

Covalon Technologies Ltd.

Consolidated Financial Statements

For the period ended March 31, 2009

(Unaudited – prepared by management)

Contents

Consolidated Financial Statements

Balance Sheets	3
Statements of Operations and Comprehensive Loss	4
Statements of Cash Flows	5
Statements of Shareholders' Equity	6

Summary of Significant Accounting Policies	7-10
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Notes to Financial Statements	11-19
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NOTICE OF NO REVIEW BY AUDITOR

In accordance with National Instrument 51-102 **Continuous Disclosure Obligations** of the Canadian Securities Administrators, WE HEREBY GIVE NOTICE THAT our financial statements for the six-month period ended March 31, 2009, which follow this notice, have not been reviewed by our auditors.

Covalon Technologies Ltd.

Interim Consolidated Balance Sheets

As at March 31, 2009 and September 30, 2008
(Unaudited - prepared by management)

	March 31, 2008	Audited September 30, 2008
Assets		
Current assets		
Cash and cash equivalents	\$ 9,038,878	\$ 3,533,554
Short term investments	-	9,082,699
Accounts receivable	561,544	239,622
Inventories (Note 5)	457,915	278,256
Prepaid expenses	65,526	66,535
	10,123,863	13,200,666
Capital assets (Note 6)	1,216,238	844,736
Other assets (Note 7)	644,110	671,048
Deferred developments costs (Note 8)	3,163,962	2,576,036
	\$ 15,148,173	\$ 17,292,486
Liabilities and Shareholders' Equity		
Current		
Accounts payable and accrued liabilities	\$ 1,198,991	\$ 750,138
Deferred revenue (Note 9)	442,627	442,627
Total Current Liabilities	1,641,618	1,192,765
Deferred Revenue	863,310	1,084,624
Total Liabilities	2,504,928	2,277,389
Shareholders' Equity		
Share Capital (Note 10 (b))	29,173,085	29,151,710
Contributed Surplus	360,034	329,004
Options (Note 10 (c))	2,005,956	1,601,091
Deficit	(18,895,830)	(16,066,708)
Total Shareholders' Equity	12,643,245	15,015,097
Total Liabilities and Shareholders' Equity	\$ 15,148,173	\$ 17,292,486

On behalf on the Board

Director

Director

The accompanying summary of significant accounting policies and notes are an integral part of these consolidated financial statements.

Covalon Technologies Ltd.

Interim Consolidated Statements of Operations and Comprehensive Loss

For the three and six months ended March 31, 2009 and March 31, 2008

(Unaudited - prepared by management)

	For the three months ended March 31,		For the six months ended March 31,	
	2009	2008	2009	2008
Revenues				
Product sales and coating services	\$ 617,448	\$ 308,413	\$ 865,461	\$ 915,748
Licensing fee	110,657	111,115	221,314	222,231
Interest income	53,328	235,097	156,825	447,540
Total revenue	<u>781,433</u>	<u>654,625</u>	<u>1,243,600</u>	<u>1,585,519</u>
Operating Expenses				
Product	363,905	147,998	600,945	486,406
Operations	435,841	260,368	851,812	493,641
Research and development	320,369	385,579	653,009	855,893
Marketing	226,838	112,538	394,723	216,900
General and administrative	916,138	705,718	1,572,233	1,166,260
Total operating expenses	<u>2,263,091</u>	<u>1,612,201</u>	<u>4,072,722</u>	<u>3,219,100</u>
Net loss and comprehensive loss for the period	<u>\$ (1,481,658)</u>	<u>\$ (957,576)</u>	<u>\$ (2,829,122)</u>	<u>\$ (1,633,581)</u>
Basic and fully diluted loss loss per share (Note 10 (d))	<u>\$ (0.02)</u>	<u>\$ (0.01)</u>	<u>\$ (0.04)</u>	<u>\$ (0.02)</u>

The accompanying summary of significant accounting policies and notes are an integral part of these consolidated financial statements.

Covalon Technologies Ltd.

Interim Consolidated Statements of Cash Flows

For the three and six months ended March 31, 2009 and March 31, 2008
(Unaudited - prepared by management)

	Three months ended		Six months ended	
	March 31,		March 31,	
	2009	2008	2009	2008
Cash flows from operating activities				
Loss for the period	\$ (1,481,658)	\$ (957,576)	\$ (2,829,122)	\$ (1,633,581)
Add (deduct) items not involving cash:				
Amortization of capital assets	56,676	30,440	109,318	61,184
Amortization of patent and technology rights	9,529	7,285	19,064	14,365
Amortization of deferred development costs	29,183	29,183	58,366	58,366
Write-down of patents	38,857	-	38,857	-
Stock compensation expense	190,647	296,071	435,895	405,362
Foreign exchange loss	6,257	(7,582)	16,523	133
Cash provided by operating activities before change in non-cash working capital balances	(1,150,509)	(602,179)	(2,151,099)	(1,094,171)
Change in non-cash working capital (Note 15)	(311,162)	(491,616)	(273,031)	(626,321)
	(1,461,671)	(1,093,795)	(2,424,130)	(1,720,492)
Cash flows from investing activities				
Purchase of capital assets (net of disposals and investment tax credits)	(176,757)	3,775	(480,821)	(8,389)
Expenditure on deferred development cost	(133,945)	-	(646,293)	-
Purchase of patents and technology rights	-	166,360	(30,983)	169,404
Redemption of short term investments	-	(10,732)	-	(24,223)
	(310,702)	159,403	(1,158,097)	136,792
Cash flows from financing activities				
Net proceeds on issuance of share capital	-	43,144	21,375	78,644
Foreign exchange loss on cash held	(6,257)	7,582	(16,523)	(133)
Net Change in Cash Equivalents held to support operations during the period	(1,778,630)	(883,666)	(3,577,375)	(1,505,189)
Cash Equivalents held to support operations, beginning of period	10,817,508	6,296,374	12,616,253	6,917,897
Cash Equivalents held to support operations, end of period	\$ 9,038,878	\$ 5,412,708	\$ 9,038,878	\$ 5,412,708

Cash Equivalents held to support operations consists of Cash and Cash Equivalents, and Short Term Investments. Both of these items on the Balance Sheet are held for the same purpose of sustaining the Company's operations as the Company moves from a Research and Development operation to a commercial operation.

The accompanying summary of significant accounting policies and notes are an integral part of these consolidated financial statements.

Covalon Technologies Ltd.

Interim Consolidated Statements of Shareholders' Equity

For the period ended September 30, 2008 and March 31, 2009

	Share Capital		Contributed Surplus	Warrants	Options	Deficit	Total
	Number of Shares	Amount					
Balance, September 30, 2007	72,712,034	\$ 28,664,432	\$ 329,004	\$ -	\$ 925,625	\$ (12,325,861)	\$ 17,593,200
Issue of common shares for cash pursuant to the exercise of stock options	491,881	294,778	-	-	(102,059)	-	192,719
Issue for technology rights	75,000	192,500	-	-	-	-	192,500
Issued in trust	1,025,000	-	-	-	-	-	-
Stock based compensation	-	-	-	-	777,525	-	777,525
Net loss and comprehensive loss	-	-	-	-	-	(3,740,847)	(3,740,847)
Balance, September 30, 2008	74,303,915	\$ 29,151,710	\$ 329,004	\$ -	\$ 1,601,091	\$ (16,066,708)	\$ 15,015,097
Issue for technology rights	75,000	\$ 21,375	-	-	-	-	21,375
Issued in trust	(75,000)	-	-	-	-	-	-
Stock based compensation	-	-	-	-	435,895	-	435,895
Expired options	-	-	31,030	-	(31,030)	-	-
Net loss and comprehensive loss	-	-	-	-	-	(2,829,122)	(2,829,122)
Balance, March 31, 2009	74,303,915	\$ 29,173,085	\$ 360,034	\$ -	\$ 2,005,956	\$ (18,895,830)	\$ 12,643,245

The accompanying summary of significant accounting policies and notes are an integral part of these consolidated financial statements.

Covalon Technologies Ltd.
Summary of Significant Accounting Policies

March 31, 2009 and 2008, and September 30, 2008

Nature of Business	The Company is incorporated under the laws of Ontario and is engaged in the business of developing medical products. In prior years, up to and including the year ending September 30, 2005, the Company focused its efforts on research and development and the raising of capital to fund the development of medical products. Accordingly, the Company was considered to be in the development stage. The Company has now received regulatory approval on numerous products and is currently generating revenue. The Company's main business function continues to be research and development along with manufacturing and sales.
Going Concern	Covalon is considered to be a going concern and as such, no provisions are made for the valuation of assets or the cost to discharge liabilities, other than in the normal course of operations. To sustain the business in the future, there must be profitable operations or support from shareholders and other financial partners.
Basis of Consolidation	These financial statements have been prepared using the purchase method of consolidation. The assets and liabilities of the acquired companies are initially recorded at cost. The results of operations of the acquired companies are included from the dates of acquisition. All significant intercompany transactions and balances have been eliminated on consolidation.
Revenue Recognition	Revenue is recognized on an accrual basis as follows: a) Revenue arising from product sales is recognized once the product has been shipped to the customer. b) Revenue arising from licensing fees and royalties is initially recorded as deferred revenue and recognized over the period of the relevant agreements. c) Revenue arising from interest is recognized as earned.
Cash and Cash Equivalents	Cash and cash equivalents are defined as highly liquid investments and consist of cash and money market instruments.
Inventories	Inventories are stated at the lower of average cost and net realizable value in accordance with Section 3031, which has been adopted in this fiscal year. There was no material impact on the financial statements from this adoption.
Capital Assets	Capital assets are recorded at cost less related investment tax credits. Amortization is based on the estimated useful life of the asset and is calculated as follows: Furniture and fixtures - 20% diminishing balance basis Lab equipment - 20% diminishing balance basis Leasehold improvements - straight-line basis over 5 years

Covalon Technologies Ltd.

Summary of Significant Accounting Policies

March 31, 2009 and 2008, and September 30, 2008

Other Assets	Other assets include expenditures related to obtaining patents and technology rights and are stated at cost less accumulated amortization. Amortization is being provided on a straight-line basis over the remaining life of the patent being 20 years less the number of years since application for the patent.
Deferred Development Costs /Research and Development	<p>Prior to September 30, 2005, research costs were expensed as incurred. Development costs which meet generally accepted criteria, are deferred and amortized from the beginning of commercial production and sales. Annually the Company reviews the recoverability of deferred development costs through evaluation of the expected future cash inflows from commercialization of the associated products to determine if there is an impairment in the recoverable amount.</p> <p>Development costs for each product are amortized when the product regulatory approval to sell the product is received, on a straight-line basis over the years remaining on the patent.</p>
Investment Tax Credits	Investment tax credits arising from qualifying research and experimental development costs are recorded as a reduction of deferred development costs or capital asset purchases in the period in which these tax credits are considered reasonably assured to be recovered.
Future Income Tax	The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are recognized for the future income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future income tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is recognized in operations in the year in which the change occurs.
Foreign Currency Translation	<p>Foreign currency accounts are translated into Canadian dollars as follows:</p> <p>At the transaction date, each asset, liability, revenue and expense is translated into Canadian dollars by an estimate of the exchange rate in effect at that date. At the reporting date, monetary assets and liabilities are translated into Canadian dollars by using the exchange rate currently in effect. The resulting foreign exchange gains and losses are included in income in the current period.</p>

Covalon Technologies Ltd.

Summary of Significant Accounting Policies

March 31, 2009 and 2008, and September 30, 2008

Financial Instruments

The Company's cash and cash equivalents are classified as held for trading and measured at fair value; Subsequent changes in fair value are recorded to net income or loss. Short-term investments are classified as available for sale and initially measured at fair value with subsequent changes in fair value recorded in other comprehensive income. Receivables are classified as loans and receivables and are initially measured at fair value; subsequently measured at their amortized cost using the effective interest rate method. Accounts payable and accrued liabilities are classified as other liabilities and are initially measured at fair value; subsequently measured at their amortized cost using the effective interest rate method. The fair values of the financial assets and liabilities that are included in the balance sheet approximate their fair value due to their short term nature.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The company is exposed to currency risk arising from fluctuations in foreign exchange rates and the degree of volatility in those rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

All of the Company's cash is maintained by one of the major financial institutions.

Stock Based Compensation

Direct awards of stock are based on the price of common stock measured at fair value at the date of grant and the corresponding expense is recognized in the statement of operations.

The Company uses the fair value based method of accounting for all its stock-based compensation. Accordingly, the fair value method of accounting is applied for stock options granted to directors, officers, employees and consultants whereby the weighted average fair value of options granted is recognized in the financial statements over the vesting period. When the awards are exercised, share capital is credited by the sum of the consideration paid together with the related portion previously credited to options.

Use of Estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported period. Actual results could differ from management's best estimate as additional information becomes available in the future.

Covalon Technologies Ltd.
Summary of Significant Accounting Policies

March 31, 2009 and 2008, and September 30, 2008

Loss per Common Share	Loss per common share is computed using the weighted average number of common shares that are outstanding during the year. Diluted loss per common share is computed using the weighted average number of common and potential common shares outstanding during the year. Potential common shares consist of the incremental common shares issuable upon the exercise of stock options and warrants under the treasury stock method.
Impairment of Long-Lived Assets	An impairment charge is recognized for long-lived assets, including intangible assets with definite lives, when an event or change in circumstances causes the assets' carrying value to exceed the total undiscounted cash flows expected from its use and eventual disposition. The impairment loss is calculated as the difference between the fair value of the asset and its carrying value. Management has determined that no long-lived assets of the Company in the period ended March 31, 2009 have met the criteria for impairment.

Covalon Technologies Ltd.

Notes to Consolidated Financial Statements

March 31, 2009 and 2008, and September 30, 2008

1. FINANCIAL RISK MANAGEMENT

Risk factors

The following is a discussion of market, credit and liquidity risks and related mitigation strategies that have been identified. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

Credit risk

The Company's cash and cash equivalents and short term investments does not subject the Company to significant credit risk. The Company has discount notes, as per its practice of protecting its capital rather than maximizing investment yield, of \$8.9 million invested with three issuers; however, this risk is mitigated as the issuers are major Canadian banks and financing companies.

The Company, in the normal course of business, is exposed to credit risk from its global customers in the medical device industry. The accounts receivable are subject to normal industry risks in each geographic region in which the Company operates. The Company attempts to manage these risks by dealing with creditworthy customers; however, due to the limited number of potential customers in each market this is not always possible. As at March 31, 2009, two customers accounted for 95% (September 2008 – two customers for 100%) of the accounts receivable balance. These customers, who act as distributors of the Company's product, represent substantially all of the Company's sales which are all to the United States billed in U.S. dollars. Credit risk exposure is mitigated by strong credit granting policies and due diligence procedures for new customers.

Pursuant to their collective terms, accounts receivable are aged as follows at March 31, 2009:

Current	\$250,532
30-60 days past due	\$99,877
Over 60 days	\$43,805
	<hr/>
	\$394,214

Liquidity risk

The Company has an ongoing need for substantial capital resources to research and develop, commercialize and manufacture its products and technologies. The Company believes that it has the capital resources and liquidity necessary to meet its commitments, support its operations and finance its current growth strategies.

Interest rate risk

The Company is subject to interest rate risk on its cash and cash equivalents. The Company believes that interest rate risk is low as its cash and cash equivalents consists of low risk money market and fixed income securities with maturity dates of less than one year.

Covalon Technologies Ltd.

Notes to Consolidated Financial Statements

March 31, 2009 and 2008, and September 30, 2008

1. FINANCIAL RISK MANAGEMENT (continued)

Currency risk

The Company has suppliers and customers that are not based in Canada which gives rise to a risk that earnings and cash flows may be adversely affected by fluctuations in foreign currency exchange rates. The Company is primarily exposed to the US dollar. Part of the currency risk is mitigated by the fact that the Company has both purchases and sales in US dollars, creating a natural hedge. The Company believes the remaining risk is acceptable and does not use financial instruments to hedge these risks.

Foreign currency balances expressed in Canadian dollars consist of the following:

	March 2009	Audited September 2008
Accounts receivable	\$ 394,214	\$ 121,223
Accounts payable	177,349	153,252
Exchange rate (\$USD / \$CAD)	1.263	1.064

Commodity risk

The Company is exposed to commodity risk related to purchases of key raw materials necessary for the manufacture of its bulk product from a limited number of suppliers around the world. The Company attempts to mitigate this risk by entering into long-term supply contracts at fixed pricing with capped annual increases. Silver is the Company's most significant cost subject to commodity risk. There is commodity risk for all other ingredients in each of the Company's products. The company attempts to mitigate these risks through the use of multiple suppliers and fixed price contracts but due to the nature of some of the chemicals required and the regulatory paths to approving new suppliers, this is not always possible.

2. MANAGEMENT OF CAPITAL

The Company defines capital that it manages as the aggregate of its cash and cash equivalents, short-term investments and equity comprising of share capital, contributed surplus and deficit. Its objectives when managing capital are to ensure that the Company will continue as a going concern, so that it can provide services to its customers and returns to its shareholders.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances. The Company's investment policy is to invest only in investment grade, highly liquid money market instruments.

The Company is not subject to any externally imposed capital requirements and the Company's overall strategy with respect to management of capital remains unchanged from the year ending September 30, 2008.

Covalon Technologies Ltd.

Notes to Consolidated Financial Statements

March 31, 2009 and 2008, and September 30, 2008

3. CHANGES IN ACCOUNTING POLICIES

In February 2008, the CICA issued Handbook Section 3064, Goodwill and Intangible Assets, effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. Section 3064, which replaces Section 3062, Goodwill and other Intangible Assets, and Section 3450, Research and Development Costs, establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets.

Section 3064 does not require any change to the carrying values or disclosures on the Deferred Development Costs or Other Assets carried on the Balance Sheet at September 30, 2008. The amortization of accumulated costs to that date is also unaffected. The carrying value of these assets at March 31, 2009 reflects new spending and continuing amortization.

Section 3031, Inventories, is effective for annual and interim periods beginning on or after January 1, 2008. This new section requires inventory to be measured at the lower of cost or net realizable value and provides guidance on the methodology used to assign costs to inventory, it disallows the use of last-in first-out inventory costing methodology and requires that, when circumstances which previously caused inventories to be written down below cost no longer exist, the amount of the write-down is to be reversed.

Valuation of the Company's inventories complies with Section 3031. There were not any adjustments to income in the fiscal year resulting from adoption of this Section.

4. RECENT ACCOUNTING PRONOUCEMENTS

In March 2006, the Accounting Standards Board of the CICA released its new strategic plan which will abandon GAAP and affect a complete convergence to the International Financial Reporting Standards (IFRS). At the end of a transitional period of approximately five years, Canadian GAAP will cease to exist as a separate, distinct basis of financial reporting for public companies. Management is addressing this issue through research on the process and specific impact to Covalon Technologies. In the upcoming fiscal year, the Company will identify the specific areas that will be impacted by the transition and will put any necessary systems in place to comply. The first year that Covalon plans to issue IFRS-compliant Financial Statements is the year ending September 30, 2012.

5. INVENTORIES

	Mar-09	Audited Sep-08
Raw materials	\$ 219,766	\$ 202,492
Finished Goods	238,149	75,764
	<u>\$ 457,915</u>	<u>\$ 278,256</u>

Covalon Technologies Ltd.**Notes to Consolidated Financial Statements****March 31, 2009 and 2008, and September 30, 2008**

6. CAPITAL ASSETS

	<u>Mar-09</u>		<u>Audited Sep-08</u>	
	<u>Cost</u>	<u>Accumulated Amortization</u>	<u>Cost</u>	<u>Accumulated Amortization</u>
Furniture and fixtures	\$ 413,652	\$ 110,484	\$ 293,844	\$ 84,650
Lab Equipment	1,365,183	472,827	1,005,016	402,420
Leasehold improvements	71,416	50,702	70,571	37,625
	<u>1,850,251</u>	<u>634,013</u>	<u>1,369,431</u>	<u>524,695</u>
Cost less accumulated amortization		<u>\$ 1,216,238</u>		<u>\$ 844,736</u>

7. OTHER ASSETS

	<u>Mar-09</u>	<u>Audited Sep-08</u>
Patents and technology rights (net of \$195,820 accumulated amortization; Sep 2008 - \$182,630)	\$ 644,110	\$ 671,048
	<u>\$ 644,110</u>	<u>\$ 671,048</u>

8. DEFERRED DEVELOPMENT COSTS

	<u>Mar-09</u>	<u>Audited Sep-08</u>
Cost	\$ 3,567,777	\$ 2,921,484
Less: accumulated amortization	<u>403,815</u>	<u>345,448</u>
	<u>\$ 3,163,962</u>	<u>\$ 2,576,036</u>

9. DEFERRED REVENUE

The Company received an initial exclusivity payment of Cdn. \$2,321,200 from Smith and Nephew. The Company has recorded the exclusivity payment as deferred revenue and is recording this licensing fee revenue monthly over the five year term of the agreement. Related costs have been offset against deferred revenue.

Covalon Technologies Ltd.
Notes to Consolidated Financial Statements

March 31, 2009 and 2008, and September 30, 2008

9. DEFERRED REVENUE (continued)

	Mar-09	Audited Sep-08
Balance, beginning of period	\$ 1,527,251	\$ 1,977,904
Less:		
Amortization of license and supply agreements	221,314	443,851
Offset of related costs	-	6,802
Balance, end of period	1,305,937	1,527,251
Amount to be recognized within one year	442,627	442,627
Long term balance	\$ 863,310	\$ 1,084,624

10. Share Capital

- a) Authorized** – Unlimited number of Common Shares
- b) Issued** – Common shares and warrants

In fiscal 2008, 491,881 options to purchase common shares with a value of \$102,059 were exercised for cash consideration of \$192,719.

At September 30, 2008, 6,640,502 (2007 – 8,335,599) shares are held in escrow.

In fiscal 2006, Covalon acquired technology from Perfusion Therapeutics Inc. for 1,100,000 fully paid non-assessable common shares of Covalon Technologies Ltd., issued in escrow to be released on various success milestones. At March 31, 2009, 150,000 shares valued at \$213,875 have been released from escrow. The remaining balance of 950,000 shares is still being held in escrow.

At March 31, 2009, 4,492,402 (2008 – 6,884,830) shares are held in escrow

- c) Stock Option Plan**

The Company has Stock Option Agreements with its employees, directors and consultants, granting options to them exercisable in whole or part. Common shares have been reserved for fully exercisable stock options on the following basis:

Covalon Technologies Ltd.
Notes to Consolidated Financial Statements

March 31, 2009 and 2008 and September 30, 2008

10. Share Capital (continued)

	Number of Shares	Value	Exercise Price
Balance, September 30, 2007	3,589,388	\$ 925,625	
Granted to related parties	375,000	302,629	\$ 2.79
Granted to employees	380,000	310,880	\$ 2.83
Vested to related parties		278,634	\$ 1.03
Vested to employees		15,911	\$ 1.22
Exercised	(491,881)	(102,059)	
Forfeited	(164,332)	(130,529)	
Balance, September 30, 2008	3,688,175	\$ 1,601,091	
Granted to related parties	1,550,000	80,017	\$ 0.49
Granted to employees	250,000	62,576	\$ 0.75
Vested to related parties		203,271	\$ 1.92
Vested to employees		90,031	\$ 2.17
Expired	(16,250)	(31,030)	
Balance March 31, 2009	5,471,925	\$ 2,005,956	

In fiscal 2008, the fair market value of options granted was determined using the Black-Scholes valuation model with the following implicit assumptions: average risk-free rate of interest – 3.5%, dividend rate NIL, average volatility – 77% and a term of 5 years.

Total value of options granted to related parties during the fiscal 2008 was \$698,401 of which \$302,629 vested, total value of options granted to employees during fiscal 2008 was \$693,684 of which \$310,880 vested. Stock options granted to related parties during fiscal 2008 expire on March 31, 2013. Stock options granted to employees during fiscal 2008 expire on September 30, 2012 (100,000), March 31, 2013 (260,000) and on September 3, 2013 (20,000). 164,332 of these options granted to employees valued at \$130,529 with expiry dates of September 30, 2012 and March 31, 2013 were forfeited in fiscal 2008.

491,881 stock options with a value of \$102,059 were exercised for common shares for cash consideration of \$192,719.

As at September 30, 2008, 3,042,131 (2007 – 2,474,431) options were available for exercise.

During the six month period ended March 31, 2009, the fair market value of options granted was determined using the Black-Scholes valuation model with the following implicit assumptions: risk-free rate of interest – 3.0%, dividend rate NIL, volatility – 88% to 109% and a term of 2 and 5 years respectively.

Covalon Technologies Ltd.
Notes to Consolidated Financial Statements

March 31, 2009 and 2008 and September 30, 2008

10. Share Capital (continued)

Total value of options granted to related parties during the six month period ended March 31, 2009 was \$270,320 of which \$80,017 vested. Stock options granted to related parties expire as follows: 200,000 on October 15, 2010, 50,000 on March 4, 2014, 100,000 on February 25, 2014 and 1,200,000 on March 30, 2014. During the six month period ended March 31, 2009, options valued at \$124,500 were granted to employees of which \$62,576 vested. Stock options granted to employees expire on October 15, 2013.

During the six month period ended March 31, 2009, 16,250 stock options valued at \$31,030 expired.

As at March 31, 2009, 3,427,740 (2008 – 2,879,587) options were available for exercise.

(d) Loss per Share

Loss per share is calculated using the weighted average number of common shares outstanding (excluding shares issued in trust) during the six months ended March 31, 2009, which is 73,297,665 (2008 – 72,804,543) shares. As the Company experienced losses for the period ended March 31, 2009 and 2008, all potential common shares outstanding from dilutive securities are considered anti-dilutive and are excluded from the calculation of loss per share for those years.

Details of anti-dilutive potential securities outstanding not included in diluted EPS calculations at March 31, 2009 and 2008 are as follows:

Anti-dilutive potential securities	2009	2008
Common shares potentially assumable:		
- under stock options	5,471,925	4,161,207
- issued in trust for technology rights	950,000	1,075,000

11. Related Party Transactions

- a. During the six month period ended March 31, 2009, the Company paid fees to related parties as follows:
- (i) Management fees totaling \$339,676 (2008 – \$300,011) to two corporations controlled by officers and directors, included in management fees are stock option benefits that have been valued at \$144,676 (2008 – \$118,377).
 - (ii) Directors fees include cash compensation of \$78,000 (2008 - \$75,800) paid to certain of the independent directors and stock option benefits that have been valued at \$119,607 (2008 – \$125,609).

Covalon Technologies Ltd.

Notes to Consolidated Financial Statements

March 31, 2009 and 2008 and September 30, 2008

- b. Management fees are paid pursuant to two separate management agreements, expiring September 30, 2009. The commitments for the 2009 fiscal year for commitments are \$400,000.

These transactions are in the normal course of operations and are measured at the amount of consideration established and agreed by the related parties.

Subsequent to the signing of the distribution agreement with Smith & Nephew, Dr. DiCosmo signed a consulting agreement with the same. The agreement called for Dr. DiCosmo to speak on behalf of Smith & Nephew at conferences, sales meetings and customer presentations for the promotion of Covalon's products. Dr. DiCosmo received total payments of \$26,500 from Smith & Nephew according to the contract terms. In 2008, the Company determined that this arrangement was in conflict with its policies. Smith & Nephew agreed to the cancellation of the contract and Dr. DiCosmo agreed to repay the \$26,500 as a deduction from his remuneration in the 2009 fiscal year. As at March 31, 2009, \$21,200 of the \$26,500 was repaid.

12. Commitments

The Company has entered into an operating lease for its premises at 405 Britannia Rd, Mississauga commencing December 1, 2004 and expiring November 30, 2009. The annual rental payment for the remaining period of the lease is \$94,900 payable monthly.

The Company has also entered into an operating lease for its equipment. The equipment is leased at \$477 per month under a lease expiring in 2013.

The minimum annual lease payments for the next five years are as follows:

2010	\$ 21,541
2011	5,724
2012	5,724
2013	5,724
2014	-
	<u>\$ 38,713</u>

13. Contingencies

The Company is party to a number of legal proceedings arising out of the normal course of business. The results of these litigations cannot be predicted with certainty, and management is of the opinion that the outcome of these proceedings is not determinable. Any loss resulting from these proceedings, will be charged to operations in the period the loss is determined.

Covalon Technologies Ltd.
Notes to Consolidated Financial Statements

March 31, 2009 and 2008 and September 30, 2008

14. SUPPLEMENTAL CASH FLOW INFORMATION

	2009	2008
<i>Non-Cash Financing and Investing</i>		
Issuance of shares to Perfusion Therapeutics Inc. for technology rights	\$ 21,375	\$ 82,500

15. CHANGE IN NON-CASH OPERATING WORKING CAPITAL ITEMS

Net changes in non-cash working capital balances are as follows:

	For the three months ended March 31,		For the six months ended March 31,	
	2009	2008	2009	2008
Accounts receivable	\$ (266,969)	\$ (289,627)	\$ (321,921)	\$ (266,647)
Inventory	(75,488)	(63,366)	(179,658)	29,547
Prepaid expenses	32,971	21,400	1,008	59,344
Accounts payable and accrued liabilities	108,981	(48,907)	448,854	(226,334)
Deferred revenue	(110,657)	(111,116)	(221,314)	(222,231)
	<u>\$ (311,162)</u>	<u>\$ (491,616)</u>	<u>\$ (273,031)</u>	<u>\$ (626,321)</u>

16. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the method of presentation adopted for the current year.