

**PRESS RELEASE**  
*For immediate release*

## **ROCTEST ANNOUNCES PROPOSED PRIVATE PLACEMENT**

**St-Lambert, Quebec, November 15, 2005** – Roctest Ltd. (TSX: RTT) announces that it has signed an engagement letter with GMP Securities Ltd. for a proposed private placement on a firm underwriting basis of 741,850 units at a price of \$2.50 per unit, for gross proceeds to Roctest of \$1,854,625.

Each unit will consist of one common share and one-half of a common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of Roctest at a price of \$3.50 for 30 months from the closing date.

The proposed private placement will be effected pursuant to prospectus exemptions under applicable securities legislation and is expected to close on or about November 30, 2005. Closing is conditional upon receipt of all necessary approvals, including that of the Toronto Stock Exchange, the signing of a definitive underwriting agreement and the satisfaction of other customary conditions.

Roctest has obtained an advance income tax ruling from Revenu Québec confirming that its common shares qualify under the SME Growth Stock Plan (“régime Actions-croissance PME”). The common shares to be issued in the proposed private placement will therefore constitute eligible shares for purposes of the SME Growth Stock Plan, providing a 100% deduction for Quebec income tax purposes to eligible investors, provided certain conditions are met.

Roctest will use the net proceeds from the proposed private placement for the continued strategic development of its business and for working capital purposes. There are currently 4,451,219 common shares of Roctest issued and outstanding.

### **Forward-Looking Statements**

Forward-looking statements contained in this press release involve known and unknown risks, uncertainties or other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

### **About Roctest**

Roctest designs, manufactures and markets sensors and high-precision measuring instruments for challenging applications in the civil engineering, energy, healthcare and defence markets. Its products are mainly sold internationally. The Company has 143 employees and its shares are listed on the Toronto Stock Exchange under the symbol RTT.

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

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