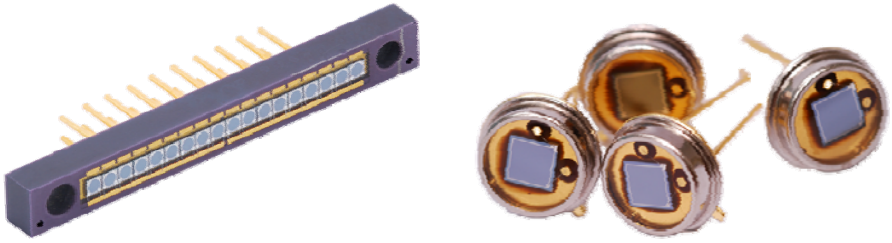
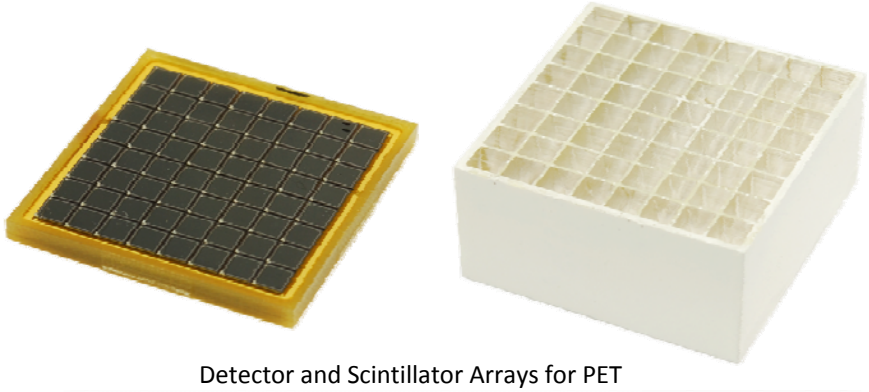
ZECOTEK

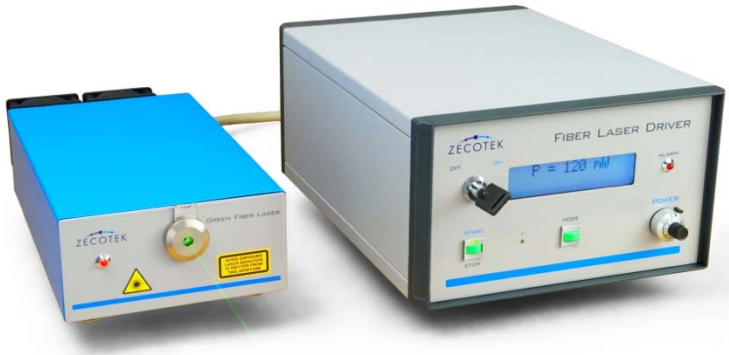
Zecotek Photonics Inc.



MAPD Photo-Detectors



Detector and Scintillator Arrays for PET



Visible Fiber Lasers

Management's Discussion & Analysis

For the quarter ended
April 30, 2012

Table of Contents

MANAGEMENT DISCUSSION AND ANALYSIS

June 29, 2012

This Management's Discussion and Analysis ("MD&A") of Zecotek Photonics Inc. (the "Company") is dated June 14, 2012. MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and accompanying notes for the third quarter ended April 30, 2012. The unaudited condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards and comparative periods have been restated in accordance with IFRS, where applicable. The reconciliations from GAAP to IFRS are included in Note 11 and the significant accounting policies are outlined in Note 3 of the accompanying unaudited condensed interim consolidated financial statements. All dollar amounts are expressed in Canadian dollars except where noted. The Company's accounts are maintained in Canadian dollars. The business activities of the Company, carried out through its subsidiaries in Singapore are conducted primarily in Singapore dollars. The rate of exchange on April 30, 2012 as reported by the Bank of Canada, for the conversion of one Singapore dollar into Canadian dollars was $0.7991.

Forward-Looking Statements

This discussion may contain forward-looking statements, including statements regarding the business and anticipated financial performance of the Company, which involve risks and uncertainties. These risks and uncertainties may cause the Company's actual results to differ materially from those contemplated by the forward-looking statements. Factors that might cause or contribute to such differences include, among others, Company's ability to successfully complete new product development along the timelines expected; the Company's need for funds to achieve its goals and uncertainties as to the availability and cost of funding; uncertainty as to the continued and future demand for the Company's products; the development of competing technologies and the possibility of increased competition; and other economic trends and conditions in the markets that the Company and its customers serve; and the effect of the risks associated with technical difficulties or delays in product introductions, improvements, implementation, product development, product pricing or other initiatives of the Company and its competitor. Investors are also directed to consider the other risks and uncertainties discussed in the Company's required financial statements and filings. All other companies and products listed herein may be trademarks or registered trademarks of their respective holders.

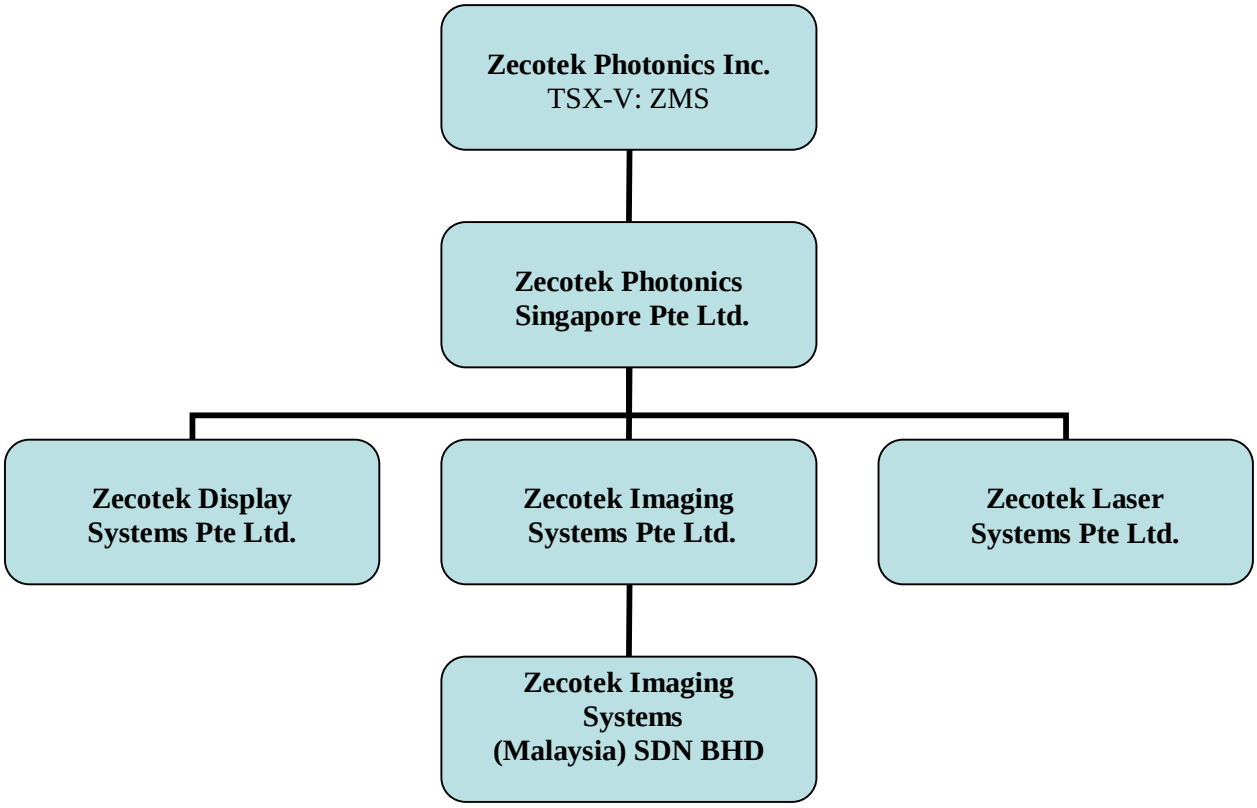
Company Overview

Zecotek Photonics Inc. develops leading-edge photonics technologies and products for commercial and research applications in many different markets: medical, bio-science, high-energy physics, pharmaceutical research, material processing, engineering and industrial design, multi-media and homeland security.
Founded in 2003, the Company has focused on building shareholder value by securing a strong intellectual property portfolio, completing the development of unique technologies for targeted markets and pursuing the optimum commercialization strategy.

Zecotek Photonics Inc. has three operational subsidiary companies: Zecotek Imaging Systems Pte Ltd. (ZIS); Zecotek Display Systems Pte Ltd. (ZDS); and Zecotek Laser Systems Pte Ltd. (ZLS). All of these subsidiary companies are incorporated in Singapore. Each one is autonomous, in the sense that each has its own patent portfolio and management team.

Zecotek's corporate headquarters is located in Vancouver, B.C. It is a Canadian public company trading on the TSX Venture Exchange under the symbol "ZMS" and on the Frankfurt Stock Exchange under the trading symbol "W1I". The Company's website is www.zecotek.com.

Company Structure



Zecotek Imaging Systems Pte Ltd. (ZIS)
ZIS has research laboratory facilities in Singapore and Moscow, where it has developed its patented lutetium fine silicate (LFS) scintillation crystals and solid-state MAPD photo-detectors. It works in partnership with the University of Washington in Seattle, on the integration of PET/MRI for imaging and pharmaceutical research. The focus of the partnership is the integration of a compact design for imaging of specific organs while offering an ideal diagnostic modality.

The LFS crystal and the MAPD are central components for high-resolution PET scanners for medical diagnostics and treatment. They are also key devices to high energy physics experiments, specifically the Large Hadron Collider at CERN, Switzerland and the Linear Accelerator at Fermi Lab, USA. CERN and Fermi Lab have subcontracted ZIS to complete the development of a new version of ZIS's MAPD with specific parameters for their main new particle detection programs.

Zecotek Display Systems Pte Ltd. (ZDS)
ZDS scientists have developed and demonstrated a colour, 32-inch 3D display prototype that offers multiple viewers with true volumetric visualization while exhibiting depth and parallax without the use of external glasses. ZDS's Real-Time 3D2D Display is a novel, patented display system for the visualization of images and data, which has been developed in-house by Zecotek's scientific team and technical staff and does not rely on any licensed intellectual property. All intellectual property is owned and controlled by Zecotek. The Zecotek 3D display technology has been granted US and Australian Patents under PCT.

Based on the auto stereoscopic principle, but with patent pending innovation, it represents a new generation of 3D displays. It has the capability of simultaneously presenting to multiple users both 3D and 2D images on the same screen with separate views and at different viewing angles. Its design provides for multi-users, multi-

views, freedom of movement, high resolution in both 3D and 2D modes, superior image dynamic range in 2D mode, 2D and 3D simultaneous displays, common brightness, compatibility with existing applications and cost competitiveness at all stages of adoption and levels of application.

The 3D display system provides for viewing a volumetric representation without eye strain. The viewing of such 3D images does not require the use of any supplementary means such as glasses, does not drastically limit the position of the viewer with respect to the display, and allows simultaneous viewing of the 3D display by many viewers from a relatively wide field of view.

ZDS has a research laboratory in Richmond, British Columbia and works closely with the Dutch company Anteryon, BV to further the development of this glasses free, 3D technology.

Zecotek Laser Systems Pte Ltd. (ZLS)

ZLS has a joint laboratory with Inversion Fiber/Novolaser for the integration of tuneable fiber lasers in the visible spectrum. The tuneable visible fiber laser technology platform is now complete and lasers based on the platform have a large area of application in medicine, fundamental research, inspection and other industries. These lasers provide unique output wavelengths and wide tuning range and are specially suited for bio-medical applications using fluorescent techniques, such as gene sequencing, proteomics, scanning laser microscopy and flow cytometry. In these applications they can replace conventional laser types with sub-optimal wavelengths and provide a unified fiber laser platform covering the majority of the visible spectrum. Zecotek's tuneable fiber lasers are able to replace several units of different configurations and modes of operation conventionally used in bio-medical research equipment, such as flow cytometry machines used in pharmaceutical drug discovery. Zecotek technology and products have been endorsed by tests independently conducted by the U.S. National Institute of Health (NIH).

ZLS also has a joint laboratory with the University of Victoria, BC, for the development of thin film waveguide micro-lasers grown by the MBE deposition method. The objective of this technology is to provide an alternative way of laser media fabrication allowing for unique parameters impossible with traditional techniques and also allowing for the possibility of mass manufacturing processes analogous to those extensively used in semiconductor industry. This will create new products encompassing both simple laser units and integrated devices with multiple components created in the same manufacturing process. Several active materials have been created and the general technology of MBE laser media developed in the framework of this project.

ZLS has focused its efforts on those lasers that have unique commercial, technical and value-added features and present less resistance to market entry.

Zecotek Key Product Summary

- Patented LFS family of advanced scintillation materials;
- Patent-pending MAPD solid-state high-sensitivity photo-detector;
- Patented and patent-pending DOI-enabled scintillation detectors for PET imaging;
- Patented and patent-pending Mini PET/MRI technology;
- Patented and patent-pending 3D/2D auto-stereoscopic multiple-view display;
- Patented and patent-pending widely tunable fiber lasers in the visible spectrum;
- Patent-pending thin-film waveguide laser technology.

Patent Portfolio

As a result of internal technology development, patent acquisitions and licensing partnerships, the Company's patent portfolio has continued to grow in numbers and technological diversity. As of April 30, 2012, Zecotek owned title to or controlled more than 55 patents and applications. The following table lists the key patents in Zecotek's patent portfolio.

Key Technology	Patent/App. No	Date Filed	Jurisdiction	Status
LFS scintillation crystals	7,132,060	21-07-05	US	Granted
	2242545	04-11-03	RU	Granted
	PCT/RU2004/000094	12-03-04	PCT, AU, CA, CN, EA, DE, FR, GB, IN, JP, NL	Granted
	1493/KOLNP/2006	12-03-04	IN	Pending
Semiconductor photo-detectors (MAPD)	2316848	01-06-06	RU	Granted
	PCT/RU2007/000287	31-05-07	PCT, AU, CA, CN, EP, IN, JP, KR, MY, SG	Pending
	12/034,603	20-02-08	US	Pending
	61/532,904	09-09-11	US	Pending
PET imaging technologies	7,956,331	27-10-08	US	Granted
	13/232,944	14-09-11	PCT, US	Pending
	PCT/US2009/062108	26-10-09	PCT, US	Pending
	12/544,174	19-08-09	US	Pending
	8,003,948	03-11-08	US	Granted
	PCT/US2008/082273	03-11-08	PCT, AU, CA, EP, JP, KR, CN, EA, IN	Pending
	PCT/US2009/061600	22-10-09	PCT, US	Pending
Visible fiber lasers	12/182,951	30-07-08	PCT, US, CA	Pending
	2006119198	02-06-06	RU	Granted
Thin-film waveguide lasers	11/858,857	20-09-07	PCT, US	Pending
	12/851,427	05-08-10	PCT, US	Pending
Solid-state lasers	12/881,033	13-09-10	US	Pending
3D displays	7,944,465	27-02-06	US, CA, AU	Granted
	13/108,249	16-05-11	US	Pending
	11/769,672	27-06-07	US	N. of Allowance
	PCT/IB2007/003309	07-11-07	PCT, CN, IN, JP, KR	Pending
	201070065	07-11-07	EA	N. of Allowance
	7825562.7	07-11-07	EP	N. of Allowance
	61/586,809	01-15-12	US	N. of Allowance

Zecotek's research and development success depends on having a quality portfolio of patents, which are not only technically valuable, but are properly filed and maintained in appropriate jurisdictions. The Company maintains a balanced mix of internal and external patent administration and devotes a significant effort to the administration of its portfolio, ensuring that any applications are duly filed in appropriate jurisdictions.

Zecotek pursues a vigorous program of patent protection of its core technology assets with frequent patent reviews and in February 2012 its wholly owned subsidiary Zecotek Imaging Systems Pte Ltd., started legal action in United States Federal District Court in Los Angeles against defendants Saint-Gobain Corporation and Philips for infringement of Zecotek's U.S. Patent Number 7,132,060.

Corporate Strategy

Since Zecotek's formation in 2003, it has developed and acquired a significant technology based intellectual property portfolio protected by patents issued or filed worldwide. Furthermore, the Company has integrated a number of technologies into value-added components and products which it has manufactured in limited production runs.

Zecotek's core business strategy is to commercialize photonic products and technologies through strategic alliances with major corporations. The central objective is to enter growth markets with products featuring competitive costs and performance superiority – leading to above average profits and shareholder returns.

Zecotek brings leading-edge photonics technologies to the alliances while corporate partners bring their existing product development, marketing, manufacturing and distribution resources. The product delivery vehicle is generally a joint venture, structured to clearly identify each partner's contributions, efficiently manage project costs, preserve each partner's IP rights, enable investment by third parties and minimize time to market.

Recent Business Activities

Patents

On February 23, 2012, Zecotek Imaging Systems Pte Ltd., a wholly owned subsidiary filed legal action in United States Federal District Court in Los Angeles against defendants Saint-Gobain Corporation and Philips for infringement of Zecotek's U.S. Patent Number 7,132,060. The patent covers the substances and chemical formulations used to grow lutetium fine silicate (LFS) scintillation crystals which are characterized by their combined high light yield and ultra-fast decay times and are typically used in medical scanning devices. The lawsuit alleges that Saint-Gobain's LYSO crystals infringe Zecotek's patent, and that Philips infringes by using those crystals in the PET scanners it sells. Due to the fundamental nature of the patent, management believes that the damages caused by the infringement are substantial.

In May 2012 the United States Patent Office and the European Patent Office issued a Notice of Allowance, and the Eurasian Patent Office issued a Notification on Readiness to Grant a Eurasian Patent, to Zecotek for its 3D/2D switchable optical imaging system for its glasses-free 3D auto-stereoscopic display system. These notices add to the other global patents, including U.S. patent number 7,944,465 covering Zecotek's glasses-free 3D auto-stereoscopic display system, as the Company moves to fully commercialize its innovative 3D technology and other photonics technology.

The European Organization for Nuclear Research

In February 2012 the Company achieved commercial production status its most advanced solid-state Micro-pixel Avalanche Photo Diode (MAPD) photo detectors MAPD-3N. Following this development CERN, the European Organization for Nuclear Research and important partner and customer of Zecotek, ordered the MAPD-3N for two projects: in April 2012 the ALICE Experiment at CERN, ordered the patented third generation Micro-pixel Avalanche Photo Diodes (MAPD-3N) following the results of a test bench study on the characteristics of the MAPD conducted by the University of Bergen in Norway; and in February 2012 the NA61 Experiment ordered the patented MAPD-3N after completing a 40 day heavy ion experiment with 320 channels of MAPD-3A readout. The conditions within the calorimeter are extreme and during the 40 day heavy ion run the MAPDs did not malfunction.

CERN is one of the world's largest and most respected centres for scientific research studying fundamental physics to determine what the Universe is made of and how it works. At CERN, the world's largest and most complex scientific instruments are used to study the basic constituents of matter — the fundamental particles. There are now five CERN experiments using Zecotek's solid-state MAPD photo detector: the Alice

Experiment, the NA612 Experiment, the Swiss Federal Institute of Technology, the Joint Institute for Nuclear Research, and the Compact Muon Solenoid Experiment.

Sales/Partnerships

In February 2012 Zecotek announced a joint development agreement with NuCare Medical Systems of Seoul, Korea to integrate a high performance positron emission tomography (PET) medical scanning device using Zecotek's patented LFS scintillation crystals, solid-state MAPD photo detectors and a new data acquisition board and readout system. This followed the announcement in November 2011 when NuCare ordered Zecotek's patented LFS scintillation crystals and arrays for use in a non-destructive assay system and the development of a new positron emission tomography (PET) system. NuCare is known for its innovation in product design and specializes in products in the area of nuclear medical imaging.

In November 2011 Zecotek selected the Beijing Opto-Electronics Technology Co. Ltd. (BOET) to grow and commercialize all versions of its patented LFS scintillation crystals. Founded in 2001, BOET has become a leader in the photonics industry and specializes in the growing, cutting, polishing and the large scale production of crystals. Zecotek selected BOET as its partner as it is known for its competitive cost, continuity of supply and security of intellectual property. BOET is a subsidiary of North-China Research Institute of Electronics-Optics and is partially owned by the Chinese government. It has worked with a number of Canadian companies and other international companies.

In August 2011 a Japanese manufacturer ordered Zecotek's patented LFS scintillation crystals and patented MAPD solid-state photo detectors for trial use in radiation dosimeters. Radiation dosimeters, which are used to measure an individual's or object's exposure to ionizing radiation, can benefit from the unique properties of the LFS scintillation crystals and MAPD photo detectors, providing for devices of higher sensitivity, lower manufacturing costs and less vulnerable to high levels of radiation. Orders have also been received from a European device developer for a similar application in the detection of x-rays in medical, scientific and industrial use.

Research & Development & Other Activities

Zecotek was one of five Canadian companies selected to participate in the Canadian Technology Showcase held on Thursday, February 9, 2012 in Vancouver, BC. The Canadian Technology Showcase was organized by Foreign Affairs and International Trade Canada to highlight Canadian technologies for visiting senior executives from Sony Corp. of Japan. Zecotek presented its patented glasses-free 3D display technology.

In October 2011 LFS-8, the newest version of LFS scintillation crystals, were successfully tested by the University of Washington and by researchers affiliated to CERN. Test results show Zecotek's LFS-8 crystals have achieved an extremely fast decay constants ranging between 15 and 25 nanoseconds depending on chemical compositions with energy resolutions between 7% and 9%. Competing lutetium oxide crystals have structural decay times of no less than 40 nanoseconds, making the LFS-8, by far, the fastest existing scintillation crystal based on lutetium oxide material. This patented formulation is of significant importance to OEM's developing time-of-flight PET scanners for high accuracy imaging. Zecotek's LFS crystals are also characterized by high radiation hardness, making the LFS a prime candidate for high energy physics experiments.

Financings

In September 2011 the Company amended the terms of 5,925,000 warrants issued to subscribers of a private placement which closed October 23, 2009. The Company repriced the exercise price of the subscriber warrants to $0.65 per common share from the initial exercise price of $1.00, and extended the expiry from October 23, 2011 to April 23, 2012. The warrants expired on April 23, 2012.

Selected Annual Information

The Company's fiscal year end is July 31. Certain of the comparative figures in the following table have been reclassified to conform to the presentation adopted for 2011.

In addition, certain comparative figures below have been restated as a result of the Company adopting International Financial Reporting Standards (IFRS) to allow true comparisons. Revenue and expenses may have changed slightly as a result of IFRS. A reconciliation of GAAP to IFRS is available in Note 11 of the unaudited consolidated interim financial statements for the period ended April 30, 2012.

	Year Ended July 31, 2011	Year Ended July 31, 2010(1)	Year Ended July 31, 2009(1)
Revenue	$ 57,659	$ 67,848	$ 350,584
Interest income	$ -	$ -	$ 6,176
Net loss for the year	$ (4,839,714)	$ (8,088,197)	$ (4,616,950)
Net loss per share	$ (0.08)	$ (0.13)	$ (0.10)
Total assets	$ 3,323,166	$ 508,678	$ 1,245,276
Total long-term liabilities	$ 8,889	$ 15,263	$ 22,330
Cash dividends declared	Nil	Nil	Nil

(1) Represents Canadian GAAP figures.

Results of Operations

Net Loss

The Company recorded a net loss of $1,133,594 or $0.02 per share in the third quarter of 2012, compared with $1,122,689 or $0.02 per share in the same period of 2011, an increase of 1% due to an increase in operating, general & administrative expenses.

Revenue

Revenues amounted to $3,514 in the third quarter of 2012 compared to $2,037 in the same period in 2011. Current quarter revenues are from the sale of MAPDs (imaging division) to CERN.

Operating, General and Administrative Expenses

IFRS requires the presentation of expenses in the statement of operations either by nature of expense or by function. This differs from the Company's previously reported statements in accordance with GAAP, which allowed a combination of both. The Company has chosen to present expenses based on the function of each expense rather than the nature of each expense. As a result, stock based compensation, depreciation of capital assets and foreign currency gains and losses are no longer separately presented on the statement of loss and comprehensive loss. Instead, stock based compensation and depreciation of capital expenses have been split between general and administrative expenses and research and development expenses. Foreign exchange gains and losses on translation of foreign operations are now presented as part of other comprehensive loss.

General and administrative ("G&A") expenses amounted to $880,414 in the third quarter of 2012, compared with $1,537,205 in the same period of 2011, representing a decrease of 43%. For the nine months ended April

30, 2012 the G&A expenses amounted to $3,158,330 as compared to $1,976,727 for the same period in 2011, representing an increase of 60%.

Increases or decreases in specific categories for the third quarter of fiscal year 2012 are:

1. Consulting and other professional fees –increased 13% from $258,424 to $291,329 primarily due to an increase in consultants.
2. Insurance –decreased 78% from $23,825 to $5,222 due to policy maintenance and lack of claims.
3. Investor relations and filing fees – increased 29% from $29,375 to $37,959 as a result of a change in the investor relation firms' monthly/annual costs.
4. Office and General – increased 64% from $19,991 to $32,691 mainly due to an increase in administrative costs.
5. Marketing and promotion – increased 42% from $1,908 to $2,707. This increase is due to the marketing expenses the company incurs on an ongoing basis.
6. Rent – decreased 56% from $63,548 to 28,219 due to lower rents in the new office locations and providing a housing allowance to the CEO instead of renting a house.
7. Salaries and benefits –decreased 6% from $289,718 to $273,131 due to less staff.
8. Travel –decreased 48% from $60,816 to $31,398 due to less traveling and increased control of expenses.

Research and Development Expenses
Research and development ("R&D") expenses amounted to $249,597 in the third quarter of 2012, compared to $(417,995) in the third quarter of 2011, representing an increase in costs of 160%. For the nine months ended April 30, 2012 the R&D expenses increased 219% from $297,322 to $947,128 in the same period in 2011.

The focus of the research and development projects that are still being currently carried out in Zecotek laboratories are to meet the specifications required by the OEM and adapting and improving our technologies for different applications demanded by the market.

Stock-based Compensation
Stock-based compensation expenses amounted to $193,291 in the third quarter of 2012, compared with $455,717 in the same period of 2011. For the nine months of 2012, stock-based compensation amounted to $1,123,799 compared to $1,133,988 for the same period in 2011. The 1% increase is due to the options granted over time to certain officers, consultants and directors.

Amortization of property and equipment
Amortization expense for the third quarter of 2012 increased to $14,558 from $7,924 in the same period of 2011, an increase of 84%. For the nine months ended April 30, 2012, the amortization expense amounted to $30,146 as compared to $25,103 reflecting an increase of 20%. The variances are due to the acquisition of property and equipment (leasehold improvements), accelerated depreciation methods used by the Company and change in foreign exchange rates.

Amortization of patent costs
Amortization expense for the third quarter of 2012 amounted to $6,669 compared to $6,419 in the same period of 2011 representing an increase of 4%. For the nine months ended April 30, 2012, the amortization expense amounted to $20,294 as compared to $19,810 reflecting an increase of 2%. There is not much change in the amortization of patent costs as all the current patent costs incurred are being expensed.

Contingencies
In March of 2011, the Company entered into agreements with certain of its consultants, directors and employees (the "individuals"). Under these agreements, the individuals waived salaries and fees owed to them totaling $1,113,455 in favour of bonus payments of the same amounts, which are to be paid upon certain triggering events, including a sale of substantially all of the assets of the Company, or the shares of the

Company, commercialization of any of the technologies of the Company, a public listing of shares of a subsidiary of the Company, or cash inflows exceeding $3,000,000 in any three month period.

The liability for this compensation will remain included in accounts payable and accrued liabilities until such time as it can be determined that the liability is legally extinguished or that the Company's obligation to pay is unlikely.

Related party transactions
The Company undertook various transactions with related parties as detailed out in Note 10 of the unaudited consolidated financial statements for the quarter ended April 30, 2012. These transactions were measured at the exchange amounts which are the amounts of consideration established and agreed upon by the related parties.

Summary of Quarterly Results

The following table is a summary of the unaudited consolidated operating results of the Company presented in accordance with IFRS for the last eight quarters. Certain of the comparative figures in the following table have been reclassified to conform to the presentation adopted for 2012.

Quarters ended (unaudited)	April 30 2012	January 31 2012	October 31 2011	July 31 2011
Revenue	$3,514	$28,545	$1,761	$28,442
Net loss	$1,133,594	$1,538,736	$1,410,758	$2,197,924
Loss per share	$0.02	$0.02	$0.02	$0.03
Quarters ended (unaudited)	**April 30 2011**	**January 31 2011**	**October 31 2010**	**July 31 2010**
Revenue	$2,037	$27,180	Nil	Nil
Net loss	1,122,689	$233,508	$886,896	$2,903,813
Loss per share	$0.02	$0.00	$0.02	$0.05

Liquidity and Capital Resources

For the quarter ended April 30, 2012, the Company has a net loss of $1,133,594 and negative cash flow from operating activities of $569,451 compared to a net loss of $1,122,689 and negative cash flow from operating activities of $1,522,142 for the same period in fiscal year 2011. As a result of recurring losses over the Company's history, the Company has accumulated deficit of $52,104,824 as at April 30, 2012. The accounts payable and accrued liabilities have increased to $2,936,855 as of April 30, 2012 from $1,816,331 as of April 30, 2011.

Net cash provided by financing activities in the third quarter of fiscal 2012 was 3,993 as compared to $4,678,039 for fiscal 2011. In 2011, the financing activities consisted mainly of the issuance of shares through a non-brokered private placement. No shares were issued in the third quarter of fiscal year 2012.

Net cash provided by investing activities in the third quarter of fiscal 2012 was $31,368 as compared to $(7,827) for the same period in fiscal year 2011. The investment activities include deposit and lease hold improvement.

The Company has suffered recurring losses from operations and currently the revenues do not generate enough cash to sustain its operations. Its ability to conduct operations, including the commercialization of its technologies, development of new technologies and the acquisition of additional technologies is dependent on its ability to raise funds as needed.

At April 30, 2012 the Company had $77,655 in cash and cash equivalents, a decrease of $4,128,938 from $4,206,593 cash and cash equivalents available at April 30, 2011. The consolidated working capital was $(2,704,670) at April 30, 2012, a decrease of $5,191,734 from $2,487,064 of consolidated working capital at April 30, 2011. The decrease in working capital mainly resulted from the decrease in cash.

Share Capital

Set out below is the outstanding share data of the Company as at April 30, 2012. For additional details, see Note 4 to the unaudited consolidated interim financial statements for April 30, 2012.

At April 30, 2012	Number outstanding
Common shares	68,451,588
Stock options	10,935,000
Common share purchase warrants	7,523,292
Agent's warrants	956,131

Outstanding options represent a total of 10,935,000 common shares issuable. At April 30, 2012, 8,538,750 of these options were exercisable and would provide proceeds of $5,746,688 to the Company if all the vested options were exercised in full. The exercise of these options is completely at the discretion of the holders and the Company has no indication that any of these options will be exercised.

At April 30, 2012 the Company had outstanding 7,523,292 common shares purchase warrants of which 1,386,792 are exercisable at $0.70 per share expiring on November 3, 2012; 4,450,000 are exercisable at $0.70 per share expiring on February 9, 2013 and 1,686,500 are exercisable at $0.70 per share expiring on February 17, 2013.

At April 30, 2012 the Company had outstanding 956,131 agent's and finder's warrants; 124,811 were exercisable at $0.70 expiring on November 3, 2012; 621,670 were exercisable at $0.70 per share expiring on February 9, 2013 and 209,650 were exercisable at $0.70 expiring on February 17, 2013.

Contractual Obligations

The following table summarizes the Company's contractual obligations as at April 30, 2012, and the effect such obligations are expected to have on our liquidity and cash flows in future years. The table excludes amounts already recorded in the consolidated balance sheet as current liabilities and certain other purchase obligations discussed below:

	2012	2013	2014	2015	2016
Rental leases	$ 34,482	$ 111,549	$ 68,393	$ 28,496	$ -
Research Contracts	$ 29,934	$ 45,934	$ 50,934	$ 60,934	$ 60,934

Purchase orders for third party components, finished goods and other goods and services are not included in the above table. Management is not able to determine the aggregate amount of such purchase orders that represent contractual obligations, as purchase orders may represent authorizations to purchase rather than

binding agreements. For the purpose of this table, contractual obligations for purchase of goods or services are defined as agreements that are enforceable and legally binding on the Company and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction.

The Company has entered into contracts for other outsourced services. However, the obligations under these contracts are not significant and the contracts generally contain clauses allowing for cancellation without significant penalty. The expected timing of payment of the obligations discussed above is estimated based on current information. The timing of payments and actual amounts paid may be different depending on the time of receipt of goods or services, or for some obligations, changes to agreed-upon amounts.

International Financial Reporting Standards ("IFRS")

On February 23, 2008, the Canadian Accounting Standards Board ("AcSB") announced that all publicly–listed entities will be required to prepare their interim and annual financial statements relating to fiscal years commencing on or after January 1, 2011 in accordance with IFRS. The standard also requires that comparative figures for 2010 be based on IFRS. Accordingly, the Company has adopted IFRS for its fiscal year beginning August 1, 2011 with the quarter ended October 31, 2011 having been the first set of consolidated financial statements prepared in accordance with IFRS. Comparative figures for the quarter ended April 30, 2011 have been presented, including an opening balance sheet as at August 1, 2010 reconciled from current Canadian Standards ("GAAP") to IFRS. The unaudited condensed interim consolidated financial statements, which should be read in conjunction with this discussion, have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting.

The significant accounting policies adopted under IFRS are included in Note 3 to the unaudited condensed interim consolidated financial statements for the quarter ended April 30, 2012. These accounting policies have been applied consistently to all periods presented in the financial statements. They have also been applied in preparing an opening IFRS statement of financial position as at August 1, 2010, the Company's transition date, as required by IFRS 1. The accounting policies have been selected to be consistent with IFRS as is expected to be effective on July 31, 2012, the Company's first annual IFRS reporting date. The standards and interpretations within IFRS are subject to change and accordingly, the accounting policies for the annual period that are relevant to these unaudited condensed interim consolidated financial statements will be finalized only when the first full IFRS financial statements are prepared for the year ending July 31, 2012.

Reconciliations and descriptions of the effect of the transition from Canadian GAAP to IFRS are included in Note 11 to the unaudited consolidated interim financial statements for the quarter ended April 30, 2012.

The Company will continue to deal with the after effects of the implementation of the IFRS; specifically, the assessment of efficiency and effectiveness of internal controls and processes including internal controls over financial reporting and disclosure controls and procedures, and the assessment of information systems and data technology requirements. The Company will continue to provide resources to its employees for continued education on IFRS policies and changes in the future.

Audit Committee

In compliance with the TSX Venture Exchange Policy 3.1 "Directors, Officers and Corporate Governance" section 10.1, the Audit Committee is comprised of three members, David Toyoda (independent), Canada; Dr. Jalil Ali (independent), Malaysia and Dr. A.F Zerrouk (CEO). Mr. Toyoda is the Chairman of the Audit Committee.

David Toyoda is a lawyer with a Bachelor of Commerce degree with honors and serves on several Boards as Director. Dr. A.F. Zerrouk has many years experience serving on the board of high tech organizations, he is a technology developer and scientific entrepreneur and founder of various technology companies. Dr. Jalil Ali has held several faculty and research positions since 1987. He is a member of OSA, SPIE and the Malaysian

Institute of Physics and was head of the technology transfer and innovation department at the University Technology Malaysia.

The Audit Committee will serve until the next Annual General Meeting at which time the new Board of Directors will appoint or re-appoint the Audit Committee.

Additional Information

Additional information relating to the Company, including the Annual Information Form and its audited yearend financial statements is available on SEDAR at www.sedar.com.