

Unaudited Consolidated Financial Statements of

OMT INC.

Three and Nine Month periods ended September 30, 2006 and 2005
(Unaudited)

These interim consolidated financial statements have not been audited or reviewed by the Company's independent external auditors, Ernst & Young LLP.

OMT INC.

Consolidated Balance Sheets

 September 30, 2006 and December 31, 2005
 (Unaudited)

	September	December
Assets		
Current assets:		
Cash	\$ 231,587	\$ 186,214
Accounts receivable	381,506	720,704
Inventory	70,718	175,352
Prepaid expenses	66,768	99,335
Current portion of lease receivable	7,000	7,000
	<u>757,579</u>	<u>1,188,605</u>
Lease receivable	7,000	14,000
Property and equipment	57,224	137,252
Software and other intangible assets	43,917	54,203
Deferred financing costs	149,968	199,958
	<u>\$ 1,015,688</u>	<u>\$ 1,594,018</u>

See accompanying notes to consolidated financial statements.

OMT INC.

Consolidated Balance Sheets (continued)

 September 30, 2006 and December 31, 2005
 (Unaudited)

	September	December
Liabilities and Shareholders' Deficiency		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 327,874	\$ 483,495
Deferred revenue	368,046	529,471
Current portion of obligation under capital lease	5,545	7,453
	<u>701,465</u>	<u>1,020,419</u>
Convertible Long-term debt	3,410,973	3,216,297
Obligation under capital lease	-	3,560
Total liabilities	<u>4,112,438</u>	<u>4,240,276</u>
Shareholders' deficiency:		
Capital stock (note 2)	1,278,458	1,278,458
Other paid-in capital	693,579	693,579
Contributed surplus (note 2)	197,326	178,225
Deficit	<u>(5,266,113)</u>	<u>(4,796,520)</u>
	<u>(3,096,750)</u>	<u>(2,646,258)</u>
	<u>\$ 1,015,688</u>	<u>\$ 1,594,018</u>

See accompanying notes to consolidated financial statements.

On behalf of the Board:

"Bill Baines" Director

"Laurie Goldberg" Director

OMT INC.

Consolidated Statements of Operations and Deficit

 Three and Nine Month Periods Ended September 30, 2006 and 2005
 (Unaudited)

	2006		2005	
	Q3	YTD	Q3	YTD
Sales	\$ 866,561	\$ 2,868,980	\$ 1,105,361	\$ 3,038,188
Cost of sales	287,868	996,478	410,271	1,104,254
Gross profit	578,693	1,872,502	695,090	1,933,934
Selling and administrative	523,529	1,584,592	532,800	1,599,086
Research and development	48,218	167,323	49,808	169,694
Other expense (income)	(649)	8,073	(4,522)	2,452
	571,098	1,759,988	578,086	1,771,232
Income (loss) before the undernoted	7,595	112,514	117,004	162,702
Other expenses:				
Amortization	50,566	152,123	66,648	196,984
Interest	81,299	240,626	81,896	250,752
Foreign exchange loss (gain)	1,882	(5,318)	20,117	(1,443)
Non-cash interest accretion	64,892	194,676	64,892	194,811
	198,639	582,107	233,553	641,104
Loss before income taxes	(191,044)	(469,593)	(116,549)	(478,402)
Income taxes	-	-	-	-
Loss for the period	(191,044)	(469,593)	(116,549)	(478,402)
Deficit, beginning of period	(5,075,069)	(4,796,520)	(4,488,936)	(4,127,083)
Deficit, end of period	\$(5,266,113)	\$ (5,266,113)	\$ (4,605,485)	\$ (4,605,485)
Basic and fully diluted loss per share (note 2)	\$ (0.007)	\$ (0.016)	\$ (0.004)	\$ (0.016)

See accompanying notes to consolidated financial statements.

OMT INC.

Consolidated Statements of Cash Flows

 Three and Nine Month Periods ended September 30, 2006 and 2005
 (Unaudited)

	2006		2005	
	Q3	YTD	Q3	YTD
Cash provided by (used in):				
Operations:				
Net Income (loss) for the period	\$ (191,044)	\$ (469,593)	\$ (116,549)	\$ (478,402)
Items not involving cash:				
Amortization	50,566	152,123	66,648	196,984
Non-cash interest accretion	64,892	194,676	64,892	194,811
Gain on sale of capital assets	-	422	-	-
Stock-based compensation	-	19,101	-	5,021
<u>Change in non-cash operating working capital</u>	<u>274,227</u>	<u>166,357</u>	<u>(22,941)</u>	<u>(215,158)</u>
	198,641	63,086	(7,950)	(296,744)
Financing:				
Increase (decrease) in bank demand loan	(30,000)	-	-	(328,000)
Principal payments on capital lease	(1,899)	(5,468)	(11,056)	(32,168)
<u>Principal payments on long-term debt</u>	<u>-</u>	<u>-</u>	<u>(27,500)</u>	<u>(170,596)</u>
	(31,899)	(5,468)	(38,556)	(530,764)
Investments:				
Additions to capital assets	-	(7,424)	(2,227)	(14,067)
<u>Additions to software and intangible assets</u>	<u>-</u>	<u>(4,821)</u>	<u>(7,168)</u>	<u>(20,010)</u>
	-	(12,245)	(9,395)	(34,077)
Increase (Decrease) in cash position	166,742	45,373	(55,901)	(861,585)
Cash position, beginning of period	64,845	186,214	315,978	1,121,662
<u>Cash position, end of period</u>	<u>\$ 231,587</u>	<u>\$ 231,587</u>	<u>\$ 260,077</u>	<u>\$ 260,077</u>
Supplementary information:				
Interest paid	\$ 81,299	\$ 240,626	\$ 81,896	\$ 250,752

See accompanying notes to consolidated financial statements.

OMT INC.

Notes to Consolidated Financial Statements

Three and Nine Month Periods ended September 30, 2006 and 2005
(Unaudited)

General:

OMT Inc (TSX VENTURE:OMT) (the Company), through its subsidiaries, OMT Technologies Inc. and Intertain Media Inc., provides media delivery systems and technology and solutions to the media and broadcast industry.

1. Significant accounting policies**(a) Basis of presentation and financial restructuring:**

These consolidated financial statements have been prepared on a going concern basis in accordance with Canadian generally accepted accounting principles. The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. There is significant doubt about the appropriateness of the use of the going concern assumption because the Company has experienced significant losses in the last three years.

The ability of the Company to carry on as a going concern is dependant upon achieving profitable operations which cannot be predicted at this time and the ability of the Company to obtain additional financing from other sources when its existing financing becomes due. The financial statements do not reflect adjustments that would be necessary if the going concern assumptions were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used.

(b) Basis of consolidation:

The consolidated financial statements include the accounts of the Company and its two wholly-owned subsidiaries. All significant inter-company balances and transactions have been eliminated on consolidation.

(c) Inventory:

Inventory consists of custom projects in process and computers and sound cards held for resale. Custom projects in process are recorded at the lower of cost, which includes direct project expenses, and net realizable value. Computers and sound cards held for resale are valued at the lower of cost, determined on a specific item basis, and net realizable value.

OMT INC.

Notes to Consolidated Financial Statements (continued)

Three and Nine Month Periods ended September 30, 2006 and 2005

1. Significant accounting policies (continued):

(d) Property and equipment:

Assets included in property and equipment are stated at cost less accumulated amortization. Amortization is provided for over the estimated useful lives of the assets using the following annual basis and rates:

Asset	Basis	Rate
Computer hardware	Straight-line	3 years
Furniture and equipment	Straight-line	5 years
Assets under capital lease	Straight-line	3 years

(e) Software and other intangible assets:

Software and other intangible assets are stated at cost less accumulated amortization and are amortized on a straight-line basis over their estimated useful lives as follows:

Asset	Term
Purchased intellectual properties	4 - 5 years
Other software	2 years
Other intangibles	5 years

Impairment of property and equipment and finite life intangible assets:

Impairment of property and equipment and finite life intangible assets is recognized when an event or change in circumstances causes the asset's carrying value to exceed the total undiscounted cash flows expected from its use and eventual disposition. The impairment loss is calculated by deducting the estimated fair value of the asset from its carrying value.

(f) Deferred financing costs:

Deferred financing costs represent the cost of the issuance of the long-term debt. Amortization is provided on a straight-line basis over the term of the debt. Costs associated with debt that has been settled is written-off in the year of settlement.

OMT INC.

Notes to Consolidated Financial Statements (continued)

Three and Nine Month Periods ended September 30, 2006 and 2005

1. Significant accounting policies (continued):**(g) Revenue recognition:**

The Company recognizes revenue when there is evidence a sales arrangement exists, the sales price is fixed and determinable, collection is reasonably assured and title has passed. For software, computer hardware and other product sales, these criteria are usually met upon delivery or shipment of the product. Provision is made at the time revenue is recognized for estimated product returns and warranties based on historical experience.

A system sale often includes four elements: hardware, software, training and future support fees. Hardware and software revenue are normally recognized after delivery. Training revenue is recognized when completed. Support fees are deferred and recognized over the term of the contract.

Custom software sales are recognized pursuant to the contract terms and on a percentage of completion basis. Service revenues are recognized over the contract life on a straight-line basis.

Revenue billed in advance of its recognition is reflected as deferred revenue.

(h) Government assistance:

Government assistance in connection with research and business development activities is recognized as an expense reduction in the year that the related expenditure is incurred. Government assistance in connection with capital expenditures is treated as a reduction of the cost of the applicable asset.

OMT INC.

Notes to Consolidated Financial Statements (continued)

Three and Nine Month Periods ended September 30, 2006 and 2005

1. Significant accounting policies (continued):

(i) Stock-based compensation plan:

The Company has a stock option plan. Under the fair-value-based method, compensation cost is measured at fair value at the date of grant using the Black-Scholes option pricing model. Compensation cost is expensed over the award's vesting period. Any consideration paid by option holders upon exercise of stock options is recorded as an increase in share capital.

(j) Foreign currency:

Monetary items denominated in foreign currency are translated into Canadian dollars at exchange rates in effect at the balance sheet date and non-monetary items are translated at rates of exchange in effect when the assets were acquired or obligations incurred. Revenues and expenses are translated at rates in effect at the time of the transactions. Foreign exchange gains and losses are included in income.

(k) 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, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

(l) Research and development expenses:

Research expenses are charged to income in the year they are incurred, net of related tax credits. Development costs are charged to operations in the period of the expenditure, unless a development project meets the criteria under Canadian generally accepted accounting principles for deferral and amortization. As of September 30, 2006 and December 31, 2005, no development costs have been deferred.

OMT INC.

Notes to Consolidated Financial Statements (continued)

Three and Nine Month Periods ended September 30, 2006 and 2005

1. Significant accounting policies (continued):

(m) Earnings (loss) per share:

The calculation of earnings (loss) per share is based on net income divided by the weighted average number of common shares outstanding during the year. Diluted earnings per share reflect the assumed conversion of all dilutive securities using the treasury stock method. Under the treasury stock method, the weighted-average number of common shares outstanding is calculated assuming that the proceeds from the exercise of options and warrants are used to repurchase common shares at the average price during the year. For the 9 months ended September 30, 2006, 2,012,000 options (2005 - 827,000) were excluded from the calculation of diluted earnings per share because the effect of including these shares would be to reduce the loss per share.

(n) Leases:

Leases are classified as either capital or operating. Leases which transfer substantially all the benefits and risks of ownership of the asset to the Company are accounted for as capital leases. Capital lease obligations reflect the present value of future lease payments, discounted at the appropriate interest rate. All other leases are accounted for as operating leases whereby rental payments are expensed as incurred.

OMT INC.

Notes to Consolidated Financial Statements (continued)

Three and Nine Month Periods ended September 30, 2006 and 2005

2. Capital stock:

(a) Authorized:

Authorized share capital consists of an unlimited number of common voting shares with no par value and an unlimited number of redeemable, cumulative, convertible 8 1/2% preferred voting shares issuable in series.

(b) Issued common shares are summarized below:

	Number of shares	Amount
Balance at December 31, 2003	11,844,250	\$ 82,672
Common shares issued in conjunction with the redemption of the preferred shares	<u>17,027,840</u>	<u>\$1,191,950</u>
Balance at December 31, 2004	28,872,090	\$1,274,622
Common shares issued on conversion of Convertible debentures at the discounted value	50,000	\$ 3,836
Balance at December 31, 2005 and September 30, 2006	28,922,090	\$1,278,458

Holder of the \$995,000 of convertible, 8% debentures may choose to convert them to common shares at the authorized rate then in effect until maturity on December 20, 2008. During 2005, debentures with a face value of \$5,000 were converted to common shares at the rate of \$0.10 which amounted to 50,000 common shares.

(c) Warrants:

In August 2001, the Company issued 2,500,000 warrants to purchase common shares. The warrants were exercisable at \$0.50 until August 2006 at which time they expired. None were exercised.

A total of 1,000,000 warrants were issued to brokers in conjunction with the financing activities that closed on December 20, 2004. Each broker warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.10 for a period of two years from the date of issuance. None have been exercised to date.

OMT INC.

Notes to Consolidated Financial Statements (continued)

Three and Nine Month Periods ended September 30, 2006 and 2005

2. Capital stock (continued):

(d) Options:

At the annual general meeting of shareholders dated September 2, 2005 a new stock option plan was ratified. Under the new plan 4,330,813 options for purchase of common shares are reserved. Terms of the options will be determined by the Board of Directors, but in any case, must expire no more than 5 years from the date of the grant. Normal vesting is one third upon issue and one third in each of the following two years.

The Company has stock options outstanding to directors and officers to purchase up to 1,975,000 common shares and to employees to purchase up to 37,000 common shares.

Information related to the stock options outstanding at September 30, 2006 and December 31, 2005 is presented below:

	2006		2005	
	Number of shares	Weighted-average exercise price \$	Number of shares	Weighted-average exercise price \$
Outstanding at beginning of year	2,219,500	0.14	733,500	0.20
Granted	-	-	1,848,500	0.10
Exercised	-	-	-	-
Cancelled	(207,500)	-	(362,500)	-
Outstanding at September 30, 2006	2,012,000	0.12	2,219,500	0.14
Options exercisable at September 30, 2006	929,165	0.13	962,166	0.18

The following table summarizes information about share options outstanding at September 30, 2006:

Options Outstanding				Options Exercisable		
Exercise price \$	Year of grant	Number outstanding	Weighted-average remaining contractual life [years]	Weighted-average exercise price \$	Number outstanding	Weighted-average exercise price \$
0.25	2003	100,000	1.3	0.25	100,000	0.25
0.12	2003	35,000	1.7	0.12	35,000	0.12
0.10	2003	28,500	2.0	0.10	28,500	0.10
0.11	2005	448,500	3.3	0.11	298,999	0.11
0.11	2005	1,400,000	4.1	0.11	466,666	0.11
		2,012,000	3.7	0.12	929,165	0.13

OMT INC.

Notes to Consolidated Financial Statements (continued)

Three and Nine Month Periods ended September 30, 2006 and 2005

2. Capital stock (continued):

Stock based compensation has been calculated on the options vested to employees, officers and directors. During the first quarter, the number of options vested used to calculate Stock Based Compensation was 664,835, which represents all the options that will vest in 2006. The value of options granted is based on the price at the date of the grant, volatility of price in the future (based on volatility over the past twelve months), and the risk free interest rate at that time. Stock prices at the dates of the grants were \$0.06, \$0.06 and \$0.05 respectively. Option price was \$0.10 in each case. Volatility is estimated at 75% and the interest rate used was 3%.

Stock based compensation in the amount of \$57,304 has been calculated for the options issued in 2005, with \$19,101 attributable to 2006 and expensed in the first quarter. Amount of the expense is added to contributed surplus.

(e) Escrowed shares:

On August 16, 2006, 681,842 shares were released in accordance with the Surplus Security Escrow Agreement. As at September 30, 2006, an aggregate of 1,363,682 (December 31, 2005 - 2,727,366) of the common shares remain held in escrow. While these common shares are held in escrow, the holder has full voting rights. The remaining common shares will be released at a rate of 681,842 shares semiannually on August 16th and February 16th.

(f) Per share amounts:

The weighted average number of common shares outstanding for the 3 months ended September 30, 2006 was 28,922,090 (2005 - 28,894,068).

OMT INC.

Notes to Consolidated Financial Statements

Three and Nine Month Periods ended September 30, 2006 and 2005

3. Segment Information:

The Company manages its business and evaluates performance based on two operating segments. The commercial segment is primarily intended for automation of commercial radio stations. The retail segment is primarily intended to enhance the shopping experience of customers in retail businesses. The accounting policies of the Company's operating segments are the same as those described in note 1. There are no significant inter-segment transactions. The following charts present results of operations for both the three and Nine month periods ended September 30, 2006 and September 30, 2005 and identifiable assets at September 30, 2006 and December 31, 2005.

Three months ended September 30, 2006 and September 30, 2005

	2006				2005			
	Commercial \$	Retail \$	Common \$	Total \$	Commercial \$	Retail \$	Common \$	Total \$
	[000's]				[000's]			
Revenues	631	236	-	867	847	258	-	1,105
Expenses								
Cost of sales	200	88	-	288	289	121	-	410
Selling, and administrative	235	124	166	525	343	56	148	547
Research & development	30	18	-	48	16	34	-	50
Amortization	10	24	17	51	27	23	17	67
Interest	-	-	146	146	-	-	147	147
	475	254	329	1,058	675	234	312	1,221
Net income (loss) for period	156	(18)	(329)	(191)	172	24	(312)	(116)

Nine months ended September 30, 2006 and September 30, 2005

	2006				2005			
	Commercial \$	Retail \$	Common \$	Total \$	Commercial \$	Retail \$	Common \$	Total \$
	[000's]				[000's]			
Revenues	2,112	756	-	2,868	2,396	642	-	3,038
Expenses								
Cost of sales	695	301	-	996	797	307	-	1,104
Selling, general and administrative	729	357	502	1,588	911	154	534	1,599
Research & development	97	70	-	167	72	98	-	170
Amortization	31	71	50	152	79	68	50	197
Interest	-	-	435	435	-	-	446	446
	1,552	799	987	3,338	1,859	627	1,030	3,516
Net income (loss) for period	560	(43)	(987)	(470)	537	15	(1,030)	(478)

OMT INC.

Notes to Consolidated Financial Statements

Three and Nine Month Periods ended September 30, 2006 and 2005

3. Segment Information (continued):

	2006				2005			
	Commercial \$	Retail \$	Common [000's]	Total \$	Commercial \$	Retail \$	Common [000's]	Total \$
Tangible assets	11	41	-	57	43	115	-	158
Intangible assets	3	41	-	44	21	44	-	65
Additions to property, plant and equipment, intangible assets, and goodwill	4	8	-	12	8	26	-	34

Geographic information about the Company's revenue is based on the product shipment destination or the location of the contracting organization. Assets are based on their physical location as at September 30, 2006 and December 31, 2005.

	2006		2005	
	Revenue \$	Property, plant and equipment, and goodwill [000's] \$	Revenue \$	Property, plant and equipment, and goodwill [000's] \$
Canada	1,224	101	1,199	191
United States	1,645	-	1,839	-
	2,869	101	3,038	191

Sales to five [2005 – fourteen] significant customers in the third quarter represents 42% [2005 – 64%] of the total revenue.

For the nine months ended September 30, 2006, sales to five [2005 – fourteen] significant customers represents 44% [2005 – 52%] of the total revenue.

OMT INC.

Notes to Consolidated Financial Statements (continued)

Three and Nine Month Periods ended September 30, 2006 and 2005

4. Financial instruments:

(i) Credit risk:

The Company's accounts receivable potentially subjects the Company to credit and foreign exchange risk, as collateral is generally not required and exchange rates to US funds can change significantly. However, the risk of loss is limited due to the Company's policy of collecting a deposit before any project is commenced. The Company also bills in advance for service and support contracts.

(ii) Fair value:

The carrying amounts of cash, accounts receivable, accounts payable and accrued liabilities approximate their fair values because of the short-term maturity of these instruments. The carrying amount of all other long-term debt approximates their fair values, as the obligations bear interest at rates that approximate market rates.

5. Contingency:

The financing transaction that was concluded by the Company in December 2004 involved the outstanding preferred shares, and was initially described as a redemption of preferred shares. The intent of all parties was to repurchase the preferred shares on a tax neutral basis. Unfortunately, the wording used did not support the original intent and could result in a possible tax liability. Correcting this required a rectification order (the "Order"), with the proper wording, to be issued by the Manitoba Court of Queen's Bench. The rectification order with the proper wording has been issued in our favor. It is possible that Canada Revenue Agency (CRA) might appeal the Order, but management does not expect this to happen because the original intent was for the transaction to be tax neutral. If CRA were to appeal the order or the revised transaction and, if such appeals were successful, the Company could face a potential income tax liability of approximately \$600,000. If such appeals were filed by CRA, the Company would vigorously defend its position.