

Wanted Technologies Corporation

Consolidated Financial Statements June 30, 2009 and 2008

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Auditor's Report

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To the Shareholders of
Wanted Technologies Corporation

We have audited the consolidated balance sheets of Wanted Technologies Corporation as at June 30, 2009 and 2008 and the consolidated statements of earnings and comprehensive income, deficit, contributed surplus and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2009 and 2008 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

*Raymond Chabot Grant Thornton LLP*¹

Québec, August 6, 2009

¹ Chartered accountant auditor permit no. 13790

Wanted Technologies Corporation

Consolidated Earnings and Comprehensive Income

Years ended June 30, 2009 and 2008

	2009	2008
	\$	\$
Revenues	6,115,427	5,676,077
Cost of goods sold	221,800	247,375
Gross margin	<u>5,893,627</u>	<u>5,428,702</u>
Expenses		
Research and development expenses, net of tax credits	1,451,396	1,607,885
Marketing and selling expenses	2,231,157	1,517,467
Administrative expenses	1,280,127	1,432,424
Amortization of intangible assets	255,412	209,244
Financial expenses, net amount	51,595	67,005
	<u>5,269,687</u>	<u>4,834,025</u>
Earnings before other revenue (expenses) and income taxes	623,940	594,677
Other revenue (expenses)		
Exchange gain (loss)	122,795	(13,895)
Severance premium		(225,000)
Gain on disposal of property, plant and equipment	175	4,412
Earnings before income taxes	<u>746,910</u>	<u>360,194</u>
Income taxes (Note 16)	<u>178,102</u>	
Net earnings and comprehensive income	<u><u>568,808</u></u>	<u><u>360,194</u></u>
Basic and diluted net earnings per share (Note 20)	0.024	0.015

The accompanying notes are an integral part of the consolidated financial statements and Note 5 provides additional information on consolidated earnings.

Wanted Technologies Corporation
Consolidated Deficit
Consolidated Contributed Surplus

Years ended June 30, 2009 and 2008

	<u>2009</u>	<u>2008</u>
	\$	\$
DEFICIT		
Balance, beginning of year	(8,520,384)	(8,880,578)
Net earnings	<u>568,808</u>	<u>360,194</u>
Balance, end of year	<u><u>(7,951,576)</u></u>	<u><u>(8,520,384)</u></u>
CONTRIBUTED SURPLUS		
Balance, beginning of year	1,802,078	1,663,520
Stock options forfeited (Note 14)		138,558
Redemption of share discount (Note 13)	<u>34,500</u>	
Balance, end of year	<u><u>1,836,578</u></u>	<u><u>1,802,078</u></u>

The accompanying notes are an integral part of the consolidated financial statements.

Wanted Technologies Corporation

Consolidated Cash Flows

Years ended June 30, 2009 and 2008

	2009	2008
	\$	\$
OPERATING ACTIVITIES		
Net earnings	568,808	360,194
Non-cash items		
Amortization of property, plant and equipment	173,014	199,785
Amortization of intangible assets	255,412	209,244
Stock-based compensation	88,760	205,220
Gain on disposal of property, plant and equipment	(175)	(4,412)
Changes in working capital items (Note 6)	289,421	(557,447)
Cash flows from operating activities	<u>1,375,240</u>	<u>412,584</u>
INVESTING ACTIVITIES		
Business acquisition, net of cash		(187,876)
Acquisition of property, plant and equipment	(129,810)	(81,838)
Disposal of property, plant and equipment	175	4,412
Acquisition of temporary investments	(519,865)	(1,004,136)
Disposal of temporary investments	1,004,136	524,795
Cash flows from investing activities	<u>354,636</u>	<u>(744,643)</u>
FINANCING ACTIVITIES		
Long-term debt		750,000
Repayment of debts	(216,391)	(292,642)
Issuance of shares following exercise of options		16,000
Share redemption	(32,250)	
Cash flows from financing activities	<u>(248,641)</u>	<u>473,358</u>
Net increase in cash	<u>1,481,235</u>	<u>141,299</u>
Cash, beginning of year	261,735	120,436
Cash, end of year	<u>1,742,970</u>	<u>261,735</u>

The accompanying notes are an integral part of the consolidated financial statements.

Wanted Technologies Corporation

Consolidated Balance Sheets

June 30, 2009 and 2008

	2009	2008
	\$	\$
ASSETS		
Current assets		
Cash	1,742,970	261,735
Temporary investments (Note 7)	519,865	1,004,136
Trade accounts receivable and other receivables (Note 8)	819,938	1,114,907
Research and development tax credits receivable for a company registered at CNNTQ	234,051	197,883
Prepaid expenses	127,617	114,289
	<u>3,444,441</u>	<u>2,692,950</u>
Property, plant and equipment (Note 9)	500,733	543,937
Intangible assets (Note 10)	896,925	1,152,337
Goodwill	1,415,997	1,415,997
	<u>6,258,096</u>	<u>5,805,221</u>
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	568,631	685,782
Deferred revenue	242,661	186,006
Income taxes payable	104,444	
Instalments on long-term debt (Note 12)	162,857	216,377
	<u>1,078,593</u>	<u>1,088,165</u>
Long-term debt (Note 12)	343,102	505,973
	<u>1,421,695</u>	<u>1,594,138</u>
SHAREHOLDERS' EQUITY		
Capital stock (Note 13)	10,690,212	10,756,962
Stock options (Note 14)	261,187	172,427
Contributed surplus	1,836,578	1,802,078
Deficit	(7,951,576)	(8,520,384)
	<u>4,836,401</u>	<u>4,211,083</u>
	<u>6,258,096</u>	<u>5,805,221</u>

The accompanying notes are an integral part of the consolidated financial statements.

On behalf of the Board,

(s) Jean Énault

Jean Énault
Director

(s) Bruce Murray

Bruce Murray
President and Chief Executive Officer

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

1 - GOVERNING STATUTES AND NATURE OF OPERATIONS

The Company, incorporated under the Canada Business Corporations Act, provides access to various databases and updates them regularly.

2 - CHANGES IN ACCOUNTING POLICIES

Financial instruments – Presentation and disclosures

On July 1, 2008, in accordance with the applicable transitional provisions, the Company adopted the new recommendations of Sections 3862, "Financial Instruments - Disclosures", and 3863, "Financial Instruments - Presentation" of the *Canadian Institute of Chartered Accountants Handbook* which establish standards for the presentation and disclosure of financial instruments and non-financial derivatives. The new sections, effective for the years beginning on or after October 1, 2007, replace section 3861 "Financial instruments – Disclosures and presentation". The new accounting standards only address disclosures and will have no impact on the Company's financial results.

Capital disclosures

On July 1, 2008, in accordance with the applicable transitional provisions, the Company adopted the new recommendations of Section 1535, "Capital Disclosures" of the *Canadian Institute of Chartered Accountants' Handbook*. The new sections, effective for the years beginning on or after October 1, 2007, establishes standards for disclosing information about an entity's capital and how it is managed. The new accounting standard only addresses disclosures and has no impact on the Company's financial results.

Going concern assumption

On July 1, 2008, in accordance with the applicable transitional provisions, the Company adopted the new recommendations of Section 1400, "General Standards of Financial Statement Presentation", of the *Canadian Institute of Chartered Accountants' Handbook*, dealing with the going concern assumption. The new recommendations, effective for the years beginning on or after January 1, 2008, require management to make an assessment of the Company's ability to continue as a going concern over a period which is at least, but not limited to, twelve months from the balance sheet date. The new requirements only address disclosures and have no impact on the Company's financial results.

3 - CHANGE IN ACCOUNTING ESTIMATES

Non-competition agreements

As of June 30, 2009, the Company has reassessed the period over which future economic benefits would be generated by the non-competition agreements classified as intangible assets. The estimation of the useful life of the non-competition agreements has been modified from 3 years to 2 years. This change in accounting estimate increased, for the year ended June 30, 2009, the amortization of intangible assets, increased the deficit and decreased intangible assets, as at June 30, 2009, by \$46,618. For the year ending June 30, 2010, this change in accounting estimate will decrease the amortization of intangible assets by \$46,618.

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

4 - ACCOUNTING POLICIES

Accounting estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts recorded in the financial statements and notes to financial statements. These estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Actual results may differ from these estimates. The most significant estimates include, but are not limited to, testing for impairment of goodwill and long-term assets, the estimated useful lives of depreciable long-lived assets the eligibility of costs related to tax credits, allowances for doubtful accounts and valuation allowances against future income tax assets.

Basis of presentation

The financial statements are prepared using the historical cost method, except for certain financial instruments that are recognized at fair value. No information on fair value is presented when the carrying amount corresponds to a reasonable approximation of the fair value.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and those of its wholly-owned subsidiary. During the year, the subsidiary obtained authorization to change its corporate name, Corzen Inc., to Wanted USA Inc.

Revenue recognition

The Company recognizes revenue as services are rendered, and when there is persuasive evidence an arrangement exists and collection is reasonably assured. Revenue from database access contracts are recognized on a straight-line basis over the term of the contracts. Amounts received that do not yet satisfy revenue recognition criteria are recorded as deferred revenue.

Investment transactions are recorded on the settlement date and resulting revenues are recognized using the accrual method of accounting. Interest income is recognized based on the number of days the investment was held during the year and are calculated using the effective interest method.

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

4 - ACCOUNTING POLICIES (Continued)

Amortization

Property, plant and equipment and intangible assets are amortized over their estimated useful lives according to the following methods, annual rates and periods:

	<u>Methods</u>	<u>Rates and periods</u>
Property, plant and equipment		
Furniture and equipment	Diminishing balance	20%
Computer equipment and software	Diminishing balance	30%
Intangible assets		
Client list	Straight-line	7.5 years
Non-competition agreements (Note 3)	Straight-line	2 years

Share issue expenses

Share issue expenses are recorded in the statement of deficit.

Foreign currency translation

Monetary assets and liabilities in foreign currency of Canadian corporations and integrated foreign operations are translated at the exchange rate in effect at the balance sheet date, whereas other assets and liabilities are translated at the exchange rate in effect at the transaction date. Revenue and expenses in foreign currency are translated at the average rate in effect during the year, with the exception of revenue and expenses relating to non-monetary assets and liabilities, which are translated at the historical rate. Gains and losses are included in the earnings for the year.

Income taxes

The Company uses the liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined according to differences between the carrying amounts and tax bases of assets and liabilities. They are measured by applying enacted or substantively enacted tax rates and laws at the date of the financial statements for the years in which the temporary differences are expected to reverse. The Company recognizes future income tax assets only when it is more likely than not that some or all the future income tax assets will be realized.

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

4 - ACCOUNTING POLICIES (Continued)

Research and development costs and tax credits for a company registered at the Centre National des Nouvelles Technologies de Québec (CNNTQ) relating to research and development

Research and development costs are expensed as they are incurred. However, development costs are deferred when they meet the generally accepted criteria to the extent that their recovery can reasonably be regarded as assured.

Tax credits for a company registered at CNNTQ relating to research and development are applied against research and development costs during the year in which the costs are incurred, provided that the Company is reasonably certain that the credits will be received. These tax credits must be examined and approved by the tax authorities and it is possible that the amounts granted will differ from the amounts recorded.

Stock-option plan

The Company offers a stock-option plan, which is described in Note 14. The Company uses the fair-value method for the stock options granted to directors, officers, employees and consultants. This method consists of recording expenses to earnings based on the exercise terms and conditions of the options granted. The fair value is calculated using on the Black-Scholes option pricing model. When stock options are exercised, any consideration paid and any amount recorded under Stock options are credited to the capital stock. When options are forfeited, any amount recorded under Stock options related to the forfeited options is credited to the contributed surplus.

Earnings per share

The basic net earnings per share is calculated based on the weighted average number of shares outstanding during the year. The diluted net earnings per share is calculated giving effect to the potential dilution that could occur if securities or other contracts to issue shares were exercised at the later of the beginning of the year or the issuance date. The treasury stock method is used to determine the dilutive effect of options and warrants.

Impairment of long-lived assets

Long-lived assets are tested for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. The carrying amount of a long-lived asset is not recoverable when it exceeds the sum of the undiscounted cash flows expected from its use and eventual disposal. In such a case, an impairment loss must be recognized and is equivalent to the excess of the carrying amount of a long-lived asset over its fair value.

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

4 - ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill is the excess of the cost of an acquired enterprise over the net amounts assigned to assets acquired and liabilities assumed. Goodwill is not amortized. It is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. Any impairment of goodwill will be recorded in earnings. The impairment test determines whether the fair value of the reporting unit exceeds the net carrying amount of this reporting unit at the valuation date. If the fair value exceeds the carrying amount, there is no impairment. If the carrying amount exceeds the fair value, the reporting unit is subject to a second impairment test to calculate the estimated value of the goodwill to determine whether it is lower than the carrying amount. The estimated fair value of goodwill is calculated using the same method used to determine the fair value of goodwill at the acquisition date at the time of a business combination, i.e., the excess fair value of the reporting unit over the value of identifiable assets acquired from the reporting unit.

Financial assets and liabilities

On initial recognition, all financial assets and liabilities are measured and recognized at their fair value, except for assets and liabilities ensuing from certain related party transactions.

Transaction costs from financial instruments are recognized in earnings and presented under financial expenses.

Subsequently, financial assets and liabilities are measured and recognized as follows:

Financial assets

– Held-for-trading financial assets

Held-for-trading financial assets and liabilities are measured at their fair value and changes in fair value are recognized in earnings.

On initial recognition, term deposits are designated as held for trading because the Company believes that the financial information generated by this classification is more relevant for decision – making.

– Loans and receivables

Loans and receivables are measured at amortized cost using the effective interest method.

An allowance for accounts receivable is made when the Company has obtained an objective indication that it will not be able to collect the amount due according to the original terms and conditions agreed to with customers. Client's major financial difficulties, the increasing possibility of bankruptcy or reorganization and default in payments or late payments are considered as indicators that the trade accounts receivable have been impaired.

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

4 - ACCOUNTING POLICIES (Continued)

When accounts receivable are no longer recoverable, they are written off and the allowance for doubtful accounts is reduced. Subsequent recoveries of such amounts are credited to earnings.

– Held-to-maturity investments

Held-to-maturity investments are measured at amortized cost using the effective interest method.

Financial liabilities

– Other financial liabilities

Other financial liabilities are measured at amortized cost calculated using the effective interest method.

5 - INFORMATION INCLUDED IN EARNINGS

	2009	2008
	\$	\$
Research and development expenses	1,705,382	1,784,174
Tax credits for a company registered at CNNTQ relating to research and development	253,986	176,289
Amortization of property, plant and equipment		
Research and development expenses	168,697	194,176
Marketing and selling expenses	3,084	4,127
Administrative expenses	1,233	1,482
Financial expenses, net amount		
Interest on long-term debt	41,855	56,461
Interest on convertible debenture		1,205
	<u>41,855</u>	<u>57,666</u>
Transaction costs related to "other financial liabilities"	10,730	32,770
Other financial expenses	27,979	19,859
	<u>38,709</u>	<u>52,629</u>
Less:		
Interest income on "designated as held-for-trading financial assets"	(16,520)	(28,666)
Interest income on "held-to-maturity investments"	(12,449)	(14,624)
	<u>(28,969)</u>	<u>(43,290)</u>
	<u>51,595</u>	<u>67,005</u>

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

5 - INFORMATION INCLUDED IN EARNINGS (Continued)

During the year ended June 30, 2008 and following the departure of the Company's president and chief executive officer, the Company recorded a severance premium of \$225,000. The severance premium was recorded in other expenses. As at June 30, 2009, this severance premium was totally paid (\$174,150 payable as at June 30, 2008).

6 - INFORMATION INCLUDED IN THE STATEMENT OF CONSOLIDATED CASH FLOWS

Changes in working capital items are detailed as follows:

	<u>2009</u>	<u>2008</u>
	\$	\$
Trade accounts receivable and other receivables	294,969	(452,451)
Tax credits for a company registered at CNNTQ relating to and for research and development receivable	(36,168)	6,628
Prepaid expenses	(13,328)	67,900
Accounts payable and accrued liabilities	(117,151)	(65,250)
Deferred revenue	56,655	(114,274)
Income taxes payable	104,444	
	<u>289,421</u>	<u>(557,447)</u>

Cash flows relating to interest and income taxes from operating activities are detailed as follows:

	<u>2009</u>	<u>2008</u>
	\$	\$
Interest paid	41,855	54,898
Income taxes paid	73,658	

7 - TEMPORARY INVESTMENTS

	<u>2009</u>	<u>2008</u>
	\$	\$
Banker's acceptances, 2.84%, maturing in August 2008 (market value of \$500,669 in 2008)		500,000
Term deposit, 0.47%, maturing in June 2010 (3.12%, maturing in June 2009 in 2008)	519,865	504,136
	<u>519,865</u>	<u>1,004,136</u>

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

8 - TRADE ACCOUNTS RECEIVABLE AND OTHER RECEIVABLES

	<u>2009</u>	<u>2008</u>
	\$	\$
Trade accounts receivable (a)	924,071	1,108,280
Allowance for doubtful accounts (b)	<u>(110,940)</u>	<u>(33,000)</u>
	813,131	1,075,280
Other receivables	<u>6,807</u>	<u>39,627</u>
	<u><u>819,938</u></u>	<u><u>1,114,907</u></u>

- (a) All of the trade accounts receivable and other receivables have been reviewed for indicators of impairment. Certain trade accounts receivables were found to be impaired and an allowance has been recorded accordingly. The impaired trade accounts, receivables mostly result from customers in the media market that are experiencing financial difficulties.

As of June 30, the aging of the trade accounts receivables is as follows:

	<u>2009</u>	<u>2008</u>
	\$	\$
Current	570,604	523,789
Past due 0-30 days	86,975	212,399
Past due 31-120 days	125,717	239,463
Past due over 121 days	<u>29,835</u>	<u>99,629</u>
Unimpaired trade accounts receivable	<u><u>813,131</u></u>	<u><u>1,075,280</u></u>

As at June 30, 2009, the amounts receivable from two customers represented 23% and 13%, respectively (14% and 12% as at June 30, 2008) of total trade accounts receivable.

- (b) The movement in the allowance for doubtful accounts can be reconciled as follows:

	<u>2009</u>	<u>2008</u>
	\$	\$
Balance, beginning of year	33,000	10,000
Increase in the allowance during the year	125,483	23,000
Amounts written off during the year	(43,687)	
Amounts recovered during the year	<u>(3,856)</u>	
Allowance for doubtful accounts, end of year	<u><u>110,940</u></u>	<u><u>33,000</u></u>

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

9 - PROPERTY, PLANT AND EQUIPMENT

	2009		
	Cost	Accumulated amortization	Amortized cost
	\$	\$	\$
Furniture and equipment	156,790	115,329	41,461
Computer equipment	1,120,064	832,893	287,171
Software	112,151	94,877	17,274
Assets under capital leases			
Computer equipment	355,100	200,273	154,827
	<u>1,744,105</u>	<u>1,243,372</u>	<u>500,733</u>
	2008		
	Cost	Accumulated amortization	Amortized cost
	\$	\$	\$
Furniture and equipment	145,267	107,611	37,656
Computer equipment	1,001,779	741,356	260,423
Software	112,151	87,474	24,677
Assets under capital leases			
Computer equipment	355,100	133,919	221,181
	<u>1,614,297</u>	<u>1,070,360</u>	<u>543,937</u>

During the year ended June 30, 2008, the Company acquired \$121,053 in property, plant and equipment by way of capital leases.

10 - INTANGIBLE ASSETS

	2009		
	Cost	Accumulated amortization	Amortized cost
	\$	\$	\$
Client list	1,223,079	326,154	896,925
Non-competition agreements (Note 3)	138,502	138,502	
	<u>1,361,581</u>	<u>464,656</u>	<u>896,925</u>
	2008		
	Cost	Accumulated amortization	Amortized cost
	\$	\$	\$
Client list	1,223,079	163,076	1,060,003
Non-competition agreements (Note 3)	138,502	46,168	92,334
	<u>1,361,581</u>	<u>209,244</u>	<u>1,152,337</u>

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

11 - BANK LOANS

A Canadian bank loan for an authorized amount of \$500,000, bearing interest at the prime rate plus 1% (3.25%; 5.75% in 2008), is secured by the accounts receivable. The bank loan is renewable in October 2009 and is subject to certain restrictive covenants which, as at June 30, 2009, are not in default. During the year ended June 30, 2009, the Company was in compliance with these restrictive covenants and still is as at June 30, 2009.

12 - LONG-TERM DEBT

	2009	2008
	\$	\$
Term loan, 6.65%, secured by movable hypothec of \$750,000 on all of the Company's assets, payable in June 30, 2009 blended monthly instalments of \$14,727, maturing in July 2010 (a)	491,613	630,608
Obligations under capital leases, interest rate varying between 7.4% and 10.6%, payable in monthly instalments maturing on different dates until October 2009	14,346	91,742
	<u>505,959</u>	<u>722,350</u>
Instalments due within one year	162,857	216,377
	<u>343,102</u>	<u>505,973</u>

(a) The credit agreement includes restrictive covenants. As at June 30, 2009, the Company is not in default of any of these restrictive covenants.

The instalments on long-term debt for the next years are detailed as follows:

	Capital leases	Other loan
	\$	\$
2010	14,554	148,511
2011		343,102
	<u>14,554</u>	
Interest expenses included in payments	208	
	<u>14,346</u>	

13 - CAPITAL STOCK

The Company's capital stock is detailed as follows:

Authorized

Unlimited number of class "A" shares without par value, voting and participating

Unlimited number of class "B" shares without par value, non-voting, non-participating, issued in series, the terms of each series to be determined on the issue date

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

13 - CAPITAL STOCK (Continued)

Issued and fully paid

The following table presents the changes in the Company's capital stock during the last two years:

	Number of class "A" shares	Amount \$
Balance as at June 30, 2007	23,787,993	10,510,300
Share issuance following conversion of convertible debenture (a)	333,333	226,283
Share issuance following the exercise of options (Note 14)	40,000	20,379
Balance as at June 30, 2008	24,161,326	10,756,962
Shares redeemed and cancelled (b)	150,000	66,750
Balance as at June 30, 2009	<u>24,011,326</u>	<u>10,690,212</u>

- (a) On July 23, 2007, Société Innovatech Québec asked that the totality of the amount in capital of \$200,000 be converted at a price of \$0.60 per share. The conversion increased the total number of shares by 333,333 class "A" shares and the value of capital stock by \$226,283.
- (b) During the year ended June 30, 2009, the Company redeemed and cancelled 150,000 class "A" shares for a total redemption price of \$32,250 in cash. The difference between the redemption price and the carrying value, being \$34,500, has been applied to the contributed surplus.

14 - STOCK OPTIONS

Stock option plan

The Company has established a stock option plan for directors, officers, employees and consultants. All options granted under the plan may be exercised within a maximum of five years from the grant date. The Board of Directors designates the beneficiaries and determines the number of class "A" shares subject to these options, the vesting period, exercise price, expiration date, acquisition terms and restrictions on the exercise of these options. The share acquisition price must not be less than 75% of the closing price on the day prior to the date of grant of these shares.

The maximum number of class "A" shares issued under the terms of the plan was established at 10% of the issued and outstanding class "A" shares. The maximum number that may be granted to a director, officer or employee of the Company cannot exceed 5% of all the outstanding class "A" shares. As for a consultant, the maximum cannot exceed 2%.

Vesting occurs in stages, i.e., 20% upon signing and the remaining 80% vests gradually at 20% per annum over a period of 48 months. For underwriters, vesting is upon the signing of contracts.

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

June 30, 2009 and 2008

14 - STOCK OPTIONS (Continued)

The following table presents information on stock options outstanding and exercisable at the end of the years ended June 30, 2009 and 2008:

	2009		2008	
	Number of options outstanding	Weighted average exercise price	Number of options outstanding	Weighted average exercise price
		\$		\$
Outstanding, beginning of year	1,515,000	0.46	1,430,000	0.38
Granted during the year	375,000	0.40	1,060,000	0.68
Exercised during the year			(40,000)	0.40
Forfeited during the year			(935,000)	0.58
Outstanding, end of year	<u>1,890,000</u>	<u>0.45</u>	<u>1,515,000</u>	<u>0.46</u>

The options outstanding as at June 30, 2009 are detailed as follows:

Options outstanding and exercisable			
Exercise price	Number of options outstanding	Weighted average life	Number of options exercisable
\$			
0.20	130,000	7 days	130,000
0.40	1,425,000	32 months	805,000
0.76	335,000	37 months	134,000
	<u>1,890,000</u>		<u>1,069,000</u>

The options outstanding as at June 30, 2008 are detailed as follows:

Options outstanding and exercisable			
Exercise price	Number of options outstanding	Weighted average life	Number of options exercisable
\$			
0.20	130,000	12 months	130,000
0.40	1,050,000	37 months	480,000
0.76	335,000	49 months	67,000
	<u>1,515,000</u>		<u>677,000</u>

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

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14 - STOCK OPTIONS (Continued)

The following table presents the changes in stock options for the years ended June 30, 2009 and 2008:

	2009	2008
	\$	\$
Balance, beginning of year	172,427	110,144
Stock-based compensation during the year	88,760	205,220
Exercised during the year		(4,379)
Forfeited during the year		(138,558)
Balance, end of year	<u>261,187</u>	<u>172,427</u>

For the year ended June 30, 2009, the Company recorded \$88,760 (\$205,220 in 2008) in stock-based compensation for options granted to directors and officers.

The Company issued, during the year ended June 30, 2009, 375,000 stock options (1,060,000 in 2008). The weighted average fair value of the options granted during the year ended June 30, 2009 is \$0.15 per option (\$0.49 in 2008). The weighted average fair value of each option granted is estimated at the grant date using the Black-Scholes option pricing model. The valuation was carried out using the following weighted average assumptions: expected volatility of 98%, risk-free interest rate of 2.83%, expected life of 60 months and no expected dividend (100%, 4.21%, 60 months and none, respectively, in 2008).

The following table summarizes information relating to the stock options issued during the years ended June 30, 2009 and 2008:

Exercise price compared to share price at the attribution date	2009			2008		
	Number of options	Weighted average exercise price	Weighted average fair value	Number of options	Weighted average exercise price	Weighted average fair value
		\$	\$		\$	\$
Greater than	375,000	0.40	0.15	125,000	0.76	0.50
Equal to				250,000	0.40	0.19
Lesser than				685,000	0.76	0.60
	<u>375,000</u>		<u>0.15</u>	<u>1,060,000</u>		<u>0.49</u>

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15 - COMMITMENTS

The Company has entered into long-term lease agreements expiring in September 2010, which call for minimum lease payments of \$151,964 for the rental of offices. The minimum lease payments for the next years are \$121,571 in 2010 and \$30,393 in 2011.

Pursuant to an agreement signed on June 29, 2009, the Company has committed to purchase, for resale, US\$185,000 of data and information from a vendor. These purchases must be concluded over an eighteen-month period ending December 25, 2010. As at June 30, 2009, the Company had not yet purchased data nor information from that vendor.

16 - INCOME TAXES

The Company's effective income tax rate differs from the combined federal and provincial income tax rate in Canada. This difference arises from the following items:

	<u>2009</u>	<u>2008</u>
	\$	\$
Earnings before income taxes	746,910	360,194
Income taxes calculated using the combined federal and provincial income tax rate in Canada	<u>30.90%</u> 230,795	<u>31.46%</u> 113,317
Increase decrease in income taxes resulting from the following:		
Unrecognized future income tax assets	(180,716)	(207,163)
Undeductible accounting amortization of property, plant and equipment and intangible assets	108,468	74,176
Undeductible stock-based compensation	27,427	64,562
Deductibility of share issue expenses	(44,721)	(47,994)
Difference between American and Canadian income tax rate relating to foreign operations revenue	62,722	
Other	<u>(25,873)</u>	<u>3,102</u>
	<u>178,102</u>	<u> </u>

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16 - INCOME TAXES (Continued)

Future income tax assets of approximately \$256,400 (\$408,928 in 2008) are not reflected in the financial statements. The components of this amount are summarized as follows:

	<u>2009</u>	<u>2008</u>
	\$	\$
Future income tax assets		
Non-capital losses	79,262	308,087
Research and development costs	172,155	143,974
Temporary differences attributable to amortization of property, plant and equipment and intangible assets	(51,439)	(140,250)
Temporary differences attributable to amortization of share issue expenses and financing expenses	<u>56,422</u>	<u>97,117</u>
	256,400	408,928
Unrecorded net future income tax assets	<u>(256,400)</u>	<u>(408,928)</u>
Net future income tax assets	<u><u> </u></u>	<u><u> </u></u>

Tax losses which are available to reduce income taxes in future years and eligible research and development costs are detailed as follows:

	<u>Federal</u>	<u>Provincial</u>
	\$	\$
Amount of the loss carry-forwards for tax purposes expiring within the following years:		
2013	25,975	89,870
2014	109,342	109,342
2015	75,102	78,932
2026	<u>78,275</u>	<u>24,027</u>
	288,694	302,171
Eligible research and development costs that can be carried over an indefinite period	<u>619,098</u>	<u>666,303</u>
	<u><u>907,792</u></u>	<u><u>968,474</u></u>

17 - CAPITAL MANAGEMENT

The Company manages its capital with the objective to provide returns to its shareholders. The Company aims at keeping a flexible financial structure with a ratio of debts that allows the Company to adequately sustain the daily operations and that will permit the Company to have access to the required sources of financing to continue its growth plan. The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and risk characteristics of the underlying assets. In order to adjust its capital structure, the Company may issue new shares or conclude new financing through debts.

Wanted Technologies Corporation

Notes to Consolidated Financial Statements

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17 - CAPITAL MANAGEMENT (Continued)

The Company's capital is described to be shareholder's equity and long-term debt, less cash and temporary investments.

The Company's credit facilities include certain restrictive covenants affecting, among others, ratios such as the working capital ratio, the debt coverage ratio and the debt-to-capital ratio. These ratios are closely monitored by management and during the year ended June 30, 2009, the Company was in compliance with these ratios and still is as at June 30, 2009. Other than covenants related to its credit facilities, the Company is not subject to any other externally imposed capital requirements.

18 - FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES, AND FINANCIAL RISKS

Risk management objectives and policies

The Company is exposed to various financial risks resulting from both its operations and its investment activities. The Company's management manages financial risks.

Financial risks

The various financial risks the Company is exposed to and the financial risk management policies are detailed below:

Exchange risk

The Company is exposed to exchange risk because of its sales and expenses in the United States.

As at June 30, 2009, the Company has trade accounts receivable denominated in U.S. dollars amounting to US\$790,211 (US\$974,126 as at June 30, 2008), accounts payable denominated in U.S. dollars amounting to US\$272,968 (US\$122,931 as at June 30, 2008) and cash denominated in U.S. dollars amounting to US\$217,497 (US\$188,081 as at June 30, 2008). Moreover, the agreement with a vendor (Note 15) exposes the Company to exchange risk.

A five (5) cent increase or decrease in the exchange rate of the Canadian dollar compared to the U.S. dollar, assuming that all other variables are constant, would have resulted in a \$129,000 increase or decrease in the Company's net earnings for the year ended June 30, 2009. These variations have been chosen because they have been considered as reasonably possible according to observations and the economic situation.

The Company does not use derivative instruments to reduce its exchange risk exposure.

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Notes to Consolidated Financial Statements

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18 - FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES, AND FINANCIAL RISKS *(Continued)*

Credit risk

The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognized at the reporting date.

The Company's credit risk exposure is detailed as follows:

	2009	2008
	\$	\$
Cash	1,742,970	261,735
Temporary investments	519,865	1,004,136
Trade accounts receivable and other receivables	819,938	1,114,907

The Company's management considers that all the above financial assets that are not impaired are of good credit quality.

In the normal course of its operations, the Company evaluates the financial condition of its customers on an ongoing basis.

As at June 30, 2009, the Company had, with a well-known financial institution, \$1,629,125 in cash (\$230,216 in 2008) and temporary investments of \$519,865 (\$1,004,136 in 2008). Management considers this financial institution to be at low risk of loss.

Interest rate risk

The Company's exposure to the interest rate risk is detailed as follows:

The term deposit, the term loan and the obligations under capital leases bear interest at a fixed rate and the Company is, therefore, exposed to the risk of changes in fair value resulting from interest rate fluctuations.

The bank loan bears interest at a variable rate and the Company is, therefore, exposed to the cash flow risks resulting from interest rate fluctuations.

Management considers that 5% fluctuations of the interest rates would not have a material impact on the results of the Company. These variations have been chosen because they have been considered as reasonably possible according to observations and the economic situation.

The Company does not use derivative instruments to reduce its interest rate risk exposure.

Liquidity risk

The Company manages its liquidity needs by following up regularly on expected payments allotted to debt service, as well as on cash expenditures as part of its daily activities. The Company establishes budget and cash estimates to ensure it has the necessary funds to fulfil its obligations.

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Notes to Consolidated Financial Statements

June 30, 2009 and 2008

18 - FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES, AND FINANCIAL RISKS (Continued)

As at June 30, 2009, the Company's liabilities have contractual maturities as summarized below:

	Less than 1 year	1-2 years
	\$	\$
Term loan	148,511	343,102
Obligations under capital leases	14,554	
Accounts payable and accrued liabilities	568,631	
	<u>731,696</u>	<u>343,102</u>

19 - SEGMENTED INFORMATION

The Company reviewed its operations and determined that it operates in only one reportable industry segment.

Geographic information

The Company's operations are broken down between Canada and the U.S. as follows:

	2009			
	Revenues	Property, plant and equipment	Intangible assets	Goodwill
	\$	\$	\$	\$
Canada	334,963	477,872		
United States	5,780,464	22,861	896,925	1,415,997
	<u>6,115,427</u>	<u>500,733</u>	<u>896,925</u>	<u>1,415,997</u>
	2008			
	Revenues	Property, plant and equipment	Intangible assets	Goodwill
	\$	\$	\$	\$
Canada	333,786	500,369		
United States	5,342,291	43,568	1,152,337	1,415,997
	<u>5,676,077</u>	<u>543,937</u>	<u>1,152,337</u>	<u>1,415,997</u>

Revenues are attributed to various countries based on the country of domicile of the client.

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Notes to Consolidated Financial Statements

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20 - NET EARNINGS PER SHARE

The following table compares earnings per share with diluted earnings per share:

	2009	2008
Numerator	\$	\$
Net earnings	568,808	360,194
Denominator		
Weighted average number of shares outstanding	24,076,121	24,127,847
Dilutive effect of stock options (a)	23,783	262,809
Diluted weighted average number of shares outstanding	24,099,904	24,390,656
Net earnings per share	2009	2008
	\$	\$
Basic	0.024	0.015
Diluted	0.024	0.015

(a) 1,760,000 stock options (1,060,000 in 2008) were not included in the calculation of diluted earnings per share, given their antidilutive effect. Each stock option entitled its holder to purchase one class "A" share. All of these 1,760,000 stock options (585,000 in 2008) were outstanding at the end of the year.

21 - FINANCIAL INSTRUMENTS

Fair value of financial instruments

The fair value of the banker's acceptances is based on the published market price.

The fair value of the term deposit is determined by discounting future cash flows using rates that the Company could use for investments with similar terms and conditions and maturity dates. The fair value of this term deposit, assuming an interest rate of 0.29%, does not differ significantly from the carrying amount.

The fair value of the term loan and the obligations under capital leases is determined by discounting future cash flows using rates that the Company could use for loans with similar terms and conditions and maturity dates. The fair value of this long-term debt, assuming an interest rate of 7%, does not differ significantly from the carrying amount.

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Notes to Consolidated Financial Statements

June 30, 2009 and 2008

21 - FINANCIAL INSTRUMENTS (Continued)

Summary of financial assets and liabilities per class

The carrying amounts of the Company's financial assets and liabilities, as recognized on the balance sheets, may be classified as shown in the following table:

	<u>2009</u>	<u>2008</u>
	\$	\$
Current assets		
Held-for-trading financial assets		
Cash	1,742,970	261,735
Financial assets designated as held for trading		
Temporary investments – term deposit	519,865	504,136
Held-to-maturity investments		
Temporary investments – banker's acceptances		500,000
Loans and receivables		
Trade accounts receivable and other receivables	<u>819,938</u>	<u>1,114,907</u>
	<u>3,082,773</u>	<u>2,380,778</u>
Current liabilities		
Other financial liabilities		
Accounts payable and accrued liabilities	<u>568,631</u>	<u>685,782</u>
Long-term liabilities		
Other financial liabilities		
Long-term debt	<u>505,959</u>	<u>722,350</u>

22 - EFFECT OF NEW ACCOUNTING STANDARDS NOT YET IMPLEMENTED

Goodwill and intangible assets

In February 2008, the Canadian Institute of Chartered Accountants (CICA) published new Section 3064, "Goodwill and Intangible Assets", to replace Section 3062, "Goodwill and Other Intangible Assets". Publication of this new section resulted in the withdrawal of Section 3450, "Research and Development Costs", as well as a number of consequential amendments to certain recommendations of the *Canadian Institute of Chartered Accountants' Handbook*. The new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. This new section is effective for fiscal years beginning on or after October 1, 2008 and the Company will implement it as of July 1, 2009. The Company is currently assessing the impact that the application of this new section will have on the financial statements, but is of the opinion that it will have no impact on the latter.

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22 - EFFECT OF NEW ACCOUNTING STANDARDS NOT YET IMPLEMENTED (Continued)

Business combinations

In January 2009, the CICA published Section 1582, "Business Combinations", that replaces Section 1581 of the same title. On the same date, the CICA also published new Sections 1601, "Consolidated Financial Statements", and 1602, "Non-controlling Interests". These two new sections replace Section 1600, "Consolidated Financial Statements".

The objective of Section 1582 is to improve the relevance, reliability and comparability of the information that a reporting entity provides in its financial statements about a business combination and its effects. Section 1601 establishes standards for the preparation of consolidated financial statements following a business combination that involves a purchase of an equity interest by one company in another. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination.

Section 1582 must be applied to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011 and Sections 1601 and 1602 are effective for fiscal years beginning on or after January 1, 2011. The Company will apply these new sections as of July 1, 2011. The Company's management is not able to measure the impact that the application of these new standards will have on the financial statements.