PLAINTREE SYSTEMS Inc.

Annual Report 2012

PLAINTREE

HYPERNETICS
A Division of Plaintree Systems Inc.

AFT

SUMMIT
AEROSPACE MACHINING

TRIODETIC

Fiscal 2012 President's Letter to Shareholders

Dear Fellow Shareholders,

Again this year we saw an increase in Plaintree's revenues, with fiscal 2012 increasing 14% over fiscal 2011.

Gross margin, however, decreased from 37% to 25%. The two primary reasons for the decrease were an unusually high gross margin last year due to a sizable portion of previously written off inventory being used and the product mix sold by the Triodetic group this year which was heavily slanted towards our lower margin products.

We expected our mining storage dome line to have a stronger year and the Company did receive a couple of nice orders but just as a number of other potential orders looked most promising, mineral prices began to drop and these projects were delayed or even shelved.

Another noteworthy event surfaces in our balance sheet. Previously, whenever a minor covenant breach under a credit facility occurred that was waived by a bank, a company was permitted to leave the long term portions of the loans as long term debt provided that the bank's waiver of the covenant breach was received prior to the issuance of the Financial Statements. However, reporting under IFRS guidance requires that a forbearance by the bank of any covenant breaches be received prior to the year end, which is of course almost impossible. Thus, even though Plaintree has received the required forbearance from its banker, Plaintree's long-term portion of bank debt is required to be reported in Current Liabilities, thereby distorting Current ratios and Working Capital.

As for the upcoming year, within the Electronics division, the aerospace industry seems to be picking up and with our recent acquisition of Summit Aerospace USA Inc., we anticipate a good year in this market.

Our Specialty Structures division will continue to be influenced by mineral prices and world economic events, but even so we do not see any material decline in revenues for this division in the current year.

Thank you for your continued interest in Plaintree.

Yours sincerely

"David Watson"

President and CEO

July 26, 2012

Deloitte.

Deloitte & Touche LLP
800 - 100 Queen Street
Ottawa ON K1P 5T8
Canada

Tel: (613) 236–2442
Fax: (613) 236–2195
www.deloitte.ca

Independent Auditor's Report

To the Board of Directors and Shareholders of
Plaintree Systems Inc.

We have audited the accompanying consolidated financial statements of Plaintree Systems Inc., which comprise the consolidated statements of financial position as at March 31, 2012, March 31, 2011 and April 1, 2010 and the consolidated statements of comprehensive income (loss), consolidated statements of cash flows and consolidated statements of changes in equity for the years ended March 31, 2012 and March 31, 2011, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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Independent Auditor's Report (Continued)

Auditor's Responsibility (Continued)

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Plaintree Systems Inc. as at March 31, 2012, March 31, 2011 and April 1, 2010, and its financial performance and its cash flows for the years ended March 31, 2012 and March 31, 2011 in accordance with International Financial Reporting Standards.

Deloitte + Touche LLP

Chartered Accountants
Licensed Public Accountants

July 16, 2012

PLAINTREE SYSTEMS INC.
Consolidated Financial Statements
March 31, 2012 and 2011
(In Canadian dollars)

PLAINTREE SYSTEMS INC.
Consolidated Statements of Financial Position
as at March 31, 2012, March 31, 2011 and April 1, 2010
(in Canadian dollars)

	March 31, 2012	March 31, 2011	April 1, 2010
Current Assets			
Cash	**$ 680,000**	$ 371,471	$ 1,401,678
Trade receivables	**1,816,301**	1,954,530	1,381,245
Unbilled revenue	**141,989**	506,654	670,891
Inventories (Note 6)	**1,723,292**	1,341,619	1,377,474
Other assets	**164,705**	186,624	160,662
Due from related party (Note 10)	**1,284,665**	1,102,770	745,720
Assets held-for-sale (Note 7)	**1,165,702**	1,349,390	-
	6,976,654	6,813,058	5,737,670
PROPERTY, PLANT AND EQUIPMENT (Note 11)	**3,985,150**	2,116,699	2,967,206
NOTE RECEIVABLE (Note 8)	**446,509**	-	-
INTANGIBLE ASSETS (Note 12)	**1,324,912**	43,347	46,675
	$ 12,733,225	$ 8,973,104	$ 8,751,551
Current liabilities			
Trade and other payables (Note 14)	**$ 1,277,945**	$ 1,085,709	$ 1,078,502
Due to related parties (Note 13)	**60,000**	10,000	-
Deferred revenue	**462,877**	346,728	742,374
Deferred gain on sale of property, plant and equipment (Note 8)	**59,022**	-	-
Note payable (Note 5)	**750,000**	-	-
Current portion of long-term debt (Note 9)	**2,947,897**	1,207,650	1,036,454
	5,557,741	2,650,087	2,857,330
DUE TO RELATED PARTIES (Note 13)	**4,756,986**	4,060,395	3,748,287
DEFERRED GAIN ON SALE OF PROPERTY, PLANT AND EQUIPMENT (Note 8)	**236,088**	-	-
NOTE PAYABLE (Note 5)	**750,000**	-	-
	11,300,815	6,710,482	6,605,617
Equity			
Share capital (Note 15)	**2**	97,844,652	97,844,652
Share-based reserve	**-**	914,275	910,882
Retained earnings (deficit)	**1,432,408**	(96,496,305)	(96,609,600)
	1,432,410	2,262,622	2,145,934
	$ 12,733,225	$ 8,973,104	$ 8,751,551

APPROVED BY THE BOARD:

"Jerry Vickers"

"Girvan Patterson"

See accompanying notes to the consolidated financial statements.

PLAINTREE SYSTEMS INC.
Consolidated Statements of Comprehensive Income (Loss)
for the years ended March 31, 2012 and March 31, 2011
(in Canadian dollars)

		2012		2011
Revenue	$	**12,640,541**	$	11,040,555
Cost of sales		**9,607,003**		6,880,774
Gross margin		**3,033,538**		4,159,781
Operating expenses				
Research and development		**1,596,797**		1,671,625
Finance and administration		**1,022,400**		1,046,749
Sales and marketing		**695,383**		630,089
Bad debt		**233,092**		-
Interest expense		**198,302**		123,814
(Gain) loss on foreign exchange		**(14,464)**		46,309
		3,731,510		3,518,586
(Loss) income from operations		**(697,972)**		641,195
Other income (expenses)				
Loss on disposal of property, plant and equipment		**-**		(10,815)
Write-down of assets held-for-sale		**-**		(297,000)
Net (loss) income before income taxes		**(697,972)**		333,380
Current income tax expense		**17,931**		20,085
Deferred income tax (recovery)		**(84,070)**		-
		(66,139)		20,085
Net (loss) income and comprehensive (loss) income	**$**	**(631,833)**	$	313,295
Basic and diluted earnings (loss) per share (Note 16)	**$**	**(0.16)**	$	(0.09)
Weighted average common shares outstanding		**12,925,253**		12,925,253

See accompanying notes to the consolidated financial statements.

PLAINTREE SYSTEMS INC.

Consolidated Statements of Cash Flows

for the years ended March 31, 2012 and March 31, 2011

(in Canadian dollars)

		2012		2011
Cash flows from operating activities				
Net income (loss) for the year	**$**	**(631,833)**	$	313,295
Write-down of inventories		**273,359**		140,969
Write-down of assets held for disposal		**-**		297,000
Loss on disposal of property, plant and equipment		**-**		10,815
Deferred income taxes		**(84,070)**		-
Depreciation of intangible assets		**39,695**		38,512
Depreciation of property, plant and equipment		**328,754**		323,877
Stock-based compensation expense		**1,620**		3,393
		(72,474)		1,127,861
Movements in working capital				
Decrease (increase) in trade and other receivables		**138,229**		(573,285)
Decrease in unbilled revenue		**364,665**		164,237
(Increase) in inventories		**(635,633)**		(105,114)
(Increase) in notes receivable		**(446,509)**		-
Decrease (Increase) in other assets		**21,921**		(25,783)
(Increase) in due from related parties		**(181,895)**		(357,050)
Increase in trade and other payables		**192,237**		7,207
Increase (decrease) in deferred revenue		**116,149**		(395,646)
Net cash used in operations		**(503,310)**		(157,573)
Interest paid on related party debt		**148,876**		108,228
Net cash (used in) operating activities		**(354,434)**		(49,345)
Cash flows from investing activities				
Payments to acquire property, plant and equipment		**(424,907)**		(1,132,088)
Payments to acquire intangible assets		**(7,990)**		(35,184)
Proceeds from disposal of property, plant and equipment		**457,898**		1,333
Net cash (used in) investing activities		**25,001**		(1,165,939)
Cash flows from financing activities				
Proceeds from long-term debt		**499,500**		316,000
Repayment of borrowings		**(259,253)**		(144,804)
Increase in borrowings - related party		**547,714**		203,881
Dividends paid on Class A preferred shares		**(150,000)**		(190,000)
Net cash from financing activities		**637,961**		185,077
Net cash inflow (outflow)		**308,529**		(1,030,207)
Cash , beginning of year		**371,471**		1,401,678
Cash , end of year	**$**	**680,000**	$	371,471

See accompanying notes to the consolidated financial statements.

Non-cash transactions:

Excluded from the consolidated statements of cash flows is the acquisition of Summit Tool, which includes $1,751,400 in property, plant and equipment, $19,400 in inventory, $1,313,270 in intangible assets and $84,070 in a deferred tax liability that were acquired with a $1,500,000 note payable and $1,500,000 in long-term debt

PLAINTREE SYSTEMS INC.
Consolidated Statements of Changes in Equity
for the years ended March 31, 2012 and March 31, 2011

(in Canadian dollars)

	Common Shares		Preferred Shares [1]				
	Number	Issued Capital	Number	Issued Capital	Retained Earnings (Deficit)	Share-based reserve	Equity
Balances at April 1, 2010	12,925,253	$ 97,844,651	18,325	$ 1	$ (96,609,600)	$ 910,882	$ 2,145,934
Stock-based compensation expense	-	-	-	-	-	3,393	3,393
Net income	-	-	-	-	313,295	-	313,295
Dividend declared on preferred shares	-	-	-	-	(200,000)	-	(200,000)
Balances at March 31, 2011	12,925,253	97,844,651	18,325	1	(96,496,305)	914,275	2,262,622
Stock-based compensation expense	-	-	-	-	-	1,621	1,621
Net loss	-	-	-	-	(631,833)	-	(631,833)
Dividend declared on preferred shares	-	-	-	-	(200,000)	-	(200,000)
Reduction in stated capital (Note 11)	-	(97,844,650)	-	-	98,760,546	(915,896)	-
Balances at March 31, 2012	**12,925,253**	**$ 1**	**18,325**	**$ 1**	**$ 1,432,408**	**$ -**	**$ 1,432,410**

See accompanying notes to the consolidated financial statements.

[1] Class A Shares have a 8% cumulative dividend, calculated on redemption amount, redeemable at the option of the Company at any time at $1000 per share plus accrued dividends; non-voting.

1. DESCRIPTION OF THE BUSINESS

Plaintree Systems Inc ("Plaintree" or the "Company") was incorporated in Canada under the Canada Business Corporation Act and is publicly traded on the CNSX ("Canadian National Stock Exchange") under the ticker "NPT". The Company operates an Electronics division (the Hypernetics business, the free space optics business and the newly acquired Summit Aerospace USA Inc. business) and a Specialty Structures division (the Triodetic business and Arnprior Fire Trucks Corp.). Plaintree was historically a designer and manufacturer of wireless connections transmitting data on beams of light versus conventional radio frequency, commonly referred to as free space optics ("FSO"). The Hypernetics business manufactures avionic components for various applications including aircraft antiskid braking, aircraft instrument indicators, solenoids and permanent magnet alternators. The Triodetic business is a design/build manufacturer of steel, aluminum and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames and industrial dome coverings. The Arnprior Fire Trucks business involves the custom build of high-end fire trucks and emergency vehicles sold to municipalities within North America.

On February 6, 2012, Plaintree announced the purchase of all of the assets of Summit Tool Corp. ("Summit Tool") of Pocono Summit, Pennsylvania. This company continues in its existing location under the new name Summit Aerospace USA Inc. as a wholly-owned subsidiary of Plaintree Systems Inc. (Note 5).

The address of the Company’s registered office and principal place of business is 10 Didak Drive, Arnprior, Ontario K7S 0C3.

2. STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION

Effective for the fiscal year beginning April 1, 2011, the Company has adopted International Financial Reporting Standards ("IFRS") for the preparation of its interim and annual financial statements based on the requirement announced in February 2008 by the Accounting Standards Board for publicly accountable entities. As a result, these consolidated financial statements represent the first annual statements of the Company prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB). As a first-timer adopter, the Company has followed the requirements of IFRS 1 - *First Time Adoption of International Financial Reporting Standards* in its application of IFRS. The accounting policies of the Company are based on the IFRS applicable as at March 31, 2012, and encompasses individual IFRS, International Accounting Standards ("IAS"), and interpretations made by the IFRS Interpretations Committee ("IFRIC") and the Standards Interpretations Committees ("SIC"). The Company previously prepared its statements based on Canadian generally accepted accounting principles (previous "GAAP" or "Canadian GAAP").

2. STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION (Continued)

The accounting policies set out below have been applied consistently to all periods presented in these financial statements and in preparing the opening IFRS statement of financial position as at April 1, 2010 for the purposes of the transition to IFRS, unless otherwise indicated (see Note 4). All future interim and annual financial reports for the Company will be prepared in accordance with IFRS and no longer in accordance with Canadian GAAP.

An explanation of how the transition to IFRS has affected the reported financial position, financial performance and cash flows of the Company is provided in Note 4. This Note includes reconciliations of changes in equity (deficiency) and comprehensive income (loss) of the comparative year and of the equity (deficiency) at the date of transition reported under previous Canadian GAAP to IFRS.

These financial statements have been prepared on a historical cost basis except for share-based compensation, which is measured at fair value. Historical cost is generally based upon the fair value of the consideration given in exchange for assets.

The financial statements were approved for issue by the Board of Directors on July 16, 2012.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies include the following:

Consolidation

The consolidated financial statements include the accounts of Plaintree Systems Inc. and its wholly-owned subsidiaries Summit Aerospace USA Inc. and Triodetic Inc. (U.S. companies) and Arnprior Fire Trucks Inc. (Canadian company). Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries align with the policies adopted by the Company. All inter-company transactions have been eliminated.

Inventories

Inventories are valued using a weighted average cost formula and are stated at the lower of cost and net realizable value. Costs, including an appropriate portion of fixed and variable overhead expenses, are allocated to the weighted average cost of inventory by the method most appropriate to the particular class of inventory. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment for losses. When parts of material items of property, plant and equipment have significantly different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives using the straight-line method as follows:

Building	20 years
Leasehold improvements	10 years
Factory equipment	10 years
Computer equipment	3 years
Office equipment and furniture	10 years
Vehicles	4 years

Intangible assets

The Company's intangible assets consist of a customer relationship, a non-competition agreement and software. Software is stated at cost less accumulated depreciation and accumulated impairment for losses. The Company uses the income approach to determine the fair value of its acquired customer relationship and non-competition agreement intangible assets. This approach is a valuation technique that calculates the fair value of an intangible asset based on the cash flows that an asset can be expected to generate over its remaining useful life. These assets are capitalized and are amortized to operations over their estimated useful lives from the date that they are acquired and available for use, since this most closely reflects the expected usage and consumption patterns related to the future economic benefits embodied in the assets. The Company considers the length of time over which it expects to earn or recover the present value of the assets. Depreciation is recognized so as to write off the cost of assets over their useful lives using the straight-line method as follows:

Software	2 years
Customer relationship	10 years
Non-competition agreement	6.5 years

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of assets

The Company's policy is to review all long-lived assets for impairment annually or whenever events or changes in circumstances indicate that the carrying amount as an asset may not be recoverable. The Company will record an impairment of the assets if the recoverable amount, determined as the higher of an asset's fair value less costs to sell or the discounted future cash flows generated from use and eventual disposal of an asset, is less than its carrying value. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the tax effects of any change in estimate accounted for on a prorated basis.

Revenue recognition

Revenue from product sales is recorded on shipment when all significant contractual obligations have been satisfied provided evidence of an arrangement exists, the price to the customer is fixed and determinable and collection is probable.

Revenue on fixed-price contracts is recognized based on the estimated percentage-of-completion of services rendered that reflects the extent of work accomplished. Management estimates the percentage-of-completion by reference to measures of performance that are reasonably determinable and are directly related to the activities critical to completion of the contract. The Company uses this method of revenue recognition as projected contract revenue and costs may reasonably be estimated based on the Company's business practices, methods and historical experience. This method requires estimates of costs and profits over the entire term of the contract. Management regularly reviews underlying estimates of project profitability; revisions to estimates are reflected in the statement of income in the period in which the facts that give rise to the revision become known. Provisions for estimated losses, if any, are recognized in the period in which the loss is determined. Contract losses are measured as the amount by which the estimated costs of the contract exceed the estimated total revenue from the contract.

Progress billings are recorded as deferred revenue to the extent that the billings exceed revenue recognized to date. Unbilled revenue is recorded to the extent that revenue has been recognized, but not yet billed to the customer.

In addition, a provision for potential warranty claims is recorded at the time of sale, based on warranty terms and prior claims experience. Extended warranty contracts are sold separately from the product and the associated revenue is recognized over the term of the agreement.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Functional currency

The Canadian dollar is the functional currency of the parent company and its subsidiaries.

Monetary assets and liabilities, which are denominated in foreign currencies, are translated to the entity's functional currency at period end exchange rates, and transactions included in the statements of comprehensive income (loss) are translated at average rates prevailing during the period. Exchange gains and losses resulting from the translation of these amounts are included in the statement of operations.

The accounts of the Company's wholly-owned U.S. subsidiaries, which have Canadian dollar functional currencies, have been translated into Canadian dollars using the exchange rates at period's end for monetary items and at exchange rates at the transaction date for non-monetary items measured at historical costs.

Stock option plans

The Company measures equity settled stock options granted based on their fair value at the grant date and recognizes compensation expense over the vesting period. Expected forfeitures are estimated at the date of grant and subsequently adjusted if further information indicates actual forfeitures may vary from the original estimate. The impact of the revision of the original estimate is recognized in net earnings. Consideration paid by employees on the exercise of stock options is recorded as share capital and the related share-based payments are transferred from contributed surplus to share capital.

Investment tax credits

Investment tax credits are recorded as a reduction of the related expense or cost of the asset acquired. The benefits are recognized when the Company has complied with the terms and conditions of the approved grant program or applicable tax legislation.

Research and development expenditures

Current research costs are expensed as incurred while expenditures for research and development equipment, net of related investment tax credits, are capitalized.

Development costs are deferred and amortized when the criteria for deferral under IFRS are met, or otherwise, are expensed as incurred. To date, no such costs have been capitalized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Critical accounting estimates and judgements

The preparation of financial statements requires management to select appropriate accounting policies and to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period.

Revenue recognition

Application of the accounting principles related to measurement and recognition of revenue requires the Company to make judgments and estimates.

Revenue for fixed price contracts based on the estimated percentage-of-completion of services rendered reflects management's estimates of the percentage-of-completion at each period-end. This method requires management to estimate total costs and profits over the entire term of the contract.

Purchase price allocation

As described in Note 5 of these financial statements, the Company acquired various assets from Summit Tool. As a result of this acquisition, management was required to estimate the fair values of each identifiable asset and liability acquired through the acquisition. The fair value of the equipment was estimated based on appraisal and valuation information and the fair values of the intangibles were valued using the excess earnings method under the income approach.

Impairment of trade receivables

Management determines the estimated recoverability of trade receivables based on the evaluation and ageing of trade receivables, including the current creditworthiness and the past collection history of the customers and reviews these estimates at the end of each reporting period. The Company maintains an allowance for doubtful accounts to provide for impairment of trade receivables.

Useful lives of property, plant and equipment and intangible assets

Management determines the estimated useful lives of its property, plant and equipment based on historical experience of the actual lives of property, plant and equipment of similar nature and functions and reviews these estimates at the end of each reporting period. The useful lives of intangible assets are based on management's best estimate of the expected life of the economic benefits that will be derived from the assets.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Critical accounting estimates and judgements (Continued)

Functional currency

Revenue contracts are priced in a variety of currencies whereas the cost structure inputs are primarily in Canadian dollars. Secondary indicators of functional currency, including financing and cash holdings are primarily in Canadian dollars. As the primary indicators of functional currency do not clearly indicate a specific currency, the indicators as a whole have been judged to indicate the Canadian dollar is the functional currency of the parent company and its subsidiaries.

Estimation uncertainty

Critical accounting policies and estimates utilized in the normal course of preparing the company's consolidated financial statements require the determination of future cash flows utilized in assessing net recoverable amounts and net realizable values; useful lives; allowance for bad debt; useful lives of property, equipment and intangible assets; percentage-of-completion for revenue recognition; unbilled revenues; deferred revenues; inventory obsolescence; ability to utilize tax losses and investment tax credits; and measurement of deferred taxes. In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis where required.

These estimates have been applied in a manner consistent with that in the prior periods and there are no known trends, commitments, events or uncertainties that we believe will materially affect the methodology or assumptions utilized in these consolidated financial statements. The estimates are impacted by many factors, some of which are highly uncertain. The interrelated nature of these factors prevents us from quantifying the overall impact of these movements on the Company's consolidated financial statements in a meaningful way. These sources of estimation uncertainty relate in varying degrees to virtually all asset and liability account balances.

Income taxes

The Company's deferred income tax assets and liabilities are recognized for the future tax consequences attributable to tax loss carryforwards and to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax bases. Deferred income tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change of statutory tax rates is recognized in income in the period of enactment or substantive enactment. Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary difference can be utilized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Earnings per share

Earnings per share has been calculated on the basis of net income attributable to common shareholders divided by the weighted average number of common shares outstanding during the period. Income attributable to common shareholders is equal to net income less the dividends accumulated on the preferred shares. Diluted earnings per common share is calculated by dividing the applicable net income attributable to common shareholders by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding if potentially dilutive common shares had been issued during the period. The Company uses the treasury stock method in determining the denominator for earnings per share. Under this method it is assumed that the proceeds from the exercise of options are used to repurchase common shares at the weighted average market price of the shares for the period.

Financial instruments

All financial instruments are initially recognized at fair value including transaction costs, except those at fair value through profit or loss ("FVTPL") for which transaction costs are expensed when incurred.

Available-for-sale

Available-for-sale financial assets are those non-derivative financial assets that are designated as available-for-sale, or that are not classified as loans and receivables, held-to-maturity or held-for-trading. Except as mentioned below, available-for-sale financial assets are carried at fair value with unrealized gains and losses included in other comprehensive income until realized when the cumulative gain or loss is transferred to other income.

Available-for-sale financial assets that do not have quoted market prices in an active market are recorded at cost.

Interest on interest-bearing available-for-sale financial assets is calculated using the effective interest rate method.

Loans and receivables

Loans and receivables are subsequently accounted for at amortized cost using the effective interest rate method.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Other liabilities

Other liabilities are subsequently recorded at amortized cost using the effective interest method and include all financial liabilities, other than derivative instruments.

Fair value through profit or loss

Financial asset or liability that is held-for-trading measured at fair value each period with gains and losses through income.

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management intent as outlined below:

Cash is designated as at FVTPL which is measured at fair value, with changes in fair value being recorded income at each period end.

Trade accounts receivable are classified as loans and receivables and accounts payable and accrued liabilities classified as other financial liabilities and are measured at amortized costs with interest accretion recorded in net income. Due to the short-term nature of these assets and liabilities, the carrying amounts approximate fair value.

All loans, bank loans, bonds and debentures or similar debt are measured at amortized cost with interest accretion recorded in net income.

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The accounting standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The inputs fall into three levels that may be used to measure fair value:

Level 1 - Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 - Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Fair value through profit or loss (Continued)

Level 3 - Applies to assets or liabilities for which there is no observable market data.

New and revised IFRS in issue but not effective

IFRS 9 Financial Instruments

IFRS 9, *Financial Instruments* was issued by the IASB on November 12, 2009 and will replace IAS 39 *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also required a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015 with early adoption permitted. The Company is currently evaluating the impact on its consolidated financial statements.

IFRS 10 Consolidated Financial Statements

On May 12, 2011, the IASB issued IFRS 10, *Consolidated Financial Statements*. IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more of the other entities. IFRS 10 replaces the consolidated requirements in SIC-12 *Consolidation - Special Purpose Entities* and IAS 27 *Consolidated and Separate Financial Statements* and is effective for annual periods beginning on or after January 1, 2013. Earlier adoption is permitted. The Company is currently evaluating the impact on its consolidated financial statements.

IFRS 11 Joint Arrangements

On May 12, 2011 the IASB issued IFRS 11, *Joint Arrangements*. IFRS 11 provides a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. The Company is currently evaluating the impact on its consolidated financial statements

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

New and revised IFRS in issue but not effective (Continued)

IFRS 12 Disclosure of Interests in Other Entities

On May 12, 2011, the IASB issued IFRS 12, Disclosure of Interests in Other Entities. IFRS 12 is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. Earlier adoption is permitted. The Company is currently evaluating the impact on its consolidated financial statements.

IFRS 13 Fair Value Measurement

On May 12, 2011, the IASB issued IFRS 13, *Fair Value Measurement*. IFRS 13, which is effective from January 1, 2013, defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 does not determine when an asset, a liability or an entity's own equity instrument is measured at fair value. Rather, the measurement and disclosure requirements of IFRS 13 apply when another IFRS requires or permits the item to be measured at fair value (with limited exceptions). The Company is currently evaluating the impact on its consolidated financial statements

Amendments to IAS 1 Presentation of items of Other Comprehensive Income

The amendments retain the option to present profit or loss and other comprehensive income either in one continuous statement or in two separate but consecutive statements. Items of other comprehensive income are required to be grouped into those that will and will not be subsequently reclassified to profit or loss. Tax on items of other comprehensive income is required to be allocated on the same basis. The measurement and recognition of items of profit or loss and other comprehensive income are not affected by the amendments. The amendments to IAS 1 are effective for financial years beginning on or after January 1, 2012, with earlier application permitted. The Company is evaluating the impact of the amendments to IAS 1 on its consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

New and revised IFRS in issue but not effective (Continued)

IAS 28 Investments in Associates and Joint Ventures

IAS 28, *Investments in Associated and Joint Ventures* was re-issued by the IASB on May 12, 2011 in order to conform to changes as a result of the issuance of IFRS 10, IFRS 11, and IFRS 12. IAS 28 continues to prescribe the accounting for investments in associates, but is now the only source of guidance describing the application of the equity method. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee. The amended version of IAS 28 is effective for financial years beginning on or after January 1, 2013, with earlier application permitted. The Company is evaluating the impact of IAS 28 on its consolidated financial statements.

4. TRANSITIONS TO IFRS

These financial statements have been prepared using International Financial Reporting Standard 1, *First-time Adoption of International Financial Reporting Standards (IFRS 1)*, as issued by the International Accounting Standards Board. The date of transition to IFRS is April 1, 2010 (the "Transition Date"). The Company's IFRS accounting policies presented in Note 3 have been applied in preparing the financial statements for the period ended March 31 2012, the comparative information and the opening statement of the financial position at the date of transition. The effects of the transition to IFRS on equity, comprehensive income (loss) and reported cash flows are presented in this section.

a. Mandatory exceptions to retrospective application

The Company has applied the following mandatory exceptions from full retrospective application of IFRS as described below:

i. *Estimates*

Hindsight was not used to create or revise estimates and accordingly estimates previously made by the Company under Canadian GAAP are consistent with their application under IFRS.

4. TRANSITIONS TO IFRS (Continued)

b. Elected exemptions from full retrospective application

In preparing these consolidated financial statements in accordance with IFRS 1, the Company has applied certain of the optional exemptions from full retrospective application of IFRS. The optional exemptions applied are as follows:

i. *Business combinations*

The Company has applied the business combinations exemption in IFRS 1 to not apply IFRS 3R retrospectively to past business combinations. Accordingly, the Company has not restated business combinations that took place prior to the transition date, except for transactions under common control which are accounted for at their carrying value.

ii. *Borrowing costs*

The Company has elected to apply IAS 23, *Borrowing Costs* ("IAS 23") on a prospective basis and capitalize borrowing costs to qualifying assets for which the commencement date for capitalization is on or after the transition date.

iii. *Share-based payment transactions*

The Company elected to apply IFRS 2 only to options issued which were not fully vested at April 1, 2010.

iv. *Determining whether an arrangement contains a lease*

The Company elected to apply the transitional provisions of IFRIC 4, *Determining Whether an Arrangement Contains a Lease*. The Company has no arrangements containing a lease at the transition date.

c. <u>Reconciliation of Equity (Deficiency) as Reported Under Canadian GAAP and IFRS</u>

There were no significant changes to equity (deficiency) as reported under Canadian GAAP and IFRS during the periods of April 1, 2010, March 31, 2011 and March 31, 2012.

d. <u>Reconciliation of loss and comprehensive loss as reported under Canadian GAAP to IFRS</u>

There were no significant changes to income (loss) and comprehensive income (loss) as reported under Canadian GAAP and IFRS during the periods of April 1, 2010, March 31, 2011 and March 31, 2012.

4. TRANSITIONS TO IFRS (Continued)

e. Reconciliation of Cash Flows as reported under Canadian GAAP to IFRS

There were no significant changes to cash flows during the twelve month periods ended March 31, 2012 and March 31, 2011.

f. Reconciliation of Statement of Financial Position as reported under Canadian GAAP to IFRS

The long-term debt balances of $1,041,107 at March 31, 2011 and $855,844 at April 1, 2010 were reclassified to current liabilities. Though, the bank waived the right to demand repayment of the debt, as indicated in Note 9, IFRS requires that a financial liability be classified as current even if an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting period and before the financial statements are authorized for issue.

5. ACQUISITION OF SUMMIT TOOL CORP.

On February 6, 2012, Plaintree Systems Inc., along with its wholly-owned subsidiary Summit Aerospace USA Inc., completed its acquisition of the assets of Summit Tool Corp. ("Summit Tool"), consisting primarily of precision machining equipment. The total consideration was US$3 million, of which US$1.5 million was paid on closing through debt financing (Note 9), and the balance, which included US$500,000 in contingent consideration, is to be payable in three tranches as follows:

(i) US$375,000 on August 6, 2012;

(ii) US$375,000 on February 6, 2013; and

(iii) US$750,000 on August 6, 2013.

The Company is required to pay the former shareholder of Summit Tool an amount of US$500,000 if Summit Tool attains specified levels of revenues for the next 18 months. Management believe that Summit Tool will meet its targets. Therefore, the amount of US$500,000 represents the estimated fair value of the Company's obligation at the acquisition date and it has been included in the above.

The acquisition is considered a business combination to which IFRS3, *Business Combinations* applies.

The assets acquired and liabilities recognized at the date of acquisition, based on the US$3,000,000 consideration are allocated as follows:

(in Canadian dollars)

5. ACQUISITION OF SUMMIT TOOL CORP. (Continued)

Current assets		
Inventory	**$**	**19,400**
Non-current assets		
Property, plant and equipment		**1,751,400**
Customer relationship		**1,303,270**
Non-competition agreement		**10,000**
Current liabilities		
Deferred tax liability recognized on acquisition		**(84,070)**
Net assets acquired	**$**	**3,000,000**

In addition, Summit Aerospace entered into a lease arrangement with Summit Tool to continue to use that company's former premises for a one-year period. Summit Aerospace also has a first right to purchase the premises until February 6, 2014. All of the former employees of Summit Tool have agreed to remain employed in the business with Summit Aerospace. The newly acquired business will continue to be operated in Pennsylvania by Summit Aerospace USA Inc. Summit Tool has been operating as a value added manufacturer of aerospace engine components for over 30 years.

6. INVENTORIES

	March 31, 2012	March 31, 2011	April 1, 2010
Raw materials	**$ 619,156**	$ 579,526	$ 744,340
Work in process	**791,252**	635,073	534,040
Finished goods	**312,884**	127,020	99,094
	$ 1,723,292	$ 1,341,619	$ 1,377,474

The cost of inventories recognized as an expense during the year was $9,275,422 (2011 - $4,888,933). The total carrying value of inventory at March 31, 2012 was pledged as security through general security agreements under bank loans and related party liabilities.

The Company wrote down its inventories by $273,359 in fiscal 2012 (2011 - $140,969) to reflect where the carrying amount exceeded net realizable value. An amount of $219,162 (2011 - $176,893) in inventories that was previously written off was reversed due to the fact that its net realizable value increased.

(in Canadian dollars)

7. ASSETS HELD-FOR-SALE

Assets held-for-sale as of March 31, 2012 consists of a manufacturing property owned by the Company that is vacant and available-for-sale. Plaintree signed a lease in October 2010 on a 135,500 sq. ft. building in Arnprior, Ontario owned by Tidal Quality Management Corporation, a company owned by Targa Group Inc., the Company's largest shareholder and a company controlled by David Watson, Plaintree's Chief Executive Officer ("CEO"). The move to the new location was completed in fiscal 2011 and the Company has its one remaining building for sale. The assets are recorded at the lower of carrying value and fair value less estimated selling costs which resulted in a write-down of $297,000 in fiscal 2011. The property has mortgage loans totalling $595,668 (Note 9) that would need to be satisfied at the time of sale of the property.

The total assets held-for-sale consists of the following:

	March 31, 2012	March 31, 2011	April 1, 2010
Buildings	**$ 610,040**	$ 752,830	$ -
Leasehold improvements	**481,987**	519,086	-
Land	**110,875**	130,874	-
Less: Costs to sell	**(37,200)**	(53,400)	
	$ 1,165,702	$ 1,349,390	$ -

8. NOTE RECEIVABLE

On March 28, 2012, the Company sold one of its two manufacturing buildings that were recorded as assets held-for-sale. The building was sold for $470,000. The Company assumed a vendor take-back first mortgage of $446,509 for a three-year term, interest only payments in the first 12 months, at prime plus 2% per annum. The gain on the sale of $295,110 has been deferred and will be recognized as income over the three-year term of the mortgage, with $59,022 being recognized in the 2013 fiscal year.

(in Canadian dollars)

9. LONG-TERM DEBT

	December 31, 2011	December 31, 2010	January 1, 2010
Bank loan bearing interest at the rate of prime plus 1.25% per annum, due in monthly principal plus interest instalments of $4,733, secured by a general security agreement, matures April 15, 2013.	**$ 48,655**	$ 102,131	$ 153,771
Bank loan bearing interest at the rate of prime plus 1.25% per annum, payable in monthly principal plus interest instalments of $4,221, secured by a general security agreement, maturing October 1, 2027. (Note 7)	**406,791**	439,338	471,929
Term loan payable in monthly instalments of $733, bearing interest at the rate of prime minus 0.65% per annum, secured by a mortgage on a property, maturing November 7, 2016.	**110,549**	118,992	128,772
Demand non-revolving loan payable in monthly blended instalments of principal and interest, at the rate of prime plus 1.5%, secured by general security agreement, maturing five years from the date of each draw-down or February 27, 2022.	**96,838**	-	-
Balance, carry forward	**662,833**	660,461	754,472

(in Canadian dollars)

9. LONG-TERM DEBT (Continued)

	December 31, 2011	December 31, 2010	January 1, 2010
Balance, carried forward	**$ 662,833**	$ 660,461	$ 754,472
Demand non-revolving loan payable in monthly blended instalments of principal and interest, at the rate of prime plus 1.5%, secured by general security agreement, maturing five years from the date of each draw-down or October 9, 2021	**384,637**	316,000	-
Demand non-revolving loan payable in monthly blended instalments of principal and interest, at the rate of prime plus 1.5%, secured by general security agreement, maturing ten years following full draw-down of $500,000 of the loan or June 18, 2016.	**276,550**	-	-
Demand non-revolving loan payable in monthly instalments of $65,000 USD plus LIBOR plus 3% per annum, maturing January 2, 2016.	**1,435,000**	-	-
Term loan payable in monthly instalments of $1,929, bearing interest at the rate of prime plus 1.25% per annum, secured by equipment and a general security agreement,maturing December 2011.	**-**	13,131	35,293
Balance, carry forward	**2,759,020**	989,592	789,765

(in Canadian dollars)

9. LONG-TERM DEBT (Continued)

	December 31, 2011	December 31, 2010	January 1, 2010
Balance, carried forward	**$ 2,759,020**	$ 989,592	$ 789,765
Term non-revolving loan payable in monthly instalments of $3,161 bearing interest at the rate of prime plus 1.25% per annum, maturing September 18, 2018. (Note 7)	**188,877**	218,058	246,689
	2,947,897	1,207,650	1,036,454
Current portion	(**2,947,897**)	(1,207,650)	(1,036,454)
	$ -	$ -	$ -

Principal repayments required in the next five years and thereafter are as follows:

2013	**$ 999,263**
2014	**825,608**
2015	**170,608**
2016	**170,608**
2017	**149,487**
Thereafter	**632,323**
	$ 2,947,897

As at March 31, 2012, the Company was in breach of the debt service coverage ratio which was required to be maintained at a minimum of 125%. Debt service coverage ratio is determined by dividing earnings before interest, taxes, depreciation and amortization by the annual payment of principal and interest.

As a result of the covenant breach, the long-term debt has been reclassified to current. The bank has waived the right to demand repayment of the debt but IFRS requires that a financial liability be classified as current even if an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting period and before the financial statements are authorized for issue.

The bank has continued to provide funding under the terms of this facility.

10. DUE FROM RELATED PARTY

Due from related party consists of $1,284,665 (March 31, 2011 - $1,102,770; April 1, 2010 - $745,720) due from Spotton Corporation, a company controlled by Targa Group Inc. ("Targa") (Note 7). The balance accrues interest at prime plus 2% and is due from the related party on demand. The $181,895 change in the balance from fiscal 2011 relates to rent of $42,000 (March 31, 2011 - $54,000; April 1, 2010 - $60,000) and utilities charges, advances and related interest.

(in Canadian dollars)

11. PROPERTY. PLANT AND EQUIPMENT

Cost, balance	Factory Equipment	Computer Equipment	Furniture	Vehicles	Lease Improvements	Building	Land	Total
April 1, 2010	$ 2,866,286	$ 956,732	$ 186,475	$ 68,768	$ 1,058,730	$ 1,133,016	$ 180,874	$ 6,450,881
Additions	390,209	54,797	7,969	56,608	622,505	-	-	1,132,088
Disposals	(14,754)	(13,454)	-	(10,000)	(297,000)	-	-	(335,208)
Transfer to held-for-sale	-	-	-	-	(719,938)	(982,016)	(130,874)	(1,832,828)
March 31, 2011	3,241,741	998,075	194,444	115,376	664,297	151,000	50,000	5,414,933
Additions	1,959,693	2,049	-	32,528	182,037	-	-	2,176,307
March 31, 2012	**$ 5,201,434**	**$ 1,000,124**	**$ 194,444**	**$ 147,904**	**$ 846,334**	**$ 151,000**	**$ 50,000**	**$ 7,591,240**

Accumulated depreciation, balance	Factory Equipment	Computer Equipment	Furniture	Vehicles	Lease Improvements	Building	Land	Total
April 1, 2010	$ (1,946,801)	$ (922,517)	$ (161,842)	$ (56,086)	$ (182,494)	$ (213,933)	$ -	$ (3,483,673)
Depreciation	(141,374)	(27,879)	(3,655)	(10,863)	(93,730)	(44,376)	-	(321,877)
Depreciation on disposals	3,672	13,154	-	9,054	-	-	-	25,880
Transfer to held-for-sale	-	-	-	-	254,252	229,186	-	483,438
March 31, 2011	(2,084,503)	(937,242)	(165,497)	(57,895)	(21,972)	(29,123)	-	(3,296,232)
Depreciation	(193,281)	(26,997)	(4,297)	(20,668)	(75,857)	(7,550)	-	(328,650)
Transfer to held-for-sale	-	-	-	-	20,834	-	-	20,834
March 31, 2012	**$ (2,277,784)**	**$ (964,239)**	**$ (169,794)**	**$ (78,563)**	**$ (76,995)**	**$ (36,673)**	**$ -**	**$ (3,604,048)**

Carrying amount, as at	Factory Equipment	Computer Equipment	Furniture	Vehicles	Lease Improvements	Building	Land	Total
April 1, 2010	$ 919,484	$ 34,214	$ 24,633	$ 12,682	$ 876,235	$ 919,083	$ 180,874	$ 2,967,205
March 31, 2011	$ 1,157,237	$ 60,833	$ 28,947	$ 57,481	$ 640,324	$ 121,877	$ 50,000	$ 2,116,699
March 31, 2012	**$ 2,923,609**	**$ 35,885**	**$ 24,650**	**$ 69,341**	**$ 767,338**	**$ 114,327**	**$ 50,000**	**$ 3,985,150**

(in Canadian dollars)

12. INTANGIBLE ASSETS

Cost	Balance at April 1, 2011	Additions	Balance at March 31, 2012
Customer relationship	**$ -**	**$ 1,303,270**	**$ 1,303,270**
Non-competition agreement	**-**	**10,000**	**10,000**
Computer software	**166,091**	**7,990**	**174,081**
Total	**$ 166,091**	**$ 1,321,260**	**$ 1,487,351**

Cost	Balance at April 1, 2010	Additions	Balance at March 31, 2011
Customer relationship	$ -	$ -	$ -
Non-competition agreement	-	-	-
Computer software	130,907	35,184	166,091
Total	$ 130,907	$ 35,184	$ 166,091

Accumulated depreciation	Balance at April 1, 2011	Additions	Balance at March 31, 2012
Customer relationship	**$ -**	**$ -**	**$ -**
Non-competition agreement	**-**	**-**	**-**
Computer software	**122,744**	**39,695**	**162,439**
Total	**$ 122,744**	**$ 39,695**	**$ 162,439**

Accumulated depreciation	Balance at April 1, 2010	Additions	Balance at March 31, 2011
Customer relationship	$ -	$ -	$ -
Non-competition agreement	-	-	-
Computer software	84,232	38,512	122,744
Total	$ 84,232	$ 38,512	$ 122,744

Net Carrying Amount	**March 31, 2012**	March 31, 2011	April 1, 2010
Customer relationship	**$ 1,303,270**	$ -	$ -
Non-competition agreement	**10,000**	-	-
Computer software	**11,642**	43,347	46,675
Total	**$ 1,324,912**	$ 43,347	$ 46,675

(in Canadian dollars)

13. DUE TO RELATED PARTIES

	March 31, 2012	March 31, 2011	April 1, 2010
Due to senior officers	**$ 3,062,063**	$ 2,700,887	$ 2,356,361
Dividends payable	**60,000**	10,000	-
Due to Targa Group Inc., convertible debentures	**247,672**	247,672	247,672
Due to Tidal Quality Management Inc.	**313,621**	304,872	339,924
Due to Targa Group Inc., line of credit	**932,237**	605,570	602,937
Due to Targa Group Inc., demand loan	**66,581**	66,581	66,581
Due to Targa Group Inc., loan interest	**134,812**	134,813	134,812
	4,816,986	4,070,395	3,748,287
Less: current portion	**(60,000)**	(10,000)	-
	$ 4,756,986	$ 4,060,395	$ 3,748,287

As at March 31, 2012, a balance of $3,062,063 ($2,373,765 principal and $688,298 interest) remained owing to senior officers of the Company. These amounts are classified as long-term as the parties have agreed not to demand repayment before August 2013.

On July 14, 2011, the board of directors of the Company declared a cash dividend of $10.91405 per Class A preferred share ($200,000 in the aggregate) payable on July 22, 2011 to the holders of record at the close of business on July 18, 2011. The Class A preferred shares are held by related parties and are entitled to annual cumulative dividends of 8% on the $1,000 redemption amount of the Class A preferred share. An amount of $60,000 of the dividend remains outstanding as of March 31, 2012.

As at March 31, 2012, a balance of $247,672 (March 31, 2011 and April 1, 2010 - $247,672) of the due to related parties is convertible into common shares of the Company at a rate of $0.0115 at the option of Targa (Note 7). The balance is classified as long-term as the related party has agreed not to demand payment before August 2013.

Until March 31, 2003, the Company leased facilities from a company controlled by Targa. Lease arrears, including interest of $138,647 (2011 - $129,898; 2010 - $121,115) owing to this related party, amounted to $313,621 (2011 - $304,872; 2010 - $339,924). In 2003, this related party entered into a forbearance agreement with the Company whereby the Company agreed to repay the amounts owing. The forbearance agreement is now in default. The party has agreed not to demand repayment before August 2013 and the amount is classified as long-term.

(in Canadian dollars)

13. DUE TO RELATED PARTIES (Continued)

The Company has a demand loan of up to $1,800,000 and a revolving line of credit of up to $1,000,000 with Targa. Under the loan agreements, all amounts advanced to the Company are payable on demand and bear interest at bank prime plus 2%. The Targa Credit Facility is secured by a security interest granted over the assets of the Company. At March 31, 2012, $800,000, (March 31, 2011 - $500,000; April 1, 2010 - $500,000) remained outstanding on the line of credit with accumulated interest of $132,237, (March 31, 2011 - $105,570; April 1, 2010 - $102,937) for a balance of $932,237. The balance on the revolving demand loan of $66,581 consists of interest only. Targa has agreed that it will not demand repayment before August 2013 and, accordingly, the amounts are classified as long-term.

Accumulated interest in the amount of $134,812 (March 31, 2011 and April 1, 2010 - $134,812), on a loan from Targa remains outstanding as of March 31, 2012. The party has agreed not to demand repayment before August 2013 and, accordingly, the amount is classified as long-term.

14. TRADE AND OTHER PAYABLES

Trade and other payables are comprised of the following:

	March 31, 2012	March 31, 2011	April 1, 2010
Accounts payable	**$ 555,131**	$ 472,954	$ 512,146
Accrued liabilities	**437,988**	359,801	371,086
Salaries and benefits payable	**284,825**	252,954	195,270
	$ 1,277,945	$ 1,085,709	$ 1,078,502

(in Canadian dollars)

15. SHARE CAPITAL

Authorized
Unlimited number of common shares
Unlimited number of Class A preferred shares

Class A 8% cumulative dividend, calculated on redemption amount, redeemable at the option of the Company at any time at $1,000 per share plus accrued dividends; liquidation preference of the redemption value plus cumulative dividends (when and if declared) to common shares; non-voting. As at March 31 2012, the accrued and unpaid dividends on the Class A preferred shares were $5,430,500.

Issued	
Common shares	12,925,253
Class A Preferred shares	18,325

On July 14, 2011, the Board of Directors of the Company approved a reduction to the stated capital account of $97,844,650 (the "Stated Capital Reduction Amount"). At the Company’s Annual General Meeting held on September 15, 2011, the shareholders of the Company voted in favour of the Stated Capital Reduction. The effect of the reduction was to reduce the stated capital and the accumulated deficit of the Company by the same amount. The accumulated deficit of the Company represents primarily the Company's business prior to the completion of the merger with Hypernetics and Triodetic and is not reflective of the post-merger business of the Company.

Stock option plans

The Company’s Stock Option Plan allows the Company to grant options to officers and service providers to a maximum number of 1,200,000.

Options under the stock option plans are issued for a period as determined by the Board of Directors of the Company at the time of grant up to a period of ten years from the date of grant and the exercise price may not be less than the latest closing price of the common shares on the last trading day preceding the date of grant. Eligibility is determined by the Company's Board of Directors and the aggregate number available for issuance to any one person may not exceed 5% of the issued and outstanding common shares.

(in Canadian dollars)

15. SHARE CAPITAL (Continued)

Activity in the stock option plan is summarized as follows:

	Number of Options	Option Price	Weighted Average Option Price
Options outstanding April 1, 2010	570,000	$0.12 - $0.80	$0.13
Expired during fiscal 2011	(10,000)	$0.80	$0.80
Options outstanding March 31, 2011 and 2012	**560,000**	**$0.12**	**$0.12**

Additional information regarding options outstanding as of March 31, 2012 is as follows:

	Options Outstanding and Exercisable		
Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price
$0.12	**560,000**	**1.4**	**$0.12**

As of March 31, 2012, 560,000 options are vested and exercisable at $0.12 and have a weighted average contractual life of 1.4 years.

The stock-based compensation expense of $1,621 (2011 - $3,393) is included in finance and administration expenses and was determined using the fair value method. This was calculated using a Black-Scholes option pricing model using the following assumptions: expected dividend yield - NIL%; expected volatility - 133%; risk-free interest rate - 3.75%; and expected life - five years.

(in Canadian dollars)

16. BASIC AND DILUTED EARNINGS PER COMMON SHARE

Net (loss) income attributable to common shares used in the numerator of basic and diluted earnings per share is calculated as follows:

	March 31, 2012	March 31, 2011	April 1, 2010
Net (loss) income	**$ (631,833)**	$ 313,295	$ (1,293,501)
Cumulative dividends on preferred shares	**(1,466,000)**	(1,466,000)	(1,466,000)
Net loss attributable to common shares (basic and diluted)	**$ (2,097,833)**	$ (1,152,705)	$ (2,759,501)
Basic and diluted weighted average shares outstanding	**12,925,253**	12,925,253	12,824,752

For the years ended March 31, 2012 and 2011, diluted earnings per share equals basic earnings per share due to the anti-dilutive effect of options and convertible instruments.

	2012	2011
Stock options	**560,000**	560,000
Convertible debentures	**229,935**	229,935
Total	**789,935**	789,935

17. BUSINESS SEGMENT INFORMATION

The Company's chief decision maker, the CEO, tracks the Company's operations as two business segments - the design, development, manufacture, marketing and support of electronic products, and the specialty structural products. From time to time, the Company provides management services primarily to related companies. The revenue and cost of sales related to these services are presented in the statement of income. No other expenses or assets are attributable to this segment.

(in Canadian dollars)

17. BUSINESS SEGMENT INFORMATION (Continued)

The Company determines the geographic location of revenues based on the location of its customers. All of the Company's assets are primarily located in Canada.

Revenue by division

		2012		2011
Electronics	$	4,072,801	$	3,197,801
Specialty structures		8,567,740		7,842,754
Total revenue	$	12,640,541	$	11,040,555

Net (loss) / income before taxes by division

		2012		2011
Electronics		501,121	$	(8,053)
Specialty structures	$	(1,199,093)		341,433
Total (loss) earnings	$	(697,972)	$	333,380

Revenue by geographical location

		2012		2011
Canada	$	4,866,112	$	5,167,776
United States		5,358,416		4,085,222
Russia		2,097,987		-
Other		263,932		586,290
Chile		54,094		1,201,267
Total Revenue	$	12,640,541	$	11,040,555

The product revenue concentration (customers with revenues in excess of 10% of total revenues)

	2012	2011
Number of customers	2	3
% of total revenue	15%, 17%	17%, 17%, 11%

(in Canadian dollars)

17. BUSINESS SEGMENT INFORMATION (Continued)

Assets by division

	March 31, 2012	March 31, 2011	April 1, 2010
Electronics	**$ 6,075,530**	$ 4,525,537	$ 5,615,020
Specialty structures	**6,657,695**	4,447,567	3,136,531
	$ 12,733,225	$ 8,973,104	$ 8,751,551

18. INCOME TAXES

Deferred income taxes reflect the impact of loss carryforwards and of temporary differences between amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws. The tax effects of temporary differences and loss carryforwards that gave rise to significant portions of the deferred tax asset, which has not been recognized, is as follows:

	March 31, 2012	March 31, 2011	April 1, 2010
Accounting depreciation in excess of tax	**$ 1,747,000**	$ 1,668,000	$ 1,760,000
Research and development expenses not deducted for tax purposes	**5,622,000**	5,565,000	5,616,000
Losses available to offset future income taxes	**846,000**	900,000	870,000
	$ 8,215,000	$ 8,123,000	$ 8,246,000

The Company has claimed less research and development expenses for income tax purposes than has been reflected in the financial statements. These unclaimed expenses total approximately $20,739,000 (2011 - $20,678,000) for Canadian federal and provincial tax purposes. These are available without expiry to reduce future years' taxable income.

The Company used $84,070 in deferred tax assets that were previously unrecognized.

(in Canadian dollars)

18. INCOME TAXES (Continued)

At March 31, 2012, the Company has approximately $612,000 (2011 - $596,000) of investment tax credits, relating primarily to research and development, available to reduce future year's Canadian federal income taxes. These potential benefits expire as follows:

2021	**$**	**240,000**
2022		**344,000**
2029		**12,000**
2030		**16,000**
	$	**612,000**

The provision for income taxes in the statement of comprehensive income (loss) differs from the amount computed by applying the Canadian statutory rate to the income (loss) before income taxes for the following reasons:

		2012		2011
Net income (loss) before income taxes	**$**	**(697,972)**	$	333,380
Canadian statutory rate		**27.79%**		29.25%
Expected income tax expense (recovery)		**(193,978)**		96,680
Changes in unrealized deferred tax assets		**(60,298)**		(111,777)
Permanent differences		**152,380**		75,789
Foreign taxes		**-**		(2,326)
Asset on benefit of current loss of subsidiary not recorded		**36,026**		5,634
Other		**(269)**		43,915
Income tax expense (recovery)	**$**	**(66,139)**	$	20,085

(in Canadian dollars)

18. INCOME TAXES (Continued)

The Company has losses available to reduce future years' Canadian federal taxable income totaling approximately $3,389,000. These potential benefits expire as follows:

2014	**$**	**783,000**
2026		**27,000**
2027		**85,000**
2028		**206,000**
2030		**1,954,000**
2031		**318,000**
2032		**16,000**
	$	**3,389,000**

19. GUARANTEES, COMMITMENTS AND CONTINGENCIES

Guarantees

The Company has entered into agreements that contain features which meet the definition of a guarantee. The pronouncements define a guarantee to be a contract that contingently requires the Company to make payments (either in cash, financial instruments, other assets, common shares of the Company or through the provision of services) to a third party based on changes in an underlying economic characteristic (such as interest rates or market value) that is related to an asset, a liability or an equity security of the other party.

Commitments

The Company leases office space under two operating leases that expires February 2013 and October 2015. Future minimum payments due in each of the next four years, and in aggregate, under the operating leases are as follows:

2013	**$**	**88,781**
2014		**48,781**
2015		**231,081**
2016		**258,252**
	$	**626,895**

(in Canadian dollars)

19. GUARANTEES, COMMITMENTS AND CONTINGENCIES (Continued)

Product warranties

As part of the normal sale of product, the Company provides its customers with standard one-year product warranties and from time to time it sells separately priced extended warranties. The Company currently has parts only warranty obligations that are included with the normal sale of the product. Given the history of nominal warranty parts replacement, the Company has recognized the revenue relating to warranties upon the original product revenue recognition with no obligation included in liabilities.

Contractual obligations

The following table provides a summary of the Company's obligations outstanding as at March 31, 2012:

Payments due by period

	Total	Current	2014	2015	2016	2017	Thereafter
Due to related parties - convertible debentures	**$ 247,671**	$ -	$ 247,671	$ -	$ -	$ -	$ -
Due to related parties - other	**3,510,497**	-	3,510,497	-	-	-	-
Due to related parties - line of credit	**932,237**	-	932,237	-	-	-	-
Due to related parties - demand loan	**66,581**	-	66,581	-	-	-	-
Note payable	**1,500,000**	750,000	750,000	-	-	-	-
Due to related parties - lease payments	**905,918**	96,781	96,781	462,069	250,287	-	-
Long-term debt	**2,947,899**	999,263	825,608	170,608	170,608	149,487	632,325
	$ 10,110,803	$ 1,846,044	$ 6,429,375	$ 632,677	$ 420,895	$ 149,487	$ 632,325

20. FINANCIAL INSTRUMENTS

Fair value hierarchy

Financial instruments recorded at fair value on the Statements of Financial Position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices);

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

Cash is classified as a Level 1 financial instrument. During the year, there has been no significant transfer of amounts between Level 1 and Level 2. There are no items classified in Level 2 or 3.

The Company has exposure to credit risk, market risk and liquidity risk associated with its financial assets and liabilities. The Board of Directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The Audit Committee is responsible for developing and monitoring the Company’s compliance with risk management policies and procedures. The Audit Committee regularly reports to the Board of Directors on its activities.

The Company’s risk management program seeks to minimize potential adverse effects on the Company’s financial performance and ultimately shareholder value. The Company manages its risks and risk exposures through a combination of insurance, a system of internal and disclosure controls, sound business practices and on occasion derivative financial instruments.

PLAINTREE SYSTEMS INC.

Notes to the Consolidated Financial Statements

years ended March 31, 2012 and 2011
(in Canadian dollars)

20. FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

(a) Credit risk

Credit risk arises from cash held with banks and credit exposure to customers, and others from outstanding trade receivables and unbilled revenue. The objective of managing counterparty credit risk is to prevent losses on financial assets, specifically cash, trade receivables and unbilled revenue. The Company assesses the credit quality of counterparties, taking into account their financial position, past experience and other factors.

Cash

Cash consists of bank deposits. Credit risk associated with cash is minimized substantially by ensuring that these financial assets are invested in highly rated financial institutions. As at March 31, 2012, the Company had cash consisting of cash on hand and deposits with banks of $680,000 (March 31, 2011 - $371,471; April 1, 2010 - $1,401,678). During the years ended March 31, 2012 and 2011, the Company did not hold any investments in asset-backed commercial paper.

Accounts receivable

Accounts receivable consists primarily of trade receivables. The Company's credit risk arises from the possibility that a counterparty which owes the Company money is unable or unwilling to meet its obligations in accordance with the terms and conditions in the contracts with the Company, which would result in a financial loss for the Company.

This risk is mitigated through established credit evaluation, approval and monitoring processes intended to mitigate potential credit risks. The carrying amount of trade receivables are reduced through the use of an allowance for doubtful accounts and the amount of the loss is recognized in the statement of comprehensive income (loss). When a receivable balance is considered uncollectible, it is written off against the allowance for trade receivables.

20. FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

(a) Credit risk (Continued)

Accounts receivable (Continued)

Maximum credit risk is limited to the balance in cash, trade receivables and unbilled revenue totalling $2,638,290 (March 31, 2011 - $2,836,655; April 1, 2010 - $3,453,814). As of March 31, 2012, trade receivables were comprised of three companies totalling 18%, 17% and 17%, respectively (March 31, 2011 - 23%, 23% and 15%; April 1, 2010 - 34%, 22% and 11%, respectively) of trade receivables. As at March 31, 2012, the Company's ageing of accounts receivable was approximately 97% (March 31, 2011 - 87%; April 1, 2010 - 83%) under sixty days, 1% (March 31, 2011- 2%; April 1, 2010 - 2%) over 60 - 90 days and 2% (March 31, 2011 - 11%; April 1, 2010 - 15%) over 90 days and the allowance for doubtful accounts was $NIL (March 31, 2011 - $10,125; April 1, 2010 - $NIL).

(b) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the fair value of recognized assets and liabilities or future cash flows or the Company's results of operations.

Interest risk

The Company is financed through loans from related parties and bank loans which bear interest at rates tied to the Canadian bank prime rate. The Company's exposure to interest rate risk relates primarily to variable interest rates on bank and related party debt totalling $7,704,883. The variable interest rates range from prime less 0.65% to prime plus 2.0%. A 1% change in the bank prime interest rate causes a $77,049 change in annual interest expense. The Company does not use derivative instruments to reduce its exposure to interest rate fluctuations.

20. FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

(b) Market risk (Continued)

Foreign currency risk

There is a risk to the Company's earnings that arises from fluctuations in foreign exchange rates, and the degree of volatility of these rates. The Company's financial results are reported in Canadian dollars. The Company is exposed to foreign exchange fluctuations against the Canadian dollar as sales are primarily denominated in U.S. dollars and other foreign currencies, while expenditures are primarily denominated in Canadian dollars. The Company did not use derivative financial instruments to manage this risk. For the year ended March 31, 2012, the Company had a foreign exchange gain of $14,464 (March 31, 2011 - loss of $46,309). A 10% change in the value of the U.S. dollar against the Canadian dollar would have an approximate foreign exchange gain or loss of $206,711 and $112,481 for the fiscal years ended March 31, 2012 and 2011, respectively.

Assets and liabilities denominated in U.S. dollars (expressed in Canadian dollars) are as follows:

	March 31, 2012	March 31, 2011	April 1, 2010
Cash	**$ 208,755**	$ 75,977	$ 515,754
Trade receivables	**893,866**	598,072	620,363
Unbilled revenue	**24,011**	35,161	-
Accounts payable and accrued liabilities	**(183,131)**	(790)	(35,800)
Deferred revenue	**(75,607)**	(336,718)	(396,690)
Note payable	**(1,500,000)**	-	-
Long-term debt	**(1,435,000)**	-	-
	$ (2,067,106)	$ 371,702	$ 703,627

20. FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company maintains a positive working capital position. The Company aims to maintain a current ratio, defined as current assets over current liabilities, of at least 1:1.

The Company generally makes bi-monthly payments to vendors. At March 31, 2012, most of the Company's accounts payable were current. The vast majority of accounts payable fall due for payment within forty-five days. Accrued liabilities are generally due after more than one month and in some cases it may not yet be possible to determine the contracted date for payment.

The Company is required to maintain certain financial covenants in connection with its existing banking arrangements (Note 22).

Fair values

The carrying amounts for cash, trade accounts receivable, and accounts payable and accrued liabilities approximate fair value due to the short maturity of these instruments or the terms of the instrument. The carrying amount for the long-term debt approximated fair value as the interest rate was reflective of rates currently available for similar debt.

The fair values of amounts due to and due from related parties are not determinable as comparable arm’s length debts are not available.

21. RELATED PARTIES

Key management personnel compensation

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling activities of the entity, directly or indirectly. The key management personnel of the Company are members of the Company’s executive management team, which include the CEO, CFO and VP-Mergers and Acquisitions and control approximately 34.4% of the outstanding shares of the Company. Compensation provided to key management is as follows:

(in Canadian dollars)

21. RELATED PARTIES (Continued)

	2012	2011
Short-term employee benefits	**$ 460,000**	$ 460,000
Post-employment benefits	**-**	-
Other long-term benefits	**-**	-
Termination benefits	**-**	-
Share-based payments	**-**	-
	$ 460,000	$ 460,000

If terminated for other than just cause, each executive officer is entitled to up to twelve months prior written notice or payment thereof in lieu at the rate in effect at the time of termination.

Related party transactions

During the year ended March 31, 2012, the Company incurred interest expense of $198,302 (2011 - $123,814) which is primarily interest on related party balances as described in Notes 9 and 13.

On March 31, 2012, the Company's senior officers agreed to defer payment of consulting fees and salaries payable to August 2013. During fiscal 2012, a portion of these fees and salaries, amounting to $103,950 (year ended March 31, 2011 - $102,100), was paid to the senior officers. At March 31, 2012, these outstanding fees and salaries to senior officers of the Company, who are also majority shareholders of Targa, amounted to $2,373,765 (March 31, 2011 - $2,126,050; April 1, 2010 - $1,878,335), plus interest charges of $688,298 (March 31, 2011 - $574,837; April 1, 2010 - $478,026) for a total payable of $3,062,063 (March 31, 2011 - $2,700,887; April 1, 2010 - $2,356,361). These amounts are included in due to related parties - other.

The above related party transactions are measured at their exchange amount, which is the amount agreed to by the parties.

22. CAPITAL MANAGEMENT

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, purchase and cancel shares previously issued, return capital to shareholders or sell assets to reduce debt. The Company considers the items included in equity as capital, which totals $1,432,410 (March 31, 2011 - $2,262,622; April 1, 2010 - $2,145,934) at year-end.

22. CAPITAL MANAGEMENT (Continued)

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Board of Directors does not establish quantitative return on capital criteria for management; but rather promotes year over year revenue increases with positive increases in earnings before interest, tax, depreciation and amortization. These objectives are met through operational changes to enhance cash flow performance, the evaluation of acquisitions as they relate to the Company's market share and performance, and risk mitigation over exposure.

The Company is subject to various covenants on long-term debt (including debt to tangible net worth, current assets to current liabilities, capital and debt service ratios). The Company is in breach of the debt service ratio covenant to which the bank has provided forbearance and will not demand repayment before April 1, 2013. The bank expects the Company to be onside on their covenant by March 31, 2013 (Note 9).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended March 31, 2012 compared to the year ended March 31, 2011.

23. SUBSEQUENT EVENTS

In June 2012, Summit Aerospace USA Inc. purchased a Deckel Maho DMU 80 P duoBlock Universal Milling Machine, for approximately $700,000 allowing the Company to expand their current roster of jet engine parts.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

PLAINTREE SYSTEMS INC.

For the years ended March 31, 2012 and 2011

Date – July 16, 2012

The following discussion and analysis is the responsibility of management and has been reviewed by the Audit Committee of Plaintree Systems Inc (“Plaintree” or the “Company”) and approved by the Board of Directors of Plaintree. The Board of Directors carries out its responsibilities for the financial statements and management’s discussion and analysis principally through the Audit Committee, which is comprised exclusively of independent directors.

The following discussion of the financial condition, changes in financial condition and results of operations of Plaintree is for the years ended March 31, 2012 and 2011. Historical results of operations, percentage relationships and any trends that may be inferred there from are not necessarily indicative of the operating results of any future periods. Unless otherwise stated all amounts are in Canadian dollars following the requirements of the International Financial Reporting Standards (“IFRS”). Previously, the Company prepared its Interim and Annual Consolidated Financial Statements in accordance with Canadian Generally Accepted Accounting Principles (“GAAP”). The information contained herein is dated as of July 16, 2012 and is current to that date, unless otherwise stated. Management is responsible for ensuring that processes are in place to provide sufficient knowledge to support the representations made in the annual filings. Our Audit Committee and Board of Directors provide an oversight role with respect to all public financial disclosures by the Company, and have reviewed this MD&A and the accompanying financial statements.

W. David Watson II, President and Chief Executive Officer, and Lynn E. Saunders, Chief Financial Officer, in accordance with National Instrument 52-109 (“NI52-109”), have both certified that they have reviewed the annual financial statements and this MD&A (“the annual Filings”) and that, based on their knowledge having exercised reasonable diligence, (a) the annual Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made with respect to the period covered by the annual filings; and (b) the annual financial statements together with the other financial information included in the annual Filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the dates and for the periods presented in the annual Filings.

Investors should be aware that the inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis Disclosure Controls and Procedures and Internal Controls over Financial Reporting as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Caution Regarding Forward Looking Information

This MD&A of the Company contains certain statements that, to the extent not based on historical events, are forward-looking statements based on certain assumptions and reflect Plaintree's current expectations. Forward-looking statements include, without limitation, statements evaluating market and general economic conditions, and statements regarding growth strategy and future-oriented project revenue, costs and expenditures. Actual results could differ materially from those projected and should not be relied upon as a prediction of future events. A variety of inherent risks, uncertainties and factors, many of which are beyond Plaintree's control, affect the operations, performance and results of Plaintree and its business, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. Some of these risks, uncertainties and factors include the impact or unanticipated impact of: companies evaluating Plaintree's products delaying purchase decisions; current, pending and proposed legislative or regulatory developments in the jurisdictions where Plaintree operates; change in tax laws; political conditions and developments; intensifying competition from established competitors and new entrants in the industry; technological change; currency value fluctuation; general economic conditions worldwide, including in China; Plaintree's success in developing and introducing new products and services, expanding existing distribution channels, developing new distribution channels and realizing increased revenue from these channels. This list is not exhaustive of the factors that may affect any of Plaintree's forward-looking statements. Plaintree undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results otherwise. Readers are cautioned not to put undue reliance on forward-looking statements. Readers should also carefully review the risks concerning the business of the Company and the industries in which it operates generally described in the documents filed from time to time with Canadian securities regulatory authorities.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Plaintree Systems Inc ("Plaintree" or "the Company") was incorporated in Canada pursuant to the Canada Business Corporation Act. The Company operates through tow divisions: Electronics and Specialty Structures. The Electronics division consists of the Hypernetics business, the free space optics business and the newly acquired business of Summit Aerospace USA Inc and the Specialty Structures division consists of the Triodetic business and Arnprior Fire Trucks Corp. Plaintree was historically a designer and manufacturer of wireless connections transmitting data on beams of light versus conventional radio frequency, commonly referred to as free space optics ("FSO"). The Hypernetics business manufactures avionic components for various applications including aircraft antiskid braking, aircraft instrument indicators, solenoids and permanent magnet alternators. The Triodetic business is a design/build manufacturer of steel, aluminum and stainless steel specialty structures such as commercial domes, free form structures, barrel vaults, space frames and industrial dome coverings. Arnprior Fire Trucks Corp. involves the custom build of high-end fire trucks and emergency vehicles to be sold to municipalities. Summit Aerospace USA Inc, a wholly owned US subsidiary of Plaintree provides precision machining for jet engine components, up to 36 inches in diameter and holding tolerances of 1/1000, to the aerospace and defense markets.

Recent Developments

On March 28, 2012, the Company sold one of its two manufacturing buildings held for sale as it was no longer required after the Company moved to larger facilities in late fiscal 2011. The building was sold for $470,000 and Plaintree assumed a vendor take-back first mortgage of $446,509 for a three year term, with interest at prime plus 2% per annum. The second of the two buildings remains available for sale.

On February 7, 2012 the Company announced the completion of its acquisition of the business and assets of Summit Tool Corp. ("Summit Tool") of Pocono Summit, Pennsylvania. Summit Tool has been operating as a value added manufacturer of aerospace engine components for 30 years. The purchase price for the acquisition was US$ 3 million, subject to reduction if certain milestones are not met. The Company directly and through its wholly-owned subsidiary Summit Aerospace USA Inc. ("Summit Aerospace"), acquired all of the assets of Summit Tool which consisted of machinery and equipment and intellectual property and goodwill. The Company acquired the intellectual property and goodwill and Summit Aerospace acquired the equipment and material**.** In addition, Summit Aerospace entered into a lease arrangement with Summit Tool to continue to use that company's former premises for a one year period. Plaintree also has a first right to purchase the premises until February 6, 2014. All of the former employees of Summit Tool have agreed to remain employed in the business with Summit Aerospace. The newly acquired business will continue to be operated in Pennsylvania by Summit Aerospace USA Inc. Summit Tool has been operating as a value added manufacturer of aerospace engine components for over 30 years.

On July 14, 2011, the Board of Directors of the Company approved a reduction to the stated capital account of $97,844,650 (the "**Stated Capital Reduction**"). At the

Company's Annual General Meeting held on September 15, 2011, the shareholders of the Company voted in favour of the Stated Capital Reduction. The effect of the reduction was to reduce the stated capital and the accumulated deficit of the Company by the same amount. The accumulated deficit of the Company was primarily due to the Company's business carried on prior to the completion of the merger with Hypernetics and Triodetic and was not reflective of the post merger business of the Company.

On May 3, 2011 the Company filed a Form 15F with the United States Securities and Exchange Commission (the "SEC") with the intention of voluntarily terminating its reporting obligations under Section 13(a) and Section 15(d) of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"). On the filing of the Form 15F, Plaintree's reporting obligations with the SEC under the Exchange Act, including its obligations to file annual reports on Form 20F, was immediately suspended. Plaintree's termination of its reporting obligations under the Exchange Act was made final 90 days after the filing of the Form 15F with the SEC.

In late fiscal 2011, all operations of Plaintree were relocated to a modern 135,500 sq. ft. manufacturing facility located in Arnprior, Ontario, Canada, thirty minutes west of Ottawa, Ontario, Canada.

The Company's common shares are quoted on the CNSX under symbol "NPT" in Canada.

Control Activities

For all changes to policies and procedures that have been identified, the effectiveness of internal controls over financial reporting and disclosure controls and procedures has been assessed and any required changes have been implemented. In addition, controls over the International Financial Reporting Standards ("IFRS") changeover process have been implemented, as necessary. The Company has identified and implemented the required accounting process changes that resulted from the application of IFRS accounting policies and these changes were not significant. We have completed the design, implementation and documentation of the internal controls over accounting process changes resulting from the application of IFRS accounting policies. We applied our existing control framework to the IFRS changeover process.

The Company has assessed the impact of the IFRS transition project on our key ratios and determined that the transition did not significantly impact key ratios.

The IFRS transition project did not have a significant impact on our information systems for the convergence periods. We do not expect significant changes in the post-convergence periods.

The post-implementation phase will involve continuous monitoring of changes in IFRS in future periods. The Company notes that the standard-setting bodies that determine IFRS have significant ongoing projects that could impact the IFRS accounting policies that the

Company selected. In particular, the Company expects that there may be additional new or revised IFRS standards or IFRIC interpretations in relation to consolidation, financial instruments, leases, and revenue recognition. Processes are in place to ensure that potential changes are monitored and evaluated. The impact of any new IFRS standards and IFRIC interpretations will be evaluated by the Company as they are drafted and published.

Selected Annual Financial Information

The Company's consolidated financial statements are stated in Canadian dollars and are prepared in accordance with IFRS. The following table sets forth selected financial information from the Company's Fiscal 2012 statements:

($000s, except per share amounts)

	March 31, 2012	**March 31, 2011**	**April 1, 2010**
Total assets	$ 12,733	$ 8,973	$ 8,752
Total liabilities	$ 11,301	$ 6,710	$ 6,606
Long-term liabilities	$ 5,743	$ 4,060	$ 3,748
Cash dividends declared per share ($1,000 per share)	$ 200	$ 200	$ 200

($000s, except per share data)

	March 31,	
	2012	2011
Revenue	**$ 12,641**	$ 11,041
Net (loss) income and total comprehensive (loss) income	**$ (632)**	$ 313
Net (loss) attributable to common shareholders	**$ (2,098)**	$ (1,153)
Basic and diluted (loss) per share	**$ (0.16)**	$ (0.09)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

	Plaintree Systems Inc. ($000s, except per share and % amounts) Fiscal Year		Change from
	2012	**2011**	**2012 to 2011**
Revenue	$ 12,641	$ 11,041	$ 1,600
Cost of sales	9,607	6,881	2,726
Gross margin	3,034	4,160	(1,126)
	24%	38%	
Operating expenses:			
Sales and marketing	695	630	65
Finance and administration	1,023	1,047	(24)
Research and development	1,597	1,672	(75)
Bad debt	233	-	233
Interest expense	198	124	74
(Gain) loss on foreign exchange	(14)	46	(60)
	3,732	3,519	213
Loss from operations	(698)	641	(1,339)
Write-down of assets held for sale	-	(297)	297
Loss on disposal	-	(11)	11
Net (loss) income before taxes	(698)	333	(1,031)
Current income tax expense	18	20	2
Deferred income tax (recovery)	(84)	-	84
Net (loss) income and comprehensive (loss) income	$ (632)	$ 313	$ (945)

Business Segment Information

The Company's chief decision maker, the Chief Executive Officer, tracks the Company's operations through two business segments - the design, development, manufacture, marketing and support of electronic products (Electronics) and specialty structures products (Specialty Structures).

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Revenues by division

		2012		2011
Electronics	**$**	**4,072,801**	$	3,197,801
Specialty Structures		**8,567,740**		7,842,754
Total revenue	**$**	**12,640,541**	$	11,040,555

Net (loss) / income before taxes by division

		2012		2011
Electronics		**501,121**	$	(8,053)
Specialty Structures	**$**	**(1,199,093)**		341,433
Total (loss) / earnings	**$**	**(697,972)**	$	333,380

Revenue by geographical location

		2012		2011
Canada	**$**	**4,866,112**	$	5,167,776
United States		**5,358,416**		4,085,222
Russia		**2,097,987**		-
Other		**263,932**		586,290
Chile		**54,094**		1,201,267
Total Revenue	**$**	**12,640,541**	**$**	**11,040,555**

The product revenue concentration (customers with revenues in excess of 10% of total revenues)

	2012	2011
Number of customers	**2**	3
% of total revenue	**15%, 17%**	17%, 17%, 11%

Revenues

Revenue

Total product revenue for fiscal 2012 was $12,640,541 compared to $11,040,555 in fiscal 2011.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Plaintree has two diversified business divisions: Specialty Structures and Electronics.

Plaintree's Electronics Division revenue increased to $4,072,801 in fiscal 2012 from $3,197,801 in fiscal 2011. The increase was attributed to the addition of the business acquired from Summit Tool operated by Summit Aerospace USA Inc. and moderate increases in the legacy markets of this division. The Company expects growth to continue for this division in fiscal 2013.

Plaintree's Specialty Structures Division revenue increased to $8,567,740 in fiscal 2012 from $7,842,754 in fiscal 2011. The increase primarily is attributed to growing sales in the emergency vehicle market which commenced late in fiscal 2011. The Company expects this trend to continue in fiscal 2013.

Gross Margin

Total gross margin decreased to 24% in fiscal 2012 from 37.7% in fiscal 2011.

Inventory write-downs of $273,359 and $140,969 in fiscals 2012 and 2011 are included in the cost of sales. The exceptional margins in fiscal 2011 include the benefit of inventory which was previously devalued from cost to market value in fiscal 2010. Fiscal 2012 includes a full twelve months of operational expenses related to the launching of Arnprior Fire Trucks and the carrying costs of two vacant and surplus manufacturing buildings.

Operating Expenses

Sales and marketing expenses

Sales and marketing expenses were $695,383 and $630,089 in fiscal 2012 and 2011 respectively. These expenses consisted primarily of personnel and related costs associated with the Company's sales and marketing departments, which include sales commissions, advertising, travel, trade shows and other promotional activities.

Sales and marketing expenses are expected to remain at comparable levels throughout fiscal 2013.

Finance and administration expenses

Finance and administration expenses were $1,022,400 and $1,046,749 in fiscals 2012 and 2011 respectively. Finance and administration expenses consist primarily of costs associated with managing the Company's finances, which included financial staff, legal and audit activities.

Finance and administration expenses are expected to remain at comparable levels throughout fiscal 2013.

Research and development expenses

Research and development expenses were $1,596,797 and $1,671,625 in fiscals 2012 and 2011 respectively. Research and development expenditures consist primarily of development engineering and personnel expenses.

Research and development expenses are expected to remain at comparable levels throughout fiscal 2013.

Bad debt expenses

The Company recorded a bad debt of $233,092 for an account that remains uncollected.

Interest expense

Interest expense consists of interest incurred on bank and related party debt. Interest expenses were $198,302 and $123,814 for fiscal 2012 and 2011, respectively. Interest expense increased primarily due to the increase in borrowings for plant equipment and plant leaseholds. The majority of the Company's debt accrues interest at variable rates based on the Company's bank prime lending rate of interest.

Gain (loss) on foreign exchange

The Company reported a gain on foreign exchange of $14,464 and a loss of $(46,309) in fiscals 2012 and 2011 respectively. The gain/loss on foreign exchange represents the gain/loss, realized or unrealized, of transactions and year end foreign balances that are completed in currencies other than the Company's reporting currency. A less consistent rate of exchange month to month in fiscal 2011 compared to fiscal 2012 contributed to the loss in the prior year.

Net (loss), Comprehensive (loss) and Net (loss) Attributable to Common Shareholders

Net loss and comprehensive loss for Fiscal 2012 and 2011 was $(2,097,833) and $(1,152,705) respectively. Net income attributed to common shareholders is calculated by reducing net income by the $1,466,000 cumulative yearly dividends that accrue annually on the Class A preferred shares. The cumulative dividends accrue at 8% per annum on the face value of $18,325,000 for the Class A preferred shares and as of March 31, 2012, the accrued and unpaid dividends on the Class A preferred shares were $5,430,500.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Quarterly Results

The following table sets out selected unaudited consolidated financial information for each quarter in fiscal 2012 and fiscal 2011:

Quarters ended

(unaudited, in $000s except per share data)

	Mar 31 2012	Dec 31 2011	Sept 30 2011	June 30 2011	Mar 31 2011	Dec 31 2010	Sept 30 2010	June 30 2010
Revenue	$2,556	$2,374	$5,036	$2,675	$2,442	$1,727	$3,165	$3,707
Net profit (loss) and total comprehensive income (loss)	$(446)	$(715)	$617	$(88)	$(353)	$(722)	$284	$1,104
Net profit (loss) attributed to common shareholders	$(835)	$(1,081)	$250	$(454)	$(741)	$(1,089)	$(82)	$737
Basic and diluted earnings (loss) per share	$(0.06)	$(0.08)	$0.02	$(0.04)	$(0.06)	$(0.08)	$(0.01)	$0.06

Liquidity and Capital Resources

($000s)

	2012	**2011**	**Change**
Cash	**$ 680**	$ 371	$ 309
Working Capital	**$ 1,419 (i)**	$ 4,163 (i)	$ (2,744)

(i) The Company is subject to various covenants on the long-term debt (including debt to tangible net worth, current assets to current liabilities, capital and debt service ratios). The Company is in breach of the debt service ratio covenant to which the bank has provided forbearance until March 31, 2013, with respect to this breach. IFRS requires that a financial liability be classified as current even if an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting period and before the financial statements are authorized for issue. The Company's working capital without this reclassification of bank debt is $3,367,547 and $5,204,078 for fiscals 2012 and 2011 respectively.

	2012	2011	Change
Net cash (used in) provided by:			
Operating activities	**$ (354)**	**$ (49)**	**$ (305)**
Investing activities	**$ 25**	**$ (1,166)**	**$ 1,191**
Financing activities	**$ 638**	**$ 185**	**$ 453**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cash

As at March 31, 2012, the Company held $680,000 in cash, an increase of $308,529 from March 31, 2011.

Working Capital

Working capital represents current assets less current liabilities. As at March 31, 2012, the Company had positive working capital of $1,418,913 compared to working capital of $4,162,971 at March 31, 2011 after bank debt was reclassified as a current liability due to a breach of a bank covenant. The Company is subject to various covenants on the long-term debt (including debt to tangible net worth, current assets to current liabilities, capital and debt service ratios). The Company is in breach of the debt service ratio covenant to which the bank has provided forbearance. The bank expects the Company to be back in covenant by March 31, 2013. IFRS requires that a financial liability be classified as current even if an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the reporting period and before the financial statements are authorized for issue. The Company's working capital without this reclassification of current bank debt is $3,367,547 and $5,204,078 for fiscal periods 2012 and 2011, respectively.

Cash (used in) Operating activities

Cash used in operating activities for fiscal 2012 was $(354,434) representing an increase of $305,809 from net cash used of $(49,345) in fiscal 2011. Cash used in operating activities during fiscal 2012 mainly relates to the loss incurred in fiscal 2012 of $631,833, increases in inventory and notes receivables but offset by decreases in unbilled revenues and trade and other payables.

Cash provided by (used in) Investing activities

Cash provided by investing activities for fiscal 2012 was $25,001 representing an increase of $1,190,940 from cash used of $(1,165,939) in fiscal 2011 relating to the purchases and disposals of plant equipment.

Cash provided by Financing activities

Cash provided by financing activities for fiscal 2012 was $637,961 representing an increase of $452,884 from cash provided of $185,077 in fiscal 2011. Cash provided by financing activities in fiscal 2012 relates primarily to bank financing incurred to complete the Summit Tool business and equipment acquisition and related party borrowings.

Outlook

Fiscal 2012 concluded with a loss of $631,833, which included a write-down on inventory of $273,359, and an uncollectible account of $233,092. Contracts have not yet reached levels experienced in the pre 2009 timeframe. Continued growth for the Company is expected from Summit Aerospace and Arnprior Fire Trucks Corp in the next several years. The Company has increased their investment into high end, robust and versatile manufacturing equipment throughout all of its divisions. Plaintree moved to a larger facility in late fiscal 2011 to ensure it had sufficient capacity for growth for its Canadian operations.

There can be no assurances that the Company will achieve the long term operating results required to reduce the bank and related party debt to adequate levels and achieve profitability to meet the obligations to Class A preferred shareholders and provide income and cash flow attributable to common shareholders.

Related Party Transactions

Due from Related Party

Due from related party consists of $1,284,665 (2011 - $1,102,770, 2010 - $745,720) due from Spotton Corporation, a company controlled by Targa Group Inc. ("Targa"). Targa is the Company's largest shareholder and is a company controlled by the CEO of the Company and a related party to the CEO. The balance accrues interest at prime plus 2% and is due from the related party on demand. The $181,895 change in the balance from fiscal 2011 relates to rent of $42,000 (2011 - $54,000, 2010 - $ 60,000) and utilities charges, advances and related interest.

Due to Related Party

As at March 31, 2012, a balance of $3,062,063 ($2,373,765 principal and $688,298 interest) remained owing to senior officers. These amounts are classified as long-term as the parties have agreed not to demand repayment before August 2013.

On July 14, 2011, the board of directors of the Company declared a cash dividend of $10.91405 per Class A preferred share ($200,000 in the aggregate) payable on July 22, 2011 to the holders of record at the close of business on July 18, 2011. The Class A preferred shares are held by related parties and are entitled to annual cumulative dividends of 8% on the $1,000 redemption amount of the Class A preferred share $60,000 of the declared dividend remains outstanding as of March 31 2012.

As at March 31, 2012, a balance of $247,672 (2010 - $247,672) of the due to related parties is convertible into common shares of the Company at a rate of $0.0115 at the option of the Targa. The balance is classified as long-term as the related party has agreed not to demand payment before August 2013.

Until March 31, 2003, the Company leased facilities from a company controlled by Targa. Lease arrears, including interest of $138,647 (2011 - $ 129,898, 2010 - $121,115) owing to this related party, amounted to $313,621 (2011 - $304,872, 2010 - $339,924). In 2003, this related party entered into a forbearance agreement with the Company whereby the Company agreed to repay the amounts owing and the related party was provided with a security interest over the assets of the Company. The forbearance agreement is now in default. The party has agreed not to demand repayment before August 2013 and the amount is classified as long-term.

The Company has a demand loan of up to $1,800,000 and a revolving line of credit of up to $1,000,000 with Targa. Under the loan agreements, all amounts advanced to the Company are payable on demand and bear interest at bank prime plus 2%. The Targa Credit Facility is secured by a security interest granted over the assets of the Company. At March 31, 2012, $800,000, (2011 - $500,000, 2010 - $500,000) remained outstanding on the line of credit with accumulated interest of $132,237, (2011- $105,570, 2010 - $102,937) for a balance of $932,237; $NIL was drawn against the revolving demand loan with accumulated interest owing of $66,581 for a balance of $66,581. Targa has agreed that it will not demand repayment before August 2013 and, accordingly, the amounts are classified as long-term.

Accumulated interest in the amount of $134,812 (2011 - $134,812, 2010 - $134,812), on a loan from Targa remains outstanding as of March 31, 2013. The party has agreed not to demand repayment before August 2013 and the amount is classified as long-term.

During the third quarter of fiscal 2011, the Company executed a five year lease for new premises located at 10 Didak Drive, owned by Tidal Quality Management Corporation, a company owned by Targa Group Inc., Plaintree's largest shareholder. The five year lease for the new premises is at $0.41 per sq/ft in the first year, increasing $1.00 per sq/ft per year until the rent reaches $3.41 where it remains for the balance of the term. In November of 2011, Tidal granted Plaintree a reduced rate of $0.36 per sq/ft for the second and third year of the term resulting in a savings of approximately $60,000 during the period ending March 31 2012. During fiscal 2012, the Company paid $52,669 to Tidal in lease payments.

Facilities

The Company leases a 135,500 sq/ft building at 10 Didak Drive in Arnprior, Ontario.

Other Contracts and Commitments

The following table provides a summary of the Company's obligations outstanding as at March 31, 2012:

Payments due by period

	Total	Current	2014	2015	2016	2017	Thereafter
Due to related parties - convertible debentures	**$ 247,671**		$ 247,671				
Due to related parties - other	**3,510,497**		3,510,497				
Due to related party - line of credit	**932,237**		932,237				
Due to related party - demand loan	**66,581**		66,581				
Note payable	**1,500,000**	750,000	750,000				
Due to related party - lease payments	**905,918**	96,781	96,781	462,069	250,287		
Long-term debt	**2,947,899**	999,263	825,608	170,608	170,608	149,487	632,325
	$ 10,110,803	$ 1,846,044	$ 6,429,375	$ 632,677	$ 420,895	$ 149,487	$ 632,325

Risk Factors Affecting Future Business

The Company has exposure to credit risk, market risk and liquidity risk associated with its financial assets and liabilities. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Audit Committee is responsible for developing and monitoring the Company's compliance with risk management policies and procedures. The Audit Committee regularly reports to the Board of Directors on its activities.

The Company's risk management program seeks to minimize potential adverse effects on the Company's financial performance and ultimately shareholder value. The Company manages its risks and risk exposures through a combination of insurance, a system of internal and disclosure controls, sound business practices and on occasion derivative financial instruments.

Credit risk

Credit risk arises from cash held with banks and credit exposure to customers, and others from outstanding trade receivables and unbilled revenue. The objective of managing counterparty credit risk is to prevent losses on financial assets, specifically cash, trade receivables and unbilled revenue. The Company assesses the credit quality of counterparties, taking into account their financial position, past experience and other factors.

Cash

Cash consists of bank deposits. Credit risk associated with cash is minimized substantially by ensuring that these financial assets are invested in highly rated financial institutions. As at March 31, 2012, the Company had cash consisting of cash on hand and deposits with banks of $680,000 (March 31, 2011 - $371,471; April 1, 2010 - $1,401,678) During the years ended March 31, 2012 and 2011 the Company did not hold any investments in asset-backed commercial paper.

Accounts receivable

Accounts receivable consists primarily of trade receivables. The Company's credit risk arises from the possibility that a counterparty which owes the Company money is unable or unwilling to meet its obligations in accordance with the terms and conditions in the contracts with the Company, which would result in a financial loss for the Company.

This risk is mitigated through established credit evaluation, approval and monitoring processes intended to mitigate potential credit risks. The carrying amount of trade receivables are reduced through the use of an allowance for doubtful accounts and the amount of the loss is recognized in the statement of comprehensive income (loss). When a receivable balance is considered uncollectible, it is written off against the allowance for trade receivables.

Maximum credit risk is limited to the balance in cash, trade receivables and unbilled revenue totaling $2,638,290 (March 31, 2011 - $2,836,655, April 1, 2010 - $3,453,814). As of March 31, 2012, trade receivables were comprised of three companies totaling 18%, 17% and 17%, respectively (March 31, 2011 - 23%, 23% and 15%; April 1, 2010 - 34%, 22% and 11%, respectively) of trade receivables. As at March 31, 2012 the Company's ageing of accounts receivable was approximately 97% (March 31, 2011 - 87%; April 1, 2010 - 83%) under sixty days, 1% (March 31, 2011- 2%; April 1, 2010 - 2%) over 60 - 90 days and 2% (March 31, 2011 - 11%; April 1, 2010 - 15%) over 90 days and the allowance for doubtful accounts was $NIL (March 31, 2011 - $10,125; April 1, 2010 - $NIL).

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the fair value of recognized assets and liabilities or future cash flows or the Company's results of operations.

Interest risk

The Company is financed through loans from related parties and bank loans which bear interest at rates tied to the Canadian bank prime rate. The Company's exposure to interest rate risk relates primarily to variable interest rates on bank and related party debt totaling $7,704,883. The variable interest rates range from prime less 0.65% to prime plus 2.0%. A 1% change in the bank prime interest rate causes a $77,049 change in annual interest expense. The Company does not use derivative instruments to reduce its exposure to interest rate fluctuations.

Foreign currency risk

There is a risk to the Company's earnings that arises from fluctuations in foreign exchange rates, and the degree of volatility of these rates. The Company's financial results are reported in Canadian dollars. The Company is exposed to foreign exchange fluctuations against the Canadian dollar as sales are primarily denominated in U.S. dollars and other foreign currencies, while expenditures are primarily denominated in Canadian dollars. The Company did not use derivative financial instruments to manage this risk. For the year ended March 31, 2012, the Company had a foreign exchange gain of $14,464 (March 31, 2011 - loss of $46,309). A 10% change in the value of the U.S. dollar against the Canadian dollar would have an approximate foreign exchange gain or loss of $206,709 and $112,481 for the fiscal years ended March 31, 2012 and 2011, respectively.

Assets and liabilities denominated in U.S. dollars (expressed in Canadian dollars) are as follows:

	March 31, 2012	March 31, 2011	April 1, 2010
Cash	**$ 208,755**	$ 75,977	$ 515,754
Trade receivables	**893,866**	598,072	620,363
Unbilled revenue	**24,011**	35,161	-
Accounts payable and accrued liabilities	**(183,131)**	(790)	(35,800)
Deferred revenue	**(75,607)**	(336,718)	(396,690)
Note payable	**(1,500,000)**	-	-
Long-term debt	**(1,435,000)**	-	-
	$ (2,067,106)	$ 371,702	$ 703,627

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meets its financial obligations as they fall due. The Company maintains a positive working capital position. The Company aims to maintain a current ratio, defined as current assets over current liabilities, of at least 1:1.

The Company generally makes bi-monthly payments. At March 31, 2012, most of the Company's accounts payable were current. The vast majority of accounts payable fall due for payment within forty-five days. Accrued liabilities are generally due after more than one month and in some cases it may not yet be possible to determine the contracted date for payment.

The Company is required to maintain certain financial covenants in connection with its existing banking arrangements (Note 22).

Fair values

The carrying amounts for cash, trade accounts receivable, and accounts payable and accrued liabilities approximate fair value due to the short maturity of these instruments or the terms of the instrument. The carrying amount for the long-term debt approximated fair value as the interest rate was reflective of rates currently available for similar debt.

The fair values of amounts due to and due from related parties are not determinable as comparable arm's length debts are not available.

Capital Management

The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, purchase and cancel shares previously issued, return capital to shareholders or sell assets to reduce debt. The Company considers the items included in the consolidated statement of shareholders' equity as capital, which totals $1,432,410 (2011 - $2,262,622, 2010 - $2,145,934) at year-end.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Board of Directors does not establish quantitative return on capital criteria for management; but rather promotes year over year revenue increases with positive increases in earnings before interest, tax, depreciation and amortization. These objectives are met through operational changes to enhance cash flow performance, the evaluation of acquisitions as they relate to the Company's market share and performance, and risk mitigation over exposure.

New and Revised IFRS in Issue but not Effective

Financial Instruments

IFRS 10 Consolidated Financial Statements

On May 12, 2011 the IASB issued IFRS 10 *Consolidated Financial Statements*. IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more of the other entities. IFRS 10 replaces the consolidated requirements in SIC-12 *Consolidation - Special Purpose Entities* and IAS 27 *Consolidated and Separate Financial Statements* and is effective for annual periods beginning on or after January 1, 2013. Earlier adoption is permitted. The Company is currently evaluating the impact on its financial statements.

IFRS 11 Joint Arrangements

On May 12, 2011 the IASB issued IFRS 11 *Joint Arrangements*. IFRS 11 provides a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. The Company is currently evaluating the impact on its financial statements

IFRS 12 Disclosure of Interests in Other Entities

On May 12, 2011 the IASB issued IFRS 12 Disclosure of Interests in Other Entities. IFRS 12 is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. Earlier adoption is permitted. The Company is currently evaluating the impact on its financial statements.

IFRS 13 Fair Value Measurement

On May 12, 2011 the IASB issued IFRS 13 *Fair Value Measurement*. IFRS 13, which is effective from January 1, 2013, defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 does not determine when an asset, a liability or an entity's own equity instrument is measured at fair value. Rather, the measurement and disclosure requirements of IFRS 13 apply when another IFRS requires or permits the item to be measured at fair value (with limited exceptions). The Company is currently evaluating the impact on its financial statements.

Amendments to IAS 1 Presentation of items of Other Comprehensive Income

The amendments retain the option to present profit or loss and other comprehensive income either in one continuous statement or in two separate but consecutive statements. Items of other comprehensive income are required to be grouped into those that will and will not be subsequently reclassified to profit or loss. Tax on items of other comprehensive income is required to be allocated on the same basis. The measurement and recognition of items of profit or loss and other comprehensive income are not affected by the amendments. The amendments to IAS 1 are effective for financial years beginning on or after January 1, 2012, with earlier application permitted. The Company is evaluating the impact of the amendments to IAS 1 on its financial statements.

IAS 28 Investments in Associates and Joint Ventures

IAS 28 *Investments in Associated and Joint Ventures* was re-issued by the IASB on May 12, 2011 in order to conform to changes as a result of the issuance of IFRS 10, IFRS 11, and IFRS 12. IAS 28 continues to prescribe the accounting for investments in associates, but is now the only source of guidance describing the application of the equity method. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee. The amended version of IAS 28 is effective for financial years beginning on or after January 1, 2013, with earlier application permitted. The Company is evaluating the impact of IAS 28 on its consolidated financial statements.

Subsequent Event

In June 2012, Summit Aerospace purchased a Deckel Maho DMU 80 P duoBlock Universal Milling Machine, for approximately $700,000 allowing the Company to expand their current roster of jet engine parts.

Summary of Outstanding Share Data

As at July 16, 2012, the following equity instruments of the Company were issued and outstanding:

Common Shares: 12,925,253

Class A Preferred Shares: * 18,325

* The Class A Preferred shares provide an 8% cumulative dividend based on a value of $1,000 per share, are redeemable at the option of the Company at any time at $1,000 per share plus accrued dividends and they are non-voting.

Convertible Debentures:** $nil principal value

** The Company has issued various tranches of convertible debentures to related parties for total outstanding value at December 31, 2011, of $247,671 in accrued interest only. The accrued interest is convertible at any time into common shares of the Company at varying conversion rates that were determined at the time of issuance of each tranche. If all the debentures plus accrued interest were converted at the current time, the total number of common shares issued would be 229,935.

Options:*** Options to acquire 560,000 common shares

*** The options, having exercise prices of $0.12, were granted pursuant to the Company's stock option plan.

Additional information relating to the Company may be found on SEDAR at www.sedar.com or the Company's website at www.plaintree.com.

Plaintree Systems Inc.

Board of Directors

W. David Watson II
President & Chief Executive Officer

William D. Watson
Chairman of the Board

Robert E. Shea
Chairman, Shea Financial Group

Jerry S. Vickers
Financial/Business Consultant

Girvan L. Patterson
Chief Executive Officer, GaN Systems Inc.

Senator John Buchanan P.C., Q.C.
Senator and Lawyer

Executives and Officers

W. David Watson II
President & Chief Executive Officer

Lynn E. Saunders
Chief Financial Officer

Principal Office

10 Didak Drive
Arnprior, Ontario, Canada K7S 0C3
Telephone: (613) 623- 3434
Facsimile: (613) 623-4647

Website: http://www.plaintree.com

Auditors

Deloitte & Touche LLP
Ottawa, Ontario, Canada

Transfer Agent

Computershare Investor Services Inc.
100 University Ave., 9th Floor
Toronto, Ontario, Canada M5J 2Y1

Corporate Secretary

Gary Jessop
Partner
Blake Cassels & Graydon, LLP,
Ottawa, Ontario, Canada

Legal Counsel

Blake Cassels & Graydon, LLP
Ottawa, Ontario, Canada

Stock Exchange Listings

CNSX: NPT