Infrastructure Management Technologies

TECHNOLOGIES FOR A NEW ENVIRONMENT

Third Quarter Report 2010

pure TECHNOLOGIES

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

November 15, 2010

The Company is pleased to report third-quarter revenue of $13.3 million and EBITDA of $1.77 million, compared to $3.9 million and ($1.2 million) for the corresponding period last year. Net income was $961,000 for the quarter. Year-to-date revenue was $31.8 million and EBITDA was $3.65 million.

This has been the most significant quarter in the Company's history following the acquisition of the Pressure Pipe Inspection Company ("PPIC"). This transaction has established Pure Technologies as the world leader in water and wastewater pipeline condition assessment. The impact of the transaction has been immediately evident through the increase in commercial activity, particularly in inspection services, which has grown by 167% year-to-date over last year. We have also greatly expanded our geographical reach with recent major contract awards in Ecuador and Mexico. Subsequent to quarter end, we closed the acquisition of Aqua Environmental Pty. Ltd., an Australian company active in leak detection which recently won a three-year contract from Yarra Valley Water Ltd. to supplement an existing three-year contract with Sydney Water.

The integration of Pure and PPIC is progressing well. We have identified significant synergies in research and development which will result in accelerated delivery of new products, and Pure and PPIC field personnel are working side-by-side on several projects. EBIDTA margin is down somewhat compared to the second quarter due to the impact of one-time integration costs and unrealized G&A savings. We expect to reverse this trend in the fourth quarter as savings in combined sales, general and administrative (SG&A) expenses are realized and operational efficiency is improved. We have targeted approximately $4 million in annualized savings in combined Pure/PPIC SG&A expense, although there will be some one-time costs associated with this.

During the quarter we announced that Mr. Scott MacDonald joined Pure's Board of Directors. Mr. MacDonald was previously a Director of PPIC and is currently a partner with Emerald Technology Ventures, a leading venture capital fund focused on the clean technology sector.

We are experiencing an unprecedented level of commercial activity in the fourth quarter. Our Americas operational group currently has over fifty projects scheduled for completion before year-end. In addition, we are undertaking projects in Hong Kong, the Philippines, Australia, Saudi Arabia and, of course, Libya. Consequently, we expect to report strong revenues and earnings for the quarter. At $47 million, our working capital remains strong and our cash reserves are expected to increase significantly with the receipt of payments from the Libya contract following the completion of documentation associated with the contract.

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 ("Pure" or "the Company") and compares the quarter ended September 30, 2010 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, 2009, which have been prepared in accordance with generally accepted accounting principles (GAAP) in Canada.

November 15, 2010

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 others 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 organic growth of the Company in 2010 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 www.puretechnologiesltd.com 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:

Pure Technologies Ltd. is an international asset management technology and services company which has developed patented technologies for inspection, monitoring and management of critical infrastructure around the world. Pure's business model incorporates four distinct but complementary business streams:

- Sales of proprietary monitoring technologies for pipelines, bridges and structures (SoundPrint®, SoundPrint® AFO);
- Recurring revenue from data analysis and site maintenance for these technologies, and from technology licensing;
- Premium technical services including inspection, leak detection and condition assessment (P-Wave®, SmartBall®, Sahara®, PipeDiver™, PureRobotics™);
- Specialized engineering services in areas related to asset management, primarily in the area of pipeline condition assessment for water and wastewater infrastructure (Openaka, Price Brothers UK Ltd, and Jason Consultants).

Key Financial Data and Comparative Figures

($000's except per share data)

Three Months Ended	Sept 30, 2010
Cash	$ 20,885
Working capital	47,115
Capital assets	38,374
Total assets	96,790
Shareholders's equity	84,340
Revenue	13,308
EBITDA	1,770
Net income (loss)	961
Net income (loss) per share	
– basic	0.02
– diluted	0.02

Three Months Ended	June 30, 2010	Mar 31, 2010	Dec 31, 2009	Sept 30, 2009
Cash	$ 37,260	$ 37,316	$ 15,565	$ 18,410
Working capital	60,079	56,615	30,294	27,823
Capital assets	6,600	6,734	6,824	6,633
Total assets	70,173	66,013	42,093	36,515
Shareholders's equity	66,480	63,169	36,917	34,336
Revenue	12,797	5,726	12,867	3,878
EBITDA	3,205	(1,330)	3,072	(1,217)
Net income (loss)	2,831	(1,895)	2,364	(2,290)
Net income (loss) per share				
– basic	0.07	(0.05)	0.07	(0.07)
– diluted	0.07	(0.05)	0.07	(0.07)

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

Current Outlook

Our third quarter results build on the successes of the second quarter. Highlights of Pure's business include the completion of the scheduled equipment shipment to Libya as part of the Great Man-Made River Authority (GMRA) contract, and a $7.5 million change order to the existing contract with the Washington Sanitary Suburban Commission (WSSC).

On August 12, 2010, Pure announced the completed purchase of The Pressure Pipe Inspection Company ("PPIC"). The three and nine month balances ended September 30, 2010 incorporate PPIC's results post aquisition as of August 13, 2010. Included in the third quarter general and administration costs are approximately $100K of non-capitalized restructuring costs related to this acquisition. As a result of the PPIC acquisition, new technology and new geographical markets have been introduced to our current portfolio; of particular interest are operations in Mexico and Southeast Asia. Integration of the two companies will continue throughout the remainder of the year and early 2011. We also announced the acquisition of Aqua Environmental Pty. (Aqua) in Australia subsequent to quarter end which will support our expansion in this market. We anticipate very positive results in both revenue generation and net income from both of these acquisitions.

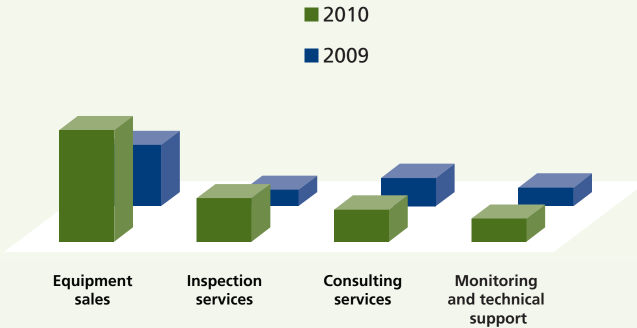
Current confirmed backlog is approximately $47 million. Annualized licenses, monitoring and technical support revenue under contract is in excess of $5.2 million.

Results of Operations

Three Months Ended Sept 30	2010	2009	$ Change	% Change	% Change due to PPIC
Revenue					
Equipment sales	5,697,018	679,847	5,017,171	738%	0%
Inspection services	4,919,870	783,167	4,136,703	528%	90%
Consulting services	1,512,065	1,322,673	189,392	14%	0%
Monitoring and technical support	1,179,361	1,092,635	86,726	8%	0%
Total Revenue	13,308,314	3,878,322	9,429,992	243%	39%
Gross Margin	8,246,400	2,609,971	5,636,429	216%	36%
Expenses					
Marketing	1,544,926	982,516	562,410	57%	83%
Engineering and operations	1,784,484	921,845	862,639	94%	45%
General and administration	2,457,007	1,470,916	986,091	67%	40%
Research and development	691,424	451,195	240,229	53%	75%
Depreciation and amortization	834,260	356,346	477,914	134%	39%
Total Expenses	7,312,101	4,182,818	3,129,283	75%	49%

Nine Months Ended Sept 30	2010	2009	$ Change	% Change	% Change due to PPIC
Revenue					
Equipment sales	16,906,974	9,278,504	7,628,470	82%	
Inspection services	6,590,140	2,472,724	4,117,416	167%	90%
Consulting services	4,847,684	4,256,754	590,930	14%	
Monitoring and technical support	3,485,979	2,798,746	687,233	25%	
Total Revenue	31,830,777	18,806,728	13,024,049	69%	29%
Gross Margin	19,649,819	12,861,911	6,787,908	53%	30%
Expenses					
Marketing	4,041,544	3,066,414	975,130	32%	48%
Engineering and operations	4,286,987	2,750,562	1,536,425	56%	25%
General and administration	5,890,000	4,581,974	1,308,026	29%	30%
Research and development	1,786,908	1,032,612	754,296	73%	24%
Depreciation and amortization	1,741,779	1,006,246	735,533	73%	25%
Total Expenses	17,747,218	12,437,808	5,309,410	43%	29%

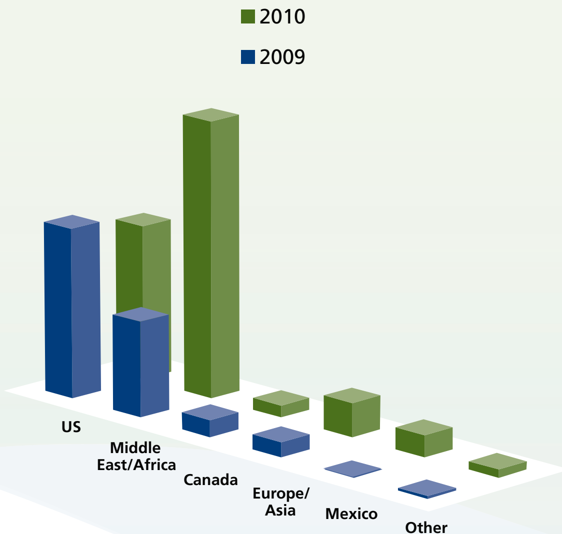
YEAR-TO-DATE REVENUE



The greatest increases in revenue both quarterly and year-to-date come from equipment sales and inspection services. As shown in the Results of Operations table in the previous page, the acquisition of PPIC resulted in the increase in inspection services. Equipment sales growth is mainly attributed to another shipment under the Great Man-Made River Authority (GMRA) contract. The final shipment under the contract is expected to be completed in the first quarter of 2011.

Consulting services and monitoring and technical support revenue continue to grow as new contracts are added through our various subsidiaries. We continue to broaden our revenue with additional SmartBall licenses in the oil and gas sector as well as in Europe.

REVENUE BY AREA



The US and Middle East continue to generate the majority of revenue, with a significant revenue increase in Mexico with the PPIC acquisition. Pure recently announced in a press release that the first AFO contract was signed in Mexico and is expected to be completed in the fourth quarter of 2010. This contract builds on previous electromagnetic inspection work performed by PPIC.

Gross margins were 62% compared to 67% in the third quarter of 2009 and 62% versus 68% year-to-date. The lower margin can be attributed to the product mix especially with the GMRA contract delivery in 2010. Equipment sales have historically produced lower margins than inspection services revenue. EBITDA margin is down somewhat compared to the second quarter due to the impact of one-time integration costs and unrealized G&A savings. We expect to reverse this trend in the future as savings in G&A expenses are realized and operational efficiency is improved.

While all operating expenses have increased, the majority of the increase is attributable to the PPIC acquisition. Removing the acquisition, the operating expenses are consistent with the second quarter of 2010. We continue to incur costs to build our presence in China, Southeast Asia, South America, Australia and Africa. We are now working through capital and operating efficiencies that we expect to result in synergies for operating and capital expenditures.

EBITDA has increased 245% for the third quarter and approximately 155% for the year. PPIC contributed approximately $156,000 to EBITDA during the quarter. Our continued focus on integration will include an ongoing review of staffing and expense levels to ensure that efficiencies are achieved throughout our business over the next year.

Liquidity and Capital Resources

The Company's cash balance at September 30, 2010 was $20,884,991 compared to $15,565,161 at December 31, 2009. The equity financing in February 2010 was responsible for the increase. Net proceeds of the financing were $27,048,177. In the third quarter, cash balances were decreased due to the PPIC acquisition in the amount of approximately $9 million plus a further $3 million was utilized for transaction costs and infusion into PPIC to eliminate debt in the company. Working capital has increased 56% since December 31, 2009 due primarily from the financing and the accounts receivable from the Libyan contract. It is expected that the receivable from Libya will be collected in late 2010 or early 2011.

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

Operating lease commitments increased during the quarter due to the acquisition of PPIC. No other material commitments or contingencies exist as of the date of this MD&A.

Outstanding Share Data

The following tables indicate the common shares and stock options issued and outstanding at December 31, 2009, September 30, 2010 and November 15, 2010.

	November 15, 2010	September 30, 2010	December 31, 2009
Common shares	44,517,925	44,348,570	33,484,096
Stock options	2,719,638	2,719,638	2,876,637
Agent's warrants	700,000	700,000	–
Weighted average number of shares			
– basic	40,505,853	39,832,928	33,261,069
– diluted	41,413,246	40,756,913	33,935,273

New Accounting Standards

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.

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.).

Earlier application of the standards is permitted. If an entity applies the Sections before January 1, 2011, it shall disclose that fact and apply Sections 1582, 1601 and 1602 at the same time. The Company has not early adopted these new sections in respect of the acquisitions of PPIC and Aqua Environmental Pty.

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.

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.

The IFRS conversion project consists of three phases: initial scoping and diagnostic; analysis and development; and implementation and review. The first phase, which has been completed, involved project planning, a high level review of key accounting policy differences between Canadian GAAP and IFRS, as well as determining policy choices and elections allowed under IFRS. This was completed in 2009. The areas identified to have the highest potential to significantly impact the Company are business combinations, share based payments, intangible assets, the process for testing impairment of assets, the effects of changes in foreign exchange rates and initial adoption of IFRS under the provisions of IFRS 1 "First-Time Adoption of IFRS". The second phase, which involves detailed analysis and evaluation of options available under IFRS, the financial impact of these options, has also been completed. Policy choices have been documented and our auditors are currently reviewing the documentation. The initial adjustments to the transition date balance sheet have been calculated and are also currently under review with our auditors. The final steps in the conversion project will be to prepare fully compliant IFRS financial statements for each of the quarters of 2010. It is expected that this will be completed for the first quarter 2010 statements by the end of the fourth quarter and the remaining quarters by March 31, 2011.

Based on the work completed to date, management has identified some areas where financial statement differences will result from the conversion to IFRS. Included below is a discussion of differences identified to date that management believes will result. For some, but not all of the differences, management has also completed a preliminary estimate of the quantitative impact.

The discussion and estimates that follow should not be regarded as a complete compilation of changes, but rather is intended to highlight the areas that have been identified to date and management believes may be relevant to the presentation of the Company's transition date balance sheet as at January 1, 2010 and related changes to accounting policies. Any amounts disclosed should be considered preliminary estimates and may differ from the actual numbers reported in January 1, 2010 transition date balance sheet.

IFRS 1 & IFRS 3 – Business Combinations

Under IFRS 1, the Company will elect not to restate business combinations prior to the transition date. However, for comparative purposes, the 2010 statements will be restated to show the effects of transaction costs, and the value of share consideration during the period. As a result, acquisition costs for PPIC of approximately $2,040,000 would be expensed for the nine months ended September 30, 2010 under IFRS. The consideration paid will also be restated under IFRS as the share price on closing is used to value the shares not the weighted average share price around the announcement date. This adjustment would be approximately $227,000.

IFRS 1 – Deemed Cost

The Company will continue to use the current depreciated values of its property and equipment and intangible assets under Canadian GAAP. No adjustment will be made for fair value under IFRS 1.

IAS 36 – Impairment of Assets

IFRS will impact the processes in which assets are tested for impairment, most specifically, property, plant and equipment, intangible assets and goodwill. The Company will now be required to allocate these assets down to cash generating units. Based on initial management's estimates, this is not expected to result in any changes to the financial statements.

IAS 21 – Effects of Changes in Foreign Exchange Rates

Using the criteria identified in IAS 21, it is estimated that the financial statements of certain of the Company's subsidiaries should be translated using methods similar to the current rate method rather than the temporal method which is currently being used under Canadian GAAP.

IFRS 2 – Share-based Payments

The timing on the recognition of stock-based compensation expense is different under IFRS 2 versus Canadian GAAP. IFRS requires the Company to expense stock-based compensation using a graded vesting method whereas Canadian GAAP permits recognition of the expense on a straight-line basis as well as including a forfeiture rate in the calculation. This will result in recognition of related expenses earlier under IFRS, increasing the opening deficit by $187,000 and increasing contributed surplus by the same amount as at January 1, 2010.

In addition to the changes described above, the Company anticipates there will be a significant increase in the disclosures required under IFRS. It is also expected that the transition to IFRS will impact financial reporting processes, business processes, internal controls and information systems. These continue to be reviewed to ensure that any changes required are implemented prior to January 1, 2011.

For further information please see Pure's public company filings at www.sedar.com or www.puretechnologiesltd.com.

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 table presents the calculation of gross profit and gross margin.

Three Months Ended Sept 30 (in thousands of dollars)	**2010**	**2009**	**Change**
Revenue	$ 13,308	$ 3,878	243%
Cost of sales	5,062	1,268	299%
Gross Profit	$ 8,246	$ 2,610	216%
Gross Margin **(Gross profit as a % of revenue)**	**62%**	**67%**	

Nine Months Ended Sept 30 (in thousands of dollars)	**2010**	**2009**	**Change**
Revenue	$ 31,831	$ 18,807	69%
Cost of sales	12,181	5,945	105%
Gross Profit	$ 19,650	$ 12,862	53%
Gross Margin **(Gross profit as a % of revenue)**	**62%**	**68%**	

The following table reconciles net income in accordance with GAAP to EBITDA.

Three Months Ended Sept 30 (in thousands of dollars)	**2010**	**2009**	**Change**
Net income (loss)	$ 961	$ (2,290)	142%
Amortization expense	835	356	135%
Foreign currency (gain) loss	(66)	704	(109%)
Interest Income	(36)	(22)	64%
Income tax expense (recovery)	76	35	117%
EBITDA	$ 1,770	$ (1,217)	245%
% of revenue	13%	(31%)	

Nine Months Ended Sept 30 (in thousands of dollars)	**2010**	**2009**	**Change**
Net income (loss)	$ 1,897	$ (859)	321%
Amortization expense	1,742	1,006	73%
Foreign currency (gain) loss	(72)	1,298	(106%)
Interest Income	(77)	(78)	1%
Income tax expense (recovery)	154	63	144%
EBITDA	$ 3,644	$ 1,430	155%
% of revenue	11%	8%	

The following tables present the calculation of cash from operations.

Three Months Ended Sept 30 (in thousands of dollars)	**2010**	**2009**
Net income (loss)	$ 961	$ (2,290)
Add items not affecting cash:		
Amortization expense	835	356
Future tax expense (recovery)	(20)	(11)
Unrealized foreign exchange (gain) loss	(2)	(560)
Stock-based compensation expense	198	179
Loss on disposal of assets	–	10
Other non-cash expenses	–	–
Cash from (to) operations	$ 1,972	$ (2,316)

Nine Months Ended Sept 30 (in thousands of dollars)	**2010**	**2009**
Net income (loss)	$ 1,897	$ (859)
Add items not affecting cash:		
Amortization expense	1,742	1,006
Future tax expense (recovery)	(60)	(34)
Unrealized foreign exchange (gain) loss	(46)	(413)
Stock-based compensation expense	757	528
Loss on disposal of assets	–	33
Other non-cash expenses	–	123
Cash from (to) operations	$ 4,290	$ 384

The following table presents the calculation of working capital.

As at (in thousands of dollars)	**Sept 30, 2010**	**Dec. 31, 2009**	**Change**
Current assets	$ 58,416	$ 35,231	$ 23,185
Current liabilities	11,301	4,937	(6,364)
Working Capital	$ 47,115	$ 30,294	$ 16,821

Consolidated Balance Sheets

As at September 30, 2010 and December 31, 2009
(unaudited)

	September 30, 2010	December 31, 2009
ASSETS		
Current assets		
Cash and cash equivalents	$ 20,884,991	$ 15,565,161
Accounts receivable	31,991,212	17,296,780
Inventory (note 4)	4,097,987	1,475,463
Prepaid expenses	797,811	818,695
ITC receivable	298,668	–
Income tax receivable	290,781	50,198
Net investment in lease	55,166	74,984
	58,416,616	35,231,083
Property and equipment	5,093,250	2,859,227
Goodwill	22,249,887	1,988,265
Intangible assets	11,030,737	1,976,928
Net investment in lease	–	37,492
	$ 96,790,490	$ 42,092,995
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$ 6,584,023	$ 4,812,238
Other liabilities (note 4)	4,250,031	–
Deposits on sales contracts	467,376	125,057
	11,301,430	4,937,295
Future income taxes	1,148,854	238,839
Shareholders' equity (note 6)		
Share capital	89,494,404	45,576,346
Contributed surplus	2,288,669	1,591,187
Share Purchase Warrants	993,160	–
Accumulated other comprehensive loss	(274,461)	(191,652)
Deficit	(8,161,566)	(10,059,020)
	84,340,206	36,916,861
Subsequent event (note 11)	$ 96,790,490	$ 42,092,995

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, 2010 and 2009
(unaudited)

	Three months ended Sept 30, 2010	Three months ended Sept 30, 2009	Nine months ended Sept 30, 2010	Nine months ended Sept 30, 2009
Revenue				
Equipment sales	$ 5,697,018	$ 679,847	$ 16,906,974	$ 9,278,504
Inspection services	4,919,870	783,167	6,590,140	2,472,724
Consulting services	1,512,065	1,322,673	4,847,684	4,256,754
Monitoring and technical support	1,179,361	1,092,635	3,485,979	2,798,746
	13,308,314	3,878,322	31,830,777	18,806,728
Cost of sales	5,061,914	1,268,351	12,180,958	5,944,817
	8,246,400	2,609,971	19,649,819	12,861,911
Expenses				
Marketing	1,544,926	982,516	4,041,544	3,066,414
Engineering and operations	1,784,484	921,845	4,286,987	2,750,562
General and administration	2,457,007	1,470,916	5,890,000	4,581,974
Research and development	691,424	451,195	1,786,908	1,032,612
Depreciation and amortization	834,260	356,346	1,741,779	1,006,246
	7,312,101	4,182,818	17,747,218	12,437,808
	934,299	(1,572,847)	1,902,601	424,103
Other income				
Foreign exchange gain (loss)	66,202	(703,987)	71,798	(1,297,876)
Interest income	36,182	21,860	76,826	78,267
Net income (loss) before income taxes	1,036,683	(2,254,974)	2,051,225	(795,506)
Income taxes				
Current	95,809	46,904	214,089	97,791
Future (recovery)	(20,106)	(11,445)	(60,318)	(34,335)
	75,703	35,459	153,771	63,456
Net income (loss)	960,980	(2,290,433)	1,897,454	(858,962)
Deficit, beginning of period	(9,122,546)	(10,132,595)	(10,059,020)	(11,564,066)
Deficit, end of period	$ (8,161,566)	$(12,423,028)	$ (8,161,566)	$ (12,423,028)
Net income (loss) per share				
– basic	$ 0.02	$ (0.07)	$ 0.05	$ (0.03)
– diluted	$ 0.02	$ (0.07)	$ 0.05	$ (0.03)
Weighted average number of shares outstanding				
– basic	42,567,427	33,426,164	39,832,928	33,186,695
– diluted	43,500,276	33,426,164	40,756,913	33,186,695

See accompanying notes to consolidated financial statements.

Consolidated Statements of Comprehensive Income (Loss)

Periods ended September 30, 2010 and 2009
(unaudited)

	Three months ended Sept 30, 2010	Three months ended Sept 30, 2009	Nine months ended Sept 30, 2010	Nine months ended Sept 30, 2009
Net income (loss)	$ 960,980	$ (2,290,433)	$ 1,897,454	$ (858,862)
Translation gains on self-sustaining operations	$ 3,109	$ (173,792)	$ (82,809)	$ (44,031)
Total comprehensive income (loss)	$ 964,089	$ (2,464,225)	$ 1,814,645	$ (902,893)

See accompanying notes to consolidated financial statements.

Consolidated Statements of Accumulated Other Comprehensive Income (Loss)

Periods ended September 30, 2010 and 2009
(unaudited)

	Nine months ended Sept 30, 2010	Nine months ended Sept 30, 2009
Balance, beginning of period	$ (191,652)	$ (58,978)
Other Comprehensive Income (loss) for the year	(82,809)	(44,031)
Balance, end of period	$ (274,461)	$ (103,009)

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows

Periods ended September 30, 2010 and 2009
(unaudited)

	Three months ended Sept 30, 2010	Three months ended Sept 30, 2009	Nine months ended Sept 30, 2010	Nine months ended Sept 30, 2009
Cash was generated from (used in)				
Operations				
Net income (loss)	$ 960,980	$ (2,290,433)	$ 1,897,454	$ (858,962)
Adjustments for:				
Depreciation and amortization	834,260	356,346	1,741,779	1,006,246
Stock based compensation	198,553	179,108	756,738	527,535
Loss on disposal of assets	–	10,376	–	32,830
Unrealized foreign exchange (gain) loss	(2,025)	(560,030)	(2,025)	(412,639)
Future income taxes (recovery)	(20,106)	(11,445)	(60,318)	(34,335)
Other non-cash expenses	–	–	–	123,426
	1,971,662	(2,316,078)	4,290,102	384,100
Changes in non-cash working capital:				
Accounts receivable	(4,149,350)	4,034,801	(9,220,108)	(1,306,504)
Inventory	(1,015,714)	(563,349)	(2,622,538)	(899,026)
Prepaid expenses	286,217	93,589	341,833	497,153
Accounts payable and accrued liabilities	(2,724,347)	(224,273)	(4,128,830)	(474,017)
Deposits on sales contracts	261,106	(115,704)	210,760	29,644
	(5,370,453)	908,986	(11,128,781)	(1,768,650)
Financing				
Issuance of share capital, net of costs	–	132,555	28,154,034	1,051,089
	–	132,555	28,154,034	1,051,089
Investments				
Purchase of property and equipment	(155,815)	(148,674)	(826,210)	(523,637)
Acquisition of Pipe Eye International	–	–		(450,000)
Acquisition of Jason Consultants	–	(548,473)	–	(548,473)
Acquisition of PPIC net of cash acquired (note 4)	(10,840,450)	–	(10,840,450)	–
Change in non-cash working capital	–	45,940	–	45,940
Patent and trademark expenditures	(10,140)	(78,915)	(25,147)	(136,565)
Decrease in other assets	–	–	–	28,467
Change in investment in lease	19,746	37,178	57,310	82,624
	(10,986,659)	(692,944)	(11,634,497)	(1,501,644)
Increase (decrease) in cash and cash equivalents	16,357,112	348,597	5,390,756	(2,219,205)
Foreign exchange impact on cash and cash equivalents	(17,807)	181,333	(70,926)	424,751
Cash and cash equivalents, beginning of period	37,259,910	17,879,880	15,565,161	20,204,264
Cash and cash equivalents, end of period	$ 20,884,991	$ 18,409,810	$ 20,884,991	$ 18,409,810

Supplemental cashflow information (note 7)

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

Periods ended September 30, 2010 and 2009 (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 audited consolidated financial statements and notes thereto included in the Company's 2009 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, 2009, except as noted below.

Use of Estimates

Canadian GAAP requires that we make use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of certain contingent assets and liabilities at the financial statement date, and reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

2. New accounting standards

Multiple Deliverable Revenue Arrangements

In December 2009 the CICA issued EIC-175 "Multiple Deliverable Revenue Arrangements". This Abstract addresses some aspects of the accounting by a vendor for arrangements under which it will perform multiple revenue-generating activities. Specifically, the Abstract addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting. The provisions of EIC 175 must be applied beginning in the first annual fiscal period commencing on or after January 1, 2011 but early adoption is permitted.

Prior to the adoption of EIC 175, the Company applied EIC 142 in concluding its sales arrangements containing multiple deliverables could be accounted for as separate units of accounting. During the first and third quarters of 2010, the Company entered into a number of licensing agreements on its SmartBall technology. Previously, these licenses have been accounted for as a single unit of accounting with the revenue recognized over the estimated life of the contract. The Company has applied the recommendations in the Abstract to its SmartBall license arrangements which include a number of separate deliverables. Under the new standard, arrangement consideration is allocated to the various deliverables using the relative selling price method.

Management believes it is appropriate to adopt EIC-175 early and on a prospective basis since it results in the measurement and recognition of revenues and cost of sales associated with licensee sales on a basis that is consistent with the way that management and the Board measures and monitors the performance of the Company. The Company has therefore adopted these recommendations on a prospective basis.

3. Future accounting Standards

Business Combinations and Consolidated Financial Statements

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.

Notes to Consolidated Financial Statements

Periods ended September 30, 2010 and 2009 (unaudited)

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.

4. Business combination

On August 12, 2010 the Company acquired all of the issued and outstanding shares of The Pressure Pipe Inspection Company Ltd ("PPIC") and all its related subsidiaries. The purchase price was $30,000,000. There is a $4,250,000 holdback, plus accured interest, payable one year from the closing date. The holdback, will be paid in cash up to a minimum of $800,551 and up to a further 776,903 shares.

The acquisition has been accounted for using the purchase method of accounting with the purchase consideration allocated as follows:

Cash consideration	8,955,776
Issuance of shares	16,794,193
Holdback	4,250,031
Acquisition costs	2,039,885
	32,039,885

Allocated at fair value	
Overdraft	(484,789)
Working capital	980,971
Future income taxes	(928,922)
Property and equipment	2,368,947
Technology	4,041,323
Goodwill	20,262,355
Customer relationships and contracts	4,600,000
Trademarks	1,200,000
	32,039,885

The above amounts are estimates, which were made by management at the time of the preparation of these financial statements based on information then available. Amendments may be made to these amounts as values subject to estimate are finalized. Technology, customer relationships and contacts, and trademarks are subject to amortization. The amortization periods range from 1 year to 10 years.

Acquisition costs include an accrual for relocation, termination and severance costs of $1,000,000. To date $360,000 has been paid out with the remainder expected to be paid prior to December 31, 2010.

5. Inventory

Inventory includes raw materials of $2,648,114 (December 31, 2009 – $1,355,966) and work in progress of $1,449,873 (December 31, 2009 – $119,497). For the nine months ended September 30, 2010, no inventories were written down from carrying value. No inventory is pledged as security for liabilities.

Notes to Consolidated Financial Statements

Periods ended September 30, 2010 and 2009 (unaudited)

6. 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, 2010		September 30, 2009	
	Number of Shares	Amount	Number of Shares	Amount
Balance, beginning of period	33,484,096	$ 45,576,346	32,917,735	$ 44,101,647
Shares issued on equity financing	7,000,000	30,100,000	–	–
Shares issued on acquisition	3,782,476	16,794,193	–	–
Shares issued on exercise of options	81,998	154,228	549,261	1,051,089
Shares issued on exercise of warrants	–	–	–	–
Transfer on exercise of warrants	–	–	–	–
Contributed surplus recognition on exercise of options	–	59,256	–	386,415
Share issue costs	–	(3,189,619)	–	–
Balance, end of period	44,348,570	$ 89,494,404	33,466,996	$ 45,539,151

On August 12, 2010, the Company acquired The Pressure Pipe Inspection Company (PPIC) and all its related subsidiaries. The purchase price included the issuance of 3,782,476 common shares at a price of $4.44 per common share.

On February 23, 2010, the Company completed an equity financing and issued 7,000,000 common shares at a price of $4.30 per common share for gross proceeds of $30,100,000. Pursuant to the financing, 700,000 agent's warrants to purchase common shares at $4.30 were also issued. The warrants are exercisable for a period of 18 months from the date of closing.

(c) Warrants

The fair value for the warrants issued February 23, 2010 was estimated at $993,160 ($1.42 per warrant) using the Black-Scholes Merton option pricing model and has been included in share purchase warrants with the offset to share issue costs. The following assumptions were used: zero dividend yield, expected volatility of 49.41%, risk-free interest rate of 1.21% and expected life of 18 months.

Notes to Consolidated Financial Statements

Periods ended September 30, 2010 and 2009 (unaudited)

(d) 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.

	September 30, 2010		September 30, 2009	
	Number of Shares	Weighted average exercise price	Number of Shares	Weighted average exercise price
Outstanding, beginning of period	2,876,637	$ 2.69	2,745,501	$ 2.13
Granted	35,000	4.64	405,000	3.81
Exercised	(81,998)	1.71	(549,261)	1.91
Forfeited	(110,001)	3.81	(132,503)	2.47
Outstanding, end of period	2,719,638	$ 2.70	2,468,737	$ 2.44
Exercisable, end of period	1,264,275	$ 2.18	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 the stock options granted in 2010 was $ 2.05 using the following weighted average assumptions: zero dividend yield, expected volatility of 54.34%, average risk-free rate of 2.43% and average expected life of 4 years. The weighted average fair value of stock options granted in 2009 was $1.45 using the following weighted average assumptions: zero dividend yield, expected volatility of 54.60%, average risk-free rate of 1.65%; and average expected life of 4 years.

(e) Contributed surplus

	September 30, 2010	September 30, 2009
Opening, beginning of period	$ 1,591,187	$ 1,179,339
Stock based compensation	756,738	527,535
Transfer to share capital on exercise of options	(59,256)	(386,415)
Closing, June 30	$ 2,288,669	$ 1,320,459

7. Supplemental cash flow information

As at September 30, 2010, cash and cash equivalent includes short-term investments, with original maturities of less than 120 days, of $ 13,510,335 (December 31, 2009 – $12,305,004).

Notes to Consolidated Financial Statements

Periods ended September 30, 2010 and 2009 (unaudited)

8. 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 continues to manage and monitor its exposure to credit, liquidity, market and interest rate risk.

Approximately 65 percent of the Company's revenue for the year to date is attributable to sales transactions with a single customer. As at September 30, 2010, out of total receivables of $31,991,212, past due receivables in excess of 90 days were $17,630,076. Accounts receivable are net of an allowance for doubtful accounts of $26,823 (December 31, 2009 – $44,823). 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 120 days and management believes the risk of loss to be remote.

As at September 30, 2010, the Company had a cash balance of $20,884,991 (December 31, 2009 – $15,565,161) to settle current liabilities of $11,301,430 (December 31, 2009 – $4,937,295). 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, 2010 and December 31, 2009, no amounts are drawn on the facility.

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 $67,552 per annum (December 31, 2009 $61,525). 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 denominated in U.S. dollars:

	September 30, 2010	December 31, 2009
Cash and cash equivalents	$ 1,969,262	$ 2,925,808
Accounts receivables	6,255,940	4,271,326
Accounts payables and accrued liabilities	(903,479)	(1,930,340)
	$ 7,312,723	$ 5,266,794

A 5% change in the US dollar against the Canadian dollar currency would affect equity and net income (loss) by $377,000 (December 31, 2009 $277,000). This analysis assumes that all other variables remain constant.

Notes to Consolidated Financial Statements

Periods ended September 30, 2010 and 2009 (unaudited)

The following balances denominated in British Pounds:

	September 30, 2010	December 31, 2009
Cash and cash equivalents	£ 401,000	£ 609,061
Accounts receivables	1,178,901	663,972
Accounts payables and accrued liabilities	(374,144)	(257,873)
	£ 1,205,757	£ 1,015,160

A 5% change in the British pounds against the Canadian dollar currency would affect equity and net income (loss) by $98,000 (December 31, 2009 $85,000). This analysis assumes that all other variables remain constant.

The following balances denominated in Mexican Pesos:

	September 30, 2010	December 31, 2009
Cash and cash equivalents	MXP 10,420,788	–
Accounts receivables	21,932,366	–
Accounts payables and accrued liabilities	(17,977,697)	–
	MXP 14,375,457	–

A 5% change in the Mexican peso against the Canadian dollar currency would affect equity and net income (loss) by $59,000 (December 31, 2009 nil). This analysis assumes that all other variables remain constant.

Notes to Consolidated Financial Statements

Periods ended September 30, 2010 and 2009 (unaudited)

9. Commitments

The Company is committed to payments under operating lease for office premises, office equipment and vehicles through 2014. Annual payments are:

2010	$ 213,674
2011	$ 756,951
2012	$ 577,833
2013	$ 470,558
2014	$ 275,038

10. Segmented Information

The Company has one operating segment that provides monitoring equipment and technical support to customers through its geographical marketing segments. The revenue is as follows:

	September 30, 2010	September 30, 2009
Canada	$ 742,403	$ 1,069,041
US	9,731,315	10,664,439
Middle East / Africa	17,447,333	6,163,836
Mexico	1,349,151	–
Europe / Asia	2,125,139	911,781
Other	435,436	(2,369)
Total	$31,830,777	$18,806,728

Property and equipment to support these revenues are also distributed in various countries. The assets are located as follows:

	September 30, 2010	December 31, 2009
Canada	$ 3,877,906	$ 2,012,281
US	1,093,230	812,213
Mexico	93,528	–
Europe, Middle East and Africa	28,586	34,732
Total	$ 5,093,250	$ 2,859,227

Notes to Consolidated Financial Statements

Periods ended September 30, 2010 and 2009 (unaudited)

11. Subsequent Event

On October 5, 2010, the Company entered into a business combination agreement with Aqua Environmental Pty Ltd (Aqua) whereby the Company acquired all of the issued and outstanding shares of Aqua. The base purchase price is $2,940,000 with a provision for a maximum additional payment of $980,000 per year for 3 years should Aqua generate revenues of $1,960,000 for each year, and a working capital requirement of $245,000 at closing. Consideration paid at closing was $2,205,000 in cash and Pure issued 169,355 shares values at $4.34 per share. Any additional payments will be paid approximately 75% cash and 25% in Pure common shares at an issue price of $4.34.

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