



**Consolidated Financial Statements
(unaudited)**

**For the three-month and nine-month periods ended
September 30, 2005**



NOTICE TO READERS OF THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of Roctest Ltd and the accompanying interim consolidated balance sheets as at September 30, 2005 and the interim consolidated statements of earnings and cash flows for the three-month and nine-month periods ended September 30, 2005 and 2004, are the responsibility of the Company's management. These financial statements have not been reviewed by the independent external auditors of the Company, Raymond Chabot Grant Thornton.

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

François Cordeau
Chief Executive Officer
St-Lambert,
October 28, 2005

Signed

Michel Plante
Chief Financial Officer
St-Lambert,
October 28, 2005



**Consolidated Statements of Earnings
(unaudited)**

Subject to year-end adjustment

	Three-month periods ended September 30,		Nine-month periods ended September 30,	
	2005 \$	2004 \$	2005 \$	2004 \$
Sales	4,928,858	4,721,278	15,587,448	15,741,132
Cost of sales	2,549,158	2,367,524	8,918,506	8,771,337
	2,379,700	2,353,754	6,668,942	6,969,795
Expenses				
Sales and administration	1,492,605	1,311,612	4,577,700	4,067,128
Scientific research costs, net of grants and tax credits	291,429	165,641	931,224	646,500
Amortization	251,674	298,497	840,494	878,832
Interest on long-term debt	42,973	42,384	148,488	137,716
Foreign exchange loss	265,284	403,988	292,441	229,200
	2,343,965	2,222,122	6,790,347	5,959,376
Earnings before income taxes	35,735	131,632	(121,405)	1,010,419
Provision for (recovery of) income taxes				
Current	2,419	32,580	9,468	95,530
Future	(95,000)	37,749	(219,020)	218,059
	(92,581)	70,329	(209,552)	313,589
Net earnings for the period	128,316	61,303	88,147	696,830
Earnings (loss) per share				
Basic	0.03	0.01	0.02	0.15
Diluted	0.03	0.01	0.02	0.15
Weighted average number of shares outstanding	4,447,886	4,441,219	4,447,886	4,441,219

See accompanying notes to consolidated financial statements.



**Consolidated balance sheets
(unaudited)**

Subject to year-end adjustment

	As at	
	September 30, 2005	Décembre 31, 2004
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	2,685,278	4,335,248
Temporary investments	78,256	90,692
Accounts receivable	5,462,069	4,635,521
Research and development tax credits	1,691,812	967,456
Income taxes recoverable	-	71,989
Inventories	3,242,903	3,118,770
Prepaid expenses	253,777	362,065
Future income taxes	27,899	27,441
	13,441,994	13,609,182
Property, plant and equipment	5,114,740	5,779,915
Goodwill	1,138,306	1,138,306
Other assets	451,409	412,067
Future income taxes	1,341,140	1,132,145
	21,487,589	22,071,615
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	3,276,147	3,223,326
Income taxes payable	143,819	-
Current portion of long-term debt	900,051	825,279
	4,320,017	4,048,605
Long-term debt	1,627,214	2,290,653
	5,947,231	6,339,258
Shareholders' Equity		
Capital stock	4,824,473	4,806,658
Contributed surplus	169,696	78,054
Retained earnings	11,199,482	11,111,337
Cumulative translation adjustment	(653,293)	(263,692)
	15,540,358	15,732,357
	21,487,589	22,071,615

See accompanying notes to consolidated financial statements.



**Consolidated statement of cash flows
(unaudited)**

Subject to year-end adjustment

	Three-month periods ended September 30,		Nine-month periods ended September 30,	
	2005	2004	2005	2004
	\$	\$	\$	\$
Cash flows from				
Operating activities				
Earnings of the period	128,316	61,303	88,147	696,830
Adjustments for :				
Amortization of property, plant and equipment	243,815	259,313	816,921	806,796
Amortization of other assets	7,858	39,184	23,573	72,036
Unrealized foreign exchange loss	322	14,918	17,821	1,982
Future income taxes	(95,000)	37,749	(219,020)	218,059
Stock-based compensation	30,000	21,811	93,957	14,921
Change in non-cash working capital items	216,580	190,216	(1,568,282)	258,209
	531,891	624,494	(746,883)	2,068,833
Financing activities				
Issuance of shares	-	-	15,500	-
Repayment of long-term debt	(167,240)	(217,108)	(588,667)	(573,429)
	(167,240)	(217,108)	(573,167)	(573,429)
Investing activities				
Decrease in temporary investments	12,436	33,636	12,436	33,636
Increase in other assets	(34,075)	-	(34,075)	-
Additions to property, plant and equipment	(94,083)	(222,686)	(308,281)	(542,715)
	(115,722)	(189,050)	(329,920)	(509,079)
Net change in cash and cash equivalents during the period	248,929	218,336	(1,649,970)	986,325
Cash and cash equivalents - beginning	2,436,349	3,989,742	4,335,248	3,221,753
Cash and cash equivalents - end	2,685,278	4,208,078	2,685,278	4,208,078

See accompanying notes to consolidated financial statements.



Notes to Consolidated Financial Statements

Three-month and nine-month periods ended September 30, 2005 and 2004 (unaudited)

1. Significant Accounting policies :

Basic presentation

These unaudited 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 31, 2004. 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 2004 annual report of the Company.

Certain comparative figures for the previous year have been restated to conform to the presentation adopted for the fiscal year 2005.

2. Capital-Stock

Authorized

An unlimited number of shares without par value

Voting and participating common shares

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

Issued and fully paid	September 30, 2005	December 31, 2004
	\$	\$
4,451,219 (4,441,219 in 2004) common shares	4,824,473	4,806,658

Issuance of shares

During the nine month period ended September 30, 2005, the Company issued 10,000 common shares, pursuant to the exercise of stock options for a cash consideration of \$15,500 and a reduction of contributed surplus of \$2,315.

Earnings per share

Earnings per share and diluted earnings per share are the same in 2005 and 2004 because of the options' anti-dilutive effect.

Stock options

The Company has a stock option plan for its management, directors and employees. The total number of shares which may be issued under the plan could not exceed 15% of the common shares issued and outstanding. In addition, no beneficiary of the plan may be allotted more than 5% of the issued and outstanding common shares. No option may be outstanding more than ten years.



Notes to Consolidated Financial Statements (continued)

Three-month and nine-month periods ended September 30, 2005 and 2004
(unaudited)

2. Capital-stock (continued)

	September 30, 2005		December 31, 2004	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
		\$		\$
Options granted beginning	351,834	2.53	254,623	3.58
Granted	35,000	2.60	310,000	2.31
Exercised	(10,000)	1.55	-	-
Cancelled	(26,649)	2.06	(212,789)	3.46
Options granted end	350,185	2.60	351,834	2.53
Options exercisable at year-end	107,685	2.98	37,334	4.16

The exercise price of these options ranges from \$1.55 to \$4.25 and the weighted average remaining contractual life is 5.5 years.

The fair value of each option's grant was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions for 2002 and 2003 grants: dividend yield of 0 % for all years; volatility of 55 %; risk-free interest rate of 5 % and expected life of five years. For options granted in 2004 and 2005: dividend yield of 0 % for all years; volatility of 52 %; risk-free interest rate of 4 % and expected life of five years. During the nine-month period ended September 30, 2005, 35,000 options were granted at an average price of \$2.60 per share.

The compensation cost for stock options recognized in earnings for the three-month period ended September 30, 2005 amounts to \$30,000 with a corresponding credit to contributed surplus using the fair value method of accounting. During the nine months period ended on this date, the compensation cost for stock was \$93,957; in addition a debit adjustment for \$2,315 was recorded in contributed surplus to account for exercised options.



Notes to Consolidated Financial Statements

Three-month and nine-month periods ended September 30, 2005 and 2004 (unaudited)

3. Segmented Information

Information by operating segments

	For the three-month period ended September 30, 2005			For the three-month period ended September 30, 2004		
	Civil engineering	Industrial	Total	Civil engineering	Industrial	Total
Sales to third parties	3,412,531	1,516,327	4,928,858	3,140,747	1,580,531	4,721,278
Amortization	92,968	158,706	251,674	129,424	169,073	298,497
Interest on long-term debt	(8,724)	39,486	30,672	9,795	32,589	42,384
Earnings (loss)	(10,008)	138,324	128,316	(167,070)	228,373	61,303
Income taxes (recovery)	2,418	(95,000)	(92,581)	(6,351)	76,680	70,329
Expenditures for property, plant and equipment	76,356	17,727	94,083	177,980	44,706	222,686

	For the nine-month period ended September 30, 2005			For the nine-month period ended September 30, 2004		
	Civil engineering	Industrial	Total	Civil engineering	Industrial	Total
Sales to third parties	11,546,757	4,040,691	15,587,448	10,955,677	4,785,455	15,741,132
Amortization	370,762	469,732	840,494	384,234	494,598	878,832
Interest on long-term debt	(2,923)	122,875	119,952	27,000	110,716	137,716
Earnings (loss)	375,559	(287,412)	88,147	397,477	299,353	696,830
Income taxes (recovery)	(114,552)	(95,000)	(209,552)	213,804	99,785	313,589
Expenditures for property, plant and equipment	230,589	77,692	308,281	310,291	232,424	542,715

Segment assets	September 30, 2005			December 31, 2004		
	Civil engineering	Industrial	Total	Civil engineering	Industrial	Total
	13,859,611	7,627,978	21,487,589	13,943,181	8,128,434	22,071,615

Information by geographic segments

Sales to third parties *

	For the three month period ended September 30		For the nine month period ended September 30		Property plant equipment and other assets As at	
	2005	2004	2005	2004	September 30,	Décembre 31,
	2005	2004	2005	2004	2005	2004
Canada	482,738	473,707	2,144,238	2,242,518	5,613,311	6,035,717
USA	1,122,333	656,915	3,498,289	2,524,691	269,005	368,538
France	1,594,537	1,268,444	5,099,913	4,423,386	822,139	926,033
Others	1,729,250	2,322,212	4,845,008	6,550,537	-	-
Total	4,928,858	4,721,278	15,587,448	15,741,132	6,704,455	7,330,288

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