PLAINTREE SYSTEMS Inc.

Consolidated Financial Statements
Q3-2013

PLAINTREE

HYPERNETICS
A Division of Plaintree Systems Inc.

AFT

SUMMIT
AEROSPACE MACHINING

TRIODETIC

For the Nine Months Ended
December 31, 2012
(UNAUDITED)

“Notice to Reader”

The accompanying unaudited interim consolidated financial statements of Plaintree Systems Inc. for the nine months ended December 31, 2012 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These statements have not been reviewed by the Company’s external auditors.

Date: February 20, 2013

“David Watson”

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David Watson
CEO

PLAINTREE SYSTEMS INC.
Condensed Interim Consolidated Statement of Financial Positions

(in Canadian dollars)

		December 31 2012		March 31 2012
		(unaudited)		
Assets				
Cash and cash equivalents	**$**	**191,917**	$	680,000
Trade receivables		**2,654,514**		1,816,301
Unbilled revenue		**306,091**		141,989
Inventories (Note 4)		**1,847,688**		1,723,292
Other assets		**44,325**		164,705
Due from related party (Note 5)		**1,482,796**		1,284,665
Assets held for sale (Note 6)		**1,165,702**		1,165,702
		7,693,033		6,976,654
Non-current assets				
PROPERTY, PLANT AND EQUIPMENT, NET (Note 7)		**4,444,575**		3,985,150
NOTE RECEIVABLE (Note 9)		**446,509**		446,509
INTANGIBLE ASSETS (Note 8)		**1,216,925**		1,324,912
	$	**13,801,042**	$	12,733,225
Current liabilities				
Trade and other payables	**$**	**2,253,793**	$	1,337,945
Deferred Revenue		**566,485**		462,877
Note payable (Note 10)		**1,125,000**		750,000
Deferred gain on sale of property, plant and equipment (Note 9)		**59,022**		59,022
Current portion of long-term debt (Note 12)		**1,106,331**		2,947,897
		5,110,631		5,557,741
LONG-TERM DEBT		**2,043,850**		-
DUE TO RELATED PARTIES (Note 11)		**4,860,737**		4,756,986
DEFERRED GAIN ON SALE OF PROPERTY, PLANT AND EQUIPMENT (Note 9)		**191,822**		236,088
NOTE PAYABLE (Note 10)		**-**		750,000
		7,096,409		5,743,074
		12,207,040		11,300,815
Shareholders' equity				
Issued capital (Note 11)		**2**		2
Equity		**1,594,001**		1,432,408
		1,594,003		1,432,410
	$	**13,801,042**	$	12,733,225

APPROVED BY THE BOARD

"David Watson"

"Girvan Patterson"

PLAINTREE SYSTEMS INC.

Condensed Interim Consolidated Statements of Comprehensive Profit (Loss)

(in Canadian dollars)

		Three Months Ended December 31 2012		Three Months Ended December 31 2011		Nine Months Ended December 31 2012		Nine Months Ended December 31 2011
		(unaudited)		(unaudited)		(unaudited)		(unaudited)
Revenue	$	4,091,181	$	2,374,062	$	9,673,322	$	10,085,245
Cost of sales		2,945,241		1,932,157		7,120,575		7,513,721
Gross margin		1,145,940		441,905		2,552,747		2,571,524
Operating expenses								
Sales and marketing		92,834		188,253		398,815		495,545
Finance and administration		358,197		229,843		867,586		715,375
Research and development		285,067		404,377		982,016		1,228,780
Bad Debt		-		232,387		-		232,387
Interest expense		40,298		46,390		150,737		130,080
(Gain) on disposal of asset		(3,430)		-		(32,941)		-
(Gain) loss on foreign exchange		(364)		55,495		24,942		(45,043)
		772,602		1,156,745		2,391,155		2,757,124
Profit (loss) from operations	$	373,339	$	(714,840)	$	161,593	$	(185,600)
Basic and diluted (loss) earnings per share	$	0.00	$	(0.08)	$	(0.07)	$	(0.10)
Weighted average common shares outstanding		12,925,253		12,925,253		12,925,253		12,925,253

PLAINTREE SYSTEMS INC.
Condensed Interim Consolidated Statements of Cash Flows

(in Canadian dollars)

	Nine Months Ended December 31, 2012	2011
Cash flows from operating activities		
Profit for the period	**$ 161,593**	$ (185,600)
Depreciation of intangible assets	**107,987**	30,780
Depreciation of property, plant and equipment	**400,619**	235,948
(Gain) on sale of property, plant and equipment	**(32,941)**	-
Stock-based compensation expense	**-**	1,620
	637,258	82,748
Movements in working capital		
(Increase) decease in trade and other receivables	**(838,213)**	457,133
(Increase) decrease in unbilled revenue	**(164,102)**	292,767
(Increase) in inventories	**(124,396)**	(221,133)
Decrease (increase) in other assets	**120,380**	(49,244)
(Decrease) in due from related parties	**(198,131)**	(133,367)
Increase in trade and other payables	**915,848**	98,707
Increase (Decrease) in deferred revenue	**103,608**	(226,705)
Cash (provided by) used in operations	**(185,006)**	218,159
Interest paid on related party debt	**115,753**	109,411
Net cash provided by (used in) operating activities	**(69,253)**	327,570
Cash flows from investing activities		
Payments to acquire property, plant and equipment	**(912,369)**	(390,672)
Proceeds from disposal of property, plant and equipment	**41,000**	-
Net cash (used in) investing activiites	**(871,369)**	(390,672)
Cash flows from financing activities		
Borrowings to acquire financial assets	**632,615**	398,000
Repayment of borrowings	**(805,331)**	(136,058)
(Repayment) increase of borrowings - related party	**(12,002)**	199,240
Dividends paid on redemable cumulative preference shares	**-**	(140,000)
Net cash from financing activities	**(184,718)**	321,182
Net (decrease) in cash and cash equivalents	**(488,083)**	340,828
Cash and cash equivalents at the beginning of the year	**$ 680,000**	$ 371,471
Cash and cash equivalents at the end of the perioc	**$ 191,917**	$ 712,299

PLAINTREE SYSTEMS INC.
Consolidated Statement of changes in equity
as at December 31, 2012 and December 31, 2011

	Common Shares		Preferred Shares [1]			
	Number	Issued Capital	Number	Issued Capital	Equity (Deficit)	Shareholders' Equity
Balances at December 31, 2011	12,925,253	$ 1	18,325	$ 1	$ 1,878,641	$ 1,878,643
Net loss	-	-	-	-	(446,233)	(446,233)
Balances at March 31, 2012	12,925,253	1	18,325	1	1,432,408	1,432,410
Net income					161,593	**161,593**
Balances at December 31, 2012	**12,925,253**	**1**	**18,325**	**1**	**1,594,001**	**1,594,003**

[1] Class A Shares have a 8% cumulative dividend, calculated on redemption amount, redeemable at the option of the Company at any time at $1000 per share plus accrued dividends; non-voting.

1. DESCRIPTION OF THE BUSINESS

Plaintree Systems Inc ("Plaintree" or the "Company") was incorporated in Canada under the Canada Business Corporation Act and is publicly traded on the CNSX ("Canadian National Stock Exchange") under the ticker "NPT". The Company operates an Electronics division (the Hypernetics business, the free space optics business and the newly acquired Summit Aerospace USA Inc. business) and a Specialty Structures division (the Triodetic business and Arnprior Fire Trucks Corp.). Plaintree was historically a designer and manufacturer of wireless connections transmitting data on beams of light versus conventional radio frequency, commonly referred to as free space optics ("FSO"). The Hypernetics business manufactures avionic components for various applications including aircraft antiskid braking, aircraft instrument indicators, solenoids and permanent magnet alternators. Summit Aerospace USA Inc, provides precision machining for jet engine components, up to 36 inches in diameter and holding tolerances of 1/1000, to the aerospace and defense markets. The Triodetic business is a design/build manufacturer of steel, aluminum and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames and industrial dome coverings. The Arnprior Fire Trucks business involves the custom build of high-end fire trucks and emergency vehicles sold to municipalities within North America.

On February 6, 2012, Plaintree announced the purchase of all of the assets of Summit Tool Corporation ("Summit Tool") of Pocono Summit, Pennsylvania. This company continues in its existing location under the new name Summit Aerospace USA Inc. as a wholly-owned subsidiary of Plaintree Systems Inc. (Note 10).

The address of the Company’s registered office and principal place of business is 10 Didak Drive, Arnprior, Ontario K7S 0C3.

2. BASIS OF PRESENTATION

The condensed consolidated interim financial statements were authorized by the Company’s Board of Directors on February 20, 2013 should be read in conjunction with the audited financial statements and notes included in the Annual Report for the year ended March 31, 2012.

Statement of Compliance

The unaudited consolidated interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* using the accounting policies disclosed below.

The policies applied in these condensed interim financial statements are based on International Financial Reporting Standards (“IFRS”) issued and outstanding as of February 20, 2013, the date the Board of Directors approved the condensed consolidated interim financial statements. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending March 31, 2013 could result in a restatement of these condensed consolidate interim financial statements.

These financial statements have been prepared on a historical cost basis except for share-based compensation, which is measured at fair value. Historical cost is generally based upon the fair value of the consideration given in exchange for assets.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in preparing these condensed consolidated interim financial statements are unchanged from those disclosed in the Company's 2012 annual consolidated financial statements, and have been applied consistently to the periods presented in these condensed consolidated interim financial statements.

(a) New and revised IFRS in issue but not effective

The following is a list of standards and amendments that have been issued but are not yet effective and have not yet been adopted by the Company:

IFRS 9 Financial Instruments ("IFRS 9")

IFRS 9, Financial Instruments ("IFRS"), was issued by the International Accounting Standards Board ("IASB") on October 28, 2010, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules of IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Two measurement categories continue to exist to account for financial liabilities in IFRS 9, fair value through profit or loss ("FVTPL") and amortized cost. Financial liabilities held-for-trading are measured at FVTPL, and all other financial liabilities are measured at amortized cost unless the fair value option is applied. The treatment of embedded derivatives under the new standard is consistent with IAS 39 and is applied to financial liabilities and nonderivative hosts not within the scope of the standard. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. Management is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

IFRS 10, IFRS 11, IFRS 12, IAS 27 (as revised in 2011) and IAS 28 (as revised in 2011)

In May 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including IFRS 10, IFRS 11, IFRS 12, IAS 27 (as revised in 2011) and IAS 28 (as revised in 2011).

(in Canadian dollars)

IFRS 10 *Consolidated Financial Statements* ("IFRS 10") establishes principles for the presentation and preparation of consolidated financial statements when an entity

controls one or more other entities. IFRS 10 replaces the consolidation requirements in SIC-12 *Consolidation – Special Purpose Entities* and IAS 27 *Consolidated and Separate Financial Statements.* IFRS 11 Joint Arrangements ("IFRS 11") establishes principles for financial reporting by parties to a joint arrangement. IFRS 11 supersedes current IAS 31 Interests in Joint Ventures and SIC-13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*. IFRS 12 – *Disclosure of Interests in Other Entities* ("IFRS 12") applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity.

These 5 standards are effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted but all 5 standards must all be adopted at the same time. The Company is currently evaluating the impact of these standards on its consolidated financial statements.

IFRS 13 Fair Value Measurement ("IFRS 13")

IFRS 13 defines fair value, sets out in a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. The IFRS 13 applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except in specified circumstances. IFRS 13 is to be applied for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

4. INVENTORIES

	December 31, 2012	March 31, 2012
Raw materials	**$525,555**	$ 619,159
Work in process	**853,091**	791,252
Finished goods	**471,042**	312,884
	$1,847,688	$ 1,723,292

The cost of inventories recognized as an expense during the six month period ended December 31, 2012 was $7,094,903 (December 31, 2011 - $7,430,619). The total carrying value of inventory at December 31, 2012 was pledged as security through general security agreements under bank lines of credit and related party liabilities. Write-downs of inventory for the nine months ended December 31, 2012 was $NIL (December 31, 2011 - $19,617). Recoveries of inventory write-downs for the first half of fiscal 2012 was $104,825 (2012 - $163,510).

(in Canadian dollars)

5. DUE FROM RELATED PARTY

As of December 31, 2012, $1,482,796 (March 31, 2012 - $1,284,665) is owed from Spotton Corporation, a company controlled by Targa Group Inc. ("Targa"). Targa is the Company's largest shareholder and is a company controlled by the CEO of the Company and a related party to the CEO. The balance accrues interest at prime plus 2% and is due from the related party on demand. The balance relates to rent, utilities charges, advances and related interest.

6. ASSETS HELD FOR SALE

Assets held for sale as of December 31, 2012 consist of a manufacturing property owned by the Company that is vacant and available-for-sale. The assets are recorded at the lower of carrying value and fair value less estimated selling costs. The property has mortgage loans totalling $547,696 that would need to be satisfied at the time of sale of the properties.

7. PROPERTY, PLANT AND EQUIPMENT

Carrying amounts as of:

	Land	Building	Building improvements	Factory equipment	Computer equipment	Office equipment	Vehicles	Total
March 31, 2012	**$50,000**	**$114,327**	**$767,338**	**$2,923,609**	**$35,885**	**$24,650**	**$69,341**	**$3,985,150**
Additions	-	-	-	877,397	2,347	2,625	30,000	912,369
Disposals				(52,325)				(52,325)
Depreciation		(5,662)	(62,253)	(290,832)	(17,836)	(3,376)	(20,660)	(400,619)
December 31, 2012	**$50,000**	**$108,665**	**$705,085**	**$3,457,849**	**$20,396**	**$23,899**	**$78,681**	**$4,444,575**

8. INTANGIBLE ASSETS

Carrying amounts as of:

	Customer Relationship	Non-competition Agreement	Computer Software	Total
Balance as at March 31, 2012	**$1,303,270**	**$10,000**	**$11,642**	**$1,324,912**
Depreciation	(97,745)	(1,154)	(9,088)	(107,987)
Balance as of December 31, 2012	**$1,205,525**	**$ 8,846**	**$ 2,554**	**$1,216,925**

(in Canadian dollars)

9. NOTE RECEIVABLE

On March 28, 2012, the Company sold one of its two manufacturing buildings that were recorded as assets held-for-sale. The building was sold for $470,000. The Company assumed a vendor take-back first mortgage of $446,500 for a three-year term, interest only payments in the first 12 months, at prime plus 2% per annum. The Company recorded a gain on the sale of $295,110 of which $44,266 has been recognized during the first nine months of fiscal 2013 and the remaining balance deferred to be recognized as income over the three-year term of the mortgage.

10. NOTE PAYABLE

On February 6, 2012 Plaintree Systems Inc., along with its wholly-owned subsidiary Summit Aerospace USA Inc., completed its acquisition of the assets of Summit Tool Corp., consisting primarily of precision machining equipment. The total consideration was US$3 million, of which US$1.875 million has been paid to date through debt financing, and the balance, which included US$375,000 in contingent consideration, is to be paid in two remaining tranches: US$375,000 – February 2013; and US$750,000 – August 2013.

11. DUE TO RELATED PARTIES

	December 31, 2012	March 31, 2012
Due to Senior officers	**$3,343,420**	$ 3,062,063
Dividends payable	**60,000**	60,000
Due to Targa Group Inc., Convertible Debentures	**247,672**	247,672
Due to Tidal Quality Management Inc.	**320,182**	313,621
Due to Targa Group Inc., Line of Credit	**748,070**	932,237
Due to Targa Group Inc., Demand Loan	**66,581**	66,581
Due to Targa Group Inc., loan interest	**134,812**	134,812
	4,920,737	4,816,986
Less: current portion	**(60,000)**	(60,000)
	$4,860,737	$4,756,986

As at December 31, 2012, a balance of $3,343,420 ($2,561,763 principal and $781,657 interest) remained owing to senior officers. These amounts are classified as long-term as the parties have agreed not to demand repayment before March 2014.

On July 14, 2011, the board of directors of the Company declared a cash dividend of $10.91405 per Class A preferred share ($200,000 in the aggregate) payable on July 22, 2011 to the holders of record at the close of business on July 18, 2011. The Class A preferred shares are held by related parties and are entitled to annual cumulative dividends of 8% on the $1,000 redemption amount of the Class A preferred shares. The dividend declared was a partial payment of the dividends accumulated. A balance of $60,000 remains unpaid and is recorded in Trade and other payables.

As at December 31, 2012, a balance of $247,672 (March 31, 2012 - $247,672) of the due to related parties is convertible into common shares of the Company at a rate of $0.0115 at the option of the Targa. The balance is classified as long-term as the related party has agreed not to demand payment before March 2014.

Until March 31, 2003, the Company leased facilities from a company controlled by Targa. Lease arrears, including interest of $145,209 owing to this related party, amounted to $320,182 (March 31, 2012 - $313,621). The party has agreed not to demand repayment before March 2014 and the amount is classified as long-term.

The Company has a demand loan of up to $1,800,000 and a revolving line of credit of up to $1,000,000 with Targa (“Targa Credit Facility”). Under the Targa Credit Facility, all amounts advanced to the Company are payable on demand and bear interest at bank prime plus 2%. The Targa Credit Facility is secured by a security interest granted over the assets of the Company. At December 31, 2012, $600,000 (March 31, 2011 - $800,000) remained outstanding on the line of credit with accumulated interest of $148,070, (March 31, 2012 - $132,237) for a balance of $748,070; $NIL was drawn against the revolving demand loan with accumulated interest owing of $66,581 for a balance of $66,581.Targa has agreed that it will not demand repayment before March 2014 and, accordingly, the amounts are classified as long-term.

Accumulated interest in the amount of $134,812 (March 31, 2012) on a loan from Targa remains outstanding as of December 31, 2012. The party has agreed not to demand repayment before March 2014 and the amount is classified as long-term.

The Company leases premises located at 10 Didak Drive, owned by Tidal Quality Management Corporation, a company owned by Targa Group Inc., Plaintree’s largest shareholder. During the first nine months of fiscal 2013, the Company paid $36,742 to Tidal in lease payments

(in Canadian dollars)

12. LONG-TERM DEBT

	December 31, 2012	March 31, 2012
Bank loan bearing interest at the rate of prime plus 1.25% per annum, due in monthly principal plus interest instalments of $4,733, secured by a general security agreement, matures April 15, 2013.	**$ 7,033**	$ 48,655
Bank loan bearing interest at the rate of prime plus 1.25% per annum, payable in monthly principal plus interest instalments of $4,221, secured by a general security agreement, maturing October 1, 2027.	**381,566**	406,791
Term loan payable in monthly instalments of $733, bearing interest at the rate of prime minus 0.65% per annum, secured by a mortgage on a property, maturing November 7, 2016.	**105,870**	110,549
Demand non-revolving loan payable in monthly blended instalments of principal and interest, at the rate of Prime + 1.5%, secured by general security agreement, maturing 5 years from the date of each draw-down or February 27, 2022.	**90,939**	96,838
Demand non-revolving loan payable in monthly blended instalments of principal and interest, at the rate of Prime + 1.5%, secured by general security agreement, maturing 5 years from the date of each draw-down or October 9, 2012	**360,236**	384,637
Demand non-revolving loan payable in monthly blended instalments of principal and interest, at the rate of Prime + 1.5%, secured by general security agreement, maturing 5 years following full draw-down of, $500,000 of the loan or June 18, 2016	**324,658**	276,550
Demand non-revolving loan payable in monthly instalments of $65,000 USD plus LIBOR plus 3% per annum, maturing January 2, 2016.	**1,224,350**	1,435,000
Demand non-revolving loan payable in monthly blended instalments of principal and interest, at the rate of 3.63%, secured by general security agreement, maturing 5 years or June 1, 2017.	**489,399**	-
Term non-revolving loan payable in monthly instalments of $3161 bearing interest at the rate of prime plus 1.25% per annum, maturing September 18, 2018.	**166,130**	188,877
	$ 3,150,181	$ 2,947,897
Current portion	**(1,106,331)**	(2,947,897)
	$ 2,043,850	$ -

13. SHARE CAPITAL

Authorized
Unlimited number of common shares
Unlimited number of Class A preferred shares

Class A 8% cumulative dividend, calculated on redemption amount, redeemable at the option of the Company at any time at $1,000 per share plus accrued dividends; liquidation preference of the redemption value plus cumulative dividends (when and if declared) to common shares; non-voting. As of December 31, 2012, the accrued and unpaid dividends on the Class A preferred shares were $6,530,000.

14. BASIC AND DILUTED EARNINGS PER COMMON SHARE

Net income (loss) per common share represents net loss attributable to common shareholders divided by the weighted average number of common shares outstanding for the combined entities during the year. Net loss attributable to common shareholders represents net income (loss) reduced by the amount of 8% preferred share dividends accumulated during the period.

Diluted income (loss) per common share is calculated by dividing the applicable net income (loss) by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding if potentially dilutive common shares had been issued during the period.

15. BUSINESS SEGMENT INFORMATION

The Company's chief decision maker, the CEO, tracks the Company's operations as two business segments - the design, development, manufacture, marketing and support of electronic products, and the specialty structural products.

The Company determines the geographic location of revenues based on the location of its customers. All of the Company's assets are primarily located in Canada.

(in Canadian dollars)

Revenues by division

	Three months ended December 31, 2012 (unaudited)	Three months ended December 31, 2011 (unaudited)	**Nine months ended December 31, 2012 (unaudited)**	Nine months ended December 31, 2011 (unaudited)
Electronics	**$ 1,420,160**	$ 1,242,585	**$ 4,390,908**	$ 2,754,050
Specialty Structures	**2,671,021**	1,131,477	**5,282,414**	7,331,195
Total revenue	**$ 4,091,181**	$ 2,374,062	**$ 9,673,322**	$ 10,085,245

Net income before taxes by division

	Three months ended December 31, 2012 (unaudited)	Three months ended December 31, 2011 (unaudited)	**Nine months ended December 31, 2012 (unaudited)**	Nine months ended December 31, 2011 (unaudited)
Electronics	**$ 199,814**	$ 328,497	**$ 775,589**	$ 464,415
Specialty Structures	**173,525**	(1,043,337)	**(613,996)**	(650,015)
Total (loss) earnings	**$ 373,339**	$ (714,840)	**$ 161,593**	$ (185,600)

Revenue by geographical location

	Three months ended December 31, 2012 (unaudited)	Three months ended December 31, 2011 (unaudited)	**Nine months ended December 31, 2012 (unaudited)**	Nine months ended December 31, 2011 (unaudited)
Canada	**$ 2,850,947**	$ 1,473,841	**$ 5,226,276**	$ 3,731,321
United States	**1,172,715**	1,036,311	**3,993,159**	4,076,513
Russia	**-**	(200,900)	**-**	2,097,987
Other	**3,401**	-	**290,444**	12,946
Europe	**64,118**	64,810	**163,443**	166,478
Total Revenue	**$ 4,091,181**	$ 2,374,062	**$ 9,673,322**	$ 10,085,245

The product revenue concentration (customers with revenues in excess of 10% of total revenues) is as follows:

	Three months ended December 31, 2012 (unaudited)	Three months ended December 31, 2011 (unaudited)	**Nine months ended December 31, 2012 (unaudited)**	Nine months ended December 31, 2011 (unaudited)
Number of customers	4	3	2	2
% of total revenue	60%	63%	28%	36%

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

PLAINTREE SYSTEMS INC.

For the nine months ended December 31, 2012 and 2011

Date – February 20, 2013

The following discussion and analysis is the responsibility of management and has been reviewed by the Audit Committee of Plaintree Systems Inc ("Plaintree" or the "Company") and approved by the Board of Directors of Plaintree. The Board of Directors carries out its responsibilities for the financial statements and management's discussion and analysis principally through the Audit Committee, which is comprised exclusively of independent directors.

The following discussion of the financial condition, changes in financial condition and results of operations of Plaintree is for the nine months ended December 31, 2012 and 2011 and should be read in conjunction with the unaudited interim Consolidated Financial Statements and Notes for the nine months ended December 31, 2011 ("the interim Consolidated Statements") as well as Management's Discussion and Analysis, of results of Plaintree for the year ended March 31, 2012 ("Fiscal 2012 Statements"). Historical results of operations, percentage relationships and any trends that may be inferred there from are not necessarily indicative of the operating results of any future periods. Unless otherwise stated all amounts are in Canadian dollars following the requirements of the International Financial Reporting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB"). The information contained herein is dated as of February 20, 2013 and is current to that date, unless otherwise stated. Management is responsible for ensuring that processes are in place to provide sufficient knowledge to support the representations made in the interim filings. Our Audit Committee and Board of Directors provide an oversight role with respect to all public financial disclosures by the Company, and have reviewed this MD&A and the accompanying financial statements.

W. David Watson II, President and Chief Executive Officer, and Lynn E. Saunders, Chief Financial Officer, in accordance with National Instrument 52-109 ("NI 52-109"), have both certified that they have reviewed the interim financial report and this MD&A ("the interim Filings") and that, based on their knowledge having exercised reasonable diligence, (a) the interim Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made with respect to the period covered by the interim Filings; and (b) the interim financial statements together with the other financial information included in the interim Filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the dates and for the periods presented in the interim Filings.

Investors should be aware that the inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis Disclosure Controls and Procedures and Internal Controls over Financial Reporting as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Caution Regarding Forward Looking Information

This MD&A of the Company contains certain statements that, to the extent not based on historical events, are forward-looking statements based on certain assumptions and reflect Plaintree's current expectations. Forward-looking statements include, without limitation, statements evaluating market and general economic conditions, and statements regarding growth strategy and future-oriented project revenue, costs and expenditures. Actual results could differ materially from those projected and should not be relied upon as a prediction of future events. A variety of inherent risks, uncertainties and factors, many of which are beyond Plaintree's control, affect the operations, performance and results of Plaintree and its business, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. Some of these risks, uncertainties and factors include the impact or unanticipated impact of: companies evaluating Plaintree's products delaying purchase decisions; current, pending and proposed legislative or regulatory developments in the jurisdictions where Plaintree operates; change in tax laws; political conditions and developments; intensifying competition from established competitors and new entrants in the industry; technological change; currency value fluctuation; general economic conditions worldwide, including in China; Plaintree's success in developing and introducing new products and services, expanding existing distribution channels, developing new distribution channels and realizing increased revenue from these channels. This list is not exhaustive of the factors that may affect any of Plaintree's forward-looking statements. Plaintree undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results otherwise. Readers are cautioned not to put undue reliance on forward-looking statements. Readers should also carefully review the risks concerning the business of the Company and the industries in which it operates generally described in the documents filed from time to time with Canadian securities regulatory authorities.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Plaintree Systems Inc ("Plaintree" or "the Company") was incorporated in Canada pursuant to the Canada Business Corporation Act. The Company operates through two divisions: Electronics and Specialty Structures. The Electronics division consists of the Hypernetics business, the free space optics business and the newly acquired business of Summit Aerospace USA Inc business and the Specialty Structures division consists of the Triodetic business and the Arnprior Fire Trucks Corp. business. Plaintree was historically a designer and manufacturer of wireless connections transmitting data on beams of light versus conventional radio frequency, commonly referred to as free space optics ("FSO"). The Hypernetics business manufactures avionic components for various applications including aircraft antiskid braking, aircraft instrument indicators, solenoids and permanent magnet alternators. The Triodetic business is a design/build manufacturer of steel, aluminum and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames and industrial dome coverings. Arnprior Fire Trucks Corp. involves the custom build of high-end fire trucks and emergency vehicles to be sold to municipalities. Summit Aerospace USA Inc, a wholly owned US subsidiary of Plaintree provides precision machining for jet engine components, up to 36 inches in diameter and holding tolerances of 1/1000, to the aerospace and defense markets.

Recent Developments

On March 28, 2012, the Company sold one of its two manufacturing buildings held for sale as it was no longer required after the Company moved to larger facilities in late fiscal 2011. The building was sold for $470,000 and Plaintree assumed a vendor take-back first mortgage of $446,509 for a three year term, with interest at prime plus 2% per annum. The second of the two buildings remains available for sale.

On February 7, 2012, the Company announced the completion of its acquisition of the business and assets' of Summit Tool Corp. ("Summit Tool") of Pocono Summit, Pennsylvania. The purchase price for the acquisition was US$ 3 million, subject to reduction if certain milestones are not met. The Company directly, and through its wholly-owned subsidiary Summit Aerospace USA Inc. ("Summit Aerospace"), acquired all of the assets of Summit Tool which consisted of machinery and equipment and intellectual property and goodwill. The Company acquired the intellectual property and goodwill and Summit Aerospace acquired the equipment and machinery. In addition, Summit Aerospace entered into a lease arrangement with Summit Tool to continue to use that company's former premises for a one year period. Plaintree also has a first right to purchase the premises until February 6, 2014. All of the former employees of Summit Tool have agreed to remain employed in the business with Summit Aerospace. The newly acquired business will continue to be operated in Pennsylvania by Summit Aerospace USA Inc. Prior to its acquisition by the Company, Summit Tool had been operating as a value added manufacturer of aerospace engine components for over 30 years.

The Company's common shares are quoted on the CNSX under symbol "NPT" in Canada.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Selected Financial Information

The Company's consolidated financial statements are stated in Canadian dollars and are prepared in accordance with IFRS. The following table sets forth selected financial information from the Company's financial statements for the nine months ended December 31, 2012.

($000s)	**December 31, 2012 (unaudited)**	**March 31, 2012 (audited)**
Total assets	$13,801	$ 12,733
Total liabilities	12,207	11,301
Long-term liabilities	7,096	5,743
Cash dividends declared per share	$NIL	$200

Statement of Operations Data *($000s, except per share data)*	**For the nine months ended December 31,**	
	2012 (unaudited)	**2011 (unaudited)**
Revenue	$9,673	$ 10,085
Net profit (loss) and total comprehensive income (loss)	162	(186)
Net (loss) profit attributable to common shareholders	(938)	(1,285)
Basic and diluted (loss) earnings per share	$(0.07)	$(0.10)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Statement of Operations Data *($000s, except per share data)*	**For the three months ended December 31,**	
	2012 (unaudited)	**2011 (unaudited)**
Revenue	$4,091	$ 2,374
Net (loss) profit and total comprehensive (loss) income	373	(715)
Net (loss) profit attributable to common shareholders	7	(1,081)
Basic and diluted (loss) earnings per share	$0.00	$(0.08)

Results of Operations

	Plaintree Systems Inc. *($000s, except per share and % amounts)* *(unaudited)* Nine Months Ended December 31,		Change from
	2012	2011	2011 to 2012
Revenue	$ 9673	$ 10,085	$ (412)
Cost of revenue	7,120	7,514	(395)
Gross margin	2,553	2,571	(18)
	26.4%	25.5%	
Operating expenses:			
Sales & marketing	399	496	(97)
Finance & administration	867	715	153
Research & development	982	1,229	(247)
Interest expense	151	130	21
(Gain) on Disposal of asset	(33)	-	(33)
Bad Debt	-	232	(232)
Loss (Gain) on foreign exchange	25	(45)	70
	2,391	2,757	(365)
Net profit and total comprehensive income (loss)	$162	$ (186)	$ 347

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

	Plaintree Systems Inc. ($000s, except per share and % amounts) (unaudited) Three Months Ended December 31,		Change from 2011 to 2012
	2012	2011	
Revenue	4,091	2,374	1,717
Cost of revenue	2,945	1,932	1,013
Gross margin	1,146	442	704
	28%	18.6%	
Operating expenses:			
Sales & marketing	93	188	(95)
Finance & administration	358	230	128
Research & development	285	405	(120)
Interest expense	40	46	(6)
(Gain) on disposal of asset	(3)	-	(3)
Bad Debt	-	233	(233)
Loss on foreign exchange	-	55	(55)
	773	1,157	(384)
Net profit (loss) and total comprehensive income (loss)	$ 373	$ (715)	$1088

BUSINESS SEGMENT INFORMATION

The Company's chief decision maker, the Chief Executive Officer, tracks the Company's operations as two business segments - the design, development, manufacture, marketing and support of electronic products and specialty structures products.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Revenues by division

	Three months ended December 31, 2012 (unaudited)	Three months ended December 31, 2011 (unaudited)	**Nine months ended December 31, 2012 (unaudited)**	Nine months ended December 31, 2011 (unaudited)
Electronics	**$ 1,420,160**	$ 1,242,585	**$ 4,390,908**	$ 2,754,050
Specialty Structures	**2,671,021**	1,131,477	**5,282,414**	7,331,195
Total revenue	**$ 4,091,181**	$ 2,374,062	**$ 9,673,322**	$ 10,085,245

Net income before taxes by division

	Three months ended December 31, 2012 (unaudited)	Three months ended December 31, 2011 (unaudited)	**Nine months ended December 31, 2012 (unaudited)**	Nine months ended December 31, 2011 (unaudited)
Electronics	**$ 199,814**	$ 328,497	**$ 775,589**	$ 464,415
Specialty Structures	**173,525**	(1,043,337)	**(613,996)**	(650,015)
Total (loss) earnings	**$ 373,339**	$ (714,840)	**$ 161,593**	$ (185,600)

Revenue by geographical location

	Three months ended December 31, 2012 (unaudited)	Three months ended December 31, 2011 (unaudited)	**Nine months ended December 31, 2012 (unaudited)**	Nine months ended December 31, 2011 (unaudited)
Canada	**$ 2,850,947**	$ 1,473,841	**$ 5,226,276**	$ 3,731,321
United States	**1,172,715**	1,036,311	**3,993,159**	4,076,513
Russia	**-**	(200,900)	**-**	2,097,987
Other	**3,401**	-	**290,444**	12,946
Europe	**64,118**	64,810	**163,443**	166,478
Total Revenue	**$ 4,091,181**	$ 2,374,062	**$ 9,673,322**	$ 10,085,245

The product revenue concentration (customers with revenues in excess of 10% of total revenues) is as follows:

	Three months ended December 31, 2012 (unaudited)	Three months ended December 31, 2011 (unaudited)	**Nine months ended December 31, 2012 (unaudited)**	Nine months ended December 31, 2011 (unaudited)
Number of customers	4	3	2	2
% of total revenue	60%	63%	28%	36%

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Revenues

Revenue

Total revenue for the nine months ended December 31, 2012 was $9,673,322 compared to $10,085,245 for the nine months ended December 31, 2011.

Plaintree has two diversified business divisions: Specialty Structures and Electronics.

Plaintree’s Electronics Division revenues for the first nine months of fiscal 2013 of $4,390,908 were up from the same period in fiscal 2012 by $1,636,858. This division derives its revenues from products installed on commercial and military aircraft. Sales for the first nine months of fiscal 2013 ending December 31, 2012 include revenues from the newly acquired Summit Aerospace USA Inc and Hypernetics division.

Plaintree's Specialty Structures Division revenues for the first nine months of fiscal 2013 of $5,282,414 were down from the same period in fiscal 2012 by $2,328,781. Sales for the first nine months of fiscal 2013 ending December 31, 2012 include revenues from the Triodetic division and Arnprior Fire Trucks Corp. Weaker demand for the division’s products and delay in the start for signed projects as of December 31, 2012 was the primary reason for the reduction in sales.

Gross Margin

Total gross margin year over year remains relatively constant at 25% - 26%. Lower revenues in the Specialty Structures business segment has been offset by the stronger sales within the electronics division.

Operating Expenses

Sales and marketing expenses

Sales and marketing expenses were $398,815 and $495,545 in the nine months ended December 31, 2012 and 2011, respectively. These expenses consisted primarily of personnel and related costs associated with the Company’s sales and marketing departments, which include sales commissions, advertising, travel, trade shows and other promotional activities.

Sales and marketing expenses are expected to remain at comparable levels throughout fiscal 2013.

Finance and administration expenses

Finance and administrative expenses were $867,586 and $715,375 in the nine months ended December 31, 2012 and 2011, respectively. Finance and administration expenses consist primarily of costs associated with managing the Company's finances, which included financial staff, legal and audit activities.

Finance and administration expenses are expected to remain at comparable levels throughout fiscal 2013.

Research and development expenses

Research and development expenses were $982,016 and $1,228,780 in the nine months ended December 31, 2012 and 2011 respectively. Research and development expenditures consist primarily of development engineering and personnel expenses.

Research and development expenses are expected to remain at comparable levels throughout fiscal 2013.

Interest expense

Interest expense consists of interest incurred on bank and related party debt. Interest expenses were $150,737 and $130,080 for the nine months ended December 31, 2012 and 2011, respectively. Interest expense increased primarily due to the increase in borrowings for plant equipment and plant leaseholds. The majority of the Company's debt accrues interest at variable rates based on the Company's bank prime lending rate of interest.

Gain on disposal of asset

The Company reported a net gain on disposal of property, plant and equipment of $32,941 in the nine months ended December 31, 2012.

Gain on foreign exchange

The Company reported a loss on foreign exchange of $24,942 and a gain of $(45,043) in the nine months ended December 31, 2012 and 2011, respectively. The gain/loss on foreign exchange represents the gain/loss, realized or unrealized, of transactions and year end foreign balances that are completed in currencies other than the Company's reporting currency.

Net loss, Comprehensive loss and Net loss Attributable to Common Shareholders

Net loss and comprehensive loss of $937,907 and $1,285,100 was recorded for the first nine months ended December 31, 2012 and 2011, respectively. Net loss attributed to common shareholders is calculated by (increasing) reducing net (loss) income by the $1,099,500 of cumulative dividends that accrue on the Class A preferred shares. The cumulative dividends accrue at 8% per annum on the face value of $18,325,000 and as of December 31, 2012, the accrued and unpaid dividends on the Class A preferred shares were $6,530,000.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Quarterly Results

The following table sets out selected unaudited consolidated financial information for each quarter in fiscal 2013 and fiscal 2012:

Quarters ended
(unaudited, in $000s except per share data)

	Dec 31 2012	Sept 30 2012	Jun 30 2012	Mar 31 2012	Dec 31 2011	Sept 30 2011	June 30 2011	Mar 31 2011
Revenue	$4,091	$2,804	$2,778	$2,556	$2,374	$5,036	$2,675	$2,442
Net profit (loss) and total comprehensive income (loss)	$373	$(35)	$(177)	$(446)	$(715)	$617	$(88)	$(353)
Net profit (loss) attributed to common shareholders	$6	$(402)	$(543)	$(835)	$(1,081)	$250	$(454)	$(741)
Basic and diluted earnings (loss) per share	$0.00	$(0.06)	$(0.06)	$(0.08)	$0.02	$0.02	$(0.04)	$(0.06)

Liquidity and Capital Resources

($000s)	**As at December 31, 2012 (unaudited)**	As at March 31, 2012 (audited)	Change
Cash	**$ 192**	$ 680	$ (488)
Working Capital	**2,582**	1,419	1,163

	Nine months ended December 31, 2012 (unaudited)	Nine months ended December 31, 2011 (unaudited)	Change
Net cash (used in) provided by:			
Operating activities	**$ 71**	$ 328	$ (257)
Investing activities	**(871)**	(391)	(480)
Financing activities	**(185)**	321	(506)

Cash

As at December 31, 2012, the Company held $191,917 in cash, a decrease of $488,083 from March 31, 2012.

Working Capital

Working capital represents current assets less current liabilities. As at December 31, 2012, the Company had positive working capital of $2,582,402 compared to working capital of $1,418,913 at March 31, 2012. The net increase in working capital from March 31, 2012 is mainly attributed to the reclassification of the long-term portion debt to current at March 31, 2012 due to a bank facility covenant breach.

Cash provided by Operating activities

Cash provided by operating activities for the first nine months of fiscal 2013 was $69,253 representing a decrease of $396,823 from cash provided by operating activities of $327,570 in fiscal 2012. The decrease in cash provided by operating activities for the first nine months of fiscal 2013 mainly relates primarily to the increase in trade and other receivables and unbilled revenue.

Cash used in Investing activities

Cash used in investing activities for the first nine months of fiscal 2013 was $871,369, representing an increase of $480,697 from a net use of $390,672 for the same period of fiscal 2012, which relates to the purchase of plant equipment.

Cash (used in) provided by Financing activities

Cash used in financing activities for first nine months of fiscal 2013 was $184,718, representing a decrease of $505,900 from cash provided in financing activities for the same period in 2012 of $321,182. Repayment of borrowings to both bank and increased borrowings to acquire capital attributed to the decrease in fiscal 2013.

Outlook

The first nine months of fiscal 2013 resulted in profit of $161,593. The Company continues to see increased interest in all segments as compared to the 2010 – 2011 levels that were affected by the global economic decline. However, contracts have not yet reached the levels experienced in the 2009 fiscal year.

There can be no assurances that the Company will achieve the long term operating results required to reduce the bank and related party debt to adequate levels and achieve profitability to meet the Company's obligations to Class A preferred shareholders and provide income and cash flow attributable to common shareholders.

Related Party Transactions

Due from Related Party

As of December 31, 2012, $1,482,796 (March 31, 2012 - $1,284,665) is owed from Spotton Corporation, a company controlled by Targa Group Inc. ("Targa"). Targa is the Company's largest shareholder and is a company controlled by the CEO of the Company and a related party to the CEO. The balance accrues interest at prime plus 2% and is due from the related party on demand. The balance relates to rent, utilities charges, advances and related interest.

Due to Related Parties

	December 31, 2012	March 31, 2012
Due to Senior officers	**$3,343,420**	$3,062,063
Dividends payable	**60,000**	60,000
Due to Targa Group Inc., Convertible Debentures	**247,672**	247,672
Due to Tidal Quality Management Inc.	**320,182**	313,621
Due to Targa Group Inc., Line of Credit	**748,070**	932,237
Due to Targa Group Inc., Demand Loan	**66,581**	66,581
Due to Targa Group Inc., loan interest	**134,812**	134,812
	4,920,737	4,816,986
Less: current portion	**(60,000)**	(60,000)
	$4,860,737	$4,756,986

As at December 31, 2012, a balance of $3,343,420 ($2,561,763 principal and $781,657 interest) remained owing to senior officers. These amounts are classified as long-term as the parties have agreed not to demand repayment before March 2014.

On July 14, 2011, the board of directors of the Company declared a cash dividend of $10.91405 per Class A preferred share ($200,000 in the aggregate) payable on July 22, 2011 to the holders of record at the close of business on July 18, 2011. The Class A Preferred shares are held by related parties and are entitled to annual cumulative dividends of 8% on the $1,000 redemption amount of the Class A preferred shares. The dividend declared was a partial payment of the dividends accumulated. A balance of $60,000 remains unpaid and is recorded in Trade and other payables.

As at December 31, 2012, a balance of $247,672 (March 31, 2012 - $247,672) of the due to related parties is convertible into common shares of the Company at a rate of $0.0115 at the option of the Targa. The balance is classified as long-term as the related party has agreed not to demand payment before March 2014.

Until March 31, 2003, the Company leased facilities from a company controlled by Targa. Lease arrears, including interest of $145,209 owing to this related party, amounted to $320,182 (March 31, 2012 - $313,621). The party has agreed not to demand repayment before March 2014 and the amount is classified as long-term.

The Company has a demand loan of up to $1,800,000 and a revolving line of credit of up to $1,000,000 with Targa (“Targa Credit Facility”). Under the Targa Credit Facility, all amounts advanced to the Company are payable on demand and bear interest at bank prime plus 2%. The Targa Credit Facility is secured by a security interest granted over the assets of the Company. At December 31, 2012, $600,000 (March 31, 2011 - $800,000) remained outstanding on the line of credit with accumulated interest of $148,070, (March 31, 2012 - $132,237) for a balance of $748,070; $NIL was drawn against the revolving demand loan with accumulated interest owing of $66,581 for a balance of $66,581.Targa has agreed that it will not demand repayment before March 2014 and, accordingly, the amounts are classified as long-term.

Accumulated interest in the amount of $134,812 (March 31, 2012) on a loan from Targa remains outstanding as of December 31, 2012. The party has agreed not to demand repayment before March 2014 and the amount is classified as long-term.

The Company leases premises located at 10 Didak Drive, owned by Tidal Quality Management Corporation, a company owned by Targa Group Inc., Plaintree’s largest shareholder. During the first nine months of fiscal 2013, the Company paid $36,742 to Tidal in lease payments

<u>Facilities</u>

The Company leases a 135,500 sq/ft building at 10 Didak Drive in Arnprior, Ontario. The Company holds a manufacturing property that is vacant and available-for-sale.

Significant Accounting Policies

The significant accounting policies used in preparing these condensed consolidated interim financial statements are unchanged from those disclosed in the Company’s 2012 annual consolidated financial statements, and have been applied consistently to the periods presented in these condensed consolidated interim financial statements.

(a) New and revised IFRS in issue but not effective

The following is a list of standards and amendments that have been issued but are not yet effective and have not yet been adopted by the Company:

IFRS 9 Financial Instruments ("IFRS 9")

IFRS 9, Financial Instruments ("IFRS"), was issued by the International Accounting Standards Board ("IASB") on October 28, 2010, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules of IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Two measurement categories continue to exist to account for financial liabilities in IFRS 9, fair value through profit or loss ("FVTPL") and amortized cost. Financial liabilities held-for-trading are measured at FVTPL, and all other financial liabilities are measured at amortized cost unless the fair value option is applied. The treatment of embedded derivatives under the new standard is consistent with IAS 39 and is applied to financial liabilities and nonderivative hosts not within the scope of the standard. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. Management is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

IFRS 10, IFRS 11, IFRS 12, IAS 27 (as revised in 2011) and IAS 28 (as revised in 2011)

In May 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including IFRS 10, IFRS 11, IFRS 12, IAS 27 (as revised in 2011) and IAS 28 (as revised in 2011).
IFRS 10 *Consolidated Financial Statements* ("IFRS 10") establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 replaces the consolidation requirements in SIC-12 *Consolidation – Special Purpose Entities* and IAS 27 *Consolidated and Separate Financial Statements.* IFRS 11 Joint Arrangements ("IFRS 11") establishes principles for financial reporting by parties to a joint arrangement. IFRS 11 supersedes current IAS 31 Interests in Joint Ventures and SIC-13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*. IFRS 12 – *Disclosure of Interests in Other Entities* ("IFRS 12") applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity.

These 5 standards are effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted but all 5 standards must all be adopted at the same time. The Company is currently evaluating the impact of these standards on its consolidated financial statements.

IFRS 13 Fair Value Measurement ("IFRS 13")

IFRS 13 defines fair value, sets out in a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. The IFRS 13 applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except in specified circumstances. IFRS 13 is to be applied for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

Summary of Outstanding Share Data

As at December 31, 2012 the following equity instruments of the Company were issued and outstanding:

Common Shares: 12,925,253

Class A Preferred Shares: * 18,325

* The Class A Preferred shares provide an 8% cumulative dividend based on a value of $1,000 per share, are redeemable at the option of the Company at any time at $1,000 per share plus accrued dividends and they are non-voting.

Convertible Debentures:** $nil principal value

** The Company has issued various tranches of convertible debentures to related parties for total outstanding value at December 31, 2012, of $247,671 in accrued interest only. The accrued interest is convertible at any time into common shares of the Company at varying conversion rates that were determined at the time of issuance of each tranche. If all the debentures plus accrued interest were converted at the current time, the total number of common shares issued would be 229,935.

Options:*** Options to acquire 560,000 common shares

*** The options, having exercise prices of $0.12, were granted pursuant to the Company's stock option plan.

Additional information relating to the Company may be found on SEDAR at www.sedar.com or the Company's website at www.plaintree.com.