opSens

MEASURE... IMPROVE

Medical Device

Oil and Gas

ANNUAL REPORT **2010**

CORPORATE PROFILE • **Opsens** is a leading developer, manufacturer, supplier and installer of a wide range of fiber optic solutions based on proprietary patented technologies. Opsens provides sensors for the measurement of pressure, temperature, displacement and strain to original equipment manufacturers (OEM) and end users in the oil and gas, medical and laboratories fields. Opsens' sensors provide long-term accuracy and reliability in the harshest environments.

HIGHLIGHTS 2010

September 2010

New president to lead oil and gas operations – Opsens has chosen a veteran of the oil and gas industry to lead the team and promote our solutions to the heavy oil market.

August 2010

Appointment of three directors – These directors bring solid experience in oil and gas and medical instrumentation.

Sale of high-power transformer division for US$3.1 million allows Opsens to focus on markets with higher growth potential, where we want to become leaders, namely oil and gas, medical instrumentation and laboratories.

May 2010

Receipt of order to instrument observation wells in a CO_2-EOR project. CO_2 injection for oil recovery allows producers to stimulate oil production and permanently store CO_2 in underground geological formations. This method contributes to the reduction of greenhouse gas emissions. Intellectual property and Opsens' expertise are key elements in its positioning in the market.

April 2010

Receipt of an order to instrument five wells with the OPP-W system from a recurring client.

February 2010

Closing of a private placement of $3.6 million at $0.85 a unit.

January 2010

Abiomed announces a partnership with Opsens to integrate Opsens' sensor to the Impella heart pump. Opsens has been providing components to OEM and end-users in the oil and gas, medical and laboratory fields for years. The benefits of sensing solutions are increasingly recognized in the medical field. For Opsens, the integration of its fiber optic pressure sensor in a product like Impella, a miniature cardiac pump, is recognition of its efficiency and safety and is a strong basis for the marketing of its own medical instrumentation product for Fractional Flow Reserve (FFR) measurement.

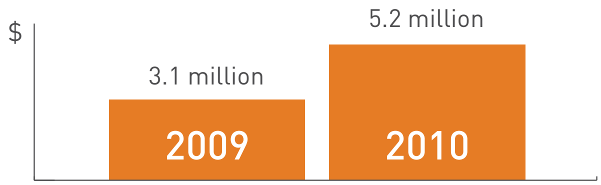
November 2009

Receipt of order from major oil producer to instrument observation wells in a CO_2-EOR project.

October 2009

Receipt of order for 26 OPP-W sensors from major oil and gas customer in Alberta. The OPP-W fiber optic pressure and temperature sensor for SAGD withstands high temperature. Opsens received its first commercial-sized order for its OPP-W sensor from a client who has been testing the product for several months.

INCREASING REVENUE



WHY INVEST IN OPSENS

ITS TARGET MARKETS

- Opsens' products target markets with growing needs to measure pressure and temperature in hostile environments, particularly oil and gas and medical instrumentation.
- Opsens targets major, well-recognized companies who constantly work at improving their methods and operations.

ITS OFFER

- Opsens' products have proven themselves.
- Acceptance of optical products is growing in each of our target markets.
- Opsens' expertise in optical sensors is recognized.
- Opsens' team has a strong capacity to materialize new ideas.
- Opsens' products benefit from a strong gross margin, supported by recurring revenues through the maintenance and replacement of sensors.

ITS STABILITY

- Through strong share ownership, executives' interests are aligned with shareholders' interests.
- Opsens' financial position allows the Company to execute its business plan.

OUR VISION FOR 2011

- Expand sales in each of our strategic markets.
- Application for regulatory approval (for example 510 K filing with FDA) for commercialization of our medical instrumentation device in humans in 2012.
- Growth of our clientele for the OPP-W oil and gas sensor.
- New orders to instrument observation wells in CO_2 enhanced oil recovery operations.
- First deliveries of our high-temperature fiber optic extensometer to measure cap rock integrity.
- Develop new products and applications for existing products in current and new markets.

LETTER TO SHAREHOLDERS

In 2010, Opsens strengthened its leading position in the fiber optic-based measurement solutions market. The sustained growth of sales shows a gradual adoption of our products.

It has also been a transitional period for Opsens. The Company has taken measures to solidify its financial position and focus its resources on the markets Opsens considers having the best potential, that is the measurement of pressure and temperature for oil and gas, medical instrumentation and laboratories. This is why Opsens sold its high-power transformers business to California-based LumaSense for US$3.1 million.

OIL AND GAS

Sales for oil and gas have grown considerably, going from $400 000 to more than $2.4 million. Opsens received its first commercial-sized order for its OPP-W sensor and demand for its flagship oil and gas product is consistently growing. As Opsens is carving itself a position in the oil and gas market in Alberta, the Company is diversifying its offering for SAGD with, among other things, its Distributed Temperature Sensing (DTS) systems and cap rock integrity surveillance extensometer.

Opsens Solutions generates sales from various product lines. Because of its expertise, Opsens was selected by the Petroleum Technology Research Centre ("PTRC") as manager of the International Energy Agency Greenhouse Gas ("IEAGHG") Program sponsored Weyburn-Midale CO_2 Storage and Monitoring Project to design and construct a state-of-the-art transient pressure testing system for the assessment of well integrity in existing wellbores.

Opsens Solutions is proud of having been selected for this assignment. It is recognition of our team's expertise and capabilities to develop and deploy new applications. Opsens has also provided solutions for CO_2 enhanced oil recovery operations.

OPSENS SOLUTIONS IMPROVES ITS TEAM

In Alberta, Opsens Solutions has been proving how effective its products are for several months. The Company has now improved its team with experienced, well-recognized people from the oil and gas field. To lead the team and promote the products designed for the oil and gas market, Opsens has named Darren Wiltse, P.Eng, as president. Mr. Wiltse has close to 30 years experience in the field and has worked in manufacturing, marketing and production for several oil producing and service related companies, such as Petro Canada and Weatherford Canada.

MEDICAL INSTRUMENTATION – MAJOR DEVELOPMENTS

Opsens has also made great strides in the development of its first complete medical instrumentation product. First, Opsens has filed a patent for its product, the EasyWire, designed for the Fractional Flow Reserve (FFR) measurement. FFR is an index that determines the severity of blood flow blockages in the coronary arteries. FFR measurement is a tool that helps physicians in selecting a treatment for these lesions. The EasyWire is at an advanced development stage. Opsens has performed its first promising trials on animals and built up an advisory committee to support development of this medical device. It is composed of Morton J. Kern of Irvine University, Olivier Bertrand of Université Laval, Michael J. Lim of St-Louis University.

At the same time, the company has signed an agreement with Abiomed to integrate its fiber optic pressure sensor in Impella, the world' smallest heart pump. For Opsens, this is much more than an OEM provider agreement. It is recognition of the performance of its unique technology in the medical market. This recognition from the medical field could become a key element in the marketing of our own FFR product a few months from now.

BOARD

Steven Arless, Colin Cook and Gordon Zive joined Opsens' board. These three new directors bring strong experience in oil and gas and medical instrumentation.

2011 OUTLOOK

Now that the technical strengths of the OPP-W have been established and recognized for more than two years, Opsens wants to speed up implementation of its flagship product and market new products like the fiber optic extensometer, the DTS measurement system and solutions for CO_2 enhanced oil production to its actual clients and client prospects. This strategy to offer a wide range of products and services for oil and gas is essential in the development of Opsens Solutions as it will support long term growth.

In the medical division, development of our own medical instrumentation product is progressing well. Opsens' experience as an OEM provider will ease market access for our product. Opsens anticipates applying for regulatory approval (for example 510 K with the FDA in the United States) in 2011 for commercialization in 2012.

I thank our clients for the confidence they show in our products. I also thank the team – our growth reflects the quality of the team's work, supported by our compliance to the ISO 9001:2008 norm. I want to emphasize the contribution of our directors, past and present. Their dedication is the cornerstone of our drive and focus. Finally, I want to thank the shareholders for the confidence they have placed in Opsens and for their patience. We are determined to fulfill their expectations.

(s) Pierre Carrier
President and Chief Executive Officer

MANAGEMENT DISCUSSION & ANALYSIS

Annual report for shareholders
Fiscal year ended August 31, 2010

The following comments are intended to provide a review and analysis of the operating results and financial position of Opsens Inc. as of August 31, 2010, and for the three months and year ended this date, in comparison with the corresponding periods ended August 31, 2009. They should be read and interpreted in conjunction with the audited financial statements as well as the accompanying notes as of August 31, 2010.

Unless stated otherwise, the Management Discussion and Analysis has been prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP) on a consolidated basis. This document was prepared on November 8, 2010. All amounts are in Canadian dollars.

This report contains forward-looking statements that involve risks and uncertainties. These forward-looking statements are not guarantees of our future results, and actual results could differ significantly from those foreseen by such statements due to several factors, including economic conditions, capital expenditures in the measuring instrument sector, currency exchange rate variation, and our ability to manage Opsens successfully under these uncertain conditions. Consequently, the reader should not place undue reliance on these forward-looking statements. These forward-looking statements are only valid as at the date of this document. The Company is under no obligation to revise or update these forward-looking statements in order to reflect the events or circumstances that occur after the date of this analysis, except when it is required by law.

CORPORATE OVERVIEW

Opsens Inc. (the "Company") is a leading developer, manufacturer, and supplier of a wide range of fiber optic sensors and associated signal conditioners based on proprietary patented and patent-pending technologies. Opsens sensors provide long-term accuracy and reliability in the harshest environments. Opsens provides sensors to measure pressure, temperature, strain, and displacement to original equipment manufacturers (OEM) and end-users in the oil and gas, medical, and laboratory fields. Opsens provides complete technical support, including installation, training, and after-sales service in conformity with ISO 9001:2008.

Opsens holds four (4) patents and has three (3) patents pending covering its products and technology provided to its markets, giving the Company freedom to operate. With its patented technologies and highly recognized expertise, Opsens meets consumer needs in the medical, oil and gas, and laboratory markets. Since December 11, 2007, activities in the oil and gas market have been performed by the wholly-owned subsidiary Opsens Solutions Inc. ("Opsens Solutions"), formerly Inflo Solutions Inc.

VISION, STRATEGY, AND OUTLOOK

The worldwide market for fiber optic and conventional sensors is a multi-billion dollar market. The Opsens sales and marketing strategy aims to provide solutions for the various current niche markets and develop specific new markets. The Company's expertise, know-how, and patented technology are the keys to new production techniques improving the reliability of measuring equipment. Also, the Opsens production technique called MEMS (Micro-Electro-Mechanical-System) encourages penetration into markets traditionally occupied by conventional sensors through higher production volumes and reduced manufacturing costs.

In 2011, Opsens expects revenue from product sales to be higher than a year earlier, despite the exit from high-power transformers and the challenging economic environment. The greater maturity of our products, will contribute significantly to increase revenues.

Disclosures in volatile and uncertain times in the financial markets

Even in the current economic environment, Opsens continues to execute its business plan, targeting revenue growth in all of its markets. The company continues to hire in human resources to provide its clients with top-quality products and services. Given the controls in place in each of Opsens' units, the company isn't at this point taking any unusual measures.

Regarding cash management, the private placements that Opsens completed in 2010 and the use of proceeds from high-power transformers sale give the company the financial resources necessary to operate in 2011. The company has not changed its cash management strategy, which aims to protect its financial assets and defer spending that isn't essential to enacting Opsens' business plan in the near to medium term. If Opsens did need to raise money in the future, success would depend mainly on revenue growth and innovation.

The accounting estimates used in the financial statements for the year ended August 31, 2010, were not modified for the current uncertain economic environment. These items are receivable tax credits, provisions for contractual guarantees and assumptions tied to the fair value of share options and warrants. Management doesn't anticipate an impact on the company's accounting estimates for fiscal 2011.

Majors drivers that have changed as a result of the financial crisis

Credit availability and cost

The availability of credit has decreased as a result of the global financial crisis. Opsens' current assets are enough to execute its current short-term business plan. If additional equity financing is required, current fiscal incentives may help. It is uncertain what the impact of an equity financing on current shareholders would be compared with doing such a financing under more normal market conditions.

Customers

The current period of uncertainty and volatility has not required the company to change its method of dealing with credit, since Opsens' clients are primarily businesses with strong capitalization, distributors and government-related agencies.

Currency fluctuations

As for recent currency fluctuations, an appreciating Canadian dollar against the American dollar generally disfavours sales figures and gross margins, since a significant portion of Opsens' sales are made in U.S. dollars. Additional information is included below under the "Distribution, sales and long-term recurring revenues" and "Capital management" headings.

Commodity prices

The oil and gas market is a strategic one for Opsens. In spite of the recovery in the price of oil and gas, the high volatility of this commodity could affect negatively short-term investments in the oil and gas industry.

Counterparties

Because Opsens' revenues and purchases are diversified, the company doesn't anticipate any significant impact from decreased solvency of certain clients, suppliers and bankers.

SELECTED CONSOLIDATED FINANCIAL DATA

(In thousands of Canadian dollars, except for information per share)	Year Ended August 31, 2010	Year Ended August 31, 2009	Year Ended August 31, 2008
	$	$	$
Sales	5,281	3,088	2,844
Cost of revenues	3,173	2,000	1,432
Gross margin	2,108	1,088	1,412
Administrative expenses	1,521	1,179	984
Marketing expenses	870	872	731
R&D expenses	1,047	828	699
Financial expenses (income)	(41)	(34)	(58)
Stock option-based compensation	282	229	253
Amortization of property, plant and equipment	179	164	100
Amortization of intangible assets	32	21	40
Gain on disposal	(2,375)	-	-
	1,515	3,259	2,749
Profit (Loss) before income taxes	593	(2,171)	(1,337)
Income taxes	-	-	-
Net Profit (Net loss)	593	(2,171)	(1,337)
Net Profit (Net loss) per share – Basic	0.01	(0.05)	(0.04)
Net Profit (Net loss) per share - Diluted	0.01	(0.05)	(0.04)

(In thousands of Canadian dollars)	As at August 31, 2010	As at August 31, 2009	As at August 31, 2008
	$	$	$
Current assets	9,597	4,880	5,462
Total assets	11,516	6,450	6,852
Current liabilities	1,527	652	770
Long-term debt	129	256	253
Shareholders' equity	9,860	5,542	5,829

No dividend was declared per share for each share class.

On April 8, 2008, the Company completed a private placement of 4,711,126 units at a price of $0.80 per unit for gross proceeds of $3,768,901. On June 25, 2009, the Company completed a private placement of 2,916,667 units at a price of $0.60 per unit for gross proceeds of $1,750,000. On February 12, 2010, the Company completed a private placement 4,287,500 units at a price of $0.85 per unit for gross proceeds of $3,644,375.

SUMMARY OF CONSOLIDATED QUARTERLY RESULTS

The summary below presents the periods in which Opsens published unaudited interim financial statements.

(In thousands of Canadian dollars)	Three-month period ended August 31, 2010	Three-month period ended May 31, 2010	Three-month period ended February 28, 2010	Three-month period ended November 30, 2009
	$	$	$	$
Revenues	1,695	1,469	1,047	1,070
Net profit (net loss) for the period	2,016	(341)	(586)	(496)
Net profit (net loss) per share – Basic	0.04	(0.01)	(0.01)	(0.01)
Net profit (net loss) per share – Diluted	0.04	(0.01)	(0.01)	(0.01)

(In thousands of Canadian dollars)	Three-month period ended August 31, 2009	Three-month period ended May 31, 2009	Three-month period ended February 28, 2009	Three-month period ended November 30, 2008
	$	$	$	$
Revenues	591	1,279	606	612
Net loss for the period	(719)	(215)	(682)	(555)
Net loss per share - Basic	(0.02)	(0.01)	(0.02)	(0.01)
Net loss per share - Diluted	(0.02)	(0.01)	(0.02)	(0.01)

In the first quarter of fiscal 2009, the Company performed leasehold improvements to its Quebec facilities, which temporarily affected production and hence revenues, and increased the Company's loss.

FOURTH QUARTER 2010

The Company recorded a profit of $2,016,000 or 4 cents a share in the fourth quarter compared with a loss of $719,000 or 2 cent a share a year earlier. The increased profit reflects a gain on disposal of high-power transformers business, increase of sales and higher gross margin rate. Seasonal fluctuations and year-end adjustments had no impact on operating revenues and net loss for the fourth quarter 2010.

Revenue totalled $1,695,000 for the quarter ended August 31, 2010, compared with $591,000 a year earlier. The increase resulted from strong growth in each of our sectors. Oil & gas activities showed strongest sales which amounted to 876,000 $.

Administrative expenses increase at $400,000 for the latest quarter, compared with $285,000 for the same period in 2009.

Marketing expenses for the quarter were slightly higher at $218,000 versus $203,000 a year earlier.

Research and development expenses totalled $228,000 for the quarter ended August 31, 2010, compared with $201,000 for the same period in 2009. The increased spending went towards a promising new project in medical instrumentation.

Historically, the Company's revenues have been little affected by seasons. Seasonal fluctuations will become more significant as the weighting of sales to the oil and gas field increases, since business activity is generally greater in the winter for this sector.

PERFORMANCE INDICATORS

In order to evaluate the Company's performance and generate long-term value for its shareholders, the Company has identified the following financial and non-financial performance indicators:

1) Distribution, sales, and long-term recurring revenues;
2) Products and innovation;
3) Short-term financial performance and cash flows;
4) Strategic acquisitions and development of new projects.

YEARS ENDED AUGUST 31, 2010, AND AUGUST 31, 2009

DISTRIBUTION, SALES, AND LONG-TERM RECURRING REVENUES

(In thousands of dollars except for percentage data figures)	Year Ended August 31, 2010		Year Ended August 31, 2009
	$		$
Revenues	5,281		3,088
Growth rate (%)		71.0%	
Gross margin	2,108		1,088
Growth rate (%)		93.8%	

The Company reported revenue of $5,281,000 for the year ended August 31, 2010, compared with $3,088,000 a year earlier, an increase of 71.0%. The growth includes a sales increase of $2,000,000 in the oil & gas market and an increase of more than $300,000 in the scientific laboratories markets. The growth is attributable to an emphasis on highlighting the added value of our products.

Sales in the oil and gas sector totalled $2,400,000, compared with $375,000 a year earlier for 2009. The increase in this sector is the result of the combined impact of our commercial strategy and enhancement of the added value of our products.

Sales in medical instrumentation were close to $500,000 in fiscal 2010 compared with $286,000 for 2009. For the year ended August 31, 2010, significant proportion of medical sales were made to OEM for pressure measurement for preclinical use. We expect increase sales for the year end 2011 in this market since advancement of development programs of OEM customer and our more mature product line for pressure and temperature measurement.

(In thousands of Canadian dollars except for percentage data figures)	Year ended August 31, 2010	Year ended August 31, 2010	Year ended August 31, 2010	Year ended August 31, 2010
	Opsens Inc.'s reportable segment $	Opsens Solutions Inc.'s reportable segment $	Eliminations $	Consolidated financial statements $
Revenues	3,343	2,388	(450)	5,281
Cost of revenues	1,651	1,972	(450)	3,173
Gross margin	1,692	416	-	2,108
Gross margin rate (%)	51	17	-	40

(In thousands of Canadian dollars except for percentage data figures)	Year ended August 31, 2009 Opsens Inc.'s reportable segment $	Year ended August 31, 2009 Opsens Solutions Inc.'s reportable segment $	Year ended August 31, 2009 Eliminations $	Year ended August 31, 2009 Consolidated financial statements $
Revenues	2,803	366	(81)	3,088
Cost of revenues	1,431	651	(81)	2,000
Gross margin	1,372	(285)	-	1,088
Gross margin rate (%)	49	(78)	-	35

The gross margin and the gross margin rate on product sales rose in fiscal 2010 from a year earlier, mostly because of the distribution of production overhead costs over a higher sales volume. It is expected that the gross margin rate for Opsens Solutions will continue to rise as the volume of sales goes up, to go back to its minimum target of 40% next year.

As at August 31, 2010, the backlog amounted to $1,436,000 ($617,000 at August 31, 2009).

Given that a large proportion of the Company's revenue is generated in U.S. dollars, while most costs are incurred in Canadian dollars, fluctuation in the exchange rate affects revenue. For the fiscal year ended August 31, 2010, the average exchange rate was lower than the previous year, which affected negatively sales by $350,000.

Market acceptance of fiber optic sensors is increasing in the company's markets, leading to higher sales. That said, some sectors, such as oil and gas, are seeing additional competition. Opsens is addressing the added competition by highlighting the performance characteristics of its products compared with those of its competitors. For the periods ended August 31, 2010 and 2009, pricing fluctuations and new product launches did not have a significant impact on revenues.

PRODUCTS AND INNOVATION

The Company is constantly working to improve its position in terms of intellectual property and what it can offer to its customers. In fiscal 2010, the Company focused on continuous improvements to its technology in markets with the highest perceived potential payoff, particularly oil and gas and medical devices.

During fiscal 2010, Opsens made progress in the development of its own medical application for which Opsens filed a provisionary patent with the USPTO. Opsens was awarded a $498,500 grant from the National Research Council Industrial Research Assistance Program ("NRC-IRAP") for this project. In addition to the technical advice provided by the NRC-IRAP, this financial assistance will help Opsens continue to develop this medical product. The innovative qualities of our application lead us to believe Opsens will make a major breakthrough in the medical sector in 2011.

Research and development expenses increased to $1,047,000 in fiscal year 2010 from $828,000 in fiscal year 2009. The increase reflects an increase in the number of employees and in subcontracting expenses linked to the development of our new medical device.

SHORT-TERM FINANCIAL PERFORMANCE AND CASH FLOWS

Non-GAAP financial measure – EBITDA, EBITDAO and EBITDAO and gain on disposal

EBITDA, EBITDA before stock-based compensation costs ("EBITDAO") and EBITDAO before gain on disposal do not have any standardized meaning prescribed by GAAP and is therefore unlikely to be comparable to similar measures presented by other issuers. EBITDAO and gain on disposal provides investors and management burn rate related to operating activities of the Company.

Reconciliation of EBITDAO to the Annual Results

(In thousands of Canadian dollars)	**Year Ended August 31, 2010**	**Year Ended August 31, 2009**	**Year Ended August 31, 2008**
	$	**$**	**$**
Net gain (loss) for the period	593	(2,171)	(1,337)
Financial expenses (income)	(41)	(34)	(58)
Amortization of property, plant, and equipment	179	164	100
Amortization of intangible assets	32	21	40
EBITDA	763	(2,020)	(1,255)
Stock-based compensation costs	282	229	253
EBITDAO	1,045	(1,791)	(1,002)
Gain on disposal	(2,375)	-	-
EBITDAO and gain on disposal	(1,330)	(1,791)	(1,002)

Net gain (net loss)

For the year ended August 31, 2010, the net profit totalled $593,000, compared with a net loss of $2,171,000 a year earlier. The increase in net profit as well as the EBITDAO for FY2010, reflects gain on disposal, an increase in the sales and in the gross margin. The EBITDAO and gain on disposal were negative for an amount of $1,330,000 for 2010 compared with negative $1,791,000 the year before.

Fiscal 2010 results will be strongly influenced by product sales figures. The backlog of $1,436,000 and the expansion of marketing activities within the oil and gas market following the OPP-W previous installations, should contribute to an increase in the sales, to the stability of the EBITDAO and gain on disposal. The disposal of high-power transformers activities should affect sales' growth without impacting the EBITDAO and gain on disposal.

Capital management

The Company uses its capital to finance marketing expenses, research and development activities, administrative charges, working capital and capital assets. Historically, the Company has financed activities through rounds of public and private financing, debt financing as well as government grants.

The company reviews net loss and EBITDAO quarterly.

The Company aims to improve these ratios which positively varied for the period ended August 31, 2010, compared with the same period in 2009. The Company believes that its current liquid assets are sufficient to finance its short-term activities.

The Company has an authorized line of credit for a maximum amount of $200,000, $50,000 of which is available at all times and which is not limited by margin requirements. When using the line of credit in an amount varying from $50,000 and $100,000, the available credit is limited to an amount equal to 75% of Canadian accounts receivable and 65% of foreign accounts receivable plus 50% of inventories of raw materials and finished goods. If the amount used exceeds $100,000, the credit available is limited to an amount equal to 75% of Canadian accounts receivable and 90% of ensured foreign accounts receivable plus 50% of inventories of raw materials and finished goods. Under the terms and conditions of the credit agreement, the Company is subject to certain covenants with respect to maintaining minimum financial ratios related to the maintenance of a maximum ratio of 3 to 1 for total debt to equity, and a ratio of at least than 1.5 to 1 for debt to working capital, with a minimum working capital of $200,000. The covenants were met as of August 31, 2010.

INFORMATION BY REPORTABLE SEGMENTS

Segmented information

The Company's reportable segments are strategic business units managed separately as one is focused on developing, producing, and supplying fiber optic sensors (Opsens Inc.) and the other (Opsens Solutions Inc.) is specialized in the commercialization and the installation of optical and conventional sensors for the oil and gas industry.

Same accounting policies are used for both reportable segments. Operations are carried out in the normal course of operations and are measured at the exchange value.

	2010			2009		
	Opsens inc.	**Opsens Solutions**	**Total**	Opsens inc.	Opsens Solutions	Total
	$	**$**	**$**	$	$	$
External sales	**2,892,819**	**2,387,897**	**5,280,716**	2,721,088	366,728	3,087,816
Internal sales	**450,211**	**-**	**450,211**	81,481	-	81,481
Amortization of property, plant and equipment	**151,961**	**26,793**	**178,754**	147,940	16,520	164,460
Amortization of intangible assets	**30,146**	**1,720**	**31,866**	21,387	-	21,387
Financial expenses	**(45,923)**	**5,084**	**(40,839)**	(92,939)	58,252	(34,687)
Net loss before gain on disposal	**(1,317,306)**	**(464,429)**	**(1,781,735)**	(1,212,563)	(958,069)	(2,170,632)
Gain on disposal	**2,375,107**	-	**2,375,107**	-	-	-
Net earning (loss)	**1,057,801**	**(464,429)**	**593,372**	(1,212,563)	(958,069)	(2,170,632)
Acquisition of property, plant and equipment	**65,023**	**60,366**	**125,389**	256,792	76,912	333,704
Acquisition of intangible assets	**29,159**	**8,084**	**37,243**	31,418	-	31,418
Segment assets	**8,612,521**	**2,903,906**	**11,516,427**	5,182,350	1,267,924	6,450,274

These operating units generate revenue in various geographic segments as follows:

	2010	2009
	$	$
Revenue per geographic sector		
Canada	**2,601,958**	464,061
United States	**906,916**	754,214
Germany	**298,152**	363,586
United Kingdom	**181,953**	146,767
Other	**1,291,737**	1,359,188
	5,280,716	3,087,816

Revenues are attributed to the geographic sector based on the clients' location.

Capital assets, which include property, plant and equipment and intangible assets, are all located in Canada.

During the year ended August 31, 2010, revenues from two clients represent individually more than 10% of the total revenues of the Company, i.e. approximately 28.57% (Opsens Solutions Inc.' reportable segment) and 11.34% (Opsens Solutions Inc.' reportable segment).

During the year ended August 31, 2009, revenues from two clients represent individually more than 10% of the total revenues of the Company, i.e. approximately 15.92% (Opsens Inc.' reportable segment) and 11.16% (Opsens Inc.' reportable segment).

Administrative expenses

Administrative expenses were $1,521,000 and $1,179,000 respectively for the years ended August 31, 2010, and 2009.

Administrative expenses increased mainly due to a rise in employment levels and recruitment expenses. In fiscal 2011, administrative expenses will continue to increase, mainly because of the added executive personal needed to support the anticipated growth in sales.

Sales and marketing expenses

Sales and marketing expenses were $870,000 for FY2010, compared to $872,000 a year earlier, a $2,000 reduction. Sales and marketing expenses should remain stable in 2011 because of the emphasis on commercialization and our development stage

Financial expenses (income)

Financial income was $41,000 for the period ended August 31, 2010, compared with $34,000 a year earlier. The increase resulted directly from lower long-debt interest expense compared with the year before. Financial income should increase in 2011, notably because of higher interest revenues.

Financing activities cash flow

On February 12, 2010, the Company realized a private placement of 4,287,500 units at a price of $0.85 per unit for gross proceeds of $3,644,375. Each unit is comprised of one common share and one-half common share purchase warrant of the Company. Each warrant will entitle the holder to purchase one common share of the Company at a price of $1.15 for a period of 24 months following the closing of the offering. Opsens paid to the agents a cash commission equal to $254,404 and issue broker compensation warrants entitling the agents to purchase 299,299 common shares of Opsens. The broker warrants shall be issuable at an exercise price per common share equal to the offering price for a period of 24 months from the closing of the offering. The net proceeds of the private placement will be used for marketing, general working capital purposes and potentially for acquisitions. Opsens will expand its sales and marketing activities and finalize main product development partnerships, which should provide long-term recurring revenues.

On June 25, 2009, the Company completed a private placement of 2,916,667 common shares at a price of $0.60 a share for gross proceeds of $1.75 million. Opsens also issued non-transferable warrants to the brokers entitling them to acquire 204,167 common shares of Opsens at $0.60 a share for a period of 24 months from the closing of the offering.

Warrants exercised and expired

During the year ended August 31, 2010, 178,889 warrants entitling their holders to acquire one common share of the Company at a price of $0.80 per share were exercised for a total amount of $143,111. The book value of the exercised warrants was transferred to share capital for an amount of $63,469.

During the year ended August 31, 2010, 150,890 and 2,355,563 warrants entitling its holder to acquire one common share of the Company at a price of $0.80 and $1.10 per share respectively expired.

During period ended August 31, 2009, 50,000 warrants entitling their holders to acquire common shares at $0.40 each were exercised, for a total of $20,000. The book value of the exercised warrants transferred to share capital was $8,000.

In the latest period, warrants entitling holders to buy 393,000 shares at $0.40 each, 111,111 at $0.55 and 4,865,000 shares at $0.60 each expired.

Stock options exercised, granted and cancelled

During the year ended August 31, 2010, 1,250 stock options entitling their holders to acquire one common share of the Company at a price of $0.87 per share were exercised for a total amount of $1,088. The book value of the exercised warrants was transferred to share capital for an amount of $316.

For the period ended August 31, 2010, the Company granted to some employees and Directors a total of 1,359,750 stock options with an average exercise price of $0.40, and cancelled 6,000 stock options with an exercise price of $0.68 a share.

For the period ended August 31, 2009, the Company granted to some employees and Directors a total of 705,500 stock options with an average exercise price of $0.40, and cancelled 160,000 stock options with an exercise price of $0.52 a share.

As at the date of this Management Discussion and Analysis, the following components of shareholders' equity are outstanding:

Common shares	47,865,983
Stock options	4,140,500
Warrants	2,647,216
Securities on a fully diluted basis	54,653,699

Investing activities cash flow

Opsens performed equipment purchases for each of its units. R&D equipment, production equipment and administrative equipment purchases amounted to $125,000 for the year ended August 31, 2010. These acquisitions were made primarily to gain access to high-tech R&D and production equipment.

As for intangible assets, Opsens invested $37,000 for the period ended August 31, 2010. These investments involved software and patent protection for the Company's inventions.

Cash and cash equivalents

On August 31, 2010, the Company had cash and cash equivalents of $5,348,000, compared with $2,887,000 as of August 31, 2009. Of this amount as at August 31, 2010, $4,351,000 was invested in highly liquid, safe investments. The Company also has an available line of credit in the amount of $200,000. This line of credit incurs interest at prime +2%. The restrictive clauses of the Company's financial institution are respected.

Financial position

As at August 31, 2010, Opsens had working capital of $8,069,000, compared with working capital of $4,228,000 on August 31, 2009. Based on the private placement completed on February 12, 2010, the use of proceeds from high-power transformers sale, the exercised warrants, its cash and cash equivalents, its working capital, and its order backlog, Opsens has the financial resources necessary to maintain short-term operations, honour its commitments, and support its anticipated growth and development activities. From a medium-term perspective, Opsens may need to raise additional financing by issuing equity securities and debt. In the long term, there is uncertainty about obtaining additional financing, given the risks and uncertainties identified in the *Risks and uncertainties section*. During fiscal 2010, fluctuation in cash assets will depend particularly on the rate of revenue growth.

For the year 2011, the Company does not anticipate additional investment into the working capital.

Commitments

- Leases

  The Company leases offices in Québec under an operating lease expiring on January 31, 2014. This agreement is renewable for an additional five-year period. Future rent, without considering the escalation clause, will amount to $404,954.

  Opsens Solutions Inc. rents four vehicles under an operating lease expiring in November 2010, October 2013 and May 2014. Future rent payments will amount to $97,550.

Future payments for the leases and other commitments, totalizing $649,604, required in each of the next five years are as follows:

	$
2011	276,091
2012	157,886
2013	149,386
2014	66,241
2015	-

Licence

Under an exclusive licence with a third party, the Company is committed to provide exclusive distribution of some of its products for a defined territory.

Financial instruments

Cash equivalents and temporary investments

The Company is exposed to various types of risks in the management of its cash and cash equivalents, including those related to the use of financial instruments. To manage these risks, controls were put in place, particularly those related to investment policy. The investment policy is approved by the Board of Directors. The Company's investment policy aims primarily to protect capital, while considering return on investment and income taxes.

Market Risk

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in the parameters underlying their measurement, particularly interest rates and market prices.

Interest Rate Risk

Interest rate risk exists when interest rate fluctuations modify the cash flows of the Company's investments. The Company owns investments with fixed interest rates. As of August 31, 2010, the Company was holding more than 81.4% of its cash equivalents in all time redeemable term deposit.

Financial charges (income)

	2010	2009
	$	$
Interest and bank charges	**20,033**	25,599
Interest on long-term debt	**23,457**	42,684
Gain on foreign currency translation	**(14,200)**	(20,524)
Interest income	**(70,129)**	(82,446)
	(40,839)	(34,687)

Credit Risk

The use of financial instruments can create a credit risk that is the risk of financial loss resulting from a counterparty's inability or refusal to fully discharge its contractual obligations. The Company's credit risk management policies include the authorization to carry out investment transactions with recognized financial institutions, with credit ratings of at least A and higher, in either bonds, money market funds or guaranteed investment certificates. Consequently, the Company manages credit risk by complying with established investment policies.

Concentration Risk

Concentration risk exists when investments are made with multiple entities that share similar characteristics or when a large investment is made with a single entity. As of August 31, 2010, the Company was holding more than 81.4% of its cash equivalents portfolio in all time redeemable term deposit.

Operational credit risk

The Company provides credit for a conventional period of 30 days to its customers in the normal course of business. Credit evaluations are performed on an ongoing basis of all its accounts receivable and an allowance for doubtful accounts is recorded when those accounts are deemed uncollectible. One major customer represents 66.13% of the Company's accounts receivable as at August 31, 2010.

As at August 31, 2010, 23.79% of the accounts receivable were of more than 90 days whereas 61.48% of those were with less than 30 days. The maximum exposure to the risk of credit for receivable corresponded to their book value. On August 31, 2010, the bad debt provision was established at $6,110 ($14,031 on August 31, 2009).

Management considers that substantially all receivables are fully collectible as most of our customers are large corporations with good credit standing and no history or default.

Interest rate and cash flow risk

The Company is exposed to interest rate fluctuations on certain long-term debt that bears interest at variable rates. The Company does not actively manage this risk.

Assuming the cash equivalents and long-term debt as reported on August 31, 2010 had been the same throughout the period, a hypothetical 1% interest rate increase would have had an unfavourable impact of $1,029 on the net profit for the year ended August 31, 2010 and $1,975 on the net loss for the year ended August 31, 2009. The net profit (loss in 2009) would have had an equal but opposite effect for a hypothetical 1% interest rate decrease.

Foreign exchange risk

The Company realizes certain sales and purchases certain supplies and professional services in U.S. dollars. Therefore, it is exposed to foreign currency fluctuations. The Company does not actively manage this risk.

For the years ended August 31, 2010 and 2009, if the Canadian dollar had strengthened 10% against the U.S. dollar with all other variables held constant, after-tax net income and other comprehensive income would have been $142,000 and $138,000 lower, respectively. Conversely, if the Canadian dollar had weakened 10% against the U.S. dollar, with all other variables held constant, after-tax net income and other comprehensive income would have been $142,000 and $138,000 higher for the same periods.

As at August 31, 2010, the risk to which the Company was exposed is established as follows:

	2010	2009
	$	$
Cash (US$467,612)	**509,164**	78,752
Accounts receivable (US$468,010)	**501,350**	471,847
Balance of purchase price to be received (US$786,250)	**826,037**	-
Accounts payable and accrued liabilities (US$87,587)	**(93,826)**	(30,545)
Total	**1,742,725**	520,054

Fair value

The fair value of cash and cash equivalents, accounts receivable, income tax credits receivable and accounts payable and accrued liabilities approximate their carrying value due to their short-term maturities.

The fair value of long-term debt is based on the discounted value of future cash flows under the current financial arrangements at the interest rate the Company expects to currently negotiate for loans with similar terms and conditions and maturity dates. The fair value of long-term debt approximates its carrying value due to the current market rates.

Liquidity Risk

Liquidity risk represents the possibility of the Company not being able to raise the funds needed to meet financial commitments at the appropriate time and under reasonable conditions. The Company manages this risk by maintaining permanent and sufficient liquidity to meet current and future financial obligations, under both normal and exceptional circumstances. The funding strategies used to manage this risk include turning to capital markets to carry out issues of equity and debt securities.

The following are the contractual maturities of the financial liabilities, principal and interest (assuming current interest rates), as at August 31, 2010:

	Total	0 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
	$	$	$	$	$
Accounts payable and accrued liabilities	1,402,249	1,402,249	-	-	-
Long-term debt	263,252	136,620	80,035	46,597	-
Obligation under capital lease	54,933	22,838	15,345	16,750	-
Commitments	649,604	276,091	157,886	215,627	-
Total	2,370,038	1,837,798	253,266	278,974	

STRATEGIC ACQUISITIONS AND NEW PROJECT DEVELOPMENT

In its business plan, Opsens has identified some acquisition targets for growth. In order to maximize value creation for our shareholders, and based on the opportunities, Opsens may make strategic acquisitions. Opsens remains open to any business opportunities that could occur at any time.

On August 16, 2010, Opsens reached agreement to license through an Intellectual Property and Assignment Agreement ("The Agreement") its technology in the high-power transformers business to a subsidiary of LumaSense Technologies Inc., of Santa Clara, California, representing Opsens' exit from that line of business.

The Agreement gives LumaSense exclusive rights to use Opsens' technology in the transformer business. LumaSense will have also have access to Opsens' existing distribution channels for its transformer business. LumaSense has paid Opsens US$2.1 million in cash upon closing and will pay a further US$500,000 in one year and US$500,000 two years after closing.

The Agreement was recorded as a disposal. Gain on disposal calculation had been calculated as following:

	Amount
	$
Proceeds	
Cash received at closing	2,190,720
Balance of purchase price to be received as of August 16, 2011 (nominal value of 500,000 $US)	443,360
Balance of purchase price to be received as of August 16, 2012 (nominal value of 500,000 $US)	376,856
	3,010,936
Disposal expenses	
Inventory and purchases credit	150,000
Other expenses and accrued expenses	265,829
Deferred revenues – manufacturing agreement*	220,000
	635,829
Gain on disposal	2,375,107

* Opsens engaged in a manufacturing agreement with terms and conditions that are beneficial to LumaSense.

CAPACITY TO PRODUCE RESULTS

As discussed in the section regarding financial position, the Company has the required financial resources for its short-term operations, to fulfill its commitments, to support its growth plan and for the development of its activities. In a mid-term perspective, it is possible that additional financing, through the issuance of shares or through debt financing, might be required.

During the next year, the generalized growth in sales should not require an additional investment in accounts receivable and inventories. Investments in capital of a few hundreds of thousands of dollars will be needed to respond to Opsens' operational needs.

From the point of view of human resources, the main corporate executive positions are filed within the Company. However, additional production personnel will be required in Quebec and Alberta. Taking into account the employment market in Canada, Opsens is confident in its capacity to recruit qualified human resources in a timely fashion.

Regarding the strategy on corporate executive remuneration, it is oriented towards creation of long-term value for the shareholders. Several corporate executives hold an important share and share-purchase option position, with rights to be acquired over a four-year period in order to align shareholders' interest with corporate executives' interest. This long-term vision stimulates innovation and the development of recurrent revenues.

CHANGES IN ACCOUNTING POLICIES

Changes applied for the exercise ended August 31, 2010

On September 1, 2009, the Company adopted the new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA"):

a) Section 3064, "Goodwill and intangible assets", replacing Section 3062, "Goodwill and other intangible assets" and Section 3450, "Research and development costs". The new section will be applicable to financial statements relating to fiscal years beginning on or after October 1, 2008. Accordingly, the Company adopted the new standards for its fiscal year beginning September 1, 2009. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The Company adoption of this new Section did not have a material impact on its interim and annual consolidated financial statements.

Changes applied for the exercise ended August 31, 2009

On September 1, 2008, the Company adopted the new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA") regarding "Capital Disclosures" (Section 1535), "Inventories" (Section 3031), "Instruments – Disclosures" (Section 3862) and "Financial Instruments – Presentation" (section 3863). The new standards were applied without restatement of comparative financial statements.

Inventories

Section 3031 provides guidance on the determination of cost and its subsequent recognition as an expense, including any write-down to net realizable value. It also provides guidance on the cost formulas that are used to assign costs to inventories.

Since this standard came into effect, the Company has been recording its raw materials inventory at the lower of cost and net realizable value. In the past, the Company recorded raw materials inventory at the lower of cost and replacement value. This new policy has no impact on the current consolidated financial statements.

Capital Disclosures

Section 1535 "Capital Disclosures", established standards for disclosing information about an entity's capital and how it is managed. It describes the disclosure requirements of the entity's objectives, policies and processes for managing capital, the quantitative data relating to what the entity regards as capital, whether the entity has complied with capital requirements, and, if it has not complied, the consequences of such non-compliance. Since the standard came into effect, the Company has been presenting relevant information about capital management in the "Capital Management" note.

Financial Instruments

Sections 3862 and 3863 place heightened importance on disclosure, enabling financial statement users to assess the nature and extent of the risks associated with the financial instruments to which the Company is exposed and the manner in which it manages these risks.

Future accounting changes

The CICA has issued new accounting standards:

a) In January 2009, the CICA issued Handbook Section 1582, Business Combinations, replacing Section 1581, Business Combinations. The Section establishes standards for the accounting for a business combination. It provides the Canadian equivalent to the IFRS standard, IFRS 3 (Revised), Business Combinations. The Section applies prospectively to business combinations for which the acquisition date is on or after January 1, 2011. Earlier application is permitted. As this section is consistent with IFRS, it will be applied in accordance with our IFRS conversion framework.

b) In January 2009, the CICA issued Section 1601, Consolidated Financial Statements, and Section 1602, non-controlling interests, which together replace Section 1600, Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS standard, IAS 27 (Revised), Consolidated and Separate Financial Statements. The Sections apply to interim and annual consolidated financial statements relating to fiscal years beginning on January 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year. As these sections are consistent with IFRS, they will be applied in accordance with our IFRS conversion framework.

International Financial Reporting Standards

The Accounting Standards Board of Canada has announced that accounting standards in Canada, as used by public companies, will converge to International Financial Reporting Standards ("IFRS") over a transition period that is expected to be complete by 2011. On February 13, 2008, the CICA confirmed 2011 as the official changeover date from current Canadian GAAP to IFRS. The changeover date applies to the annual and interim financial statements beginning on or after January 1, 2011. The Company will convert to these new standards according to the timetable set with these new rules.

The Company is currently assessing the future impact of these new standards on its financial information systems and its consolidated financial statements.

ACCOUNTING POLICIES

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) and include the following policies:

Principles of consolidation

The consolidated financial statements include the accounts of the Company and those of its wholly-owned subsidiary Opsens Solutions Inc. since its acquisition.

Cash and cash equivalents

Cash and cash equivalents include cash and short-term investments redeemable anytime or with a maturity of three months or less beginning on the acquisition date.

Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined using the moving average method.

Property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets with finite lives are recorded at their acquisition cost. Amortization is provided using the declining balance method based on their useful lives, except for patents, which are amortized using the straight-line method, at the following annual rates:

Property, plant and equipment and intangible assets	
Office furniture and equipment	20%
Production equipment	20%
Automotive equipment	30%
Research and development equipment	20%
Research and development computer equipment	30%
Computer equipment	30%
Leasehold improvements	Lease Term
Intangible assets with limited lives	
Patents	Term of underlying patent, 5 to 20 years
Software	30%

Intangible assets with indefinite lives

Intangible assets with indefinite lives are recorded at cost and are tested for impairment annually or more frequently if events of changes in circumstances indicate a potential impairment in value. The excess of the carrying value over the fair value is recorded in loss.

Impairment of long-lived assets

Long-lived assets held are reviewed annually or more frequently when events or changes in circumstances cause its carrying value to exceed the total undiscounted cash flows expected from its use and eventual disposition. The impairment loss is calculated by deducting the fair value of the asset from its carrying value.

Government assistance and income tax credits for research and development

Government grants are recorded when there is reasonable assurance that the Company has complied with and will continue to comply with all the conditions of the grant. Non-repayable grants or contributions related to operating expenses are included in the statement of loss when the related expenses are incurred. Grants related to capital expenditures are netted against the related assets when acquired.

The Company is also eligible for income tax credits for scientific research and experimental development (SR&ED) awarded by the federal and provincial governments. The portion of SR&ED credits immediately receivable is accounted for in the year during which the related costs or capital expenses are incurred. The portion of SR&ED credits not immediately receivable is accounted for in the year during which these costs or expenses are incurred, provided the Company has reasonable assurance that these credits will be recovered.

Income tax credits are applied against expenses or related assets. Recorded income tax credits are based on management's estimates of amounts expected to be recovered and are subject to an audit by the taxation authorities.

Earnings (Loss) per share

Earnings (Loss) per share is determined using the weighted average number of outstanding shares during the period. The Company uses the treasury stock method to calculate the diluting effect of share purchase options and warrants. Reconciliations of the numerators and the denominators used in the calculation of the basic and diluted earnings (loss) are disclosed in accordance with the GAAP.

Stock-based compensation and other stock-based payments

The Company uses the fair value method to assess the fair value of stock options or warrants as at their date of allocation. The fair value is determined using the Black-Scholes option pricing model and is amortized to earnings over the vesting period with an offset to the corresponding shareholder's equity account. When stock options or warrants are exercised, the corresponding account and the proceeds received by the Company are credited to share capital.

Income taxes

The Company accounts for income taxes using the tax liability method. Under this method, future income tax assets and liabilities are recognized for deductible or taxable temporary differences between the carrying value and the tax value of the assets and liabilities based on the enacted or substantially enacted tax rates expected to apply to the year in which the differences are expected to reverse.

The Company establishes a valuation allowance against future income tax assets if, based on available information, it is more likely than not that some or all the future income tax assets will not be realized.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate prevailing at the balance sheet date while non-monetary items are translated at the historical rate. Revenues and expenses denominated in foreign currencies are recorded at the average rate of exchange prevailing during the period, except for depreciation and amortization, which is translated at the historical rate. Foreign exchange gains or losses are included in expenses for the year.

Goodwill

Goodwill representing the excess of purchase price over fair value of the net identifiable assets of acquired businesses is tested for impairment annually or more frequently when an event or circumstance occurs that indicates that goodwill might be impaired. When the carrying amount exceeds the fair value, an impairment loss is recognized in the statement of earnings in an amount equal to the excess.

Revenue recognition and work in progress

Opsens Inc. reportable segment revenues related to the sale of products are recognized when persuasive evidence of an arrangement exists, delivery has occurred, the price to the buyer is fixed or determinable and collection is reasonably assured.

Opsens Solutions Inc. reportable segment revenues related to the sale or products and sensor installation services are recognized when persuasive evidence of an arrangement exists, onsite installation has occurred, the price to the buyer is fixed or determinable and collection is reasonably assured. For contract revenues earned over a long period, revenues are recorded using the percentage of completion method. Therefore, these revenues are recognized proportionately with the degree of completion of the work. The Company uses the efforts expended method to calculate the degree of completion of work based on the number of hours incurred as at the balance sheet date compared to the estimated total number of hours. Work in progress is valued by taking into consideration the number of hours worded but not yet invoiced and the payments received. Losses are recorded as soon as they become apparent.

Financial instruments

Cash and cash equivalents are classified as financial instruments "held for trading." As such, these financial instruments are recorded at their fair values. Changes in the fair value of held for trading instruments are recorded as investment income and disclosed as financial expenses in the income statement.

Accounts receivable and income tax credits receivable are classified as loans and receivables. They are recorded at cost, which at initial recognition corresponds to fair value. Subsequent revaluations of accounts receivable are recorded at amortized cost, which generally corresponds to the initially recognized amount less any allowance for doubtful accounts.

The Company has chosen to classify its financial liabilities (accounts payable, accrued liabilities, and long term debt) as other liabilities. Financial liabilities are initially measured at cost, and subsequent revaluations are recorded at amortized cost using the effective interest rate method.

Transaction fees related to "other liabilities" are capitalized and presented against long-term debt. They are amortized using the effective interest rate and are recorded in the income statement.

Use of estimates

The presentation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The main accounting estimates relate to the income tax credit receivable, the provision for warranty and the assumptions used in the determination of the fair value of the stock options and warrants. Actual results could differ from those estimates.

RISK FACTORS AND UNCERTAINTIES

Opsens operates in an industry that is subject to various risks and uncertainties. The Company's business, financial position, and operating results could be impacted negatively by these risks and uncertainties. The risks and uncertainties listed below are not the only risks and uncertainties that could impact the Company.

Capital requirements

Additional financing may be required for operating and investment activities. There is no guarantee that additional capital would be available for situations that would be acceptable for Opsens and favourable for its growth.

Revenues

Opsens draws most of its revenue from the sale of readout devices and fiber optic sensors. The company feels that the revenue from these products will continue to represent a significant share of Opsens' revenue for the foreseeable future. Consequently, Opsens is particularly vulnerable to fluctuations in the demand for its products. Therefore, if demand for Opsens products decreases significantly, the company and the operating results could be unfavourably affected.

Labour and key personnel

Opsens depends on the services of its engineers, technical employees, and key management personnel. The loss of one of these people could have a significant unfavourable impact on the company, its operating results, and its financial position. The success of Opsens is largely dependent upon its ability to identify, hire, train, motivate, and retain highly skilled management employees, engineers, technical employees, and sales and marketing personnel. Competition for its employees can be intense, and Opsens cannot ensure that it will be able to bring in and retain highly skilled technical and management personnel in the future. Its ability to bring in and retain management and technical personnel and the necessary sales and marketing employees could have an unfavourable impact on its growth and future profitability. Opsens may be obligated to increase the compensation paid to current or new employees, which could substantially increase operating expenses.

Growth management and market development

There is no guarantee that Opsens can develop its market significantly, thus affecting its profitability. Opsens' expected rapid growth may create significant pressure on management, operations, and technical resources. Opsens foresees increased operating and personnel expenses in the future. In order to manage its growth, Opsens may need to increase the size of its technical and operational staff and manage its personnel while maintaining many effective relationships with third parties. There is no guarantee that Opsens will be able to manage its business growth. The inability of Opsens to establish consistent management systems, add economic resources, or manage its expansion adequately would have a significant, unforeseeable effect on its activities and operating results.

Pricing policies

The competitive market in which Opsens operates could force it to reduce its prices. If its competitors offer large discounts on certain products and services in order to gain market share or sell products and services, Opsens may need to lower its prices and offer other favourable terms in order to compete successfully. Such changes could reduce profit margins and have an unfavourable impact on its operating results. Some of Opsens' competitors could offer products and services that compete with theirs for promotional purposes or as part of a long-term pricing strategy or offer price guarantees or product implementation. With time, these practices could limit the prices that Opsens may charge for its products and services. If Opsens cannot offset these price reductions with a corresponding increase in sales or decreased expenses, the decreased revenues from products and services could unfavourably affect its profit margins and operating results.

Product failures and mistakes

Opsens products are complex and therefore may contain failures and mistakes that could be detected at any time in a product's life cycle. Failures and mistakes in its products could have a significant unfavourable impact on its reputation, open it up to significant costs, delay product launch dates, and harm its ability to sell its products in the future. The costs of correcting a failure or mistake in one of these products could be significant and could negatively affect its operating margins. Although Opsens expects to continue to test products to detect failures and mistakes and to work with its customers through its support and maintenance services in order to find and correct failures and mistakes, they could appear in its products in the future.

Warranties, recalls, and legal proceedings

Opsens is exposed to warranty expenses, product recalls, and other claims, particularly if the products prove to be defective, which would harm business development and the Company's reputation.

Intellectual property and exclusive rights

In order to protect its intellectual property rights, Opsens relies on a combination of laws related to patents and trademarks, trade secrets, confidentiality procedures, and contractual provisions. Despite Opsens' best efforts to protect its intellectual property rights, unauthorized individuals may attempt to copy certain aspects of Opsens products or obtain information that Opsens considers to be its property. The monitoring of the unauthorized use of exclusive technologies, if applicable, may prove difficult, time consuming, and expensive. In addition, the laws of certain countries in which Opsens products will be sold do not protect their products and their related intellectual property rights in the same way as the laws of Canada and the United States. There is no certainty that Opsens will successfully protect its intellectual property rights, which could unfavourably affect it. Patents applications, claims, PCTs, and Continuations in Part files by Opsens could be incomplete, invalid, circumvented, or deemed not applicable. Legal proceedings could prove necessary to carry out patent applications, claims, PCTs, and Continuations in Part. These cases could lead to considerable expenses without any guarantee of success. Despite Opsens' best efforts to ensure its right to market its products on its target markets, competitor patents could impede the sales potential of certain products.

Competition and technological obsolescence

Competitors and new companies could launch new products. In order to remain on the cutting edge of technology, Opsens may need to launch a new generation of fiber optic sensors and develop its related products and services. Whether it is competition from development companies and/or marketing of fiber optic sensors or a merger or acquisition of existing companies, competition within certain fiber optic sensor industry sectors offering solutions similar to what Opsens offers is vigorous and could increase. Some of Opsens' competitors have significantly greater financial, technical, distribution, and marketing resources than Opsens. Technological progress and product development could make Opsens products obsolete or reduce their value.

Currency exchange rate

Since Opsens makes significant sales in U.S. dollars, while a large part of its operating expenses are incurred in Canadian dollars, exchange rate fluctuations between the two currencies may have an unfavourable impact on its activities, financial position, and operating results. Based on outlooks and its expected penetration in the oil and gas market, the weighting of Canadian sales should increase during the coming fiscal years and, consequently, reduce Opsens' currency exchange risk.

Restrictive clauses

The Company has restrictive clauses regarding indebtedness and working capital in the agreement with its financial institution. If these restrictive clauses are not respected, Opsens may need to allocate a portion of its working capital to repaying the LFPEC loan, valued at $31,749 as at August 31, 2010.

OTHER INFORMATION

Updated information on the Company can be found on the SEDAR Web site at http://www.sedar.com.

On behalf of management,
Chief Financial Officer and Secretary

(s) Louis Laflamme

November 18, 2010

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Auditors' report

To the shareholders of
Opsens Inc.

We have audited the consolidated balance sheets of Opsens Inc. as at August 31, 2010 and 2009 and the consolidated statements of earnings (loss) and comprehensive earnings (loss), shareholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2010 and 2009 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Samson Bélair
Deloitte & Touche s.e.n.c.r.l. [1]

October 20, 2010

[1] Chartered accountant auditor permit no. 11848

Opsens Inc.

Consolidated statements of earnings (loss) and comprehensive earnings (loss)
Years ended August 31, 2010 and 2009

	2010	2009
	$	$
Revenues		
Sales	**5,280,716**	3,087,816
Cost of sales	**3,172,311**	1,999,843
Gross margin	**2,108,405**	1,087,973
Expenses (revenues)		
Administrative	**1,521,224**	1,178,659
Marketing	**870,157**	871,972
Research and development	**1,046,921**	827,406
Stock option-based compensation (Note 15b)	**282,057**	229,408
Amortization of property, plant and equipment	**178,754**	164,460
Amortization of intangible assets	**31,866**	21,387
Financial income (Note 4)	**(40,839)**	(34,687)
Gain on disposal (Note 6)	**(2,375,107)**	-
	1,515,033	3,258,605
Earnings (loss) before income taxes	**593,372**	(2,170,632)
Net earnings (loss) and comprehensive earnings (loss)	**593,372**	(2,170,632)
Net earnings (loss) per share (Note 16)		
Basic	**0.01**	(0.05)
Diluted	**0.01**	(0.05)

The accompanying notes are an integral part of the consolidated financial statements.

Additional information on the statements of earnings (loss) and comprehensive earnings (loss) is presented in Note 24.

Opsens Inc.

Consolidated statements of shareholders' equity
Year ended August 31, 2010

	2010									
	Common shares	Warrants	Stock options	**Total**	Common shares	Warrants	Stock options	Contributed surplus	Deficit	**Total**
	(number)	(number)	(number)	**(number)**	$	$	$	$	$	**$**
Balance as at August 31, 2009	43,398,344	2,889,509	2,788,000	**49,075,853**	12,035,259	856,077	783,936	595,047	(8,728,706)	**5,541,613**
Share and warrant issuance – Private placement	4,287,500	2,143,750	-	**6,431,250**	2,958,375	686,000	-	-	-	**3,644,375**
Warrant issuance to brokers – Issuance expenses – Private placement	-	299,299	-	**299,299**	-	116,727	-	-		**116,727**
Share issuance – Warrants exercised	178,889	(178,889)	-	**-**	206,580	(63,469)	-	-	-	**143,111**
Warrants cancelled	-	(2,506,453)	-	**(2,506,453)**	-	(733,553)	-	733,553	-	**-**
Share issuance – Stock options exercised	1,250	-	(1,250)	**-**	1,404	-	(316)	-	-	**1,088**
Options granted	-	-	1,359,750	**1,359,750**	-	-	-	-	-	**-**
Options cancelled	-	-	(6,000)	**(6,000)**	-	-	-	-	-	**-**
Issuance expenses on equity components	-	-	-	**-**	-	-	-	-	(462,408)	**(462,408)**
Stock-based compensation	-	-	-	**-**	-	-	282,057	-	-	**282,057**
Net earnings	-	-	-	**-**	-	-	-	-	593,372	**593,372**
Balance as at August 31, 2010	47,865,983	2,647,216	4,140,500	**54,653,699**	15,201,618	861,782	1,065,677	1,328,600	(8,597,742)	**9,859,935**

The accompanying notes are an integral part of the consolidated financial statements.

Opsens Inc.

Consolidated statements of shareholders' equity
Year ended August 31, 2009

	2009									
	Common shares	Warrants	Stock options	**Total**	Common shares	Stock options	Warrants	Contributed surplus	Deficit	**Total**
	(number)	(number)	(number)	**(number)**	$	$	$	$	$	**$**
Balance as at August 31, 2008	40,431,677	8,104,453	2,242,500	**50,778,630**	10,257,259	554,528	1,400,069	-	(6,382,486)	**5,829,370**
Share issuance and warrant – Private placement	2,916,667	204,167	-	**3,120,834**	1,750,000	-	59,055	-	-	**1,809,055**
Share issuance – Warrants exercised	50,000	(50,000)	-	**-**	28,000	-	(8,000)	-	-	**20,000**
Issuance expenses on equity components	-	-	-	**-**	-	-	-	-	(175,588)	**(175,588)**
Warrants expired (Note 15c)	-	(5,369,111)	-	**(5,369,111)**	-	-	(595,047)	595,047	-	**-**
Options granted	-	-	705,500	**705,500**	-	-	-	-	-	**-**
Options cancelled	-	-	(160,000)	**(160,000)**	-	-	-	-	-	**-**
Stock-based compensation	-	-	-	**-**	-	229,408	-	-	-	**229,408**
Net loss	-	-	-	**-**	-	-	-	-	(2,170,632)	**(2,170,632)**
Balance as at August 31, 2009	43,398,344	2,889,509	2,788,000	**49,075,853**	12,035,259	783,936	856,077	595,047	(8,728,706)	**5,541,613**

The accompanying notes are an integral part of the consolidated financial statements.

Opsens Inc.

Consolidated balance sheets
August 31, 2010 and 2009

	2010	2009
	$	$
Assets		
Current		
Cash and cash equivalents (Note 17)	**5,347,801**	2,887,085
Accounts receivable (Note 7)	**2,055,923**	573,310
Income tax credits receivable (Note 22)	**152,080**	214,624
Work in progress	**40,000**	-
Inventories (Note 8)	**1,428,439**	1,125,260
Prepaid expenses	**144,338**	80,198
Balance of purchase price to be received – short term	**428,024**	-
	9,596,605	4,880,477
Balance of purchase price to be received – long term (Note 11)	**398,013**	-
Property, plant and equipment (Note 9)	**670,059**	723,424
Intangible assets (Note 10)	**175,176**	169,799
Goodwill	**676,574**	676,574
	11,516,427	6,450,274
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 13)	**1,402,249**	518,782
Current portion of long-term debt (Note 14)	**125,001**	133,440
	1,527,250	652,222
Long-term debt (Note 14)	**129,242**	256,439
	1,656,492	908,661
Shareholders' equity		
Share capital (Note 15a)	**15,201,618**	12,035,259
Stock options (Note 15b)	**1,065,677**	783,936
Warrants (Note 15c)	**861,782**	856,077
Contributed surplus	**1,328,600**	595,047
Deficit	**(8,597,742)**	(8,728,706)
	9,859,935	5,541,613
	11,516,427	6,450,274

The accompanying notes are an integral part of the consolidated financial statements.

References:

Commitments (Note 18)
Contractual guarantees (Note 19)

Approved by the board

Signed [Gordon Zive] director

Signed [Pierre Carrier] director

Opsens Inc.

Consolidated statements of cash flows
Years ended August 31, 2010 and 2009

	2010	2009
	$	$
Operating activities		
Net earnings (loss)	**593,372**	(2,170,632)
Adjustments for:		
Amortization of property, plant and equipment	**178,754**	164,460
Amortization of intangible assets	**31,866**	21,387
Premium payable to Canada Economic Development	**-**	24,353
Premium payable to Investissement Québec	**-**	8,520
Stock option-based compensation	**282,057**	229,408
Gain on disposal	**(2,375,107)**	
Implicit interest on balance of purchase price to be received	**(5,821)**	
Changes in non-cash operating working capital items (Note 17)	**(1,579,750)**	(302,637)
	(2,874,629)	(2,025,141)
Investing activities		
Acquisition of property, plant and equipment	**(125,389)**	(333,704)
Acquisition of intangible assets	**(37,243)**	(31,418)
Assets disposal	**2,190,720**	-
	2,028,088	(365,122)
Financing activities		
Increase in long-term debt	**19,260**	84,295
Reimbursement of long-term debt	**(154,896)**	(202,934)
Issuance of equity components	**3,788,574**	1,770,000
Issuance of equity component expenses	**(345,681)**	(116,533)
	3,307,257	1,534,828
Increase (decrease) in cash and cash equivalents	**2,460,716**	(855,435)
Cash and cash equivalents at beginning	**2,887,085**	3,742,520
Cash and cash equivalents at end	**5,347,801**	2,887,085

The accompanying notes are an integral part of the consolidated financial statements.

Additional information on consolidated statements of cash flows is presented in Note 17.

1. Description of business

The Company is incorporated under part IA of the *Québec Companies Act*. The Company specializes in developing and manufacturing technical and scientific instruments.

2. Changes in accounting policies

Changes applied for the exercise ended August 31, 2010

On September 1, 2009, the Company adopted the new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA"):

Section 3064, "Goodwill and intangible assets," replacing Section 3062, "Goodwill and other intangible assets" and Section 3450, "Research and development costs." It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The Company adoption of this new Section did not have a material impact on its consolidated financial statements.

Changes applied for the exercise ended August 31, 2009

On September 1, 2008, the Company adopted the new accounting standards issued by the CICA regarding "Capital Disclosures" (Section 1535), "Inventories" (Section 3031), "Instruments – Disclosures" (Section 3862) and "Financial Instruments – Presentation" (Section 3863). The new standards were applied without restatement of comparative financial statements.

Inventories

Section 3031 provides guidance on the determination of cost and its subsequent recognition as an expense, including any write-down to net realizable value. It also provides guidance on the cost formulas that are used to assign costs to inventories.

Since this standard came into effect, the Company has been recording its raw materials inventory at the lower of cost and net realizable value. In the past, the Company recorded raw materials inventory at the lower of cost and replacement value. This new policy has no impact on the current consolidated financial statements.

Capital disclosures

Section 1535, "Capital Disclosures," establishes standards for disclosing information about an entity's capital and how it is managed. It describes the disclosure requirements of the entity's objectives, policies and processes for managing capital, the quantitative data relating to what the entity regards as capital, whether the entity has complied with capital requirements, and, if it has not complied, the consequences of such non-compliance. Since the standard came into effect, the Company has been presenting relevant information about capital management in the "Capital management" note.

2. Changes in accounting policies (continued)

Changes applied for the exercise ended August 31, 2009 (continued)

Financial instruments

Sections 3862 and 3863 place heightened importance on disclosure, enabling financial statement users to assess the nature and extent of the risks associated with the financial instruments to which the Company is exposed and the manner in which it manages these risks.

Future accounting changes

a) In January 2009, the CICA issued Handbook Section 1582, "Business Combinations," replacing Section 1581, "Business Combinations." The Section establishes standards for the accounting for a business combination. It provides the Canadian equivalent to the IFRS standard, IFRS 3 (Revised), "Business Combinations." The Section applies prospectively to business combinations for which the acquisition date is on or after January 1, 2011. Earlier application is permitted. As this Section is consistent with IFRS, it will be applied in accordance with our IFRS conversion framework.

b) In January 2009, the CICA issued Section 1601, "Consolidated Financial Statements," and Section 1602, "Non-Controlling Interests," which together replace Section 1600, "Consolidated Financial Statements." Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS standard, IAS 27 (Revised), "Consolidated and Separate Financial Statements." The Sections apply to interim and annual consolidated financial statements relating to fiscal years beginning on January 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year. As these Sections are consistent with IFRS, they will be applied in accordance with our IFRS conversion framework.

International Financial Reporting Standards

The Accounting Standards Board ("AcSB") of Canada has announced that accounting standards in Canada, as used by public companies, will converge to International Financial Reporting Standards ("IFRS") over a transition period that is expected to be complete by January 1, 2011. On February 13, 2008, the AcSB confirmed 2011 as the official changeover date from current Canadian generally accepted accounting principles ("GAAP") to IFRS. The changeover date applies to the annual and interim financial statements beginning on or after January 1, 2011. The Company will convert to these new standards according to the timetable set with these new rules.

The Company is currently assessing the future impact of these new standards on its commercial activities, its financial information systems and its consolidated financial statements.

3. Accounting policies

The financial statements have been prepared in accordance with Canadian GAAP and include the following policies:

Principles of consolidation

The consolidated financial statements include the accounts of the Company and those of its wholly-owned subsidiary Opsens Solutions Inc. since its acquisition.

Cash and cash equivalents

Cash and cash equivalents include cash and short-term investments redeemable anytime or with a maturity of three months or less beginning on the acquisition date.

Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined using the moving average method.

Property, plant and equipment

Property, plant and equipment and intangible assets with finite lives are recorded at their acquisition cost. Amortization is provided using the declining balance method based on their useful lives, except for patents, which are amortized using the straight-line method, at the following annual rates:

Property, plant and equipment and intangible assets

Office furniture and equipment	20%
Production equipment	20%
Automotive equipment	30%
Research and development equipment	20%
Research and development computer equipment	30%
Computer equipment	30%
Leasehold improvements	Lease term

Intangible assets with limited lives

Patents	Term of underlying patent, 5 to 20 years
Software	30%

Intangible assets with indefinite lives

Intangible assets with indefinite lives are recorded at cost and are tested for impairment annually or more frequently if events or changes in circumstances indicate a potential impairment in value. The excess of the carrying value over the fair value is recorded in loss.

3. Accounting policies (continued)

Impairment of long-lived assets

Long-lived assets held are reviewed annually or more frequently when events or changes in circumstances cause its carrying value to exceed the total undiscounted cash flows expected from its use and eventual disposition. The impairment loss is calculated by deducting the fair value of the asset from its carrying value.

Government assistance and income tax credits for research and development

Government grants are recorded when there is reasonable assurance that the Company has complied with and will continue to comply with all the conditions of the grant. Non-repayable grants or contributions related to operating expenses are included in the statement of loss when the related expenses are incurred. Grants related to capital expenditures are netted against the related assets when acquired.

The Company is also eligible for income tax credits for scientific research and experimental development ("SR&ED") awarded by the federal and provincial governments. The portion of SR&ED credits immediately receivable is accounted for in the year during which the related costs or capital expenses are incurred. The portion of SR&ED credits not immediately receivable is accounted for in the year during which these costs or expenses are incurred, provided the Company has reasonable assurance that these credits will be recovered.

Income tax credits are applied against expenses or related assets. Recorded income tax credits are based on management's estimates of amounts expected to be recovered and are subject to an audit by the taxation authorities.

Earnings (loss) per share

Earnings (loss) per share is determined using the weighted average number of outstanding shares during the period. The Company uses the treasury stock method to calculate the diluting effect of share purchase options and warrants. Reconciliations of the numerators and the denominators used in the calculation of the basic and diluted earnings (loss) are disclosed in accordance with the GAAP.

Stock-based compensation and other stock-based payments

The Company uses the fair value method to assess the fair value of stock options or warrants as at their date of allocation. The fair value is determined using the Black-Scholes option pricing model and is amortized to earnings over the vesting period with an offset to the corresponding shareholder's equity account. When stock options or warrants are exercised, the corresponding account and the proceeds received by the Company are credited to share capital.

3. Accounting policies (continued)

Income taxes

The Company accounts for income taxes using the tax liability method. Under this method, future income tax assets and liabilities are recognized for deductible or taxable temporary differences between the carrying value and the tax value of the assets and liabilities based on the enacted or substantially enacted tax rates expected to apply to the year in which the differences are expected to reverse.

The Company establishes a valuation allowance against future income tax assets if, based on available information, it is more likely than not that some or all the future income tax assets will not be realized.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate prevailing at the balance sheet date while non-monetary items are translated at the historical rate. Revenues and expenses denominated in foreign currencies are recorded at the average rate of exchange prevailing during the period, except for depreciation and amortization, which is translated at the historical rate. Foreign exchange gains or losses are included in expenses for the year.

Goodwill

Goodwill representing the excess of purchase price over fair value of the net identifiable assets of acquired businesses is tested for impairment annually or more frequently when an event or circumstance occurs that indicates that goodwill might be impaired. When the carrying amount exceeds the fair value, an impairment loss is recognized in the statement of earnings in an amount equal to the excess.

Revenue recognition and work in progress

Opsens Inc. reportable segment revenues related to the sale of products are recognized when persuasive evidence of an arrangement exists, delivery has occurred, the price to the buyer is fixed or determinable and collection is reasonably assured.

Opsens Solutions Inc. reportable segment revenues related to the sale or products and sensor installation services are recognized when persuasive evidence of an arrangement exists, on site installation has occurred, the price to the buyer is fixed or determinable and collection is reasonably assured. For contract revenues earned over a long period, revenues are recorded using the percentage of completion method. Therefore, these revenues are recognized proportionately with the degree of completion of the work. The Company uses the efforts expended method to calculate the degree of completion of work based on the number of hours incurred as at the balance sheet date compared to the estimated total number of hours. Work in progress is valued by taking into consideration the number of hours worked but not yet invoiced and the payments received. Losses are recorded as soon as they become apparent.

3. Accounting policies (continued)

Financial instruments

Cash and cash equivalents are classified as financial instruments "held for trading." As such, these financial instruments are recorded at their fair values. Changes in the fair value of held for trading instruments are recorded as investment income and disclosed as financial expenses in the income statement.

Accounts receivable and income tax credits receivable are classified as loans and receivables. They are recorded at cost, which at initial recognition corresponds to fair value. Subsequent revaluations of accounts receivable are recorded at amortized cost, which generally corresponds to the initially recognized amount less any allowance for doubtful accounts.

The Company has chosen to classify its financial liabilities (accounts payable, accrued liabilities, and long term debt) as other liabilities. Financial liabilities are initially measured at cost, and subsequent revaluations are recorded at amortized cost using the effective interest rate method.

Transaction fees related to "other liabilities" are capitalized and presented against long-term debt. They are amortized using the effective interest rate and are recorded in the income statement.

Use of estimates

The presentation of financial statements in accordance with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The main accounting estimates relate to the income tax credits receivable, the provision for warranty and the assumptions used in the determination of the fair value of the stock options and warrants. Actual results could differ from those estimates.

4. Financial instruments

Cash equivalents and temporary investments

The Company is exposed to various types of risks in the management of its cash and cash equivalents, including those related to the use of financial instruments. To manage these risks, controls were put in place, particularly those related to investment policy. The investment policy is approved by the board of directors. The Company's investment policy aims primarily to protect capital, while considering return on investment and income taxes.

Market risk

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in the parameters underlying their measurement, particularly interest rates and market prices.

4. **Financial instruments** (continued)

Interest rate risk

Interest rate risk exists when interest rate fluctuations modify the cash flows of the Company's investments. The Company owns investments with fixed interest rates. As of August 31, 2010, the Company was holding more than 81.4% (85.4% as August 31, 2009) of its cash equivalents in all time redeemable term-deposit.

Financial charges (income)

	2010	2009
	$	$
Interest and bank charges	**20,033**	25,599
Interest on long-term debt	**23,457**	42,684
Gain on foreign currency translation	**(14,200)**	(20,524)
Interest income	**(70,129)**	(82,446)
	(40,839)	(34,687)

Credit risk

The use of financial instruments can create a credit risk that is the risk of financial loss resulting from a counterparty's inability or refusal to fully discharge its contractual obligations. The Company's credit risk management policies include the authorization to carry out investment transactions with recognized financial institutions, with credit ratings of at least A and higher, in either bonds, money market funds or guaranteed investment certificates. Consequently, the Company manages credit risk by complying with established investment policies.

Concentration risk

Concentration risk exists when investments are made with multiple entities that share similar characteristics or when a large investment is made with a single entity. As of August 31, 2010, the Company was holding more than 81.4% (85.4% as at August 31, 2009) of its cash equivalents portfolio in all time redeemable term-deposit with the same financial institution.

Operational credit risk

The Company provides credit for a conventional period of 30 days to its customers in the normal course of business. Credit evaluations are performed on an ongoing basis of all its accounts receivable and an allowance for doubtful accounts is recorded when those accounts are deemed uncollectible. One major customer represents 66.13% of the Company's accounts receivable as at August 31, 2010 (50.73% as at August 31, 2009).

As at August 31, 2010, 23.79% (23.66% as at August 31, 2009) of the accounts receivable were of more than 90 days whereas 61.48% (33.49% as at August 31, 2009) of those were with less than 30 days. The maximum exposure to the risk of credit for receivable corresponded to their book value. On August 31, 2010, the bad debt provision was established at $6,110 ($14,678 on August 31, 2009).

Management considers that substantially all receivables are fully collectible as most of our customers are large corporations with good credit standing and no history of default.

4. Financial instruments (continued)

Interest rate and cash flow risk

The Company is exposed to interest rate fluctuations on certain long-term debt that bears interest at variable rates. The Company does not actively manage this risk.

Assuming the cash equivalents and long-term debt as reported on August 31, 2010 had been the same throughout the period, a hypothetical 1% interest rate increase would have had an unfavourable impact of $1,029 on the net profit for the year ended August 31, 2010 and $1,975 on the net loss for the year ended August 31, 2009. The net profit (loss in 2009) would have had an equal but opposite effect for a hypothetical 1% interest rate decrease.

Foreign exchange risk

The Company realizes certain sales and purchases and certain supplies and professional services in US dollars. Therefore, it is exposed to foreign currency fluctuations. The Company does not actively manage this risk.

For the years ended August 31, 2010 and 2009, if the Canadian dollar had strengthened 10% against the US dollar with all other variables held constant, after-tax net income would have been $142,000 lower (net loss would have been $138,000 higher in 2009). Conversely, if the Canadian dollar had weakened 10% against the US dollar with all other variables held constant, after-tax net income would have been $142,000 higher (net loss would have been $138,000 lower in 2009) for the same periods.

As at August 31, 2010, the risk to which the Company was exposed is established as follows:

	2010	2009
	$	$
Cash (US$467,612)	**509,164**	78,752
Accounts receivable (US$468,010)	**501,350**	471,847
Balance of purchase price to be received (US$786,250)	**826,037**	-
Accounts payable and accrued liabilities (US$87,587)	**(93,826)**	(30,545)
Total	**1,742,725**	520,054

Fair value

The fair value of cash and cash equivalents, accounts receivable, income tax credits receivable, balance of purchase price receivable and accounts payable and accrued liabilities approximates their carrying value due to their short-term maturities.

The fair value of long-term debt is based on the discounted value of future cash flows under the current financial arrangements at the interest rate the Company expects to currently negotiate for loans with similar terms and conditions and maturity dates. The fair value of long-term debt approximates its carrying value due to the current market rates.

4. Financial instruments (continued)

Liquidity risk

Liquidity risk represents the possibility of the Company not being able to raise the funds needed to meet financial commitments at the appropriate time and under reasonable conditions. The Company manages this risk by maintaining permanent and sufficient liquidity to meet current and future financial obligations, under both normal and exceptional circumstances. The funding strategies used to manage this risk include turning to capital markets to carry out issues of equity and debt securities.

The following are the contractual maturities of the financial liabilities, principal and interest (assuming current interest rates), as at August 31, 2010:

	Total	0 to 12 months	1 year to 2 years	2 years to 5 years	More than 5 years
	$	$	$	$	$
Accounts payable and accrued liabilities	1,402,249	1,402,249	-	-	-
Long-term debt	263,252	136,620	80,035	46,597	-
Obligation under capital lease	54,933	22,838	15,345	16,750	-
Commitments	649,604	276,091	157,886	215,627	-
Total	2,370,038	1,837,798	253,266	278,974	-

5. Capital management

The Company uses its capital to finance marketing expenses, research and development activities, administrative and working capital and capital assets. Historically, the Company has financed activities through rounds of public and private financing, debt financing as well as government grants.

The Company quarterly reviews net loss and earnings before interest, taxes, depreciation, amortization and stock option-based compensation "EBITDAO". The EBITDAO has no normalized sense prescribed by the GAAP. It is not very probable that this measure is comparable with measures of the same type presented by other issuers. The EBITDAO is defined by the Company as the cash flows from operating activities without taking in consideration changes in non-cash operating working capital items.

	2010	2009
	$	$
Net earnings (loss)	**593,372**	(2,170,632)
Financial income	**(40,839)**	(34,687)
Amortization of property, plant and equipment	**178,754**	164,460
Amortization of intangible assets	**31,866**	21,387
Stock option-based compensation	**282,057**	229,408
EBITDAO	**1,045,210**	(1,790,064)

5. Capital management (continued)

The Company targets to improve these ratios which positively vary for the year ended August 31, 2010 compare to the same period in 2009. The Company believes that its current liquid assets are sufficient to finance its activities on the short-term.

The Company has an authorized line of credit which is described at Note 12.

6. Gain on disposal

On August 16, 2010, Opsens reached agreement to license through an Intellectual Property and Assignment Agreement ("The Agreement") its technology in the high-power transformers business to a subsidiary of LumaSense Technologies Inc., of Santa Clara, California (United States).

The Agreement gives LumaSense exclusive rights to use Opsens' technology in the transformer business. LumaSense will have also have access to Opsens' existing distribution channels for its transformer business. LumaSense has paid Opsens US$2.1 million in cash upon closing and will pay a further US$500,000 in one year and US$500,000 two years after closing.

The Agreement was recorded as a disposal. Gain on disposal calculation had been calculated as following:

	Amount
	$
Proceeds	
Cash received at closing	2,190,720
Balance of purchase price to be received as of August 16, 2011 (nominal value of US$500,000)	443,360
Balance of purchase price to be received as of August 16, 2012 (nominal value of US$500,000)	376,856
	3,010,936
Disposal fees	
Inventory and purchases credit	150,000
Other expenses and accrued expenses	265,829
Deferred revenues – manufacturing agreement*	220,000
	635,829
Gain on disposal	2,375,107

* Opsens engaged in a manufacturing agreement with terms and conditions that are beneficial to LumaSense.

7. Accounts receivable

	2010	2009
	$	$
Trade	**1,938,099**	511,678
Allowance for doubtful accounts	**(6,110)**	(14,678)
Taxes receivable	**28,901**	50,415
Contributions receivable	**95,033**	25,895
	2,055,923	573,310

8. Inventories

	2010	2009
	$	$
Raw materials	**669,149**	636,084
Finished goods	**759,290**	489,176
	1,428,439	1,125,260

9. Property, plant and equipment

			2010
	Cost	**Accumulated amortization**	**Net book value**
	$	**$**	**$**
Office furniture and equipment	**85,114**	**41,971**	**43,143**
Leased office furniture and equipment	**8,326**	**6,365**	**1,961**
Production equipment	**173,383**	**51,864**	**121,519**
Leased automative equipment	**59,028**	**25,382**	**33,646**
Research and development equipment, net of income tax credits of $23,834	**761,751**	**399,671**	**362,080**
Research and development computer equipment, net of income tax credits of $3,078	**27,122**	**21,176**	**5,946**
Computer equipment	**138,836**	**70,213**	**68,623**
Leased computer equipment	**29,009**	**14,796**	**14,213**
Leasehold improvements	**39,908**	**20,980**	**18,928**
	1,322,477	**652,418**	**670,059**

9. Property, plant and equipment (continued)

			2009
	Cost	Accumulated amortization	Net book value
	$	$	$
Office furniture and equipment	74,483	32,283	42,200
Leased office furniture and equipment	8,326	5,875	2,451
Production equipment	113,514	37,366	76,148
Leased automative equipment	59,028	10,963	48,065
Research and development equipment, net of income tax credits of $23,834	734,428	300,469	433,959
Research and development computer equipment, net of income tax credits of $3,078	27,122	18,617	8,505
Computer equipment	111,269	44,466	66,803
Leased computer equipment	29,009	8,703	20,306
Leasehold improvements	39,908	14,921	24,987
	1,197,087	473,663	723,424

10. Intangible assets

			2010
	Cost	**Accumulated amortization**	**Net book value**
	$	**$**	**$**
Indefinite lives			
Trademarks	**200**	**-**	**200**
Limited lives			
Patents	**223,485**	**60,921**	**162,564**
Softwares, net of income tax credits of $1,518	**46,751**	**34,339**	**12,412**
	270,436	**95,260**	**175,176**

			2009
	Cost	Accumulated amortization	Net book value
	$	$	$
Indefinite lives			
Trademarks	200	-	200
Limited lives			
Patents	203,454	46,414	157,040
Softwares, net of income tax credits of $1,518	41,578	29,019	12,559
	245,232	75,433	169,799

11. Balance of purchase price to be received

	2010	2009
	$	$
Balance of purchase price to be received of US$1,000,000 payable in two amounts of US$500,000 at the end of each next two years following agreement signature, actualized at an implicit annual rate of 15%	**820,216**	-
Imputed interests (at 15% rate)	**5,821**	-
	826,037	-
Balance receivable – short term	**428,024**	-
Balance receivable – long term	**398,013**	-

12. Authorized line of credit

The Company has an authorized line of credit for a maximum amount of $200,000, $50,000 of which is available at all times and which does not take into consideration the margining. When using the line of credit in an amount varying from $50,000 and $100,000, the available credit is limited to an amount that is equal to 75% of Canadian accounts receivable and 65% of foreign accounts receivable plus 50% of inventories of raw materials and finished goods. If the amount used exceeds $100,000, the credit available is limited to an amount equal to 75% of Canadian accounts receivable and 90% of ensured foreign accounts receivable plus 50% of inventories of raw materials and finished goods. This line of credit bears interest at the financial institution's prime rate plus 2% and is repayable on a weekly basis by $5,000 tranches. It is secured by a first-rank movable hypothec for an amount of $750,000 on the universality of receivables and inventories. Under the terms and conditions of the credit agreement, the Company is subject to certain covenants with respect to maintaining minimum financial ratios (see Note 5). The Company respects these financial ratios as at August 31, 2010, but the credit line was not used at the end of the period.

The Company also has credit cards for a maximum amount of $50,000 to finance its current operations. The balance used on these credit cards bears interest at the financial institution's prime rate plus 4%.

13. Accounts payable and accrued liabilities

	2010	2009
	$	$
Suppliers	**734,560**	491,461
Provision for warranty (Note 19)	**31,860**	27,321
Disposal fees payables (Note 6)	**635,829**	-
	1,402,249	518,782

14. Long-term debt

	2010	2009
	$	$
Contributions repayable to Canada Economic Development, without interest, repayable in five equal and consecutive annual instalments effective of $39,567 and $20,000, maturing in February 2012 and June 2013		
Debt balance	**139,129**	198,696
Imputed interest	**(23,448)**	(42,707)
	115,681	155,989
BDC loan, of an authorized amount of $285,000, bearing interest at the Bank's prime rate plus 2.5%, repayable in monthly principal instalments of $3,690 and a final payment of $870 in January 2012, secured by a first-rank movable hypothec in the amount of $285,000 on the universality of the Company's present and future, tangible and intangible property, subordinated only with respect to trade accounts receivable and inventories provided as security for the operating loans or operating lines of credits, and for which the BDC granted a subordinate clause in favour of Investissement Québec for an amount of $255,750 on the intellectual property, and by joint and several suretyship of certain shareholders for an amount equal to 25% of the outstanding commitment	**59,910**	104,190
Canada Small Business Financing Act loan, for an authorized amount of $119,340, bearing interest at the financial institution's prime rate plus 2.75% annually, repayable in monthly principal instalments of $1,423 until December 2011, secured by a first-rank movable hypothec in the amount of $119,340 on specific property	**31,749**	55,561
Capital lease, bearing interest at 13,5%, payable in monthly instalments of $1,367, including interest and a final payment of $1,417, maturing in December 2010	**4,513**	19,211
Capital lease, bearing interest at 10.6%, payable in monthly instalments of $98, including interest and a final payment of $486 maturing in March 2011	**1,043**	2,054
Amounts carried forward	**212,896**	337,005

14. Long-term debt (continued)

	2010	2009
	$	$
Amounts carried forward	**212,896**	337,005
Capital lease, bearing interest at 13.5%, payable in monthly instalments of $140, including interest and a final payment of $740 maturing in August 2012	**3,575**	4,689
Capital lease, bearing interest at 9.7%, payable in monthly instalments of $837, including interest and a final payment of $837 maturing in April 2014	**30,925**	37,632
Capital lease, bearing interest at 13.5%, payable in monthly instalments of $375, including interest and a final payment of $1,650 maturing in August 2012	**6,847**	10,553
	254,243	389,879
Current portion	**125,001**	133,440
	129,242	256,439

Principal payments required over the next five years are as follows:

	Obligations – Capital lease			Other debts	Debt and principal portion of capital lease
	Total payments	Imputed interest	Principal payments		
	$	$	$	$	$
2011	22,838	3,678	19,160	105,841	125,001
2012	15,345	2,209	13,136	62,314	75,450
2013	10,047	1,099	8,948	38,557	47,505
2014	6,703	236	6,467	-	6,467

Under the terms and conditions of the agreement on long-term debt with its financial institution, the Company is subject to certain covenants with respect to maintaining minimum financial ratios (see Note 5).

15. Share capital, stock options and warrants

a) *Share capital*

Authorized, unlimited number

Common shares, voting and participating without par value

Year ended August 31, 2010

Outstanding shares and the changes occurred during the year are as follows:

Issued and fully paid

	Number	Amount
		$
Balance at beginning of year	**43,398,344**	**12,035,259**
Share issuance – Warrants exercised (Note 15a)i)	**178,889**	**206,580**
Share issuance – Stock options exercised (Note 15a)ii)	**1,250**	**1,404**
Share issuance – Private placement (Note 15a)iii)	**4,287,500**	**2,958,375**
Balance as at August 31, 2010	**47,865,983**	**15,201,618**

i) *Warrants exercised*

During the year ended August 31, 2010, 178,889 warrants entitling their holders to acquire one common share of the Company at a price of $0.80 per share were exercised for a total amount of $143,111. The book value of the exercised warrants was transferred to share capital for an amount of $63,469.

ii) *Stock options exercised*

During the year ended August 31, 2010, 1,250 stock options entitling their holders to acquire one common share of the Company at a price of $0.87 per share were exercised for a total amount of $1,088. The book value of the exercised warrants was transferred to share capital for an amount of $316.

iii) *Private placement*

On February 12, 2010, the Company realized a private placement of 4,287,500 units at a price of $0.85 per unit for gross proceeds of $3,644,375. Each unit is comprised of one common share and one-half common share purchase warrant of the Company. Each warrant will entitle the holder to purchase one common share of the Company at a price of $1.15 for a period of 24 months following the closing of the offering. Opsens paid to the agents a cash commission equal to $254,404 and issue broker compensation warrants entitling the agents to purchase 299,299 common shares of Opsens. The broker warrants shall be issuable at an exercise price per common share equal to the offering price for a period of 24 months from the closing of the offering.

15. Share capital, stock options and warrants (continued)

a) *Share capital* (continued)

Year ended August 31, 2009

Outstanding shares and the changes occurred during the year are as follows:

Issued and fully paid

	Number	Amount
		$
Balance at beginning of year	40,431,677	10,257,259
Share issuance – warrants exercised (Note 15a)iv))	50,000	28,000
Share issuance – Private placement (Note 15a)v))	2,916,667	1,750,000
Balance as at August 31, 2009	43,398,344	12,035,259

iv) *Warrants exercised*

During the year ended August 31, 2009, 50,000 warrants entitling their holders to acquire one common share of the Company at an average price of $0.40 per share were exercised for a total amount of $20,000. The book value of the exercised warrants was transferred to share capital for an amount of $8,000.

v) *Private placement*

On June 25, 2009, the Company realized a private placement of 2,916,667 shares at a price of $0.60 per unit for gross proceeds of $1,750,000. Opsens paid to the agents a cash commission equal to $87,500 and issue, at the closing of the offering, non-transferable broker compensation warrants entitling the agents to purchase 204,167 common shares of Opsens. The broker warrants shall be issuable at an exercise price of $0.60 for a period of 24 months from the closing of the offering.

b) *Stock options*

The Company changed the stock option plan on January 19, 2010. The number of common shares reserved by the board of directors for options granted under the plan shall not exceed 10% of the issued and outstanding common shares of the Company. The plan is available to the Company's directors, consultants, officers and employees.

The stock option plan stipulates that the terms of the options and the option price shall be fixed by the directors subject to the price restrictions and other requirements imposed by TSX Venture Exchange. The exercise period cannot exceed five years, beginning on the grant date. These options generally vest over a four-year period, except for 1,000,000 outstanding options granted which are completely vested at grant.

The compensation expense in regards to the stock option plan for the year ended August 31, 2010 is $282,057 ($229,408 for the year ended August 31, 2009).

15. Share capital, stock options and warrants (continued)

b) Stock options (continued)

The fair value of these options was determined using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	Between 1.79% and 2.29%
Expected volatility	Between 82% and 88%
Expected dividend yield on shares	-%
Duration	5 years
Fair value per option at the grant date	Between $0.24 and $0.79

The Black-Scholes options valuation model was developed to estimate the fair value of traded options, which have no vesting restrictions and are fully transferable, a practice which differs significantly from the Company's stock option awards. In addition, option valuation models require the input of highly-subjective assumptions including the expected stock price volatility. Any changes in the subjective input assumptions can affect the fair value estimate.

The situation of the outstanding stock option plan and the changes that took place during the years ended August 31, 2010 and 2009 are as follows:

	2010		2009	
	Number of options	**Weighted average exercise price**	Number of options	Weighted average exercise price
		$		$
Outstanding at beginning of year	**2,788,000**	**0.61**	2,242,500	0.65
Options granted	**1,359,750**	**0.40**	705,500	0.40
Options cancelled	**(6,000)**	**0.68**	(160,000)	0.52
Options exercised	**(1,250)**	**0.87**	-	-
Outstanding at end of the year	**4,140,500**	**0.54**	2,788,000	0.61
Options exercisable at end of the year	**2,047,063**	**0.59**	1,228,125	0.61

15. Share capital, stock options and warrants (continued)

b) Stock options (continued)

The table below provides information on the outstanding stock options as at August 31, 2010:

Exercise price	Number of outstanding stock options	Number of exercisable stock options	Weighted average residual duration (years)
$			
0.36	219,750	80,000	4.85
0.37	303,250	75,813	3.64
0.38	1,100,000	300,000	5.00
0.40	90,000	22,500	3.27
0.42	50,000	12,500	3.39
0.45	50,000	37,500	1.26
0.50	1,060,000	790,000	1.11
0.60	70,000	22,500	3.59
0.64	50,000	12,500	3.79
0.72	500,000	250,000	2.28
0.80	150,000	125,000	1.91
0.87	257,500	128,750	2.64
0.95	200,000	150,000	1.62
1.15	40,000	40,000	4.21
	4,140,500	2,047,063	2.70

c) Warrants

The fair value of the warrants was determined using the Black-Scholes option pricing model with the following assumptions:

	Units issued	Broker compensation warrant
Exercisable price	$1.15	$0.85
Risk-free interest rates	1.14%	1.14%
Expected volatility	86%	86%
Expected dividend yield on shares	-%	-%
Duration	2 years	2 years
Fair value by warrant	$0.32	$0.39

15. Share capital, stock options and warrants (continued)

c) Warrants (continued)

The situation of the outstanding warrants and the changes that took place during the years ended August 31, 2010 and 2009 are as follows:

	2010		2009	
	Number of warrants	**Weighted average exercise price**	Number of warrants	Weighted average exercise price
		$		$
Outstanding at beginning of year	**2,889,509**	**1.03**	8,104,453	0.74
Warrants issued, private placement (Note 15 a)iii))	**2,443,049**	**1.11**	204,167	0.60
Warrants cancelled	**(2,506,453)**	**1.08**	(5,369,111)	0.56
Warrants exercised during the year (Note 15 a)i))	**(178,889)**	**0.80**	(50,000)	0.40
Outstanding at end of year	**2,647,216**	**1.07**	2,889,509	1.03
Warrants exercisable at end of year	**2,647,216**	**1.07**	2,889,509	1.03

The table below provides information on the outstanding warrants as at August 31, 2010:

Exercise price	Number of outstanding warrants	Number of exercisable warrants	Weighted average residual duration (years)
$			
0.60	204,167	204,167	0.82
0.85	299,299	299,299	1.45
1.15	2,143,750	2,143,750	1.45
	2,647,216	2,647,216	1.40

i) Warrants expired

During the year ended August 31, 2010, 150,890 and 2,355,563 warrants entitling its holder to acquire one common share of the Company at a price of $0.80 and $1.10 per share respectively expired.

16. Earnings (loss) per share

The table below presents a reconciliation between the basic net profit and the diluted net profit per share:

	2010	2009
	$	$
Numerator		
Net earnings (loss)	**593,372**	(2,170,632)
Amount available for calculating the earnings (loss) per share	**593,372**	(2,170,632)
Denominator		
Number of shares		
Weighted average number of shares outstanding	**47,865,983**	41,010,627
Dilutive effect of stock options and warrants	**2,924**	-
Weighted average number of shares outstanding on diluted basis	**47,868,907**	41,010,627
Amount per share		
Net earnings (loss) per share		
Basic	**0.01**	(0.05)
Diluted	**0.01**	(0.05)

The calculation of dilution effects excludes options and warrants that have an anti-diluting effect.

However, should the Company's basic earnings per share have been positive for the first three quarters, some options and warrants, at an exercise price of $0.37, $0.40, $0.42, $0.45, $0.50, $0.60, $0.64, $0.72, $0.80, $0.85 and $0.87 would have been dilutive and would have resulted in the addition of 602,246 shares to the weighted average number of shares outstanding used in the diluted earnings per share calculation for year ended August 31, 2010 (106,072 in 2009).

17. Additional information on the statements of cash flows

	2010	2009
	$	$
Changes in non-cash operating working capital items		
Accounts receivable	**(1,482,613)**	170,641
Income tax credits receivable	**62,544**	(30,674)
Inventories	**(303,179)**	(671,989)
Work in progress	**(40,000)**	237,551
Prepaid expenses	**(64,140)**	20,256
Accounts payable and accrued liabilities	**247,638**	(28,422)
	(1,579,750)	(302,637)
Cash and cash equivalents		
Cash	**997,072**	422,168
Short-term investments	**4,350,729**	2,464,917
	5,347,801	2,887,085
Other information		
Interests paid	**26,008**	49,456

Non-cash transactions

On February 12, 2010, Opsens issued broker compensation warrants entitling the agents to purchase 299,299 common shares of Opsens at an exercise price of $0.85 per share for a book value of $116,727.

On June 25, 2009, Opsens issued broker compensation warrants entitling the agents to purchase 204,167 common shares of Opsens at an exercise price of $0.60 per share for a book value of $59,055.

There is also a licence disposal balance of purchase price to be received of $820,216 and disposal fees payables of $635,828 which they have no impact on cash flows (Note 6).

18. Commitments

Lease

The Company leases offices in Québec under an operating lease expiring on January 31, 2014. This agreement is renewable for an additional five-year period. Future rent, without considering the escalation clause, will amount to $404,954.

Opsens Solutions Inc. rents four vehicles under an operating lease expiring in November 2010, October 2013 and May 2014. Future rent payments will amount to $97,550.

Future payments for the leases and other commitments, totalizing $649,604, required in each of the next five years are as follows:

	$
2011	276,091
2012	157,886
2013	149,386
2014	66,241
2015	-

Licence

Under an exclusive licence with a third party, the Company is committed to provide exclusive distribution of some of its products for a defined territory.

19. Contractual guarantees

During the normal course of business, the Company replaces defective parts under warranties offered at the sale of the products. The term of the warranties is 12 months. During the year ended August 31, 2010, the Company recognized an expense of $4,539 ($7,321 for the year ended August 31, 2009) for guarantees. A provision for $31,860 ($27,321 as at August 31, 2009) was recorded for guarantees. This provision estimate is based on past experience and is presented in liabilities under "Accounts payable and accrued liabilities." The actual costs that the Company may incur, as well as the moment when the parts should be replaced, can differ from the estimated amount.

20. Government assistance

Industrial Research Assistance Programme ("IRAP")

Under an agreement reached with the National Research Council with respect to the IRAP, the Company may receive non-refundable contributions for a maximum amount of $498,500 to cover some of its incurred costs to carry out a development project of medical devices sensors. For the year ended August 31, 2010, the Company recorded contributions totalling $345,698 ($22,116 for the year ended August 31, 2009) which were accounted against research and development fees.

20. Government assistance (continued)

During the year ended August 31, 2010, the Company received a cash contribution for training of $3,000 from Emploi Québec. This amount was recorded against research and development expenses.

Under agreements reached with the ministère du Développement économique, de l'Innovation et de l'Exportation, the Company received non-refundable contributions to cover some of its incurred costs for market research, hiring of an employee and product conception. During the year ended August 31, 2009, the Company received a cash contribution of $45,640 which was recorded against research and development, marketing and administrative expenses.

During the year ended August 31, 2009, the Company received a cash contribution for training of $4,856 from Emploi Québec. This amount was recorded against research and development expenses.

21. Income taxes

The effective income tax rate of the Company differs from the rate that would have been calculated using the combined statutory tax rate (federal and provincial). The difference is generated as follows:

	2010	2009
	$	$
Income tax payable using the combined federal and provincial statutory tax rate	**194,134**	(657,312)
Non-deductible expenses	**268,255**	478,946
Asset disposal	**(313,494)**	-
Deductible financing fees	**(86,894)**	(102,007)
Non-taxable income tax credits	**(69,018)**	(77,450)
Losses used	**7,017**	357,823
Income tax using effective income tax rate	**-**	-

As at August 31, 2010, the Company has tax losses of approximately $4,441,400 for federal purposes and $4,418,400 for provincial purposes that can be used to reduce future taxable income. These losses expire as follows:

	Federal	Provincial
	$	$
2023	483,000	463,000
2024	42,000	40,000
2025	400	400
2027	1,524,000	1,509,000
2028	691,000	692,000
2029	1,201,000	1,214,000
2030	500,000	500,000
	4,441,400	4,418,400

21. Income taxes (continued)

The Company also has undeducted research and development expenses in the amount of $2,925,000 for federal purposes and $4,125,000 for provincial purposes that are deferred over an undetermined period.

Future income tax assets related to tax losses, undeducted research and development expenses, and the difference between the undepreciated capital cost for tax purposes and the net book value of property, plant and equipment will be recorded in the financial statements once the Company concludes that these losses and tax benefits will likely be realized.

22. Income tax credits for scientific research and experimental development

For tax purposes, research and development expenses are detailed as follows:

	2010	2009
	$	$
Federal	**1,065,717**	946,387
Provincial	**1,069,462**	933,061

These expenses have enabled the Company to become eligible for scientific research and experimental development tax credits reimbursable for the following amounts:

	2010	2009
	$	$
Federal	**-**	-
Provincial	**152,080**	214,624
	152,080	214,624
These credits were recorded in research and development expenses in the statements of loss	**152,080**	214,624
These credits were recorded against the related property, plant and equipment	**-**	-
Reimbursable scientific research income tax credits earned	**152,080**	214,624

Reimbursable scientific research income tax credits earned for the year ended August 31, 2010 have not yet been reviewed by the taxation authorities, and the amounts granted could differ from those that have been recorded.

Over the years, the Company qualified to federal income tax credits for scientific research and experimental development, which were non-refundable and could be used against Part I Company tax. The accumulated credits for the year ended on August 31, 2010 are about $867,000 and expire on a period of 10 to 20 years beginning in 2014.

23. Segmented information

Sector's information

The Company's reportable segments are strategic business units managed separately as one is focused on developing, producing, and supplying fiber optic sensors (Opsens Inc.) and the other (Opsens Solutions Inc.) is specialized in the commercialization and the installation of optical and conventional sensors for the oil and gas industry.

Same accounting policies are used for both reportable segments. Operations are carried out in the normal course of operations and are measured at the exchange value.

	2010			2009		
	Opsens inc.	**Opsens Solutions**	**Total**	Opsens inc.	Opsens Solutions	Total
	$	**$**	**$**	$	$	$
External sales	**2,892,819**	**2,387,897**	**5,280,716**	2,721,088	366,728	3,087,816
Internal sales	**450,211**	**-**	**450,211**	81,481	-	81,481
Amortization of property, plant and equipment	**151,961**	**26,793**	**178,754**	147,940	16,520	164,460
Amortization of intangible assets	**30,146**	**1,720**	**31,866**	21,387	-	21,387
Financial expenses	**(45,923)**	**5,084**	**(40,839)**	(92,939)	58,252	(34,687)
Net loss before gain on disposal	**(1,317,306)**	**(464,429)**	**(1,781,735)**	(1,212,563)	(958,069)	(2,170,632)
Gain on disposal	**2,375,107**	**-**	**2,375,107**	-	-	-
Net earnings (loss)	**1,057,801**	**(464,429)**	**593,372**	(1,212,563)	(958,069)	(2,170,632)
Acquisition of property, plant and equipment	**65,023**	**60,366**	**125,389**	256,792	76,912	333,704
Acquisition of intangible assets	**29,159**	**8,084**	**37,243**	31,418	-	31,418
Segment assets	**8,612,521**	**2,903,906**	**11,516,427**	5,182,350	1,267,924	6,450,274

23. Segmented information (continued)

These operating units generate revenue in various geographic segments as follows:

	2010	2009
	$	$
Revenue per geographic sector		
Canada	**2,601,958**	464,061
United States	**906,916**	754,214
Germany	**298,152**	363,586
United Kingdom	**181,953**	146,767
Other	**1,291,737**	1,359,188
	5,280,716	3,087,816

Revenues are attributed to the geographic sector based on the clients' location.

Capital assets, which include property, plant and equipment and intangible assets, are all located in Canada.

During the year ended August 31, 2010, revenues from two clients represent individually 28.57% (Opsens Solutions Inc.' reportable segment) and 11.34% (Opsens Solutions Inc.' reportable segment).

During the year ended August 31, 2009, revenues from two clients represent individually more than 10% of the total revenues of the Company, i.e. approximately 15.92% (Opsens Inc.' reportable segment) and 11.16% (Opsens Inc.' reportable segment).

24. Additional information to the statements of earnings (loss) and comprehensive earnings (loss)

	2010	2009
	$	$
Government assistance	**(345,698)**	(76,391)
Income tax credits for research and development	**(222,010)**	(250,648)
Interest and bank charges	**20,033**	25,599
Interest on demand loan and long-term debt	**23,457**	42,684
Gain on foreign currency translation	**(14,200)**	(20,524)
Interest income	**(70,129)**	(82,446)

25. Comparative figures

Certain comparative figures have been reclassified in order to conform to the presentation adopted for the current year.

Governance

DIRECTORS

Pierre Carrier
Chairman, Chief Executive Officer

Claude Belleville
Vice President, Medical Devices & Laboratories

Gaétan Duplain
Vice President Oil and Gas

Steven G. Arless
Director

Colin H. G. Cook
Director

Denis M. Sirois
Director

Gordon P. Zive
Director

OFFICERS

Pierre Carrier
President, Chief Executive Officer

Claude Belleville
Vice President, Medical Devices & Laboratories

Gaétan Duplain
Vice President Oil and Gas

Louis Laflamme, CA
Chief Financial Officer, Corporate Secretary

Corporate Information

HEAD OFFICE

2014 Cyrille-Duquet St., Suite 125
Quebec City QC G1N 4N6

Phone: 1 418 682-9996
Fax: 1 418 682-9939

OPSENS SOLUTIONS

10456 176th St., Suite 201
Edmonton AB T5S 1L3

Phone: 1 780 930-1777
Fax: 1 780 930-2077

Website: www.opsens.com

INVESTOR RELATIONS:

For information about Opsens Inc. or to be placed on the mailing list for quarterly reports and news releases, contact **Marie-Claude Poitras** at the head office or **marie-claude.poitras@opsens.com**.

AUDITORS

Samson Bélair Deloitte & Touche
Quebec QC

STOCK EXCHANGE LISTING

Toronto Venture Exchange
Symbol: OPS
Shares outstanding: 47,865,983 (as at August 31, 2010)

TRANSFER AGENT & REGISTRAR

CIBC Mellon
2001, University Street, Suite 1600
Montreal QC H3A 2A6

Phone: 1 514 285-3600

ANNUAL MEETING OF SHAREHOLDERS

Friday, January 21, 2011
10:30 a.m.
Hotel W, Room Studio 2,
901 Square Victoria, Montreal, QC

LEADER IN PRESSURE MEASUREMENT

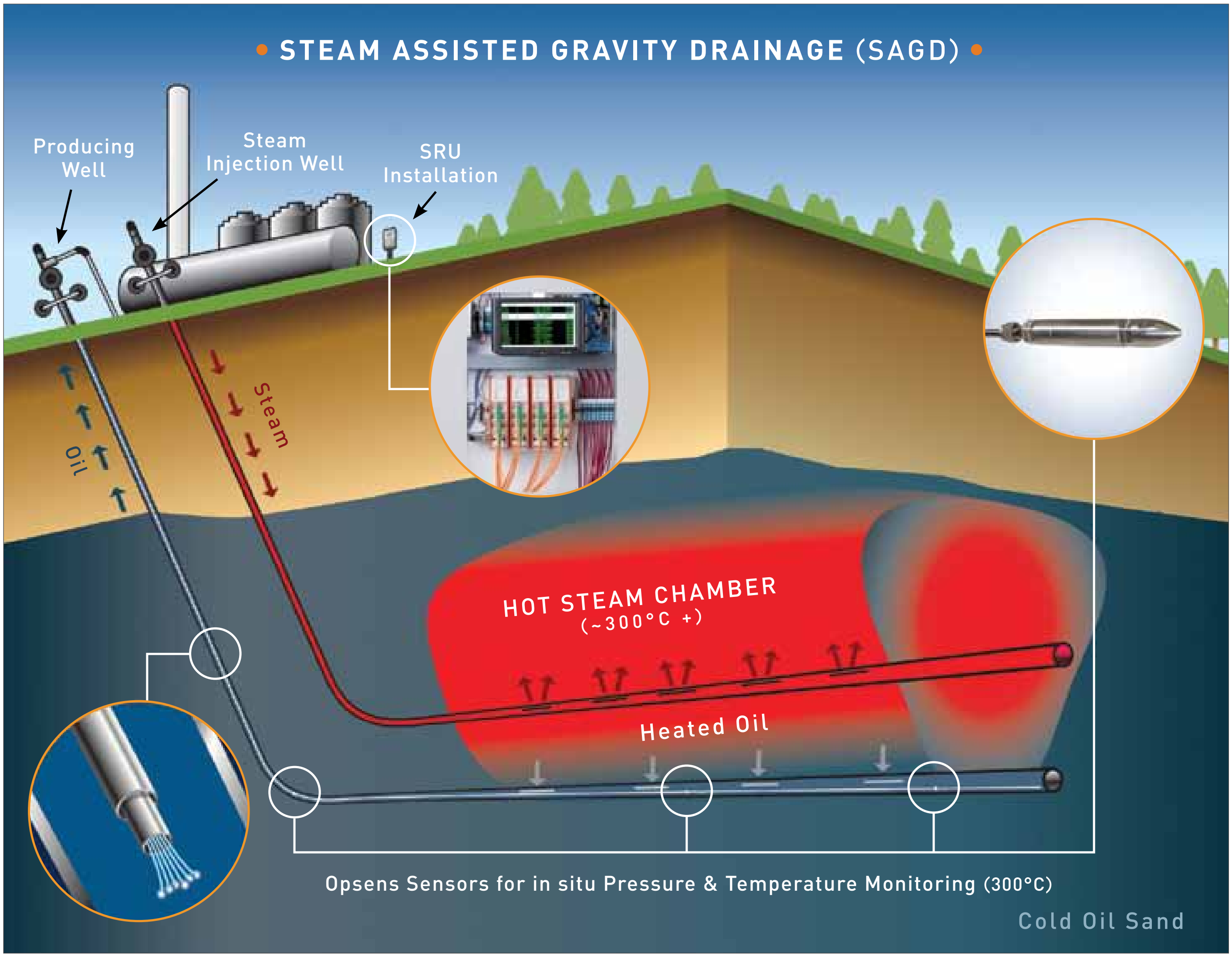
OIL AND GAS ● **OPSENS** offers integrated services for the management of reservoirs and in situ environments for the oil and gas market. Its near-term focus is the Western Canadian oil sands market, where a growing demand to measure pressure and temperature is identified. There is a large number of active in situ oil sands projects in Alberta, and most of the major oil and gas companies are involved.

Steam assisted gravity drainage (SAGD) is the most common process for developing in situ reserves. In SAGD, recovery rates are typically between 30 and 60%. To optimize production and recovery rates, operators need data on temperature and pressure below the surface directly from the injecting and producer wells, where temperatures may be between 200 and 300 degrees Celsius. Opsens' OPP-W sensors have been proven to meet that need, measuring pressure and temperature up to 300 degrees Celsius.

MEDICAL INSTRUMENTATION ● **OPSENS** is aiming for a leading position in optical pressure measurement where recognition of the added value of fiber optic technologies is on the right track. Infinitely small, fiber optic can be integrated to small size tools. Immune to electrical and magnetic interferences found in hospitals, its reliability is marginally affected by heat or humidity.

In 2010, Opsens signed an agreement with ABIOMED to integrate our pressure sensor to the world's smallest heart pump.

With a group of world-class medical experts, Opsens has been working for several months on the development of its own complete medical instrumentation product for the Fractional Flow Reserve (FFR) market. The interest in becoming a player in the FFR market lies in the facts that it is growing strongly, that it is supported by recognized clinical data and that it is highly compatible with our technology.



Sensors at work

• Oil and Gas •

Helping operators optimize production and perform cap rock integrity surveillance in the Western Canadian oil sands.

• Medical Devices •

Development of our first complete medical instrumentation device for the measurement of FFR.

• Laboratories •

Ensuring components that control systems are unaffected by magnetic interference.

opSens

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