

PLAINTREE SYSTEMS INC.



**CONSOLIDATED FINANCIAL
STATEMENTS
Q1-2012**

TRIODETTIC*

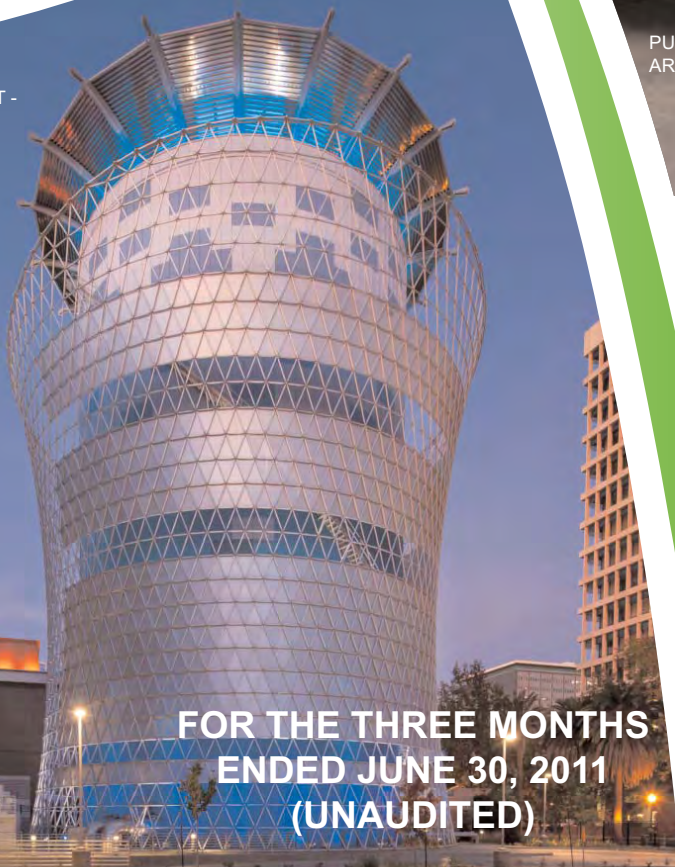
HYPERNETICS

WAVEBRIDGE -
PLAINTREE SYSTEMS



PUMPER RESCUE -
ARNPRIOR FIRE TRUCKS, CORP

DGS CENTRAL PLANT -
SACRAMENTO, USA



**FOR THE THREE MONTHS
ENDED JUNE 30, 2011
(UNAUDITED)**



AEROSPACE PRODUCTS - HYPERNETICS

“Notice to Reader”

The accompanying unaudited interim consolidated financial statements of Plaintiff Systems Inc. for the three months ended June 30, 2011 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: September 22, 2011

“David Watson”

David Watson
CEO

PLAINTREE SYSTEMS INC.
Condensed Consolidated Statement of Financial Positions
(in Canadian dollars)

	June 30 2011 (unaudited)	March 31 2011	April 1 2010
Assets			
Cash and cash equivalents	\$ 268,041	\$ 371,471	\$ 1,401,678
Trade receivables	2,322,756	1,954,530	1,381,245
Unbilled revenue	477,761	506,654	670,891
Inventories (Note 4)	1,388,145	1,341,619	1,377,474
Other assets	112,217	186,624	160,662
Due from related party (Note 5)	1,105,653	1,102,770	745,720
Assets held for sale (Note 6)	1,349,390	1,349,390	-
	<u>7,023,963</u>	<u>6,813,058</u>	<u>5,737,670</u>
Non-current assets			
Property, plant and equipment, net (Note 7)	2,275,133	2,116,699	2,967,206
Intangible assets (Note 8)	37,244	43,347	46,675
	<u>\$ 9,336,340</u>	<u>\$ 8,973,104</u>	<u>\$ 8,751,551</u>
Current liabilities			
Trade and other payables	1,414,870	1,442,437	\$ 1,820,876
Borrowings (Note 10)	247,105	166,543	180,610
	<u>1,661,975</u>	<u>1,608,980</u>	<u>2,001,486</u>
Due to related parties (Note 9)	4,171,499	4,060,395	3,748,287
Borrowings (Note 10)	1,326,232	1,041,107	855,844
	<u>7,159,706</u>	<u>6,710,482</u>	<u>6,605,617</u>
Shareholders' equity			
Issued capital (Note 11)	97,844,652	97,844,652	97,844,652
Contributed surplus	915,896	914,275	910,882
Deficit	(96,583,914)	(96,496,305)	(96,609,600)
	<u>2,176,634</u>	<u>2,262,622</u>	<u>2,145,934</u>
	<u>\$ 9,336,340</u>	<u>\$ 8,973,104</u>	<u>\$ 8,751,551</u>

APPROVED BY THE BOARD:

"David Watson"

"Girvan Patterson"

PLAINTREE SYSTEMS INC.**Condensed Consolidated Statements of (Loss) Income and Comprehensive (Loss) Income****(in Canadian dollars)**

	<u>Three Months Ended June 30 2011 (unaudited)</u>	<u>Three Months Ended June 30 2010 (unaudited)</u>
Revenue	2,674,734	3,707,332
Cost of sales	1,905,003	1,805,952
Gross margin	769,731	1,901,380
Operating expenses		
Sales and marketing	178,386	180,310
Finance and administration	202,629	249,949
Research and development	419,267	450,002
Interest expense	42,216	23,274
Loss (gain) on foreign exchange	14,842	(105,917)
Gross Margin	857,340	797,618
Net (loss) profit and total comprehensive (loss) income	<u>\$ (87,609)</u>	<u>\$ 1,103,762</u>
Basic (loss) earnings per share (Note 12)	<u>(\$0.04)</u>	<u>\$ 0.06</u>
Diluted (loss) earnings per share (Note 12)	<u>(\$0.04)</u>	<u>\$ 0.06</u>
Weighted average common shares outstanding - basic	<u>12,925,253</u>	<u>12,925,253</u>
Weighted average common shares outstanding - diluted	<u>12,925,253</u>	<u>12,925,253</u>

PLAINTREE SYSTEMS INC.
Condensed Consolidated Statements of Cash Flows

(in Canadian dollars)

	Three Months Ended June 30,	
	2011	2010
Cash flows from operating activities		
(Loss) profit for the period	\$ (87,609)	\$ 1,103,762
Depreciation and amortization of non-current assets	83,133	91,721
Stock-based compensation expense	1,621	5,152
	<u>(2,855)</u>	<u>1,200,635</u>
Movements in working capital		
(Increase) in trade and other receivables	(368,226)	(1,166,019)
Decrease in unbilled revenue	28,893	51,747
(Increase) in inventories	(46,526)	(22,191)
Decrease in other assets	74,407	104,529
Decrease (increase) in due from related parties	(2,883)	(12,234)
(Decrease) in trade and other payables	(16,732)	(112,153)
(Decrease) in deferred revenue	(836)	(26,431)
Cash used in operations	<u>(331,903)</u>	<u>(1,182,752)</u>
Interest paid on related party debt	35,630	1,223
Net cash (used in) operating activities	<u>(296,273)</u>	<u>(1,181,529)</u>
Cash flows from investing activities		
Payments to acquire property, plant and equipment	(235,464)	(78,116)
Net cash (used in) investing activities	<u>(235,464)</u>	<u>(78,116)</u>
Cash flows from financing activities		
Borrowings to acquire financial assets	398,000	-
Repayment of borrowings	(32,313)	(36,756)
Repayment of borrowings - related party	75,475	(430,793)
Dividends paid on redeemable cumulative preference shares	(10,000)	(50,000)
Net cash from (used in) financing activities	<u>431,162</u>	<u>(517,549)</u>
Net (decrease) in cash and cash equivalents	<u>(103,430)</u>	<u>(576,559)</u>
Cash and cash equivalents at the beginning of the year	\$ 371,471	\$ 1,401,678
Cash and cash equivalents at the end of the period	<u>\$ 268,041</u>	<u>\$ 825,119</u>

PLAINTREE SYSTEMS INC.**Condensed Consolidated Statement of changes in equity**

	Shares	Issued capital	Deficit	Contributed Surplus	Shareholders' Equity
Balances at April 1, 2010	12,925,253	97,844,652	(96,609,600)	910,882	2,145,934
Stock-based compensation expense	-	-	-	5,152	5,152
Net income	-	-	903,661	-	903,661
Balances at June 30 2010	12,925,253	97,844,652	(95,705,939)	916,034	3,054,747
Balances at March 31, 2011	12,925,253	97,844,652	(96,496,305)	914,275	2,262,622
Stock-based compensation expense	-	-	-	1,621	1,621
Net income	-	-	(87,609)	-	(87,609)
Balances at June 30 2011	12,925,253	97,844,652	(96,583,914)	915,896	2,176,634

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

1. DESCRIPTION OF THE BUSINESS

Plaintree Systems Inc (“Plaintree” or “the Company”) located at 10 Didak Drive, Arnprior, Ontario, was incorporated in Canada under the Canada Business Corporation Act. The Company operates an Electronics division (the Hypernetics business and the free space optics business) and a Specialty Structures division (the Triodetic business and a newly formed 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. The Triodetic business is a design/build manufacturer of steel, aluminium and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames and industrial dome coverings.

On November 23, 2010, Plaintree announced the creation of its new business, a new wholly-owned subsidiary, Arnprior Fire Trucks Corp. The new business involves the custom build of high-end fire trucks and emergency vehicles to be sold to municipalities with a target market being North America.

2. SIGNIFICANT ACCOUNTING POLICIES

The condensed consolidated interim financial statements were authorized by the Company’s Board of Directors on September 15, 2011 should be read in conjunction with the audited financial statements and notes included in the Annual Report for the year ended March 31, 2011.

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 Company is a first-time adopter of International Financial Reporting Standards (“IFRS”) and has followed the requirements of IFRS 1- First-time Adoption of IFRS (“IFRS 1”) in its initial application of IFRS as they exist at January 1, 2011 and encompasses individual IFRS, International Accounting Standards (“IASB”), and interpretations made by the International Financial Reporting Interpretations Committee (“IFRIC”) and the Standard Interpretations Committee. Certain changes may be required to the extent that the IASB determines additional standards to be effective on or before March 31, 2012. The following statements represent Plaintree’s first-time adoption of IFRS, the last annual financial were prepared in accordance with Canadian Generally Accepted Accounting Principles (“GAAP”).

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

Inventories

Inventories are valued using a weighted average cost formula and are stated at the lower of cost and net realizable value. Costs, including an appropriate portion of fixed and variable overhead expenses, are allocated to the weighted average cost of inventory by the method most appropriate to the particular class of inventory. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment for losses. Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives using the straight-line method as follows:

Property, plant and equipment:

Building	20 years
Building improvements	10 years
Factory equipment	10 years
Computer equipment	3 years
Office equipment and furniture	10 years
Vehicles	4 years

Intangible assets

Software is stated at cost less accumulated depreciation and accumulated impairment for losses. Depreciation is recognized so as write off the cost of assets over their useful lives using the straight-line method as follows:

Software	2 years
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Impairment of Assets

The Company's policy is to review all long-lived assets for impairment annually or whenever events or changes in circumstances indicate that the carrying amount as an asset may not be recoverable. The Company will record an impairment of the assets if the recoverable amount, determined as the higher of an asset's fair value less costs to sell or the discounted future cash flows generated from use and eventual disposal of an asset, is less than its carrying value. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the tax effects of any change in estimate accounted for on a prorated basis.

PLAINTREE SYSTEMS INC.
Notes to the condensed Consolidated Interim Statements
for the Quarters ended June 30, 2011 and 2010 (unaudited)
(in Canadian dollars)

Revenue recognition

Revenue from product sales is recorded on shipment when all significant contractual obligations have been satisfied provided evidence of an arrangement exists, the price to the customer is fixed and determinable and collection is probable.

Revenue on fixed-price contracts is recognized based on the estimated percentage-of-completion of services rendered that reflects the extent of work accomplished. Management estimates the percentage-of-completion by reference to measures of performance that are reasonably determinable and are directly related to the activities critical to completion of the contract. The Company uses this method of revenue recognition as projected contract revenue and costs may reasonably be estimated based on the Company's business practices, methods and historical experience. This method requires estimates of costs and profits over the entire term of the contract. Management regularly reviews underlying estimates of project profitability; revisions to estimates are reflected in the statement of income in the period in which the facts that give rise to the revision become known. Provisions for estimated losses, if any, are recognized in the period in which the loss is determined. Contract losses are measured as the amount by which the estimated costs of the contract exceed the estimated total revenue from the contract.

Progress billings are recorded as deferred revenue to the extent that the billings exceed revenue recognized to date. Unbilled revenue is recorded to the extent that revenue has been recognized, but not yet billed to the customer.

In addition, a provision for potential warranty claims is recorded at the time of sale, based on warranty terms and prior claims experience. Extended warranty contracts are sold separately from the product and the associated revenue is recognized over the term of the agreement.

Functional Currency

The Canadian dollar is the functional currency of the parent company and its subsidiaries.

Monetary assets and liabilities, which are denominated in foreign currencies are translated to the entity's functional currency at period end exchange rates, and transactions included in the statements of operations are translated at average rates prevailing during the period. Exchange gains and losses resulting from the translation of these amounts are included in the statement of operations.

The accounts of the Company's wholly-owned U.S. subsidiary, which have a Canadian dollar functional currency, have been translated into Canadian dollars using the exchange rates at period's end for monetary items and at exchange rates at the transaction date for non-monetary items measured at historical costs.

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

Stock option plans

The Company measures equity settled stock options granted based on their fair value at the grant date and recognizes compensation expense over the vesting period. Expected forfeitures are estimated at the date of grant and subsequently adjusted if further information indicates actual forfeitures may vary from the original estimate. The impact of the revision of the original estimate is recognized in net earnings. Consideration paid by employees on the exercised of stock options is recorded as share capital and the related share-based payments is transferred from contributed surplus to share capital.

Investment tax credits

Investment tax credits are recorded as a reduction of the related expense or cost of the asset acquired. The benefits are recognized when the Company has complied with the terms and conditions of the approved grant program or applicable tax legislation.

Research and development expenditures

Current research costs are expensed as incurred while expenditures for research and development equipment, net of related investment tax credits, are capitalized.

Development costs are deferred and amortized when the criteria for deferral under IFRS are met, or otherwise, are expensed as incurred. To date, no such costs have been capitalized.

Critical Accounting Estimates and Judgements

The preparation of financial statements requires management to select appropriate accounting policies and to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period.

Revenue Recognition

Application of the accounting principles related to measurement and recognition of revenue requires the Company to make judgments and estimates.

Revenue for fixed price contracts based on the estimated percentage-of-completion of services rendered reflects management's estimates of the percentage-of-completion at each period end. This method requires management to estimate total costs and profits over the entire term of the contract.

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

Functional Currency

Revenue contracts are priced in a variety of currencies whereas the cost structure inputs are primarily in Canadian dollars. Secondary indicators of functional currency, including financing and cash holdings are primarily in Canadian dollars. As the primary indicators of functional currency do not clearly indicate a specific currency, the indicators as a whole have been judged to indicate the Canadian dollar is the functional currency of the parent company and its subsidiaries.

Estimation Uncertainty

Critical accounting policies and estimates utilized in the normal course of preparing the company's consolidated financial statements require the determination of future cash flows utilized in assessing net recoverable amounts and net realizable values; useful lives; allowance for bad debt; useful lives of property, equipment and intangible assets; legal contingency estimates; percentage of completion for revenue recognition; unbilled revenues; deferred revenues; inventory obsolescence; ability to utilize tax losses and investment tax credits; and measurement of deferred taxes. In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis where required.

These estimates have been applied in a manner consistent with that in the prior periods and there are no known trends, commitments, events or uncertainties that we believe will materially affect the methodology or assumptions utilized in these consolidated financial statements. The estimates are impacted by many factors, some of which are highly uncertain. The interrelated nature of these factors prevents us from quantifying the overall impact of these movements on the Company's consolidated financial statements in a meaningful way. These sources of estimation uncertainty relate in varying degrees to virtually all asset and liability account balances.

Income taxes

The Company's deferred income tax assets and liabilities are recognized for the future tax consequences attributable to tax loss carryforwards and to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax bases. Deferred income tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change of statutory tax rates is recognized in income in the period of enactment or substantive enactment. Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary difference can be utilized.

PLAINTREE SYSTEMS INC.
Notes to the condensed Consolidated Interim Statements
for the Quarters ended June 30, 2011 and 2010 (unaudited)
(in Canadian dollars)

Earnings per share

Earnings per share has been calculated on the basis of net income attributable to common shareholders divided by the weighted average number of common shares outstanding during the period. Income attributable to common shareholders is equal to net income less the dividends accumulated on the preferred shares. Diluted earnings per common share is calculated by dividing the applicable net income attributable to common shareholders 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. The Company uses the treasury stock method in determining the denominator for earnings per share. Under this method it is assumed that the proceeds from the exercise of options are used to repurchase common shares at the weighted average market price of the shares for the period.

Financial instruments

All financial instruments are initially recognized at fair value including transaction costs, except those at fair value through profit or loss ("FVTPL") for which transaction costs are expensed when incurred.

Available for Sale

Available-for-sale financial assets are those non-derivative financial assets that are designated as available-for-sale, or that are not classified as loans and receivables, held-to-maturity or held-for-trading. Except as mentioned below, available-for-sale financial assets are carried at fair value with unrealized gains and losses included in other comprehensive income until realized when the cumulative gain or loss is transferred to other income.

Available-for-sale financial assets that do not have quoted market prices in an active market are recorded at cost.

Interest on interest-bearing available-for-sale financial assets is calculated using the effective interest rate method.

Loans and Receivables

Loans and receivables are subsequently accounted for at amortized cost using the effective interest rate method.

Other Liabilities

Other liabilities are subsequently recorded at amortized cost using the effective interest method and include all financial liabilities, other than derivative instruments.

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

Fair value through profit or loss

Financial asset or liability that is held for trading measured at fair value each period with gains and losses through income.

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management intent as outlined below:

Cash is designated as at FVTPL which is measured at fair value, with changes in fair value being recorded income at each period end.

Trade accounts receivable are classified as loans and receivables and accounts payable and accrued liabilities classified as other financial liabilities and are measured at amortized costs with interest accretion recorded in net income. Due to the short-term nature of these assets and liabilities, the carrying amounts approximate fair value.

All loans, bank loans, bonds and debentures or similar debt are measured at amortized cost with interest accretion recorded in net income.

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The accounting standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The inputs fall into three levels that may be used to measure fair value:

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.
- Level 3 – Applies to assets or liabilities for which there is no observable market data.

PLAINTREE SYSTEMS INC.
Notes to the condensed Consolidated Interim Statements
for the Quarters ended June 30, 2011 and 2010 (unaudited)
(in Canadian dollars)

New and Revised IFRS in Issue but not Effective

Financial Instruments

IFRS 9 *Financial Instruments* (“IFRS 9”) was issued by the IASB on November 12, 2009 and will replace IAS 39 *Financial Instruments: Recognition and Measurement* (“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 in 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. The new standard also required a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Company is currently evaluating the impact on its financial statements.

IFRS 10 Consolidated Financial Statements

On May 12, 2011 the IASB issued 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 of the other entities. IFRS 10 replaces the consolidated requirements in SIC-12 *Consolidation – Special Purpose Entities* and IAS 27 *Consolidated and Separate Financial Statements* and is effective for annual periods beginning on or after January 1, 2013. Earlier adoption is permitted. The Company is currently evaluating the impact on its financial statements.

IFRS 11 Joint Arrangements

On May 12, 2011 the IASB issued IFRS 11 *Joint Arrangements*. IFRS 11 Joint Arrangements provides a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. The Company is currently evaluating the impact on its financial statements

IFRS 12 Disclosure of Interests in Other Entities

On May 12, 2011 the IASB issued IFRS 12 *Disclosure of Interests in Other Entities*. IFRS 12 *Disclosure of Interests in Other Entities* is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. Earlier adoption is permitted. The Company is currently evaluating the impact on its financial statements.

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)
(in Canadian dollars)

IFRS 13 Fair Value Measurement

On May 12, 2011 the IASB issued IFRS 13 *Fair Value Measurement*. IFRS13, which is effective from January 1, 2013, defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 does not determine when an asset, a liability or an entity's own equity instrument is measured at fair value. Rather, the measurement and disclosure requirements of IFRS 13 apply when another IFRS requires or permits the item to be measured at fair value (with limited exceptions). The Company is currently evaluating the impact on its financial statements

Amendments to IAS 1 Presentation of items of Other Comprehensive Income

The amendments retain the option to present profit or loss and other comprehensive income either in one continuous statement or in two separate but consecutive statements. Items of other comprehensive income are required to be grouped into those that will and will not be subsequently reclassified to profit or loss. Tax on items of other comprehensive income is required to be allocated on the same basis. The measurement and recognition of items of profit or loss and other comprehensive income are not affected by the amendments. The amendments to IAS 1 are effective for financial years beginning on or after January 1, 2012, with earlier application permitted. The Company is evaluating the impact of the amendments to IAS 1 on its financial statements.

IAS 28 Investments in Associates and Joint Ventures

IAS 28 was re-issued by the IASB on May 12, 2011 in order to conform to changes as a result of the issuance of IFRS 10, IFRS 11, and IFRS 12. IAS 28 continues to prescribe the accounting for investments in associates, but is now the only source of guidance describing the application of the equity method. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee. The amended version of IAS 28 is effective for financial years beginning on or after January 1, 2013, with earlier application permitted. The Company is evaluating the impact of IAS 28 on its consolidated financial statements.

3. TRANSITIONS TO IFRS

These financial statements have been prepared using International Financial Reporting Standard 1, First-time Adoption of International Financial Reporting Standards, and International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. The date of transition to IFRS is April 1, 2010 (the "Transition Date"). The Company's IFRS accounting policies presented in Note 2 have been applied in preparing the financial statements for the period ended June 30, 2011, the comparative information and the opening statement of the financial position at the date of transition. The effects of the transition to IFRS on equity, comprehensive loss and reported cash flows are presented in this section.

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

a. Mandatory Exceptions to Retrospective Application

The Company has applied the following mandatory exceptions from full retrospective application of IFRS as described below:

i. *Estimates*

Hindsight was not used to create or revise estimates and accordingly estimates previously made by the Company under Canadian GAAP are consistent with their application under IFRS.

b. Elected Exemptions from Full Retrospective Application

In preparing these consolidated condensed interim financial statements in accordance with IFRS 1, the Company has applied certain of the optional exemptions from full retrospective application of IFRS. The optional exemptions applied are as follows:

i. *Business combinations*

The Company has applied the business combinations exemption in IFRS 1 to not apply IFRS 3R retrospectively to past business combinations. Accordingly, the Company has not restated business combinations that took place prior to the transition date, except for transactions under common control which are accounted for at their carrying value.

ii. *Borrowing costs*

The Company has elected to apply IAS 23 – Borrowing costs (“IAS 23”) on a prospective basis and capitalize borrowing costs to qualifying assets for which the commencement date for capitalization is on or after the transition date.

iii. *Fair Value or Revaluation as Deemed Cost*

The Company has elected to measure certain items of property, plant and equipment at fair value as at the transition date and uses that amount as deemed cost at the same time.

iv. *Share-based payment transactions*

The Company elected to apply IFRS 2 only to options issued which were not fully vested at April 1, 2010.

v. *Determining whether an arrangement contains a lease*

The Company elected to apply the transitional provisions of IFRIC 4, *Determining Whether an Arrangement Contains a Lease*. The Company has no arrangements containing a lease at the transition

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

- c. Reconciliation of Equity as Reported Under Canadian GAAP and IFRS
There were no significant changes to equity as reported under Canadian GAAP and IFRS during the period April 1, 2010, June 30, 2011 and March 31, 2011.
- d. Reconciliation of loss and comprehensive loss as reported under Canadian GAAP to IFRS
There were no significant changes to loss and comprehensive loss as reported under Canadian GAPP and IFRS during the period April 1, 2010, June 30, 2011 and March 31, 2011.
- e. Reconciliation of Cash Flows as reported under Canadian GAAP to IFRS
There were no significant changes to cash flow during the three month period ended June 30, 2010.

4. INVENTORIES

	<u>June 30, 2011</u>	<u>March 31, 2011</u>	<u>April 1, 2010</u>
Raw materials	\$519,932	\$ 579,526	\$ 744,340
Work in process	671,904	635,073	534,040
Finished goods	196,309	127,020	99,094
	<u>\$1,388,145</u>	<u>\$ 1,341,619</u>	<u>\$ 1,377,474</u>

The cost of inventories recognized as an expense during the three month period ended June 30, 2011 was \$1,861,143 (2010 - \$1,641,111). The total carrying value of inventory at June 30, 2011 was pledged as security through general security agreements under bank lines of credit and related party liabilities. Write-downs of inventory for the three months ended June 30, 2011 was \$NIL (2011 - \$140,969). Recoveries of inventory write-downs for the first quarter of fiscal 2012 was \$58,826 (2011 - \$40,790).

5. DUE FROM RELATED PARTY

As of June 30, 2011 \$1,105,653 (March 31, 2011 - \$1,102,770, April 1, 2010 - \$745,720) 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.

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

6. ASSETS HELD FOR SALE

Assets held for sale as of June 30, 2011 consist of both manufacturing properties owned by the Company that are now available for sale. Plaintiff signed a lease on a 135,000 sq. ft. building in Arnprior owned by Tidal Quality Management Corporation, a company owned by Targa Group Inc., the Company's largest shareholder and a company controlled by David Watson, Plaintiff's Chief Executive Officer ("CEO"). The Company has taken steps to sell its two existing buildings used by both operating segments. The assets are recorded at the lower of carrying value and fair value less estimated selling costs which resulted in a write-down of \$297,000 in fiscal 2011. The properties have mortgage loans totalling \$642,289 that would need to be satisfied at the time of sale of the properties.

7. PROPERTY, PLANT AND EQUIPMENT

Carrying amounts of

	Land	Building	Building improvements	Factory equipment	Computer equipment	Office equipment	Vehicles	Total
April 1, 2010	180,874	919,083	876,235	919,484	34,215	24,633	12,682	\$2,967,206
Additions	-	-	622,505	390,209	54,797	7,969	56,608	1,132,088
Disposals	-	-	-297,000	-14,754	-13,454	-	-10,000	-335,208
Depreciation	-	-44,376	-95,730	-137,701	-14,728	-3,654	-1,809	-297,998
Re-classed as held for sale	-130,874	-752,830	-465,685	-	-	-	-	-1,349,389
March 31, 2011	50,000	121,877	640,325	1,157,238	60,830	28,948	57,481	\$2,116,699
Additions	-	-	64,792	149,343	-	-	17,332	231,467
Depreciation	-	-1,887	-16,600	-42,027	-7,058	-1,075	-4,386	-73,033
June 30, 2011	50,000	119,990	688,517	1,264,554	53,772	27,873	70,427	\$2,275,133

8. INTANGIBLE ASSETS

	Software
Balance as at April 1, 2010	46,675
Additions	35,184
Disposals	-
Depreciation	-38,512
Re-classed as held for sale	-
Balance as of March 31, 2011	43,347
Additions	3,997
Depreciation	-10,100
Balance as of June 30, 2011	37,244

PLAINTREE SYSTEMS INC.
Notes to the condensed Consolidated Interim Statements
for the Quarters ended June 30, 2011 and 2010 (unaudited)
(in Canadian dollars)

9. DUE TO RELATED PARTIES

	<u>June 30, 2011</u>	<u>March 31, 2011</u>	<u>April 1 , 2010</u>
Due to Senior officers	\$2,803,554	\$ 2,700,887	\$2,356,361
Due to Targa Group Inc., Convertible Debentures	247,672	247,672	247,672
Due to Tidal Quality Management Inc.	307,059	304,872	339,924
Due to Targa Group Inc., Line of Credit	611,820	605,570	602,937
Due to Targa Group Inc., Demand Loan	66,581	66,581	66,581
Due to Targa Group Inc., loan interest	134,812	134,813	134,812
	<u>\$4,171,499</u>	<u>\$ 4,060,395</u>	<u>\$3,748,287</u>

As at June 30, 2011, a balance of \$2,803,554 (\$2,201,525 principal and \$602,029 interest) remained owing to senior officers. These amounts are classified as long-term as the parties have agreed not to demand repayment before December 2012.

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 5, 2010 to the holders of record at the close of business on June 30, 2010. 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. \$NIL of the dividend remains outstanding as of June 30, 2011.

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.

As at June 30, 2011 a balance of \$247,672 (March 31, 2011 - \$247,672, April 1, 2010 - \$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 December 2012.

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

Until March 31, 2003, the Company leased facilities from a company controlled by Targa. Lease arrears, including interest of \$132,086 owing to this related party, amounted to \$307,059 (March 31, 2011 - \$304,874, April 1, 2010 - \$339,924). In 2003, this related party entered into a forbearance agreement with the Company whereby the Company agreed to repay the amounts owing and the related party was provided with a security interest in the form of a mortgage on the property owned by the Company. The forbearance agreement is now in default. The party has agreed not to demand repayment before August 2012 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. Under the loan agreements, 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 June 30, 2011, \$500,000, (March 31, 2011 - \$500,000, April 1, 2010 - \$500,000) remained outstanding on the line of credit with accumulated interest of \$111,820, (March 31, 2011 - \$106,570, April 1, 2010 - \$102,937) for a balance of \$611,820; \$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 December 2012 and, accordingly, the amounts is classified as long-term.

Accumulated interest in the amount of \$134,812 (March 31, 2011 - \$134,812, April 1, 2010 - \$134,812), on a loan from Targa remains outstanding as of June 30, 2011. The party has agreed not to demand repayment before December 2012 and the amount is classified as long-term.

During the third quarter of fiscal 2011, the Company executed a five year lease for new premises located at 10 Didak Drive, owned by Tidal Quality Management Corporation, a company owned by Targa Group Inc., Plaintiff's largest shareholder. The five year lease for the new premises is at \$0.41 per sq/ft in the first year, increasing \$1.00 per sq/ft per year until the rent reaches \$3.41 where it remain for the balance of the term. During the first quarter of 2012, the Company paid \$13,851 to Tidal in lease payments

PLAINTREE SYSTEMS INC.
Notes to the condensed Consolidated Interim Statements
for the Quarters ended June 30, 2011 and 2010 (unaudited)
(in Canadian dollars)

10. LONG-TERM DEBT

	June 30, 2011	March 31, 2011	April 1, 2010
Bank loan bearing interest at the rate of prime plus 1.25% per annum, due in monthly principal plus interest instalments of \$4,733, through to April 2013, secured by a general security agreement.	\$ 88,979	\$ 102,131	\$ 153,771
Bank loan bearing interest at the rate of prime plus 1.00% per annum, payable in monthly principal plus interest instalments of \$4,221, secured by a general security agreement, maturing May 2027.	431,355	439,929	471,929
Term loan payable in monthly instalments of \$1,007, bearing interest at the rate of prime minus 0.85% per annum, secured by a mortgage on a property, maturing February 2012.	116,604	118,992	128,772
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.	398,000	-	-
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 10 years following full draw-down of, \$500,000 the loan.	320,000	316,000	-
Term loan payable in monthly instalments of \$1,929, bearing interest at the rate of prime plus 1.25% per annum, secured by equipment and a general security agreement, maturing December 2011.	7,465	13,131	35,293
Term non-revolving loan payable in monthly instalments of \$3,161 bearing interest at the rate of prime plus 1.00% per annum, maturing September 2018.	210,934	218,058	246,689
	1,573,337	1,207,650	1,036,454
Current portion	(354,109)	(166,543)	(180,610)
	\$ 1,219,228	\$ 1,041,107	\$ 855,844

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

11. 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 June 30, 2011, the accrued and unpaid dividends on the Class A preferred shares were \$4,164,500.

12. 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.

13. 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.

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements for the Quarters ended June 30, 2011 and 2010 (unaudited) (in Canadian dollars)

Revenue by geographic location

	<u>June 30, 2011</u>	<u>June 30, 2010</u>
Revenue		
Canada	\$ 995,704	\$ 1,051,792
United States	1,631,475	1,586,109
Chile	-	753,524
Other	47,555	315,907
	<u>\$ 2,674,734</u>	<u>\$ 3,707,332</u>

Revenue by division

	<u>June 30, 2011</u>	<u>June 30, 2010</u>
Electronics	\$ 610,540	\$ 858,250
Specialty structures	2,064,194	2,849,082
	<u>\$ 2,674,734</u>	<u>\$ 3,707,332</u>

Net (loss) income before taxes by division

	<u>June 30, 2011</u>	<u>June 30, 2010</u>
Electronics	\$ (88,214)	\$ 184,949
Specialty structures	(605)	918,813
	<u>\$ (87,609)</u>	<u>\$ 1,103,762</u>

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

	<u>June 30, 2011</u>	<u>June 30, 2010</u>
Number of customers	3	3
% of total revenue	17%, 13%, 13%	20%, 13%, 10%

14. SUBSEQUENT EVENTS

On May 3, 2011 the Company filed a Form 15F with the United States Securities and Exchange Commission (the "SEC") with the intention of voluntarily terminating its reporting obligations under Section 13(a) and Section 15(d) of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"). On the filing of the Form 15F, Plaintiff's reporting obligations with the SEC under the Exchange Act, including its obligations to file annual reports on Form 20F, was immediately suspended. Plaintiff's termination of its reporting obligations under the Exchange Act was final 90 days after the filing of the Form 15F with the SEC.

PLAINTREE SYSTEMS INC.

Notes to the condensed Consolidated Interim Statements

for the Quarters ended June 30, 2011 and 2010 (unaudited)

(in Canadian dollars)

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 each Class A preferred shares. The dividend declared was a partial payment of the dividends accumulated.

On July 14, 2011, the Board of Directors of the Company approved of a reduction to the stated capital account by \$97,844,660 (the "**Stated Capital Reduction Amount**") which reduction would give the Board the necessary flexibility in managing the Company's capital structure going forward. The effect of the reduction will be to reduce the accumulated deficit of the Company by the same amount. The accumulated deficit of the Company is primarily due to the Company's business prior to the completion of the merger with Hypernetics and Triodetic and is not reflective of the new post merger business of the Company. At the Company's Annual General Meeting held on September 15, 2011, the shareholders of the Company voted in favour of the Board's proposal to reduce the stated capital account by the Stated Capital Reduction Amount.

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

PLAINTREE SYSTEMS INC.

For the three months ended June 30, 2011

Date – September 22, 2011

The following discussion and analysis is the responsibility of management and has been reviewed by the Audit Committee of Plaintiff Systems Inc ("Plaintree" or the "Company") and approved by the Board of Directors of Plaintiff. 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 Plaintiff for the three months ended June 30, 2011 and 2010 should be read in conjunction with the unaudited interim Consolidated Financial Statements and Notes for the three months ended June 30, 2011 (the interim Consolidated Statements") as well as Management's Discussion and Analysis, of Plaintiff for the year ended March 31, 2011 ("Fiscal 2011 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 period. All amounts are in Canadian dollars, unless otherwise stated, and using International Financial Reporting Standard 1 ("IFRS"), "First-time Adoption of International Financial Reporting Standards", and using Accounting Standards Board ("IASB"). Previously, the Company prepared its Interim and Annual Consolidated Financial Statements in accordance with Canadian Generally Accepted Accounting Principles ("GAAP"). The information contained herein is dated as of September 22, 2011 and is current to the date, unless otherwise stated.

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 Plaintiff'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 Plaintiff's control, affect the operations, performance and results of Plaintiff 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 Plaintiff's products delaying purchase decisions; current, pending and proposed legislative or regulatory developments in the jurisdictions where Plaintiff 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; Plaintiff's success in developing and introducing new products and services, expanding existing distribution channels, developing new

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

distribution channels and realizing increased revenue from these channels. This list is not exhaustive of the factors that may affect any of Plaintiff's forward-looking statements. Plaintiff 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 under the Canada Business Corporation Act. The Company operates an Electronics division (the Hypernetics business and the free space optics business) and a Specialty Structures division (the Triodetic business and a newly formed 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. The Triodetic business is a design/build manufacturer of steel, aluminium and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames and industrial dome coverings.

On November 23, 2010, Plaintree announced the creation of its new business, a new wholly-owned subsidiary, Arnprior Fire Trucks Corp. The new business involves the custom build of high-end fire trucks and emergency vehicles to be sold to municipalities with a target market being North America.

In late fiscal 2011, all operations of Plaintree were relocated to a modern 135,000 sq. ft. manufacturing facility located in Arnprior, Ontario, Canada, thirty minutes west of Ottawa, Ontario, Canada.

The Company's common shares are quoted on the CNSX in Canada.

IFRS Transition Activities

The unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* using the accounting policies disclosed below. The Company is a first-time adopter of International Financial Reporting Standards ("IFRS") and has followed the requirements of IFRS 1- First-time Adoption of IFRS ("IFRS 1") in its initial application of IFRS as they exist at January 1, 2011 and encompasses individual IFRS, International Accounting Standards ("IASB"), and interpretations made by the International Financial Reporting Interpretations Committee ("IFRIC") and the Standard Interpretations Committee. Certain changes may be required to the extent that the IASB determines additional standards to be effective on or before December 31, 2011. The following statements represent Plaintree's first-time adoption of IFRS, the last annual financial were prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP"). The adoption of IFRS has not had a material impact on the Company's operations, strategic decisions, cash flow or capital expenditures.

The Company's IFRS accounting policies are provided in Note 2 to the condensed Consolidated Interim Financial Statements. Note 3 to the condensed Consolidated Interim Financial Statements presents any reconciliations between the Company's previous Canadian GAAP results and IFRS results with respect to changes in the shareholder's equity as at April 1, 2010, June 30, 2010 and March 31, 2011.

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

Control Activities

For all changes to policies and procedures that have been identified, the effectiveness of internal controls over financial reporting and disclosure controls and procedures has been assessed and any required changes have been implemented. In addition, controls over IFRS changeover process have been implemented, as necessary. The Company has identified and implemented the required accounting process changes that resulted from the application of IFRS account policies and these changes were not significant. We have completed the design, implementation and documentation of the internal controls over accounting process changes resulting from the application of IFRS accounting policies. We applied our existing control framework to the IFRS changeover process.

The Company has assessed the impact of the IFRS transition project on our key ratios. The transition did not significantly impact key ratios.

The IFRS transition project did not have a significant impact on our information systems for the convergence periods. We do not expect significant changes in the post-convergence periods.

The post-implementation phase will involve continuous monitoring of changes in IFRS in future periods. The Company notes that the standard-setting bodies that determine IFRS have significant ongoing projects that could impact the IFRS accounting policies that we have selected. In particular, the Company expects that there may be additional new or revised IFRS standards or IFRIC interpretations in relation to consolidation, financial instruments, leases, and revenue recognition. Processes are in place to ensure that potential changes are monitored and evaluated. The impact of any new IFRS standards and IFRIC interpretations will be evaluated by the Company as they are drafted and published.

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 three months ended June 30, 2011.

**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
June 30,**

	<u>2011</u> <u>(unaudited)</u>	<u>2010</u> <u>(unaudited)</u>
Revenue	\$ 2,675	\$ 3,707
Net (loss) profit and total comprehensive (loss) income	(88)	1,104
Net (loss) profit attributable to common shareholders	(454)	737
Basic (loss) earnings per share	\$(0.04)	\$0.06
Diluted (loss) earnings per share	\$(0.04)	\$0.06

(\$000s)

	<u>June 30, 2011</u> <u>(unaudited)</u>	<u>March 31, 2011</u> <u>(audited)</u>
Total assets	\$9,336	\$ 8,973
Total liabilities	7,160	6,710
Long-term liabilities	5,498	5,102
Cash dividends declared per share	\$NIL	\$200

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

Results of Operations

Plaintree Systems Inc.			
(\$000s, except per share and % amounts)			
(unaudited)			
Three Months Ended			
June 30,			
	2011	2010	Change from 2010 to 2011
Revenue	2,675	3,707	(1,033)
Cost of revenue	1,905	1,806	99
Gross margin	770	1,901	(1,132)
	28.8%	51.3%	
<i>Operating expenses:</i>			
Sales & marketing	178	180	(2)
Finance & administration	203	250	(47)
Research & development	419	450	(31)
Interest expense	42	23	19
Gain on foreign exchange	15	(106)	121
	857	797	60
Net (loss) profit and total comprehensive (loss) income	\$ (88)	\$ 1,104	\$(1,192)

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.

Revenue by geographic location

	<u>June 30, 2011</u>	<u>June 30, 2010</u>
Revenue		
Canada	\$ 995,704	\$ 1,051,792
United States	1,631,475	1,586,109
Chile	-	753,524
Other	47,555	315,907
Total revenue	<u>\$ 2,674,734</u>	<u>\$ 3,707,332</u>

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

Revenue by division

	<u>June 30, 2011</u>	<u>June 30, 2010</u>
Electronics	\$ 610,540	\$ 858,250
Specialty structures	<u>2,064,194</u>	<u>2,849,082</u>
Total revenue	<u>\$ 2,674,734</u>	<u>\$ 3,707,332</u>

Net (loss) income before taxes by division

	<u>June 30, 2011</u>	<u>June 30, 2010</u>
Electronics	\$ (88,214)	\$ 184,949
Specialty structures	<u>(605)</u>	<u>918,813</u>
Total net income (loss) before taxes	<u>\$ (87,609)</u>	<u>\$ 1,103,762</u>

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

	<u>June 30, 2011</u>	<u>June 30, 2010</u>
Number of customers	3	3
% of total revenue	17%, 13%, 13%	20%, 13%, 10%

Revenues

Revenue

Total revenue for the three months ended June 30, 2011 was \$2,674,734 compared to \$3,707,332 for the three months ended June 30, 2010.

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

Plaintree's Electronics Division derives most of its revenues from products installed on commercial aircraft and in particular, business jets. Sales for the quarter ending June 30 2011 were down from previously reported quarters during fiscal 2011. Booked orders and forecasts indicate a return to at least fiscal 2011 levels for the remainder of fiscal 2012.

Plaintree's Specialty Structures Division revenues for the quarter of \$2,064,194 were down from the same period in fiscal 2011 by approximately \$785,000. Lower demand for foundations during fiscal 2012 which are generally manufactured and shipped during the first quarter of the year was the primary reason for the reduction in sales.

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

Gross Margin

Total gross margin decreased to 28.8% in the three months ended June 30, 2011 from 51.3% for the three months ended June 30, 2010. Lower revenues in both business segments during the quarter contributed to the lower margin in fiscal 2012.

Operating Expenses

Sales and marketing expenses

Sales and marketing expenses were \$178,386 and \$180,310 in the three months ended June 30, 2011 and 2010 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 2012.

Finance and administration expenses

Finance and administrative expenses were \$202,629 and \$249,949 in the three months ended June 30, 2011 and 2010, 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 2012.

Research and development expenses

Research and development expenses were \$419,267 and \$450,002 in the three months ended June 30, 2011 and 2010 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 2012.

Interest expense

Interest expense consists of interest incurred on bank and related party debt. Interest expenses were \$42,216 and \$23,274 for the three months ended June 30, 2011 and 2010, respectively. Interest expense increased primarily due to the increase in borrowings for plant equipment and plant leaseholds. The majority of the Company's

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

debt accrues interest at variable rates based on the Company's bank prime lending rate of interest.

Gain on foreign exchange

The Company reported a loss on foreign exchange of \$14,842 and a gain of \$105,917 in the three months ended June 30, 2011 and 2010 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. A 10% drop in the US rate of exchange from the start to the close of the first three months of fiscal 2010 resulted in a large loss on foreign exchange.

Net (loss) profit, Comprehensive (loss) income and Net (loss) income Attributable to Common Shareholders

Net loss and comprehensive loss for the three months ended June 30, 2011 was \$454,109 compared to a net profit and comprehensive income of \$737,262 booked in the first three months ended June 30, 2010. Net income attributed to common shareholders is calculated by reducing net income by the \$366,500 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 June 30, 2011, the accrued and unpaid dividends on the Class A preferred shares were \$4,164,500.

Quarterly Results

The following table sets out selected unaudited consolidated financial information for each quarter in fiscal 2012 and fiscal 2011:

Quarters ended

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

	June 30	Mar 31	Dec 31	Sept 30	June 30	Mar 31	Dec 31	Sept 30
	<u>2011</u>	<u>2011</u>	<u>2010</u>	<u>2010</u>	<u>2010</u>	<u>2010</u>	<u>2009</u>	<u>2009</u>
Revenue	\$2,675	\$2,442	\$1,727	\$3,165	\$3,707	\$3,425	\$1,203	\$1,615
Net (loss) profit and total comprehensive (loss) income	\$(88)	\$(353)	\$(722)	\$284	\$1,104	\$(240)	\$(718)	\$(444)
Net (loss) profit attributed to common shareholders	\$(454)	\$(719)	\$(1,089)	\$(82)	\$737	\$860	\$(1,085)	\$(810)
Basic (loss) earnings per share	\$(0.04)	\$(0.06)	\$(0.08)	\$(0.01)	\$0.06	\$0.07	\$(0.08)	\$(0.06)
Diluted (loss) earnings per share-diluted	\$(0.04)	\$(0.06)	\$(0.08)	\$(0.01)	\$0.06	\$0.07	\$(0.08)	\$(0.06)

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

Liquidity and Capital Resources

(\$000s)	<u>As at June 30,</u> <u>2011</u> <u>(unaudited)</u>	<u>As at March 31,</u> <u>2011</u> <u>(audited)</u>	<u>Change</u>
Cash	\$ 268	\$ 371	\$ (103)
Working Capital	5,362	5,204	(158)
	<u>Three months</u> <u>ended June 30,</u> <u>2011</u> <u>(unaudited)</u>	<u>Three months ended</u> <u>June 30, 2010</u> <u>(unaudited)</u>	<u>Change</u>
<i>Net cash (used in) provided by:</i>			
Operating activities	(296)	(1,182)	886
Investing activities	(235)	(78)	(157)
Financing activities	431	(518)	949

Cash

As at June 30, 2011, the Company held \$268,041 in cash, a decrease of \$103,430 from March 31, 2011 primarily due to an increase in trade receivables.

Working Capital

Working capital represents current assets less current liabilities. As at June 30, 2011, the Company had positive working capital of \$5,361,986 compared to working capital of \$5,204,078 at March 31, 2011. The increase in working capital was primarily due to an increase in accounts receivable.

Cash used in Operating activities

Cash used in operating activities for the first quarter of fiscal 2012 was \$296,273 representing a decrease of \$885,256 from \$1,181,529 in fiscal 2011. The cash provided by operating activities for the first quarter of fiscal 2012 mainly relates to the increase in trade receivables.

Cash used in Investing activities

Cash used in investing activities for the first quarter of fiscal 2012 was \$235,464 compared to a net use of \$78,116 which relates mainly to the purchase of plant equipment.

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

Cash provided by (used in) Financing activities

Cash provided by financing activities for first three months of fiscal 2012 was \$431,162 compared to cash used in financing activities for the first quarter of 2011 of \$(517,549). Cash used in financing activities relates mostly to borrowings for plant equipment.

Outlook

The first three months of fiscal 2012 resulted in a near break even position. The Company continues to see increased activity and 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 its obligations to Class A preferred shareholders and provide income and cash flow attributable to common shareholders.

Related Party Transactions

Due from Related Party

Due from related party consists of \$ 1,105,653 (March 31, 2011 - \$1,102,770, April 1, 2010 - \$745,720) due 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

	June 30, 2011	March 31, 2011	April 1 , 2010
Due to Senior officers	\$2,803,554	\$ 2,700,887	\$2,356,361
Due to Targa Group Inc., Convertible Debentures	247,672	247,672	247,672
Due to Tidal Quality Management Inc.	307,059	304,872	339,924
Due to Targa Group Inc., Line of Credit	611,820	605,570	602,937
Due to Targa Group Inc., Demand Loan	66,581	66,581	66,581
Due to Targa Group Inc., loan interest	134,812	134,813	134,812
	<u>\$4,171,499</u>	<u>\$ 4,060,395</u>	<u>\$3,748,287</u>

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

As at June 30, 2011, a balance of \$2,803,554 (\$2,201,525 principal and \$602,029 interest) remained owing to senior officers. These amounts are classified as long-term as the parties have agreed not to demand repayment before December 2012.

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 5, 2010 to the holders of record at the close of business on June 30, 2010. 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. \$NIL of the dividend remains outstanding as of June 30, 2011.

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.

As at June 30, 2011 a balance of \$247,672 (March 31, 2011 - \$247,672, April 1, 2010 - \$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 December 2012.

Until March 31, 2003, the Company leased facilities from a company controlled by Targa. Lease arrears, including interest of \$132,086 owing to this related party, amounted to \$307,059 (March 31, 2011 - \$304,874, April 1, 2010 - \$339,924). In 2003, this related party entered into a forbearance agreement with the Company whereby the Company agreed to repay the amounts owing and the related party was provided with a security interest in the form of a mortgage on the property owned by the Company. The forbearance agreement is now in default. The party has agreed not to demand repayment before December 2012 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. Under the loan agreements, 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 June 30, 2011, \$500,000, (March 31, 2011 - \$500,000, April 1, 2010 - \$500,000) remained outstanding on the line of credit with accumulated interest of \$111,820, (March 31, 2011 - \$106,570, April 1, 2010 - \$102,937) for a balance of \$611,820; \$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 December 2012 and, accordingly, the amounts is classified as long-term.

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

Accumulated interest in the amount of \$134,812 (March 31, 2011 - \$134,812, April 1, 2010 - \$134,812), on a loan from Targa remains outstanding as of June 30, 2011. The party has agreed not to demand repayment before December 2012 and the amount is classified as long-term.

During the third quarter of fiscal 2011, the Company executed a five year lease for new premises located at 10 Didak Drive, owned by Tidal Quality Management Corporation, a company owned by Targa Group Inc., Plaintiff's largest shareholder. The five year lease for the new premises is at \$0.41 per sq/ft in the first year, increasing \$1.00 per sq/ft per year until the rent reaches \$3.41 where it remain for the balance of the term. During the first quarter of 2012, the Company paid \$13,851 to Tidal in lease payments.

Facilities

The Company leases a 135,000 sq/ft building at 10 Didak Drive in Arnprior, Ontario. Plaintiff no longer requires its existing two buildings in Arnprior and steps are underway to sell the two buildings.

Statement of Compliance

The unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* using the accounting policies disclosed below. The Company is a first-time adopter of International Financial Reporting Standards ("IFRS") and has followed the requirements of IFRS 1- First-time Adoption of IFRS ("IFRS 1") in its initial application of IFRS as they exist at January 1, 2011 and encompasses individual IFRS, International Accounting Standards ("IASB"), and interpretations made by the International Financial Reporting Interpretations Committee ("IFRIC") and the Standard Interpretations Committee. Certain changes may be required to the extent that the IASB determines additional standards to be effective on or before December 31, 2011. The following statements represent Plaintiff's first-time adoption of IFRS, the last annual financial were prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP").

Critical Accounting Policies and Estimates

The preparation of financial statements requires management to select appropriate accounting policies and to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period.

Revenue Recognition

Application of the accounting principles related to measurement and recognition of revenue requires the Company to make judgments and estimates.

Revenue for fixed price contracts based on the estimated percentage-of-completion of services rendered reflects management's estimates of the percentage-of-completion at

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

each period end. This method requires management to estimate total costs and profits over the entire term of the contract.

Functional Currency

Revenue contracts are priced in a variety of currencies whereas the cost structure inputs are primarily in Canadian dollars. Secondary indicators of functional currency, including financing and cash holdings are primarily in Canadian dollars. As the primary indicators of functional currency do not clearly indicate a specific currency, the indicators as a whole have been judged to indicate the Canadian dollar is the functional currency of the parent company and its subsidiaries.

Estimation Uncertainty

Critical accounting policies and estimates utilized in the normal course of preparing the company's consolidated financial statements require the determination of future cash flows utilized in assessing net recoverable amounts and net realizable values; useful lives; allowance for bad debt; useful lives of property, equipment and intangible assets; legal contingency estimates; percentage of completion for revenue recognition; unbilled revenues; deferred revenues; inventory obsolescence; ability to utilize tax losses and investment tax credits; and measurement of deferred taxes. In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis where required.

These estimates have been applied in a manner consistent with that in the prior periods and there are no known trends, commitments, events or uncertainties that we believe will materially affect the methodology or assumptions utilized in these consolidated financial statements. The estimates are impacted by many factors, some of which are highly uncertain. The interrelated nature of these factors prevents us from quantifying the overall impact of these movements on the Company's consolidated financial statements in a meaningful way. These sources of estimation uncertainty relate in varying degrees to virtually all asset and liability account balances.

Income taxes

The Company's deferred income tax assets and liabilities are recognized for the future tax consequences attributable to tax loss carryforwards and to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax bases. Deferred income tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change of statutory tax rates is recognized in income in the period of enactment or substantive enactment. Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary difference can be utilized.

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

Earnings per share

Earnings per share has been calculated on the basis of net income attributable to common shareholders divided by the weighted average number of common shares outstanding during the period. Income attributable to common shareholders is equal to net income less the dividends accumulated on the preferred shares. Diluted earnings per common share is calculated by dividing the applicable net income attributable to common shareholders 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. The Company uses the treasury stock method in determining the denominator for earnings per share. Under this method it is assumed that the proceeds from the exercise of options are used to repurchase common shares at the weighted average market price of the shares for the period.

Financial instruments

All financial instruments are initially recognized at fair value including transaction costs, except those at fair value through profit or loss ("FVTPL") for which transaction costs are expensed when incurred.

Available for Sale

Available-for-sale financial assets are non-derivative financial assets that are carried at fair value with unrealized gains and losses included in other comprehensive income until realized when the cumulative gain or loss is transferred to other income.

Interest on interest-bearing available-for-sale financial assets is calculated using the effective interest rate method.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted on an active market. They subsequently accounted for at amortized cost using the effective interest rate method.

Other Liabilities

Other liabilities are contractual obligations which are subsequently recorded at amortized cost using the effective interest method.

Fair value through profit or loss

Financial asset or liability that is held for trading, or is a derivative financial instrument measured at fair value each period with gains and losses through income.

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

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management intent as outlined below:

Cash, trade receivable are classified as loans and receivables and trade and other payables are classified as other financial liabilities. Due to the short-term nature of these assets and liabilities, the carrying amounts approximate fair value.

Due from related parties are classified as loans and receivables and due to related parties and borrowings are classified as other liabilities.

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The accounting standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The inputs fall into three levels that may be used to measure fair value:

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.
- Level 3 – Applies to assets or liabilities for which there is no observable market data.

Changes in Accounting Policies

The following discussion explains the significant differences between the Company's Canadian GAAP accounting policies and those applied by the Company under IFRS. IFRS policies have been retroactively and consistently applied except where specific IFRS 1 optional and mandatory exemptions permitted an alternative treatment upon transition to IFRS for first time adopters.

Share-Based Payments

Under Canadian GAAP fair value of share-based awards with graded vesting and service conditions were treated as one grant by the Company and the expense recognized on a straight line basis over the vesting period.

Under IFRS, each tranche of share-based award with graded vesting is considered a

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

separate grant for the calculation of fair value, and the related expense recognized on a straight line basis over the vesting period of each tranche of the award. Recognition of share-based payments expense is accelerated resulting in no additional in share-based payment compensation being recognized during the year ended March 31, 2011 due to the limited number of the Company's stock options outstanding.

New and Revised IFRS in Issue but not Effective

Financial Instruments

IFRS 9 *Financial Instruments* ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39 *Financial Instruments: Recognition and Measurement* ("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 in 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. The new standard also required a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Company is currently evaluating the impact on its financial statements.

IFRS 10 Consolidated Financial Statements

On May 12, 2011 the IASB issued 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 of the other entities.

IFRS 10 replaces the consolidated requirements in SIC-12 *Consolidation – Special Purpose Entities* and IAS 27 *Consolidated and Separate Financial Statements* and is effective for annual periods beginning on or after January 1, 2013. Earlier adoption is permitted. The Company is currently evaluating the impact on its financial statements.

IFRS 11 Joint Arrangements

On May 12, 2011 the IASB issued IFRS 11 *Joint Arrangements*. IFRS 11 Joint Arrangements provides a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. The Company is currently evaluating the impact on its financial statements

IFRS 12 Disclosure of Interests in Other Entities

On May 12, 2011 the IASB issued IFRS 12 *Disclosure of Interests in Other Entities*. IFRS 12 *Disclosure of Interests in Other Entities* is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013.

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Earlier adoption is permitted. The Company is currently evaluating the impact on its financial statements.

IFRS 13 Fair Value Measurement

On May 12, 2011 the IASB issued IFRS 13 *Fair Value Measurement*. IFRS13, which is effective from January 1, 2013, defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 does not determine when an asset, a liability or an entity's own equity instrument is measured at fair value. Rather, the measurement and disclosure requirements of IFRS 13 apply when another IFRS requires or permits the item to be measured at fair value (with limited exceptions). The Company is currently evaluating the impact on its financial statements

Amendments to IAS 1 Presentation of items of Other Comprehensive Income

The amendments retain the option to present profit or loss and other comprehensive income either in one continuous statement or in two separate but consecutive statements. Items of other comprehensive income are required to be grouped into those that will and will not be subsequently reclassified to profit or loss. Tax on items of other comprehensive income is required to be allocated on the same basis. The measurement and recognition of items of profit or loss and other comprehensive income are not affected by the amendments. The amendments to IAS 1 are effective for financial years beginning on or after January 1, 2012, with earlier application permitted. The Company is evaluating the impact of the amendments to IAS 1 on its financial statements.

IAS 28 Investments in Associates and Joint Ventures

IAS 28 was re-issued by the IASB on May 12, 2011 in order to conform to changes as a result of the issuance of IFRS 10, IFRS 11, and IFRS 12. IAS 28 continues to prescribe the accounting for investments in associates, but is now the only source of guidance describing the application of the equity method. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee. The amended version of IAS 28 is effective for financial years beginning on or after January 1, 2013, with earlier application permitted. The Company is evaluating the impact of IAS 28 on its consolidated financial statements

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

Subsequent Events

On May 3, 2011 the Company filed a Form 15F with the United States Securities and Exchange Commission (the "SEC") with the intention of voluntarily terminating its reporting obligations under Section 13(a) and Section 15(d) of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"). On the filing of the Form 15F, Plaintiff's reporting obligations with the SEC under the Exchange Act, including its obligations to file annual reports on Form 20F, was immediately suspended. Plaintiff's termination of its reporting obligations under the Exchange Act was final 90 days after the filing of the Form 15F with the SEC.

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 each Class A preferred shares. The dividend declared was a partial payment of the dividends accumulated.

On July 14, 2011, the Board of Directors of the Company approved of a reduction to the stated capital account by \$97,844,660 (the "**Stated Capital Reduction Amount**") which reduction would give the Board the necessary flexibility in managing the Company's capital structure going forward. The effect of the reduction will be to reduce the accumulated deficit of the Company by the same amount. The accumulated deficit of the Company is primarily due to the Company's business prior to the completion of the merger with Hypernetics and Triodetic and is not reflective of the new post merger business of the Company. At the Company's Annual General Meeting held on September 15, 2011, the shareholders of the Company voted in favour of the Board's proposal to reduce the stated capital account by the Stated Capital Reduction Amount.

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

Summary of Outstanding Share Data

As at June 30, 2011, 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 June 30, 2011, 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.