INTERIM MANAGEMENT'S DISCUSSION & ANALYSIS

Six-month period ended February 28, 2007

The following comments are intended to provide a review and analysis of the Company's operational results and financial position as of February 28, 2007 and for the three-month and six-month periods ending February 28, 2007 in comparison with the three-month and six-month periods ending February 28, 2006 and should be read and interpreted in conjunction with the audited financial statements as well as accompanying notes as of August 31, 2006.

The interim management discussion & analysis have been prepared, excepted as mentioned, in accordance with Canadian generally accepted accounting principles. All amounts are in thousand Canadian dollars, unless otherwise stated.

This interim management report contains forward-looking statements that involve risks and uncertainties. These forward-looking statements are not a warranty of our future results and actual results could differ materially form those contemplated by such statements for factors such capital expenditures and the measure instrumentation sector, currency variation and our ability to manage Opsens in this uncertainty situation. Consequently, the reader should not place undue reliance on the Company's forward-looking statements. The forward-looking statements are appropriate at the signature date of this analysis. The Company is under no obligation to update these forward-looking statements after the publication of this analysis.

CORPORATE OVERVIEW

Opsens is a leading developer, manufacturer and supplier of a wide range of fiber optic sensors and associated signal conditioners based on proprietary and patent pending technologies. Opsens sensors provide long-term accuracy and reliability in the harshest environments and are able to address various critical measurement requirements notably in the oil and gas field. Opsens provides patent pending sensors to measure pressure, temperature, strain and displacement to original equipment manufacturers (OEM) and end-users in the oil and gas, medical, energy and laboratory fields. Opsens offers technical services, as on site installation, training and turnkey fiber optic systems.

Opsens has 1 patent and 6 strategic patents pending covering its technologies used for marketed products in transformers, medical and energy markets and provide freedom-to-operate without any royalties to be paid to any partners. With this patents pending technology and highly recognized expertise, Opsens intend to respond customer needs in medical, oil & gas, electric transformers and scientific labs.

VISION AND STRATEGY

World wide sensor market is a multi billion markets. Opsens commercialization strategy target providing products for various niche markets and develop new specific markets. Opsens also target global sensor market penetration with its innovative technology and products. Opsens expertise, know-how and patents pending technology are the keys toward production techniques improving equipment measurement reliability. Also, Opsens production technique called MEMS (Micro-Electro-Mechanical-System) increase global market penetration since higher production volume and cost reduction.

SELECTED FINANCIAL DATAS

(In thousand of dollars)	Three-month period ended February 28, 2007	Three-month period ended February 28, 2006	Six-month period ended February 28, 2007	Six-month period ended February 28, 2006
	$	$	$	$
Sales	265	137	439	242
Partnership revenues	-	75	-	101
Revenues	265	212	439	343
Cost of sales	198	82	317	166
Gross margin	67	130	122	177
Administrative	179	97	428	150
Marketing	182	86	412	150
R&D	237	92	363	173
Financial (income)	(11)	37	1	80
	587	312	1,204	553
Loss before income taxes	(520)	(182)	(1,082)	(376)
Income taxes	-	-	-	-
Net loss	(520)	(182)	(1,082)	(376)
Net loss per share - Basic	(0.02)	(0.01)	(0.04)	(0.02)
Net loss per share - Diluted	(0.02)	(0.01)	(0.04)	(0.02)

(In thousand of dollars)	As at February 28, 2007	As at November 30 2006	As at August 31, 2006
	$	$	$
Current assets	3,576	3,037	1,172
Total assets	3,978	3,420	1,610
Current liabilities	668	660	889
Long-term debt	460	454	622
Convertible debentures	-	-	-
Redeemable Class A common shares redeemable at the holder option	-	-	774
Shareholder equity	2,850	2,306	(675)

No dividend declared on each share categories.

On October 3, 2006, Opsens completed a qualifying transaction under Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual which improved financial position of the Company to support anticipated growth plan.

SUMMARY OF QUARTERLY RESULTS

(In thousand of dollars)	Three-month period ended February 28, 2007	Three-month period ended February 28, 2006
	$	$
Revenues	265	174
Net loss	520	562
Net loss per share - Basic	(0.02)	(0.02)
Net loss per share - Diluted	(0.02)	(0.02)

PERFORMANCE BENCHMARKS

To evaluate Company's performance and to generate long-term value for shareholders, the Company identified financial and non-financial performance benchmarks.

1) Distribution, sales and long-term recurring revenues;
2) Products and innovation;
3) Financial performance and cash flows;
4) Strategic acquisitions and high potential projects development;

THREE-MONTH AND SIX-MONTH PERIODS ENDED FEBRUARY 28, 2007 AND 2006

DISTRIBUTION, SALES AND LONG-TERM RECURRING REVENUES

(Amounts are expressed in thousand dollars)

Opsens recorded revenues from sales and partnerships revenues related to product development agreement.

Total revenues for the three-month and six-month periods ending February 28, 2007 were $265 and $439 respectively compared to $212 and $343 for the same period in 2006.

In 2006, Opsens dedicated significant resources for the achievement of partnership milestones. Opsens strategy is now oriented toward product sales instead of partnership revenues. On a selective basis, management is convinced of the short and medium term value of partnership related to OEM products developments which are recurrent and highly valuable for our shareholders on a long-term basis.

For the quarter ended February 28, 2007, the sales oriented strategy generated $265 and $439 respectively for the three-month and six-month periods ended February 28, 2007 compared to sales for $137 and $242 for the comparative periods ended February 28, 2006 which constitutes a 93.4% and 81.4% increase. As of February 28, 2007, the backlog was US$127. Also, in this amount, some orders come from original equipment manufacturers (OEM) that traditionally generates recurring sales on a long term basis.

Since strong Opsens revenues proportion is generated in US Dollars, currency variation impacted revenues. The average conversion rate for revenues was higher for the three-month period ended February 28, 2007 compared to same period last year which impacted positively revenues for $2. For the six-month period ended February 28, 2007, the average conversion rate for revenues was lower. This variation negatively affected revenues for an approximative amount of $10. Usually, industry and Company revenues are not affected by seasonal fluctuations. Fiber optic sensors acceptance by market is increasing in various sectors. Consequently, some sectors such as electric transformers see additional competition. To face competition, Opsens try to position the features of its products compare to competitors.

(In thousand of dollars)	Three-month period ended February 28		Three-month period ended February 28	
	2007		2006	
	$	%	%	%
Product sales	265	100.0%	137	100.0%
Cost of sales	198	74.7 %	82	59.9 %
Gross margin	67	25.3 %	55	40.1 %

(In thousand of dollars)	Six-month period ended February 28		Six-month period ended February 28	
	2007		2006	
	$	%	%	%
Product sales	439	100.0%	242	100.0%
Cost of sales	317	74.7 %	166	68.6 %
Gross margin	122	25.3 %	76	31.4 %

The gross margin rate and the gross margin on sales decrease for the three-month and six-month periods decrease compared to last year. The decrease in gross margin rate had been generated by the establishment of a production department capable to support higher volume than recorded revenues.

PRODUCTS AND INNOVATION

(Amounts are expressed in thousand dollars)

R&D expenses increased at $237 and $363 respectively for the three-month and six-month periods ended February 28, 2007 compared to $92 and $173 for the same period in 2006.

Opsens efforts are oriented toward constant improvement for its intellectual property and expand customer offer. For the three-month and six-month period ended February 28, 2007, Opsens emphasis had been made toward existing product line and oil & gas product. R&D team focus on product development for very high market potential. oil & gas market has the appropriate profile since market needs and various potential applications. R&D expenses variation had been generated by a lower reimbursement rate for R&D tax credits since the Company is now a public company and by the increase in supplies required by the acceleration of our R&D activities.

SHORT TERM FINANCIAL PERFORMANCE AND CASH FLOWS
(Amounts are expressed in thousand dollars)

Net loss

Reconciliation of EBITDA to the Quarterly Results

(In thousand of dollars)	**Three-month period ended February 28, 2007**	**Three-month period ended February 28, 2006**	**Six-month period ended February 28, 2007**	**Six-month period ended February 28, 2006**
	$	**$**	**$**	**$**
Loss for the period	(520)	(182)	(1,082)	(376)
Depreciation	16	15	31	29
Amortization	4	4	6	5
Financial expenses	(11)	37	1	80
EBITDA[1]	(511)	(126)	(1,044)	(262)
Stock-based compensation costs	44	-	155	-
EBITDA before stock-based compensation costs	(467)	(126)	(889)	(262)

(1) The Company uses only one financial measure that is not consistent with canadian GAAP, namely earnings before interest, income taxes, depreciation and amortization (EBITDA). Such a measure is used because management believes it provides meaningful information on the Company's performance and operating results. Such a non-GAAP measure has no standardized meaning as prescribed by GAAP and may not be comparable to similarly titled measures presented by other companies. Accordingly, it should not be considered in isolation.

Net results for the up-coming quarters are subject to sales volume. Expected commercialization in the oil & gas market should contribute positively to net results. Compare to last year three-month and six-month periods, the net loss and the EBITDA before stock-based compensation expense increase since extensive commercialization expenses, lower R&D tax credits and the establishment of a corporative structure.

Administrative expenses

Administrative expenses increased by $82 and $278 respectively for the three-month and six-month periods ended February 28, 2007 at $179 and $428. A $44 and $155 stock-based compensation expenses had been recorded into administrative expenses for the three-month and six-month periods ended February 28, 2007 compare to none for fiscal year ended August 31, 2006. For the semester ended February 28, 2007, stock-options had been issued to employees and directors. For good governance, options granted to directors are not subject to a vesting period. Consequently, a $95 stock-based compensation had been recorded in the first quarter 2007 for options granted to directors. For the next semester of the current exercise, stock-based compensation should be lower than the six-month period ended February 28, 2006. Without considering stock-based compensation expenses, administrative expenses increase for $38 and $123 since the establishment of a corporative structure necessary for future growth and the governance of a public company. Since the listing on the stock market occurred in the quarter, management expect a slight increase in administrative expenses for next 2007 quarters.

Commercialization expenses

Commercialization expenses amounted respectively to $182 and $412 for the three-month and six-month periods ended February 28, 2007 compared to $86 and $150 for the same period last year which is an increase for $96 and $262.

Commercialization activities were low for the three-month and six-month periods ended February 28, 2006. Since that date, Opsens commercialization strategy included additional presence in congress, sales team establishment to capitalize on market opportunities and recognized expertise of our R&D team. Commercialization expenses should increase from quarter to quarter to achieve the objective of a better market awareness of our products.

Financial (income) expenses

Financial income was $11 for the three-month period ended February 28, 2007 compared to financial expenses for $37 in 2006. Financial expenses were $1 for the six-month period ended February 28, 2007 compared to $80 in 2006. The decrease in financial expenses is the consequence of a stronger financial position, the conclusion of the qualifying transaction and convertible-debt conversion. Financial expenses level should be lower for next 2007 quarters since Opsens anticipated financial position.

Financing activities cash flow

For the second quarter 2007, 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. 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.

During the first quarter 2007, Opsens completed a qualifying transaction and a private placement for $2,215. The following summary compares the use of proceeds published in *Déclaration de changement à l'inscription de Capital DCB* filed on August 31, 2006 ("DCI") compared to spending made for the six-month period ended February 28, 2007.

(In thousand of dollars)	**Use of proceeds forecasted in the DCI**	**Six-month period ended February 28, 2007**
	$	**$**
Products commercialization	700	412
R&D	700	363
Financing fees for the qualifying transaction	250	262
Investing activities for fixed assets and intangibles	300	75
Administrative and others	300	273
Total	2,250	1,385

Opsens maintains the expected use of proceeds as of February 28, 2007 compared to use of proceeds published previously. To evaluate progress made, milestones had been determined:

- *Signature with a new OEM important partner in the medical devices sector.* To reach the milestone, multiple meetings had been done. Opsens will dedicate forecasted cash resources to progress toward this milestone.

- *Recording of significant Oil & Gas revenues.* Opsens is in discussion with customer in the petroleum industry. Opsens continue to execute the established action plan for milestone achievement.

- *Signature of a new OEM agreement in electric transformers sector.* Opsens received a purchase order from a customer that could integrate our sensor as OEM component. In the next quarters, a constant follow-up will be made with the customer to evaluate milestone achievement.

- For product improvement, there was a difficulty to determine precise target since R&D department work continuously on existing products.

- *For capital expenditures, the completion of a strategic fixed asset acquisition is a milestone. Meanwhile, investment decision will be subject to market demand for Opsens products.*

Qualifying transaction – October 3, 2006

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

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. 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 and a right to subscribe up to a maximum of 208,000 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.

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. 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 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.

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. 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.

The private placements provide to Opsens cash resources for growing commercialization activities and cash resources for our two main product development partnerships which should provide long-term recurring revenues to the Company.

At the date of the production of this management discussion and analysis, the shareholders equity components are:

Common shares	32 428 610
Stock options	2 033 333
Warrants	7 102 722
Fully diluted basis	41 564 665

Investing activities cash flow

Opsens acquired some fixed assets for $40 and $56 respectively for the three-month and six-month periods ended February 28, 2007 compared to $20 and $32 for the same period last year. Theses acquisitions give additional access to high tech R&D equipment and new softwares.

For intangible assets, Opsens invested $12 and $18 respectively for the three-month and six-month periods ended February 28, 2007. Theses acquisitions had been engaged for Opsens patents.

Cash, cash equivalents

As of February 28, 2007, the Company had cash and cash equivalents of $2,347 compared to $323 as of August 31, 2006. From cash and cash equivalents as of February 28, 2007, $2,271 had been invested, in regard of Opsens investment policy, in highly liquid short-term investments. The Company has an available line of credit for the amount of $200. This line of credit bears interest at prime + 2%.

Financial position

As of February 28, 2007, Opsens had a working capital for $2,908 compared to working capital for $283 as of August 31, 2006. Since recent financing activities, cash and cash-equivalents and working capital, Opsens has sufficient financial resources for short term operation, to honour commitments and to support anticipated growth and development activities. For a long-term perspective, Opsens may need to raise additional financing by issuing equity component and debts. On a long-term perspective, Opsens capability to raise additional financing remains uncertain since risks and uncertainty identified in the section Risks Factors of this analysis. For the next quarter, cash and cash-equivalents should decrease to support growth for commercialization activities, inventory and development activities.

Commitments

The following table summarizes Company's minimum aggregate commitments for the next twelve month period ending February 28 2008, 2009, 2010 and 2011

	Obligations – Capital lease			Other debt	Debt and principal portion of capital lease
	Total payments	Imputed interest	Principal Payments		
	$	$	$	$	$
2008	1	-	1	210	211
2009	1	-	1	362	363
2010	1	-	1	81	82
2011	1	-	1	14	15

To this date, the Company is not involved in any significant off-balance sheet arrangements except leases offices under an operating lease for yearly payments of $81 until expiration on December 31, 2008 for a cumulative commitment of $141.

Professional fees

Under the agreement with a third party, the Company is committed to make a monthly payment of $5 in consulting fees for services rendered until July 5, 2007.

License

According to an exclusive license agreement with a third party, the Company is committed to provide the exclusivity of the marketing of its products on a definite territory.

Related party transactions

In the normal course of its operations, the company has entered into transactions with a company controlled by a shareholder and director. These transactions have been measured at the exchange amount.

	Three-month period ended February 28		Six-month period ended February 28	
	2007	2006	2007	2006
	$	$	$	$
Premiums related to notes payable				
to certain shareholders	-	2	-	5
Management fees to a shareholder	-	1	-	1
Company controlled by shareholder and director				
Professional fees	5	-	5	-
	5	3	5	6

Subsequent events

i. *Stock options*

On April 16, 2007 the Board of Directors authorized the attribution of a total of 200,000 stock options to an employee. Each option entitles its holder to acquire one common share of the Company at an exercise price of $0.95 per share on April 15, 2012 at the latest.

On April 24, 2007 the Board of Directors authorized the attribution of a total of 100,000 stock options to a consultant. Each option entitles its holder to acquire one common share of the Company at an exercise price of $0.80 per share on April 23, 2012 at the latest.

ii. *Warrants*

On April 17, 100,000 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 $60.

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.

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 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.

STRATEGIC ACQUISITIONS AND HIGH POTENTIAL PROJECTS DEVELOPMENT

In its business plan, Opsens identified some acquisition targets. To maximize value creation for our shareholders, Opsens does not expect, in a short-term window, to conclude any transactions to give time to realize value from our product line and our intellectual property. Meanwhile, Opsens remains open-minded on any business occasions that could occurred at any time.

SIGNIFICANT ACCOUNTING POLICIES

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

Unaudited interim financial statements

The accompanying unaudited interim financial statements are prepared in accordance with Canadian generally accepted accounting principles for interim financial statements, and they are consistent with the accounting policies and methods used in the preparation of the Company's most recent audited financial statements. However, they do not include all information required for annual financial statements. These unaudited interim financial statements and related notes should be read in conjunction with the most recent Company's annual audited financial statements.

The financial statements as at February 28, 2007 and for the three-month and six-month periods ended February 28, 2007 and 2006 are unaudited. However, in the opinion of management, all adjustments, consisting solely of normal recurring adjustments, considered necessary for a fair presentation of the results of operations for the period presented, have been included. Results for the interim periods presented are not necessarily indicative of the results that may be expected for the year.

All amounts are disclosed in canadian dollars.

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. Actual results could differ from those estimates.

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.

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 measure the fair value of the stock options or the warrants options or warrants. 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 options or warrants are exercised, the corresponding contributed surplus and the proceeds received by the Company are credited to share capital.

Cash and cash equivalents

Cash and cash equivalents include cash and short-term investments 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.

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	
Office furniture and equipment	20%
Production equipment	20%
Research and development equipment	20%
Research and development computer equipment	30%
Computer equipment	30%
Intangible assets with finite lives	
Patents	Term of underlying patent
Software	30%

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.

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. 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.

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.

Financial instruments

The Company adopted the recommendations of the Canadian Institute of Chartered Accountants (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.

DISCLOSURE CONTROLS AND PROCEDURES

The President and Chief Executive Officer and the Chief Financial Officer assessed the disclosure controls and procedures (as defined in Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Fillings) as at February 28, 2007, and concluded that the controls and procedures gave reasonable assurance that the material information with respect to the Company is communicated to management, in particular during the period where annual documents are prepared.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Internal control over financial reporting ("ICFR") is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and its compliance with GAAP in its financial statements. The President and Chief Executive Officer and Chief Financial Officer have evaluated whether there were changes to its ICFR during the three-month and six-month periods ended February 28, 2007 that have materially affected, or are reasonably likely to materially affect, its ICFR. No such changes were identified through their evaluation.

RISK FACTORS

Opsens is involved in an industry subject to various risks and uncertainties. Company's business, financial position and operating results could be impacted negatively by theses risks and uncertainties. The risks and uncertainties discussed below, and described in the *déclaration de changement à l'inscription pour une opération admissible par Capital DCB inc*., are not the only risks and uncertainties that could impacted the Company:

- Intellectual property and exclusive rights
- Cash needs
- Competition and technological evolution
- Growth management and market development
- Conflict of interest
- Revenues
- Pricing politics
- Workmen
- Acquisitions
- Products failures and mistakes
- Fiber-optic sensor uncertainty
- Regulation
- Variation in share price
- Stock market
- Economical situation
- Activities growth
- Currency exchange rate
- Dependancy regarding limited number of clients

- Credit risk
- Financial ratios
- Warranties, recall and pursuit
- International operations

OTHER INFORMATION

Updated information on the Company can be found on the SEDAR Web site at http://www.sedar.com.

On behalf of management,

(s) Louis Laflamme

Chief Financial Officer and secretary
April 24, 2007