215,966
	2,609,971	2,637,109	12,861,911	9,933,874
Expenses				
Marketing	982,516	767,580	3,066,414	2,295,938
Engineering and operations	921,845	591,884	2,750,562	1,379,621
General and administration	1,470,916	1,441,101	4,581,974	3,525,061
Research and development	451,195	201,156	1,032,612	897,587
Depreciation and amortization	356,346	281,285	1,006,246	820,318
	4,182,818	3,283,006	12,437,808	8,918,525
	(1,572,847)	(645,897)	424,103	1,015,349
Other income				
Foreign exchange gain (loss)	(703,987)	(20,045)	(1,297,876)	248,451
Interest income	21,860	98,875	78,267	295,977
Net income (loss) before income taxes	(2,254,974)	(567,067)	(795,506)	1,559,777
Income taxes				
Current	46,904	79,835	97,791	100,112
Future (recovery)	(11,445)	(11,445)	(34,335)	(18,990)
	35,459	68,390	63,456	81,122
Net income (loss)	(2,290,433)	(635,457)	(858,962)	1,478,655
Deficit, beginning of period	(10,132,595)	(11,706,771)	(11,564,066)	(13,820,883)
Deficit, end of period	\$ (12,423,028)	\$ (12,342,228)	\$ (12,423,028)	\$ (12,342,228)
Net income (loss) per share				
– basic	\$ (0.07)	\$ (0.02)	\$ (0.03)	\$ 0.05
– diluted	\$ (0.07)	\$ (0.02)	\$ (0.03)	\$ 0.04
Weighted average number of shares outstanding				
– basic	33,426,164	32,678,359	33,186,695	32,442,602
– diluted	33,426,164	32,678,359	33,186,695	32,938,737

See accompanying notes to consolidated financial statements.

Consolidated Statements of Comprehensive Income (Loss)

Periods ended September 30, 2009 and 2008
(unaudited)

	Three months ended Sept. 30, 2009	Three months ended Sept. 30, 2008	Nine months ended Sept. 30, 2009	Nine months ended Sept. 30, 2008
Net income (loss)	\$ (2,290,433)	\$ (635,457)	\$ (858,962)	\$ 1,478,655
Translation gains on self-sustaining operations	(173,792)	(1,547)	(44,031)	(1,547)
Total comprehensive income (loss)	\$ (2,464,225)	\$ (637,004)	\$ (902,993)	\$ 1,477,108

See accompanying notes to consolidated financial statements.



Consolidated Statements of Cash Flows

Periods ended September 30, 2009 and 2008
(unaudited)

	Three months ended Sept. 30, 2009	Three months ended Sept. 30, 2008	Nine months ended Sept. 30, 2009	Nine months ended Sept. 30, 2008
Cash was generated from (used in)				
Operations				
Net income (loss)	\$ (2,290,433)	\$ (635,457)	\$ (858,962)	\$ 1,478,655
Adjustments for:				
Depreciation and amortization	356,346	281,285	1,006,246	820,318
Stock based compensation	179,108	166,155	527,535	480,737
Loss on disposal of assets	10,376	–	32,830	–
Unrealized foreign exchange (gain) loss	(560,030)	–	(412,639)	–
Future income taxes (recovery)	(11,445)	(11,445)	(34,335)	(18,990)
Other non-cash expenses (note 8)	–	–	123,426	–
	(2,316,078)	(199,462)	384,100	2,760,720
Changes in non-cash working capital:				
Accounts receivable	4,034,801	7,652,658	(1,306,504)	1,048,674
Inventory	(563,349)	234,192	(899,026)	(701,143)
Prepaid expenses	93,589	83,828	497,153	50,604
Accounts payable and accrued liabilities	(224,273)	161,049	(474,017)	455,342
Deposits on sales contracts	(115,704)	(47,699)	29,644	31,859
	908,986	7,884,566	(1,768,650)	3,646,056
Financing				
Issuance of share capital, net of costs	132,555	216,407	1,051,089	1,262,957
	132,555	216,407	1,051,089	1,262,957
Investments				
Purchase of property and equipment	(148,674)	(375,361)	(523,637)	(1,196,919)
Acquisition of Pipe Eye International	–	–	(450,000)	–
Acquisition of Jason Consulting Ltd.	(548,473)	–	(548,473)	–
Acquisition of Price Brother (UK) assets, net of cash acquired	–	34,960	–	(2,687,904)
Change in non-cash working capital	45,940	(200,704)	45,940	1,914
Patent and trademark expenditures	(78,915)	(20,318)	(136,565)	(62,451)
Decrease in other assets	–	–	28,467	–
Change in investment in lease	37,178	12,737	82,624	41,583
	(692,444)	(548,686)	(1,501,644)	(3,903,777)
Increase (decrease) in cash and cash equivalents	348,597	7,552,287	(2,219,205)	1,005,236
Foreign exchange impact on cash and cash equivalents	181,333	–	424,751	–
Cash and cash equivalents, beginning of period	17,879,880	9,905,236	20,204,264	16,452,287
Cash and cash equivalents, end of period	\$ 18,409,810	\$ 17,457,523	\$ 18,409,810	\$ 17,457,523

Supplemental cash flow information (note 8). See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

Periods ended September 30, 2009 and 2008 (unaudited)

1. Basis of presentation

These consolidated financial statements have been prepared in conformity with generally accepted accounting principles in Canada and should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2008 Annual Report. The consolidated financial statements have been prepared using the same accounting policies as described in the latest consolidated financial statements for the year ended December 31, 2008, except as noted below.

2. New accounting standards

Goodwill and Intangible Assets

Effective January 1, 2009, the Company adopted the new accounting standards relating to goodwill and intangible assets issued by the Canadian Institute of Chartered Accountants (CICA). The new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and other intangible assets subsequent to initial recognition. The new section also provides guidance for the recognition of internally developed intangible assets, including assets developed from research and development activities, ensuring consistent treatment of all intangible assets, whether separately acquired or internally developed. The adoption of these standards did not have a significant impact on the Company's financial statements.

3. Change in accounting estimate

Effective June 1, 2009, as a result of a review of the remaining life and pattern of usage of our computer hardware and other equipment, the estimated life of such assets was changed from 5 years to 3 years. A change in the useful life of a depreciable asset is treated on a prospective basis as a change in estimate. Prior period results have not been restated. The effect of the change in estimated useful life for the quarter ended September 30, 2009, was negligible.

4. Future accounting standards

(a) Business Combinations and Consolidated Financial Statements

In June 2009, the AcSB amended certain requirements related to financial instrument disclosure in response to amendments issued by the IASB. The AcSB's amendments are consistent with its strategy to adopt IFRSs and to ensure the existing disclosure requirements for financial instruments are converged to IFRSs to the extent possible. The new disclosure standards require disclosure of fair values based on a fair value hierarchy as well as enhanced discussion and quantitative disclosure related to liquidity risk. The amended disclosure requirements apply to annual consolidated financial statements for fiscal years ending after September 30, 2009.

The CICA issued three new accounting standards in January 2009: Section 1582, "Business Combinations", Section 1601, "Consolidated Financial Statements", and Section 1602, "Non-controlling interests". These new standards will be effective for fiscal years beginning on or after January 1, 2011. The Company is in the process of evaluating the requirements of the new standards.

Section 1582 replaces Section 1581, and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standard IFRS 3 – Business Combinations. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

Sections 1601 and 1602 together replace 1600 – Consolidated Financial Statements. Section 1601, establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial



statements subsequent to a business combination which is not applicable to the Company at the present time. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27 – Consolidated and Separate Financial Statements and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

(b) International Financial Reporting Standards (“IFRS”)

The Canadian Accounting Standards Board will require all public companies to adopt IFRS for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide IFRS comparative information for the previous fiscal year. The convergence from Canadian GAAP to IFRS will be applicable for the Company for the first quarter of 2011 when the Company will prepare both the current and comparative financial information using IFRS. The Company expects the transition to IFRS to impact financial reporting, business processes and information systems. The Company continues to evaluate the impact of implementing IFRS on the financial statements and the changes necessary to reporting systems.

5. Business combination

On September 25, 2009, the Company acquired all of the issued and outstanding shares of Jason Consultants LLC and Jason Consultants Ltd. (“Jason”). The acquisition was settled for total cash consideration financed from the Company’s available cash. Jason is a specialist consultancy focused on underground infrastructure engineering and technology. The acquisition has been accounted for using the purchase method of accounting with the purchase consideration allocated as follows:

(In Canadian \$)

Cost of acquisition:	
Cash consideration	\$ 543,050
Legal costs	51,363
	\$ 594,413
Fair value of net assets acquired:	
Goodwill	\$ 544,413
Customer Contracts	50,000
	\$ 594,413

Notes to Consolidated Financial Statements

Periods ended September 30, 2009 and 2008 (unaudited)

On May 31, 2009, the Company acquired the assets of Pipe Eye International ("Pipe Eye"). This acquisition was settled for total cash consideration financed from the Company's available cash. Pipe Eye, based in Las Vegas, Nevada, is a provider of long-range specialty robotic inspection services. The acquisition has been accounted for using the purchase method of accounting with the purchase consideration allocated as follows:

(In Canadian \$)

Cost of acquisition:	
Cash consideration	\$ 450,000
	\$ 450,000
Fair value of net assets acquired:	
Property and equipment	\$ 450,000
	\$ 450,000

The above purchase price allocation for these acquisitions are estimates, which were made by management at the time of the preparation of these financial statements based on information then available. Amendments will be made to these amounts as values subject to estimate are finalized.

6. Inventory

Inventory includes raw materials of \$2,257,013 (December 31, 2008 – \$1,382,875) and work in progress of \$27,920 (December 31, 2008 – \$3,073). For the nine months ended September 30, 2009, no inventories were written down from carrying value and there were no reversals of previous writedowns recorded. No inventory is pledged as security for liabilities.

7. Shareholders' equity

(a) Authorized

Unlimited number of voting common shares.

Unlimited number of preferred shares issuable in series.

(b) Issued and outstanding, nine months ended

	September 30, 2009		September 30, 2008	
	Number of Shares	Amount	Number of Shares	Amount
Balance, beginning of period	\$ 32,917,735	\$ 44,101,647	32,037,241	\$ 42,160,774
Shares issued on exercise of options	549,261	1,051,089	280,598	478,550
Shares issued on exercise of warrants	–	–	454,285	784,407
Transfer on exercise of warrants	–	–	–	168,362
Contributed surplus recognition on exercise of options	–	386,415	–	177,870
Balance, end of period	33,466,996	\$ 45,539,151	32,772,124	\$ 43,769,963

Notes to Consolidated Financial Statements

Periods ended September 30, 2009 and 2008 (unaudited)

(c) Stock options

The Company has a stock option plan whereby the aggregate number of shares reserved for issuance shall not exceed 10% of the issued and outstanding common shares (calculated on a non-diluted basis) as at the time of grant of any options. Options issued prior to December 18, 2005 vest as to 1/6 every 3 months over an 18 month period from the date of grant. Options granted subsequent to December 18, 2005 vest as to 1/3 every year over a 3 year period from the date of grant.

	Number of Shares	Weighted average exercised price
Outstanding, beginning of period	2,745,501	\$2.13
Granted	405,000	3.81
Exercised	(549,261)	1.91
Forfeited	(132,503)	2.47
Outstanding, end of period	2,468,737	\$2.44
Exercisable, end of period	866,380	\$2.21

The fair value of each option grant is estimated on the date of grant using the Black-Scholes Merton option pricing model. The weighted average fair value of stock options granted in 2009 was \$1.77 using the following weighted average assumptions: zero dividend yield, expected volatility of 52.75%, average risk-free rate of 2.154%; and the average expected life of 4 years. The weighted average fair value of stock options granted in 2008 was \$1.39 using the following weighted average assumptions: zero dividend yield, expected volatility of 54.48%, average risk-free rate of 2.87%; and the average expected life of 4 years.

(d) Contributed surplus

	Nine months ended Sept 30, 2009
Opening	\$ 1,179,339
Stock based compensation	527,535
Transfer to share capital on exercise of options	(386,415)
Closing	\$ 1,320,459

8. Supplemental cash flow information

As at September 30, 2009, cash and cash equivalent includes short-term investments of \$14,623,996 (December 31, 2008 – \$16,628,853).

During the year, the Company sold assets in the normal course of business. The proceeds are included in revenue and the cost in cost of sales. The cash flow effect is included as other non-cash expenses.

9. Repayment of loan

In 2008, the Company had an outstanding loan with an officer of the Company for the amount of \$28,467. The loan bore interest at 6% per annum. On March 27, 2009, the loan was repaid.

Notes to Consolidated Financial Statements

Periods ended September 30, 2009 and 2008 (unaudited)

10. Capital management

The Company's objectives in terms of capital management are to maintain a sound financial position and to ensure financial flexibility in order to maintain its capacity for growth. The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors both the demographic spread of shareholders, as well as the return on capital.

The Company's capital is composed of its shareholders' equity and its primary uses are to finance acquisitions, increases in non-cash working capital and capital expenditures for capacity expansion and research and development. The Company believes that current cash balances and future funds generated through its operations will be sufficient to meet cash requirements currently and for the foreseeable future. If the Company were to experience a significant reduction in its cash flows from operations, it currently has a variety of options for raising capital for short-term cash needs, including an unused demand bank loan facility. There were no changes in the Company's approach to capital management during the period ended September 30, 2009 compared to the year ended December 31, 2008.



Notes to Consolidated Financial Statements

Periods ended September 30, 2009 and 2008 (unaudited)

11. Financial instruments and risk management

Financial instruments

The Company has designated its cash and cash equivalents as held-for-trading, which are measured at fair value. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

Risk management

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

This note presents information about the Company's exposure to particular risks, the Company's objectives, policies and processes for measuring and managing risk. Further quantitative disclosures are included throughout these consolidated financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations. The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, where available, and in some cases bank references. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less of an influence on credit risk.

Approximately 18 percent of the Company's revenue in the year to date is attributable to sales transactions with a single customer. Geographically, there is concentration of credit risk which is mitigated by a letter of credit provided by the customer. Another customer accounts for approximately 18 percent of the revenue. The Company does not require collateral for this customer in respect of trade and other receivables. As at September 30, 2009, out of total receivables of \$8,671,935, past due receivables in excess of 90 days were \$4,822,557. Accounts receivable are net of an allowance for doubtful accounts of \$74,426 (December 31, 2008 – \$74,426). The Company has no significant concentration of credit risk arising from customers other than as noted above. Cash equivalents consist of banker's acceptances and term deposits, which have been invested with credit worthy financial institutions with original maturities of less than 90 days and management believes the risk of loss to be remote.

Notes to Consolidated Financial Statements

Periods ended September 30, 2009 and 2008 (unaudited)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, to the extent possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

As at September 30, 2009, the Company had a cash balance of \$18,409,810 (December 31, 2008 – \$20,204,264) to settle current liabilities of \$2,000,680 (December 31, 2008 – \$2,377,834). In addition, the Company maintains a demand bank loan facility authorized to a maximum of \$750,000 secured by certain accounts receivable with interest at bank prime rate plus 1%. As at September 30, 2009 and December 31, 2008, no amounts are drawn on the facility.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on risk.

Interest rate risk

The Company has cash and cash equivalents. The Company's current policy is to invest excess cash in bankers acceptances, deposits and treasury bills issued by credit worthy banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Cash and cash equivalents include banker's acceptances, deposits and treasury bills which are at variable interest rates. Sensitivity to a plus or minus 0.5% change in interest rates would affect equity and net profit by \$20,273 per quarter. This analysis assumes that all other variables remain constant.

Currency risk

The Company's functional currency is the Canadian dollar and major purchases and sales are transacted in Canadian dollars, US dollars and British pounds. The Company is exposed to currency risk on sales and purchases that are denominated in a currency other than the functional currency of the Company's foreign and domestic operations. In respect of other monetary assets and liabilities denominated in foreign currencies, the Company ensures that its net exposure is kept to an acceptable level.

The following balances are denominated in U.S. dollars:

	September 30, 2009	December 31, 2008
Cash and cash equivalents	\$ 3,561,583	\$ 4,163,278
Accounts receivable	3,414,925	2,580,267
Accounts payable and accrued liabilities	(462,212)	(470,237)
	\$ 6,514,297	\$ 6,273,308

A 5% change in the US dollar against the Canadian dollar currency would affect equity and net income (loss) by \$354,000. This analysis assumes that all other variables remain constant.

Notes to Consolidated Financial Statements

Periods ended September 30, 2009 and 2008 (unaudited)

The following balances are denominated in British Pounds:

	September 30, 2009	December 31, 2008
Cash and cash equivalents	£ 385,164	£ 394,756
Accounts receivable	812,028	593,462
Accounts payable and accrued liabilities	(258,534)	(395,257)
	£ 938,658	£ 592,961

A 5% change in the British pounds against the Canadian dollar currency would affect equity and net income (loss) by \$81,000. This analysis assumes that all other variables remain constant.

12. Commitments

As of July 1, 2009 the Company is committed to payments under a new operating lease of office space for its Columbia, Maryland location. Annual payments through 2013 are:

2009	\$ 21,772
2010	\$ 88,395
2011	\$ 91,047
2012	\$ 93,778
2013	\$ 96,592

13. Comparative figures

Certain comparative figures have been reclassified to conform to the financial presentation adopted during the current period.

14. Subsequent event

The Company entered into a new lease agreement as of October 7, 2009 to expand occupancy of the current building to include the second floor for its Calgary, AB operations. The annual lease payments for the first 5 years of this agreement are approximately \$578,325.



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