



**FORAGE
ORBIT GARANT
DRILLING**



Consolidated financial statements
Third quarter ended
March 31, 2011

ORBIT GARANT DRILLING INC.

Consolidated statement of earnings and comprehensive income

Periods ended
(Unaudited)

| | March 31 2011 (3 months) \$ | March 31 2010 (3 months) \$ | March 31 2011 (9 months) \$ | March 31 2010 (9 months) \$ |
|---|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| CONTRACT REVENUE | 33,405,652 | 28,808,727 | 86,670,594 | 76,867,648 |
| COST OF CONTRACT REVENUE | 24,831,077 | 19,882,026 | 63,411,390 | 52,382,922 |
| GROSS PROFIT | 8,574,575 | 8,926,701 | 23,259,204 | 24,484,726 |
| EXPENSES | | | | |
| General and administrative | 2,679,583 | 1,688,686 | 6,415,592 | 5,077,437 |
| Amortization of property, plant and equipment | 1,857,541 | 1,399,335 | 5,173,480 | 3,923,782 |
| Amortization of intangible assets | 423,528 | 1,062,368 | 1,005,135 | 3,310,642 |
| Loss (gain) on sale of property, plant and equipment | 1,534 | (473,680) | 1,534 | (473,680) |
| Foreign exchange losses | 27,633 | 15,727 | 53,276 | 64,768 |
| Interest on long-term debt | 105,519 | 38,199 | 141,588 | 128,422 |
| Interest and bank charges | 44,589 | 110,327 | 160,679 | 176,024 |
| | 5,139,927 | 3,840,962 | 12,951,284 | 12,207,395 |
| EARNINGS BEFORE THE FOLLOWING ITEMS | 3,434,648 | 5,085,739 | 10,307,920 | 12,277,331 |
| Share in net earnings of a company subject to significant influence | 71,414 | 202,540 | 224,864 | 310,309 |
| Gain on long-term investments | 126,355 | - | 126,355 | - |
| | 197,769 | 202,540 | 351,219 | 310,309 |
| EARNINGS BEFORE INCOME TAXES | 3,632,417 | 5,288,279 | 10,659,139 | 12,587,640 |
| INCOME TAXES | | | | |
| Current | 1,258,765 | 2,339,587 | 3,477,262 | 5,390,140 |
| Future | (73,653) | (771,881) | (214,263) | (1,431,790) |
| | 1,185,112 | 1,567,706 | 3,262,999 | 3,958,350 |
| NET EARNINGS AND COMPREHENSIVE INCOME | 2,447,305 | 3,720,573 | 7,396,140 | 8,629,290 |
| Earnings per share (Note 8) | | | | |
| Basic | 0.07 | 0.11 | 0.22 | 0.26 |
| Diluted | 0.07 | 0.11 | 0.22 | 0.26 |

ORBIT GARANT DRILLING INC.**Consolidated statement of retained earnings and contributed surplus**

Periods ended

(Unaudited)

| | March 31 2011 (3 months) \$ | March 31 2010 (3 months) \$ | March 31 2011 (9 months) \$ | March 31 2010 (9 months) \$ |
|---|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| STATEMENT OF RETAINED EARNINGS | | | | |
| BALANCE, BEGINNING OF THE PERIOD | 41,273,491 | 28,646,173 | 36,324,656 | 23,737,456 |
| NET EARNINGS | 2,447,305 | 3,720,573 | 7,396,140 | 8,629,290 |
| BALANCE, END OF THE PERIOD | <u>43,720,796</u> | <u>32,366,746</u> | <u>43,720,796</u> | <u>32,366,746</u> |
| STATEMENT OF CONTRIBUTED SURPLUS | | | | |
| BALANCE, BEGINNING OF THE PERIOD | 1,631,911 | 1,097,116 | 1,368,606 | 899,336 |
| STOCK-BASED COMPENSATION TO EMPLOYEES AND DIRECTORS (Note 8) | 164,009 | 135,774 | 427,314 | 333,554 |
| BALANCE, END OF THE PERIOD | <u>1,795,920</u> | <u>1,232,890</u> | <u>1,795,920</u> | <u>1,232,890</u> |

ORBIT GARANT DRILLING INC.
Consolidated balance sheet
(Unaudited)

| | March 31 2011 \$ | June 30 2010 \$ |
|--|------------------------|-----------------------|
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash | 2,330,892 | 8,113,518 |
| Accounts receivable | 25,897,307 | 21,188,000 |
| Accounts receivable related from disposal of long-term investments | 701,057 | - |
| Inventories | 31,759,024 | 22,708,282 |
| Income taxes receivable | 3,990,556 | 2,351,181 |
| Prepaid expenses | 630,875 | 460,516 |
| | <u>65,309,711</u> | <u>54,821,497</u> |
| LONG-TERM INVESTMENTS | - | 886,321 |
| PROPERTY, PLANT AND EQUIPMENT | 40,295,198 | 31,680,726 |
| GOODWILL | 25,410,220 | 19,697,965 |
| INTANGIBLE ASSETS | 567,820 | 1,373,563 |
| | <u>131,582,949</u> | <u>108,460,072</u> |
| LIABILITIES | | |
| CURRENT LIABILITIES | | |
| Bank loan (Note 5) | 4,500,000 | - |
| Accounts payable and accrued liabilities | 19,326,032 | 16,600,728 |
| Client deposits | 841,773 | 557,205 |
| Accounts payable related to business acquisitions (Note 2) | 515,085 | - |
| Current portion of long-term debt (Note 6) | 187,236 | 202,870 |
| | <u>25,370,126</u> | <u>17,360,803</u> |
| LONG-TERM DEBT (Note 6) | 6,192,148 | 172,401 |
| FUTURE INCOME TAXES | 1,124,025 | 1,335,445 |
| | <u>32,686,299</u> | <u>18,868,649</u> |
| SHAREHOLDERS' EQUITY | | |
| Share capital (Note 8) | 53,379,934 | 51,898,161 |
| Contributed surplus | 1,795,920 | 1,368,606 |
| Retained earnings | 43,720,796 | 36,324,656 |
| | <u>98,896,650</u> | <u>89,591,423</u> |
| | <u>131,582,949</u> | <u>108,460,072</u> |

APPROVED BY THE BOARD

(signed) Eric Alexandre, Director

(signed) Jean-Yves Laliberté, Director

ORBIT GARANT DRILLING INC.
Consolidated statement of cash flows

Periods ended
(Unaudited)

| | March 31 2011 (3 months) \$ | March 31 2010 (3 months) \$ | March 31 2011 (9 months) \$ | March 31 2010 (9 months) \$ |
|--|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| OPERATING ACTIVITIES | | | | |
| Net earnings | 2,447,305 | 3,720,573 | 7,396,140 | 8,629,290 |
| Items not affecting cash: | | | | |
| Amortization of property, plant and equipment | 1,857,541 | 1,399,335 | 5,173,480 | 3,923,782 |
| Amortization of intangible assets | 423,528 | 1,062,368 | 1,005,135 | 3,310,642 |
| Loss (gain) on disposal of property, plant and equipment | 72,987 | (235,508) | 158,666 | (222,179) |
| Gain on long-term investments | (126,355) | - | (126,355) | - |
| Stock-based compensation | 164,009 | 135,774 | 427,314 | 333,554 |
| Amortization of financing costs | 17,487 | 17,487 | 52,461 | 52,461 |
| Future income taxes | (73,653) | (771,881) | (214,263) | (1,431,790) |
| Share in net earnings of a company subject to significant influence less dividends | (62,647) | (202,540) | (216,097) | (310,309) |
| | 4,720,202 | 5,125,608 | 13,656,481 | 14,285,451 |
| Changes in non-cash operating working capital items (Note 9) | (1,247,923) | (4,488,195) | (11,456,651) | 531,550 |
| | 3,472,279 | 637,413 | 2,199,830 | 14,817,001 |
| INVESTING ACTIVITIES | | | | |
| Business acquisitions (including cash of \$15,416) (Note 2) | (43,172) | - | (6,277,466) | - |
| Acquisition of property, plant and equipment | (6,445,906) | (3,736,547) | (13,207,742) | (7,774,894) |
| Proceeds from disposal of property, plant and equipment | 25,495 | 1,059,250 | 523,384 | 1,059,250 |
| Proceeds from long-term investments | 527,716 | - | 527,716 | - |
| | (5,935,867) | (2,677,297) | (18,434,108) | (6,715,644) |
| FINANCING ACTIVITIES | | | | |
| Bank loan | 3,100,000 | - | 4,500,000 | - |
| Proceeds from long-term debt | - | - | 6,169,782 | 342,364 |
| Repayment of long-term debt | (74,038) | (50,591) | (218,130) | (7,509,283) |
| | 3,025,962 | (50,591) | 10,451,652 | (7,166,919) |
| INCREASE (DECREASE) IN CASH | 562,374 | (2,090,475) | (5,782,626) | 934,438 |
| CASH, BEGINNING OF THE PERIOD | 1,768,518 | 13,582,679 | 8,113,518 | 10,557,766 |
| CASH, END OF THE PERIOD | 2,330,892 | 11,492,204 | 2,330,892 | 11,492,204 |

Additional information (Note 9)

ORBIT GARANT DRILLING INC.

Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

1. BASIS OF PRESENTATION

These interim consolidated financial statements were prepared using accounting policies and methods consistent with those used in the preparation of the company's audited consolidated financial statements for the year ended June 30, 2010. These financial statements do not contain all disclosures required by Canadian generally accepted accounting principles for annual financial statements and, accordingly, the financial statements should be read in conjunction with the most recently prepared annual consolidated financial statements for the year ended June 30, 2010.

2. BUSINESS ACQUISITIONS

Acquisition of 1085820 Ontario Limited (Advantage Control Technologies):

On November 8, 2010, the company acquired all issued and outstanding shares of 1085820 Ontario Limited (specialized in the development of new technologies for mineral drilling in Canada) for a total net consideration of \$3,585,481 (excluding acquisition costs) payable for a cash consideration of \$2,935,000 and \$650,481 through the issuance of 132,743 common shares of the company. Furthermore, the company will pay an estimated cash consideration of \$528,232 as compensation of the net working capital of the company on the acquisition date and an estimated amount of \$136,260 for acquisition costs. The account payable as compensation of the net working capital does not bear interest and will be paid ten days after the deliverance of the financial statements of 1085820 Ontario Limited. An estimated amount of \$3,146,793 has been accounted for as goodwill and management will finalize the purchase price allocation in order to determine the amount to be accounted for as goodwill, intangible assets and future income taxes. During the quarter ended March 31, 2011, an amount of \$64,391 has been accounted for as amortization of intangible assets which represents the management best estimation.

Further to this transaction, the company has also acquired some equipment related to this business for an amount of \$375,000 payable in cash.

The purchase price of 1085820 Ontario Limited is subject to an adjustment of an amount up to \$2,400,000 calculated on the achievement of specified earnings levels over the periods ended November 8, 2011, 2012 and 2013. When the specified earnings are achieved, a payable amount will be accounted for as an increase of goodwill of intangible assets.

Acquisition of Morris Drilling Inc.:

On December 13, 2010, the company acquired all issued and outstanding shares of Morris Drilling Inc. (doing a surface diamond drilling business in Canada) for a total net consideration of \$3,456,292 (excluding acquisition costs) payable for a cash consideration of \$2,625,000 and \$831,292 through the issuance of 173,010 common shares of the company. Furthermore, the company will receive an estimated cash consideration of \$13,147 as compensation of the net working capital of the company on the acquisition date and will pay an estimated amount of \$221,622 for acquisition costs. The account receivable as compensation of the net working capital does not bear interest and will be received ten days after the deliverance of the financial statements of Morris Drilling Inc.. An estimated amount of \$2,764,853 has been accounted for as goodwill and management will finalize the purchase price allocation in order to determine the amount to be accounted for as goodwill, intangible assets and future income taxes. During the quarter ended March 31, 2011, an amount of \$135,000 has been accounted for as amortization of intangible assets which represents the management best estimation.

The results of operations of 1085820 Ontario Limited and Morris Drilling Inc. are included in the consolidated financial statements from November 8, 2010 and December 13, 2010, respectively.

ORBIT GARANT DRILLING INC.
Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

2. BUSINESS ACQUISITIONS (continued)

The estimated purchase price of these above transactions were allocated to the net assets acquired on the basis of their estimated fair values as follows:

| | <u>Total</u> |
|---|------------------|
| | \$ |
| Cash | 15,416 |
| Current assets | 2,348,310 |
| Property, plan and equipments | 1,262,260 |
| Goodwill and intangible assets | 5,911,646 |
| Current liabilities | (1,245,049) |
| Future income taxes | (2,843) |
| Estimated purchase price | <u>8,289,740</u> |
| Estimated consideration | |
| Cash (including acquisition costs of \$357,882) | 6,292,882 |
| Issuance of common shares | 1,481,773 |
| Account payable related to net working capital adjustment | 515,085 |
| | <u>8,289,740</u> |

3. FUTURE ACCOUNTING CHANGES

International Financial Reporting Standards

The Accounting Standards Board of Canada ("AcSB") will make the transition from Canadian GAAP for publicly accountable enterprises to International Financial Reporting Standards ("IFRS") over a transition period that will end effective January 1, 2011 with the adoption of IFRS. In October 2009, the AsSB reconfirmed that IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. The changeover date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company will convert to these new standards according to the timetable set with these new rules for the year beginning on July 1, 2011.

The Company is currently in the process of developing a conversion and implementation plan and assessing the impacts of the conversion on the consolidated financial statements and disclosures of the Company.

Business combinations, consolidated financial statements and non-controlling interests

In January 2009, the CICA issued the following new Handbook sections: Section 1582, Business Combinations, Section 1601, Consolidated Financial Statements and Section 1602, Non-Controlling Interests which replace Section 1581, Business Combinations and Section 1600, Consolidated Financial Statements. These new Sections will be applicable to financial statements relating to fiscal years beginning on or after January 1, 2011. Early adoption is permitted to the extent the three new Sections are adopted simultaneously. Together, the new Sections establish standards for the accounting for a business combination, the preparation of consolidated financial statements and the accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. The Company does not expect that the adoption of these new Sections will have a material impact on its consolidated financial statements.

ORBIT GARANT DRILLING INC.
Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

4. INVENTORY

The cost of inventory recognized as an expense and included in cost of contract revenue has been recorded as follows:

| March 31 2011 (3 months) | March 31 2010 (3 months) | March 31 2011 (9 months) | March 31 2010 (9 months) |
|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| \$ | \$ | \$ | \$ |
| 7,273,250 | 6,988,256 | 17,525,980 | 17,148,164 |

The company's credit facilities related to operations is in part secured by a general assignment of the company's inventory.

5. BANK LOAN

The company has an authorized line of credit for an amount of \$7,000,000 bearing interest at prime rate based on the calculation of quarterly financial ratio and can vary from prime rate plus 0.42% to 1.42%, that was renewable on November 30, 2010. The company obtained an extension until May 31, 2011, as it is in the process of finalizing a new credit facility agreement. Any funds advanced pursuant to this line of credit are secured by a first rank hypothec on the universality of all present and future assets. On March 31, 2011, the prime rate was 3% (June 30, 2010, 2.50%).

Under the terms of the bank loan agreement, the company must satisfy certain restrictive covenants as to minimum financial ratios (see Note 7).

6. LONG-TERM DEBT

| | March 31 2011 | June 30 2010 |
|--|-------------------------|-----------------------|
| | \$ | \$ |
| Loan authorized for a maximum amount of \$12,142,854, quarterly reduced by principal amount of \$714,286, bearing interest at prime rate plus 0.42% maturing June 2012, secured by first rank hypothec on the universality of all present and future assets. The company shall quarterly repay the amount in excess of the authorized amounts as so reduced on such date (a) | 6,100,000 | - |
| Loans, bearing interest at rates ranging from 0% to 1%, payable in monthly instalments of \$18,925, maturing in August 2013, secured by certain vehicles of a net book value of \$568,754 | <u>279,384</u> | <u>375,271</u> |
| | 6,379,384 | 375,271 |
| Current portion | <u>(187,236)</u> | <u>(202,870)</u> |
| | <u><u>6,192,148</u></u> | <u><u>172,401</u></u> |

The company has an authorized loan for a maximum amount of \$2,700,000, quarterly reduced by principal amount of \$300,000, bearing interest at prime rate plus 0.42% maturing June 2012, secured by first rank hypothec on the universality of all present and future assets. The company shall quarterly repay the amount in excess of the authorized amounts as so reduced on such date. (a)

(a) The rate is variable based on the quarterly calculation of a financial ratio and can vary from prime rate plus 0.42% to 1.42%.

Under the terms of the long-term debt agreement, the company must satisfy certain restrictive covenants as to minimum financial ratios (see Note 7).

On March 31, 2011, the prime rate was 3% (June 30, 2010, 2.50%).

ORBIT GARANT DRILLING INC.
Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

6. LONG-TERM DEBT (continued)

Principal payments required in each of the next three periods of twelve months are as follows:

| | <u>\$</u> |
|------|-----------|
| 2012 | 187,236 |
| 2013 | 6,182,456 |
| 2014 | 9,692 |

7. CAPITAL MANAGEMENT

The company includes shareholders' equity (excluding accumulated other comprehensive loss), long-term debt, bank loan and bank overdraft net of cash in the definition of capital.

Total managed capital was as follows:

| | <u>March 31</u> <u>2011</u> <u>\$</u> | <u>June 30</u> <u>2010</u> <u>\$</u> |
|---------------------|---|--|
| Bank loan | 4,500,000 | - |
| Long-term debt | 6,379,384 | 375,271 |
| Share capital | 53,379,934 | 51,898,161 |
| Contributed surplus | 1,795,920 | 1,368,606 |
| Retained earnings | 43,720,796 | 36,324,656 |
| Cash | <u>(2,330,892)</u> | <u>(8,113,518)</u> |
| | <u>107,445,142</u> | <u>81,853,176</u> |

The company's objective when managing its capital structure is to maintain financial flexibility in order to: i) preserve access to capital markets; ii) meet financial obligations and iii) finance internally generated growth and potential new acquisitions. To manage its capital structure, the company may adjust spending, issue new shares, issue new debt or repay existing debt.

Under the terms of certain of the company's debt agreements, the company must satisfy certain financial covenants, such as Senior debt to earnings before income taxes, interest, depreciation and amortization ratio, Senior debt to capitalization ratio and Fixed charge coverage ratio. Such agreements also limit, among other things, the company's ability to incur additional indebtedness, create liens, engage in mergers or acquisitions and make dividend and other payments. During the period, the company was, and continues to be, in compliance with all covenants and other conditions imposed by its debt agreements.

In order to facilitate the management of its capital requirements, the company prepares annual budgets that are updated as necessary, dependent on various factors.

The company's objectives with regards to capital management remain unchanged from the prior period.

ORBIT GARANT DRILLING INC.
Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

8. SHARE CAPITAL

Authorized, an unlimited number of common and preferred shares:

Common shares, participating and voting

Preferred shares, rights' privileges, restrictions and conditions shall be provided before their issuance by a resolution of the board of directors of the company

Common shares issued:

| | Nine month period ended March 31, 2011 | | Year ended June 30, 2010 | |
|----------------------------------|---|--------------------------|-----------------------------|--------------------------|
| | Number of shares | \$ | Number of shares | \$ |
| Balance, beginning of the period | 32,738,684 | 51,918,161 | 32,738,684 | 51,918,161 |
| Shares issued: | | | | |
| For business acquisitions (a) | 305,753 | 1,481,773 | - | - |
| | <u>33,044,437</u> | <u>53,399,934</u> | <u>32,738,684</u> | <u>51,918,161</u> |
| Share purchase financing (b) | - | (20,000) | - | (20,000) |
| Balance, end of the period | <u><u>33,044,437</u></u> | <u><u>53,379,934</u></u> | <u><u>32,738,684</u></u> | <u><u>51,898,161</u></u> |

(a) Issuance during the exercise:

On November 8, 2010, the company issued 132,743 common shares for an amount of \$650,481 as part of the consideration for the acquisition of 1085820 Ontario Limited. Also, on December 13, 2010, the company issued 173,010 common shares for an amount of \$831,292 as a part of the consideration for the acquisition of Morris Drilling Inc. (see Note 2).

(b) Share purchase financing:

On August 20, 2007, 13,333 common shares were issued to an employee of the company at \$1.50 per common share under the company's share purchase plan. The company granted a five-year loan in the amount of \$20,000 to this employee pursuant to the terms and conditions set out in a promissory note secured by 13,333 common shares. The loan is repayable at the earlier of (i) the date the shares were sold or, (ii) at the maturity date of the loan. Interest on the principal of the loan is calculated and compounded annually at a rate of 8%. As at March 31, 2011, the fair value of the securities is \$71,332 .

ORBIT GARANT DRILLING INC.
Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

8. SHARE CAPITAL (continued)

Earnings per share

Diluted earnings per common share were calculated based on net earnings divided by the average number of common shares outstanding taking into account the dilutive effect of stock options using the treasury stock method.

| | March 31 2011 (3 months) | March 31 2010 (3 months) | March 31 2011 (9 months) | March 31 2010 (9 months) |
|--|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | \$ | \$ | \$ | \$ |
| Earnings per share - basic | | | | |
| Net earnings available to common shareholders | 2,447,305 | 3,720,573 | 7,396,140 | 8,629,290 |
| Weighted average basic number of common shares outstanding | <u>33,044,437</u> | <u>32,738,684</u> | <u>32,876,156</u> | <u>32,738,684</u> |
| Earnings per share - basic | <u>0.07</u> | <u>0.11</u> | <u>0.22</u> | <u>0.26</u> |

| | March 31 2011 (3 months) | March 31 2010 (3 months) | March 31 2011 (9 months) | March 31 2010 (9 months) |
|---|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | \$ | \$ | \$ | \$ |
| Earnings per share - diluted | | | | |
| Net earnings available to common shareholders | 2,447,305 | 3,720,573 | 7,396,140 | 8,629,290 |
| Weighted average basic number of common shares outstanding | 33,044,437 | 32,738,684 | 32,876,156 | 32,738,684 |
| Adjustment to average number of common shares - stock options | <u>947,691</u> | <u>756,671</u> | <u>834,605</u> | <u>692,047</u> |
| Weighted average diluted number of common shares outstanding | <u>33,992,128</u> | <u>33,495,355</u> | <u>33,710,761</u> | <u>33,430,731</u> |
| Earnings per share - diluted | <u>0.07</u> | <u>0.11</u> | <u>0.22</u> | <u>0.26</u> |

The calculation of the diluted earnings per share diluted for the period ended March 31, 2011 excludes the effect of 365,000 options (925,000 in 2010) as they are antidilutive.

All stock options outstanding are granted to Directors, Officers and employees. Details regarding the stock options outstanding are as follows:

| | Number of options | Weighted average exercise price \$ |
|----------------------------------|----------------------|--|
| Outstanding as at June 30, 2010 | 1,973,000 | 2.42 |
| Granted during the period | 365,000 | 5.73 |
| Outstanding as of March 31, 2011 | <u>2,338,000</u> | <u>2.93</u> |
| Exercisable as at March 31, 2011 | <u>1,358,000</u> | <u>1.70</u> |

ORBIT GARANT DRILLING INC.
Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

8. SHARE CAPITAL (continued)

The following table summarized information on stock options outstanding at March 31, 2011:

| Range of exercise prices \$ | Outstanding at March 31, 2011 | Weighted average remaining life (years) | Weighted average exercise price \$ | Exercisable at March 31, 2011 | Weighted average exercise price \$ |
|--------------------------------|-------------------------------|---|---------------------------------------|-------------------------------|---------------------------------------|
| 1.00 - 1.50 | 1,048,000 | 5.84 | 1.02 | 1,048,000 | 1.02 |
| 4.00 | 925,000 | 7.65 | 4.00 | 310,000 | 4.00 |
| 5.65 - 6.02 | 365,000 | 6.63 | 5.73 | - | - |
| | <u>2,338,000</u> | | | <u>1,358,000</u> | |

During the periods mentioned below, the total expense related to stock-based compensation to employees and directors has been recorded and presented in general and administrative expenses as follows:

| March 31 2011 (3 months) \$ | March 31 2010 (3 months) \$ | March 31 2011 (9 months) \$ | March 31 2010 (9 months) \$ |
|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| 164,009 | 135,774 | 427,314 | 333,554 |

On November 10, 2010, 290,000 stock options have been granted to employees and directors giving the option to purchase a common share for an exercise price of \$5.65 per share which represents the fair value of a common share at the date of the grant. These options have a life of 7 years and will vest at a rate of 20% per annum commencing 12 months after the date of the grant.

On February 9, 2011, 75,000 stock options have been granted to a director giving the option to purchase a common share for an exercise price of \$6.02 per share which represents the fair value of a common share at the date of the grant. These options have a life of 7 years and will vest at a rate of 20% per annum commencing 12 months after the date of the grant.

The company's calculations of the fair value of options granted were made using the Black-Scholes option-pricing model. The following table summarizes the grant date fair value calculations with weighted average assumptions:

| | Granted in February 2011 | Granted in November 2010 |
|--|--------------------------|--------------------------|
| Risk-free interest rate | 2.31% | 1.84% |
| Expected life (years) | 5 | 5 |
| Expected volatility | 67.96% | 68.88% |
| Expected dividend yield | 0% | 0% |
| Fair value of options granted per option | \$3.45 | \$3.17 |

ORBIT GARANT DRILLING INC.
Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

9. ADDITIONAL INFORMATION RELATING TO THE STATEMENT OF CASH FLOWS

Changes in non-cash operating working capital items

| | March 31 2011 (3 months) \$ | March 31 2010 (3 months) \$ | March 31 2011 (9 months) \$ | March 31 2010 (9 months) \$ |
|--|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Accounts receivable | (7,773,038) | (6,320,732) | (3,246,917) | 3,565,112 |
| Inventories | (3,384,144) | (669,332) | (8,165,732) | (1,224,338) |
| Income taxes receivable | 573,683 | - | (1,716,876) | - |
| Prepaid expenses | (76,160) | (447,139) | (169,449) | (442,505) |
| Accounts payable and accrued liabilities | 9,189,059 | 2,777,132 | 1,572,046 | 1,922,152 |
| Client deposits | 222,677 | 143,042 | 270,277 | 289,402 |
| Income taxes payable | - | 28,834 | - | (3,578,273) |
| | <u>(1,247,923)</u> | <u>(4,488,195)</u> | <u>(11,456,651)</u> | <u>531,550</u> |

Other information

| | | | | |
|-------------------|---------|-----------|-----------|-----------|
| Interest paid | 150,108 | 148,526 | 302,267 | 304,446 |
| Income taxes paid | 685,085 | 2,019,076 | 5,116,637 | 8,968,413 |

10. COMMITMENTS

The company has entered into lease agreements expiring 2013 which call for lease payments of \$85,686 for the rental of vehicles. The company has also entered into lease agreements expiring 2020 for minimum lease payments of \$1,719,550. The minimum lease payments under lease agreements for the next five years are detailed as follows:

| | \$ |
|------|---------|
| 2012 | 216,852 |
| 2013 | 210,533 |
| 2014 | 192,520 |
| 2015 | 178,073 |
| 2016 | 178,073 |

Furthermore, the company has entered into an agreement to purchase from a supplier, a total of \$2,500,000 in products or drilling services, no later than January 31, 2013.

11. FINANCIAL INSTRUMENTS

The company is exposed to various risks related to its financial assets and liabilities. There have been no substantive changes in the company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks, or the methods used to measure them, from previous periods, unless otherwise stated in this note.

Currency risk

The company realizes a part of its activities in US dollars and is thus exposed to foreign exchange fluctuations. The company does not actively manage this risk. As at March 31, 2011, the company has cash in US dollars for an amount of \$599,411 (June 30, 2010, \$227,670) and accounts receivable in US dollars for an amount of \$370,991 (June 30, 2010, \$515,626).

ORBIT GARANT DRILLING INC.

Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
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11. FINANCIAL INSTRUMENTS (continued)

As at March 31, 2011, the company has estimated that a ten percent increase or decrease of the US exchange rate would have caused a corresponding annual increase or decrease in net earnings of approximately \$35,500 (March 31, 2010, \$46,800).

Credit risk

The company provides credit to its customers in the normal course of its operations. The company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. It carries out, on a continuing basis, credit checks on its customers and maintains provisions for contingent credit losses. Demand for the company's drilling services depends upon the level of mineral exploration and development activities conducted by mining companies, particularly with respect to gold, nickel and copper.

In order to reduce the credit risk, the company is using insurance coverage from Export Development Canada ("EDC") on certain accounts receivable from its customers. The insurance program provides under certain terms and conditions an insurance coverage amount of up to 90% of unpaid accounts. As at March 31, 2011, the amount of the insurance coverage from EDC represents approximately 36% of the accounts receivable (June 30, 2010, 53%).

The carrying amounts for accounts receivable are net of allowances for doubtful accounts, which are estimated based on aging analysis of receivables, past experience, specific risks associated with the customer and other relevant information. The maximum exposure to credit risk is the carrying value of the financial assets.

As at March 31, 2011, 57.3% (June 30, 2010, 54.9%) of the trade accounts receivable are aged as current and 2.8% (June 30, 2010, 5%) of receivables are impaired.

One major customer represents 10.4% of the trade accounts receivable as at March 31, 2011 (June 30, 2010, one major customer represents 10% of the trade accounts receivable).

Two major customer represents 27% of the contract revenue for the three month period ended March 31, 2010, respectively by customer, 14% and 13%.

One major customer represents 10.7% of the contract revenue for the six month period ended March 31, 2011 (March 31, 2010, one major customer represents 11% of the contract revenue).

Credit risk also arises from cash and cash equivalents with banks and financial institutions. This risk is limited because the counterparties are mainly Canadian banks with high credit rating.

The company does not enter into derivatives to manage credit risk.

Interest rate risk

The company is subject to interest rate risk since a significant part of the long-term debt bears interest at variable rates.

As at March 31, 2011, the company has estimated that a one percentage point increase or decrease in interest rates would have caused a corresponding annual increase or decrease in net earnings of approximately \$45,200 (March 31, 2010, \$24,700).

Fair value

The fair value of cash, accounts receivable, accounts receivable related from disposal of long-term investments, bank loan, accounts payable and accrued liabilities, client deposits and accounts payable related to business acquisitions is approximately equal to their carrying values due to their short-term maturity.

The fair value of long-term debt approximates its carrying value as it bears interest at variable rate and has financing conditions similar to those currently available to the company.

ORBIT GARANT DRILLING INC.
Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

11. FINANCIAL INSTRUMENTS (continued)

Liquidity risk

Liquidity risk arises from the company's management of working capital, the finance charges and principal repayments on its debt instruments. It is the risk that the company will not be able to meet its financial obligations as they fall due.

The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Included in Notes 5 and 6 are details of undrawn facilities that the company has at its disposal to further reduce liquidity risk.

| | Total | 0-1 year | 2-3 years |
|--|-------------------|-------------------|------------------|
| | \$ | \$ | \$ |
| Bank loan | 4,500,000 | 4,500,000 | - |
| Client deposits | 841,773 | 841,773 | - |
| Accounts payable and accrued charges | 19,326,032 | 19,326,032 | - |
| Accounts payable related to business acquisition | 515,085 | 515,085 | - |
| Long-term debt (capital only) | 6,379,384 | 187,236 | 6,192,148 |
| | <u>31,562,274</u> | <u>25,370,126</u> | <u>6,192,148</u> |

12. SEGMENTED INFORMATION

The company operates in three geographic segments, Drilling Canada, Drilling International (US, Central and South America) and Manufacturing Canada. The services provided in each of the reportable drilling segments are essentially the same. Management evaluates performance based on gross profit in these three geographic segments before interest, general corporate expenses and income taxes. Data relating to each of the company's reportable segments is presented as follows:

| | March 31 2011 (3 months) | March 31 2010 (3 months) | March 31 2011 (9 months) | March 31 2010 (9 months) |
|------------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | \$ | \$ | \$ | \$ |
| Contract revenue | | | | |
| Drilling Canada | 26,738,694 | 26,839,500 | 72,782,560 | 70,673,765 |
| Drilling International | 5,633,992 | 1,969,227 | 11,727,296 | 6,099,866 |
| Manufacturing Canada | 3,585,929 | 3,440,894 | 7,734,039 | 5,285,393 |
| Elimination - Manufacturing Canada | (2,552,963) | (3,440,894) | (5,573,301) | (5,191,376) |
| | <u>33,405,652</u> | <u>28,808,727</u> | <u>86,670,594</u> | <u>76,867,648</u> |
| Gross profit | | | | |
| Drilling Canada | 5,437,849 | 8,322,089 | 16,416,166 | 22,562,623 |
| Drilling International | 2,660,469 | 604,612 | 5,996,710 | 1,849,652 |
| Manufacturing Canada | 476,257 | - | 846,328 | 72,451 |
| | <u>8,574,575</u> | <u>8,926,701</u> | <u>23,259,204</u> | <u>24,484,726</u> |
| Interest | 150,108 | 148,526 | 302,267 | 304,446 |
| General corporate expenses | 4,792,050 | 3,489,896 | 12,297,798 | 11,592,640 |
| Income taxes | 1,185,112 | 1,567,706 | 3,262,999 | 3,958,350 |
| | <u>6,127,270</u> | <u>5,206,128</u> | <u>15,863,064</u> | <u>15,855,436</u> |
| Net earnings | <u>2,447,305</u> | <u>3,720,573</u> | <u>7,396,140</u> | <u>8,629,290</u> |

ORBIT GARANT DRILLING INC.
Notes to consolidated financial statements

For the periods ended March, 2011 and 2010
(Unaudited)

12. SEGMENTED INFORMATION (continued)

| | March 31 2011 (3 months) | March 31 2010 (3 months) | March 31 2011 (9 months) | March 31 2010 (9 months) |
|-----------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | \$ | \$ | \$ | \$ |
| Amortization | | | | |
| Drilling and Manufacturing Canada | 2,035,831 | 2,296,888 | 5,494,341 | 6,771,573 |
| Drilling International | 245,238 | 164,815 | 684,274 | 462,851 |
| | <u>2,281,069</u> | <u>2,461,703</u> | <u>6,178,615</u> | <u>7,234,424</u> |
| | | | As at March 31, 2011 | As at June 30, 2010 |
| | | | \$ | \$ |
| Total asset | | | | |
| Drilling and Manufacturing Canada | | | 124,708,794 | 100,764,064 |
| Drilling International | | | <u>6,874,155</u> | <u>7,696,008</u> |
| | | | <u>131,582,949</u> | <u>108,460,072</u> |
| Property, plant and equipment | | | | |
| Drilling and Manufacturing Canada | | | 36,836,573 | 28,209,911 |
| Drilling International | | | <u>3,458,625</u> | <u>3,470,815</u> |
| | | | <u>40,295,198</u> | <u>31,680,726</u> |

13. COMPARATIVE FIGURES

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