



**Consolidated Financial Statements  
(unaudited)**

**For the three and six months ended  
June 26, 2009**

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## NOTICE TO READERS OF THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The consolidated balance sheet of Roctest Ltd as at June 26, 2009 and December 26, 2008 and the interim consolidated statements of earnings and retained earnings, comprehensive income, contributed surplus and cash flows for the three month and six month periods ended June 26, 2009 and June 27, 2008 are the responsibility of the Company's management. These financial statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Company, except for the 2008 annual financial statements.

The interim unaudited consolidated financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with Canadian generally accepted accounting principles.

*Signed*

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François Cordeau  
President and Chief Executive Officer

August 3, 2009

*Signed*

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Patrick Savaria  
Vice President Finance and  
Chief Financial Officer

August 3, 2009



## Consolidated Earnings and Retained Earnings

Periods ended June 26, 2009 and June 27, 2008

(unaudited)

	Three month periods ended		Six month periods ended	
	June 26, 2009	June 27, 2008	June 26, 2009	June 27, 2008
	\$	\$	\$	\$
<b>Sales</b>	6,306,903	5,967,393	12,100,820	11,074,681
Cost of sales	3,614,419	3,533,655	7,088,695	6,743,355
	<u>2,692,484</u>	<u>2,433,738</u>	<u>5,012,125</u>	<u>4,331,326</u>
Expenses				
Selling and administrative expenses	1,693,569	1,595,450	3,267,359	3,014,639
Scientific research costs, net of grants and refundable tax credits	281,092	363,971	601,651	694,683
Amortization of tangible and intangible assets	250,262	255,806	504,436	503,414
Interest expenses	49,360	57,297	88,562	116,375
Exchange loss (gain)	157,448	17,369	163,168	(57,508)
	<u>2,431,731</u>	<u>2,289,893</u>	<u>4,625,176</u>	<u>4,271,603</u>
Earnings before income taxes				
	<u>260,753</u>	<u>143,845</u>	<u>386,949</u>	<u>59,723</u>
Income taxes	2,519	13,148	(16,791)	28,213
<b>Earnings for the period</b>	<u>258,234</u>	<u>130,697</u>	<u>403,740</u>	<u>31,510</u>
Retained earnings, beginning period	2,224,843	1,464,371	2,079,337	1,563,558
Retained earnings, ending period	<u>2,483,077</u>	<u>1,595,068</u>	<u>2,483,077</u>	<u>1,595,068</u>
Earnings per share				
Basic	<u>0,05</u>	<u>0,02</u>	<u>0,07</u>	<u>0,01</u>
Diluted	<u>0,05</u>	<u>0,02</u>	<u>0,07</u>	<u>0,01</u>

See accompanying notes to consolidated financial statements

## Consolidated comprehensive income

Periods ended June 26, 2009 and June 27, 2008

(unaudited)

	Three month periods ended		Six month periods ended	
	June 26, 2009	June 27, 2008	June 26, 2009	June 27, 2008
	\$	\$	\$	\$
<b>Net earnings</b>	258,234	130,697	403,740	31,510
<b>Other comprehensive income</b>				
Unrealized gain (loss) on translation of financial statements of self-sustaining foreign operations	(27,991)	(20,964)	(142,041)	228,010
<b>Comprehensive income</b>	<u>230,243</u>	<u>109,733</u>	<u>261,699</u>	<u>259,520</u>

See accompanying notes to consolidated financial statements

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## Consolidated Contributed Surplus

Periods ended June 26, 2009 and June 27, 2008

(unaudited)

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	Three month periods ended		Six month periods ended	
	June 26, 2009	June 27, 2008	June 26, 2009	June 27, 2008
	\$	\$	\$	\$
Balance, beginning period	1,033,781	494,187	1,029,281	484,187
Warrants forfeited		494,208		494,208
Stock-based compensation	9,500	15,000	14,000	25,000
Balance, ending period	<u>1,043,281</u>	<u>1,003,395</u>	<u>1,043,281</u>	<u>1,003,395</u>

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See accompanying notes to consolidated financial statements

## Consolidated Balance Sheets

Periods ended June 26, 2009 (unaudited) and December 26, 2008 (audited)

	2009	2008
	\$	\$
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	1,194,666	1,212,686
Temporary investments	72,950	241,142
Accounts receivable	6,119,270	5,298,495
Research and development tax credits receivable	1,031,565	780,065
Income taxes receivable	72,395	93,784
Inventories	3,970,802	3,219,608
Prepaid expenses	351,886	189,350
	<u>12,813,534</u>	<u>11,035,130</u>
Property, plant and equipment	4,193,431	4,320,606
Intangible assets	954,071	965,595
Goodwill	1,138,306	1,138,306
	<u>19,099,342</u>	<u>17,459,637</u>
<b>LIABILITIES</b>		
Current liabilities		
Bank advances	254,569	372,139
Accounts payable	6,363,534	5,113,378
Income taxes payable	26,000	59,500
Instalments on long-term debt	480,922	606,827
	<u>7,125,025</u>	<u>6,178,478</u>
Long term debt	2,147,607	1,730,148
	<u>9,272,632</u>	<u>7,908,626</u>
<b>SHAREHOLDERS' EQUITY</b>		
Capital stock (Note 2)	6,628,330	6,628,330
Contributed surplus	1,043,281	1,029,281
	<u>7,671,611</u>	<u>7,657,611</u>
Retained earnings	2,483,077	2,079,337
Other accumulated comprehensive income	(327,978)	(185,937)
	<u>2,155,099</u>	<u>1,893,400</u>
	<u>9,826,710</u>	<u>9,551,011</u>
	<u>19,099,342</u>	<u>17,459,637</u>

See accompanying notes to consolidated financial statements

## Consolidated Cash Flows

Periods ended June 26, 2009 and June 27, 2008

(unaudited)

	Three month periods ended		Six month periods ended	
	June 26, 2009	June 27, 2008	June 26, 2009	June 27, 2008
	\$	\$	\$	\$
<b><i>OPERATING ACTIVITIES</i></b>				
Net earnings	263,234	130,697	408,740	31,510
Non-cash items				
Amortization of tangible and intangible assets	250,262	255,806	504,436	503,414
Unrealized exchange loss (gain)	16,589	27,935	66,240	(15,033)
Stock-based compensation	9,500	15,000	14,000	25,000
Changes in non-cash working capital items	(347,693)	213,778	(875,776)	691,461
Cash flows from operating activities	191,892	643,216	117,640	1,236,352
<b><i>INVESTING ACTIVITIES</i></b>				
Temporary investments	7,848	(35,000)	167,092	(35,000)
Property, plant and equipment	(123,739)	(64,200)	(337,725)	(72,811)
Intangible assets	(111,638)	(13,702)	(117,603)	(19,329)
Cash flows from investing activities	(227,529)	(112,902)	(288,236)	(127,140)
<b><i>FINANCING ACTIVITIES</i></b>				
Bank advances	(117,674)	(72,934)	(117,570)	(96,687)
Long term debt	300,000		535,813	
Instalments on long-term debt	(27,606)	(454,013)	(265,667)	(707,501)
Cash flows from financing activities	154,720	(526,947)	152,576	(804,188)
<b>Net increase (decrease) in cash and cash equivalents</b>	119,083	3,367	(18,020)	305,024
Cash and cash equivalents – beginning period	1,075,583	961,929	1,212,686	660,272
Cash and cash equivalents – ending period	1,194,666	965,296	1,194,666	965,296

See accompanying notes to consolidated financial statements

## Notes to Consolidated Financial Statements

Periods ended June 26, 2009 and June 27, 2008  
(unaudited)

### 1. Significant Accounting policies :

#### Basic presentation

These unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The accounting policies and method used to prepare those financial statements are the same as those used in the preparation of the audited consolidated financial statements for the year ended December 26, 2008, except for accounting policies adopted on December 27, 2008, described below. These interim consolidated financial statements should be read in conjunction with the annual audited financial statements, related notes and Management's discussion and analysis included in the 2008 annual report of the Company, as well as with the Management report for the period ended June 26, 2009 and June 27, 2008.

Certain comparatives figures for the previous year have been restated to conform to the presentation adopted for the fiscal year 2009.

#### Accounting policy recently adopted

#### Goodwill and Intangible assets

On December 27, 2008, the Company has adopted the requirements of the new chapter of the CICA Handbook relating to goodwill and intangible assets. This Section applies to fiscal years beginning on or after October 1, 2008. This section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. This new accounting standard does not affect the financial results of the company.

### 2. Capital-stock

#### Authorized

Unlimited number of shares without par value

Voting and participating common shares

Preferred shares, issuable in series, dividends and redemption value to be determined by the directors at the time of issuance.

#### Issued and fully paid

	June 26, 2009		December 26, 2008	
	Number of shares	\$	Number of shares	\$
Common shares	5,563,071	6,628,330	5,563,071	6,628,330

## Notes to Consolidated Financial Statements

Periods ended June 26, 2009 and June 27, 2008  
(unaudited)

### 2. Capital-stock (continued)

#### Earnings per share

The following table presents a reconciliation between earnings per share and diluted earnings per share :

	June 26, 2009	June 27, 2008
<b>Numerator</b>	\$	\$
Net earnings	403,740	31,510
 <b>Denominator</b>		
Weighted average number of common shares outstanding	5,563,071	5,563,071
Effect of dilutive stock options (a)	73,051	30,697
Weighted average number of shares used to compute diluted net earnings per share	5,636,122	5,593,768
 <b>Amount per share</b>		
Net earnings per share		
Basic	0,07	0,01
Diluted	0,07	0,01

(a) As at June 26, 2009, 251,500 common share stock options (279,500 common share options in 2008) were excluded from the calculation of diluted net earnings per share since the inclusion would have a antidilutive effect.

#### Stock options

The Company offers a stock option plan to its officers, directors, employees and consultants. The number of shares that may be issued under the plan may not exceed 15% of issued and outstanding common shares. In addition, no beneficiary of the plan may be allotted more than 5% of the total issued common shares. No option may be outstanding more than 10 years.

The exercise price is the value of the common shares at the grant date. Options granted under the plan generally are acquired over a period of three years, at a rate of 33% per year starting on the first anniversary of the grant date. Each option entitles the holder to purchase one common share of the Company at a determined price.

The stock-based compensation expenses charged to earnings for the six month period ended June 26, 2009 is \$14,000 (\$25,000 for June 27, 2008) and a corresponding credit has been recorded in contributed surplus calculated using the fair value method.

The fair value of each option was estimated on the grant date using the Black-Scholes option pricing model in terms of the following weighted average assumptions for 2009: dividend yield of 0% ; expected volatility of 62%; risk free interest rate of 2.25%; expected average life of five years.

## Notes to Consolidated Financial Statements

Periods ended June 26, 2009 and June 27, 2008  
(unaudited)

### 2. Capital-stock (continued)

#### Stock options (continued)

During the first semester of 2009, the Company granted 97,500 stock options to certain employees which the weighted average fair value was \$0.58. The weighted average fair value of options granted during the same period of 2008 was \$0.68.

	June 26, 2009		December 26, 2008	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Options granted, beginning period	422,500	1.87	300,500	2.54
Granted	97,500	0.58	145,000	0.68
Forfeited	(31,500)	1.86	(23,000)	3.09
Options granted, ending period	488,500	1.62	422,500	1.87
Exercisable options, ending period	295,500	2.24	252,000	2.54

As at June 26, 2009 the following stock options were granted:

Exercise price range \$	Number of options granted	Weighted average remaining term (years)	Weighted average exercise price of options granted \$	Number of exercisable options	Weighted average exercise price of exercisable options \$
0.58 to 1.02	237,500	6.06	0.64	48,334	0.68
1.75 to 2.32	56,500	4.02	2.20	52,666	2.23
2.33 to 3.49	191,000	2.31	2.61	191,000	2.61
3.50 to 4.20	3,500	0.65	4.03	3,500	4.03
	488,500	4.32	1.62	295,500	2.24

## Notes to Consolidated Financial Statements

Periods ended June 26, 2009 and June 27, 2008  
(unaudited)

### 3. Segmented information

- Information by operating segment

	Three month periods ended June 26, 2009			Three month periods ended June 27, 2008		
	Civil			Civil		
	engineering	Industrial	Total	engineering	Industrial	Total
	\$	\$	\$	\$	\$	\$
Sales to third parties (a)	4,366,190	1,940,713	6,306,903	4,400,256	1,567,137	5,967,393
Sales between segments (b)	750	5,915	6,665	9,941	33,012	42,953
Amortization	147,195	103,067	250,262	145,340	110,466	255,806
Interest on short-term debt	12,801	1,988	14,789	8,853	13,937	22,790
Interest on long-term debt	34,571	0	34,571	23,265	11,242	34,507
Income taxes	(4,481)	7,000	2,519	13,148	0	13,148
Net earnings (loss)	57,535	200,699	258,234	174,641	(43,944)	130,697
Acquisition of property, plant and equipment	84,505	39,234	123,739	59,003	5,197	64,200

  

	Six month periods ended June 26, 2009			Six month periods ended June 27, 2008		
	Civil			Civil		
	engineering	Industrial	Total	engineering	Industrial	Total
	\$	\$	\$	\$	\$	\$
Sales to third parties (a)	8,236,787	3,864,033	12,100,820	8,077,885	2,996,796	11,074,681
Sales between segments (b)	3,750	41,400	45,150	20,638	48,296	68,934
Amortization	301,978	202,458	504,436	285,652	217,762	503,414
Interest on short-term debt	21,027	4,554	25,581	16,098	22,299	38,397
Interest on long-term debt	60,509	2,472	62,981	51,868	26,110	77,978
Income taxes	(42,791)	26,000	(16,791)	28,213	0	28,213
Net earnings (loss)	235	403,505	403,740	(2,571)	34,081	31,510
Acquisition of property, plant and equipment	150,704	187,021	337,725	62,377	10,434	72,811

  

	June 26, 2009			December 26, 2008		
	Civil			Civil		
	engineering	Industrial	Total	engineering	Industrial	Total
	\$	\$	\$	\$	\$	\$
Segment assets	12,702,960	6,396,382	19,099,342	11,482,801	5,976,836	17,459,637

(a) The «Industrial» sector sells its products to various customers for which three major customers represent approximately 41%, 11% and 9%, respectively, of sales to third parties in this business (26%, 0% and 13%, respectively, in 2008).

(b) These operations were carried out in the normal course of operations and are measured at the exchange value.

## Notes to Consolidated Financial Statements

Periods ended June 26, 2009 and June 27, 2008  
(unaudited)

### 3. Segmented information (continued)

- Information by geographic segments

	Sales to third parties *				Property, plant, equipment and intangible	
	Three month periods ended		Six month periods ended		June 26, 2009	Dec. 26, 2008
	June 26, 2009	June 27, 2008	June 26, 2009	June 27, 2008		
	\$	\$	\$	\$	\$	\$
Canada	513,733	422,479	909,284	1,507,151	4,269,230	4,295,682
United States	1,671,935	1,554,147	3,539,177	2,604,761	214,646	222,332
France	1,213,781	1,281,832	2,321,308	2,552,430	912,687	967,292
Others	2,907,454	2,708,935	5,331,051	4,410,339	889,245	939,201
<b>Total</b>	<b>6,306,903</b>	<b>5,967,393</b>	<b>12,100,820</b>	<b>11,074,681</b>	<b>6,285,808</b>	<b>6,424,507</b>

\*Sales are attributed to countries based on location of customers.