

Critical Outcome Technologies Inc.

(a development stage company)

Interim Financial Statements

(Unaudited)

First Quarter - three months ended July 31, 2006

Critical Outcome Technologies Inc
(a development stage company)
Interim Financial Statements
First Quarter - three months ended July 31, 2006

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(a development stage company)

Notice of No Auditor Review of Interim Financial Statements

First Quarter - three months ended July 31, 2006

The accompanying unaudited balance sheets of Critical Outcome Technologies Inc (COTI) as at July 31, 2006 and April 30, 2006 and the statements of operations and deficit, and cash flows for the three month periods ending July 31, 2006 and 2005 have been prepared by, and are the responsibility of the company's management and have been reviewed and approved by the Board of Directors.

As required by National Instrument 51-102 para. 4.3(3)a, we advise that the company's independent auditor, KPMG LLP, was not engaged to perform a review of these financial statements using the standards established by the Canadian Institute of Chartered Accountants for a review of such interim financial statements.

Critical Outcome Technologies Inc.
(a development stage company)
Interim Balance Sheets
Unaudited

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	July 31, 2006	April 30, 2006
Assets		
Current assets:		
Cash	\$ 23,425	\$ 170,464
Accounts receivable	2,650	-
Other receivables	16,578	8,842
Prepaid expenses and deposits	5,087	5,241
	<u>47,740</u>	<u>184,547</u>
Equipment (note 4)	25,453	33,766
Patents (note 5)	77,677	68,727
Trademark (note 6)	1,523	1,740
Deferred financing costs (note 7)	222,500	-
Investment in 6133546 Canada Inc (note 8)	1	1
	<u>\$ 374,894</u>	<u>\$ 288,781</u>
Liabilities and Shareholders' Deficiency		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 412,484	\$ 171,266
Due to shareholders (note 9)	139,076	127,194
Notes payable and other advances (note 10)	45,000	45,000
Current portion of capital lease obligation (note 11)	12,185	16,128
	<u>608,745</u>	<u>359,588</u>
Capital lease obligation (note 11)	33,525	33,525
Shareholders' Equity		
Share capital and warrants (note 12)	576,292	576,292
Contributed surplus (note 13)	251,046	251,000
Deficit	1,094,712	931,624
	<u>(267,374)</u>	<u>(104,332)</u>
Commitments (note 17)		
Subsequent events (note 19)		
	<u>\$ 374,894</u>	<u>\$ 288,781</u>

See accompanying notes to unaudited interim financial statements

Critical Outcome Technologies Inc.
(a development stage company)
Interim Statements of Operation and Deficit
(Unaudited)

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	Three Months Ended July 31,	
	2006	2005
Revenues:		
Contract Services	\$ 2,500	\$ -
	2,500	-
Expenses:		
Salaries and Benefits	79,745	15,489
Professional Fees	36,956	12,166
Marketing	20,735	701
Research and Product Development	9,000	-
Amortization of Furniture & Equipment	8,312	1,046
Office and General	4,633	527
Interest and Bank Charges	4,588	850
Rent	4,582	4,297
Computer Expense	1,819	1,941
Amortization of Trademark	218	218
Reorganization Costs	(5,000)	
	165,588	37,235
Loss before Other Income (Expense)	163,088	37,235
Other Income (Expense)		
Interest Income	-	(220)
	-	(220)
Loss	163,088	37,455
Deficit, beginning of the period	931,624	340,695
Deficit, end of the period	\$ 1,094,712	\$ 378,150
Basic and Diluted (Loss) per Common Share	\$ (0.01)	\$ (0.01)
Weighted Average number of common shares outstanding	22,373,332	7,736,522

See accompanying notes to unaudited interim financial statements

Critical Outcome Technologies Inc.
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Interim Statements of Cash Flows
(Unaudited)

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	Three Months Ended July 31,	
	<u>2006</u>	<u>2005</u>
Cash provided by (used in):		
Operating Activities:		
Loss	\$ 163,088	\$ 37,455
Amortization of Trademark	218	218
Amortization of Equipment	8,312	1,046
Change in non-cash operating working capital	230,983	(5,287)
	<u>76,425</u>	<u>(41,478)</u>
Investing Activities:		
Additions to patents	(8,950)	(13,603)
	<u>(8,950)</u>	<u>(13,603)</u>
Financing Activities:		
Issue of common shares	-	99,999
Issue of preference shares	-	1
Deferred financing costs on public share offering	(222,500)	-
Cash acquired on amalgamation	46	-
Repayment of obligation under capital lease	(3,943)	-
Due to Shareholders	11,882	(19,604)
	<u>(214,515)</u>	<u>80,396</u>
Increase (decrease) in cash	(147,041)	25,315
Cash, beginning of the period	170,464	1,820
Cash, end of the period	<u>\$ 23,423</u>	<u>\$ 27,135</u>
Supplemental cash flow information:		
Interest expense paid	\$ 299	\$ -

See accompanying notes to unaudited interim financial statements

Critical Outcome Technologies Inc.
(a development stage company)
Notes to the Financial Statements
(Unaudited)

1. Incorporation and Amalgamation

Critical Outcome Technologies Inc (COTI) was incorporated on April 30, 1999 under the laws of the Province of Ontario. The company amalgamated with one of its shareholders, an investment holding company, 1336554 Ontario Inc. on April 12, 2006. The only assets of the holding company were its investment in the common shares of COTI and a small amount of cash. Under the amalgamation the shareholders of the holding company exchanged their shares in the holding company, an indirect ownership in COTI, for direct ownership in the common shares of COTI.

2. Description of the Business

COTI is a biopharmaceutical company focused on applying its proprietary computer technology, CHEMSAS®, to identify, profile and optimize commercially viable drug candidates at the earliest stage of pre-clinical drug development and thereby dramatically reduce the time line and cost of getting new drug therapies to market.

The Company has been in the development stage, with a significant emphasis on the development of the predictive capabilities of the technology. Since inception, business activities have centered on developing CHEMSAS® which is based upon a hybrid of artificial intelligence technologies and proprietary algorithms that allow accurate prediction of specific biological activities from the molecular structure. These predictions include efficacy, acute toxicity, and the ADME properties; absorption, distribution, metabolism (e.g. cytochrome P450 interactions) and excretion. Substantially all of the Company's research and development expenditures, capital expenditures, including costs incurred to secure patents have been related to developing and proving this core technology.

In developing its technology, COTI has focused on proprietary small molecules used to treat cancer and HIV. This focus has been on cancers with high morbidity and mortality such as acute leukemia in adults, hormone resistant breast cancer, hormone resistant prostate cancer, small cell lung cancer and melanoma, which currently have either poor or no effective therapies.

Using CHEMSAS® the company is developing a pipeline of small highly optimized libraries of 6-10 molecules for specific therapy targets and plans to sell/licence these libraries to interested pharmaceutical partners for human trials and further drug development. Currently, the libraries in the pipeline in various stages of development are targeted at small cell lung cancer, colorectal cancer, HIV integrase inhibitors, chronic and acute leukemia and multiple sclerosis.

In addition to its targeted library pipeline, the company may also take particularly promising individual molecules forward for development outside of the library development approach. These molecules would follow the same development process and approach as the library molecules through to the end of *in vitro* and *in vivo* testing. These compounds will then be available for sale, licensing or co-development with a pharmaceutical partner.

3. Significant Accounting Policies

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles with the exception of income taxes and investment tax credits (see note 3(i) and (k) and note 14) which have not been adjusted to reflect the losses sustained in operations since the April 30, 2006 year end. Significant accounting policies adopted by the Company are as follows:

a) Basis of presentation

The financial statements have been prepared assuming that the Company will continue as a going concern. The Company is a development stage company and is subject to risks common to rapidly growing technology based companies, including a limited operating history, dependence on key personnel, the need to raise capital for successful development, marketing and operations and/or additional financing to meet the Company's liabilities and commitments as they become due. The financial statements do not include adjustments that would be required if the going concern assumption was not appropriate and consequently that the assets are not realized and the liabilities settled in the normal course of operations.

Critical Outcome Technologies Inc.
(a development stage company)
Notes to the Financial Statements
(Unaudited)

The Company has incurred a loss of \$163,088 (2005 - \$37,455) and negative cash flow from operations of \$147,041 (2005 - positive cashflow of \$25,315) for the three months ended July 31, 2006. As of July 31, 2006, the Company has an accumulated deficit of \$ 1,094,712 (2005 - \$378,150) which results in a shareholders' deficit of \$ 267,374. As of July 31, 2006 the company has a working capital deficit of \$561,005. Without an additional source of funding, the company will have inadequate funds to continue its existing corporate, administrative and operational functions for the next year.

b) Equipment

Equipment is recorded at amortized cost. Amortization is recorded on a straight-line basis over the estimated useful lives of the assets whether purchased directly by the company or acquired under a capital lease as follows:

Asset	Useful Life
Furniture and fixtures	5 years
Computer hardware	2 years
Computer software	Term of licence

c) Patents

Capitalized amounts for patents relate to the direct costs incurred in connection with securing patents. The cost of evaluating and investigating patents are accumulated by specific product or molecule and the capitalized costs are amortized over the life of the patent beginning in the year the patent is received. The accumulated cost of a product investigated for patenting, which is not subsequently patented, is expensed in the year when the decision is made to not pursue the patent.

d) Trademarks

The costs of evaluating and investigating trademark registration are accumulated by specific process and where trademark registration is obtained such costs are capitalized and amortized over the lesser of the marketing life of the process or five years beginning in the year after the trademark is received. Where trademark registration is not ultimately obtained accumulated costs are expensed.

e) Impairment of long-lived assets

The Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Recoverability is assessed based on the carrying amount of the long-lived asset and its net recoverable value, which is generally determined based on undiscounted cash flows expected to result from the use and eventual disposal of the long-lived asset. If the carrying value of the long-lived asset is not recoverable, an impairment loss is recognized to write down the long-lived asset to its fair value.

f) Portfolio investments

Portfolio investments are recorded at cost. Gains and losses on disposal of investments are recognized when realized.

(g) Research and development

Research expenditures are expensed as incurred. Development expenditures are deferred when they meet the criteria for capitalization in accordance with Canadian GAAP, and the future benefits could be regarded as being reasonably certain. At July 31, 2006 and April 30, 2006 no development costs were deferred.

h) Revenue recognition

The company recognizes technical consulting and molecule screening service revenue upon completion of the contracted service.

Critical Outcome Technologies Inc.
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Notes to the Financial Statements
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i) Investment tax credits

Investment tax credits ("ITCs") are accrued when qualifying expenditures are made and there is reasonable assurance that the credits will be realized. ITCs relating to research and development expenses are recorded as other income and those relating to capital expenditures are recorded as a reduction of the cost of the asset acquired.

j) Stock-based compensation and other stock-based payments

The Company accounts for employee stock options using the fair value based method, whereby compensation cost is measured at fair value at the date of grant and is expensed over the award's vesting period.

k) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on differences between the financial statement carrying values and the the respective tax bases of assets and liabilities, measured using substantively enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse. The effect on future income tax assets and liabilities of a change in income tax rates are recognized as income or loss in the year that the income tax rate change occurs.

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 of the future income tax assets will not be realized.

l) Use of estimates

The preparation of these financial statements in conformity 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 contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

m) Basic and diluted loss per share:

Basic and diluted loss per share are determined using the weighted average number of common shares outstanding during the period. Diluted loss per share is computed in a manner consistent with basic earnings per share, except that the weighted average shares outstanding are increased to include additional shares from the assumed exercise of options and warrants, if dilutive.

4. Equipment

	July 31, 2006			April 30, 2006		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Computer hardware	\$ 43,626	\$ 22,153	\$ 21,473	\$ 43,626	\$ 17,552	\$ 26,074
Furniture and fixtures	5,494	2,659	2,835	5,494	2,384	3,110
Computer software	12,762	11,617	1,145	12,762	8,180	4,582
	\$ 61,882	\$ 36,429	\$ 25,453	\$ 61,882	\$ 28,116	\$ 33,766

5. Patents

The Company has obtained a patent on certain molecules and their manufacturing process with accumulated costs at July 31, 2006 and April 30, 2006 of \$77,677 and \$68,727 respectively.

Critical Outcome Technologies Inc.
(a development stage company)
Notes to the Financial Statements
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6. Trademark

Trademark registration has been obtained for the exclusive use of the name, CHEMSAS®, which describes the company's proprietary molecular screening technology. Costs incurred are being amortized over five years as management has determined that the trademark does not have an indefinite life. The accumulated costs are as follows:

	July 31, 2006			April 30, 2006		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
CHEMSAS® - molecular screening technology	\$ 4,350	\$ 2,827	\$ 1,523	\$ 4,350	\$ 2,610	\$ 1,740

7. Deferred financing costs

The Company issued a Confidential Offering Memorandum (Offering) dated July 21, 2006, which was subsequently amended on September 13, 2006 offering private placement units (Units) consisting of one common share and one-half a common share purchase warrant. The Offering is for a minimum of 6,250,000 Units (\$2,500,000) and a maximum of 10,000,000 Units (\$4,000,000). Offering costs, including agent selling commissions, are estimated to be between \$625,000 (minimum offering) and \$775,000 (maximum offering). As at July 31, 2006 the estimated costs incurred by professional advisors (audit and legal) in relation to the development of the Offering document and support of the financing effort have been accrued in the amount of \$222,500 (see note 19).

8. Investment in 6133546 Canada Inc

On August 31, 2005, COTI signed a Memorandum of Understanding (MOU) to form a company to develop and commercialize a molecule library of 10 small cell lung cancer (SCLC) drug candidates. COTI has a 10% ownership interest and certain COTI shareholders have a 50% ownership interest in the company, 6441513 Canada Inc (6441513), formed to develop the SCLC library.

Under an agreement created pursuant to the MOU, COTI transferred the library of small cell lung cancer molecules to 6441513 for \$1. Under the agreement COTI is entitled to receive a payment in the amount of 10% of the aggregate net proceeds raised by 6441513 in connection with a financing to support (a) the validation of the transferred molecules for purposes of an investigational new drug filing and (b) entering into a strategic agreement with a pharmaceutical company. Net proceeds is defined as the gross amount realized from the financing less the direct costs incurred by 6441513 in completing the financing.

COTI earned contract services revenue from 6441513 during the quarter ended July 31, 2006 of \$2,500.

9. Due to shareholders

The amounts advanced by shareholders are unsecured and due on demand. Advances made to the company prior to March 1, 2005 are non-interest bearing. Those advances made subsequent to this date are supported by promissory notes bearing interest at 7%.

	July 31, 2006	April 30, 2006
Non-interest bearing advances	\$ 57,376	\$ 45,494
Interest bearing notes	81,700	81,700
	\$ 139,076	\$ 127,194

Interest expense on the interest bearing notes at July 31, 2006 and April 30, 2006 was \$1,442 and \$2,592 respectively.

Critical Outcome Technologies Inc.
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10. Notes payable and other advances

	July 31, 2006	April 30, 2006
Unsecured notes payable bearing interest at bank prime plus 3%, due on demand with 30 days notice	\$ 20,000	\$ 20,000
Advance from Aviator Petroleum Corporation	25,000	25,000
	\$ 45,000	\$ 45,000

The company signed a letter of intent dated February 7, 2006 with Aviator Petroleum Corporation (AVC), a capital pool company, trading on the TSX Venture Exchange (TSXV) regarding a proposed amalgamation of the two companies. The amalgamation of AVC with COTI would constitute the AVC's qualifying transaction pursuant to Policy 2.4 of the TSXV. In accordance with this Policy, Aviator agreed to advance the sum of \$25,000 as a non-refundable, unsecured advance to support the ongoing operations of COTI pending closure of the amalgamation. In the event the amalgamation does not occur, the advance will be recorded as income to offset costs incurred by the company in pursuing the transaction with Aviator.

11. Capital lease obligation

	July 31, 2006	April 30, 2006
2007	\$ 13,860	\$ 18,480
2008	18,480	18,480
2009	16,942	16,942
Total minimum lease payments	49,282	53,902
Less amount representing interest 5.56%	3,572	4,249
	45,710	49,653
Current portion of capital lease obligation	12,185	16,128
	\$ 33,525	\$ 33,525

The company entered into a capital lease with a shareholder effective October 1, 2005 for certain computer hardware, software and related support equipment. An initial lease payment of \$1,541 was made on October 1, 2005 with further payments deferred until May 1, 2006 by the lessor subject to the interest penalty provisions of the lease. Lease payments resumed on May 1, 2006 at which time the interest penalty of \$299 was paid.

12. Share capital and warrants

	July 31, 2006	April 30, 2006
Share Capital:		
Authorized:		
Unlimited number of common shares		
Unlimited number of Class A Preference Shares non-cumulative, non-voting, redeemable and retractable		
Issued:		
22,373,332 common shares	\$ 551,792	\$ 551,792
Share purchase warrants:		
733,332 common share \$0.40 purchase warrants	22,000	22,000
40,000 common share \$0.30 purchase warrants	2,500	2,500
	\$ 576,292	\$ 576,292

- a) On April 19, 2006 the Company completed a private placement of 733,332 \$0.30 units (\$0.30 Units) consisting of one common share and one common share purchase warrant. Each common share purchase warrant is exercisable into one additional common share at a price of \$0.40 for a period of two years.

Critical Outcome Technologies Inc.
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The common share purchase warrants were valued at \$0.03 per warrant using a Black-Scholes option pricing model assuming a risk free interest rate of 5%, an expected dividend yield of nil, an expected volatility of 30% and an expected life of the warrants of two years.

In addition, the Company granted \$0.30 Agent warrants to Northern Securities Inc to purchase the number of \$0.30 Units equal to 10% of the number of \$0.30 Units issued to Alberta residents as part of the \$0.30 Unit private placement. Each \$0.30 Agent warrant is exercisable into one \$0.30 Unit until April 19, 2008 at \$0.30 per unit. There were 40,000 Agent warrants issued which have been valued at \$0.063 per Agent's warrant, also using the Black-Scholes option pricing model and the same assumptions noted previously.

- b) On April 12, 2006 the Company established a stock option plan for directors, officers, employees and consultants who contribute toward the long-run goals of the Company. Under the Plan, a maximum of 2,000,000 options may be granted. The awarding of options, their exercise price and vesting period is determined by the Compensation Committee. As of July 31, 2006 no options had been granted under the Plan.

13. Contributed surplus

	July 31, 2006	April 30, 2006
Stock Option Compensation	\$ 251,000	\$ 251,000
Cash acquired on amalgamation	46	
	\$ 251,046	\$ 251,000

- a) On March 27, 2006 the Company granted stock options for 439,001 common shares to employees and directors at the option price of \$0.00001. These options were exercised on March 27, 2006. The company determined that based upon the private placement of April 19, 2006 (see note 12(a)), the fair value of the stock options granted was approximately \$251,000 and accordingly, this amount was recorded as stock option compensation expense with a corresponding increase to contributed surplus.
- b) On April 12, 2006 the Company amalgamated with its major shareholder, 1336554 Ontario Inc.(1336554), an investment holding company whose only assets were the common shares of COTI and a small amount of cash. On the amalgamation date, the authorized but unissued shares of both amalgamating corporations were cancelled. All shareholders of the amalgamating corporations exchanged their shares for new shares in the amalgamated company. In addition, the Company acquired a small amount of petty cash from the holding company in the amount of \$46.

14. Income taxes and investment tax credits

The tax effect of temporary differences that give rise to significant portions of the future tax assets and liabilities at April 30, 2006 are presented below. These amounts have not been adjusted to reflect the loss from operations incurred during the first quarter ended July 31, 2006 and the impact on the future tax assets and liabilities.

	April 30, 2006
Losses carried forward	\$ 225,000
Research expenditures deferred for tax purposes	2,000
Intangible assets	7,000
Financing expenses	2,000
Future tax assets	236,000
Less future tax liabilities relating to:	
Equipment	-
Intangible assets	-
Net future tax assets	236,000
Less valuation allowance	(236,000)
	\$ -

Critical Outcome Technologies Inc.
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The valuation allowance for future tax assets as at April 30, 2006 is \$236,000. In assessing the realizability of future tax assets, management considers whether it is more likely than not that some portion or all of the future tax assets will not be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of future tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the future tax assets are deductible, management currently believes it is more likely than not that the Company will not realize the benefits of the deductible difference.

The Company has non-capital losses of approximately \$620,000 and \$6,800 of research and development expenditures which may be applied to reduce taxable income of future years expiring as follows:

2007	\$	31,000
2008		22,000
2009		14,000
2010		127,000
2014		59,000
2015		77,000
2016		290,000
Research and development expenditures, no expiry	\$	6,800

The benefits of these losses and research and development expenditures have not been recognized in the financial statements.

Certain expenses incurred by the Company during the quarter may qualify as research and development as described by regulations in the Canadian Income Tax Act. Qualified amounts for the taxation years ended April 30, 2005 and April 11, 2006 are eligible for ITCs which are refundable to the Company. These expenditures are subject to Canada Revenue Agency approval which has not yet been received. As a result of the announcement of the Company's agreement to enter into a proposed amalgamation with AVC as discussed in notes 10 and 19, future ITCs will only be eligible to reduce taxes payable. At July 31, 2006 a claim had not yet been filed relating to the April 11, 2006 taxation year.

15. Financial Instruments

(a) Fair value disclosure:

Fair value estimates are made as of a specific point in time, using available information about the financial instrument. These estimates are subjective in nature and often cannot be determined with precision.

The Company has determined that the carrying value of its short-term financial assets and liabilities, including cash and cash equivalents, other receivables, accounts payable and accrued liabilities and due to related parties approximates their fair value because of the relatively short periods to maturity of these instruments.

The fair value of the note payable approximates the carrying value because interest is based on market-related variable interest rates.

(b) Credit risk:

Credit risk results from the possibility that a loss may occur from the failure of another party to perform according to the terms of the contract. The Company regularly monitors the credit risk exposure and takes steps to mitigate the likelihood that these exposures will result in an actual loss.

The Company does not have any financial instrument potentially subjecting it to a significant concentration of credit risk.

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16. Change in non-cash operating working capital

	July 31, 2006	April 30, 2006
Accounts receivable	\$ (2,651)	\$ -
Other receivables	(7,736)	(\$5,296)
Investment tax credit receivable		(13,720)
Prepaid expenses and deposits	153	(2,817)
Accounts payable and accrued liabilities	241,217	70,074
	\$ 230,983	\$ 48,241

17. Commitments

The Company has an operating lease for its office space which expires on August 31, 2006. The minimum lease payment for 2007 is \$6,140. At the conclusion of the lease term the company has the option to continue to lease its current space on a monthly lease arrangement. The monthly lease rate is \$1,558 per month effective June 1, 2006.

18. Segmented information

Management has determined that the Company operates in one reportable segment based on the economic characteristics of its research and its services. All of the Company's operations are located in Canada.

19. Subsequent events

- a) On October 13, 2006, the Company concluded an amalgamation pursuant to an Amended Amalgamation Agreement dated August 31, 2006 with AVC whereby the Company and AVC amalgamated to carry on business as Critical Outcome Technologies Inc. ("Public COTI"). Pursuant to the Amended Amalgamation Agreement, all of the outstanding equity securities (including common shares, warrants and stock options) of the Company and AVC were exchanged on a one-for-one basis for equity securities shares, warrants and stock options of Public COTI with similar terms. The amalgamation was approved by shareholders' resolutions of COTI and AVC on June 23, 2006 and August 15, 2006, respectively. The amalgamation was also subject to the closing of the private placement described in note 19(b) below. The amalgamation is subject to the final approval of the TSXV which had not yet been received at October 23, 2006.
- b) On October 12, 2006 the company closed a private placement pursuant to an Amended Confidential Offering Memorandum (the "Offering"), dated September 13, 2006. The Company issued private placement units (the "Units") consisting of one common share and one-half a common share purchase warrant. Each whole common share purchase warrant is exercisable into one additional common share at a price of \$0.70 for a period of eighteen months. The issue price of the Units was \$0.40. The Offering was for a minimum of 6,250,000 Units (\$2,500,000) and maximum of 10,000,000 Units (\$4,000,000). The company issued 6,594,000 Units for gross proceeds of \$2,637,600.

The Units were offered in British Columbia, Alberta, Ontario and Saskatchewan pursuant to prospectus exemptions outlined in National Instrument 45-106, including the accredited investor and offering memorandum prospectus exemptions.

The agent for the Offering was Northern Securities Inc. (Northern). Costs paid to Northern consisting of cash commission, agent's work fee, agent's legal fees and agents expenses in printing and distributing the offering including applicable GST totaled \$298,688. Net proceeds paid by Northern to the Company were \$2,338,912. In addition, Northern and its syndicate brokers were issued 659,400 warrants (Agent's Warrants) which equaled 10% of the number of Units sold. Each Agent's Warrant has the right to purchase one Unit at \$0.40 at anytime prior to the date that is 24 months from the closing date of the Offering.

The net proceeds from the sale of the Units after payment of the Company's professional advisor fees related to the financing will be used to fund the Company's growth plans and for general working capital purposes.