

Interim Consolidated Financial Statements three and six-month periods ended November 30, 2008 and 2007 (unaudited)

5N Plus Inc.
Interim Consolidated Statements of Earnings
Periods ended November 30
(unaudited)

	Three months					Six months			
(in Canadian dollars)		2008		2007		2008		2007	
Sales	\$	18,135,824	\$	6,795,743	\$	32,165,699	\$	13,190,216	
Cost of goods sold (note 8)		8,905,646		3,519,364		15,303,697		6,936,403	
Gross profit		9,230,178		3,276,379		16,862,002		6,253,813	
Expenses									
Selling and administrative		1,075,795		708,607		2,263,062		1,180,568	
Research and development		259,415		249,661		484,627		661,376	
Foreign exchange (gain) loss (note 10)		(976,526)		(4,478)		(1,362,701)		16,795	
Financial (note 11)		118,006		137,121		202,894		252,615	
Interestincome		(359,934)		-		(769,111)		_	
Depreciation of property, plant and equipment		576,682		242,867		950,034		484,169	
Amortization of deferred start-up costs		157,103		-		207,444		-	
		850,541		1,333,778		1,976,249		2,595,523	
Earnings before undernoted items		8,379,637		1,942,601		14,885,753		3,658,290	
Start-up costs, new plant		-		102,015		206,390		173,356	
Earnings before income taxes		8,379,637		1,840,586		14,679,363		3,484,934	
Income taxes									
Current		2,331,449		567,038		4,075,273		1,041,130	
Future		233,151		54,000		459,968		125,000	
		2,564,600		621,038		4,535,241		1,166,130	
Net earnings	\$	5,815,037	\$	1,219,548	\$	10,144,122	\$	2,318,804	
Earnings per share (note 6)									
Basic	\$	0.13	\$	0.04	\$	0.22	\$	0.08	
Diluted	\$	0.13	\$	0.04	\$	0.22	\$	0.07	
Weighted average number of common shares (note 6)									
Basic		45,500,000		29,635,954		45,500,000		29,635,954	
Diluted		45,721,205		31,909,531		45,926,010		31,909,531	

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

5N Plus Inc. Interim Consolidated Statements of Comprehensive Income Periods ended November 30 (unaudited)

	Three	mo	onths		Six months			
(in Canadian dollars)	2008		2007		2008		2007	
Net earnings	\$ 5,815,037	\$	1,219,548	\$	10,144,122	\$	2,318,804	
Unrealized gain on translating financial statements								
of self-sustaining foreign operation	18,481		-		37,037		-	
Comprehensive income	\$ 5,833,518	\$	1,219,548	\$	10,181,159	\$	2,318,804	

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

5N PLUS INC. Interim Consolidated Statements of Retained Earnings Periods ended November 30 (unaudited)

	Three	months	Six months			
(in Canadian dollars)	2008	2007	2008	2007		
Retained earnings, beginning of period	\$ 13,852,185	\$ 7,499,553	\$ 9,523,100	\$ 6,466,347		
Net earnings	5,815,037	1,219,548	10,144,122	2,318,804		
Dividends	-	(1,000,000)	-	(1,000,000)		
Excess of purchase price over stated value						
of shares purchased by the Company	-	-	-	(66,050)		
Retained earnings, end of period	\$ 19,667,222	\$ 7,719,101	\$ 19,667,222	\$ 7,719,101		

 $The \, accompanying \, notes \, are \, an \, integral \, part \, of \, these \, unaudited \, interim \, consolidated \, financial \, statements.$

5N Plus Inc. Interim Consolidated Balance Sheets

(in Canadian dollars)	As at November 30, 2008 (unaudited)	As at May 31, 2008
Assets		
Current assets		
Cash and cash equivalents	\$ 60,528,235	\$ 59,576,743
Accounts receivable (note 2)	6,772,128	. , ,
Inventories (note 3)	23,122,482	
Prepaid expenses and deposits	394,990	348,504
Future income taxes	120,000	456,325
	90,937,835	83,273,698
Property, plant and equipment (note 4)	25,850,925	21,220,889
Grant receivable	2,084,972	2,053,377
Future income taxes	800,821	
Deferred start-up costs	1,076,280	821,008
Other assets	52,682	55,681
	\$ 120,803,515	
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Liabilities and Shareholders' Equity		
Current liabilities		
Bank loan	\$ 2,956,610	\$ 1,262,205
Accounts payable and accrued liabilities	8,844,149	
Income taxes payable	1,094,121	
Current portion of long-term debt	547,333	
Current portion of other long-term liabilities	108,984	270,251
·	13,551,197	11,351,719
Long-term debt	4,275,340	4,547,028
Other long-term liabilities	-	127,906
Deferred revenue	730,983	753,606
	18,557,520	16,780,259
Shareholders' Equity		
Share capital	81,788,694	81,788,694
Contributed surplus (note 5)	520,623	242,136
Accumulated other comprehensive income (note 7)	269,456	-
Retained earnings	19,667,222	9,523,100
	102,245,995	91,553,930
	\$ 120,803,515	\$ 108,334,189

 $The \, accompanying \, notes \, are \, an \, integral \, part \, of \, these \, unaudited \, interim \, consolidated \, financial \, statements.$

5N Plus Inc. Interim Consolidated Statements of Cash Flows (in Canadian dollars) (unaudited)

		Three	months	Six months			
(in Canadian dollars)		2008	2007	2008		2007	
Cash flows from operating activities							
Net earnings	\$	5,815,037	\$ 1,219,548	\$ 10,144,122	\$	2,318,804	
Adjustments for:							
Future income taxes		233,151	54,000	459,968		125,000	
Depreciation of property, plant and equipment		576,682	242,867	950,034		484,169	
Loss (gain) on disposal of property, plant and equipment		-	(7)	-		38,766	
Amortization of deferred start-up costs and other assets		202,722	6,149	253,063		7,984	
Amortization of deferred revenue		(38,658)	-	(79,901)		-	
Stock-based compensation		138,492	-	278,487		4,931	
		6,927,426	1,522,557	12,005,773		2,979,654	
Net change in non-cash working capital items							
Accounts receivable		4,342,078	(339,442)	3,986,054		(1,378,696)	
Inventories		(4,192,110)	(2,860,923)	(10,384,604)		(823,294)	
Prepaid expenses		693,267	(23,373)	(43,826)		(3,165,876)	
Accounts payable and accrued liabilities		2,162,150	2,589,279	1,431,814		(117,006)	
Income taxes payable		(140,746)	(9,887)	(661,909)		2,700,023	
		9,792,065	878,211	6,333,302		194,805	
Cash flows from financing activities							
Bank loan		2,008,777	2,335,949	1,633,694		1,295,949	
Other assets and long-term liabilities		(114,354)	(219,522)	(243,375)		(237,662)	
Increase in long-term debt, net of related financial expenses		-	997,287	-		4,397,287	
Repayment of long-term debt		(164,095)	(246,658)	(303,277)		(575,064)	
Deferred financing fees		-	-	-		(55,000)	
Purchase of shares		-	-	-		(70,063)	
Dividends paid		-	(1,000,000)	-		(1,000,000)	
Issuance of shares		-	926	-		2,726	
		1,730,328	1,867,982	1,087,042		3,758,173	
Cash flows from investing activities							
Additions to property, plant and equipment		(1,118,973)	(4,751,632)	(6,037,341)		(5,549,423)	
Deposits		3,001		3,001		(35,946)	
Deferred start-up costs		(72,974)		(449,280)		-	
		(1,188,946)	(4,787,578)	(6,483,620)		(5,585,369)	
Effect of changes in foreign exchange rate on cash		14,768	-	14,768		-	
Increase (decrease) in cash and cash equivalents		10,348,215				(1,632,391)	
Cash and cash equivalents, beginning of period	^	50,180,020		59,576,743	¢	1,526,932	
Cash and cash equivalents, end of period	\$	60,528,235	\$ (105,459)	\$ 60,528,235	\$	(105,459)	
Supplementary information							
Property, plant and equipment not paid and included		1 000 040	ć	ć 1,000,010	Ļ		
in accounts payable and accrued liabilities	\$	1,098,010		\$ 1,098,010		205.050	
Interest paid	\$ \$	77,457 2,440,000				205,056	
Income taxes paid	Þ	2,440,000	\$ 515,963	\$ 4,059,759	Þ	1,639,963	

 $The \ accompanying \ notes \ are \ an \ integral \ part \ of \ these \ unaudited \ interim \ consolidated \ financial \ statements.$

5N Plus Inc. Notes to Interim Consolidated Statements(in Canadian dollars)

(unaudited)

1. Summary of Significant Accounting Policies

These unaudited interim consolidated financial statements of the Company, for the three-month and six-month periods ended November 30, 2008 and 2007, have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and should be read in conjunction with the May 31, 2008 audited annual consolidated financial statements.

The accounting policies are the same as those used for the May 31, 2008 audited annual consolidated financial statements, with the exception of the accounting changes listed below.

Changes in accounting policies

On June 1, 2008, the Company adopted the following sections of the Canadian Institute of Chartered Accountants ("CICA") Handbook:

- a) Section 1400, "General Standards on Financial Statement Presentation", has been amended to include requirements to assess and disclose an entity's ability to continue as a going concern.
- b) Section 1535, "Capital disclosures", establishes standards for disclosing information about an entity's capital and how it is managed. It describes the disclosure of the entity's objectives, policies and processes for managing capital as well as summary quantitative data on the elements included in the management of capital. The section seeks to establish whether the entity has complied with capital requirements and if not, the consequences of such non-compliance.
- c) Section 3031, "Inventories", provides guidance on the determination of cost and the subsequent recognition as an expense, including any write-down to net realizable value. The standard also permits the reversal of previous write-downs when there is a subsequent increase in the value of inventories. Finally, the standard provides guidance on the cost formulas that are used to assign costs to inventories and requires the consistent use of inventory policies by type of inventory with similar nature and use.
- d) Section 3862, "Financial Instruments Disclosures", describes the required disclosures to evaluate the significance of financial instruments for the entity's financial position and performance as well as the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks. The cash and cash equivalents have been classified as available-for-sale assets. The Company does not carry any loans receivable, and its accounts receivable and grant receivable are measured at amortized cost, which approximates cost. The Company's accounts payable and accrued liabilities, income taxes payable and the long-term debt have been classified as other financial liabilities and are, therefore, measured at amortized cost.
- e) Section 3863, "Financial Instruments Presentation", establishes standards for the presentation of financial instruments and non-financial derivatives. It details the presentation of standards described in Section 3861, "Financial Instruments Disclosure and Presentation".

The adoption of these new standards did not significantly impact the Company's financial position or its results of operations.

Future changes in accounting policies

a) In January 2008, the CICA issued Section 3064 "Goodwill and Intangible Assets", which replaces Section 3062 "Goodwill and Others Intangible Assets", and results in the withdrawal of Section 3450 "Research and Development Costs", and Emerging Issues Committee Abstract 27 "Revenues and Expenditures during the Preoperating Period", and amendments to Accounting Guideline No 11 "Enterprises in the Development Stage". The standard provides guidance on the recognition of intangible assets in accordance with the definition of an asset and the criteria for asset recognition as well as clarifying the application of the concept of matching revenues and expenses, whether these assets are separately acquired or internally developed. This standard applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. The deferred start-up costs as at May 31, 2009 are estimated at \$698,000 and will be written-off as a result of the adoption of this new standard and the corresponding 2008 annual and quarterly figures will be restated.

b) In 2005, the Accounting Standards Board of Canada announced that accounting standards in Canada are to converge with International Financial Reporting Standards ("IFRS"). In May 2007, the CICA published an updated version of its "Implementation Plan for Incorporating International Financial Reporting Standards" into Canadian GAAP. This plan includes an outline of the key decisions that the CICA will need to make as it implements the Strategic Plan for publicly accountable enterprises that will converge Canadian GAAP with IFRS. In February 2008, the CICA confirmed the change over date from current Canadian GAAP to IFRS to be January 1, 2011. While IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in accounting policies which must be addressed. As of today, we have not evaluated the impact of these new standards.

2. Accounts receivable

	As at	November 30, 2008	As at May 31, 2008 (audited)
Trade accounts receivable	\$	5,714,367	\$ 6,380,487
Commodity taxes		548,181	2,203,808
Grant receivable		470,073	1,540,760
Other		39,507	39,507
	\$	6,772,128	\$ 10,164,562

	As	at November 30,	As at May 31,
		2008	2008
			(audited)
Chronological history of trade accounts receivable :			
Current	\$	5,112,971	\$ 6,154,326
0 to 30 days overdue		307,479	157,556
31 to 60 days overdue		137,017	39,009
61 to 120 days overdue		156,900	29,596
	\$	5,714,367	\$ 6,380,487

5N Plus Inc.

Notes to Interim Consolidated Statements

(in Canadian dollars) (unaudited)

3. Inventories

	As a	t November 30, 2008	As at May 31, 2008 (audited)
Raw materials Finished goods	\$	15,926,954 7,195,528 23,122,482	\$ 9,809,207 2,918,357 12,727,564

4. Property, plant and equipment

	As at November 30, 2008								
			Accumulated		Net book				
		Cost	depreciation		value				
Land	\$	538,135	\$ -	\$	538,135				
Buildings		11,435,891	594,018		10,841,873				
Leasehold improvements		1,497,783	293,343		1,204,440				
Production equipment		16,228,631	3,425,202		12,803,429				
Rolling stock		47,441	36,887		10,554				
Furniture and equipment		234,388	35,004		199,384				
Computer equipment		414,915	161,805		253,110				
Furniture and equipment under capital leases		43,179	43,179		-				
	\$	30,440,363	\$ 4,589,438	\$	25,850,925				

	As a	t May 31, 2008 (a	udit	ed)
			Net book	
	Cost	depreciation		value
Land	\$ 534,380	\$ -	\$	534,380
Buildings	4,497,408	398,714		4,098,694
Leasehold improvements	1,355,026	252,007		1,103,019
Production equipment	8,567,120	2,781,503		5,785,617
Rolling stock	47,441	33,820		13,621
Furniture and equipment	107,336	24,936		82,400
Computer equipment	402,381	104,674		297,707
Construction project	13,430,327	-		13,430,327
Less: Grants and Government assistance	(4,125,371)	-		(4,125,371)
Furniture and equipment under capital leases	43,179	42,684		495
	\$ 24,859,227	\$ 3,638,338	\$	21,220,889

5N Plus Inc. Notes to Interim Consolidated Statements

(in Canadian dollars) (unaudited)

5. Contributed surplus

	Three months					Six months				
Periods ended November 30		2008		2007		2008		2007		
Opening balance	\$	382,131	\$	24,652	\$	242,136	\$	81,782		
Stock based compensation expense		138,492		-		278,487		4,931		
Options exercised		-		(24,652)		-		(86,713)		
Closing balance	\$	520,623	\$	-	\$	520,623	\$	-		

6. Net earnings per share

	Three months					Six months					
Periods ended November 30		2008		2007		2008		2007			
Numerator											
Net earnings	\$	5,815,037	\$	1,219,548	\$	10,144,122	\$	2,318,804			
Interest on notes payable, net of income taxes		-		4,208		-		8,537			
	\$	5,815,037	\$	1,223,756	\$	10,144,122	\$	2,327,341			
Denominator											
Weighted average number of common shares		45,500,000		29,635,954		45,500,000		29,635,954			
Effect of dilutive securities											
Stock options Stock options		221,205		-		426,010		-			
Convertible notes		-		2,273,577		-		2,273,577			
		45,721,205		31,909,531		45,926,010		31,909,531			
Earnings per share											
Basic	\$	0.13	\$	0.04	\$	0.22	\$	0.08			
Diluted	\$	0.13	\$	0.04	\$	0.22	\$	0.07			

7. Accumulated other comprehensive income

	Three months			Six months		
Periods ended November 30		2008	2007	2008		2007
Translation from the temporal method to the current rate method a)	\$	250,975	\$ -	\$ 232,419	\$	-
Unrealized foreign currency translation gain for the period		18,481	-	37,037		-
Closing balance	\$	269,456	\$ -	\$ 269,456	\$	-

a) As of June 1, 2008, following the commencement of the commercial operations of the Company's German subsidiary, the Company performed a reassessment of the classification criteria described in section 1651 of the CICA Handbook "Foreign currency translation" of the subsidiary. Based on the new circumstances, the Company has now classified its foreign subsidiary as a self sustaining entity. The impact of the change from the temporal method to the current rate method resulted, as at June 1, 2008, in an adjustment of \$232,419. This amount has been applied as an increase in property, plant and equipment and as an increase in shareholders' equity under the caption accumulated other comprehensive income.

(unaudited)

8. Cost of goods sold

	Three months				Six months		
Periods ended November 30		2008		2007	2008		2007
Cost of goods sold	\$	8,905,646	\$	3,519,364	\$ 15,303,697	\$	6,936,403
Depreciation of property, plant and equipment							
related to the transformation of inventories		527,314		225,010	874,173		450,707
Inventory amount charged to expense	\$	9,432,960	\$	3,744,374	\$ 16,177,870	\$	7,387,110

9. Financial Instruments

Risk management policies and processes

In the normal course of its operations, the Company is exposed to credit risk, liquidity and financing risk, interest rate risk as well as price risk and currency risk. Management analyses these risks and implements strategies in order to minimize their impact on the Company's performance.

Credit risk and significant customers

The Company has a conservative approach with regard to the management of its cash and cash equivalents. Its investment policy requires the funds to be entirely guaranteed by the financial institution. The funds also have to be allocated to three recognized financial institutions, and finally the President and Chief Executive Officer, and the Chief Financial Officer jointly authorize the type and terms of the investments.

The Company is exposed to credit risk that is mainly associated with its accounts receivable, which is the risk that a client will not be able to pay amounts in full when due. The Company considers its credit risk to be limited for the following reasons:

- a) The Company concluded an agreement with Export Development Canada ("EDC") which stipulates that EDC will assume a portion of risk loss for certain clients in the event of non-payment, up to a maximum of \$1,500,000 per year.
- b) The Company does not require additional guarantee or other securities from its clients in regards to its accounts receivable. However, credit is granted only to clients after a credit analysis is performed. The Company conducts ongoing evaluations of its clients and establishes provisions for doubtful accounts, should an account be considered not recoverable.
- c) Three customers represent approximately the following percentages of sales and accounts receivable:

	Three r	nonths	Six m	onths
Periods ended November 30,	2008	2007	2008	2007
Percentage of sales	84%	84% 82%		79%

As at	As at
November	30, May 31,
2008	2008
	(audited)
ge of accounts receivable 72%	64%

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Notes to Interim Consolidated Statements

(in Canadian dollars) (unaudited)

Liquidity and financing risk

The Company makes use of short and long-term financing at several financial institutions. Should a significant decrease in cash and cash equivalents occur, the Company could make use of these facilities.

The following are the contractual maturities of financial liabilities as at November 30, 2008:

	Carrying Amount	Contractual Cash Flows	0 to 6 months	6 to 12 months	12 to 24 months	After 24 months
Bank loan	\$2,956,610	\$2,956,610	\$2,956,610	\$ -	\$ -	\$ -
Accounts payable and accrued liabilities	8,436,558	8,436,558	8,436,558	-	-	-
Unrealized loss (gain) on derivative financial instruments	407,591	407,591	256,282	191,490	(40,181)	-
Long-term debt	4,822,673	6,359,123	429,181	423,332	796,428	4,710,182
Other long-term liabilities	108,984	108,984	108,984	-	-	-
	\$16,732,416	\$18,268,866	\$12,187,615	\$614,822	\$756,247	\$4,710,182

Contractual cash flows include interest charges.

The Company has the following credit facilities:

- a) Loan in the amount of \$4,750,380 (\$4,997,107 as at May 31, 2008) maturing in June 2018, secured by a building.
- b) On October 10, 2008, a credit facility of \$25,000,000 was granted to the Company including an increase of capital clause which would permit, under certain conditions, to increase the credit to \$30,000,000. This credit facility is composed of two tranches, consisting of a bank credit of \$7,500,000 which is guaranteed by accounts receivable and inventories, and a seven-year term loan in the amount of \$17,500,000, repayable in quarterly instalments, which will be used for business and fixed assets acquisitions. This credit facility bears interest at prime rate plus 0.0% to 0.50% based upon a financial ratio calculation.

As at November 30, 2008, the balance used of the first tranche was \$2,894,903 and 63,413 Euros.

Interest rate risk

The issuance of 4,000,000 common shares in April 2008 generated gross proceeds of \$46,200,000. Therefore, the Company's level of debt is currently low, and bears interest at floating rate. Should its indebtedness increase, the Company's policy would be to limit its exposure to interest rate risk variations by ensuring that a reasonable portion of the debt is at fixed rates. Management does not believe that the impact of interest rate fluctuations will be significant on its operating results. A 0.50% fluctuation of interest rate of on every \$10,000,000 in cash and cash equivalents would annually impact interest income by \$50,000.

Currency risk

The Company is exposed to currency risk on sales of Canadian-made products in US dollars and in Euros. The Company considers currency risk to be limited for the following reasons:

- a) On November 20, 2008, the Company concluded a foreign currency forward contract totaling 4,500,000 Euros at an average conversion rate of 1.59. This foreign currency forward contract of 250,000 Euros by month will be effective from December 15, 2008 until May 14, 2010. During the quarter ended November 30, 2008 the Company recorded an unrealized gain in the amount of \$120,542 in regards to this foreign currency exchange contract.
- b) On October 9, 2008, the Company concluded a foreign currency forward contract totaling US \$6,000,000 at an average conversion rate of 1.135. This foreign currency forward contract of US \$500,000 by month is effective from November 3,

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(in Canadian dollars) (unaudited)

2008 until October 30, 2009. During the quarter ended November 30, 2008 the Company recorded a loss in the amount of \$523,133 in regard to this foreign currency exchange contract.

c) In terms of raw material purchases, prices are mainly denominated in US dollars. The Company's purchases represent a partial natural hedge against sales in US dollars.

As at November 30, 2008, the Company had the following exposure on:

	US \$	Euros
Financial assets and liabilities measured at amortized costs:		
Cash	1,990	44,271
Accounts receivable	3,050,119	46,252
Receivable from the wholly-owned subsidiary	-	3,928,702
Payable to the wholly-owned subsidiary	-	(220,666)
Bank loan	(2,339,883)	
Accounts payable and accrued liabilities	(3,154,055)	(2,870)
Other long-term liabilities	(88,089)	-
Total exposure from above	(2,529,918)	3,795,689

Scenario of the Canadian dollar exchange rate fluctuation with regard to gross amount at risk:

	\$ CAN/US	\$ CAN/Euros
Exchange rate as at November 30, 2008	1.2372	1.5706
Impact on net earnings based on a fluctuation of five cents		
in the Canadian dollar exchange rate	\$ 86,650 \$	130,002

Amounts above do not include the wholly-owned subsidiary accounts balance as it is using the Euro as operating currency. However, intercompany account balances in Euros are included in these amounts.

Price risk

The Company is exposed to a risk of fluctuations in market prices for metals. This risk is managed by adequately forecasting and scheduling the acquisition of inventories to meet its contractual obligations to its customers. Financial instruments do not expose the Company to raw material price risks.

10. Foreign exchange (gain) loss

	Three months				Sixmonths		
Periods ended November 30		2008	2007		2008		2007
Foreign exchange (gain) loss	\$	(971,351)	\$ (4,478)	\$	(1,219,313)	\$	16,795
Realized (gain) on derivative financial instruments		(525,000)	-		(525,000)		-
Unrealized loss on derivative financial instruments		519,825	-		381,612		-
	\$	(976,526)	\$ (4,478)	\$	(1,362,701)	\$	16,795

(in Canadian dollars) (unaudited)

11. Financial expenses

	Three	months	Sixmonths			
Periods ended November 30	2008	2007	2008	2007		
Interest and bank charges	\$ 36,784	\$ 26,218	\$ 42,159	\$ 59,014		
Interest on long-term debt	51,011	110,903	130,524	193,601		
Amortization of deferred expenses	30,211	-	30,211	-		
	\$ 118,006	\$ 137,121	\$ 202,894	\$ 252,615		

12. Capital management

The Company is not subject to any external restrictions on its capital.

The Company's objectives when managing capital are:

- To maintain a flexible capital structure, this optimizes the cost of capital at acceptable risk;
- To sustain future development of the Company, including research and development activities, expansion of existing facilities or construction of new facilities and potential acquisitions of complementary businesses or products; and
- To provide the Company's shareholders an appropriate return on their investment.

The Company defines its capital as shareholders' equity.

The capital of the Company amounted to \$102,245,995 and \$91,553,930 as at November 30, 2008 and as at May 31, 2008, respectively. The increase reflects principally the net earnings and the effects of the fluctuation on the Euro on the net assets of our foreign subsidiary which are recorded in accumulated other comprehensive income.

The Company manages its capital structure based on the relationship between the net debt and capital. Net debt represents the sum of short-term and long-term financial debt, for both current and long-term portions, net of cash and cash equivalents.

Since the completion of the share issuances during the year ended May 31, 2008, the Company has maintained capital in excess of its current needs and has invested such capital in cash and cash equivalents in order to maintain/retain the maximum flexibility to take advantage of acquisition or expansion opportunities.

13. Comparative figures

Certain comparative figures have been reclassified to conform to the current period presentation.