



## MANAGEMENT'S DISCUSSION AND ANALYSIS

**Dated: October 6, 2011**

*This Management's Discussion and Analysis ("MD&A") for the three months ended August 31, 2011 (third quarter of fiscal 2011) provides detailed information on the operating activities, performance and financial position of Sandvine Corporation ("Sandvine" or the "Company"). This discussion should be read in conjunction with the Company's unaudited consolidated interim financial statements and accompanying notes for the third quarter of fiscal 2011. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and are reported in United States dollars. The information contained herein is dated as of October 6, 2011, and is current to that date, unless otherwise stated.*

*The Company's fiscal year commences December 1<sup>st</sup> of each year and ends on November 30<sup>th</sup> of the following year. The Company's current fiscal year, which ends on November 30, 2011, is referred to as the "current fiscal year," "fiscal 2011", "2011", "FY-11" or using similar words. The previous fiscal year, which ended on November 30, 2010, is referred to as "previous fiscal year," "fiscal 2010," "2010", "FY-10" or using similar words.*

*In this document, "we", "us", "our", "Company" and "Sandvine" all refer to Sandvine Corporation collectively with its subsidiaries. The content of this MD&A has been approved by the Board of Directors, on the recommendation of its Audit Committee.*

*Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com), and on the Company's web-site at [www.sandvine.com](http://www.sandvine.com).*

## CAUTION REGARDING FORWARD LOOKING INFORMATION

Certain statements in this MD&A which are not historical facts constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Statements related to Sandvine's projected revenues, earnings, growth rates, targets, revenue mix and product plans are forward looking statements as are any statements relating to future events, conditions or circumstances. The use of terms such as "may", "anticipated", "expected", "projected", "targeting", "estimate", "intend" and similar terms are intended to assist in the identification of these forward-looking statements. Readers are cautioned not to place undue reliance upon any such forward-looking statements. Such forward-looking statements are not promises or guarantees of future performance and involve both known and unknown risks and uncertainties that may cause the actual results, performance, achievements or developments of the Company to differ materially from the results, performance, achievements or developments expressed or implied by such forward-looking statements. Forward-looking statements are based on management's current plans, estimates, projections, beliefs and opinions.

Many factors could cause the actual results of the Company to differ materially from the results, performance, achievements or developments expressed or implied by such forward-looking statements, including, without limitation, each of the following factors, and those factors which are further discussed in the Company's Annual Information Form ("AIF"), a copy of which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

- The Company's revenues may fluctuate from quarter to quarter and year to year depending upon sales cycles, customer demand and the timing of customer purchase decisions;
- The Company's gross margins may fluctuate from period to period depending upon a variety of factors including product mix in the quarter, competitive pricing pressures and the level of sales generated through indirect channels;
- The Company is dependent upon and expects to continue to derive a large percentage of its revenue from both a small number of key customers and key reseller partners, none of whom are bound to any fixed purchase commitment or exclusivity obligations and could change their buying patterns and/or source of supply at any time, which could have a material impact on the Company's revenues. The Company's reseller partners may offer their own products which are competitive with the Company's products;
- The Company faces intense competition in markets where there are typically several different competing technologies and rapid technological changes. The Company faces the risk of emergence of new technologies that may be either competitive to those of the Company or that change the requirements of the Company's customers for solutions such as those offered by the Company;
- The Company's growth is dependent on the development of the market for network policy control solutions and the decisions of the Company's target customers to deploy and further invest in those technologies, which decisions may be impacted upon by changing requirements in the area of broadband network management policies and/or changes in the regulatory framework to which the Company's customers may be subject. In particular, numerous telecommunications legislators and regulators in various jurisdictions have considered or are considering what, if any, regulations might be appropriate with respect to how internet service providers manage the impact of different types of traffic on their networks. These ongoing processes may cause uncertainty in the network investment decisions of the Company's target customers, and any new rules or regulations that result from these considerations may impact the demand for the Company's products within various markets, including markets that may not be considering any new regulation but where the Company's customers may look to other markets for future guidance or trends;
- The majority of the Company's operating expenses are denominated in Canadian dollars, U.S. dollars and New Israeli Shekels. The Company's earnings are impacted by fluctuations in the exchange rates between the U.S. dollar and these currencies.

## CHANGE IN FUNCTIONAL AND REPORTING CURRENCY

Effective December 1, 2010 (the “Conversion Date”), the Company adopted the U.S. dollar (“USD”) as its functional currency. This is the result of the continuing shift that the Company has experienced in the proportion of its revenues, expenses, assets and liabilities which are denominated in USD, and its expectation that this shift will continue in future periods. Prior to the Conversion Date, the Company’s operations were measured in Canadian dollars (“CAD”). On the Conversion Date the assets and liabilities were translated into USD using the exchange rate in effect on that date and equity transactions were translated at historical rates.

In conjunction with this change in functional currency, the Company chose the USD as the Company’s reporting currency. Historical financial statement information was restated into US dollars using the current rate method as required by the recommendations of Emerging Issues Committee (“EIC”) recommendation EIC-130, *Translation method when the reporting currency differs from the measurement currency or there is a change in the reporting currency*. Under this method, assets and liabilities are translated at the closing rate in effect at the end of the periods reported. Revenues, expenses and cash flows are translated at the average rates in effect throughout the period, or the rates in effect at the date of the transaction for significant transactions. Any exchange differences resulting from the translation are included as part of Accumulated Other Comprehensive Income presented in Statement of Changes in Shareholders’ Equity and Comprehensive Income (Loss). As at November 30, 2010, the resulting net adjustment of \$20,218 has been credited to Accumulated Other Comprehensive Income (November 30, 2009 - \$16,345). The impact to Comprehensive Income for the nine months ended August 31, 2010 and the twelve months ended November 30, 2010 was a decrease of \$907 and an increase of \$3,873 respectively.

In addition, all historical financial information contained within this MD&A has also been restated to the USD, unless otherwise indicated.

## SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table sets out selected consolidated financial information for the periods indicated. The selected financial information set out below has been derived from the unaudited consolidated interim financial statements for the three and nine months ended August 31, 2011 as well as the November 30, 2010 audited consolidated financial statements as restated for the change in reporting currency described in Note 2 to the quarterly financial statements. Each investor should read the following information in conjunction with those statements and related notes. The financial information for the three and nine month periods ended August 31, 2011 and August 31, 2010 has been prepared by management in accordance with Canadian generally accepted accounting principles in a manner consistent with the Company's annual financial statements, other than as indicated in Note 2 of the August 31, 2011 unaudited consolidated interim financial statements.

	Three month period ended		Nine month period ended	
	August 31 2011 \$	August 31 2010 \$	August 31 2011 \$	August 31 2010 \$
<i>Amounts in US\$ thousands, except share and per share data</i>				
<b>Consolidated Statement of Operations Data:</b>				
<b>Revenue</b>				
Product	19,111	17,607	50,678	51,784
Service	6,455	5,660	18,064	13,717
	<u>25,566</u>	<u>23,267</u>	<u>68,742</u>	<u>65,501</u>
<b>Cost of Sales</b>				
Product	4,424	4,628	12,517	13,252
Service	1,638	1,490	4,715	3,724
	<u>6,062</u>	<u>6,118</u>	<u>17,232</u>	<u>16,976</u>
<b>Gross margin</b>	<u>19,504</u>	<u>17,149</u>	<u>51,510</u>	<u>48,525</u>
<b>Expenses</b>				
Sales and marketing	5,160	4,671	15,055	13,739
Research and development	8,530	6,415	23,805	19,494
General and administration	2,905	2,066	8,607	7,000
Net government repayments (assistance)	(40)	64	(573)	(2,596)
Stock based compensation	752	639	2,110	2,000
Amortization of intangible assets	544	315	1,446	1,218
Depreciation	1,102	1,104	3,158	3,063
Intangible impairment	-	-	-	643
	<u>18,953</u>	<u>15,274</u>	<u>53,608</u>	<u>44,561</u>
<b>Income (loss) from operations</b>	551	1,875	(2,098)	3,964
Interest and other income	15	112	94	243
	<u>566</u>	<u>1,987</u>	<u>(2,004)</u>	<u>4,207</u>
<b>Income (loss) before income taxes</b>	566	1,987	(2,004)	4,207
Provision for income taxes	44	38	124	97
	<u>522</u>	<u>1,949</u>	<u>(2,128)</u>	<u>4,110</u>
<b>Net income (loss) for the period</b>	522	1,949	(2,128)	4,110
Basic earnings (loss) per share	0.004	0.014	(0.015)	0.030
Diluted earnings (loss) per share	0.004	0.014	(0.015)	0.029
Weighted average common shares outstanding				
Basic	137,760,777	136,466,457	137,490,171	136,101,292
Diluted	141,448,165	140,729,379	137,490,171	140,557,024

<i>Amounts in US\$ thousands</i>	As at August 31 2011	As at November 30 2010
<b>Consolidated Balance Sheet Data:</b>		
Cash and cash equivalents	1,796	87,949
Short term investments	73,302	-
Total assets	145,744	145,880
Total liabilities	22,340	22,965
Shareholders' equity	123,404	122,915

## Non-GAAP Financial Measures

The following table provides a reconciliation of GAAP net income (loss) and related per share amounts to non-GAAP net income (loss) and the related per share amounts for the periods indicated. These non-GAAP financial measures which are used internally by management to evaluate the Company's ongoing performance exclude the impact of stock based compensation, amortization of intangible assets acquired through business acquisitions and goodwill and intangible impairment expenses (collectively referred to as "Excluded Expenses"). The Company provides these non-GAAP financial measures as it is the Company's view that the Excluded Expenses are either (i) not part of its normal day-to-day operations and/or (ii) represent a "non-cash" accounting charge that does not deplete its cash resources. Accordingly, the Company believes that such financial measures may also be useful to investors in enhancing their understanding of the Company's operating performance. Non-GAAP net income (loss) is not recognized under Canadian GAAP and does not have a standardized meaning prescribed by Canadian GAAP. Therefore it is unlikely to be comparable to similarly titled measures reported by other issuers. Non-GAAP financial measures should be considered in the context of the Company's GAAP results.

	Three month period ended			Nine month period ended	
	August 31 2011 \$	May 31 2011 \$	August 31 2010 \$	August 31 2011 \$	August 31 2010 \$
	<i>Amounts in US\$ thousands</i>				
<b>Net income (loss)</b>	522	63	1,949	(2,128)	4,110
<b>Excluded Expenses</b>					
Stock based compensation expense	752	724	639	2,110	2,000
Amortization of intangible assets acquired through business acquisitions	185	192	184	569	883
Intangible impairment	-	-	-	-	643
<b>Net income (loss) excluding the impact of Excluded Expenses</b>	1,459	979	2,772	551	7,636

	Three month period ended			Nine month period ended	
	August 31 2011 \$	May 31 2011 \$	August 31 2010 \$	August 31 2011 \$	August 31 2010 \$
<b>Diluted earnings (loss) per share</b>	0.004	0.000	0.014	(0.015)	0.029
Impact on diluted earnings (loss) per share of Excluded Expenses	0.006	0.007	0.006	0.019	0.025
<b>Diluted earnings (loss) per share excluding the impact of Excluded Expenses</b>	0.010	0.007	0.020	0.004	0.054

## **OVERVIEW**

### **Our Company**

Sandvine develops and markets Network Policy Control solutions for high-speed, or “broadband”, Internet service providers. The Company’s solutions provide the tools to help service providers better understand their networks and apply specific network policies that will improve the quality of service for their subscribers, support the creation of new revenue-generating services, mitigate malicious traffic and/or more efficiently manage network traffic.

Sandvine has well over 200 Internet service provider customers in over 80 countries who serve hundreds of millions of fixed line and mobile broadband Internet subscribers.

### **The Market**

Sandvine’s target market is broadband Internet service providers worldwide, including those which offer such services through DSL, cable, fixed wireless, mobile and FTTx Internet access technologies. Within the fixed line component (DSL, cable and FTTx) of the market, Sandvine primarily targets the top 250 operators around the world, by subscriber count, which hold more than 80% of the global subscriber base. Industry analyst reports estimate that there were between 500 and 600 million fixed line broadband subscribers globally at the end of 2010.

In the mobile data market (fixed wireless and mobile), Sandvine primarily targets the top 350 service providers in the world. According to industry analysts there were just over five billion total mobile subscribers worldwide at the end of 2010. Industry analysts also estimate there are over 400 million mobile *broadband* users – the mobile subscriber of interest for Sandvine’s solutions. This figure is expected to grow to billions of users over the next few years, so while this segment of Sandvine’s market is still in early stages, it is expected to grow rapidly.

### **Products and solutions**

Sandvine’s Network Policy Control solutions comprise a hardware platform and proprietary software modules that are typically bundled together to provide a system for broadband Internet service providers to identify specific types of traffic across their networks (for example, VoIP, online gaming or video streams). These solutions also provide the tools to help service providers apply specific network policies that will improve the quality of service for their subscribers, support the creation of new revenue-generating services, mitigate malicious traffic and/or more efficiently manage network traffic.

#### *Traffic Optimization*

In times of congestion, a relatively small number of users and applications can consume the majority of network resources. Sandvine’s Traffic Optimization solutions mitigate network congestion and ensure fairness through the optimal use of network resources.

#### *Service Creation*

Subscribers use the Internet in different ways and to different extents. Sandvine’s Service Creation solutions help service providers create new service plans that differentiate their businesses and let subscribers choose a plan that suits them the best.

#### *Operations Management*

In order to address network issues before they affect subscribers, network operators need to mind their networks for quality trends, malicious traffic, and regulatory compliance purposes. Sandvine’s Operations Management solutions can identify quality issues before subscribers do, mitigate malicious network traffic, including outbound e-mail spam, and simplify regulatory filtering compliance.

### *Network Business Intelligence*

In order to accurately model network operation at a business level, service providers need to combine application-, subscriber- and device- aware network statistics with data from billing and other operational systems. With unique insight and advanced analysis capabilities such as trending, predictive modelling and statistical operations, Sandvine's Network Business Intelligence solutions enable confident business decisions regarding service plans, traffic management policies and capital investments.

### **Sales and distribution**

Sandvine distributes its products and services through a combination of direct and indirect sales channels. The direct sales channel is organized geographically across: (i) North America; (ii) Europe, the Middle East and Africa; (iii) Asia-Pacific; and (iv) the Caribbean and Latin America, and is based out of various jurisdictions throughout the world. The direct sales channel comprises sales where the ultimate end customer purchases products directly from the Company. The indirect sales channel utilizes global third party network equipment vendors and regional value-added resellers to market and sell Sandvine's products, and includes both channel-initiated sales (sales initiated and serviced by third party resellers) and channel-fulfilled sales (sales initiated by the Company and serviced by third party resellers). The indirect sales channel includes sales where a third party equipment vendor purchases the Company's product for the purpose of reselling it to the ultimate end customer. This sales and distribution strategy permits Sandvine to obtain global coverage while at the same time retaining direct contact with the customer base.

### **Growth strategy**

The Company believes that it is at the forefront of an emerging market, and that investing in research and development, and sales and marketing is critical to maximizing the long term success of the Company. Incremental investments during 2011 in research and development will support further product development to continue to broaden and expand the Company's suite of products. Incremental investments in sales and marketing efforts will continue to develop the direct sales force throughout the world and to grow and mature its relationships with both its regional and global resellers. Investors should be aware that operating expenses for any given quarter could fluctuate depending on the activities for that period, including, but not limited to, revenue levels (which impact variable compensation and government funding repayments) and foreign exchange impacts.

The Company anticipates that throughout fiscal 2011 it will continue to selectively assess acquisition opportunities to strengthen its market position and augment its growth. The evaluation of potential acquisitions will include whether the target company has technology that will extend Sandvine's core technology, has a complementary customer base, has prospective growth rates commensurate with those of the Company, and has a compatible culture.

### **Target Business Model**

In broad terms, excluding the impact of stock based compensation and non-cash acquisition related costs, the Company is working towards a target business model (outlined below) that includes a gross margin at or above 70%, and an operating margin between 10% and 20%. The target business model represents the Company's targeted operating margin goals over the mid to long term and the relative breakdown of the major components impacting upon that targeted operating margin. Readers are cautioned that this information is provided solely as a means to communicate the relative weightings of revenue and expenses within the Company's business that management believes are achievable as the Company's business matures, subject to the various assumptions relied upon in making such projections, including those set out below and the various risk factors contained in this MD&A. Readers are cautioned that use of the information reflected in this target business model may not be appropriate for any other purpose.

The Company continues to invest in its business and incur expenses at levels above those contemplated by this target business model on the basis and belief that this investment level will result in greater long term success as its market matures. As a result, the Company does not anticipate achieving this target business model on a sustained basis until such time as this level of investment yields a sustainable increase in revenues or until such time as the Company revises its assessment of the market opportunity.

---

**Mid to Long Term Target Business Model**

---

**Percentage of revenue**

Product revenue	85% - 90%
Service revenue	10% - 15%

**Percentage of total revenue**

Gross margin	70+%
Research and development	20% - 25%
Selling, general and administrative	30% - 35%

Operating margin	10% - 20%
------------------	-----------

---

In arriving at this target business model, and in providing any other forward looking statements contained in this MD&A, management has relied on a number of assumptions, including, but not limited to each of the following:

- The Company’s projected investments in the areas of research and development and sales and marketing will result in growth in the Company’s revenue at targeted rates;
- The Company’s existing customers, including its largest end customers and reseller partners will continue to make significant purchases of the Company’s products and services;
- The Company will be able to maintain its target pricing models for its products and services and obtain its supply of components at pricing that permits the Company to achieve its target gross margins;
- Any increase in sales through the Company’s indirect channel can be managed without significantly impacting the Company’s blended gross margin;
- The regulatory and legislative environment applicable to the use of technology of the type marketed by the Company will continue to permit service providers to use the Company’s solutions and its full breadth of applications;
- The Company will be able to continue to attract and retain personnel and third party contractors at compensation levels consistent with the Company’s historical practices.

Again, readers are cautioned that a variety of factors could cause the Company’s future results, and its ability to achieve this targeted business model, to materially differ from that projected in any forward looking information in this MD&A including, but not limited to those risk factors outlined in the Company’s most recently filed Annual Information Form (“AIF”) (a copy of which can be obtained on [www.sedar.com](http://www.sedar.com)) as well as those risk factors outlined earlier in this document under the heading “Caution Regarding Forward Looking Information”.

**CRITICAL ACCOUNTING ESTIMATES**

The preparation of the consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. These estimates and assumptions are affected by management’s application of accounting policies and historical experience, and are believed by management to be reasonable under the circumstances.

Estimates are deemed critical when a different estimate could have reasonably been used or where changes in the estimates are reasonably likely to occur from period to period that would materially impact the Company's financial condition or results of operation. The Company's significant accounting policies are discussed in note 2 to the November 30, 2010 audited consolidated financial statements. Other than the changes discussed in *Change in Functional and Reporting Currency* related to the Company's adoption of the U.S. dollar as its reporting currency, there have been no material changes to the Company's critical accounting policies and estimates from those disclosed in the Company's annual MD&A for the fiscal year ended November 30, 2010. Both the audited consolidated financial statements and annual MD&A for the year ended November 30, 2010 are available at [www.sedar.com](http://www.sedar.com).

## **ACCOUNTING CHANGES AND IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

### **Change in functional and reporting currency**

See *Change in Functional and Reporting Currency* earlier in this document.

### **Business combinations**

In January 2009, the CICA issued Section 1582, *Business Combinations*, replacing Section 1581, *Business Combinations*. This section establishes the standards for the accounting of business combinations, and states that all assets and liabilities of an acquired business will be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. This new Section will be applicable to financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted. The Company is evaluating the impact of adopting this new standard in connection with its conversion to International Financial Reporting Standards ("IFRS").

### **Consolidated financial statements**

In January 2009, the CICA issued Section 1601, *Consolidated Financial Statements*, which replaces the existing standards. This section establishes the standards for preparing consolidated financial statements and is effective for fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted. The Company is evaluating the impact of adopting this new standard in connection with its conversion to IFRS.

### **Transition to International Financial Reporting Standards**

In January 2006, the Accounting Standards Board (the "AcSB") announced its decision to require all publicly accountable enterprises to report under International Financial Reporting Standards ("IFRS") for years beginning on or after January 1, 2011. On February 13, 2008, the AcSB confirmed that publicly accountable enterprises will be required to use IFRS, as issued by the International Accounting Standards Board, unless modifications or additions to the requirements of IFRS are issued by the AcSB. For the Company, these new standards will be effective for the interim and annual financial statements commencing on December 1, 2011, with retrospective presentation of the comparative fiscal 2011 results. The Company's first financial statements to be reported under IFRS will be for the three month period ending February 28, 2012, with restatement of comparative periods.

The Company has established a project team that is led by finance management, and includes representatives from various areas of the organization to plan for and achieve an effective transition to IFRS. The Audit Committee of the Board of Directors regularly receives progress reporting on the status of the IFRS implementation project.

The Company has continued to make progress on its IFRS conversion project. The project was designed with three primary phases as follows:

1. Scoping and diagnostic phase - This phase involves a high-level assessment to identify key areas that may be impacted by the transition to IFRS, and ranking these as high, medium or low priority, as well as the creation of a formalized project plan including key milestones and timelines, resources required, education and training requirements.
2. Impact analysis, evaluation and design phase – In this phase, each area identified from the scoping and diagnostic phase will be addressed by performing an in depth analysis of Canadian GAAP/IFRS differences, evaluation and selection of available accounting policies, quantification of impacts and development of draft IFRS financial statement contents. This phase also includes the identification of operational impacts such as information technology, process and internal control changes.
3. Implementation and review phase - This phase will integrate the Company’s new accounting policies and resulting operational impacts into the Company’s underlying information systems, business processes and internal controls.

The Company has now completed phase two of the project excluding the formal selection of accounting policies by the Board of Directors. The following table provides guidance on the expected timing of these activities. The Company is currently in phase three of the project, with areas of impact being addressed with consideration to complexity and scope of operational impact and the potential magnitude of impact. The Company anticipates the completion of phase three of the project during the first quarter of fiscal 2012.

The Company has completed all activities to date per its detailed project plan and expects to meet all milestones through to completion of its conversion to IFRS. The following table summarizes the key elements of the Company’s plan for transitioning to IFRS and the progress made against each activity:

Key Activities	Milestones	Status
<b>Accounting policies and procedures:</b> <ul style="list-style-type: none"> <li>• Identify differences between IFRS and the Company’s existing policies and procedures;</li> <li>• Analyze and select ongoing policies where alternatives are permitted;</li> <li>• Analyze and determine which IFRS 1 exemptions will be taken on transition to IFRS.</li> </ul>	<ul style="list-style-type: none"> <li>• Senior management approval and Audit Committee review of policy decisions;</li> </ul>	<ul style="list-style-type: none"> <li>• Accounting policy alternatives are being analyzed and recommendations made as work progresses.</li> <li>• Key accounting policy decisions have been approved by senior management.</li> <li>• Approval of key accounting policy decisions by the Audit Committee will occur throughout fiscal 2011.</li> </ul>
<b>Financial statement preparation:</b> <ul style="list-style-type: none"> <li>• Prepare pro forma financial statements and note disclosures in compliance with IFRS;</li> <li>• Quantify the impacts of converting to IFRS;</li> <li>• Prepare first time adoption reconciliation required under IFRS 1.</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee approval of pro forma financial statements format with disclosures and December 1, 2010 transition balance sheet by the fourth quarter of 2011.</li> </ul>	<ul style="list-style-type: none"> <li>• Draft of IFRS interim financial statement format with disclosures has been provided to the Audit Committee for review.</li> <li>• IFRS transition date balance sheet has been provided to the Audit Committee for review.</li> </ul>
<b>Training and communication:</b> <ul style="list-style-type: none"> <li>• Ensure detailed training is received by members of the project team;</li> <li>• Provide topic specific training to key employees involved with implementation;</li> <li>• Provide timely communication of the impacts of converting to IFRS to the Company’s external stakeholders.</li> </ul>	<ul style="list-style-type: none"> <li>• Relevant training provided;</li> <li>• Impacts of converting to IFRS communicated prior to changeover.</li> </ul>	<ul style="list-style-type: none"> <li>• Detailed training has been received by project team members, senior executives and Board of Director members. Additional training will continue to be considered as IFRS standards change or further focus in a specific area is required;</li> <li>• Topic specific training to key employees is ongoing as areas of difference are addressed;</li> <li>• IFRS disclosure in the MD&amp;A will be updated throughout the project.</li> </ul>

Key Activities	Milestones	Status
<b>Business activities:</b> <ul style="list-style-type: none"> <li>Identify impacts of conversion on all areas of the business, including; contracts, compensation, hedging and taxation.</li> </ul>	<ul style="list-style-type: none"> <li>Significant areas of impact identified;</li> <li>Modifications to key impacted areas made as required.</li> </ul>	<ul style="list-style-type: none"> <li>Identification of key impacts is substantially complete.</li> <li>Key modifications to business activities supporting functional currency, multiple element revenue allocation, capital asset reporting, hedging documentation and general ledger reporting have been enacted.</li> </ul>
<b>IT systems:</b> <ul style="list-style-type: none"> <li>Identify changes required to IT systems and implement solutions;</li> <li>Determine and implement solution for capturing financial information under Canadian GAAP and IFRS during the year of transition to IFRS (for comparative information).</li> </ul>	<ul style="list-style-type: none"> <li>Necessary changes to IT systems implemented;</li> <li>Solution for capturing financial information under multiple sets of GAAP.</li> </ul>	<ul style="list-style-type: none"> <li>IT changes required have been implemented;</li> <li>With conversion to a new ERP system, IFRS record keeping has been implemented within the Company's financial information system to enable the capturing of financial information under multiple sets of GAAP.</li> </ul>
<b>Control environment:</b> <ul style="list-style-type: none"> <li>For all changes to policies and procedures identified, assess impact on effectiveness of internal controls over financial reporting ("ICFR") and disclosure controls and procedures ("DC&amp;P") and implement any necessary changes;</li> </ul>	<ul style="list-style-type: none"> <li>Conclude on design effectiveness of internal controls by Q1 2012;</li> <li>Conclude on operating effectiveness of internal controls by Q4 2012.</li> </ul>	<ul style="list-style-type: none"> <li>Internal control modifications are being assessed as each area of difference is reviewed.</li> </ul>

Management is in the process of evaluating the expected material differences between IFRS and the current accounting treatment under Canadian GAAP. Based on IFRS standards in effect as of August 31, 2011 and exposure drafts published by the International Accounting Standards Board ("IASB"), and the work performed to date, the key areas being assessed for their potential impact on the Company's consolidated financial statements are as follows:

Accounting Area	Difference and Potential Impact to the Company
First time adoption of IFRS (IFRS 1)	<p>IFRS 1 provides the framework for the first time adoption of IFRS. Certain one-time, optional and mandatory exemptions from full retrospective application of IFRS standards exist and are outlined within the standard. The IFRS 1 optional exemptions that are most relevant to the Company are as follows:</p> <ul style="list-style-type: none"> <li>Share based payment transactions – For equity-settled share based payment transactions, IFRS 1 provides for exemption to retrospective application of IFRS 2 Share based payments for previously issued equity instruments that are fully vested prior to the date of transition. The Company will utilize this exemption.</li> <li>Business combinations – Under IFRS 1, there is the option available to not apply the full requirements of IFRS 3 Business combinations to business combinations prior to the date of transition. The Company will utilize this exemption.</li> <li>Cumulative transition adjustment – Under IFRS 1, there is an option available to deem to be zero the Company's cumulative transition adjustment on the date of transition. The Company will utilize this exemption and has currently estimated the effect on transition to be an increase in opening retained earnings and a decrease in accumulated other comprehensive income of \$20.2 million.</li> </ul>
Revenue (IAS 18)	<p>On December 1, 2009, the Company early adopted EIC 175, <i>Multiple Deliverable Revenue Arrangements</i>. EIC 175 is largely aligned with current IFRS revenue recognition for multiple element accounting. As a result, the Company does not believe that significant differences exist between its revenue recognition policies under Canadian GAAP and current IFRS standards.</p>
Government grants (IAS 20)	<p>The Company has received government assistance related to certain research and development projects. In conjunction with selected agreements, the Company is obligated to pay royalties related to the sales of its products. Under Canadian GAAP, the Company accrues a royalty obligation at the time of sale. Under IFRS, repayable royalty arrangements with the government should be recognized as financial liabilities. The obligation to repay royalties is recorded when the contribution is received, and is estimated based on future projections. Subsequent re-measurement of these obligations</p>

Accounting Area	Difference and Potential Impact to the Company
	will be recognized in earnings. As a result, on transition the Company will recognize the discounted value of the projected future royalty payments as a liability.
Foreign currency (IAS 21)	Under IFRS, each entity must determine its functional currency of the primary economic environment in which the entity operates. This assessment is made by first evaluating primary indicators, which include: 1) currency which mainly influences sales prices; and 2) currency which mainly influences labour material and other costs. If these indicators are mixed, and the functional currency is not obvious, secondary indicators are evaluated to determine the functional currency. Based on the assessment of facts and circumstances, the Company has concluded that the U.S. dollar became the Company's functional currency, effective December 1, 2010. As a result, the Company does not expect significant differences between Canadian GAAP and IFRS with respect to foreign currency.
Share based payments (IFRS 2)	Under Canadian GAAP the fair value of share based awards with graded vesting and service only conditions may be treated as one grant by the Company, accordingly the resulting expense is recognized on a straight line basis over the vesting period. Under IFRS, each tranche of a share based award with graded vesting is considered a separate grant for the calculation of fair value, and the related expense is attributed to the vesting period of each tranche of the award. As a result, recognition of share based payment expense is accelerated.
Plant and equipment (IAS 16)	The transition from Canadian GAAP to IFRS requires a comparison of the current stratification of plant and equipment for depreciation purposes to that required in IAS 16, and may result in more depreciation categories. The company has determined that its depreciation methods under Canadian GAAP will be different under IFRS for certain plant and equipment categories. As a result, the difference in accumulated depreciation calculated under IFRS will be recorded through fixed assets, resulting in a decrease in capital assets and decrease in equity. The Company does not expect that the adjustment will be significant.
Income taxes	Under Canadian GAAP, income taxes are recognized in a manner consistent with the underlying transaction when the transaction occurs in the same period as the income tax effects recognized. However, when the income taxes are being recognized or re-measured in a subsequent period, they are required to be charged to the income statement, even if the initial recognition was related to an equity or other comprehensive income. Under IFRS, tax consequences of a transaction recorded in equity or other comprehensive income in a previous period must be recorded in other comprehensive income or directly in equity (i.e. backward tracing). As a result, the income tax benefit of share issuance costs which have been recognized as a tax benefit against net income for Canadian GAAP purposes will be recorded in equity under IFRS resulting in an increase of share capital and an increase in accumulated deficit. The Company does not expect that the adjustment will be significant.

This may not be an exhaustive list of all the significant impacts that could occur during the conversion to IFRS.

The Company continues to monitor and assess the impact of evolving differences between Canadian GAAP and IFRS, since the IASB is expected to continue issuing new accounting standards during the transition period. As a result, the final impact of IFRS on the Company's consolidated financial statements can only be determined once all the applicable IFRS standards as at November 30, 2012 (the Company's first annual IFRS reporting date) are known.

## COMPOSITION OF REVENUES AND EXPENSES

The Company's product revenue consists of revenues derived from the sale of its hardware products and the license of its software products. The Company's service revenue consists of revenues from post contract support (generally referred to as support and maintenance services) as well as various professional services including consulting, training and installation that is provided to its customers. The vast majority of the Company's revenues are denominated in U.S. dollars.

The majority of the Company's operating expenses are denominated in Canadian dollars, U.S. dollars and New Israeli Shekels. The Company's earnings are impacted by fluctuations in the exchange rates between the U.S. dollar and these other currencies. In an attempt to minimize the earnings impact of foreign currency gains and losses associated with foreign exchange rate fluctuations, the Company enters into forward foreign exchange contracts for a portion of this exposure.

Product cost of sales consists of the cost of direct materials, plus direct labour and an allocation of overhead applied to the product.

Service cost of sales includes certain overhead costs, warranty costs, the costs of salaries and other personnel costs for staff dedicated to providing professional and customer support services.

Sales and marketing expenses consist primarily of salaries, variable compensation costs and other personnel costs, travel, advertising, trade analyst research, trial material costs as well as trade show and conference costs.

Research and development expenses consist primarily of salaries and other personnel costs, off-shore development costs, certification and material costs (including prototype costs) associated with new product introduction.

General and administrative expenses consist primarily of personnel costs, occupancy costs, professional costs associated with tax, accounting and legal advice, public company costs (including compliance costs), information system and software maintenance costs as well as foreign currency gains and losses.

Sales and marketing, research and development, and general and administrative expenses are presented on the Company's consolidated financial statements including the benefit of government assistance received, as well as repayments of such assistance.

Effective fiscal 2006, the Company commenced the repayment of funding received through the Technology Partnerships Canada ("TPC") program. The agreement requires the contribution to be repaid in the form of royalties to a maximum of CAD\$16 million. Royalties are charged at 2.5% of the Company's gross revenues. The obligation to pay royalties expires on November 30, 2013. Any repayments accrued or paid have been included in the consolidated financial statements as part of the Company's research and development expenses.

A subsidiary of the Company has participated in programs sponsored by a foreign government body's Chief Scientist Office ("CSO") for the support of certain research and development activities. The subsidiary is obligated to pay royalties, amounting to 3% - 3.5% on sales and other related revenues generated from the subsidiary's products up to the amount granted plus interest. The subsidiary's obligation to pay these royalties is contingent on actual sales of its products which incorporate the technology related to the grant, and in the absence of such sales, no payment is required. Any repayments accrued or paid have been included in the consolidated financial statements as part of the Company's research and development expenses.

The Company has entered into an agreement with the Province of Ontario relating to the Next Generation of Jobs Fund program. This program will provide funding relating to one of the Company's projects. Under the agreement, the Company will be eligible to receive funding equal to 11% of eligible project expenditures from February 24, 2009 to February 24, 2014 to a maximum of CAD\$18.7 million (the "Initial Grant"). Payments made in respect of the Initial Grant can become conditionally repayable if certain cumulative job targets are not met. In addition, at the end of the agreement, the Company may be entitled to receive up to an additional 4%

of eligible project expenditures (to a maximum of CAD\$6.8 million) if certain incremental targets for new Ontario-based jobs have been met.

Interest and other income consists primarily of interest income (net of related expenses) earned on the Company's cash, cash equivalents and short term investments.

The current income tax provision predominantly relates to current taxes owing (recoverable) by the Company's foreign subsidiaries.

## CURRENT PERIOD OPERATING RESULTS

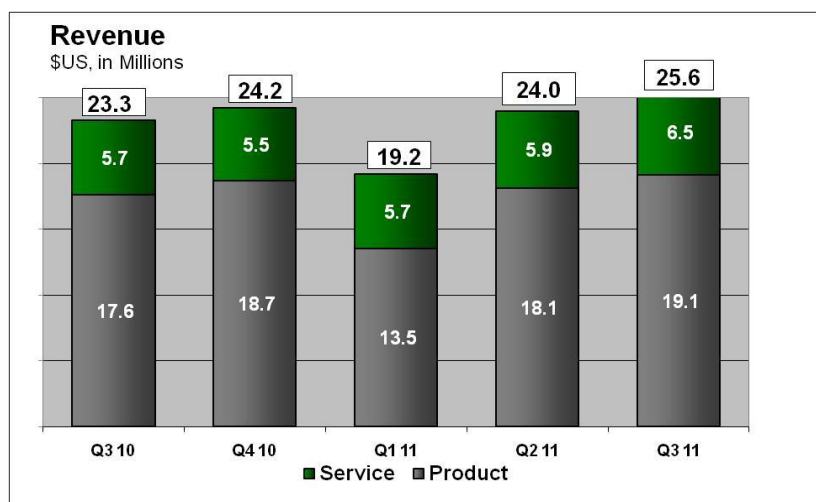
### Overview

The Company's total revenues for the current quarter were \$25.6 million, an increase of \$1.6 million from the \$24.0 million reported for the second quarter of 2011. Total revenue increased across all geographic regions except North America. Product revenue increased over the previous quarter by \$1.0 million while service revenue increased by \$0.6 million. The increase primarily resulted from a \$3.8 million increase in DSL market revenues, in the Europe, Middle East and Africa ("EMEA") and Caribbean and Latin America ("CALA") geographic regions, partially offset by a \$2.8 million reduction mainly in the North American wireless market.

Revenue earned through the indirect sales channel increased to \$15.5 million (or 60.7% of revenue) this quarter from \$11.7 million (or 48.6% of revenue) last quarter. The increase in revenue through the indirect channel is consistent with the higher level of revenue derived from the EMEA and CALA region, where the Company utilizes indirect sales channels to a greater degree along with a lower level of sales incurred in the North American region where the Company has historically sold its products directly to the end customer.

The Company expects to continue to see significant quarterly fluctuations in the revenues generated from the Company's various access technology markets, sales regions and sales channels due to variability associated with the timing of significant customers' purchase decisions.

During the third quarter, the Company received initial purchase orders from 12 new service provider customers (Q2 2011: 12), comprising eight wireless operators and four DSL service providers, and recognized revenue from 17 new customers. The value of orders received from customers during the third quarter of 2011 was greater than total revenue recognized during the quarter.



The Company's GAAP net income for the current quarter was \$0.5 million, compared to a GAAP net income of \$63,000 in the second quarter of 2011. The Company's non-GAAP income for the current quarter was \$1.5 million, compared to non-GAAP income of \$1.0 million in the second quarter of 2011.

The current quarter increase in non-GAAP net income compared to the second quarter of 2011 is primarily the result of higher revenue and gross margin, being partially offset by slightly higher operating expenses. Revenue increased by \$1.6 million and gross margin increased by \$1.1 million as compared to the second quarter of 2011. The blended gross margin rate (Q3-11 76.3%; Q2-11 76.9%) decreased slightly due to lower stand alone software sales in the quarter, partially offset by a favourable product mix related to sales of the Company's hardware products. This was partially offset by an increased service gross margin rate primarily due to higher maintenance revenue in the current quarter.

Exclusive of “Excluded Expenses” (as defined on page 5 of this document), operating expenses in the third quarter increased by \$0.6 million compared to the second quarter of 2011. The increase was the result of various small fluctuations in several different expense categories.

## Revenue

	Three month period ended			Nine month period ended	
	August 31 2011 \$	May 31 2011 \$	August 31 2010 \$	August 31 2011 \$	August 31 2010 \$
	<i>Amounts in US\$ thousands</i>				
Product	19,111	18,075	17,607	50,678	51,784
Service					
Support and maintenance	5,061	4,476	3,810	13,481	10,132
Professional services	933	886	1,422	3,088	2,587
Training, installation and other	461	524	428	1,495	998
	6,455	5,886	5,660	18,064	13,717
Total	25,566	23,961	23,267	68,742	65,501

### ***Q3 2011 compared to Q2 2011***

The Company’s total revenues for the current quarter were \$25.6 million, an increase of \$1.6 million from \$24.0 million recognized during the second quarter of 2011. Total revenue increased across all geographic regions except North America. Product revenue increased over the period by \$1.0 million while service revenue increased by \$0.6 million. The increase primarily resulted from a \$3.8 million increase in DSL market revenues, primarily in the EMEA and Caribbean and Latin America geographic region, partially offset by a \$2.8 million reduction mainly in the North American wireless market. Revenue earned through the indirect sales market increased by \$3.8 million from \$11.7 million last quarter.

Service revenue increased by \$0.6 million to \$6.5 million, as compared to \$5.9 million recognized during the second quarter of 2011. Support and maintenance revenue increased by \$0.6 million to \$5.1 million, as compared to \$4.5 million recognized during the second quarter of 2011, primarily due to ongoing growth in the support and maintenance revenue base, related to incremental product sales.

The Company expects to continue to see significant quarterly fluctuations in the revenues generated from the Company’s various access technology markets, sales regions and sales channels due to variability associated with the timing of significant customer purchase decisions.

### ***Q3 2011 compared to Q3 2010***

Total revenues recognized during the third quarter of 2011 increased by \$2.3 million to \$25.6 million, compared to \$23.3 million during the same period last year. The increase primarily resulted from a \$1.6 million increase in revenue derived from the wireless access technology market and a \$0.5 million increase in revenue derived from the DSL market as compared to the third quarter of 2010. Revenue from the EMEA and CALA geographic regions increased by \$4.3 million and \$1.2 million, respectively as compared to the third quarter of fiscal 2010, partially offset by a decrease in the Asia Pacific market of \$3.0 million. Revenues from the indirect sales channel increased by \$3.1 million as compared to the third quarter of fiscal 2010.

Service revenue increased by \$0.8 million to \$6.5 million, compared to \$5.7 million recognized during the third quarter of 2011. The increase in service revenue is due to an increase in support and maintenance revenue of \$1.2 million, as a result of ongoing growth in the support and maintenance revenue base, driven by incremental product sales. This increase was partially offset by a decrease in professional services revenue of \$0.5 million

as compared to the third quarter of fiscal 2010, which can vary period to period based on the nature of customer engagements.

The Company expects to continue to see significant quarterly fluctuations in the revenues generated from the Company's various access technology markets, sales regions and sales channels due to variability associated with the timing of significant customer purchase decisions.

### **2011 YTD compared to 2010 YTD**

The Company's total revenues for the nine months ended August 31, 2011 have increased by \$3.2 million to \$68.7 million, as compared to \$65.5 million recognized during the same period last year. The current period increase relates to an increase of \$7.0 million from all access technology markets, with the exception of cable which has decreased by \$3.8 million as compared to the same period during fiscal 2010.

Service revenue increased by \$4.4 million to \$18.1 million, as compared to \$13.7 million in the nine months ended August 31, 2010. The change primarily relates to increases in support and maintenance revenue (\$3.3 million), consulting service revenue engagements (\$0.5 million) and training installation and other (\$0.5 million). The increase in consulting services is consistent with the growth in business related to the Company's non-traffic-optimization solutions, which typically require greater integration to adjacent business systems. The higher support and maintenance revenue largely relates to incremental support and maintenance revenue earned on incremental product sales since the comparative period, partially offset by customers who have decommissioned older hardware products as, in most cases, they begin to transition to a newer hardware platform or upgrade their network.

The Company expects to continue to see significant quarterly fluctuations in the revenues generated from the Company's various access technology markets, sales regions and sales channels due to variability associated with the timing of significant customer purchase decisions.

### **Revenue by access technology**

The breakdown of total revenue generated by customer access technology is outlined in the following table.

	Three month period ended			Nine month period ended	
	August 31	May 31	August 31	August 31	August 31
	2011	2011	2010	2011	2010
	%	%	%	%	%
Cable	18.0	16.3	20.4	18.5	25.3
DSL	48.4	35.8	50.8	46.9	42.7
Fixed Wireless/Mobile/FTTx	32.2	46.2	28.6	33.0	31.9
Other*	1.4	1.7	0.2	1.6	0.1
<b>Total</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

\* The other category is primarily comprised of sales to partners (including resellers and solutions partners) who have purchased the product for their own internal use e.g. for interoperability testing.

In situations where a reseller of the Company has purchased products for resale to an end customer, the Company has allocated such revenue based on the access technology of the end customer.

The Company expects the DSL and Wireless access technology markets to grow more rapidly than the Cable market as DSL is the dominant means of broadband Internet access globally, and Wireless continues to emerge as a growing technology for Internet access.

## Revenue by sales channel

The Company continues to invest in the development of its indirect sales channel to utilize global third party network equipment vendors and regional value-added resellers to help market and sell its products. The breakdown of revenue by the direct and indirect sales channel is as follows:

	Three month period ended			Nine month period ended	
	August 31 2011 %	May 31 2011 %	August 31 2010 %	August 31 2011 %	August 31 2010 %
Direct	39.3	51.4	46.8	42.6	54.4
Indirect	60.7	48.6	53.2	57.4	45.6
Total	100.0	100.0	100.0	100.0	100.0

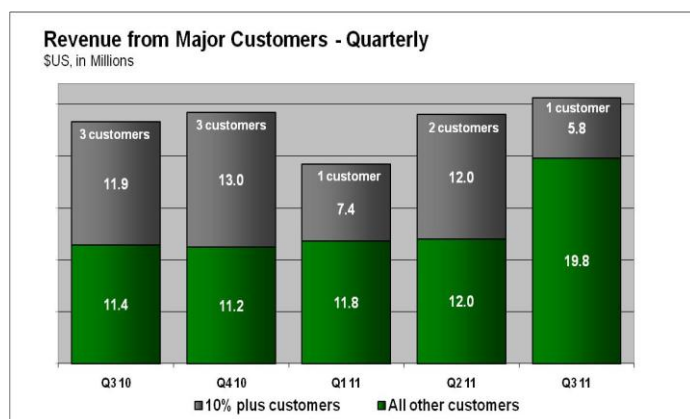
## Revenue by geographic region

The Company evaluates its revenue performance based on four geographic regions. The proportion of total revenue attributable to each is outlined in the following table. In situations where a reseller has purchased equipment for resale to an end customer, the location of the end customer is used in allocating revenue to the various geographic regions.

	Three month period ended			Nine month period ended	
	August 31 2011 %	May 31 2011 %	August 31 2010 %	August 31 2011 %	August 31 2010 %
North America	33.5	48.2	37.9	37.2	46.6
Caribbean and Latin America	12.6	8.6	8.6	8.9	8.0
Europe, Middle East and Africa	42.0	27.1	27.5	32.1	24.6
Asia Pacific	11.9	16.1	26.0	21.8	20.8
Total	100.0	100.0	100.0	100.0	100.0

## Revenue derived from major customers

“Major Customers” are customers who represent more than 10% of total revenues in a given period. Major Customers can also include resellers who may have sold to multiple end customers. Currently, the Company’s quarterly revenues can be significantly impacted by the buying patterns of any single individual large customer, which will also impact the Company’s revenue split by region, sales channel and/or access technology. The Company continues to expand its number of customers and the identity of the individual service providers or resellers who are Major Customers often changes between quarters.



	Three month period ended				
	August 31	May 31	February 28	November 30	August 31
	2011	2011	2011	2010	2010
	%	%	%	%	%
Percentage of revenue					
Major Customers	22.6	50.0	38.8	53.9	51.0
Other customers	77.4	50.0	61.2	46.1	49.0
Total	100.0	100.0	100.0	100.0	100.0

The following chart outlines the revenue generated from Major Customers during the third quarter of 2011, and their respective percentages from the previous four quarters.

	Three month period ended				
	August 31	May 31	February 28	November 30	August 31
	2011	2011	2011	2010	2010
	%	%	%	%	%
Alcatel Lucent	22.6	27.3	9.1	13.1	14.9
Total	22.6	27.3	9.1	13.1	14.9

Alcatel Lucent is a global reseller of the Company's solutions. In situations where a particular customer is a reseller who has purchased equipment for resale to one or more end user customers, the Company has aggregated all of the sales to that reseller in determining whether they represent more than 10% of the Company's revenue for a particular period.

## Deferred revenue

The Company enters into complex arrangements that may involve meeting customer based specifications or multiple deliverable revenue arrangements. This may result in the deferral of revenue if the Company has not completed the customer based specification requirements, or has not established that the delivered elements of a multiple deliverable revenue arrangement represent a separate unit(s) of accounting. Where the Company has sold post contract support, the resulting revenue is deferred and recognized ratably over the service period, which is typically one to three years. The Company does not recognize any revenue or deferred revenue related to initial support and maintenance or support and maintenance renewals until evidence of such an arrangement exists or cash in respect of such renewal is received.

The breakdown of deferred revenue is as follows:

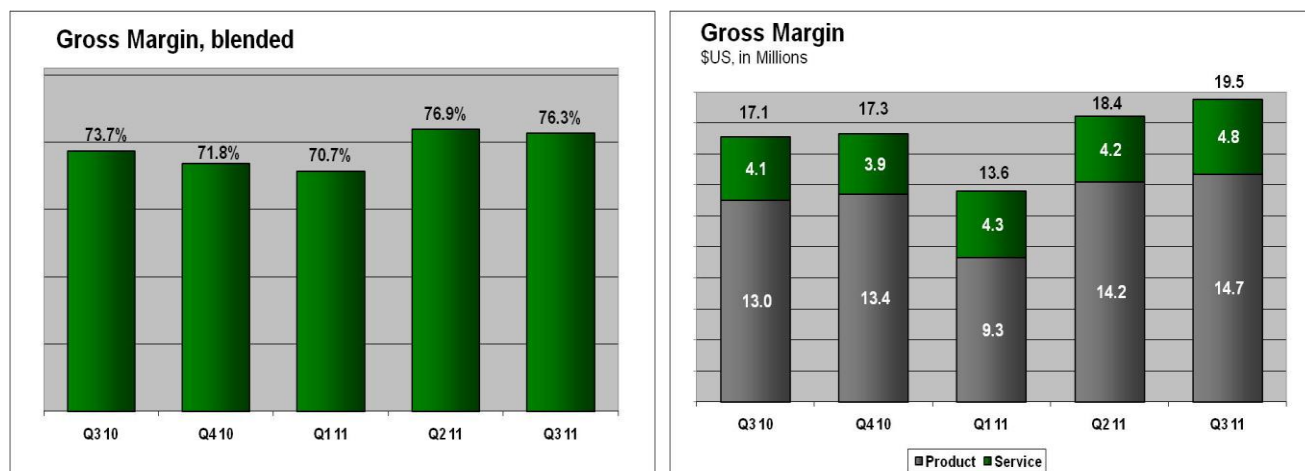
	August 31	May 31	November 30
	2011	2011	2010
	\$	\$	\$
	<i>In US\$ thousands</i>		
<b>Deferred revenue:</b>			
Service	10,654	9,427	8,252
Product	1,968	2,497	2,708
Total	12,622	11,924	10,960
<b>Reported as:</b>			
Current	11,773	11,110	10,257
Non-current	849	814	703
Total	12,622	11,924	10,960

Fluctuations in deferred service revenue are primarily related to the timing of significant support and maintenance renewals. Service deferred revenue increased from May 31, 2011 levels as a result of increased support and maintenance services sold. Growth in this component of the deferred revenue balance is consistent with growth in the product revenue for the quarter, which often also requires support and maintenance services

to be provided. Product deferred revenue decreased from May 31, 2011 levels, primarily due to timing of recognition of existing product deferred revenue arrangements.

The Company's characterization of deferred revenue between current and non-current is based on management's best estimate of when it expects to meet the criteria required to permit revenue recognition.

## Gross margin



The following table outlines the Company's gross margin levels for the revenue categories indicated.

	Three month period ended			Nine month period ended	
	August 31	May 31	August 31	August 31	August 31
	2011	2011	2010	2011	2010
	%	%	%	%	%
Product	76.9	78.6	73.7	75.3	74.4
Service	74.6	71.6	73.7	73.9	72.9
Blended	76.3	76.9	73.7	74.9	74.1

### Q3 2011 compared to Q2 2011

The blended gross margin realized in the current quarter was 0.6% lower than in the second quarter of 2011. Product gross margin was 76.9% in the current quarter, compared to 78.6% for the second quarter of 2011. Product gross margin realized in the current quarter was lower than the second quarter of 2011 primarily due to lower stand alone software sales in the quarter, partially offset by a favourable product mix related to sales of the Company's hardware products. Service margin increased in the current quarter by 3.0% to 74.6% as compared to 71.6% during the second quarter of 2011. This was primarily related to higher maintenance revenue resulting from increased product sales during the previous quarters,

### Q3 2011 compared to Q3 2010

Product gross margin realized in the current quarter was 3.2% higher than for the same period in 2010, primarily due to more favourable product mix, which included higher stand alone software sales. Service gross margin was 0.9% higher than for the same period in 2010. This increase was primarily related to higher maintenance revenue in the current quarter, without a corresponding increase in service cost of sales.

### 2011 YTD compared to 2010 YTD

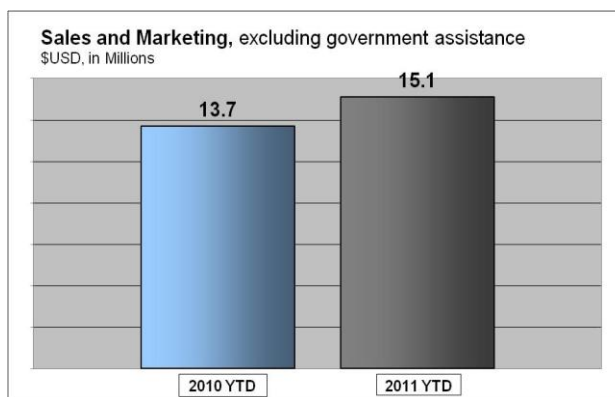
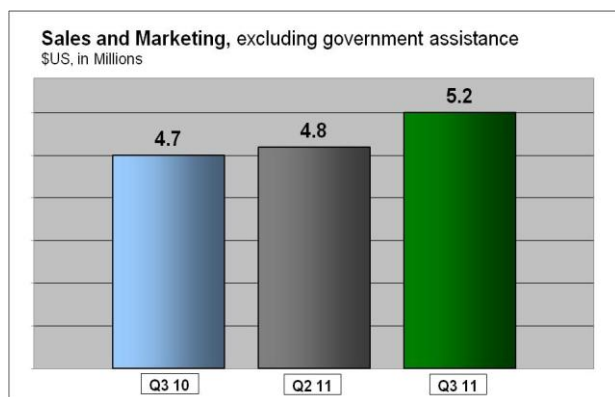
For the nine month period ended August 31, 2011 blended gross margin was 0.8% higher than for the same period in 2010, due to an increase in both service and product gross margins.

## Operating expenses

The following table provides additional analysis of the Company's operating expenses.

	Three month period ended			Nine month period ended	
	August 31 2011 \$	May 31 2011 \$	August 31 2010 \$	August 31 2011 \$	August 31 2010 \$
	<i>Amounts in US\$ thousands</i>				
<b>Revenue</b>	<b>25,566</b>	<b>23,961</b>	<b>23,267</b>	<b>68,742</b>	<b>65,501</b>
Sales and marketing	5,160	4,847	4,671	15,055	13,739
<i>% of revenue</i>	<b>20.2%</b>	<b>20.2%</b>	<b>20.1%</b>	<b>21.9%</b>	<b>21.0%</b>
Research and development	8,530	8,268	6,415	23,805	19,494
<i>% of revenue</i>	<b>33.4%</b>	<b>34.5%</b>	<b>27.6%</b>	<b>34.6%</b>	<b>29.7%</b>
General and administration	2,905	3,015	2,066	8,607	7,000
<i>% of revenue</i>	<b>11.4%</b>	<b>12.6%</b>	<b>8.8%</b>	<b>12.5%</b>	<b>10.6%</b>
Net government repayments (assistance)	(40)	(65)	64	(573)	(2,596)
<i>% of revenue</i>	<b>(0.2)%</b>	<b>(0.3)%</b>	<b>0.3%</b>	<b>(0.8)%</b>	<b>(4.0)%</b>
Stock based compensation	752	724	639	2,110	2,000
<i>% of revenue</i>	<b>2.9%</b>	<b>3.0%</b>	<b>2.7%</b>	<b>3.1%</b>	<b>3.1%</b>
Amortization of intangible assets	544	546	315	1,446	1,218
<i>% of revenue</i>	<b>2.1%</b>	<b>2.3%</b>	<b>1.4%</b>	<b>2.1%</b>	<b>1.9%</b>
Depreciation	1,102	1,027	1,104	3,158	3,063
<i>% of revenue</i>	<b>4.3%</b>	<b>4.3%</b>	<b>4.7%</b>	<b>4.6%</b>	<b>4.7%</b>
Intangible impairment	-	-	-	-	643
<i>% of revenue</i>	-	-	-	-	<b>1.0%</b>
Total operating expenses	18,953	18,362	15,274	53,608	44,561
<i>% of revenue</i>	<b>74.1%</b>	<b>76.6%</b>	<b>65.6%</b>	<b>78.0%</b>	<b>68.0%</b>

## Sales and marketing expenses



### ***Q3 2011 compared to Q2 2011***

Exclusive of government assistance, sales and marketing expenditures during the third quarter of 2011 increased by \$0.4 million to \$5.2 million, which represents a 6.5% increase from the \$4.8 million incurred during the second quarter of 2011. The change relates to increases in variable compensation costs, partially offset by small decreases in several different expense categories.

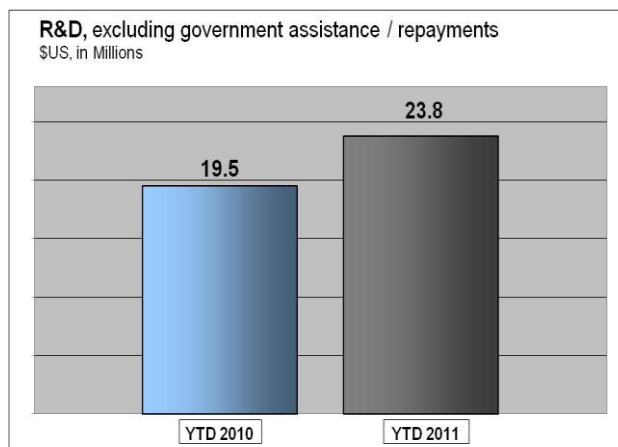
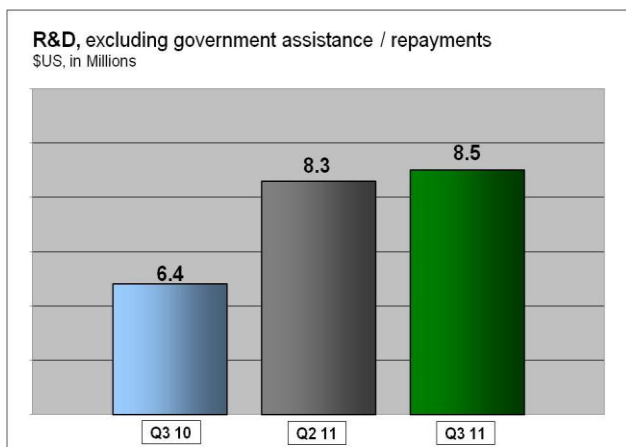
### ***Q3 2011 compared to Q3 2010***

Exclusive of government assistance, sales and marketing expenditures during the third quarter of 2011 increased by \$0.5 million to \$5.2 million, which represents a 10.5% increase from the \$4.7 million incurred for the same period last year. Major factors contributing to the increase include higher personnel and variable compensation costs, partially offset by lower costs associated with customer trials.

### ***2011 YTD compared to 2010 YTD***

Exclusive of government assistance, sales and marketing expenditures during the nine months ended August 31, 2011 increased by \$1.4 million to \$15.1 million, which represents a 9.6% increase from the \$13.7 million incurred for the same period last year. Major factors contributing to the increase include a higher level of personnel costs and increased costs associated with travel and sales events. This is partially offset by lower variable compensation and lower costs associated with customer trials.

## Research and development expenses



### *Q3 2011 compared to Q2 2011*

Exclusive of government assistance and repayments, research and development expenses increased by \$0.2 million to \$8.5 million, which represents a 3.2% increase from the \$8.3 million incurred during the second quarter of 2011. This is a result of various small fluctuations in expense categories.

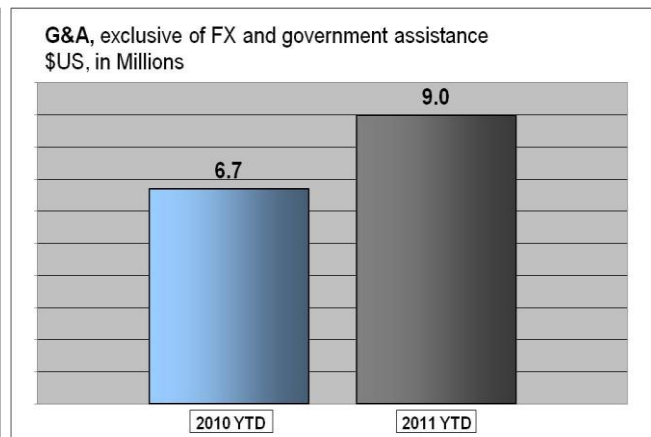
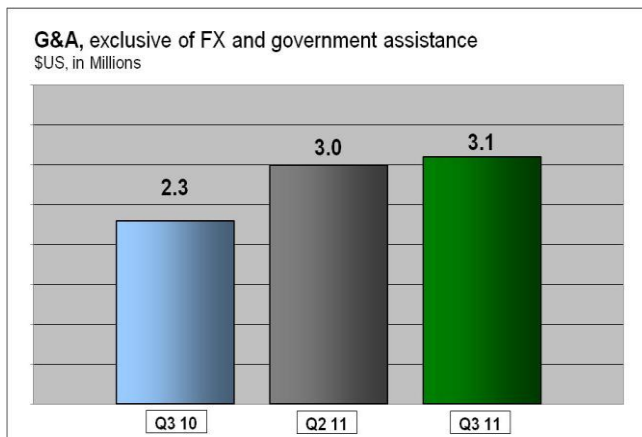
### *Q3 2011 compared to Q3 2010*

Exclusive of government assistance and repayments, research and development expenses for the third quarter of 2011 increased by \$2.1 million to \$8.5 million, which represents a 33.0% increase from the \$6.4 million incurred during the same period last year. The increase is mainly related to an increase in personnel costs, partially due to a research and development office that the Company established in India in the second quarter of 2011, increased contract labour expenses and increased prototype expenses.

### *2011 YTD compared to 2010 YTD*

For the nine months ended August 31, 2011, research and development expenses increased by \$4.3 million to \$23.8 million, which represents a 22.1% increase from the \$19.5 million incurred for the same period last year. Major factors contributing to this increase include higher personnel costs partially due to a research and development office that the Company established in India in the second quarter of 2011, an increase in contract labour expenses and an increase in travel expense.

## General and administrative



### ***Q3 2011 compared to Q2 2011***

Exclusive of government assistance and foreign exchange gains/losses, general and administrative expenditures during the current quarter increased by \$0.1 million to \$3.1 million which represents a 2.1% increase from the \$3.0 million incurred during the prior quarter.

### ***Q3 2011 compared to Q3 2010***

For the third quarter of fiscal 2011 general and administrative expenditures, exclusive of foreign exchange losses, increased by \$0.8 million to \$3.1 million which represents a 37.2% increase from the \$2.3 million incurred for the same period last year. This increase results from higher personnel costs, and higher contract labour expense due to implementation of new ERP system.

### ***2011 YTD compared to 2010 YTD***

Exclusive of government assistance and foreign exchange losses general and administrative expenditures increased by \$2.3 million to \$9.0 million, which represents a 34.1% increase from the \$6.7 million incurred for the same period last year. This increase includes higher salary expense, higher contract labour expense due to the implementation of a new ERP system, higher rent and increased travel expense.



## **Amortization of intangible assets**

### ***Q3 2011 compared to Q2 2011***

In connection with an acquisition completed during fiscal 2007, the Company is amortizing certain acquired intangible assets. During the third quarter of 2011 the Company recorded \$0.2 million in amortization related to these acquired intangible assets, compared to \$0.2 million during the prior quarter. Also included within current quarter amortization of intangible assets is \$0.4 million of amortization related to computer software assets, compared to \$0.3 million last quarter.

### ***Q3 2011 compared to Q3 2010***

During the third quarter fiscal 2011, the Company recorded \$0.2 million of amortization related to acquired intangible assets, as compared to \$0.2 million during the same period last year. During the current quarter, computer software amortization of \$0.4 million was recorded, compared with \$0.1 million for the same period last year. The increase in software amortization is a result of the implementation of a new ERP system.

### ***2011 YTD compared to 2010 YTD***

During the nine months ended August 31, 2011, the Company recorded \$0.6 million of amortization related to acquired intangible assets, as compared to \$0.9 million during the same period last year. During the nine months ended August 31, 2011, computer software amortization of \$0.9 million was recorded, as compared to \$0.3 million in the same period last year. The increase in software amortization is a result of the implementation of a new ERP system

## **Interest and other income**

### ***Q3 2011 compared to Q2 2011***

For the third quarter of 2011, interest and other income was \$15,000 down from \$37,000 last quarter. During the current quarter the annualized yield earned on the Company's investment portfolio was approximately 0.2%, compared to 0.2% during the second quarter of 2011.

### ***Q3 2011 compared to Q3 2010***

For the third quarter of 2011, interest and other income was \$15,000, down from \$0.1 million during the same period last year. During the current quarter the annualized yield earned on the Company's investment portfolio was approximately 0.2% compared to 1.0% for the same period in 2010.

### ***2011 YTD compared to 2010 YTD***

For the nine months ended August 31, 2011, interest and other income was \$0.1 million as compared to \$0.2 million for the same period last year. During the nine months ended August 31, 2011, the annualized yield earned on the Company's investment portfolio was approximately 0.2% compared to 0.7% for the same period in 2010.

## LIQUIDITY AND CAPITAL

The Company has financed its operations and met its capital expenditure requirements primarily through the sale of equity securities.

	August 31 2011	November 30 2010
<b>Key Balance Sheet Amounts and Ratios:</b>	<i>US\$ Thousands, except balance sheet ratios and metrics</i>	
Cash, cash equivalents and short term investments	75,098	87,949
Working capital	105,206	105,641
Working capital ratio	5.9:1	5.7:1
Days sales outstanding in accounts receivable	95 days	91 days
Pro forma days sales outstanding in accounts receivable	76 days	77 days
Inventory turnover	1.1 times	1.8 times
Pro forma inventory turnover	1.3 times	2.3 times

The Company uses working capital, working capital ratio, days sales outstanding in accounts receivable, pro forma days sales outstanding in accounts receivable, inventory turnover and pro forma inventory turnover as measures to enhance comparisons between periods. These terms do not have a standardized meaning under GAAP and are unlikely to be comparable to similarly titled measures reported by other issuers. The calculation of each of these items is more fully described below.

*Days sales outstanding* (“DSO”) - The Company has calculated DSO’s based on the most recent three months annualized revenue and the average of the beginning and ending accounts receivable balance for such three-month period.

*Pro forma days sales outstanding* - The Company has calculated pro forma days sales outstanding in the same manner as DSO. However, the beginning and ending accounts receivable balances have been reduced for amounts which are also included in the Company’s deferred revenue balance (August 31, 2011 - \$6.8 million; May 31, 2011 - \$3.9 million; February 28, 2011 - \$4.6 million; November 30, 2010 - \$4.1 million)

*Inventory turnover* - The Company has calculated its inventory turnover using the annualized most recent three months product cost of sales and the average of the beginning and ending inventory balance for such three month period.

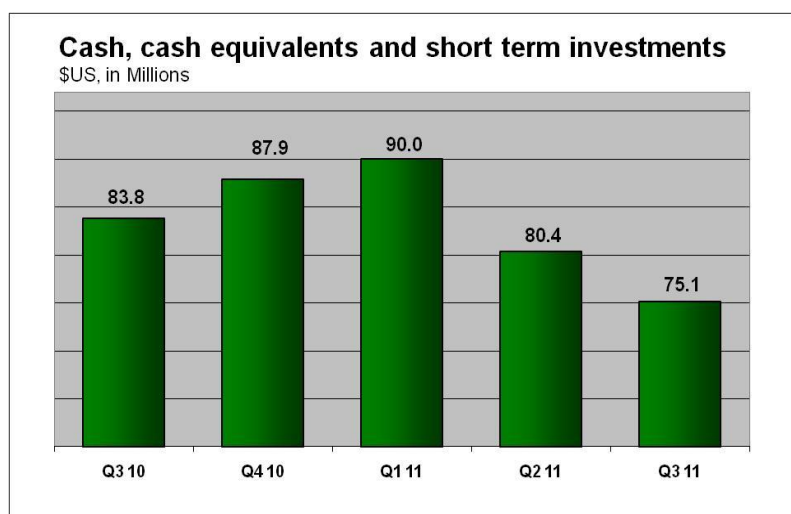
*Pro forma inventory turnover* - The Company has calculated its pro forma inventory turnover using the annualized most recent three months product cost of sales and the average of the beginning and ending inventory balances excluding demonstration inventory and deferred cost of sales inventory for such three month period (demonstration inventory: August 31, 2011 - \$2.9 million; May 31, 2011 - \$1.9 million; February 28, 2011 - \$1.9 million; November 30, 2010 - \$1.9 million) (deferred cost of sales: August 31, 2011 - nil; May 31, 2011 - nil; February 28, 2011 - nil; November 30, 2010 - \$0.5 million).

### Cash and cash equivalents and short term investments

Cash and cash equivalents include cash on hand, balances with banks and short term investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of change in value. Short term investments include debt securities maturing within twelve months of the balance sheet date. Short term investments are measured at fair value, with the changes in fair value being recognized in other comprehensive income during the period.

Investments in cash equivalents and short term investments are governed by the Company’s investment policy guidelines as approved by the Board of Directors. The policy stipulates that investments will at all times be based on the requirements for safety, liquidity and yield in that order of importance.

The Company's short-term investment portfolio of \$73.3 million at August 31, 2011 included high interest savings accounts (56% of portfolio), bank bearer deposit notes (6% of portfolio), provincial T-bills (21% of portfolio), interest bearing accounts (17% of portfolio) with yields ranging from 0.10% to 1.45%.



At August 31, 2011, the Company cash, cash equivalents and short term investments decreased by \$5.3 million, to \$75.1 million, compared to \$80.4 million at May 31, 2011. The decrease is primarily due to \$3.6 million used in operating activities (largely due to fluctuations in non-cash working capital balances partially offset by the current quarter net income adjusted for items not affecting cash) and \$1.7 million used for capital asset acquisitions during the period. The fluctuations in non-cash working capital balances are primarily due to increased accounts receivable balances as a result of higher revenues being recognized this quarter, increased inventory levels due to the recent launch of the PTS 22000 platform as it ramps up to regular production levels and the purchase of additional inventory in contemplation of certain orders that have not yet materialized. This was partially offset by an increase in accounts payable.

### Working capital

Working capital represents the Company's current assets less its current liabilities. The Company's working capital balance decreased by \$0.3 million, to \$105.2 million at August 31, 2011 compared to \$105.6 million at the end of fiscal 2010. This decrease primarily relates to a decrease in cash and marketable securities, which is somewhat offset by an increase in accounts receivable and inventory and a decrease in accounts payable. The Company's working capital ratio (which is its current assets divided by its current liabilities) increased to 5.9:1 compared to 5.7:1 at November 30, 2010.

The Company's DSO's increased to 95 days from the 91 days reported at the end of fiscal 2010. The Company's pro-forma DSO's were 76 days at August 31, 2011 as compared to 77 days at the end of fiscal 2010. The Company expects that pro forma DSO's will typically be in the range of 60 – 75 days.

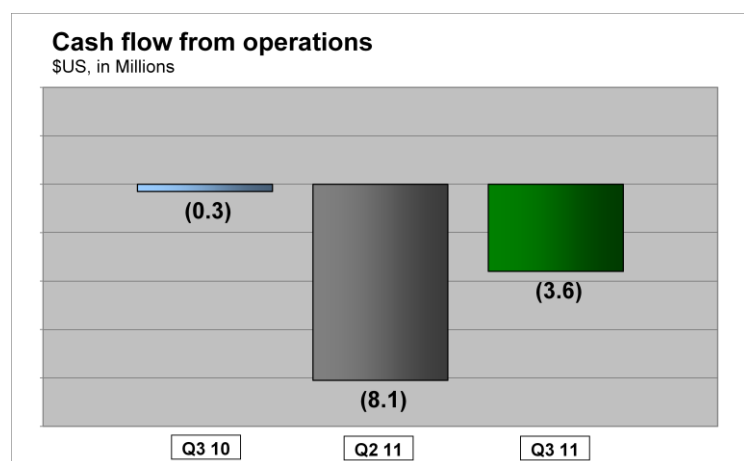
The Company's inventory turnover for the current quarter was 1.1 times per year compared to 1.8 times per year for the fourth quarter of 2010. The Company's pro forma inventory turnover was 1.3 times per year for the current quarter, which decreased from the 2.3 times per year for the fourth quarter of 2010. The decreased inventory turnover rate reflects increased inventory levels due to the recent launch of the PTS 22000 platform as it settles down to regular production levels and the purchase of additional inventory in contemplation of certain orders that have not yet materialized, as well as lower product cost of sales as a result of improved product gross margins in the current quarter.

Historically, the Company has carried relatively high levels of inventory as a result of variability in product mix, the need to secure supply of long lead time parts and a strategic decision to maintain inventory levels that permit the Company to minimize customer delivery times.

## Cash flow

	Three month period ended			Nine month period ended	
	August 31 2011 \$	May 31 2011 \$	August 31 2010 \$	August 31 2011 \$	August 31 2010 \$
	<i>Amounts in thousands</i>				
<b>Cash inflows and (outflows) by activity:</b>					
Operating activities	(3,586)	(8,058)	(333)	(7,668)	7,950
Investing activities	3,220	(6,762)	(2,263)	(79,135)	(5,826)
Financing activities	48	149	204	650	430
Net (decrease) in cash	(318)	(14,671)	(2,392)	(86,153)	2,554

## Cash provided by operating activities



### Q3 2011 compared to Q2 2011

During the current quarter the Company used \$3.6 million of cash from operating activities as compared to \$8.1 million used in the second quarter of 2011. During the current quarter, the Company had net income, adjusted for items not affecting cash, of \$3.0 million and used \$6.5 million from changes in working capital balances, which can fluctuate significantly from quarter to quarter. During the second quarter of 2011, the Company had net income, adjusted for items not affecting cash of \$2.3 million and used \$10.6 million from changes in working capital balances.

### Q3 2011 compared to Q3 2010

During the current quarter the Company used \$3.6 million of cash from operating activities as compared to \$0.3 million for the third quarter of 2010. During the current quarter, the Company had net income, adjusted for items not affecting cash, of \$3.0 million and used \$6.5 million from changes in working capital balances. During the third quarter of 2010, the Company had net income, adjusted for items not affecting cash, of \$4.0 million and used \$4.2 million from changes in working capital balances.

## Purchase of capital and intangible software assets

Exclusive of government assistance (Q3 2011: \$72,000, Q3 2010: \$57,000), additions to capital and intangible software assets were \$1.7 million during the third quarter of fiscal 2011, as compared to \$2.1 million for the same period last year. The current additions primarily relate to continued investment in hardware equipment to support the Company's research and development activities as well as IT infrastructure.

During the third quarter of fiscal 2011, the Company capitalized \$0.4 million of internally manufactured assets, as compared to \$0.4 million the same period last year. These additions predominantly relate to continued investment in hardware equipment to support the Company's research and development activities.

## Liquidity and capital resource requirements

Given the items outlined above and the Company's performance expectations, the Company believes that it has sufficient working capital to fund its current operating and working capital requirements for at least 12 months.

## FINANCIAL INSTRUMENTS

Management of foreign exchange currency exposure is governed by the Company's foreign exchange policy as approved by its Board of Directors. The objective of the policy is to minimize the earnings impact of foreign currency gains and losses associated with foreign exchange rate fluctuations. The Company enters into forward contracts to reduce its exposure to fluctuations in foreign exchange rates. The following table summarizes the Company's commitments to buy and sell foreign currencies under foreign exchange contracts, all of which have a maturity date of less than one year, as at August 31, 2011:

<u>Designation</u>	<u>Currency Sold</u>	<u>Currency Bought</u>	<u>Notional Amount Sold (\$000's)</u>	<u>Weighted Average Rate</u>
Held for trading, cash flow hedges	USD	ILS	9,930	0.2848
Held for trading; cash flow hedges	USD	CAD	15,650	1.0202

Management estimates that a loss of \$77,000 would be realized if these foreign exchange contracts were terminated on August 31, 2011.

The fair value of accounts receivable, other receivables, accounts payable and accrued liabilities approximates their carrying value due to the immediate or short-term maturity of these financial instruments. At August 31, 2011, the Company had a significant concentration of credit risk with two customers representing 44.0% (33.7% and 10.3%) of the Company's accounts receivable balance (November 30, 2010; three customers representing 56.5% (22.4%, 20.1% and 14.0%))

## OUTSTANDING SHARE DATA

The Company has one class of shares consisting of an unlimited number of common shares. As of October 6, 2011, the Company has issued 137,878,588 common shares, one common share purchase warrant which entitles the holder to acquire 619,280 common shares and 11,289,822 common share options under the Company's stock option plan (as further described in note 4 of its August 31, 2011 consolidated financial statements).

## OFF BALANCE SHEET ARRANGEMENTS

The Company has entered into forward currency contracts (disclosed under "Financial Instruments" above), and letters of credit (disclosed under note 10 of the August 31, 2011 consolidated interim financial statements) which are considered "off-balance sheet" arrangements as that term is described in National Instrument 51-102F.

## **DISCLOSURE CONTROLS AND PROCEDURES**

The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining disclosure controls and procedures for the Company. As such, the Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed in filings is recorded, processed, summarized and reported within the time periods specified in the Canadian Securities Administrators rules and forms.

## **INTERNAL CONTROLS AND PROCEDURES**

The CEO and CFO are responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The Company's management, under the supervision of the CEO and CFO have evaluated whether there were changes to the Company's internal control over financial reporting during the interim period ended August 31, 2011 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting. The Company implemented a new ERP system including general ledger, sales distribution, project management, manufacturing, supply chain, capital asset and human resource modules during the first quarter of fiscal 2011. The system went live in February 2011, replacing the legacy ERP system. As a result of the new ERP system, the Company reviewed policies and procedures materially impacted by the ERP implementation. The Company has and will continue to amend its internal control processes in future quarters as more reliance is placed on the new ERP system. There were no material changes to the Company's internal controls during the third quarter of fiscal 2011.

Management, including the CEO and CFO, does not expect that the Company's disclosure controls or internal controls over financial reporting will prevent or detect all errors and all fraud or will be effective under all future conditions. A control system is subject to inherent limitations and, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system objectives will be met.

## SELECTED CONSOLIDATED QUARTERLY FINANCIAL INFORMATION

The following table provides an analysis of our unaudited operating results for each of the quarters ended on the date indicated:

<b>Fiscal 2011</b> <i>(in thousands of US dollars)</i>	<b>Three months ended</b>			<b>Fiscal year to date</b>
	<b>February 28 2011</b> \$	<b>May 31 2011</b> \$	<b>August 31 2011</b> \$	<b>August 31 2011</b> \$
Revenue	19,215	23,961	25,566	68,742
Operating expenses	16,293	18,362	18,953	53,608
Net income (loss)	(2,713)	63	522	(2,128)
Basic earnings (loss) per share	(0.020)	0.000	0.004	(0.015)
Diluted earnings per (loss) share	(0.020)	0.000	0.004	(0.015)
Total assets	143,047	141,765	145,744	145,744

<b>Fiscal 2010</b> <i>(in thousands of US dollars)</i>	<b>Three months ended</b>				<b>Fiscal year ended</b>
	<b>February 28 2010</b> \$	<b>May 31 2010</b> \$	<b>August 31 2010</b> \$	<b>November 30 2010</b> \$	<b>November 30 2010</b> \$
Revenue	20,692	21,542	23,267	24,158	89,659
Operating expenses	14,973	14,314	15,274	16,906	61,467
Net income	464	1,697	1,949	603	4,713
Basic loss per share	0.003	0.012	0.014	0.004	0.035
Diluted loss per share	0.003	0.012	0.014	0.004	0.033
Total assets	130,058	135,046	136,872	145,880	145,880

<b>Fiscal 2009</b> <i>(in thousands of US dollars)</i>	<b>Three months ended</b>				<b>Fiscal year ended</b>
	<b>February 28 2009</b> \$	<b>May 31 2009</b> \$	<b>August 31 2009</b> \$	<b>November 30 2009</b> \$	<b>November 30 2009</b> \$
Revenue	15,211	13,220	14,501	17,820	60,752
Operating expenses	15,429	14,249	14,543	17,682	61,903
Net loss	(3,752)	(4,174)	(3,851)	(4,473)	(16,250)
Basic loss per share	(0.028)	(0.031)	(0.028)	(0.033)	(0.120)
Diluted loss per share	(0.028)	(0.031)	(0.028)	(0.033)	(0.120)
Total assets	113,696	125,050	123,747	129,089	129,089

Historically, the Company's operating results have fluctuated on a quarterly basis and it is expected that quarterly financial results will continue to fluctuate in the future. Fluctuations in results relate to the growth in the Company's revenue, the timing of revenue being recognized and sales to reseller customers, which may place large single orders in any one quarter, and to the timing of staffing and infrastructure additions to support growth.