

JEMTEC INC.

Management Discussion and Analysis

April 30, 2006

This Management Discussion and Analysis of JEMTEC Inc. (“JEMTEC” or the “Company”) provides analysis of JEMTEC’s financial results for the fiscal period ended April 30, 2006. The following information should be read in conjunction with the accompanying unaudited financial statements and the notes as at April 30, 2006. This discussion is meant to be an update of the Management Discussion and Analysis for the fiscal year ended July 31, 2005, dated November 22, 2005 and does not necessarily repeat information that has not significantly changed since the audited Annual Financial Statements were issued.

The item numbering in this discussion refers to the numbering and headings as per the Form 51-102F1. Inapplicable items have been omitted.

This discussion includes statements about the Company’s expectations for the future. The Company’s management team believes that these expectations are reasonable; however, actual outcomes may differ materially from these expectations due to changes in operating performance, unexpected competition and other technical, market and economic factors.

Item 1. Date: June 29, 2006

This Management Discussion and Analysis, dated June 29, 2006 is to accompany the unaudited financial statements of the Company for the three and nine month periods ended April 30, 2006.

Item 2. Overall Performance and Description of Business.

JEMTEC is incorporated under the laws of Ontario, Canada. The Company is the leading provider of integrated technology systems for community-based corrections in Canada. The Company’s core business is the provision of services and technology for offender monitoring in Canadian federal and provincial correctional departments.

The common shares of JEMTEC Inc. trade through the facilities of the TSX Venture Exchange under the symbol JTC.

Below is summarized information selected from the Company’s unaudited financial statements, which are prepared in Canadian dollars and in accordance with Canadian generally accepted accounting principles.

	Three month periods ended April 30,			Nine month periods ended April 30,		
	2006	2005	2004	2006	2005	2004
Revenue	\$ 671,740	\$ 647,895	\$ 435,104	\$ 2,009,689	\$ 1,915,264	\$ 787,996
Expenses	515,978	368,893	221,566	1,436,567	951,512	678,899
Net income before income taxes	155,762	279,002	213,538	573,122	963,752	109,097
Income tax expense	56,799	100,451	-	216,394	346,961	-
Net income for the period	\$ 98,963	\$ 178,551	\$ 213,538	\$ 356,728	\$ 616,791	\$ 109,097
Earnings per share						
Basic	\$ 0.04	\$ 0.08	\$ 0.11	\$ 0.15	\$ 0.27	\$ 0.05
Diluted	\$ 0.04	\$ 0.07	\$ 0.11	\$ 0.15	\$ 0.26	\$ 0.05

Item 4 and 5. Results of Operations, Quarterly Results

The interim unaudited financial statements for the quarter ended April 30, 2006 summarize the financial impact of the Company's financings, investments and operations. This discussion is meant to provide information not included in the financial statements and an explanation of some of the financial statement information.

	Quarters Ended							
	April 30 2006	January 31 2006	October 31 2005	July 31 2005	April 30 2005	January 31 2005	October 31 2004	July 31 2004
Revenue	\$ 671,740	\$ 669,970	\$ 667,979	\$ 685,048	\$ 647,895	\$ 636,722	\$ 630,647	\$ 836,549
Expenses	515,978	493,162	427,427	514,187	368,893	312,601	270,018	531,529
Net income before taxes	\$ 155,762	\$ 176,808	\$ 240,552	\$ 170,861	\$ 279,002	\$ 324,121	\$ 360,629	\$ 305,020
Provision for taxes	56,799	63,399	90,634	73,127	100,451	246,510	-	-
Net income	\$ 98,963	\$ 113,409	\$ 149,918	\$ 97,734	\$ 178,551	\$ 77,611	\$ 360,629	\$ 305,020
Basic earnings (loss) per share	\$ 0.04	\$ 0.05	\$ 0.06	\$ 0.04	\$ 0.08	\$ 0.04	\$ 0.17	\$ 0.15

Net income for the quarter ended April 30, 2006 has decreased by 45% as compared to the net income for the quarter ended April 30, 2005. At April 30, 2006, the Company had a working capital of \$1,816,142, retained earnings of \$581,130 and assets in excess of liabilities of \$1,992,368.

Revenues

Revenues are earned from leasing, monitoring and activation services as well as from the sale of parts. The Company's revenues for the nine month period ended April 30, 2006 were 5% higher than for same period last year. During the three and nine month periods ended April 30, 2006, the Company has earned \$11,419 (2005:\$6,663) and \$35,913 (2005:\$8,396) respectively, in interest income from term deposits.

	Nine month periods ended April 30,		
	2006	2005	2004
Revenue			
Leasing, monitoring and activation	\$ 1,973,776	\$ 1,906,868	\$ 786,770
Parts, sales and other	35,913	8,396	1,226
Total revenue	\$ 2,009,689	\$ 1,915,264	\$ 787,996

The Company presently derives substantially all of its revenue from two customers of which one customer contributed approximately 92% of operating revenue during the nine month periods ended April 30, 2006 and 2005. These contracts are reviewed periodically and the non-renewal of one or more of these contracts would have a material adverse impact on the Company.

Expenses

The Company's expenses for the nine month period ended April 30, 2006 were 51% higher than for the same period last year. Key operational items that increased the expenses for the period were monitoring and activation fees, which increased \$172,236 over the previous comparable period and equipment rent and installation, which increased \$49,178 over the previous comparable period. The increasing costs of monitoring and activation fees along with equipment rent and installation, which represents 23% of the increased expenses for the nine months ended April 30, 2006 compared to the same period in 2005, is related to an increase in the overall number of clients monitored as well as an increase in the number of

clients monitored on the more expensive radio frequency technology versus the less costly voice verification technology in the previous period. These increased expenses relate to contract commitments within the Company's agreements with its customers.

Monitoring equipment requires the replacement of batteries and parts such as: clamps, straps, transformers and latches. Monitoring units needing servicing are sent to our facilities in Vancouver and/or to our monitoring support partners in the USA for repair and replacement parts. Monitoring and activation expenses are services offered to our clients across Canada, which are supported by our network of sub-contractors who provide data input, installation, monitoring and event response support.

Also, included in expenses are costs associated with the Company's administrative and finance functions, salaries, consulting, professional fees, office rent and other corporate related expenses. The key increases in these expenses consist of a stock based compensation expense of \$170,218 (2005 - \$18,374) which results from the Company expensing options granted in the year ended July 31, 2005 which are vesting over 18 months, and professional fees and shareholder communication costs increases of \$60,372 associated with the consolidation/deconsolidation of the Company's shares.

Net earnings

For the nine month period ended April 30, 2006, net income was \$356,728 compared to \$616,791 in the same period of 2005. The difference is attributable primarily to three factors: (1) stock based compensation expense related to options granted during fiscal year ended July 31, 2005 was recorded in the period ended April 30, 2006; (2) the Company has incurred higher monitoring and activation fees and equipment rent & installation expenses in 2006 as compared to 2005 as previously explained, and; (3) the Company has incurred additional expenses for professional fees and shareholder communication resulting from the acquisition activities and from the consolidation/deconsolidation. These increases were offset by a reduction in salaries and benefit expense.

Category	Changes – Nine month period ended April 30, 2006 as compared to nine month period ended April 30, 2005
Amortization	Increase: Additional equipment related to the Ontario and Saskatchewan projects being depreciated
Monitoring and activation fees	Increase: Greater number of clients being activated and monitored
Equipment rent and installation	Increase: Greater number of clients being monitored
Consulting fees	Increase: A Corporate development program was started
Travel	Increase: Resulting from the Company's acquisition activities
Shareholder communications	Increase: Increased activity from shareholders resulting from increased share price, as well as the consolidation/deconsolidation
Professional fees	Increase: Services resulting from the Company's acquisition activities as well as the consolidation/deconsolidation
Office	Increase: Additional telecommunication services required to service our growing client base.
Stock-based compensation	Increase: 330,000 options were granted in the year ended July 31, 2005 which are vesting over 18 months.
Directors' fees	Increase: In late 2004, the Company began to pay an annual fee to its directors, as well as a fee per meeting attended.
Accounting and administrative fees	Increase: Upgrading accounting and administration services

During the nine month periods ended April 30, 2006 and 2005, the Company incurred similar levels of expenses for repairs and maintenance, interest on capital leases and other interest.

Item 6 and 7. Liquidity, Financial Position and Capital Resources

During the year ended July 31, 2005, the Company leased and acquired property and equipment to enable the Company to provide the services of a five year monitoring contract in the Province of Saskatchewan. Accordingly, the Company entered into capital leases to finance the acquisition of some new equipment for the Saskatchewan contract. During the nine month period ended April 30, 2006, the Company paid \$67,984 in principal and interest towards this lease.

During the nine month period ended April 30, 2006, the Company also paid \$9,888 towards another lease for monitoring equipment. As at April 30, 2006, this lease has been paid in full and the Company has acquired the equipment for the buy out value of \$1.

Liquidity

At April 30, 2006, the Company had cash and cash equivalents of \$1,829,089 and a working capital of \$1,816,142.

Financial Position	As at April 30, 2006	As at July 31, 2005
Current assets	\$ 2,340,520	\$ 2,174,549
Property and equipment	\$ 325,299	\$ 365,122
Other assets	\$ 34,189	\$ 41,947
Total assets	<u>\$ 2,700,008</u>	<u>\$ 2,581,618</u>
Current liabilities	\$ 524,378	\$ 793,056
Capital lease obligation	\$ 183,262	\$ 238,922
Total liabilities	<u>\$ 707,640</u>	<u>\$ 1,031,978</u>
Stockholders' equity	<u>\$ 1,992,368</u>	<u>\$ 1,549,640</u>
Working capital	<u>\$ 1,816,142</u>	<u>\$ 1,381,493</u>

Significant working capital components include cash in current or interest bearing accounts, accounts receivable from clients, prepaid expenses, accounts payable and accrued liabilities, income taxes payable and the current portion of deferred revenues and capital leases.

Accounts receivable and accounts payable are expected to increase as sales volumes increase. During the three and nine month periods ended April 30, 2006, the Company has reduced its current liabilities by remitting the taxes payable for fiscal year ended July 31, 2005.

Deferred revenues will continue to fluctuate in relation to the Company earning revenue on its Private Bail Project. These clients pay in advance typically for one or more years monitoring and revenue is earned and recorded as the service is provided.

The Company's management is not aware of any trends or expected fluctuations in its liquidity that would create any deficiencies. In addition, the Company's management believes that its cash balances and its cash flow from continuing operations will be sufficient to meet the Company's short-term and long-term requirements for ongoing operations and planned growth. The Company however derives a significant portion of its revenue from one customer, which contributed approximately 92% of revenue for the nine month period ended April 30, 2006 (note 8 of the Company's unaudited financial statements for the period ended April 30, 2006). A decision by this customer to discontinue, in whole or in part, use of the Company's services in the future would adversely affect the Company's capital resources and operating results.

Capital Requirements and Resources

The Company anticipates that it will have little need to acquire property and equipment over the next year. The Company has adopted a more flexible arrangement, whereby it adds value to rented equipment, and then provides this equipment to its customers. Should the Company encounter opportunities in which it is more financially advantageous to purchase or lease property and equipment as compared to renting, the Company would finance these capital expenditures and other contractual obligations through capital leases, cash flows from operations, and possibly long term borrowings.

Item 14. Financial Instruments

The Company maintains cash deposits with financial institutions, which, from time to time, may exceed federally insured limits. The Company has not experienced any losses and believes it is not exposed to any significant credit risk from cash. At April 30, 2006, the Company had cash balances that exceeded the federally insured limits by \$1,329,089. All of these funds are on deposit with a Schedule A bank in Canada.

Item 15. Capital Stock, Stock Options and Warrants

Share Capital

The Company has only three classes of share capital:

Common shares:	Unlimited
First preference shares:	Unlimited, issuable in series
Second preference shares:	25,000 Series A, \$0.60 non-cumulative and redeemable

The Company also has a stock option plan.

The following are outstanding at June 29, 2006:

Common shares	2,298,259
Shares issuable on the exercise of outstanding stock options	345,716
Shares available for future stock option grants	125,472

The stock option plan permits the directors of the Company to grant incentive options to the employees, directors, officers and consultants of the Company. The maximum number of shares issuable under the stock option plan is 471,188.

Pursuant to a special resolution passed by shareholders on April 21, 2006, the Company consolidated its capital on a 100 old for 1 new basis, subsequently followed by a 1:100 share split. Shareholders holding less than 100 pre-consolidation shares are entitled to receive a cash payment of \$1.46 per share. Accordingly, at April 30, 2006, 57,684 shares have been cancelled, a charge of \$53,466 was made to retained earnings, the capital account was reduced by \$30,752 and an additional \$84,219 has been included in accounts payable and accrued liabilities for shareholders entitled to redeem their shares under this agreement who have yet contacted the Company regarding this transaction.

Disclosure Controls and Procedures

The Company has designed disclosure controls and procedures and has evaluated their effectiveness. Based on the evaluation of the Company's disclosure controls and procedures, the Company's management has concluded that they are sufficiently effective as of April 30, 2006 to provide reasonable assurance that material information relating to the Company is made known to management and disclosed in accordance with applicable securities regulations.

Other Information

Additional information relating to the Company financials is available on the SEDAR website at www.sedar.com.