



Pacific Safety Products Inc.

## REPORT TO SHAREHOLDERS

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE  
SIX MONTHS ENDED DECEMBER 31, 2012 and 2011

## Management's Discussion and Analysis

December 31, 2012 and 2011

(in Canadian dollars)

This Management's Discussion and Analysis ("MD&A") of the financial position and financial performance of Pacific Safety Products Inc. (the "Company" or "PSP") has been prepared as of February 25, 2013 and should be read together with the Company's unaudited condensed consolidated interim financial statements for the six months ended December 31, 2012, the audited annual consolidated financial statements and the notes thereto for the year ended June 30, 2012, and the Management Information Circular dated November 1, 2012. Management is responsible for the preparation and integrity of the consolidated financial statements, including maintenance of appropriate information systems, procedures and internal controls, and to ensure that information used internally or disclosed externally, including the consolidated financial statements and management's discussion and analysis, is complete and reliable. All figures are in **Canadian dollars except as otherwise noted**.

The financial data has been prepared in accordance with IAS 34 *Interim Financial Reporting* and International Financial Reporting Standards ("IFRS"), except where otherwise stated, and the Company's reporting currency is the Canadian dollar. Pacific Safety Products Inc. is a reporting issuer in Canada in the provinces of British Columbia, Alberta, and Ontario. The Company trades on the TSX Venture Exchange under the symbol "PSP". Additional regulatory information relating to Pacific Safety Products Inc. can be found at the System for Electronic Document Analysis and Retrieval ("SEDAR") website at [www.sedar.com](http://www.sedar.com).

### FORWARD-LOOKING INFORMATION

A number of the matters discussed in the MD&A deal with potential future circumstances and developments and may constitute "forward-looking" information within the meaning of applicable securities laws. These forward-looking statements relate to anticipated or assumed events or results including, without limitation, projected costs and capital expenditures, future tax losses, plans with respect to internal controls and the Company's outlook, business and capital management strategy, direction, plans, growth opportunities and objectives. Generally, forward-looking information can be identified as such because of the context of the statements and often include words or phrases such as "will", "believes", "anticipates", "predicts", "plans", "intends", "estimates", "expects", "continues", "is pursuing", "improving", "projects", "indicates", or words or phrases of a similar nature.

The forward-looking information is based on current expectations and assumptions regarding expected growth, results of operations, financial performance and business prospects and opportunities. Forward-looking information is subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or general industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors include, but are not limited to, the possible failure to successfully plan and execute business improvement strategies, restrictions and covenants contained in the Company's credit agreements, the potential impact of the current economic downturn on the Company's business, the unpredictability of purchasing patterns by governmental agencies, the possibility of a deterioration in the Company's working capital position, the impact that changes in supplier payment terms or slow payment of accounts receivable could have on the Company's liquidity, the unavailability of or increase in price of external capital to finance the Company's research, development and growth initiatives, changes in the laws, regulations, policies and economic conditions, including inflation, interest and foreign currency exchange rate fluctuations of countries in which the Company does business, competition in the Company's markets, successful integration of structural changes, including resizing plans, acquisitions, divestitures and alliances, cost of raw material, the uncertainty associated with the outcome of research and development of new products, including regulatory approval and market acceptance, and seasonality of sales in some products, as well as other factors described below under "Part VII: Risks and Uncertainties" and the Company's other filings with applicable securities regulatory authorities which are available at [www.sedar.com](http://www.sedar.com). The impact of any one risk factor on a particular forward-looking statement is not determinable with certainty as such factors are interdependent upon other factors, and management's course of action would depend upon its assessment of the future, considering all information then available.

Although the Company believes that the expectations and assumptions conveyed by the forward-looking information are reasonable based on information available to it as of February 25, 2013, no assurances can be given as to future results, levels of activity and achievements. All subsequent forward-looking information, whether written or oral, attributable to the Company or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements and readers are cautioned not to place undue reliance or importance on this information. The Company assumes no obligation to update forward-looking statements should circumstances or management's estimates or opinions change, except as required by applicable law.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Mission

*...we bring everyday heroes home safely.™*

### This MD&A is organized into the following parts:

- I. Business Overview and Recent Events
- II. Results
- III. Cash Flow
- IV. Liquidity and Capital Resources
- V. Quarterly Results
- VI. Significant Accounting Policies and Estimates
- VII. Risks and Uncertainties
- VIII. Other Information

### Part I: BUSINESS OVERVIEW AND RECENT EVENTS

#### Business Overview

PSP is an established industry leader in the defence and security market. The Company is engaged in the design, production and sale of protective and duty products for law enforcement, security and defence. PSP's products are worn or included in equipment used by officers, agents, guards and military personnel. The Company has a significant market position in Canada, where it is one of the largest soft body armour manufacturers. The Company, through its wholly-owned subsidiary, Sentry Armor Systems Inc. ("Sentry"), provides body armour products to U.S.-based law enforcement and private security firms. The Company's business strategy is to be a preferred supplier of body armour and other personal protection solutions throughout North America.

PSP has a significant recurring revenue stream from its Canadian customers in the form of long-standing contracts with terms of up to five years. These contracts are with federal, provincial and municipal organizations and agencies. The Company also pursues long-term defence contracts. PSP has been successful in supplying the Canadian military with fragmentation protection products and chemical and biological protection suits. The Company's U.S. business is primarily supplying state, county and municipal law enforcement agencies with soft body armour. These products are sold primarily through a network of third party distributors.

PSP has a research and development program that works collaboratively with customers on new product design. The Company also conducts independent research in future technologies and products that will enhance user effectiveness, and increase value and survivability. PSP's current research and development programs are focused on the certification of certain product lines as required by the U.S. Department of Justice.

PSP has manufacturing operations in Arnprior, Ontario and Dover, Tennessee and its head office is located in Arnprior, Ontario. Its design and production facilities are all ISO9001:2008 registered and compliant to BA9000 (National Institute of Justice Body Armor Quality Management Requirements).

#### Recent Events

On January 23, 2012, the Company announced that it had entered into a letter of intent to sell substantially all of its assets on a cash-free, debt-free basis for cash payable at closing. The letter of intent was terminated on March 5, 2012.

On April 18, 2012, the Company announced that it had entered into a letter of intent to acquire all of the issued and outstanding shares of a Canadian company in a reverse take-over transaction. On May 14, 2012, the Company announced that the letter of intent had been terminated.

Throughout the last 2 years the Company has successfully implemented many significant steps in its business transformation process including: setting a clear strategic direction built around personal protection solutions, building out its NIJ.06-certified body armour product portfolio, sub-letting its former head office space in Kanata, upgrading its quality assurance processes, implementation of continuous improvement programs throughout the Company, and working closely with its customers and suppliers among other achievements. Notably, effective January 16, 2012, the Company was awarded a new contract by the Ontario Ministry of Community Safety and Correctional Services for the delivery and disposal of ballistic personal soft body armour systems ("Contract"). This omnibus contract allows Municipal and Provincial agencies to acquire PSP's products through pre-negotiated arrangements. This Contract has an initial period of performance of three years with an option for an additional two years. Based on historical data the Company estimates the potential sales value of this Contract to be between \$12.5 million to \$15 million, including the option years. The Company was the incumbent.

At this stage in the transformation, the Company continues to focus on adding value for its customers in conjunction with revenue

stability and growth. In order to further strengthen the Company's financial position and address its liquidity requirements, the Company continues to consider and evaluate on an ongoing basis, all alternatives available to it. These alternatives include, without limitation, taking the necessary steps to align and size its operations to current North American business opportunities, seeking additional sources of financing, identifying and pursuing strategic partnerships, and other value enhancing opportunities. However, there can be no assurance that such efforts will result in the Company pursuing any such alternative or, if pursued, there can be no assurance any such alternative will be successfully completed and implemented.

The Company's ability to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent upon the Company's ability to restore profitable operations and/or raise additional capital.

## Part II: RESULTS

<b>SUMMARY OF OPERATIONS</b>	<b>THREE MONTHS ENDED DECEMBER 31, 2012</b>	<b>THREE MONTHS ENDED DECEMBER 31, 2011</b>	<b>SIX MONTHS ENDED DECEMBER 31, 2012</b>	<b>SIX MONTHS ENDED DECEMBER 31, 2011</b>
	<b>REVENUES</b>	\$ 2,808,904	\$ 3,638,271	\$ 5,626,442
<b>COST OF SALES</b>	1,906,887	2,614,578	4,157,664	5,252,972
<b>GROSS MARGIN</b>	902,017	1,023,693	1,468,778	1,871,361
<b>EXPENSES</b>	891,410	1,216,087	1,910,091	2,543,573
<b>INCOME (LOSS) BEFORE OTHER ITEMS</b>	10,607	(192,394)	(441,313)	(672,212)
<b>OTHER ITEMS</b>	66,495	1,213,723	116,086	1,037,601
<b>LOSS BEFORE INCOME TAXES</b>	(55,888)	(1,406,117)	(557,399)	(1,709,813)
<b>INCOME TAX RECOVERY</b>	–	(8,728)	–	(15,047)
<b>NET LOSS FOR THE PERIOD</b>	\$ (55,888)	\$ (1,397,389)	\$ (557,399)	\$ (1,694,766)
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>	16,281	(81,446)	(27,145)	190,933
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	\$ (39,607)	\$ (1,478,835)	\$ (584,544)	\$ (1,503,833)
<b>BASIC AND DILUTED LOSS PER SHARE</b>	\$ (0.001)	\$ (0.024)	\$ (0.010)	\$ (0.029)
<b>WEIGHTED AVERAGE BASIC COMMON SHARES ISSUED AND OUTSTANDING - BASIC AND DILUTED</b>	59,304,352	57,454,895	58,379,623	57,162,318

<b>FINANCIAL POSITION</b>	<b>AS AT DECEMBER 31, 2012</b>	<b>AS AT JUNE 30, 2012</b>
<b>TOTAL ASSETS</b>	\$ 5,114,764	\$ 7,159,496
<b>TOTAL LONG-TERM FINANCIAL LIABILITIES</b>	\$ 633,372	\$ 1,607,298

### Revenues

Revenues for the three months ended December 31, 2012 were \$2.8 million, a decrease of \$0.8 million or 22.8% as compared to \$3.6 million for the same period in the prior year. Revenues from Canadian customers for the three months ended December 31, 2012 were \$1.7 million, a decline of \$0.1 million or 6.4% compared to the same period in the prior year. The decrease relates primarily to the timing of orders from key contracts. Revenues from U.S. and International customers for the three months ended December 31, 2012 were \$1.1 million, a decrease of \$0.7 million or 38.6% compared to the prior year. The decrease is primarily related to a decline in orders from U.S. distributors.

Revenues for the six months ended December 31, 2012 were \$5.6 million, a decrease of \$1.5 million or 21.0% as compared to \$7.1 million for the same period in the prior year. Revenues from Canadian customers for the six months ended December 31, 2012 were \$3.2 million, a decline of \$0.2 million or 6.5% compared to the same period in the prior year. The decrease relates primarily to the timing of orders from key contracts. Revenues from U.S. and International customers for the six months ended December 31, 2012 were \$2.4 million, a decrease of \$1.3 million or 34.6% compared to the prior year. The decrease is primarily related to a decline in

orders from U.S. distributors.

### **Gross Margin**

For the three months ended December 31, 2012, gross margin as a percentage of revenues was 32.1%, which was an increase over gross margin of 28.1% during the same period in the prior year. The increase is primarily related to plant cost savings initiatives and release of \$0.09 million of royalties accrued in prior periods on signing of a new agreement.

For the six months ended December 31, 2012, gross margin as a percentage of revenues was 26.1%, which was consistent with gross margin of 26.3% during the same period in the prior year. Inefficiencies from reduced sales volumes were offset by the release of \$0.07 million of royalties accrued in prior periods on signing of a new agreement.

### **Expenses**

For the three months ended December 31, 2012, operating expenses were \$0.9 million, a decrease of \$0.3 million or 26.7% as compared to the same period in the prior year. The decrease in expenses is primarily related to cost reduction initiatives implemented over the last two years, lower commissions in connection with lower U.S. sales volumes, lower amortization expense due to impairment of intangible assets, and reduction in expenses related to the entities acquired pursuant to the Plan of Arrangement.

For the three months ended December 31, 2012, sales and marketing expenses were \$0.3 million as compared to \$0.4 million during the same period in the prior year. The decrease is primarily related to a reduction in head count, lower U.S. sales commissions, and a reduction in amortization expense as a result of impairment of intangible assets.

For the three months ended December 31, 2012, research and development expenses were \$0.2 million as compared to \$0.1 million during the same period in the prior year. The development costs expense is primarily related to the development and certification of certain product lines in accordance with U.S. Department of Justice standards.

For the three months ended December 31, 2012, general and administration expenses were \$0.4 million as compared to \$0.7 million during the same period in the prior year. The decrease is primarily due to a reduction in head count and the reduction in expenses related to the entities acquired pursuant to the Plan of Arrangement.

For the six months ended December 31, 2012, operating expenses were \$1.9 million, a decrease of \$0.6 million or 24.9% as compared to the same period in the prior year. The decrease in expenses is primarily related to cost reduction initiatives including head count reductions, lower commissions in connection with lower U.S. sales volumes, lower amortization expense due to impairment of intangible assets, and reduction in expenses related to the entities acquired pursuant to the Plan of Arrangement.

For the six months ended December 31, 2012, sales and marketing expenses were \$0.6 million as compared to \$0.8 million during the same period in the prior year. The decrease is primarily related to a reduction in head count, lower U.S. sales commissions, and a reduction in amortization expense as a result of impairment of intangible assets.

For the six months ended December 31, 2012, research and development expenses were \$0.3 million as compared to \$0.2 million during the same period in the prior year. The development costs expense is primarily related to the development and certification of certain product lines in accordance with U.S. Department of Justice standards.

For the six months ended December 31, 2012, general and administration expenses were \$1.0 million as compared to \$1.5 million during the same period in the prior year. The decrease is primarily related to certain non-recurring expenses during the six months ended December 31, 2011 relating to IFRS transition, entities acquired pursuant to the Plan of Arrangement effective December 31, 2010 and subleasing of the Kanata premises. A reduction in head count further contributed to reducing expenses in the six months ended December 31, 2012.

### **Foreign exchange losses (gains)**

For the six months ended December 31, 2012, foreign exchange gains were \$0.01 million as compared to losses of \$0.07 million during the same period in the prior year. The gain is primarily related to the impact of strengthening of the Canadian dollar against the U.S. dollar with respect to purchases of materials in U.S. funds.

### **Finance costs**

For the three and six months ended December 31, 2012, finance costs declined by \$0.01 million compared to the same periods in the prior year. The decrease was due to lower utilization of the credit facility and a decrease in principal outstanding on long-term debt, partially offset by an increase in the interest expense for accretion of the convertible debentures.

### **Onerous contract charges (settlement)**

For the six months ended December 31, 2011, the net recovery related to onerous contracts was \$0.3 million with no comparable amount during the six months ended December 31, 2012.

On August 16, 2011 the Company signed a sublease for the remaining lease term for its former head office premises in Kanata, Ontario. The Company recognized a provision for the discounted future lease payments to which the Company is committed less expected future sublease income in the amount of \$0.1 million. Pursuant to a Plan of Arrangement effective December 31, 2010 the Company assumed a provision for discounted future lease payments related to the vacated manufacturing facility of a Zuni subsidiary that no longer had any operating business activities. A settlement was reached with the landlord and the lease was terminated on September 30, 2011 resulting in a release of the provision in the amount of \$0.4 million.

#### **Long-lived asset impairment**

At December 31, 2011, it was determined that the remaining intangible assets of both the Canada CGU and the US CGU were fully impaired and an impairment loss of \$1.2 million was recognized.

#### **Income Taxes**

Income tax expense varies from the amount that would be computed by applying the combined federal and provincial tax rate as a result of the tax effect of items not deductible for tax purposes, the tax benefit of losses not recognized and other items.

#### **Net loss for the period**

For the three months ended December 31, 2012, the Company recorded a net loss of \$0.06 million compared to a net loss of \$1.4 million during the same period in the prior year. The decrease in net loss is primarily due to the long-lived asset impairment charge of \$1.2 million recognized in the prior year and the reduction in expenses during the three months ended December 31, 2012.

For the six months ended December 31, 2012, the Company recorded a net loss of \$0.6 million compared to a net loss of \$1.7 million during the same period in the prior year. The decrease in net loss is primarily due to the long-lived asset impairment charge of \$1.2 million recognized in the prior year, partially offset by the onerous contract settlement of \$0.3 million during the same period. The reduction in expenses during the six months ended December 31, 2012 was partially offset by the decline in gross margin.

#### **Other comprehensive income (loss)**

For the three months ended December 31, 2012, the Company recorded other comprehensive income of \$0.02 million compared to other comprehensive loss of \$0.08 million during the same period in the prior year. The increase in other comprehensive income is due to foreign currency translation differences relating to foreign operations.

For the six months ended December 31, 2012, the Company recorded other comprehensive loss of \$0.03 million compared to other comprehensive income of \$0.19 million during the same period in the prior year. The increase in other comprehensive loss is due to foreign currency translation differences relating to foreign operations.

#### **Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA")**

Adjusted EBITDA is not a recognized performance measure under IFRS and does not have a standardized meaning prescribed by IFRS. The term EBITDA consists of net loss and excludes interest, income tax expense (recovery), depreciation and amortization. Adjusted EBITDA excludes share-based compensation, foreign exchange and one-time charges and gains. Adjusted EBITDA is included as a supplemental disclosure because management believes that such a measurement provides a better assessment of the Company's operations on a continuing basis by eliminating certain non-cash charges and charges that are nonrecurring. The most directly comparable measure to Adjusted EBITDA calculated in accordance with IFRS is net loss for the period.

For the three months ended December 31, 2012 Adjusted EBITDA was \$0.05 million compared to an Adjusted EBITDA loss of \$0.09 million during the same period in the prior year.

For the six months ended December 31, 2012 Adjusted EBITDA was a loss of \$0.37 million compared to an Adjusted EBITDA loss of \$0.46 million during the same period in the prior year.

The following is a reconciliation of net loss for the period to Adjusted EBITDA:

	<b>THREE MONTHS ENDED DECEMBER 31, 2012</b>	<b>THREE MONTHS ENDED DECEMBER 31, 2011</b>	<b>SIX MONTHS ENDED DECEMBER 31, 2012</b>	<b>SIX MONTHS ENDED DECEMBER 31, 2011</b>
Net loss for the period	\$ (55,888)	\$ (1,397,389)	\$ (557,399)	\$ (1,694,766)
Foreign exchange losses (gains)	968	(18,967)	(8,462)	67,524
Finance costs, net	65,527	72,785	124,548	142,129
Income tax recovery	-	(8,728)	-	(15,047)
Share-based compensation	2,800	13,948	2,800	32,712
Depreciation and amortization	34,198	90,150	68,316	179,922
Onerous contract charges (settlement)	-	-	-	(331,957)
Long-lived asset impairment	-	1,159,905	-	1,159,905
<b>Adjusted EBITDA</b>	<b>\$ 47,605</b>	<b>\$ (88,296)</b>	<b>\$ (370,197)</b>	<b>\$ (459,578)</b>

### Part III: CASH FLOW

	<b>THREE MONTHS ENDED DECEMBER 31, 2012</b>	<b>THREE MONTHS ENDED DECEMBER 31, 2011</b>	<b>SIX MONTHS ENDED DECEMBER 31, 2012</b>	<b>SIX MONTHS ENDED DECEMBER 31, 2011</b>
<b>CASH FLOW FROM (USED IN)</b>				
Operating activities	\$ 45,700	\$ (385,364)	\$ 583,991	\$ (787,657)
Investing activities	(2,707)	(48,017)	(6,768)	(196,198)
Financing activities	(53,580)	(53,580)	(107,160)	(107,160)
Increase (decrease) in cash and cash equivalents, net of bank overdraft used for cash management purposes	<b>\$ (10,587)</b>	<b>\$ (486,961)</b>	<b>\$ 470,063</b>	<b>\$ (1,091,015)</b>

Cash flow from operating activities for the three months ended December 31, 2012 was \$0.05 million as compared to cash flows used in operating activities of \$0.4 million during the same period in the prior year. The increase in cash from operating activities is primarily due to cost reductions and payment of income taxes in the prior year by an entity acquired pursuant to the Plan of Arrangement.

Cash flow used in investing activities for the three months ended December 31, 2012 was minimal due to curtailed spending on capital assets.

Cash flow used in financing activities for the three months ended December 31, 2012 relates to repayments of long-term debt and is consistent with the same period in the prior year.

Cash flow from operating activities for the six months ended December 31, 2012 was \$0.6 million as compared to cash flows used in operating activities of \$0.8 million during the same period in the prior year. The increase in cash from operating activities is primarily due to the delay in receipt of payments from a significant customer that was outstanding at June 30, 2012 and collected in July 2012, as well as cost reductions.

Cash flow used in investing activities for the six months ended December 31, 2012 was minimal due to curtailed spending on capital assets.

Cash flow used in financing activities for the six months ended December 31, 2012 relates to repayments of long-term debt and is consistent with the same period in the prior year.

### Part IV: LIQUIDITY AND CAPITAL RESOURCES

<b>AS AT</b>	<b>DECEMBER 31, 2012</b>	<b>JUNE 30, 2012</b>
Cash and cash equivalents	\$ 1,727,432	\$ 1,707,563
Bank indebtedness	(169,511)	(620,344)
Working capital	1,747,933	3,134,104
Long-term debt (long-term portion only)	(517,940)	(625,100)
Convertible debentures (long-term portion only)	-	(855,068)
Shareholders' equity	<b>(1,570,725)</b>	<b>(2,049,969)</b>

The Company's objective when managing liquidity and capital resources is to ensure that it has sufficient liquidity to support its financial obligations and fund its operating and strategic objectives.

In order to further strengthen the Company's financial position and address its liquidity requirements, the Company continues to consider and evaluate on an ongoing basis, all alternatives available to it. These alternatives include, without limitation, seeking additional sources of financing, identifying and pursuing strategic partnerships, raising additional equity, working closely with the financial institution to obtain favourable borrowing terms and other value enhancing opportunities. The Company receives continued support from its bank and lender. There was a decrease of \$1.5 million in expenses in fiscal year 2012 compared to fiscal year 2011 and there has been a decrease of \$0.6 million in expenses for the six months ended December 31, 2012 compared to the same period in the prior year. The Company expects this trend to continue as it implements further cost reduction initiatives. However, there can be no assurance that such efforts will result in the Company pursuing any such alternative or, if pursued, there can be no assurance any such alternative will be successfully completed and implemented.

The Company cannot be certain that cash generated from its operations will be sufficient to satisfy its liquidity requirements, and it may need to continue to raise capital by selling additional equity and/or by securing credit facilities. The Company's future capital requirements will depend on many factors, including, but not limited to, the market acceptance of its products and services. No assurance can be given that any such additional funding will be available or that, if available, it can be obtained on terms favourable to the Company.

The condensed consolidated interim financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate, then adjustments would be necessary to the carrying value of assets and liabilities, the reported revenues and expenses, and the statement of financial position classifications used.

### **Working Capital**

At December 31, 2012, PSP's working capital was \$1.7 million compared to \$3.1 million as at June 30, 2012. The decrease in working capital reflects a reduction in trade and other receivables of \$1.8 million, a decrease in inventory of \$0.1 million, a net increase in cash and bank indebtedness of \$0.5 million and a decrease in trade and other payables of \$1.0 million. The convertible debentures mature on August 17, 2013 and have therefore been classified as current liabilities as at December 31, 2012, representing \$0.9 million of the decline in working capital compared to June 30, 2012.

Trade and other receivables as at December 31, 2012 were \$1.6 million as compared to \$3.4 million as at June 30, 2012. The decrease was due to the decline in revenues compared to the three months ended June 30, 2012 and the timing of collection of those revenues.

Inventories as at December 31, 2012 were \$1.2 million as compared to \$1.3 million as at June 30, 2012. The decrease in inventory reflects reduced purchasing as a result of lower order volumes during the three months ended December 31, 2012.

Trade and other payables as at December 31, 2012 were \$1.5 million as compared to \$2.6 million as at June 30, 2012. The decrease is primarily related to the reduction in trade payables reflecting lower sales volumes and reduced purchasing during the three months ended December 31, 2012.

### **Bank Indebtedness**

PSP has a Credit Agreement with a Canadian bank (the "Bank") for a credit facility in the amount of \$1.0 million. The facility is a revolving demand facility available by way of overdraft with interest payable monthly calculated at the bank prime lending rate plus 1.95% per annum. The facility is secured by cash collateral of \$1.0 million and a general security agreement over all personal property of PSP and its subsidiaries. The Agreement has no financial covenants and is subject to certain general covenants as outlined in the Agreement. At December 31, 2012, the amount drawn on the overdraft facility was \$0.2 million. Cash collateral held in a GIC with the Bank in the amount of \$1.0 million is included in cash and cash equivalents.

### **Long-term Debt**

The Company has a \$1.4 million secured term loan with the Business Development Bank of Canada ("BDC" or the "Lender"). At December 31, 2012, the principal outstanding on the loan was \$0.7 million.

### **Convertible Debentures**

On August 17, 2010, the Company completed a private placement for gross proceeds of \$1,000,000. Pursuant to the private placement, the Company issued 40 units (the "Units") at a purchase price of \$25,000 per Unit. Each Unit consisted of \$25,000 in principal amount of unsecured convertible debentures (the "Debentures") and 62,500 detachable common share purchase warrants (the "Warrants"). The Warrants had a one-year term and expired unexercised on August 17, 2011.

The Debentures mature on August 17, 2013, three years from the date of issuance, and bear interest at a rate of 10% per annum, payable annually in cash or common shares at the option of the Company. The Company elected to settle interest payable on convertible debentures as of August 17, 2011 in the amount of \$100,000 with the issuance of 1,145,408 common shares. On August



17, 2012, the Company elected to settle the interest payable of \$100,000 with the payment of \$60,000 to certain debenture holders and the remaining \$40,000 in interest was settled with the issuance of 800,000 common shares on October 10, 2012. The holder has the right to convert all (but not less than all), principal and accrued interest at any time to common shares at a rate of one common share per \$0.10 of indebtedness.

Certain Directors and a former Director of the Company beneficially own or control, directly or indirectly, \$750,000 aggregate principal amount of the Debentures.

The Debentures contain certain default provisions that would provide the holders the right to demand repayment. The Company was in compliance with these conditions at December 31, 2012.

### **Deferred Income Taxes**

At December 31, 2012, the Company had approximately \$4.0 million in Canadian tax non-capital loss carryforwards and approximately \$4.1 million in U.S. tax loss carryforwards available, excluding loss carryforwards of Zuni and its subsidiaries which have no operating business activities.

### **Equity Instruments and Other Paid-in Capital**

At December 31, 2012, the Company's issued and outstanding shares were 59,504,895. At June 30, 2012, the Company's issued and outstanding shares were 57,454,895. On October 10, 2012, the Company issued 800,000 common shares at a deemed price of \$0.05 per share in settlement of \$40,000 of interest payable on the Debentures and 1,250,000 common shares at a deemed price of \$0.05 per share in settlement of \$55,000 of accrued directors fees and \$7,500 of accrued compensation. The difference between the closing price on the date of issuance of \$0.035 and the deemed price of \$0.05 has been allocated to contributed surplus.

The Company's contributed surplus balance was \$1.9 million at December 31, 2012 compared to \$1.8 million at June 30, 2012.

Other paid-in capital of \$0.2 million at December 31, 2012 reflects the allocation of the equity component of convertible debentures, net of issue costs.

### **Capital Management**

The Company's capital management strategy is designed to maintain financial strength and flexibility to support profitable growth. The Company's capital consists of accumulated debt, which is comprised of long-term debt, convertible debentures, bank indebtedness and shareholders' equity, excluding other comprehensive income (loss). The Company manages its capital structure and makes adjustments to it, based on the level of funds available to the Company to manage its operations. See "Bank Indebtedness", "Long-term Debt" and "Convertible Debentures".

The Company has not established a quantitative return on capital criteria; but rather promotes year-over-year sustainable growth.

The Company must adhere to certain covenants related to debt. See "Bank Indebtedness", "Long-term Debt" and "Convertible Debentures".

There have been no changes in the Company's approach to capital management during the period.

## Part V: QUARTERLY RESULTS

Fiscal 2013		December 31, 2012	September 30, 2012
Revenues		\$ 2,808,904	\$ 2,817,538
Net loss for the period		(55,888)	(501,511)
Basic and diluted loss per share		(0.001)	(0.009)

Fiscal 2012	June 30, 2012	March 31, 2012	December 31, 2011	September 30, 2011
Revenues	\$ 4,456,155	\$ 5,153,175	\$ 3,638,271	\$ 3,486,062
Net income (loss) for the period	320,894	138,001	(1,397,389)	(297,377)
Basic and diluted earnings (loss) per share	0.006	0.002	(0.024)	(0.005)

Fiscal 2011	June 30, 2011	March 31, 2011	December 31, 2010	September 30, 2010
Revenues	\$ 4,943,820	\$ 8,286,012	\$ 5,094,773	\$ 4,339,091
Net loss for the period	(3,114,818)	(64,664)	(259,580)	(626,818)
Basic and diluted loss per share	(0.055)	(0.001)	(0.010)	(0.024)

### Significant Fluctuations in Quarterly Results

For the three months ended December 31, 2012, the Company recorded a net loss from operations of \$0.06 million or \$0.001 per share. The decrease in loss compared to the prior quarter is due to improved gross margin and reductions in expenses.

For the three months ended September 30, 2012, the Company recorded a net loss from operations of \$0.5 million or \$0.009 per share. The increase in loss compared to the prior quarter is due to the decline in revenues and gross margin.

For the three months ended June 30, 2012, the Company recorded net income from operations of \$0.3 million or \$0.006 per share. The increase in income compared to the prior quarter is primarily due to increased gross margin and a decrease in expenses.

For the three months ended March 31, 2012, the Company recorded net income from operations of \$0.1 million or \$0.002 per share. The increase in income compared to the prior quarter is primarily due to increased revenues and gross margin and the long-lived asset impairment charge of \$1.2 million at December 31, 2011.

For the three months ended December 31, 2011, the Company recorded a net loss from operations of \$1.4 million or \$0.024 per share. The increase in the loss compared to the prior quarter is primarily due to the long-lived asset impairment charge of \$1.2 million.

For the three months ended September 30, 2011, the Company recorded a net loss from operations of \$0.3 million or \$0.005 per share. The decrease in the loss compared to the prior quarter is due to the loss on sale of APS assets and disposal of certain intangible assets of \$1.5 million recorded in the prior quarter and settlement of an onerous contract obligation in the three months ended September 30, 2011.

## Part VI: SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

The Company's accounting policies are provided in note 3 to the consolidated financial statements for the year ended June 30, 2012.

### Use of estimates and judgments

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In the process of applying the Company's accounting policies, management has made the following estimates and judgments, which

have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements:

***Impairment of non-financial assets***

Impairment exists when the carrying value of a non-financial asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rates used.

***Depreciation and amortization rates***

In calculating the depreciation and amortization expense, management is required to make estimates of the expected useful lives of property and equipment and intangible assets.

***Taxes***

Deferred tax assets, if any, are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

***Trade and other receivables***

Allowance for doubtful accounts

The Company uses historical trends and performs specific account assessments when determining the allowance for doubtful accounts. These accounting estimates are in respect to the trade and other receivables line on the Company's condensed consolidated interim statement of financial position.

The estimate of the Company's allowance for doubtful accounts could change from period to period due to the allowance being a function of the balance and composition of accounts receivable. If the future were to adversely differ from management's expectations of allowance for doubtful accounts, the Company could experience an additional bad debt charge in the future.

***Inventories***

Allowance for inventory obsolescence

The Company determines its allowance for inventory obsolescence based upon expected inventory turnover, inventory aging and current and future expectations with respect to product offerings. The Company reviews future revenue trends and forecasts, expected inventory requirements and inventory composition necessary to support future revenues. These accounting estimates are with respect to inventories on the Company's condensed consolidated interim statement of financial position.

The estimate for the Company's allowance for inventory obsolescence could change from period to period due to changes in product offerings and consumer acceptance of those products. If the inventory obsolescence was inadequate it would result in a charge to operations expense in the future.

***Provisions***

The Company estimates provisions for warranties and onerous contracts. A provision will be recognized if the Company has a legal or constructive obligation due to a prior event. Warranties are based on historical trends. Onerous contracts are based on an unavoidable cost in excess of any future benefit. The onerous contract provision is calculated at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing the contract.

The estimate for the Company's provisions could change from period to period due to changes in historical trends, revenue or the business environment.

**Part VII: RISKS AND UNCERTAINTIES**

In the normal course of business, the Company's operations continue to be influenced by a number of internal and external factors, and are exposed to risks and uncertainties, that can affect its business, financial condition and operating results. The activities of the Company are subject to ongoing operational risks, including the performance of key suppliers, product performance, government and other industry regulations, and reliance on information systems, all of which may affect the ability of the Company to meet its obligations. The ongoing ability to meet the needs of the market place is dependent upon the development and introduction of new products. While management believes its innovation and technology make it a leader in the industry, revenue and results may be affected if products are not accepted in the market place, are not approved by regulatory authorities, or if products are not brought to market in a timely manner.

PSP operates in markets subject to government purchasing patterns and large tenders that are at times unpredictable and create fluctuations in the production load throughout the year. Government purchasing is typically tender driven and subject to competitive bidding. These buying patterns create the necessity of being able to quickly increase and decrease production capacity. PSP has addressed this risk by using a casual pool of staff and cell-based manufacturing in which production staff is grouped into cells. Cells can quickly be added or reduced in order to mitigate the impact of large contracts on regular production of core products. In addition, large contracts often create a situation where a significant portion of the Company's revenue and accounts receivable may be from a

small number of customers increasing the risks of economic dependence and concentration of credit.

The Company's working capital position is dependent on the timely collection of accounts receivable, inventory management and scheduled supplier payments. A change in supplier payment terms or slow collection of accounts receivable could adversely affect the Company's liquidity. Management has implemented controls to ensure accounts receivable are current and suppliers payments are largely within terms. However, based on the current estimates, the Company cannot conclude that existing cash resources, together with cash expected to be generated by operations, will be sufficient to meet operating, capital and working capital requirements for at least the next twelve-month period.

### **Going Concern**

The condensed consolidated interim financial statements have been prepared assuming the Company will continue as a going concern. The going concern basis of presentation assumes the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments, including repayment of the Debentures maturing on August 17, 2013, in the normal course of business. During the six months ended December 31, 2012, the Company incurred a loss of \$0.6 million and the Company has an accumulated deficit of \$20.6 million.

The above factors raise significant doubt about the Company's ability to continue as a going concern. Management has taken actions to address these issues including seeking additional sources of financing, instituting a company-wide cost reduction program and identifying and pursuing strategic partnerships and value enhancing opportunities. The Company's ability to continue as a going concern is dependent on management's ability to successfully complete one or more of these actions, generate a profit from operations, or obtain additional financing, if required. Failure to achieve one or more of these plans could have a material adverse effect on the Company's financial condition and/or results of operations.

The Company cannot be certain that cash generated from its operations will be sufficient to satisfy its liquidity requirements, and it may need to continue to raise capital by selling additional equity and/or by securing credit facilities. The Company's future capital requirements will depend on many factors, including, but not limited to, the market acceptance of its products and services. No assurance can be given that any such additional funding will be available or that, if available, it can be obtained on terms favourable to the Company.

### **Dependence on Key Personnel**

The success of the Company's operations depends on its senior management team and other key employees, as well as the ability to retain and attract skilled and qualified management and employees. The loss of the services of key personnel could have a material adverse effect on the business, financial condition, results of operations or future prospects of the Company.

### **Defaults under Credit Agreements**

The credit facility with the Canadian bank is a demand facility. In the event that the Company was in default under the terms of the agreement, the bank may thereafter demand repayment of all amounts owing under the bank indebtedness and by virtue of the inter-lender agreement, the Lender and the Debenture holders may also demand repayment.

For further discussion with respect to defaults under the Company's credit agreements, refer to the Bank Indebtedness, Long-term Debt and Convertible Debentures sections in Part IV of this MD&A.

### **Other Risks**

Refer to the Company's June 30, 2012 consolidated financial statements note 23 for other risks including credit risk, interest rate risk, currency risk, liquidity risk, and fair value of financial instruments.

## **Part VIII: OTHER INFORMATION**

The authorized share capital of the Company consists of an unlimited number of common shares. As of February 25, 2013, there were 59,504,895 common shares outstanding. As of February 25, 2013, there were 5,625,000 options outstanding.

Condensed Consolidated Interim Financial Statements of

**PACIFIC SAFETY PRODUCTS INC.**

Six months ended December 31, 2012 and 2011

(Unaudited)

**PACIFIC SAFETY PRODUCTS INC.  
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
(Unaudited)**

**Notice to Reader**

The accompanying condensed consolidated interim financial statements have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

*(signed) "Terry Vaudry"*

Terry Vaudry  
Chief Executive Officer

February 25, 2013

**PACIFIC SAFETY PRODUCTS INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION**  
**(Unaudited)**

*(In Canadian dollars)*

	December 31, 2012	June 30, 2012
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents (note 4)	\$ 1,727,432	\$ 1,707,563
Trade and other receivables	1,586,211	3,431,439
Inventories	1,169,921	1,319,709
Prepaid expenses and deposits	175,036	177,622
Total current assets	4,658,600	6,636,333
<b>NON-CURRENT ASSETS</b>		
Property and equipment (note 5)	456,164	523,163
Intangible assets (note 6)	-	-
Total non-current assets	456,164	523,163
<b>TOTAL ASSETS</b>	<b>\$ 5,114,764</b>	<b>\$ 7,159,496</b>
<b>LIABILITIES AND EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Bank indebtedness (note 7)	\$ 169,511	\$ 620,344
Trade and other payables	1,540,469	2,568,300
Short-term provisions (note 10)	32,173	48,801
Deferred revenue	37,632	50,464
Current portion of long-term debt (note 8)	214,320	214,320
Convertible debentures (note 9)	916,562	-
Total current liabilities	2,910,667	3,502,229
<b>NON-CURRENT LIABILITIES</b>		
Long-term debt (note 8)	517,940	625,100
Long-term provisions (note 10)	115,432	127,130
Convertible debentures (note 9)	-	855,068
Total non-current liabilities	633,372	1,607,298
<b>TOTAL LIABILITIES</b>	<b>3,544,039</b>	<b>5,109,527</b>
<b>EQUITY</b>		
Share capital (note 11)	20,251,973	20,180,223
Contributed surplus	1,882,752	1,849,202
Other paid-in capital	234,953	234,953
Deficit	(20,590,017)	(20,032,618)
Accumulated other comprehensive income	(208,936)	(181,791)
Total equity	1,570,725	2,049,969
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 5,114,764</b>	<b>\$ 7,159,496</b>

Going concern (note 2(e))

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

**PACIFIC SAFETY PRODUCTS INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME**  
*(Unaudited)*

*(In Canadian dollars)*

	Three months ended December 31, 2012	Three months ended December 31, 2011	Six months ended December 31, 2012	Six months ended December 31, 2011
<b>REVENUES</b>	<b>\$ 2,808,904</b>	<b>\$ 3,638,271</b>	<b>\$ 5,626,442</b>	<b>\$ 7,124,333</b>
<b>COST OF SALES</b>	<b>1,906,887</b>	<b>2,614,578</b>	<b>4,157,664</b>	<b>5,252,972</b>
<b>GROSS MARGIN</b>	<b>902,017</b>	<b>1,023,693</b>	<b>1,468,778</b>	<b>1,871,361</b>
<b>EXPENSES</b>				
Sales and marketing	276,191	406,470	576,184	848,594
Research and development	191,849	99,958	302,192	177,084
General and administration	423,370	709,659	1,031,715	1,517,895
Total expenses	891,410	1,216,087	1,910,091	2,543,573
<b>INCOME (LOSS) BEFORE OTHER ITEMS</b>	<b>10,607</b>	<b>(192,394)</b>	<b>(441,313)</b>	<b>(672,212)</b>
<b>OTHER ITEMS</b>				
Foreign exchange losses (gains)	968	(18,967)	(8,462)	67,524
Finance income (note 13)	(199)	(637)	(8,145)	(3,853)
Finance costs (note 13)	65,726	73,422	132,693	145,982
Long-lived asset impairment (note 6)	–	1,159,905	–	1,159,905
Onerous contract charges (settlement) (note 10)	–	–	–	(331,957)
Total other items	66,495	1,213,723	116,086	1,037,601
<b>LOSS BEFORE INCOME TAXES</b>	<b>(55,888)</b>	<b>(1,406,117)</b>	<b>(557,399)</b>	<b>(1,709,813)</b>
<b>INCOME TAXES</b>				
Current income tax recovery	–	(8,728)	–	(15,047)
<b>NET LOSS FOR THE PERIOD</b>	<b>(55,888)</b>	<b>(1,397,389)</b>	<b>(557,399)</b>	<b>(1,694,766)</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
Foreign currency translation differences – foreign operations	16,281	(81,446)	(27,145)	190,933
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>\$ (39,607)</b>	<b>\$ (1,478,835)</b>	<b>\$ (584,544)</b>	<b>\$ (1,503,833)</b>
<b>LOSS PER SHARE (note 14) BASIC AND DILUTED</b>	<b>\$ (0.001)</b>	<b>\$ (0.024)</b>	<b>\$ (0.010)</b>	<b>\$ (0.029)</b>
<b>WEIGHTED AVERAGE COMMON SHARES ISSUED AND OUTSTANDING (note 14) BASIC AND DILUTED</b>	<b>59,304,352</b>	<b>57,454,895</b>	<b>58,379,623</b>	<b>57,162,318</b>

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



**PACIFIC SAFETY PRODUCTS INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY**  
**(Unaudited)**

**FOR THE SIX MONTHS ENDED DECEMBER 31, 2012 and 2011**  
**(In Canadian dollars)**

	Share capital	Warrants	Contributed surplus	Other paid-in capital	Deficit	Cumulative translation account	Total
Balance, June 30, 2011	\$ 20,080,222	\$ 45,000	\$ 1,768,027	\$ 234,953	\$(18,796,745)	\$ (367,813)	\$ 2,964,144
Net loss for the period	–	–	–	–	(1,694,766)	–	(1,694,766)
Other comprehensive income (loss):							
Foreign currency translation differences	–	–	–	–	–	190,933	190,933
Total comprehensive income (loss) for the period	–	–	–	–	(1,694,766)	190,933	(1,503,833)
Issuance of shares	100,001	–	–	–	–	–	100,001
Share-based compensation expense	–	–	32,712	–	–	–	32,712
Warrants expired	–	(45,500)	39,301	–	–	–	(6,199)
Total amounts attributable to owners	100,001	(45,500)	72,013	–	–	–	126,514
Balance, December 31, 2011	\$ 20,180,223	\$ –	\$ 1,840,040	\$ 234,953	\$(20,491,511)	\$ (176,880)	\$ 1,586,825
Balance, June 30, 2012	\$ 20,180,223	\$ –	\$ 1,849,202	\$ 234,953	\$(20,032,618)	\$ (181,791)	\$ 2,049,969
Net loss for the period	–	–	–	–	(557,399)	–	(557,399)
Other comprehensive income (loss):							
Foreign currency translation differences	–	–	–	–	–	(27,145)	(27,145)
Total comprehensive income (loss) for the period	–	–	–	–	(557,399)	(27,145)	(584,544)
Issuance of shares	71,750	–	30,750	–	–	–	102,500
Share-based compensation expense	–	–	2,800	–	–	–	2,800
Total amounts attributable to owners	71,750	–	33,550	–	–	–	105,300
<b>Balance, December 31, 2012</b>	<b>\$ 20,251,973</b>	<b>\$ –</b>	<b>\$ 1,882,752</b>	<b>\$ 234,953</b>	<b>\$(20,590,017)</b>	<b>\$ (208,936)</b>	<b>\$ 1,570,725</b>

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

**PACIFIC SAFETY PRODUCTS INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS**  
**(Unaudited)**

*(In Canadian dollars)*

	Three months ended December 31, 2012	Three months ended December 31, 2011	Six months ended December 31, 2012	Six months ended December 31, 2011
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Cash receipts from customers	\$ 2,848,547	\$ 3,811,451	\$ 7,436,760	\$ 7,432,374
Cash paid to suppliers and employees	(2,789,412)	(4,070,587)	(6,768,654)	(8,079,136)
Interest paid	(13,634)	(24,356)	(92,260)	(48,558)
Interest received	199	637	8,145	3,853
Income taxes recovered	-	-	-	6,319
Income taxes paid	-	(102,509)	-	(102,509)
<b>CASH FLOW FROM (USED IN) OPERATING ACTIVITIES</b>	<b>45,700</b>	<b>(385,364)</b>	<b>583,991</b>	<b>(787,657)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of property and equipment	(2,707)	(4,060)	(6,768)	(62,199)
Investment in intangible assets	-	(43,957)	-	(133,999)
<b>CASH FLOW USED IN INVESTING ACTIVITIES</b>	<b>(2,707)</b>	<b>(48,017)</b>	<b>(6,768)</b>	<b>(196,198)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Repayment of long-term debt	(53,580)	(53,580)	(107,160)	(107,160)
<b>CASH FLOW USED IN FINANCING ACTIVITIES</b>	<b>(53,580)</b>	<b>(53,580)</b>	<b>(107,160)</b>	<b>(107,160)</b>
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(10,587)</b>	<b>(486,961)</b>	<b>470,063</b>	<b>(1,091,015)</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING</b>	<b>1,564,182</b>	<b>1,637,454</b>	<b>1,087,219</b>	<b>2,204,709</b>
Effect of exchange rate fluctuations on cash held	4,326	(6,029)	639	30,770
<b>CASH AND CASH EQUIVALENTS, ENDING (note 4)</b>	<b>\$ 1,557,921</b>	<b>\$ 1,144,464</b>	<b>\$ 1,557,921</b>	<b>\$ 1,144,464</b>

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

**PACIFIC SAFETY PRODUCTS INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**(Unaudited)**

**FOR THE SIX MONTHS ENDED DECEMBER 31, 2012 and 2011**  
**(In Canadian dollars)**

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**1. REPORTING ENTITY**

Pacific Safety Products Inc. ("PSP" or the "Company") is a company domiciled in Canada and incorporated under the Canada Business Corporation Act. The address of the Company's head office is 124 Fourth Avenue, Arnprior, Ontario K7S 0A9. The Company manufactures and sells a comprehensive line of protective products for the defence and security markets.

The condensed consolidated interim financial statements of the Company as at and for the six months ended December 31, 2012 comprise the Company and its subsidiaries. Nexus Armour Inc. ("Nexus") is a wholly-owned subsidiary of PSP and is the parent company of Sentry Armor Systems Inc. ("Sentry"). Sentry is incorporated in the State of Delaware, USA and commenced operations in Dover, Tennessee on July 5, 2006. In accordance with the terms of a Plan of Arrangement, Zuni Holdings Inc. ("Zuni") became a wholly-owned subsidiary of PSP effective December 31, 2010. Zuni was the parent company of MTI Leewood GmbH and MTI Specialty Silicones Inc. Zuni and its subsidiaries have no operating business activities. MTI Leewood GmbH was deregistered effective June 27, 2012.

**2. BASIS OF PREPARATION**

**(a) Statement of compliance**

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting*. These condensed consolidated interim financial statements do not include all of the information required for full annual consolidated financial statements and should therefore be read in conjunction with the audited annual consolidated financial statements and notes thereto for the year ended June 30, 2012.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on February 25, 2013.

**(b) Basis of measurement**

These condensed consolidated interim financial statements have been prepared on the historical cost basis except as permitted by IFRS and as otherwise indicated within these notes.

**(c) Functional and presentation currency**

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the Company's functional currency.

**(d) Use of estimates and judgments**

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements:

***Impairment of non-financial assets***

Impairment exists when the carrying value of a non-financial asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The value in use calculation is based on a discounted cash flow model. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rates used.

***Depreciation and amortization rates***

In calculating the depreciation and amortization expense, management is required to make estimates of the expected useful lives of property and equipment and intangible assets.

***Taxes***

Deferred tax assets, if any, are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable

**PACIFIC SAFETY PRODUCTS INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**(Unaudited)**

**FOR THE SIX MONTHS ENDED DECEMBER 31, 2012 and 2011**  
**(In Canadian dollars)**

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profits together with future tax planning strategies.

**Trade and other receivables**

Allowance for doubtful accounts

The Company uses historical trends and performs specific account assessments when determining the allowance for doubtful accounts. These accounting estimates are in respect to the trade and other receivables line on the Company's condensed consolidated interim statement of financial position.

The estimate of the Company's allowance for doubtful accounts could change from period to period due to the allowance being a function of the balance and composition of accounts receivable. If the future were to adversely differ from management's expectations of allowance for doubtful accounts, the Company could experience an additional bad debt charge in the future.

**Inventories**

Allowance for inventory obsolescence

The Company determines its allowance for inventory obsolescence based upon expected inventory turnover, inventory aging and current and future expectations with respect to product offerings. The Company reviews future revenue trends and forecasts, expected inventory requirements and inventory composition necessary to support future revenues. These accounting estimates are with respect to inventories on the Company's condensed consolidated interim statement of financial position.

The estimate for the Company's allowance for inventory obsolescence could change from period to period due to changes in product offerings and consumer acceptance of those products. If the inventory obsolescence was inadequate it would result in a charge to operations expense in the future.

**Provisions**

The Company estimates provisions for warranties and onerous contracts. A provision will be recognized if the Company has a legal or constructive obligation due to a prior event. Warranties are based on historical trends. Onerous contracts are based on an unavoidable cost in excess of any future benefit. The onerous contract provision is calculated at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing the contract.

The estimate for the Company's provisions could change from period to period due to changes in historical trends, revenue or the business environment.

**(e) Going concern**

These condensed consolidated interim financial statements have been prepared assuming the Company will continue as a going concern. The going concern basis of presentation assumes the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. During the six months ended December 31, 2012, the Company incurred a loss of \$0.6 million and the Company has a deficit of \$20.6 million as at December 31, 2012.

The above factors raise significant doubt about the Company's ability to continue as a going concern. Management has taken actions to address these issues including seeking additional sources of financing, instituting a company-wide cost reduction program and identifying and pursuing strategic partnerships and value enhancing opportunities. The Company's ability to continue as a going concern is dependent on management's ability to successfully complete one or more of these actions, generate a profit from operations, or obtain additional financing, if required. Failure to achieve one or more of these plans could have a material adverse effect on the Company's financial condition and/or results of operations.

The Company cannot be certain that cash generated from its operations will be sufficient to satisfy its liquidity requirements, and it may need to continue to raise capital by selling additional equity and/or by securing credit facilities. The Company's future capital requirements will depend on many factors, including, but not limited to, the market acceptance of its products and services. No assurance can be given that any such additional funding will be available or that, if available, it can be obtained on terms favourable to the Company.

The condensed consolidated interim financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements,

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then adjustments would be necessary to the carrying value of assets and liabilities, the reported revenues and expenses, and the statement of financial position classifications used.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out in note 3 to the consolidated financial statements for the year ended June 30, 2012 have been applied consistently to all periods presented in these condensed consolidated interim financial statements.

**4. CASH AND CASH EQUIVALENTS**

	<b>December 31, 2012</b>	June 30, 2012
Bank balances	\$ 687,432	\$ 667,563
Guaranteed investment certificates	<b>1,040,000</b>	1,040,000
Cash and cash equivalents	<b>1,727,432</b>	1,707,563
Bank overdraft used for cash management purposes	<b>(169,511)</b>	(620,344)
Cash and cash equivalents in the statement of cash flows	<b>\$ 1,557,921</b>	<b>\$ 1,087,219</b>

Cash held in guaranteed investment certificates ("GIC") includes \$1,040,000 held by the Canadian Bank as cash collateral for the overdraft facility.

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**5. PROPERTY AND EQUIPMENT**

	Manufacturing equipment	Office equipment	Computer equipment	Leasehold improvements	Total
<b>Cost or deemed cost</b>					
As at June 30, 2011	\$ 582,271	\$ 49,114	\$ 31,627	\$ 188,060	\$ 851,072
Additions	6,249	–	4,161	53,627	64,037
Disposals	(3,000)	–	–	(10,436)	(13,436)
Effect of movements in exchange rates	16,140	418	132	5,188	21,878
As at June 30, 2012	601,660	49,532	35,920	236,439	923,551
Additions	2,331	–	4,437	–	6,768
Disposals	–	–	–	–	–
Effect of movements in exchange rates	(6,800)	(181)	(170)	(1,786)	(8,937)
As at December 31, 2012	\$ 597,191	\$ 49,351	\$ 40,187	\$ 234,653	\$ 921,382
<b>Depreciation and impairment losses</b>					
As at June 30, 2011	\$ 171,373	\$ 12,619	\$ 6,549	\$ 27,332	\$ 217,873
Depreciation	124,253	9,456	9,059	39,631	182,399
Disposals	(1,353)	–	–	(1,864)	(3,217)
Effect of movements in exchange rates	4,214	98	110	(1,089)	3,333
As at June 30, 2012	298,487	22,173	15,718	64,010	400,388
Depreciation	42,599	3,497	3,621	18,599	68,316
Disposals	–	–	–	–	–
Effect of movements in exchange rates	(2,919)	(79)	(85)	(403)	(3,486)
As at December 31, 2012	\$ 338,167	\$ 25,591	\$ 19,254	\$ 82,206	\$ 465,218
<b>Net book value</b>					
As at June 30, 2012	\$ 303,173	\$ 27,359	\$ 20,202	\$ 172,429	\$ 523,163
As at December 31, 2012	\$ 259,024	\$ 23,760	\$ 20,933	\$ 152,447	\$ 456,164

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**6. INTANGIBLE ASSETS**

**Impairment**

At June 30, 2011, due to continuing losses, negative cash flow from operating activities, and the reduction in projected revenue in Canada following the sale of the distribution division, the Company assessed the recoverable amount of its cash generating units ("CGUs"). The recoverable amount of the CGUs was based on a value in use calculation.

Value in use was based on cash flows expected to be generated from each of the Company's two CGUs. The two CGUs are assets of the Canadian ("Canada") and U.S. operations ("USA"). Cash flows were projected up to the date that the assets within the CGUs are expected to be consumed by the entity. For Canada, the expected life of the CGU was 6 years and the life of the USA CGU was 6 years. The key assumptions used in the value in use calculations of the CGUs are:

- Expected life of the CGUs' assets
- Projection of cash inflows and outflows
- Discount rates

The value in use was determined using pre-tax discount rates of 25.15% and 25.55% for the Canada and USA CGUs, respectively. The discount rates applied reflect the Company's weighted average cost of capital adjusted for the risks specific to the CGU. Cash flows were projected based on past experience, actual operating results and the Company's operating plan extrapolated for a five year period. A zero growth rate was assumed beyond year 5.

Based on the value in use assessment, the carrying amount of the Canada CGU at June 30, 2011 was determined to be \$1,096,000 higher than its recoverable amount and an impairment loss was recognized. The impairment loss was allocated pro-rata to the intangible assets comprising the Canada CGU. The recoverable amount of the USA CGU based on the value in use calculation exceeded the carrying amount therefore no impairment loss was recognized.

At December 31, 2011, it was determined that the remaining intangible assets of both the Canada CGU (\$134,125) and the US CGU (\$1,025,780) were fully impaired. A draft letter of intent ("LOI") to sell substantially all of the assets of the Company was received prior to December 31, 2011 and was signed on January 20, 2012. The value of the estimated net proceeds indicated that there was a potential impairment. As a result, management reviewed the recoverable value of each CGU and determined that the fair value less costs to sell for each CGU represented the recoverable value. Fair value was determined based on the signed LOI. The carrying value of net assets expected to be included in the sale, excluding intangible assets, exceeded the estimated net proceeds of sale. Therefore an impairment loss of \$1,159,905 was recognized at December 31, 2011. The letter of intent was terminated on March 5, 2012.

At December 31, 2012, management determined that there has not been any change to the assets' value in use, fair value less costs to sell, or resulting recoverable amount. Therefore, no change to the impairment loss is required.

**7. BANK INDEBTEDNESS**

PSP has a Credit Agreement with a Canadian bank (the "Bank") for a credit facility in the amount of \$1.0 million. The facility is a revolving demand facility available by way of overdraft with interest payable monthly calculated at the bank prime lending rate plus 1.95% per annum. The facility is secured by cash collateral of \$1.0 million and a general security agreement over all personal property of PSP and its subsidiaries. The Agreement has no financial covenants and is subject to certain general covenants as outlined in the Agreement. At December 31, 2012 and June 30, 2012, the amounts drawn on the overdraft facility were \$169,511 and \$620,344, respectively. Cash collateral held in a GIC with the Bank in the amount of \$1,040,000 is included in cash and cash equivalents at December 31, 2012 and June 30, 2012.

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**8. LONG-TERM DEBT**

	<b>December 31, 2012</b>	June 30, 2012
Secured term loan with interest payable monthly calculated at the Lender's floating base rate of 5% at December 31, 2012 plus a variance of 0.75% per annum on the principal outstanding. The principal is repayable by one installment of \$17,620 on December 23, 2008, 83 consecutive monthly payments of \$17,860 commencing January 23, 2009 with the final payment on May 23, 2016.		
This loan is secured by a first security interest in all present and after-acquired personal property, subject only to a prior charge with respect to receivables and inventory in favour of the bank providing a Canadian credit facility.	<b>\$ 732,260</b>	\$ 839,420
Less current portion	<b>(214,320)</b>	(214,320)
	<b>\$ 517,940</b>	\$ 625,100

The principal installments are required to be paid as follows:

Years ending December 31,	
2013	\$ 214,320
2014	214,320
2015	214,320
2016	89,300
	<b>\$ 732,260</b>

**9. CONVERTIBLE DEBENTURES**

On August 17, 2010, the Company completed a private placement of \$1,000,000 aggregate principal amount, consisting of 40 units (the "Units") at a purchase price of \$25,000 per Unit. Each Unit consisted of \$25,000 in principal amount of unsecured convertible debentures (the "Debentures") and 62,500 detachable common share purchase warrants (the "Warrants").

The Debentures mature on August 17, 2013, three years from the date of issuance, and bear interest at a rate of 10% per annum, payable annually in cash or common shares at the option of the Company. The Company elected to settle interest payable on convertible debentures as of August 17, 2011 in the amount of \$100,000 with the issuance of 1,145,408 common shares. On August 17, 2012, the Company elected to settle the interest payable of \$100,000 with the payment of \$60,000 to certain debenture holders and the remaining \$40,000 in interest was settled with the issuance of 800,000 common shares on October 10, 2012. The holder has the right to convert all (but not less than all) principal and accrued interest at any time to common shares at a rate of one common share per \$0.10 of indebtedness (the "Conversion Option").

The Warrants had a one-year term and expired unexercised on August 17, 2011.

On the date of issuance, the gross proceeds in the amount of \$1,000,000 were allocated based on the fair values of the Debentures (\$700,049) and Warrants (\$45,500) with the residual being allocated to the Conversion Option (\$254,451). On the date of issuance, the fair value of the Debentures was classified as a liability, while the fair values of the Conversion Option and Warrants were classified as separate components of shareholders' equity.

Over the three-year term, the Debentures are accreted to their principal amount through a periodic charge to accretion expense with a corresponding credit to the liability component. The accretion expense is based on the effective interest method. For the six months ended December 31, 2012, the Company recorded accretion expense of \$53,392 (six months ended December 31, 2011 - \$47,424) related to the Debentures.

The Company incurred transaction costs of \$65,000 in connection with the issuance of the Debentures. These costs were



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allocated to Debenture issuance costs (\$45,503) and to equity issuance costs (\$19,497) based on the relative fair values of the debt and equity components.

The fair value of the Debentures was estimated using the present value of future cash flows using a discount rate of 18%. The fair value of the Warrants was estimated using the Black-Scholes option pricing model assuming no expected dividends, a volatility of the Company's share price of 101%, a risk-free interest rate of 1.4%, and an expected life of one year.

Certain Directors and a former Director of the Company beneficially own or control, directly or indirectly, \$750,000 aggregate principal amount of the Debentures.

The Debentures contain certain default provisions that would provide the holders the right to demand repayment. The Company was in compliance with these conditions at December 31, 2012.

**10. PROVISIONS**

The provision for warranties is based on estimates made from historical data associated with similar products. At December 31, 2012 the warranty liability was \$53,838 (June 30, 2012 - \$55,082).

During the year ended June 30, 2010, the Company implemented a restructuring plan directed at reducing costs. The balance in the restructuring provision at December 31, 2012 was \$Nil (June 30, 2012 - \$16,379).

On August 16, 2011 the Company signed a sublease for the remaining lease term for its former head office premises in Kanata, Ontario. The Company recognized a provision for the discounted future lease payments to which the Company is committed less expected future sublease income in the amount of \$122,308. The balance in the provision for onerous contracts at December 31, 2012 was \$93,767 (June 30, 2012 - \$104,470).

Pursuant to a Plan of Arrangement the Company assumed a provision for discounted future lease payments related to the vacated manufacturing facility of a Zuni subsidiary that no longer had any operating business activities. A settlement was reached with the landlord and the lease was terminated on September 30, 2011 resulting in a release of the provision in the amount of \$462,838.

**11. CAPITAL AND OTHER COMPONENTS OF EQUITY**

**(a) Share capital**

The authorized share capital of the Company consists of unlimited voting common shares without par value.

	<b>December 31, 2012</b>		June 30, 2012	
	<b>Number of Shares</b>	<b>Amount</b>	Number of Shares	Amount
Beginning balance	57,454,895	\$ 20,180,223	56,309,487	\$ 20,080,022
Shares issued	2,050,000	71,750	1,145,408	100,001
<b>Balance, end of period</b>	<b>59,504,895</b>	<b>\$ 20,251,973</b>	57,454,895	\$ 20,180,023

On August 17, 2011, the Company issued 1,145,408 common shares at a deemed price of \$0.087305 per share in settlement of interest payable on the Debentures.

On October 10, 2012, the Company issued 800,000 common shares at a deemed price of \$0.05 per share in settlement of \$40,000 of interest payable on the Debentures and 1,250,000 common shares at a deemed price of \$0.05 per share in settlement of \$55,000 of accrued directors fees and \$7,500 of accrued compensation. The difference between the closing price on the date of issuance of \$0.035 and the deemed price of \$0.05 has been allocated to contributed surplus.

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**11. CAPITAL AND OTHER COMPONENTS OF EQUITY (CONTINUED)**

**(b) Stock Options**

The Company had a stock option plan that provides options to purchase common shares of the Company for its management, executive officers and members of the Board of Directors. These options expire five years after the issue date or, in the event the employee's service ceases, at a date determined by the Board of Directors. Board members' options expire 90 days after termination or resignation, subject to certain exceptions whereby specific board members' options expire one year after resignation. The exercise price for these stock options is set at the average closing price over the previous 20 day trading period. Vesting periods are determined by the Board of Directors upon issuance.

On December 22, 2010, the Board approved the New PSP Stock Option Plan. Under the New PSP Stock Option Plan, the PSP Board determines the term of any options granted, which shall not exceed ten years from the date of grant. The exercise price and vesting periods will be determined by the Board of Directors upon issuance. The expiration of any PSP option will be accelerated if the participant's employment or other relationship with PSP terminates. Vested options may be exercised until the earlier of the fixed expiry date or a period of up to one year following the date the optionee ceases to be a participant as determined by the PSP Board at the time of the option grant.

The aggregate number of PSP shares that may be reserved for issuance pursuant to PSP options shall not exceed 10% of the outstanding PSP shares at the time of granting of a PSP option, less the aggregate number of shares reserved for issuance under any other PSP share compensation arrangement.

At December 31, 2012, the Company had 5,625,000 stock options outstanding with an exercise price of \$0.10.

	<i>Total</i>	<i>Weighted Average Exercise Price</i>
Balance, June 30, 2012	4,875,000	\$ 0.10
Granted, November 14, 2012	750,000	0.10
<b>Balance, December 31, 2012</b>	<b>5,625,000</b>	<b>\$ 0.10</b>

The fair value of stock options granted during the six months ended December 31, 2012 was estimated using the Black-Scholes option-pricing model with the following assumptions: dividend yield of nil, expected volatility of 0.77, risk-free interest rate of 1.1%, and expected option life of two years. The share-based payment expense was \$2,800.

The following table summarizes information regarding the Company's outstanding stock options as at December 31, 2012:

<i>Options Outstanding</i>			<i>Options Exercisable</i>		
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$0.10	5,625,000	1.79	\$ 0.10	5,625,000	\$ 0.10
Total Stock Option Pool Authorized					5,950,489
Total Stock Option Pool Remaining					325,489

Continuance of the stock option plan was not approved by shareholders at the annual general meeting on December 6, 2012 therefore no further options can be granted until shareholder approval is obtained.

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**12. OPERATING SEGMENTS**

The Company's principal business activity is the manufacture and sale of a comprehensive line of protective products and accessories for the defence and security market. The Company operates in Canada through PSP with operations based in Arnprior, Ontario, and in the U.S. through its Sentry subsidiary located in Dover, Tennessee. Head office expenses, including the office of the CEO and public company costs, are reported as Corporate.

These segments represent the Company's reportable segments which are used to manage the business. The Company analyzes the performance of its operating segments based on revenue growth and operating profitability. Assets acquired pursuant to a Plan of Arrangement effective December 31, 2010 are reported as Corporate assets.

	Canadian Operations	U.S. Operations	Corporate	Consolidated Total
<i>For the three months ended December 31, 2012</i>				
Revenues	\$ 1,681,291	\$ 1,134,679	\$ -	\$ 2,815,970
Elimination of inter-segment revenues	(6,048)	(1,018)	-	(7,066)
<b>Total revenues</b>	<b>1,675,243</b>	<b>1,133,661</b>	<b>-</b>	<b>2,808,904</b>
<b>Gross margin</b>	<b>597,882</b>	<b>304,135</b>	<b>-</b>	<b>902,017</b>
Expenses	544,793	169,261	177,356	891,410
Other items	66,659	-	(164)	66,495
<b>Net income (loss) after taxes</b>	<b>\$ (13,570)</b>	<b>\$ 134,874</b>	<b>\$ (177,192)</b>	<b>\$ (55,888)</b>

	Canadian Operations	U.S. Operations	Corporate	Consolidated Total
<i>For the three months ended December 31, 2011</i>				
Revenues	\$ 1,805,930	\$ 1,891,510	\$ -	\$ 3,697,440
Elimination of inter-segment revenues	(15,295)	(43,874)	-	(59,169)
<b>Total revenues</b>	<b>1,790,635</b>	<b>1,847,636</b>	<b>-</b>	<b>3,638,271</b>
<b>Gross margin</b>	<b>585,921</b>	<b>437,772</b>	<b>-</b>	<b>1,023,693</b>
Expenses	589,695	281,253	345,139	1,216,087
Other items	188,580	1,025,780	(637)	1,213,723
Income tax expense (recovery)	-	-	(8,728)	(8,728)
<b>Net income (loss) after taxes</b>	<b>\$ (192,354)</b>	<b>\$ (869,261)</b>	<b>\$ (335,774)</b>	<b>\$ (1,397,389)</b>

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**12. OPERATING SEGMENTS (CONTINUED)**

	Canadian Operations	U.S. Operations	Corporate	Consolidated Total
<i>For the six months ended December 31, 2012</i>				
Revenues	\$ 3,300,738	\$ 2,416,183	\$ –	\$ 5,716,921
Elimination of inter-segment revenues	(84,525)	(5,954)	–	(90,479)
<b>Total revenues</b>	<b>3,216,213</b>	<b>2,410,229</b>	<b>–</b>	<b>5,626,442</b>
Gross margin	900,584	568,194	–	1,468,778
Expenses	1,055,762	321,868	532,461	1,910,091
Other items	115,925	–	161	116,086
<b>Net income (loss) after taxes</b>	<b>\$ (271,103)</b>	<b>\$ 246,326</b>	<b>\$ (532,622)</b>	<b>\$ (557,399)</b>

	Canadian Operations	U.S. Operations	Corporate	Consolidated Total
<i>For the six months ended December 31, 2011</i>				
Revenues	\$ 3,469,436	\$ 3,736,446	\$ –	\$ 7,205,882
Elimination of inter-segment revenues	(30,886)	(50,663)	–	(81,549)
<b>Total revenues</b>	<b>3,438,550</b>	<b>3,685,783</b>	<b>–</b>	<b>7,124,333</b>
Gross margin	987,479	883,882	–	1,871,361
Expenses	1,220,134	556,871	766,568	2,543,573
Other items	477,983	1,026,309	(466,691)	1,037,601
Income tax expense (recovery)	–	–	(15,047)	(15,047)
<b>Net income (loss) after taxes</b>	<b>\$ (710,638)</b>	<b>\$ (699,298)</b>	<b>\$ (284,830)</b>	<b>\$ (1,694,766)</b>

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**12. OPERATING SEGMENTS (CONTINUED)**

	Canadian Operations	U.S. Operations	Corporate	Consolidated Total
<b>AS AT DECEMBER 31, 2012</b>				
<i>Assets</i>				
Current assets	\$ 2,840,548	\$ 1,633,078	\$ 184,974	\$ 4,658,600
Property and equipment	247,531	208,633	–	456,164
	<b>\$ 3,088,079</b>	<b>\$ 1,841,711</b>	<b>\$ 184,974</b>	<b>\$ 5,114,764</b>

	Canadian Operations	U.S. Operations	Corporate	Consolidated Total
<b>AS AT JUNE 30, 2012</b>				
<i>Assets</i>				
Current assets	\$ 4,546,031	\$ 1,879,151	\$ 211,151	\$ 6,636,333
Property and equipment	281,491	241,672	–	523,163
	<b>\$ 4,827,522</b>	<b>\$ 2,120,823</b>	<b>\$ 211,151</b>	<b>\$ 7,159,496</b>

<b>Revenues for the six months ended December 31,</b>	<b>2012</b>	<b>2011</b>
Canada	\$ 3,216,213	\$ 3,438,550
United States	2,221,723	3,414,769
International	188,506	271,014
	<b>\$ 5,626,442</b>	<b>\$ 7,124,333</b>

Revenues for the six months ended December 31, 2012 include \$0.6 million from a Canadian Provincial Government which represents 10.6% of total revenues and \$0.6 million from one U.S. distributor representing 11.3% of total revenues. Revenues from the Canadian Federal Government for the six months ended December 31, 2011 were \$1.6 million, representing 22.0% of total revenues. The Company had no other significant sales (over 10% of revenue) to any one customer.

The Company experiences sales cycles that can be dependent on the award of contracts by major police agencies and federal government departments. These cycles are, at times, unpredictable and may cause variations in revenue and profitability.

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**13. FINANCE INCOME AND FINANCE COSTS**

Recognized in profit or loss:

	<b>Three months ended December 31, 2012</b>	Three months ended December 31, 2011	<b>Six months ended December 31, 2012</b>	Six months ended December 31, 2011
Interest income on bank deposits	\$ 199	\$ 637	\$ 8,145	\$ 3,853
Finance income	<b>\$ 199</b>	<b>\$ 637</b>	<b>\$ 8,145</b>	<b>\$ 3,853</b>
Interest on bank indebtedness	\$ 2,655	\$ 10,276	\$ 6,450	\$ 19,466
Interest on long-term debt	<b>10,979</b>	14,082	<b>22,851</b>	29,092
Interest on convertible debentures	<b>25,000</b>	25,000	<b>50,000</b>	50,000
Accretion of convertible debentures	<b>27,092</b>	24,064	<b>53,392</b>	47,424
Finance costs	<b>\$ 65,726</b>	<b>\$ 73,422</b>	<b>\$ 132,693</b>	<b>\$ 145,982</b>

**14. LOSS PER SHARE**

As the Company incurred a net loss during the six months ended December 31, 2012 and 2011, the loss and diluted loss per common share are based on the weighted-average common shares outstanding during the period. The following outstanding instruments could have a dilutive effect in the future:

	<b>December 31, 2012</b>
Shares issuable on conversion of convertible debentures	<b>10,000,000</b>
Stock options	<b>5,625,000</b>
	<b>15,625,000</b>

**15. RELATED PARTY TRANSACTIONS**

Consulting expenses for services performed by a shareholder and former director of the Company during the six months ended December 31, 2012 were \$Nil (six months ended December 31, 2011 - \$60,000). These expenses are included in general and administrative expenses.

Consulting expenses for services performed by another former director of the Company during the six months ended December 31, 2012 were \$31,250 (six months ended December 31, 2011 - \$Nil). These expenses are included in general and administrative expenses.