Financial Statements of

Opsens Inc.
(after amalgamation)

August 31, 2007 and 2006

Opsens Inc.
August 31, 2007 and 2006

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Auditors' Report

To the Shareholders of
Opsens Inc.

We have audited the balance sheets of Opsens Inc. as at August 31, 2007 and 2006 and the statements of loss, deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2007 and 2006 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Samson Bélair
Deloitte & Touche s.e.n.c.r.l.

Chartered Accountants

September 28, 2007
(except as to Note 25,
which is as of October 17, 2007)

Opsens Inc.
Statements of Loss
Years ended August 31, 2007 and 2006

	2007	2006
	$	$
Revenues		
Sales	**813,108**	691,169
Partnership revenues	**-**	230,612
	813,108	921,781
Cost of sales	**638,898**	362,120
Gross margin	**174,210**	559,661
Expenses		
Administrative	**968,359**	308,877
Marketing	**825,392**	433,598
Research and development	**590,772**	362,711
Amortization of property, plant and equipment	**71,723**	62,579
Amortization of intangible assets	**17,696**	13,489
Write-off of intangible assets	**12,209**	-
Amortization of deferred financing fees	**9,938**	5,392
Financial	**(8,861)**	142,932
Class A retractable shares increase in value	**-**	272,680
	2,487,228	1,602,258
Loss before income taxes	**(2,313,018)**	(1,042,597)
Income taxes (Note 19)	**-**	-
Net loss	**(2,313,018)**	(1,042,597)
Net loss per share (Note 14)		
Basic	**(0.08)**	(0.05)
Diluted	**(0.08)**	(0.05)

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

Reference:
Stock-based compensation expense (Note 13b)

Additional information on the Statements of Loss is presented in Note 23.

Opsens Inc.

Statements of Deficit
Years ended August 31, 2007 and 2006

	2007	2006
	$	$
Balance at beginning	**1,757,494**	699,052
Net loss	**2,313,018**	1,042,597
	4,070,512	1,741,649
Issuance expenses on equity component	**516,633**	15,845
Balance at end	**4,587,145**	1,757,494

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

Opsens Inc.
Balance Sheets
August 31, 2007 and 2006

	2007	2006
	$	$
Assets		
Current		
Cash and cash equivalents (Note 15)	**1,839,379**	323,420
Accounts receivable (Note 5)	**120,697**	171,791
Income tax credits receivable (Note 20)	**177,355**	477,150
Inventories (Note 6)	**372,650**	179,781
Prepaid expenses	**32,593**	19,823
	2,542,674	1,171,965
Property, plant and equipment (Note 7)	**339,293**	268,736
Intangible assets (Note 8)	**142,444**	98,688
Deferred financing costs	**4,336**	70,528
	3,028,747	1,609,917
Liabilities		
Current		
Demand loans (Note 10)	**-**	204,824
Demand loans with *Capital DCB Inc.* (Notes 10 and 21)	**-**	250,000
Accounts payable and accrued liabilities (Notes 11 and 17)	**320,960**	279,919
Deferred revenue	**20,000**	20,000
Current portion of long-term debt (Note 12)	**200,315**	133,907
	541,275	888,650
Long-term debt (Note 12)	**498,927**	622,622
Class A retractable shares at the option of the shareholder (Note 13a)	**-**	773,767
	1,040,202	2,285,039
Shareholders' equity (deficiency)		
Share capital (Note 13a)	**5,332,483**	1,082,372
Stock-options (Note 13b)	**408,701**	-
Warrants (Note 13c)	**834,506**	-
Deficit	**(4,587,145)**	(1,757,494)
	1,988,545	(675,122)
	3,028,747	1,609,917

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

References:

Commitments (Note 16)
Contractual guarantees (Note 17)
Subsequent events (Note 25)

Approved by the Board

Signed [Mario Jacob] Director

Signed [Pierre Carrier] Director

Opsens Inc.
Statements of Cash Flows
Years ended August 31, 2007 and 2006

	2007	2006
	$	$
Operating activities		
Net loss	**(2,313,018)**	(1,042,597)
Adjustments for:		
Amortization of property, plant and equipment	**71,723**	62,579
Amortization of intangible assets	**17,696**	13,489
Write-off of intangible assets	**12,209**	-
Amortization of deferred financing costs	**9,938**	5,392
Premium payable to *Canada Economic Development*	**10,908**	22,293
Premium payable to *Investissement Québec*	**8,520**	8,520
Stock-based compensation	**345,368**	-
Financial expenses related to convertible debentures	**-**	5,881
Class A retractable shares increase in value	**-**	272,680
Changes in non-cash operating working capital items (Note 15)	**185,878**	(234,943)
	(1,650,778)	(886,706)
Investing activities		
Acquisition of property, plant and equipment	**(142,300)**	(61,688)
Income tax credits for R&D on property, plant and equipment	**-**	3,010
Disposal of property, plant and equipment	**20**	-
Acquisition of intangible assets	**(73,661)**	(61,326)
Income tax credits for R&D on intangible assets	**-**	365
	(215,941)	(119,639)
Financing activities		
Increase in deferred financing costs	**(48,164)**	(70,749)
Increase in long-term debt	**106,900**	224,051
Increase of demand loan	**-**	419,760
Reimbursement of demand loan	**(204,824)**	(114,936)
Reimbursement of long-term debt	**(183,615)**	(94,712)
Increase in convertible debentures	**-**	300,000
Issuance of equity component	**3,495,000**	550,000
Issuance expenses of equity component	**(341,335)**	(15,845)
Cash and cash equivalents acquired in the qualifying transaction (Note 1)	**558,716**	-
	3,382,678	1,197,569
Increase in cash and cash equivalents	**1,515,959**	191,224
Cash and cash equivalents at beginning	**323,420**	132,196
Cash and cash equivalents at end	**1,839,379**	323,420

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

Additional information is presented in Note 15.

1. Description of business

During the exercise ended August 31, 2007, the Company, formerly known as DCB Capital Inc., changed its name to Opsens Inc. following the completion of a qualifying transaction.

The Company issued from the qualifying transaction specializes in developing and manufacturing technical and scientific instruments.

This transaction, described in Note 13, constitutes a qualifying transaction as per Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual. The transaction was realized by means of an acquisition followed by a merger carried out on October 3, 2006.

For accounting and disclosure purposes, this type of share exchange constitutes a reverse takeover, under which Opsens Inc. is deemed to have issued shares in consideration for the net assets of DCB Capital Inc. Consequently, the control of DCB Capital Inc. was transferred to the shareholders of Opsens Inc.

In compliance with EIC-10 of the CICA Handbook, this reverse takeover constitutes an equity transaction rather than a business combination. Consequently, no goodwill or intangible assets are accounted for, and the company's financial statements present the continuance of Opsens Inc.

Under the terms of the qualifying transaction, the net value of the acquired assets of DCB Capital Inc. is as follows:

	2007
	$
Cash and cash equivalents ($ 558,716) and other current assets	**576,735**
Demand loan receivable from Opsens Inc.	**250,000**
Liabilities	**(18,432)**
Net value	**808,303**

The consideration issued as part of this business combination is allocated as follows:

	2007
	$
20,000,000 common shares	**744,970**
333,333 stock options revalued at fair value as of October 3, 2006	**63,333**
	808,303

2. Future accounting changes

Financial instruments

Five new accounting standards published by the Canadian Institute of Chartered Accountants ("CICA") will be in force for the Company on September 1, 2007: Section 1530 "Comprehensive Income," Section 3251 "Equity", Section 3855 "Financial Instruments – Recognition and Measurement," Section 3861 "Financial Instruments – Disclosure and Presentation" and Section 3865 "Hedges."

Financial instruments – Recognition and measurement

Under this new standard, all financial assets will be classified in one of the following four categories :

- held to maturity,
- loans and receivables,
- held for trading or
- available for sale.

Under this new standard, financial liabilities will be classified in one of the following two categories :

- held for trading or
- other.

Financial assets and liabilities held for trading will be valued at their fair value, and gains and losses will be recorded in net earnings. Held-to-maturity financial assets, loans and receivables, and financial liabilities classified as "Other" will be recognized at amortized cost using the effective interest rate method. Available-for-sale financial assets will be valued at fair value, and all the unrealized gains and losses will be recorded in other comprehensive income. The new standard will enable entities to designate all financial instruments as held for trading when they are initially recognized or when this standard is adopted, even if this financial instrument does not fall within the definition of a financial instrument held for trading. Financial instruments held for trading under the fair value option must have a reliable fair value.

All financial instruments must initially be recorded at fair value on the balance sheet except those pertaining to related party transactions. The valuation in subsequent periods will be determined based on the category in which the financial instrument has been classified.

The fair value of financial instruments is equal to the amount at which this instrument could be traded knowingly and voluntarily between the parties involved. The fair value is based on the prices (buyer-seller prices) in an active market. If this is not the case, the fair value is based on market prices prevailing for instruments with similar risk profiles or characteristics or on internal or external valuation models that use observable market data.

According to this new standard, derivative financial instruments must be recorded at fair value unless they are specifically designated in an effective hedging relationship, and the change in fair value will be recorded directly in net earnings.

2. Future accounting changes (continued)

Financial instruments - Disclosure and Presentation

This Section establishes standards for presentation of financial instruments and non-financial derivatives, and identifies the information that should be disclosed about them.

Comprehensive income

Following the adoption of these standards, a new item, "Accumulated other comprehensive income", will be added to the balance sheet under shareholders' equity. The new item will include unrealized gains and losses net of income taxes for financial assets classified as available for sale as well as gains and losses on the foreign currency translation.

Hedges

This new standard specifies the criteria for hedge accounting as well as how to apply hedge accounting to each hedging strategy allowed.

Equity

This Section establishes standards for the presentation of equity and changes in equity during the reporting period.

Impact of adopting these new standards

The adjustments attributable to the classification of certain assets and liabilities as held for trading will be recognized in the opening balance of deficit as of September 1, 2007. Adjustments attributable to the revaluation of financial assets classified as available for sale will be recognized in the opening balance of other accumulated comprehensive income as of September 1, 2007.

The Company has not yet determined the impact that these new standards will have on its financial statements.

3. Changes in accounting policies

i) *For the year ended August 31, 2006*

Consolidation of variable interest entities

On September 1, 2005, the Company adopted the recommendations of Accounting Guideline 15 (AcG-15), *"Consolidation of Variable Interest Entities"* (VIEs). AcG-15 provides clarification on the consolidation of those entities defined as VIEs, in which equity investors are not considered to have a controlling financial interest, or in which they have not invested enough equity to allow the entity to finance its activities without additional subordinated financial support from other parties. According to AcG-15, a company must consolidate a VIE when it is considered to be the primary beneficiary. The adoption of this guideline had no impact on the Company's financial statements.

3. Changes in accounting policies (continued)

i) For the year ended August 31, 2006 (continued)

Financial instruments

The Company adopted the recommendations of Section 3860 of the CICA Handbook on the classification of financial instruments as liabilities or equity. Therefore, Class A retractable shares are presented as liabilities at their retraction amount of $773,767 rather than as equity. This accounting policy was adopted effective September 1, 2005. The adoption of this recommendation did not have an impact on the financial statements of previous years. The effect of this recommendation was to reduce share capital by $501,087 and increase long-term liabilities of $773,767 representing the retraction amount of these shares as at August 31, 2006. In addition, the net loss for the year ended August 31, 2006 increased by $272,680, representing the increase in value on these shares since their issuance.

During the year ended August 31, 2007, the agreement between shareholders of Opsens Inc. was terminated and the retraction right of the shares was also cancelled. Consequently, the Class A retractable shares retractable at the option of the shareholder, presented in the liabilities of Opsens Inc. as at August 31, 2006 were reclassified in equity.

Warranties

The Company accounts for a provision based on the estimated costs associated with warranties on products when the sales-related revenues of these products are recognized. The Company's products are generally covered by a replacement warranty on defective parts for a period of one year following delivery of the product. The liabilities generated by the realization of warranties depend on the rate of product default and the prescribed developments with respect to the requirements in the territories where the Company carries on business.

The estimate of the Company's costs is based on the historical failure of its products and components as well as the anticipated rate of product default and the repair costs of the units. Based on the fluctuation of the rate of product default or repair costs of the units, the Company may be required to review the estimate of the warranty provision.

4. Accounting policies

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles and include the following policies:

Cash and cash equivalents

Cash and cash equivalents include cash and short-term investments redeemable anytime or with a maturity of three months or less beginning on the acquisition date.

Inventories

Raw materials are valued at the lower of cost and replacement cost, and finished goods are valued at the lower of cost and the net realizable value. Cost is determined using the first in, first out method.

4. Accounting policies (continued)

Property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets with finite lives are recorded at their acquisition cost. Amortization is provided using the declining balance method based on their useful lives as follows, except for patents, which are amortized using the straight-line method at the following annual rates:

Property, plant and equipment and intangible assets

Office furniture and equipment	20%
Production equipment	20%
Research and development equipment	20%
Research and development computer equipment	30%
Computer equipment	30%
Leasehold improvments	Lease Term

Intangible assets with limited lives

Patents	Term of underlying patent, 5 to 20 years
Software	30%

Intangible assets and indefinite lives

Intangible assets with indefinite lives are recorded at cost and are tested for impairment annually or more frequently if events of changes in circumstances indicate a potential impairment in value. The excess of the carrying value over the fair value is recorded in loss.

Deferred financing costs

Deferred financing costs comprise legal expenses and expenses incurred for the issuance of long-term debt and expenses incurred to complete the qualifying transaction and the related placement. They are amortized using the straight-line method over the term of the corresponding debt and are applied against equity for expenses related to the qualifying transaction.

Government assistance and income tax credits for research and development

Government grants are recorded when there is reasonable assurance that the Company has complied with and will continue to comply with all the conditions of the grant. Non-repayable grants or contributions related to operating expenses are included in the statement of loss when the related expenses are incurred. Grants related to capital expenditures are netted against the related assets when acquired.

The Company is also eligible for income tax credits for scientific research and experimental development (SR&ED) awarded by the federal and provincial governments. The portion of SR&ED credits immediately receivable is accounted for in the year during which the related costs or capital expenses are incurred. The portion of SR&ED credits not immediately receivable is accounted for in the year during which these costs or expenses are incurred, provided the Company has reasonable assurance that these credits will be recovered.

4. Accounting policies (continued)

Government assistance and income tax credits for research and development (continued)

Income tax credits are applied against expenses or related assets. Recorded income tax credits are based on management's estimates of amounts expected to be recovered and are subject to an audit by the taxation authorities.

Loss per share

Loss per share is determined using the weighted average number of outstanding shares during the period. The Company uses the treasury stock method to calculate the diluting effect of share purchase options, warrants and convertible debentures. Reconciliations of the numerators and the denominators used in the calculation of the basic and diluted loss are disclosed in accordance with the standard.

Stock-based compensation and other stock-based payments

The Company uses the fair value method to assess the fair value of stock options or warrants as at their date of allocation. The fair value is determined using the Black-Scholes option pricing model and is amortized to earnings over the vesting period with an offset to contributed surplus. When stock options or warrants are exercised, the corresponding contributed surplus and the proceeds received by the Company are credited to share capital.

Income taxes

The Company accounts for income taxes using the tax liability method. Under this method, future income tax assets and liabilities are recognized for deductible or taxable temporary differences between the carrying value and the tax value of the assets and liabilities based on the enacted or substantially enacted tax rates expected to apply to the year in which the differences are expected to reverse.

The Company establishes a valuation allowance against future income tax assets if, based on available information, it is more likely than not that some or all the future income tax assets will not be realized.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate prevailing at the balance sheet date while non-monetary items are translated at the historical rate. Revenues and expenses denominated in foreign currencies are recorded at the average rate of exchange prevailing during the period, except for depreciation and amortization, which is translated at the historical rate. Foreign exchange gains or losses are included in expenses for the year.

Revenue recognition

Revenues related to the sale of products are recognized when persuasive evidence of an arrangement exists, delivery has occurred, the price to the buyer is fixed or determinable and collection is reasonably assured.

Partnership revenues are recorded using the percentage of completion method. Therefore, these revenues are recognized proportionately with the degree of completion of work. The Company uses the efforts expended method to calculate the degree of completion of work based on the number of hours incurred at the balance sheet date compared to estimated total number of hours. Work in progress is valued by taking into consideration the number of hours worked and which have not yet been invoiced, and the receipts. Losses are recorded as soon as they become apparent.

4. Accounting policies (continued)

Financial instruments

The Company adopted the recommendations of the CICA on the classification of financial instruments as liabilities or equity. As a result, the liability and equity components of convertible debentures are presented separately. Accordingly, the fair value of the liability component is presented at the discounted value of the contractual series of future cash flows, calculated on the open market interest rate for instruments with a comparable rating and essentially generating the same cash flows, at the same terms and conditions, but without a conversion option. The liability component is recorded at a discounted amount of its nominal value. This value will be accreted over its term through charges to interest expense and, at maturity, this value will be equal to the nominal value of the debentures.

Use of estimates

The presentation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The main accounting estimates relate to the income tax credit receivable, the provision for warranty and the assumptions used in the determination of the fair value of the stock options and warrants. Actual results could differ from those estimates.

5. Accounts receivable

	2007	2006
	$	$
Trade	**73,929**	143,470
Taxes receivable	**33,824**	28,321
Others	**12,944**	-
	120,697	171,791

6. Inventories

	2007	2006
	$	$
Raw materials	**299,007**	162,521
Finished goods	**73,643**	17,260
	372,650	179,781

7. Property, plant and equipment

			2007
	Cost	**Accumulated Amortization**	**Net Book Value**
	$	**$**	**$**
Office furniture and equipment	**44,942**	**16,276**	**28,666**
Leased office furniture and equipment	**12,535**	**2,128**	**10,407**
Production equipment	**51,267**	**14,153**	**37,114**
Research and development equipment, net of income tax credits of $23,834	**360,109**	**145,139**	**214,970**
Research and development computer equipment, net of income tax credits of $3,078	**20,331**	**12,304**	**8,027**
Computer equipment	**52,158**	**18,182**	**33,976**
Leasehold improvements	**6,900**	**767**	**6,133**
	548,242	**208,949**	**339,293**

			2006
	Cost	Accumulated Amortization	Net Book Value
	$	$	$
Office furniture and equipment	35,937	10,455	25,482
Leased office furniture and equipment	4,860	485	4,375
Production equipment	33,408	7,666	25,742
Research and development equipment, net of income tax credits of $23,834	278,810	98,988	179,822
Research and development computer equipment, net of income tax credits of $3,078	19,556	8,977	10,579
Computer equipment	34,021	11,285	22,736
	406,592	137,856	268,736

8. Intangible assets

			2007
	Cost	**Accumulated Amortization**	**Net Book Value**
	$	**$**	**$**
Indefinite lives			
Trademarks	**200**	**-**	**200**
Limited lives			
Patents	**139,260**	**16,772**	**122,488**
Software, net of income tax credits of $1,518	**36,690**	**16,934**	**19,756**
	176,150	**33,706**	**142,444**

Intangible assets have been tested for impairment on August 31, 2007. Due to the abandonment of a patent application, an impairment loss of $12,209 was recognized as of August 31, 2007 ($- for the year ended August 31, 2006).

			2006
	Cost	Accumulated Amortization	Net Book Value
	$	$	$
Indefinite lives			
Trademarks	200	-	200
Limited lives			
Patents	86,595	6,873	79,722
Software, net of income tax credits of $1,518	28,811	10,045	18,766
	115,606	16,918	98,688

9. Authorized line of credit

The Company has an authorized line of credit for a maximum amount of $200,000, $50,000 of which is available at all times and which does not take into consideration the margining. When using the line of credit in an amount varying from $50,000 and $100,000, the available credit is limited to an amount that is equal to 75% of Canadian accounts receivable and 65% of foreign accounts receivable plus 50% of inventories of raw materials and finished goods. If this amount exceeds $100,000, the credit available is limited to an amount equal to 75% of Canadian accounts receivable and 90% of ensured foreign accounts receivable plus 50% of inventories of raw materials and finished goods. This line of credit bears interest at the financial institution's prime rate plus 2% and is repayable on a weekly basis by $5,000 tranches. It is secured by a first-rank movable hypothec for an amount of $750,000 on the universality of receivables and inventories. Under the terms and conditions of the credit agreement, the Company is subject to certain covenants with respect to maintaining minimum financial ratios.

The Company also has credit cards for a maximum amount of $50,000 to finance its current operations. The balance used on these credit cards bears interest at the financial institution's prime rate plus 4%.

10. Demand loans

On August 3, 2006, DCB Capital Inc., as part of the qualifying transaction (Note 1), extended a loan in the amount of $250,000 to the Company, repayable on demand, but no later than August 3, 2007, and bearing interest at the prime rate of the Company's financial institution, plus 2%, secured by a movable hypothec in the amount of $300,000 on the universality of the Company's property. On October 3, 2006, following the completion of the qualifying transaction, Opsens compensated its debt against the loan of DCB Capital Inc.

11. Accounts payable and accrued liabilities

	2007	2006
	$	$
Suppliers	**304,648**	261,820
Provision for warranty	**16,312**	11,703
Payable to shareholders	**-**	6,396
	320,960	279,919

12. Long-term debt

	2007	2006
	$	$
BDC loan of an authorized amount of $285,000, bearing interest at the Bank's prime rate plus 2.5%, repayable in monthly principal instalments of $3,690 and a final payment of $870 in January 2011, secured by a first-rank movable hypothec in the amount of $285,000 on the universality of the Company's present and future, tangible and intangible property, subordinated only with respect to trade accounts receivable and inventories provided as security for the operating loans or operating lines of credits, and for which the BDC granted a subordinate clause in favour of *Investissement Québec* for an amount of $255,750 on the intellectual property, and by joint and several suretyship of certain shareholders for an amount equal to 25% of the outstanding commitment	**170,610**	192,750
Investissement Québec loan of an authorized amount of $213,000, bearing interest at the weekly variable rate plus 3%, repayable in monthly principal instalments of $5,071 and a monthly premium of $1,014 starting in March 2006, maturing in September 2009, secured by a first-rank movable hypothec in the amount of $255,750 on the universality of the Company's present and future, tangible and intangible property, subordinated only with respect to trade accounts receivable and inventories provided as security for the operating loans or operating lines of credit, up to a maximum amount of $213,000	**121,714**	182,571
Premium payable to *Investissement Québec*	**7,303**	10,954
Contribution repayable to *Canada Economic Development* for a maximum amount of $100,000, repayable by annual royalties equal to 4% of gross annual sales effective September 1, 2004 up to 150% of the contribution paid. The total amount of the contribution should be repaid no later than November 1, 2011. The first repayment is due and payable effective November 1, 2006. Subsequent payments are due annually	**33,121**	100,000
Premium payable to *Canada Economic Development*	**33,201**	22,293
Contribution repayable to *Canada Economic Development* for a maximum amount of $197,835, repayable in five equal and consecutive annual instalments. The first repayment is due and payable effective February 1, 2008	**197,835**	197,835
Amounts carried forward	**563,784**	706,403

12. Long-term debt (continued)

	2007	2006
	$	$
Amounts carried forward	**563,784**	706,403
Contribution repayable to *Canada Economic Development* for a maximum amount of $100,000, repayable in five equal and consecutive annual instalments. The first repayment is due and payable effective June 1, 2009	**100,000**	-
Canada Small Business Financing Act loan, for an authorized amount of $119,340, bearing interest at the financial institution's prime rate plus 2.75% annually, repayable in monthly principal instalments of $1,423 until May 2009, secured by a first-rank movable hypothec in the amount of $119,340 on specific property	**25,160**	45,606
Capital lease, bearing interest at 10.6%, payable in monthly instalments of $98, including interest and a final payment of $486 maturing in March 2011	**3,783**	4,520
Capital lease, bearing interest at 13.5%, payable in monthly instalments of $140, including interest and a final payment of $740 maturing in August 2012	**6,515**	-
	699,242	756,529
Current portion	**200,315**	133,907
	498,927	622,622

Principal payments required over the next five years are as follows:

	Obligations – Capital lease			Other debt	Debt and principal portion of capital lease
	Total payments	Imputed interest	Principal payments		
	$	$	$	$	$
2008	2,861	1,190	1,671	198,644	200,315
2009	2,861	977	1,884	169,983	171,867
2010	2,861	735	2,126	103,847	105,973
2011	2,766	449	2,317	97,337	99,654
2012	2,523	220	2,300	59,567	61,867

Under the terms and conditions of the agreement on long-term debt with *Investissement Québec* and its financial institution, the Company is subject to certain covenants with respect to maintaining minimum financial ratios.

13. Share capital, Class A retractable shares at the option of the shareholder stock-options and warrants

a) *Share capital*

Authorized, unlimited number

Common shares, voting and participating without par value

In accordance with EIC-10, the capital structure appearing in these financial statements is that of DCB Capital Inc. and the dollar amounts presented are that of Opsens Inc.

Outstanding shares and the changes occurred during the years are as follows:

Issued and fully paid

	Number	Amount
		$
Balance at beginning		1,082,372
Reclassification of Class A common shares retractable at the option of the shareholder following the cancellation of the retraction right i)		773,767
	4,346,666	1,856,139
Common shares issued pursuant to the reverse takeover ii)	20,000,000	744,970
Share issuance – private placement iii)	2,600,000	754,000
Share issuance – private placement iv)	2,937,500	851,875
Share issuance – private placement v)	2,444,444	912,499
Share issuance – warrants exercised vi)	300,000	213,000
Balance as at August 31, 2007	32,628,610	5,332,483

i. *Termination of the shareholders' agreement and cancellation of the retraction right*

Immediately preceding the share exchange, the agreement between shareholders of Opsens Inc. was terminated and the retraction right of the shares was also cancelled. Consequently, the Class A retractable shares retractable at the option of the shareholder, in the amount of $773,767, presented in the liabilities of Opsens Inc. as at August 31, 2006 were reclassified in equity.

ii. *Qualifying transaction*

As part of the qualifying transaction and according to the rules of the TSX Venture Exchange, DCB Capital Inc. issued 20,000,000 of its common shares to shareholders holding Opsens Inc. class A shares in exchange for the acquisition of all Opsens Inc. class A shares, at the price of $0.40 per common share.

iii. *Private placement – October 3, 2006*

On October 3, 2006, the Company realized a private placement of 2,600,000 units at a price of $0.40 per unit, for a total of $1,040,000. Each unit is made up of one common share and one share purchase warrant of the Company. Each purchase warrant entitles its holder to acquire one common share of the Company at a price of $0.60 per share no later than October 3, 2008. The underlying securities for the units issued as part of this placement are subject to a holding period until February 4, 2007.

13. Share capital, Class A retractable shares at the option of the shareholder stock-options and warrants (continued)

a) *Share capital (continued)*

iv. Private placement – October 11, 2006

On October 11, 2006, the Company realized a private placement of 2,937,500 units at a price of $0.40 per unit, for a total of $1,175,000. Each unit is made up of one common share and one share purchase warrant of the Company. Each purchase warrant entitles its holder to acquire one common share of the Company at a price of $0.60 per share no later than October 11, 2008. The underlying securities for the units issued as part of this placement are subject to a holding period until February 12, 2007.

v. Private placement – December 5, 2006

On December 5, 2006, the Company realized a private placement of 2,444,444 units at a price of $0.45 per unit, for a total of $1,100,000. Each unit is made up of one common share and a half share purchase warrant of the Company. Each complete warrant entitles its holder to acquire one common share of the Company at a price of $0.55 per share no later than December 5, 2008. The underlying securities for the units issued as part of this placement are subject to a holding period until April 6, 2007. Pursuant to an underwriting agreement entered into with Desjardins Securities Inc. dated October 3, 2006, the Company paid a lump sum of $50,000 in fees.

vi. Warrants exercised

During the year ended August 2007, 300,000 warrants entitling their holders to acquire one common share of the Company at a price of $0.60 per share were exercised for a total amount of $180,000. The book value of the exercised warrants was transferred to Share Capital in the amount of $33,000.

b) Stock options

The Company is maintaining the stock option plan approved by the Board of Directors of DCB Capital Inc. on July, 19, 2006. The number of common shares reserved by the Board of Directors for options granted under the plan shall not exceed 10% of the issued and outstanding common shares of the Company. The plan is available to the Company's directors, officers, consultants and employees. The options granted to directors and consultants are vested immediately and options granted to officers and employees will be acquired over a period of four years at rate of 25% per year, the first portion being acquired at the end of the first year following the granting of the options.

The stock option plan stipulates that the terms of the options and the option price shall be fixed by the directors subject to the price restrictions and other requirements imposed by TSX Venture Exchange. The exercise period cannot exceed five years, beginning on the grant date.

The compensation expense for the year ended August 31, 2007 for the stock option plan includes in the administrative expenses, was $345,368 ($ - for the year ended August 31, 2006).

On October 3, 2006, the Company assumed the 333,333 outstanding DCB Capital Inc. stock options. These options were granted on May 30, 2006 at an exercise price of $0.30 and are exercisable without any restriction until May 30, 2008.

13. Share capital, Class A retractable shares at the option of the shareholder stock-options and warrants (continued)

b) Stock options (continued)

At the assumed date of options, the fair value of these options was determined using the Black-Scholes options valuation model using the following assumptions:

Risk-free interest rate	3.9%
Expected volatility	70%
Expected dividend yield on shares	- %
Duration	1.66 years
Fair value per option at the assumed date of the options	$0.19

On October 10, 2006, with respect to the stock option plan, the Company granted respectively 400,000 and 700,000 stock options to directors and to employees at an exercise price of $0.50 per share.

On October 25, 2006, with respect to the stock option plan, the Company granted 250,000 stock options to employees at an exercise price of $0.50 per share.

On December 5, 2006, with respect to the stock option plan, the Company granted 50,000 stock options to an employee and an officer at an exercise price of $0.45 per share.

On April 16, 2007, with respect to the stock option plan, the Company granted 200,000 stock options to an employee at an exercise price of $0.95 per share.

On April 24, 2007, with respect to the stock option plan, the Company granted 100,000 stock options to a consultant at an exercise price of $0.80 per share.

The fair value of these options was determined using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	Between 3.76% to 4.15%
Expected volatility	Between 70% to 95%
Expected dividend yield on shares	- %
Duration	5 years
Fair value per option at the grant date	Between $0.22 to $0.70

The Black-Scholes options valuation model was developed to estimate the fair value of traded options, which have no vesting restrictions and are fully transferable, a practice which differs significantly from the Company's stock option awards. In addition, option valuation models require the input of highly-subjective assumptions including the expected stock price volatility. Any changes in the subjective input assumptions can affect the fair value estimate.

13. Share capital, Class A retractable shares at the option of the shareholder stock-options and warrants (continued)

b) Stock options (continued)

The situation of the outstanding stock-option plan and the changes that took place during the exercise are as follows:

	Number of options	Weighted average exercise price
		$
Outstanding at beginning of period	-	-
Options assumed following the qualifying transaction with *DCB Capital Inc.*	333,333	0.30
Options granted	1,700,000	0.57
Outstanding at end of exercise	2,033,333	0.53
Options exercisable at end of exercise	833,333	0.46

The table below provides information on the outstanding stock options as at August 31, 2007:

Exercise price	Number of outstanding stock options	Number of exercisable stock options	Weighted average residual duration (years)
$			
0.30	333,333	333,333	0.75
0.45	50,000	-	4.26
0.50	1,350,000	400,000	4.11
0.80	100,000	100,000	4.65
0.95	200,000	-	4.63
	2,033,333	833,333	3.64

c) Warrants

On October 3, 2006, the Company realized a private placement of 2,600,000 units at a price of $0.40 per unit, for a total of $1,040,000. Each unit is made up of one common share and one share purchase warrant of the Company. Each purchase warrant entitles its holder to acquire one common share of the Company at a price of $0.60 per share on October 3, 2008 at the latest. The securities related to the units issued as part of this placement are subject to a holding period until February 4, 2007.

The Company paid a monetary commission of $77,200 and a right to subscribe up to a maximum of 8% of the common shares of the Company issued in relation with this placement, totalling 208,000 warrants. Each warrant entitles the holder to acquire one common share of the Company at a price of $0.40 per share during the 24-month period following the closing of the placement.

13. Share capital, Class A retractable shares at the option of the shareholder stock-options and warrants (continued)

c) Warrants (continued)

On October 11, 2006, the Company realized a private placement of 2,937,500 units at a price of $0.40 per unit, for a total of $1,175,000. Each unit is made up of one common share and one share purchase warrant of the Company. Each warrant entitles its holder to acquire one common share of the Company at a price of $0.60 per share on October 11, 2008 at the latest. The securities related to the units issued as part of this placement are subject to a holding period until February 12, 2007.

The Company paid a monetary commission of $94,000 and a right to subscribe to a maximum of 235,000 common shares of the Company. Each warrant entitles the holder to acquire one common share of the Company at a price of $0.40 per share during the 24-month period following the closing of the placement.

On December 5, 2006, the Company realized a private placement of 2,444,444 units at a price of $0.45 per unit, for a total of $1,100,000. Each unit is made up of one common share and a half share purchase warrant of the Company. Each complete warrant entitles its holder to acquire one common share of the Company at a price of $0.55 per share on December 5, 2008 at the latest. The securities related to the units issued as part of this placement are subject to a holding period until April 6, 2007. Pursuant to an underwriting agreement entered into with Desjardins Securities Inc. dated October 3, 2006, the Company paid a lump sum of $50,000 in fees.

On the year ended August 31, 2007, 300,000 warrants that entitle its holder to acquire one common share of the Company at a price of $0.60 per share were exercised for an amount of $180,000. For the warrants exercised, the book value had been transferred to Share Capital for an amount of $33,000.

The fair value of the warrants was determined using the Black-Scholes option pricing model with the following assumptions:

	Units issued	Commission paid
Exercisable price	$0.55 and $0.60	$0.40
Risk-free interest rates	From 3.80 to 4.04%	From 3.89 to 4.04%
Expected volatility	70%	70%
Expected dividend yield on shares	- %	- %
Duration	2 years	2 years
Fair value by warrant	$0.11 and $0.15	$0.16

13. Share capital, Class A retractable shares at the option of the shareholder stock-options and warrants (continued)

d) Warrants (continued)

The situation of the outstanding warrants and the changes that took place during the exercise are as follows:

	Number of warrants	Weighted average exercise price
		$
Outstanding at beginning of period	-	-
Warrants issued on October 3, 2006 in relation with the private placement	2,600,000	0.60
	208,000	0.40
Warrants issued on October 10, 2006 in relation with the private placement	2,937,500	0.60
	235,000	0.40
Warrants issued on December 5, 2006 in relation with the private placement	1,222,222	0.55
Warrants exercised	(300,000)	0.60
Outstanding at end of exercise	6,902,722	0.58
Warrants exercisable at end of exercise	6,902,722	0.58

The table below provides information on the outstanding warrants as at August 31, 2007:

Exercise price	Number of outstanding warrants	Number of exercisable warrants	Weighted average residual duration (years)
$			
$0.40	443,000	443,000	1.10
$0.55	1,222,222	1,222,222	1.26
$0.60	5,237,500	5,237,500	1.10
	6,902,722	6,902,722	1.13

14. Loss per share

The table below presents a reconciliation between the basic net loss and the diluted net loss per share:

	2007	2006
	$	$
Numerator		
Net loss	**(2,313,018)**	(1,042,597)
Amount available for calculating the loss per share	**(2,313,018)**	(1,042,597)
Denominator		
Number of shares		
Weighted average number of shares outstanding	**30,819,163**	20,000,000
Dilutive effect of stock options and warrants	**-**	-
Weighted average number of shares outstanding on diluted basis	**30,819,163**	20,000,000
Amount per share		
Net loss per share		
Basic	**(0.08)**	(0.05)
Diluted	**(0.08)**	(0.05)

The weighted average number of outstanding shares as at August 31, 2006 corresponds to the number of shares issued to Opsens Inc. shareholders following the qualifying transaction (Note 1).

The calculation of dilution effects excluded options and warrants that have an anti-diluting effect.

However, should the Company's basic earnings per share have been positive, some options and warrants, at an exercise price of $0.30, $0.40, $0.45, $0.50 and $0.60, would have been dilutive and would have resulted in the addition of 1,544,293 shares to the weighted average number of shares outstanding used in the diluted earnings per share calculation for the year ended August 31, 2007 (- as of August 31, 2006).

15. Additional information on the Statements of Cash Flows

	2007	2006
	$	$
Changes in non-cash operating working capital items		
Accounts receivable	**69,113**	(96,277)
Income tax credits receivable	**299,795**	(62,013)
Inventories	**(192,869)**	(109,562)
Prepaid expenses	**(12,770)**	(1,050)
Accounts payable and accrued liabilities	**22,609**	64,571
Deferred revenue	**-**	(30,612)
	185,878	(234,943)
Cash and cash equivalents		
Cash	**84,063**	32,935
Short-term investments	**1,755,316**	290,485
	1,839,379	323,420
Other information		
Interest	**56,343**	71,043

Non-cash transactions

On October 3, 2006, following the merger, Opsens Inc. has compensated its debt against Capital DCB inc. loan.

On January 19, 2006, the following non-cash transactions occurred:

- Convertible debentures of a par value of $300,000, which were in effect at the beginning of the year, were converted into 91,428 Class A shares on the basis of $3.28 per share. In addition, the convertible debentures of a par value of $300,000 issued during the year were converted into 68,572 Class A shares on the basis of $4.375 per share.

- Notes and advances payable to shareholders totalling $400,000, and the premium payable on these notes and advances, totalling $19,515, were converted into a total number of 95,889 Class A shares.

16. Commitments

Lease

The Company leases offices under an operating lease expiring on December 31, 2008. This contract is renewable for an additional five-year period. Future rent, without accounting for an escalation clause, will total $107,664 and include the following payments over the next two years:

	$
2008	80,748
2009	26,916

Licence

Under an exclusive licence with a third party, the Company is committed to provide exclusive marketing of some of its products for a defined territory.

17. Contractual guarantees

During the normal course of business, the Company replaces defective parts under warranties offered at the sale of the products. The term of the warranties is 12 months. During the year ended August 31, 2007, the Company recognized an expense of $4,609 ($11,703 for the year ended August 31, 2006) as warranties. This expense is estimated based on past experience and is presented in liabilities under "Accounts payable and accrued liabilities". The actual amount of costs that the Company may incur as well as when the parts should be replaced can differ from the estimated amount.

18. Government assistance

Emploi Québec

Under an agreement reached with *Emploi Québec*, the Company received non-refundable contributions to cover some of its incurred costs for hiring an employee and formation. During the year ended August 31, 2007, the Company cashed a contribution of $17,315 ($3,807 for the year ended August 31, 2006), which was recorded against research and development expenses for an amount of $12,105 ($3,807 for the year ended August 31, 2006) and administrative expenses for an amount of $5,210 ($- for the year ended August 31, 2006) in the statements of loss (Note 23). During the year ended August 31, 2007, the Company had entirely cashed contributions totalling $17,315 ($3,807 for the year ended August 31, 2006).

19. Income taxes

The effective income tax rate of the Company differs from the rate that would have been calculated using the combined statutory tax rate (federal and provincial). The difference is generated as follows:

	2007	2006
	$	$
Income tax recovery using the combined federal and provincial statutory tax rate	**(717,834)**	(224,530)
Non-deductible expenses	**116,854**	64,286
Deductible financing fees	**(46,466)**	(5,619)
Non-taxable income tax credits	**(16,684)**	(43,638)
Reportable loss	**664,130**	209,501
Income tax using effective income tax rate	**-**	-

As at August 31, 2007, the Company has tax losses of approximately $2,525,400 for federal purposes and $2,472,400 for provincial purposes that can be used to reduce future taxable income. These losses expire as follows:

	Federal	Provincial
	$	$
2009	380,000	340,000
2013	96,000	121,000
2023	483,000	463,000
2024	42,000	40,000
2025	400	400
2027	1,524,000	1,508,000
	2,525,400	2,472,400

The Company also has undeducted research and development expenses in the amount of $1,179,000 for federal purposes and $1,835,000 for provincial purposes that are deferred over an undetermined period.

Future income tax assets related to tax losses, undeducted research and development expenses, and the difference between the undepreciated capital cost for tax purposes and the net book value of property, plant and equipment will be recorded in the financial statements once the Company concludes that these losses and tax benefits will likely be realized.

Loss of private company status for purposes of income tax credits for scientific research and experimental development

Following the qualifying transaction described in Note 1, Opsens has lost its private company status and, consequently, income tax credits for scientific research and experimental development have been reduced by half. Also, the federal government credits are no longer reimbursable, but can serve only to compensate for income taxes otherwise payable.

Deemed fiscal year-end

Following the merger that took place on October 3, 2006 between Opsens and DCB, a fiscal year-end is now deemed and, furthermore, the expiry of losses will occur one year earlier than that expected before the merger.

20. Income tax credits for scientific research and experimental development

For tax purposes, research and development expenses are detailed as follows:

	2007	2006
	$	$
Federal	**1,048,000**	1,066,000
Provincial	**569,000**	595,000

These expenses have enabled the Company to become eligible for scientific research and experimental development tax credits reimbursable for the following amounts:

	2007	2006
	$	$
Federal	**41,285**	276,798
Provincial	**190,473**	195,580
	231,758	472,378
These credits were recorded in research and development expenses in the statements of loss	**231,758**	469,004
These credits were recorded against the related property, plant and equipment	**-**	3,374
Reimbursable scientific research income tax credits earned	**231,758**	472,378

Reimbursable scientific research income tax credits earned for the year ended August 31, 2007 have not yet been reviewed by the taxation authorities, and the amounts granted could differ from those that have been recorded.

21. Related party transactions

In the normal course of its operations, the Company has entered into transactions with related parties. These transactions have been measured at the exchange amount.

	2007	2006
	$	$
Premiums related to notes payable to certain shareholders	**-**	4,829
Management fees paid to a shareholder	**833**	5,833
Professional fees to a company controlled by a shareholder and director	**35,000**	-
	35,833	10,662

22. Segmented information

The Company is structured according to a single operating segment, and all of its production and marketing activities are carried out at the same location.

This operating segment generates revenue in various geographic segments as follows:

	2007	2006
	$	$
Revenue per geographic sector		
Canada	**27,047**	51,857
United States	**315,883**	304,994
Germany	**228,538**	146,896
Japan	**12,864**	232,454
Other	**228,776**	185,580
	813,108	921,781

Revenue is attributed to the geographic segments based on the clients' location.

Capital assets, which include property, plant and equipment and intangible assets, are all located in Canada.

During the year ended August 31, 2007, revenue from one client represents approximately 28.11% (25.22% for the year ended August 31, 2006) of the Company's total revenue.

23. Additional information to the Statements of Loss

	2007	2006
	$	$
Government assistance - Emploi Québec	**(17,315)**	(3,807)
Income tax credits for research and development	**(231,758)**	(469,004)
Interest and bank charges	**19,225**	7,626
Interest on demand loan, long-term debt and debentures	**44,195**	123,257
Imputed interest on convertible debentures	**-**	5,881
Exchange loss	**14,013**	12,970
Interest income	**(86,292)**	(6,801)

24. Financial instruments

Credit risk

The Company provides credit to its customers in the normal course of business. Credit evaluations are performed on an ongoing basis of all its accounts receivable and an allowance for doubtful accounts is recorded when those accounts are deemed uncollectible. Two major customers represent 53% of the Company's accounts receivable as at August 31, 2007.

Interest rate and cash flow risk

The Company is exposed to interest rate fluctuations on the demand loan and certain long-term debt that bears interest at variable rates. The Company does not actively manage this risk.

Foreign exchange risk

The Company makes certain sales and generates partnership revenue and purchases certain supplies and professional services in US dollars. Therefore, it is exposed to foreign currency fluctuations. The Company does not actively manage this risk.

Fair value

The fair value of cash and cash equivalents, accounts receivable, income tax credits receivable, demand loans and accounts payable and accrued liabilities approximate their carrying value due to their short-term maturities.

The fair value of long-term debt is based on the discounted value of future cash flows under the current financial arrangements at the interest rate the Company expects to currently negotiate for loans with similar terms and conditions and maturity dates. The fair value of long-term debt approximates its carrying value due to the current market rates.

25. Subsequent events

After August 31, 2007 to October 17, 2007, 1,196,111 warrants that entitle its holder to acquire one common share of the Company at an average price of $0.55 per share were exercised for an amount of $662,111. The book value of the exercised warrants was transferred to Share Capital in the amount of $176,017.

26. Comparative figures

Certain comparative figures have been reclassified in order to conform to the presentation adopted for the current year.