

**EMPOWER TECHNOLOGIES CORPORATION**

**CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited – Prepared by Management)**

**March 31, 2008**

**EMPOWER TECHNOLOGIES CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited – Prepared by Management)

	March 31, 2008	December 31, 2007
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 256,823	\$ 774,830
Accounts receivable	30,468	56,073
Inventory (Note 3)	47,723	133,754
Prepaid expenses	84,962	44,958
	<u>419,976</u>	<u>1,009,615</u>
<b>Property and equipment</b>	<u>112,664</u>	<u>119,723</u>
<b>Total assets</b>	<u>\$ 532,640</u>	<u>\$ 1,129,338</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 198,623	\$ 291,799
Loans payable	-	482,000
Current portion of obligations under capital lease (Note 4)	4,410	4,410
Customer deposit	-	1,957
	<u>203,033</u>	<u>780,166</u>
Loans payable (Note 6)	482,000	100,000
Obligations under capital lease (Note 4)	2,573	3,675
	<u>687,606</u>	<u>883,841</u>
<b>Total liabilities</b>	<u>687,606</u>	<u>883,841</u>
<b>Shareholders' equity (deficiency)</b>		
Capital stock (Note 5)		
Authorized: unlimited common shares without par value		
Issued and outstanding: 39,738,254 shares (2007 – 39,176,954)	19,137,061	18,781,755
Contributed surplus	1,914,832	1,797,859
Deficit	(21,206,859)	(20,334,117)
	<u>(154,966)</u>	<u>245,497</u>
<b>Total shareholders' equity (deficiency)</b>	<u>(154,966)</u>	<u>245,497</u>
<b>Total liabilities and shareholders' equity (deficiency)</b>	<u>\$ 532,640</u>	<u>\$ 1,129,338</u>

**Nature and continuance of operations** (Note 2)

**Commitments** (Note 11)

**Subsequent Events** (Note 12)

**On behalf of the Board:**

"Paul Leung" \_\_\_\_\_ Director "Edward Bagg" \_\_\_\_\_ Director

The accompanying notes are an integral part of these consolidated financial statements.

**EMPOWER TECHNOLOGIES CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(Unaudited – Prepared by Management)

	Three Month Period Ended March 31, 2008	Three Month Period Ended March 31, 2007
<b>SALES</b>	\$ 17,632	\$ 16,936
<b>COST OF SALES</b>		
<b>Cost of material sold</b>	8,192	10,386
<b>Write-off of inventory</b>	116,309	-
	<u>124,501</u>	<u>10,386</u>
	<u>(106,869)</u>	<u>6,550</u>
<b>EXPENSES</b>		
Accounting and audit	-	5,960
Advertising and promotion	28,813	61,778
Amortization of property and equipment	6,551	6,118
Amortization of assets under capital lease	508	3,175
Bank charges and interest	5,435	2,613
Consulting fees	90,420	153,000
Directors' fees	30,000	30,000
Foreign exchange loss	1,537	3,007
Insurance	9,938	10,464
Legal fees	18,445	31,214
Office expenses	11,102	11,674
Rent	13,498	12,462
Research and development	288,083	290,546
Stock-based compensation	86,982	92,397
Telephone and utilities	13,628	14,841
Transfer agent and filing fees	10,544	18,088
Travel	30,330	40,883
Wages and benefits	122,071	95,021
	<u>(767,885)</u>	<u>(883,241)</u>
<b>Loss before other items</b>	<u>(874,754)</u>	<u>(876,691)</u>
<b>OTHER ITEMS</b>		
Interest and other income	<u>2,012</u>	<u>1,510</u>
<b>Loss and comprehensive loss for the period</b>	<u>\$ (872,742)</u>	<u>\$ (875,181)</u>
<b>Basic and diluted loss per common share</b>	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>
<b>Weighted average number of common shares outstanding</b>	<u>39,701,245</u>	<u>35,121,073</u>

The accompanying notes are an integral part of these consolidated financial statements.

**EMPOWER TECHNOLOGIES CORPORATION**  
**CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (DEFICIENCY)**  
(Unaudited – Prepared by Management)

	Number of Shares	Price	Capital Stock	Contributed Surplus	Deficit	Total
<b>Balance, December 31, 2006</b>	34,055,654		\$ 15,354,833	\$ 1,788,199	\$ (16,461,157)	\$ 681,875
Brokered private placement (net of issuance costs)	1,700,000	0.90	1,357,066	-	-	1,357,066
Agent's shares issued pursuant to the brokered private placement	90,000	0.90	81,000	-	-	81,000
Agent's compensation options pursuant to the brokered private placement	-	-	(49,035)	49,035	-	-
Short form offering (net of issuance costs)	1,881,300	0.75	1,263,097	-	-	1,263,097
Agent's warrants issued pursuant to the short form offering	-	-	(95,946)	95,946	-	-
Agent's shares issued pursuant to the short form offering	150,000	0.75	112,500	-	-	112,500
Issuance costs on agent's shares issued	-	-	(112,500)	-	-	(112,500)
Exercise of options	1,300,000	0.35	870,740	(415,741)	-	454,999
Stock-based compensation	-	-	-	280,420	-	280,420
Loss for the year	-	-	-	-	(3,872,960)	(3,872,960)
<b>Balance, December 31, 2007</b>	39,176,954		18,781,755	1,797,859	(20,334,117)	245,497
Short form offering (net of issuance costs)	561,300	0.75	385,297	-	-	385,297
Agent's warrants issued pursuant to the short form offering	-	-	(29,991)	29,991	-	-
Stock-based compensation	-	-	-	86,982	-	86,982
Loss for the period	-	-	-	-	(872,742)	(872,742)
<b>Balance, March 31, 2008</b>	39,738,254		\$ 19,137,061	\$ 1,914,832	\$ (21,206,859)	\$ (154,966)

The accompanying notes are an integral part of these consolidated financial statements.

**EMPOWER TECHNOLOGIES CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited – Prepared by Management)

	Three Month Period Ended March 31, 2008	Three Month Period Ended March 31, 2007
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (872,742)	\$ (875,181)
Items not affecting cash:		
Amortization of property and equipment	6,551	6,118
Amortization of assets under capital lease	508	3,175
Stock-based compensation	86,982	92,397
Write-off of inventory	116,309	-
Changes in non-cash working capital items:		
Decrease (increase) in accounts receivable	25,605	(11,054)
Decrease (increase) in inventory	(30,278)	6,589
Decrease (increase) in prepaid expenses	(40,004)	23,211
Decrease in accounts payable and accrued liabilities	(93,176)	(9,528)
Increase (decrease) in customer deposit	(1,957)	59,366
Net cash used in operating activities	<u>(802,202)</u>	<u>(704,907)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property and equipment	<u>-</u>	<u>(2,217)</u>
Net cash used in investing activities	<u>-</u>	<u>(2,217)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of capital lease obligations	(1,102)	(1,102)
Proceeds of loans payable	382,000	-
Repayments of loans payable	(482,000)	(95,000)
Proceeds from issuance of common shares, net of issuance costs	<u>385,297</u>	<u>1,683,065</u>
Net cash provided by financing activities	<u>284,195</u>	<u>1,586,963</u>
<b>Change in cash and cash equivalents during the period</b>	<b>(518,007)</b>	<b>879,839</b>
<b>Cash and cash equivalents, beginning of period</b>	<b><u>774,830</u></b>	<b><u>95,530</u></b>
<b>Cash and cash equivalents, end of period</b>	<b><u>\$ 256,823</u></b>	<b><u>\$ 975,369</u></b>

**Supplemental disclosure with respect to cash flows (Note 8)**

The accompanying notes are an integral part of these consolidated financial statements.

**EMPOWER TECHNOLOGIES CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited – Prepared by Management)  
March 31, 2008

**1. BASIS OF PRESENTATION**

The unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for audited financial statements. In the opinion of management, all adjustments (consisting of normal and recurring accruals) considered necessary for fair presentation have been included. Operating results for the three month period ended March 31, 2008 are not necessarily indicative of the results that may be expected for the year ended December 31, 2008.

The interim consolidated financial statements have been prepared by management in accordance with the accounting policies described in the Company's annual consolidated financial statements for the year ended December 31, 2007, except for the new accounting policies adopted effective January 1, 2008 discussed below. For further information, refer to the consolidated financial statements and footnotes thereto included for the year ended December 31, 2007.

**New Accounting Policies:**

**Inventories:** In June 2007, the CICA issued HB Section 3031, which is effective for financial years beginning on or after January 1, 2008, to prescribe the accounting treatment for inventories. A primary issue in accounting for inventories is the amount of cost to be recognized as an asset and carried forward until the related revenues are recognized. This Section provides guidance on the determination of cost and its subsequent recognition as an expense, including any write-down to net realizable value. It also provides guidance on the cost formulas that are used to assign costs to inventories. Adoption of these new accounting provisions had no impact on the Company's financial position or results of operations.

**Capital Disclosures:** In December 2006, the CICA issued HB Section 1535 which establishes standards for disclosing information about an entity's capital and how it is managed. This new standard is effective for fiscal years beginning on or after October 1, 2007. This standard affects certain disclosures in the Company's financial statements, but has had no impact on the Company's financial position and results of operations.

**Financial Instruments – Disclosures:** In December 2006, the CICA issued HB Section 3862 which requires entities to provide disclosures in their financial statements that enable users to evaluate:

- (a) the significance of financial instruments for the entity's financial position and performance; and
- (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and how the entity manages those risks.

This standard is effective for fiscal years beginning on or after October 1, 2007. This standard had no impact on the Company's financial position or results of operations.

**Financial Instruments – Presentation:** In December 2006, the CICA issued HB Section 3863 which establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains and the circumstances in which financial assets and financial liabilities are offset. This standard is effective for fiscal years beginning on or after October 1, 2007. This standard affects the presentation of its financial instruments in the financial statements, but had no impact on the Company's financial position or results of operations.

**General Standards of Financial Statement Presentation:** In June 2007, the CICA amended HB Section 1400 governing the overall standards to be applied to financial statement presentation, including requirements to assess and disclose an entity's ability to continue as a going concern. The new provisions are effective for fiscal years beginning on or after January 1, 2008 and affect certain disclosures in Note 2 to our financial statements for the period ended March 31, 2008.

**EMPOWER TECHNOLOGIES CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited – Prepared by Management)  
March 31, 2008

**1. BASIS OF PRESENTATION (cont'd)...**

**Future Accounting Policies:**

In February 2008, the CICA issued new handbook Section 3064 – “Goodwill and Intangible Assets” that supersedes Section 3062 – “Goodwill and Other Intangible Assets” and 3450 – “Research and Development Costs”. This section provides additional guidance on when expenditures qualify for recognition as intangible assets and requires that costs can be deferred only when relating to an item meeting the definition of an asset. The new accounting standard is effective for interim or annual financial statements relating to fiscal years beginning on or after October 31, 2008. The Company, having no intangible assets, does not expect any impact on its consolidated financial statements from this accounting standard.

In February 2008, the Canadian Accounting Standards Board confirmed that Canadian public enterprises will need to adopt International Financial Reporting Standards effective for years beginning on or after January 1, 2011. The Company has not yet evaluated the impact this new framework will have on its consolidated financial statements.

**2. NATURE AND CONTINUANCE OF OPERATIONS**

The Company is a provider of Linux-based embedded system technologies and solutions for the consumer electronics industry and the intelligent appliance market.

On September 19, 2003, the Company completed a share exchange with Empower Technologies, Inc. (“Empower US”). Sufficient common shares of the Company were issued so that controlling interest in the Company passed to the former shareholders of Empower US. These consolidated financial statements are a continuation of the financial statements of the accounting acquirer, Empower US, and not the Company, the legal parent.

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business as a going concern rather than through a process of forced liquidation. There are material uncertainties concerning the Company’s ability to continue as a going concern. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing, in the form of debt, exercise of outstanding warrants and proceeds from the issue of new common shares as well as to commence profitable operations in the future. There is no certainty in any of the above.

	March 31, 2008	December 31, 2007
Deficit	\$ (21,206,859)	\$ (20,334,117)
Working capital	\$ 216,943	\$ 229,449

**EMPOWER TECHNOLOGIES CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited – Prepared by Management)  
March 31, 2008

**3. INVENTORY**

	March 31, 2008	December 31, 2007
Material inventories	\$ 28,340	\$ 132,156
Work in process	17,785	-
Finished goods	<u>1,598</u>	<u>1,598</u>
	<u>\$ 47,723</u>	<u>\$ 133,754</u>

During the period, the inventory was written down to its estimated net realizable value and the Consolidated Statement of Operations and Comprehensive Loss includes a corresponding charge of \$116,309 for the three month period ended March 31, 2008 (three month period ended March 31, 2007 - \$nil). The inventory written down remains in stock.

During the period, the Company adopted the new accounting policy for inventory as described in Note 1. The new policy had no impact on inventory amounts or the results of operations.

**4. OBLIGATIONS UNDER CAPITAL LEASE**

	March 31, 2008	December 31, 2007
Payments of \$367 per month, due over lease terms expiring through September 2009	\$ 6,983	\$ 8,085
Less: current portion	<u>(4,410)</u>	<u>(4,410)</u>
	<u>\$ 2,573</u>	<u>\$ 3,675</u>
Estimated remaining lease payments are as follows:		
2008	\$ 3,308	\$ 4,410
2009	<u>3,675</u>	<u>3,675</u>
	<u>\$ 6,983</u>	<u>\$ 8,085</u>

**5. CAPITAL STOCK**

- a) The Company completed a Short Form Offering (“SFO”) as of January 7, 2008 by closing the second tranche. The first tranche closed in December, 2007. The SFO was for up to 2,666,667 units (the “Units”) at \$0.75 per Unit, with each Unit consisting of one share and one half warrant. Each whole warrant is exercisable into one common share for a period of two years at an exercise price of \$0.90 per share. The warrants are non-transferable. The second tranche of the SFO resulted in the sale of 561,300 Units for gross proceeds of \$420,975. The Company issued 84,195 agent’s warrants (valued at \$29,991), exercisable at \$0.75 per share until January 7, 2010. The Company also paid \$33,678 in agent’s commissions and reimbursed the agent for \$2,000 in legal and administration fees. In this SFO, a total of 2,442,600 units were sold for gross proceeds of \$1,831,950, before expenses of the SFO.
- b) The Company issued 895,000 share purchase warrants pursuant to a brokered private placement in February 2007. In February, 2008 the Company extended the expiry dates of these 895,000 share purchase warrants from February 20 and 27, 2008 to November 30, 2008.



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March 31, 2008

**6. RELATED PARTY TRANSACTIONS**

The Company entered into the following transactions with related parties:

- a) Paid or accrued directors' fees of \$30,000 (three month period ended March 31, 2007 - \$30,000) for services provided by directors of the Company.
- b) Recorded stock-based compensation of \$60,820 (three month period ended March 31, 2007 - \$66,324) for services provided by directors and officers of the Company.
- c) Paid or accrued consulting fees of \$70,000 (three month period ended March 31, 2007- \$147,000) for services provided by directors and officers of the Company.
- d) Paid or accrued salaries and benefits of \$30,000 (three month period ended March 31, 2007 - \$30,000) to an officer of the Company included in research and development costs.
- e) Paid or accrued interest of \$3,442 (three month period ended March 31, 2007 - \$nil) to an officer of the company on loans advanced to the Company

Included in current accounts payable is \$32,427 (March 31, 2007 - \$132,480) due to directors and officers of the Company.

At March 31, 2008, the non-current loans payable are due to an officer of the Company. They bears interest at 8.5%, are unsecured and repayable in July 2009.

The amounts charged to the Company for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

**7. SEGMENTED INFORMATION**

The Company currently conducts substantially all of its operations in one business segment, being the development of Linux-based embedded systems technologies, in the following geographical areas:

	March 31, 2008	December 31, 2007
Property and equipment:		
Canada	\$ 112,664	\$ 119,723
	Three month period ended March 31, 2008	Three month period ended March 31, 2007
Revenue:		
Canada	\$ 4,259	\$ 221
United States of America	10,709	16,715
Asia	2,664	-
	\$ 17,632	\$ 16,936

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(Unaudited – Prepared by Management)  
March 31, 2008

**7. SEGMENTED INFORMATION (cont'd) ...**

Revenues are attributed to geographic areas based upon the location of the customers. Sales to four customers each were in excess of 10% of revenue in the three month period ended March 31, 2008. For the three month period ended March 31, 2007, sales to four customers were also each in excess of 10% of revenue.

**8. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

	Three month period ended March 31, 2008	Three month period ended March 31, 2007
Cash paid during the period for interest	\$ 3,442	\$ 2,251
Cash paid during the period for income taxes	\$ -	\$ -

During the three month period ended March 31, 2008, the Company:

Granted 84,195 non-transferable warrants (valued at \$29,991) as agent service fees pursuant to the short form offering.

During the three month period ended March 31, 2007, the Company:

Granted 179,000 compensation options (valued at \$49,035) as agent service fees pursuant to a brokered private placement.

**9. FINANCIAL RISK MANAGEMENT**

The Company has an exposure to the following risks from its use of financial instruments: credit risk, market risk and liquidity risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

(a) Credit Risk –

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to fulfil its contractual obligations. Such risk arises principally from certain financial assets held by the Company consisting of trade receivables. The maximum exposure to credit risk of the Company at period end is the carrying value of these financial assets.

Provisions for doubtful accounts are made on a customer by customer basis. All write downs against receivables are recorded in the expenses on the Statement of Operations and Comprehensive Loss. The Company is exposed to credit related losses on sales to customers outside of North America due to higher risks of enforceability and collectibility. Accounts receivable at March 31, 2008 are comprised of trade accounts receivable. There is no provision for doubtful accounts at March 31, 2008.

(b) Market Risk –

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments.

(i) Foreign Exchange Risk – The Company operates internationally and is exposed to foreign exchange risk from various currencies, primarily the U.S. Dollar and the Chinese Renminbi. Foreign exchange risk arises from sales and purchase transactions as well as recognized financial assets and liabilities that are denominated in currencies other than the Canadian dollar, which is the functional currency of the Company and its subsidiaries. During the period ended March 31, 2008 and at March 31, 2008, the Company held only minor amounts of cash deposits in foreign currencies.

**EMPOWER TECHNOLOGIES CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited – Prepared by Management)  
March 31, 2008

**9. FINANCIAL RISK MANAGEMENT (cont'd)...**

(ii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company's cash and cash equivalents include short term, highly liquid investments that earn interest at market rates. The Company does not have any debt instruments outstanding with variable interest rates at March 31, 2008. Financial liabilities that bear interest at fixed rates are subject to fair value interest rate risk. No hedging relationships have been established for the related monthly interest or for the principal payments. The Company manages its interest rate risk by minimizing financing costs on its borrowings and maximizing income earned on excess funds while maintaining the liquidity necessary to conduct operations on a day to day basis. The carrying value of long-term debt approximates its fair value.

(c) Liquidity Risk –

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At March 31, 2008, the Company had cash and cash equivalents of approximately \$257,000. Monthly operating expenses approximate \$250,000. The continuation of the Company depends upon the support of its lender and equity investors, which cannot be assured. The Company's debt is from a related party and approximates fair value.

**10. CAPITAL RISK MANAGEMENT**

The Company's objectives when managing capital are to safeguard its assets while at the same time maintaining investor and market confidence and to sustain future development of the business. In the management of capital, the Company includes shareholder's equity and loans payable in the definition of capital. To maintain or adjust the capital structure, the Company may issue new shares, issue new debt with different characteristics or acquire and dispose of assets. There were no changes in the Company's approach to capital management during the period. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

**11. COMMITMENTS**

The Company has entered into an operating lease agreement for its premises. The remaining annual lease commitments under this lease are as follows:

2008	\$	97,329
2009		131,918
2010		98,938

The Company has committed to payments of US\$ 139,950 to Navigon, Inc during the balance of 2008 for licenses for software to be employed in personal navigation devices.

**12. SUBSEQUENT EVENTS**

Subsequent to March 31, 2008, an officer loaned \$128,000 to the Company. The loans bear interest at 8.5% and are repayable upon demand.