

in interest expense was attributable to lower debt balances outstanding on the Company's term loans and a payment of \$500 to redeem part of the subordinated secured debentures. As well, the settlement of the interest rate swap contract on October 3, 2011, resulted in the elimination of the interest rate differential payments.

The Company's share of loss from its joint venture investment is discussed below under the caption 'Universal Resource Recovery Inc.'

The provision for income taxes of \$876 and \$466 for the third quarter of 2012 and 2011 respectively, relates solely to the pre-tax income of the Company's Canadian operations. The Company did not record a deferred tax asset with respect to the potential future income tax benefit pertaining to the losses incurred by its U.S. operations.

NINE MONTHS ENDED SEPTEMBER 30, 2012

For the nine months ended September 30, 2012, the Company recorded net income of \$3,193, or \$0.29 per share, compared to a net loss of \$10,039, or \$0.92 loss per share, for the same period in 2011. The aggregate weighted average number of Class A shares and Class B shares outstanding for the nine month period in 2012 was 10,936,831 and 10,936,554 for the same period in 2011.

Revenues for the period ended September 30, 2012 totaled \$74,319, an increase of \$13,901 from the same period in 2011. Significantly higher sales volumes of masonry products and landscape products, due in part to favourable weather conditions in the first part of this year, together with the continued growth in sales of concrete masonry products, including concrete block, contributed to the increase in revenues.

Cost of sales for the nine months increased by 13% from 2011, compared to a corresponding 23% increase in revenues for the same period. The improvement in gross margin was due to increased production volumes of both masonry and landscape products in 2012 and a number of initiatives undertaken to improve operating efficiencies. Due to the relatively high fixed cost nature of the Company's manufacturing facilities, large fluctuations in production levels have a material impact on per unit manufacturing costs and consequently gross margins.

Selling expenses for the nine months decreased by \$98 in 2012 from the comparative period in 2011. These expenses were higher in 2011 due to increased advertising and marketing expenditures incurred to support the introduction of a number of new products and to upgrade the Company's service level capabilities.

General and administrative expenses increased by \$112 from the prior year due to non-recurring employment related expenses and an accrual for year-end employee bonuses.

The impairment loss recognized on the loan receivable is discussed below under the caption 'Universal Resource Recovery Inc.'

Operating income of \$7,803 reflected the improvement in both revenues and contribution margins for the nine month period ended September 30, 2012. For the comparable period in 2011, operating income was only \$891.

Finance costs for the nine month period in 2012 decreased by \$813 for the same reasons noted above under the caption 'Discussion of Operations' for the three months ended September 30, 2012.

The Company's share of loss from its joint venture investment is discussed below under the caption 'Universal Resource Recovery Inc.'

As noted under 'Discussion of Operations' for the three months ended September 30, 2012, the Company records a recovery of, or a tax provision for, income taxes with respect to its Canadian operations only. In 2011, a current income tax recovery of \$126 was recorded to recognize non-capital losses pertaining to the Company's Canadian operations which were carried back to prior taxation years. The Company has not recorded a deferred tax asset with respect to the potential future income tax benefit pertaining to the losses incurred by its U.S. operations.

On June 20, 2012, Ontario's budget bill 114, approving the provincial general corporate income tax rate freeze at 11.5%, was substantively enacted. Previously enacted corporate income tax rate reductions for 2012 and 2013 to 11.0% and 10.0%, respectively, were repealed. However, there was no change to the current 10% income tax rate on income from manufacturing and processing. Consequently, for the Company's Canadian operations, the combined federal (15%) and provincial (10%) current and deferred income tax rate remains at 25%.

More details with respect to each operating business segment follow:

MASONRY PRODUCTS

For the three month period ended September 30, 2012, the Masonry Products business segment reported operating income of \$3,207 on revenues of \$18,581 compared to \$1,165 on revenues of \$17,794 for the same period in 2011.

During the third quarter of 2012, increases in sales volumes of concrete masonry products contributed to the increase in overall segment revenues. The strong growth in clay brick shipments in the first half of the year levelled off during the third quarter of 2012. Greater product acceptance due to various marketing and product promotion initiatives in 2011, translated into higher sales volumes of masonry concrete products, including concrete block.

For the nine month period ended September 30, 2012, this business segment recorded an operating income of \$7,100 compared to \$728 in 2011. Revenues for the nine month period increased to \$54,009 from \$43,014, representing a 26% increase over 2011.

For the nine month period in 2012 brick shipments into the Canadian market were higher than last year due in part to favourable weather conditions in both the first and second quarters of this year. In the U.S. market, brick shipments have increased over 2011 levels, although this market continues to be impacted by a historically low level of residential construction activity. In addition, the sale of new products, including concrete block, which was introduced into the Ontario market in April 2011, generated incremental

revenues during the nine month period in 2012. The associated increase in production volumes positively affected gross margin and overall operating income for the period.

LANDSCAPE PRODUCTS

For the three month period ended September 30, 2012, the Landscape Products business segment reported operating income of \$1,029 on revenues of \$8,689 compared to \$1,445 on revenues of \$8,513 for the same period in 2011. The decrease in operating income is attributable to an increase in plant repair and maintenance expenses and a write-down of certain merchandise inventory.

For the nine month period ended September 30, 2012, this business segment recorded operating income of \$1,325 compared to \$163 in 2011. Revenues for the nine month period increased to \$20,310 from \$17,404, or by 17%, over 2011.

The higher sales volume through the first nine months of the year was due to a number of factors. Favourable weather conditions led to an early start to the selling season. The Company benefitted from an improvement in market share, due in part to the introduction of an expanded product portfolio. As well, in 2012, there has been a greater emphasis on sales of higher margin products.

UNIVERSAL RESOURCE RECOVERY INC. ("UNIVERSAL")

Universal is a joint venture which is accounted for by the Company using the equity method of accounting. The carrying value of the investment in Universal on the consolidated balance sheet is increased by advances from the Company and is increased or decreased by the Company's share of profit or loss of Universal. If the Company's share of losses equals or exceeds the carrying value of the investment in Universal, the Company does not recognize further losses, unless it had incurred legal or constructive obligations or made payments on behalf of Universal, of which there were none as at December 31, 2011 and as at September 30, 2012.

Universal suspended its commercial operations in June 2011. As at December 31, 2011, the carrying value of the investment in Universal on the Company's consolidated balance sheet was reduced to zero due to losses incurred from Universal's operations. Consequently, losses totaling \$1,791, which exceeded the carrying value of the Universal investment as at December 31, 2011, were not recognized by the Company.

For the third quarter of 2012, Universal continued to incur certain fixed costs, including interest on debt and facility occupancy costs amounting to \$215. This increased the total of the unrecognized losses for the nine month period in 2012 to \$574. The Company's total share of cumulative unrecognized losses increased to \$2,365 as at September 30, 2012.

For the third quarter of 2011, the Company's share of loss from Universal totaled \$5,840. This loss comprised of an operational loss of \$537 and an impairment charge of \$5,303, increasing the share of loss from the Company's investment in Universal for the nine months ended September 30, 2011 to \$7,347.

The following table summarizes changes in the Company's carrying value of its investment in Universal, as well as cumulative unrecognized losses for the periods shown below:

| | 2011 | | | 2012 | |
|--|----------------------|------------------------|--------------------------|----------------------|------------------------|
| | January 1 to June 30 | July 1 to September 30 | October 1 to December 31 | January 1 to June 30 | July 1 to September 30 |
| Company's investment in Universal | | | | | |
| Opening balance | \$ 5,562 | \$ 5,930 | \$ 940 | \$ – | \$ – |
| Share of loss | (1,507) | (5,840) | (1,510)* | – | – |
| Shareholder advances | 1,875 | 850 | 570 | – | – |
| Ending balance | \$ 5,930 | \$ 940 | \$ – | \$ – | \$ – |
| Cumulative unrecognized losses in Universal | | | | | |
| Opening balance | \$ – | \$ – | \$ – | \$ (1,791) | \$ (2,150) |
| For the period | – | – | (1,791) | (359) | (215) |
| Ending balance | \$ – | \$ – | \$ (1,791) | \$ (2,150) | \$ (2,365) |

*As at December 31, 2011, the Company's share of loss was limited to \$1,510, as the investment in Universal was reduced to zero.

Effective January 1, 2012, management of Universal committed to an active program to locate a buyer for the sale of assets held in Universal. Although it is expected that the sale will be recognized within one year from the date of classification of assets as 'held for sale', events beyond management's control may cause a delay in the sale of these assets. Management remains committed to its plan to sell the assets in Universal.

For the three months ended September 30, 2012, advances from the Company to Universal relating to the short-term loan receivable amounted to \$705, increasing the total advanced to \$2,045 for the nine month period ended September 30, 2012. These advances were classified as a short-term loan receivable as management believes the Company will be repaid from the sale proceeds of Universal's assets following the settlement of Universal's senior ranking claims. In relation to this short-term loan receivable, the Company has registered, as security, a mortgage on Universal's property located in Welland, Ontario, behind the bank's security. This short-term loan receivable was used by Universal primarily to fund its scheduled bank debt repayments, which amounted to \$1,326 for the nine months ended September 30, 2012, as well as for debt financing expenses and certain fixed facility occupancy costs.

Universal's continuing financial difficulties indicated a potential impairment of the Company's short-term loan receivable. Due to increasing liquidity requirements in Universal as at September 30, 2012, an impairment analysis was performed to ascertain the fair value of this loan. An assessment of the present value of estimated future cash flows concluded that the carrying value exceeded its net recoverable value. Accordingly, for the three month period in 2012, an impairment loss of \$260 was recorded by the Company. This increased the total impairment loss to \$622 for the nine month period in 2012. This loss reduced the Company's short-term loan receivable to its fair value of \$1,423 as at September 30, 2012.

The Company will continue to fund its share of Universal's cash requirements until proceeds from the sale of Universal's assets are realized.

CASH FLOWS

Cash flow provided by operating activities for the period ended September 30, 2012 increased significantly to \$12,781 compared to \$3,186 in 2011. The increase in cash flow provided by operations was primarily due to the improvement in the operating results in 2012.

Cash utilized for purchases of property, plant and equipment totaled \$2,220 for the nine month period in 2012, compared to \$2,484 in 2011.

During the second quarter of 2012, sale proceeds relating primarily to the sale of certain obsolete production equipment, which was no longer supported by the Company's operational processes, totaled \$461.

Advances to Universal relating to the short-term loan receivable for the nine months ended September 30, 2012, amounted to \$2,045. Further discussion is contained above under the caption 'Universal Resource Recovery Inc.'

Cash advances to Universal for the nine month period ended September 30, 2011 totaled \$2,725. These advances increased the carrying value of the investment in Universal, as they were utilized by Universal to finance its operational activities and capital expenditures incurred during the start-up period of its waste composting facility located in Welland, Ontario.

On February 26, 2010, the Company completed a subordinated secured debenture financing in the amount of \$9,000. A payment of \$500 was made to a debenture holder in August 2012, representing a partial redemption of the subordinated secured debentures.

The balance of the subordinated secured debentures referred to in note 6 of the condensed interim consolidated financial statements, in the principal amount of \$8,500, at an effective interest rate of 11.89%, were redeemed on October 11, 2012. A 2% early redemption fee on the principal amount was also paid to debenture holders, as the debentures were to have matured in February 2013. The payment of both the principal and early redemption fee was funded from the Company's operating credit facility, bearing interest at prevailing bankers acceptance rates, plus a credit spread of 2.00%. Utilization of the Company's operating line of credit to redeem the debentures is expected to achieve significant savings in interest costs because of the reduction in comparable interest rates.

FINANCIAL CONDITION

The Company's Masonry Products and Landscape Products business segments are seasonal in nature. The Landscape Products business is affected by seasonality to a greater degree than the Masonry Products business. As a result of this seasonality, operating results are impacted accordingly and cash requirements are generally expected to increase through the first half of the year and decline through the second half of the year.

As at September 30, 2012, bank operating advances were \$1,500. This represented a decrease of \$3,647 from the amount outstanding at December 31, 2011. The repayment of bank operating advances was funded by cash flows from operations during the nine month period. Trade payables totaled \$11,911 at September 30, 2012 compared to \$9,026 at December 31, 2011.

The ratio of total liabilities to shareholders' equity attributable to owners of the parent was 0.50:1 at September 30, 2012 compared to 0.51:1 at December 31, 2011. The decrease in this ratio from December 2011 to September 2012 was primarily due to improved operating results, offset in part by the increase in foreign exchange losses due to the strengthening of the Canadian dollar on translation of the financial statements of the Company's U.S. subsidiaries.

As at September 30, 2012, working capital was \$8,759, representing a working capital ratio of 1.30:1. Comparable figures for working capital and the working capital ratio at December 31, 2011 were \$13,137 and 1.65:1, respectively. The decline from December 31, 2011 is due to the inclusion in current liabilities of the subordinated debentures amounting to \$8,451 which were redeemed and paid to debenture holders in October 2012. Excluding the subordinated debentures from current liabilities, the working capital ratio would be 1.81:1. During the month of August 2012, a portion of the subordinated debentures outstanding in the amount of \$500 was paid. Cash and cash equivalents totaled \$1,247 at September 30, 2012 compared with \$1,180 at December 31, 2011.

On October 4, 2011, the Company concluded arrangements from a Canadian bank to provide its operating credit requirements. The new facility provides for borrowings up to \$20,000 based on margin formulae for trade receivables and inventories, less priority claims and the mark-to-market exposure on swap contracts, if applicable. It is a demand facility secured primarily by trade receivables and inventories of the Company's Masonry Products and Landscape Products business segments in Canada and the U.S. The agreement also contains certain financial covenants.

On September 7, 2012, the Company issued bankers acceptance notes amounting to \$1,500 under its operating credit facility. These notes have a 30-day term and are renewed upon maturity, as required. The rate of interest on the bankers acceptance notes as at September 30, 2012 is based on prevailing bankers acceptance rates plus a credit spread of 2.00%.

As at September 30, 2012, the borrowing limit was \$19,066 and the utilization was \$1,744, including \$1,500 representing bankers acceptance notes and \$244 representing outstanding letters of credit.

The Company expects that future cash flows from operations, cash and cash equivalents on hand and the unutilized balance of its operating credit facility will be sufficient to satisfy its obligations as they become due.

The Company was in compliance with all financial covenants with respect to its financial arrangements as at September 30, 2012 and anticipates that it will maintain compliance throughout the year.

Information with respect to the Company's material off-balance sheet arrangements, which consist primarily of operating leases and natural gas supply and transportation contracts, is disclosed in the table of contractual obligations in the annual MD&A included with the Company's 2011 Annual Report and in Note 12 to the condensed interim consolidated financial statements.

With respect to contractual obligations outstanding as at September 30, 2012, changes during the period include additions to finance lease obligations which were offset by payments of principal and interest on debt and finance lease obligations and operating leases. Additional changes included reductions of the remaining balances of the Company's purchase obligations under natural gas supply and transportation contracts. These are more fully described in Note 12 to the condensed interim consolidated financial statements.

SELECTED QUARTERLY FINANCIAL INFORMATION

The following is a summary of selected quarterly financial information for each of the eight most recently completed quarters (in thousands of dollars, except per share amounts):

| TOTAL OPERATIONS | September 30 | | June 30 | | March 31 | | December 31 | |
|--|--------------|------------|-----------|-----------|------------|------------|-------------|-----------|
| | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 | 2011 | 2010 |
| Revenues | \$ 27,270 | \$ 26,307 | \$ 31,054 | \$ 23,495 | \$ 15,995 | \$ 10,616 | \$ 19,595 | \$ 16,152 |
| Net income (loss) attributable to owners of the parent | \$ 2,215 | \$ (5,074) | \$ 3,771 | \$ (542) | \$ (2,794) | \$ (4,425) | \$ 62 | \$ 799 |
| Net income (loss) | \$ 2,215 | \$ (5,074) | \$ 3,771 | \$ (540) | \$ (2,793) | \$ (4,425) | \$ 63 | \$ 784 |
| Net income (loss) per share | | | | | | | | |
| Basic | \$ 0.20 | \$ (0.46) | \$ 0.35 | \$ (0.05) | \$ (0.26) | \$ (0.40) | \$ 0.00 | \$ 0.07 |
| Diluted | \$ 0.20 | \$ (0.46) | \$ 0.34 | \$ (0.05) | \$ (0.26) | \$ (0.40) | \$ 0.00 | \$ 0.07 |

Due to changes in the weighted average number of shares outstanding during the period or due to rounding, the basic and diluted net income (loss) per share by quarter may not add up precisely to the total for the period.

The quarterly financial information presented reflects the seasonal nature of the Company's Masonry Products and Landscape Products business segments. Historically, sales of these business segments are greater in the second and third quarters of each year than in the first and fourth quarters. Consequently, the results of operations and cash flows reported each quarter are not necessarily indicative of the results to be expected for the year and the financial condition of the Company at the end of each quarter reflects these seasonal fluctuations.

Major factors affecting the comparability of the quarterly results are as follows:

QUARTERS ENDED SEPTEMBER 30

Net income in the third quarter of 2012 surpassed results for the comparative period in 2011, due to:

- improved gross margins in 2012 due to increased production volumes; and
- net income for the third quarter of 2011 was negatively impacted by the Company's share of the impairment charge recorded in Universal in the amount of \$5,303.

QUARTERS ENDED JUNE 30

Higher shipping volumes in both the Masonry Products and Landscape Products business segments, combined with the increase in production volumes, resulted in a significant improvement in operating results in the second quarter of 2012.

QUARTERS ENDED MARCH 31

Operating results in the first quarter of 2012 improved on the strength of increased revenues in both the Masonry and Landscape Products business segments. Favourable weather conditions in the first quarter of 2012 compared to the same quarter in 2011 contributed to the reduction in operating loss for the three month period ended March 31, 2012.

QUARTERS ENDED DECEMBER 31

Operating results in the fourth quarter of 2011 were negatively impacted by higher manufacturing costs charged against operations due to lower production volumes compared to the same quarter in 2010. These increases were offset in part by higher revenues and lower depreciation expense.

OTHER

Information with respect to 'Changes in Accounting Policies' is contained in the 2011 annual MD&A and in note 3 to the 2011 annual consolidated financial statements included in the Company's 2011 Annual Report. The condensed interim consolidated financial statements for the three and nine months ended September 30, 2012 have been prepared using the same accounting policies applied to the Company's annual consolidated financial statements for the year ended December 31, 2011.

Information with respect to 'Critical Accounting Estimates' is disclosed in the 2011 annual MD&A and in note 3 to the 2011 annual consolidated financial statements included in the Company's 2011 Annual Report. Since the issuance of the 2011 annual MD&A, there have not been any significant changes to the Company's critical accounting estimates.

Information with respect to transactions with related parties in 2012 is disclosed in Notes 5, 6 and 13 to the condensed interim consolidated financial statements for the three and nine months ended September 30, 2012.

Information with respect to transactions with related parties for the year ended December 31, 2011 is disclosed in Notes 11 and 22 to the 2011 annual consolidated financial statements included in the Company's 2011 Annual Report.

The aggregate number of issued and outstanding Class A shares and Class B shares as at September 30, 2012 is disclosed in Note 8 to the condensed interim consolidated financial statements for the three and nine months ended September 30, 2012. There have been no changes to the issued and outstanding shares to the date of the MD&A.

The aggregate number of outstanding stock options as at September 30, 2012 that were fully vested and convertible to Class A shares upon exercise by the option holders

is disclosed in Note 9 to the condensed interim consolidated financial statements for the three and nine months ended September 30, 2012. There have been no changes to the outstanding number of stock options to the date of the MD&A.

Additional information relating to the Company, including the Company's Annual Report and Annual Information Form for the year ended December 31, 2011 and the Management Information Circular issued in connection with the Annual General Meeting of Shareholders held on May 24, 2012 may be found on SEDAR at www.sedar.com.

INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in the Company's internal control over financial reporting during the period ended September 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

OUTLOOK

The Company's Masonry Products and Landscape Products business segments are cyclical. Demand for masonry products fluctuates in accordance with the level of new residential construction as well as industrial, commercial and institutional construction activity. Demand for landscape products fluctuates in accordance with the level of industrial, commercial and institutional construction activity and consumer spending.

Both business segments are seasonal with the Landscape Products business affected by seasonality to a greater degree than the Masonry Products business.

The positive business conditions for the Masonry Products business segment that were seen in the first two quarters of 2012 slowed in the third quarter as many anticipated third quarter projects started earlier in the year due to favourable weather conditions.

The outlook for the final quarter in 2012 is positive as a number of Masonry Products projects are beginning to roll out. Management is optimistic that 2012 annual revenues in this business segment will show good growth over 2011 revenues. These positive results are attributable in part, to 2011 initiatives which included the introduction of new products, changes to marketing and customer service programs, as well as the aforementioned weather conditions.

The Company continues to focus on its concrete block business which commenced operations in April 2011. A number of recent operational changes should help improve this product segment's performance, supported by production efficiencies associated with higher plant capacity utilization levels.

The Company's U.S. markets continue to show gradual growth. However, pricing pressures continue to be an issue, as competing production facilities in the regions operate at well below capacity.

Sales of landscape products are expected to continue growing through the balance of 2012, reflecting the Company's increased market share, expanded product portfolio

and various marketing initiatives that were implemented in the second half of 2011 and into 2012.

The Company will continue to evaluate its investment in Universal based on the decisions made by Universal's management regarding its future.

FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute 'forward-looking statements'. All statements that are not historical facts are forward-looking statements, including, among others, statements regarding the expected repayment of the short-term loan receivable from Universal, forecasts of sufficient cash flows from operations and other sources of financing, anticipated compliance with financial covenants under debt agreements, anticipated sales of masonry and landscape products, and other statements regarding future plans, objectives, results, business outlook and financial performance. There can be no assurance that such forward-looking statements will prove to be accurate.

Such forward-looking statements are based on information currently available to management, and are based on assumptions and analyses made by management in light of its experience and its perception of historical trends, current conditions and expected future developments, including, among others, assumptions regarding pricing, weather and seasonal expectations, production efficiency, and there being no significant disruptions affecting operations or other material adverse changes.

Such forward-looking statements also involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties include, among others: changes in economic conditions, including the demand for the Company's primary products and the level of new home, commercial and other construction; large fluctuations in production levels; fluctuations in energy prices and other production costs; changes in transportation costs; foreign currency exchange and interest rate fluctuations; legislative and regulatory developments; as well as those assumptions, risks, uncertainties and other factors identified and discussed under 'Risks and Uncertainties' in the 2011 annual MD&A included in the Company's 2011 Annual Report and those identified and reported in the Company's other public filings (including the Annual Information Form for the year ended December 31, 2011), which may be accessed at www.sedar.com.

The forward-looking information contained herein is made as of the date hereof. Other than as specifically required by law, the Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL REPORT

Under National Instrument 51-102, Part 4, Subsection 4.3(3)(a), if an auditor has not performed a review of an interim financial report, the interim financial report must be accompanied by a notice indicating that the interim financial report has not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the company have been prepared by and are the responsibility of the company's management.

No auditor has performed a review of these condensed interim consolidated financial statements.

Jeffrey G. Kerbel
President and Chief Executive Officer

Trevor M. Sandler
Vice President, Finance
and Chief Financial Officer

Dated as of the 8th day of November, 2012.

Condensed Interim Consolidated Balance Sheet

| (unaudited)(in thousands of Canadian dollars) | Notes | September 30, 2012 | December 31, 2011 |
|--|-------|-----------------------|----------------------|
| ASSETS | | | |
| Current Assets | | | |
| Cash and cash equivalents | | \$ 1,247 | \$ 1,180 |
| Trade and other receivables | | 13,420 | 9,964 |
| Inventories | | 21,142 | 20,805 |
| Income taxes recoverable | 10 | 274 | 744 |
| Loan receivable | 5, 12 | 1,423 | – |
| Other assets | | 890 | 597 |
| | | 38,396 | 33,290 |
| Non-current assets | | | |
| Property, plant and equipment | 4 | 168,319 | 172,629 |
| Total assets | | \$ 206,715 | \$ 205,919 |
| LIABILITIES | | | |
| Current liabilities | | | |
| Bank operating advances | 6 | \$ 1,500 | \$ 5,147 |
| Trade payables | | 11,911 | 9,026 |
| Income taxes payable | 10 | 2,379 | 829 |
| Current portion of debt | 6, 13 | 11,447 | 3,091 |
| Decommissioning provisions | | 78 | 50 |
| Other liabilities | | 2,322 | 2,010 |
| | | 29,637 | 20,153 |
| Non-current liabilities | | | |
| Non-current portion of debt | 6 | 24,542 | 35,166 |
| Decommissioning provisions | | 954 | 950 |
| Deferred income tax liabilities | 10 | 13,422 | 13,163 |
| Total liabilities | | \$ 68,555 | \$ 69,432 |
| EQUITY | | | |
| Equity attributable to owners of the parent | | | |
| Share capital | 8 | \$ 33,711 | \$ 33,689 |
| Contributed surplus | 9 | 1,894 | 1,801 |
| Accumulated other comprehensive loss | | (3,175) | (1,540) |
| Retained earnings | | 105,719 | 102,527 |
| | | 138,149 | 136,477 |
| Non-controlling interests | | | |
| | | 11 | 10 |
| Total equity | | \$ 138,160 | \$ 136,487 |
| Total liabilities and equity | | \$ 206,715 | \$ 205,919 |

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

Condensed Interim Consolidated Statement of Comprehensive Income (Loss)

| (unaudited)in thousands of Canadian dollars, except per share amounts) | Notes | Three months ended September 30, | | Nine months ended September 30, | |
|--|-------|-------------------------------------|------------|------------------------------------|-------------|
| | | 2012 | 2011 | 2012 | 2011 |
| Revenues | 14 | \$ 27,270 | \$ 26,307 | \$ 74,319 | \$ 60,418 |
| Cost of sales | 4 | 19,813 | 20,597 | 55,943 | 49,611 |
| Selling expenses | | 1,660 | 1,545 | 5,188 | 5,286 |
| General and administrative expenses | | 1,592 | 1,581 | 4,750 | 4,638 |
| Loss (gain) on sale of property, plant and equipment | | 1 | (62) | 56 | (63) |
| Other (income) expense | | (32) | 36 | (43) | 55 |
| Impairment loss on loan receivable | 5 | 260 | – | 622 | – |
| | | 23,294 | 23,697 | 66,516 | 59,527 |
| Operating income | 14 | 3,976 | 2,610 | 7,803 | 891 |
| Finance (expense) income | | | | | |
| Finance costs | 6, 7 | (887) | (1,383) | (2,780) | (3,593) |
| Finance income | | 2 | 5 | 6 | 23 |
| | | (885) | (1,378) | (2,774) | (3,570) |
| Share of loss from investment in Universal Resource Recovery Inc. | 5 | – | (5,840) | – | (7,347) |
| Income (loss) before income taxes | | 3,091 | (4,608) | 5,029 | (10,026) |
| (Provision for) recovery of income taxes | 10 | | | | |
| Current | | (917) | (570) | (1,575) | 126 |
| Deferred | | 41 | 104 | (261) | (139) |
| | | (876) | (466) | (1,836) | (13) |
| Net income (loss) for the period | | \$ 2,215 | \$ (5,074) | \$ 3,193 | \$ (10,039) |
| Net income (loss) attributable to: | | | | | |
| Owners of the parent | | \$ 2,215 | \$ (5,074) | \$ 3,192 | \$ (10,041) |
| Non-controlling interests | | – | – | 1 | 2 |
| Net income (loss) for the period | | \$ 2,215 | \$ (5,074) | \$ 3,193 | \$ (10,039) |
| Other comprehensive income (loss) | | | | | |
| Foreign currency translation | | \$ (1,677) | \$ 4,172 | \$ (1,635) | \$ 2,632 |
| Total comprehensive income (loss) for the period | | \$ 538 | \$ (902) | \$ 1,558 | \$ (7,407) |
| Total comprehensive income (loss) attributable to: | | | | | |
| Owners of the parent | | \$ 538 | \$ (902) | \$ 1,557 | \$ (7,409) |
| Non-controlling interests | | – | – | 1 | 2 |
| Total comprehensive income (loss) for the period | | \$ 538 | \$ (902) | \$ 1,558 | \$ (7,407) |
| Net income (loss) per Class A and Class B share | | | | | |
| Basic | 11 | \$ 0.20 | \$ (0.46) | \$ 0.29 | \$ (0.92) |
| Diluted | 11 | \$ 0.20 | \$ (0.46) | \$ 0.29 | \$ (0.92) |

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

Condensed Interim Consolidated Statement of Changes in Equity

| | Attributable to owners of the parent | | | | | | Total Equity |
|---|--------------------------------------|---------------|---------------------|---|-------------------|------------|--------------|
| | Notes | Share Capital | Contributed Surplus | Accumulated Other Comprehensive Income (loss) | Retained Earnings | Total | |
| (unaudited) (in thousands of Canadian dollars) | | | | | | | |
| Balance – January 1, 2011 | | \$ 33,689 | \$ 1,658 | \$ (2,616) | \$ 112,506 | \$ 145,237 | \$ 112 |
| (Loss) income for the period | | – | – | – | (10,041) | (10,041) | 2 |
| Other comprehensive income (net of taxes, \$nil) | | – | – | 2,632 | – | 2,632 | – |
| Comprehensive income (loss) for the period | | – | – | 2,632 | (10,041) | (7,409) | 2 |
| Share-based compensation | 9 | – | 115 | – | – | 115 | – |
| Balance – September 30, 2011 | | \$ 33,689 | \$ 1,773 | \$ 16 | \$ 102,465 | \$ 137,943 | \$ 114 |
| Balance – January 1, 2012 | | \$ 33,689 | \$ 1,801 | \$ (1,540) | \$ 102,527 | \$ 136,477 | \$ 10 |
| Net income for the period | | – | – | – | 3,192 | 3,192 | 1 |
| Other comprehensive loss (net of taxes, \$nil) | | – | – | (1,635) | – | (1,635) | – |
| Comprehensive (loss) income for the period | | – | – | (1,635) | 3,192 | 1,557 | 1 |
| Issue of Class A Subordinate Voting Shares under the Employee Stock Option Incentive Plan | 8 | 19 | – | – | – | 19 | – |
| Transfer to share capital on exercise of stock options | 8 | 3 | (3) | – | – | – | – |
| Share-based compensation | 9 | – | 96 | – | – | 96 | – |
| Balance – September 30, 2012 | | \$ 33,711 | \$ 1,894 | \$ (3,175) | \$ 105,719 | \$ 138,149 | \$ 11 |

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

Condensed Interim Consolidated Statement of Cash Flows

Nine months ended September 30,

| (unaudited)(in thousands of Canadian dollars) | Notes | 2012 | 2011 |
|---|-------|-----------------|-----------------|
| Cash provided by (used for) | | | |
| Operating activities | | | |
| Net income (loss) for the period | | \$ 3,193 | \$ (10,039) |
| Items not affecting cash and cash equivalents | | | |
| Depreciation | 4 | 5,234 | 5,040 |
| Current income taxes | 10 | 1,575 | (126) |
| Deferred income taxes | 10 | 261 | 139 |
| Loss (gain) on sale of property, plant and equipment | | 56 | (63) |
| Unrealized foreign currency exchange loss (gain) | | 13 | (67) |
| Impairment loss on loan receivable | 5 | 622 | – |
| Loss on derivative financial instrument | | – | 27 |
| Net interest expense | 6 | 2,774 | 3,548 |
| Share of loss from investment in Universal Resource Recovery Inc. | 5 | – | 7,347 |
| Other | | 96 | 115 |
| | | 13,824 | 5,921 |
| Changes in non-cash items | | | |
| Trade and other receivables | | (3,486) | (6,984) |
| Inventories | | (530) | 3,148 |
| Other assets | | (300) | (397) |
| Trade payables | | 2,516 | 78 |
| Income tax credits applied | | 449 | 11 |
| Other liabilities | | 351 | 1,468 |
| | | (1,000) | (2,676) |
| Income tax payments | | (3) | – |
| Payments for decommissioning of assets | | (40) | (59) |
| Cash provided by operating activities | | 12,781 | 3,186 |
| Investing activities | | | |
| Purchase of property, plant and equipment | | (2,220) | (2,484) |
| Loan receivable | 5 | (2,045) | – |
| Advances to Universal Resource Recovery Inc. | 5 | – | (2,725) |
| Proceeds from sale of property, plant and equipment | | 509 | 63 |
| Cash used for investing activities | | (3,756) | (5,146) |
| Financing activities | | | |
| Decrease (increase) in bank operating advances | | (3,647) | 4,558 |
| Payment of term loans | | (1,759) | (1,730) |
| Payment of subordinated secured debentures | 6 | (500) | – |
| Interest paid | 6 | (2,567) | (3,300) |
| Payments on obligations under finance leases | | (415) | (316) |
| Payment of dividends by subsidiary to non-controlling interests | 13 | (75) | – |
| Proceeds from exercise of stock options | 8 | 19 | – |
| Cash used for financing activities | | (8,944) | (788) |
| Foreign exchange on cash held in foreign currency | | (14) | 19 |
| Increase (decrease) in cash and cash equivalents | | 67 | (2,729) |
| Cash and cash equivalents at the beginning of the period | | 1,180 | 5,383 |
| Cash and cash equivalents at the end of the period | | \$ 1,247 | \$ 2,654 |

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

September 30, 2012 (Unaudited – in thousands of Canadian dollars, unless otherwise stated)

1. GENERAL BUSINESS DESCRIPTION

Brampton Brick Limited and its subsidiaries, together referred to as the (“Company”) primarily manufacture and sell masonry and landscape products. The Company has clay brick manufacturing plants located in Brampton, Ontario and in Farmersburg, Indiana. Plants located in Markham, Milton and Brampton, Ontario and in Wixom, Michigan manufacture concrete products. Brampton Brick Limited is incorporated and domiciled in Canada. The address of its registered office is 225 Wanless Drive, Brampton, Ontario.

The Company’s Class A Subordinate Voting shares (“Class A shares”) trade on the Toronto Stock Exchange under the ticker symbol “BBL.A”. The Company’s Class B Multiple Voting shares (“Class B shares”) do not trade on any public market.

2. BASIS OF PREPARATION

These condensed interim consolidated financial statements as at September 30, 2012 and for the three and nine month periods ended September 30, 2012 and 2011 are unaudited and include all adjustments that management considers necessary for a fair presentation in accordance with IAS 34 *Interim Financial Reporting*. The Company’s business is seasonal. Results for the three and nine month periods ended September 30, 2012 are not necessarily indicative of results for the full fiscal year or any other future period.

These condensed interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company’s annual consolidated financial statements. The condensed interim consolidated financial information has been prepared using the same accounting principles as applied to the Company’s annual consolidated financial statements for the year ended December 31, 2011.

STATEMENT OF COMPLIANCE

These condensed interim consolidated financial statements as at September 30, 2012 and for the three and nine month periods ended September 30, 2012 and 2011 have been prepared in accordance with IAS 34 *Interim Financial Reporting*.

These condensed interim consolidated financial statements were approved by the Board of Directors on November 8, 2012.

3. ACCOUNTING STANDARDS ISSUED BUT NOT YET APPLIED

Unless otherwise noted, the following revised standards and amendments are effective for annual periods beginning on or after January 1, 2013 with early application permitted. These standards have been evaluated and are not expected to have a significant impact on the consolidated financial statements. The Company has not determined whether it will early adopt them.

Effective for years beginning on or after January 1, 2015, IFRS 9, *Financial Instruments* (“IFRS 9”) issued by the IASB in November 2009 addresses classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39, *Financial Instruments: Recognition and Measurement* (“IAS 39”) for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments. Such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent that they do not clearly represent a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

Effective for years beginning on or after July 1, 2012, IAS 1 *Presentation of Financial Instruments* requires an entity to separate items presented in Other comprehensive income (loss) ("OCI") into two groups, based on whether or not they may be recycled to profit or loss in the future. Items that will not be recycled will be presented separately from items that may be recycled in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately.

IFRS 10 *Consolidated Financial Statements* ("IFRS 10"), requires an entity to consolidate an investee when it has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, *Consolidation – Special Purpose Entities* and parts of IAS 27, *Consolidated and Separate Financial Statements*.

IFRS 11 *Joint Arrangements* ("IFRS 11"), requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, *Interests in Joint Ventures*, and SIC-13, *Jointly Controlled Entities – Non-monetary Contributions by Venturers*.

IFRS 12 *Disclosure of Interests in other entities* ("IFRS 12"), establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates, and unconsolidated structured entities. The standard carries forward existing disclosures and also introduces significant additional disclosure that address the nature of, and risks associated with, an entity's interests in other entities.

IFRS 13 *Fair value measurement and disclosure requirements* ("IFRS 13"), is a comprehensive standard for fair value measurement and disclosure for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and does not always reflect a clear measurement basis or consistent disclosures.

There have been amendments to existing standards, including IAS 27, *Separate Financial Statements* ("IAS 27"), and IAS 28, *Investments in Associates and Joint Ventures* ("IAS 28"). IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 13.

The amendments to IAS 32, *Financial Instruments – Presentation* ("IAS 32") clarify the meaning of the phrases 'currently has a legally enforceable right of set-off' and 'simultaneous realization and settlement'. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014, with retrospective application required.

Notes to Condensed Interim Consolidated Financial Statements

The amendments to IFRS 7, *Financial Instruments – Disclosures* ("IFRS 7") requires entities to disclose information about rights of offset and related arrangements for financial instruments under an enforceable master netting agreement or similar arrangement. The amendments to IFRS 7 are required for annual periods beginning on or after January 1, 2013 and interim periods within those annual periods. The disclosures should be provided retrospectively for all comparative periods.

IFRIC 20, *Stripping costs in the production phase of a surface mine* ("IFRIC 20"), applies to waste removal costs that are incurred in surface mining activity during the production phase of the mine. Under this interpretation, the costs from this waste removal activity ("stripping") which provide improved access to shale is recognized as a non-current asset when certain criteria are met, whereas the costs of normal ongoing operational stripping activities are accounted for in accordance with IAS 2 *Inventories*. The stripping activity asset is accounted for as an addition to, or as an enhancement of, an existing asset and classified as tangible or intangible according to the nature of the existing asset of which it forms part.

4. PROPERTY, PLANT AND EQUIPMENT

| | Land and Land Improvements | Buildings | Machinery and Equipment | Mobile Equipment | Total |
|---|----------------------------|------------------|-------------------------|------------------|-------------------|
| As at December 31, 2011 | | | | | |
| Cost | 77,258 | 31,694 | 125,471 | 5,594 | 240,017 |
| Accumulated depreciation and impairment loss | (12,709) | (10,913) | (40,020) | (3,746) | (67,388) |
| Net book value | \$ 64,549 | \$ 20,781 | \$ 85,451 | \$ 1,848 | \$ 172,629 |
| For the nine months ended September 30, 2012 | | | | | |
| Additions | 864 | 591 | 1,004 | 487 | 2,946 |
| Disposals | – | (15) | (484) | (51) | (550) |
| Depreciation for the period | (459) | (672) | (3,399) | (704) | (5,234) |
| Foreign exchange differences | (200) | (267) | (1,058) | 53 | (1,472) |
| | 205 | (363) | (3,937) | (215) | (4,310) |
| As at September 30, 2012 | | | | | |
| Cost | 77,847 | 31,904 | 124,401 | 5,757 | 239,909 |
| Accumulated depreciation and impairment loss | (13,093) | (11,486) | (42,887) | (4,124) | (71,590) |
| Net book value | \$ 64,754 | \$ 20,418 | \$ 81,514 | \$ 1,633 | \$ 168,319 |

For the three months ended September 30, 2012, depreciation expense totaled \$1,745 (September 30, 2011 – \$1,607) of which \$1,679 (September 30, 2011 – \$1,531) was included in Cost of sales and \$66 (September 30, 2011 – \$76) was included in General and administrative expenses.

For the nine month period ended September 30, 2012, depreciation expense totaled \$5,234 (September 30, 2011 – \$5,040) of which \$5,033 (September 30, 2011 – \$4,860) was included in Cost of sales, and \$201 (September 30, 2011 – \$180) was included in General and administrative expenses.

Mobile equipment and machinery and equipment includes the following amounts acquired by means of finance leases:

| | September 30, 2012 | December 31, 2011 |
|--------------------------|--------------------|-------------------|
| Cost – finance leases | \$ 4,946 | \$ 4,934 |
| Accumulated depreciation | (3,445) | (3,171) |
| Net book value | \$ 1,501 | \$ 1,763 |

5. INVESTMENT IN UNIVERSAL RESOURCE RECOVERY INC. (“UNIVERSAL”)

Universal is a joint venture which is accounted for by the Company using the equity method of accounting. The carrying value of the investment in Universal on the consolidated balance sheet is increased by advances from the Company and is increased or decreased by the Company’s share of profit or loss of Universal. If the Company’s share of losses equals or exceeds the carrying value of the investment in Universal, the Company does not recognize further losses, unless it had incurred legal or constructive obligations or made payments on behalf of Universal, of which there were none as at December 31, 2011 and as at September 30, 2012.

Universal suspended its commercial operations in June 2011. As at December 31, 2011, the carrying value of the investment in Universal on the Company’s consolidated balance sheet was reduced to zero due to losses incurred from Universal’s operations. Consequently, losses totaling \$1,791, which exceeded the carrying value of the Universal investment as at December 31, 2011, were not recognized by the Company.

For the third quarter of 2012, Universal continued to incur certain fixed costs, including interest on debt and facility occupancy costs amounting to \$215. This increased the total of the unrecognized losses for the nine month period in 2012 to \$574. The Company’s total share of cumulative unrecognized losses increased to \$2,365 as at September 30, 2012.

For the third quarter of 2011, the Company’s share of loss from Universal totaled \$5,840. This loss comprised of an operational loss of \$537 and an impairment charge of \$5,303, increasing the share of loss from the Company’s investment in Universal for the nine months ended September 30, 2011 to \$7,347.

Effective January 1, 2012, management of Universal committed to an active program to locate a buyer for the sale of assets held in Universal. Although it is expected that the sale will be recognized within one year from the date of classification of assets as ‘held for sale’, events beyond management’s control may cause a delay in the sale of these assets. Management remains committed to its plan to sell the assets in Universal.

For the three months ended September 30, 2012, advances from the Company to Universal relating to the short-term loan receivable amounted to \$705, increasing the total advanced to \$2,045 for the nine month period ended September 30, 2012. These advances were classified as a short-term loan receivable as management believes the Company will be repaid from the sale proceeds of Universal’s assets following the settlement of Universal’s senior ranking claims. In relation to this short-term loan receivable, the Company has registered, as security, a mortgage on Universal’s property located in Welland, Ontario, behind the bank’s security. This short-term loan receivable was used by Universal primarily to fund its scheduled bank debt repayments, which amounted to \$1,326 for the nine months ended September 30, 2012, as well as for debt financing expenses and certain fixed facility occupancy costs.

Universal’s continuing financial difficulties indicated a potential impairment of the Company’s short-term loan receivable. Due to increasing liquidity requirements in Universal

Notes to Condensed Interim Consolidated Financial Statements

as at September 30, 2012, an impairment analysis was performed to ascertain the fair value of this loan. An assessment of the present value of estimated future cash flows concluded that the carrying value exceeded its net recoverable value. Accordingly, for the three month period in 2012, an impairment loss of \$260 was recorded by the Company. This increased the total impairment loss to \$622 for the nine month period in 2012. This loss reduced the Company's short-term loan receivable to its fair value of \$1,423 as at September 30, 2012.

The Company will continue to fund its share of Universal's cash requirements until proceeds from the sale of Universal's assets are realized.

The Company's investment in Universal is accounted for on the equity basis, as follows:

| | September 30, 2012 | December 31, 2011 |
|--------------------------------------|--------------------|-------------------|
| | \$ | \$ |
| Investment – beginning of the period | – | 5,562 |
| Shareholder advances | – | 3,295 |
| Share of loss | – | (8,857) |
| Investment – end of the period | – | – |

The Company's share of letters of credit issued by Universal's banker with respect to its operations was \$385 at September 30, 2012 (December 31, 2011 – \$417). The Company and the joint venture partner have each provided a guarantee up to the amount of \$6,500 to Universal's banker as additional security for Universal's credit facilities.

6. BANK OPERATING ADVANCES AND DEBT

On October 4, 2011, the Company replaced its \$15,000 operating credit facility with a new facility from a Canadian bank. The new facility provides for borrowings up to \$20,000 based on margin formulae for trade receivables and inventories, less priority claims and the mark-to-market exposure on swap contracts, if applicable. It is a demand facility secured primarily by trade receivables and inventories of the Company's Masonry Products and Landscape Products business segments in Canada and the U.S. The new agreement also contains certain financial covenants. As at September 30, 2012, the Company is in compliance with all the financial covenants.

As at September 30, 2012, the borrowing limit was \$19,066 and the utilization was \$1,744, by way of a combination of: \$1,500 for bankers acceptance, 30 day note; and \$244 for outstanding letters of credit. As at September 30, 2012, there was no balance outstanding on the current account overdraft.

The rate of interest on the bankers acceptance note is based on prevailing bankers acceptance rates plus a credit spread of 2.00%. The rate of interest on the current account overdraft, if any, is based on the Canadian bank prime rate plus a credit spread of 0.75%.

On February 26, 2010, the Company completed a subordinated secured debenture financing in the amount of \$9,000 at an effective interest rate of 11.89%. The debentures are secured by a second ranking security interest in the Company's real estate and production equipment utilized in the Masonry Products and Landscape Products business segments in Ontario. Substantially all of these debentures were acquired by insiders of the Company or by persons associated with or related to them.

The Company redeemed a subordinated secured debenture amounting to \$500 during the quarter. This amount was paid to a debenture holder in August 2012. The balance of the debentures in the principal amount of \$8,500, classified as current liabilities, were redeemed in October 2012. The payment was funded from the Company's operating credit facility.

7. DERIVATIVE FINANCIAL INSTRUMENT

Changes in the fair value of the interest rate swap were reflected in the prior period earnings. The Company settled the interest rate swap contract on October 3, 2011 in the amount of \$1,459. For the three and nine month periods ended September 30, 2011, a loss of \$190 and \$27 respectively, were recorded on the interest rate swap contract.

8. SHARE CAPITAL

The authorized capital of the Company consists of an unlimited number of Preference shares, Class A shares and Class B shares. The Class B shares are convertible into Class A shares on a share-for-share basis at any time. Class A shares may be converted into Class B shares in certain circumstances in connection with a takeover bid. Class A shareholders are entitled to one vote per share and Class B shareholders are entitled to ten votes per share at any meeting of shareholders. The shares issued do not have a specified par value.

During the current quarter, 3,800 stock options were exercised at an average exercise price of \$4.94. Proceeds from the issue of an equal number of Class A shares amounted to \$19.

As at September 30, 2012, issued and outstanding share capital consisted of 9,201,723 Class A shares (December 31, 2011 – 9,197,923) and 1,738,631 Class B shares (December 31, 2011 – 1,738,631).

9. SHARE-BASED COMPENSATION

At the Annual General Meeting of Shareholders held on May 24, 2012, shareholders approved an additional 600,000 Class A shares to be reserved for issuance pursuant to the terms of the Brampton Brick Limited Stock Option Incentive Plan ("the Plan"). Under the Plan, the Company may grant stock options to the directors, officers and full-time employees of the Company and its subsidiaries up to an aggregate of 1,680,965 (2011 – 1,080,965) Class A shares. The exercise price of each stock option is equal to the volume weighted average trading price of the Company's Class A shares for the five trading days immediately preceding the date of the grant and the maximum term of each option is ten years. As at September 30, 2012, a total of 607,865 (December 31, 2011 – 170,865) stock options were available for grant under the Plan.

The Company granted stock options to nine executive officers and two employees of the Company on March 30, 2012 and to all non-management directors of the Company on June 4, 2012. Each option vested 20% on the date immediately following the date of the grant and an additional 20% shall vest on each anniversary thereof until fully vested.

| Date of grant | June 4, 2012 | March 30, 2012 |
|--|--------------|----------------|
| Number of options granted | 38,000 | 142,500 |
| Market price | \$ 4.61 | \$ 3.60 |
| Fair value of each stock option granted | \$ 0.92 | \$ 0.54 |
| Assumptions: | | |
| Risk-free interest rate | 1.5% | 1.8% |
| Expected life | 7.9 years | 7.9 years |
| Volatility (determined by reference to historically observed prices of the Class A shares) | 32% | 29% |
| Expected dividend yield | 4.3% | 5.5% |
| Expected forfeitures | Nil | Nil |

Notes to Condensed Interim Consolidated Financial Statements

The total compensation cost charged against income for the three and nine months ended September 30, 2012 with respect to all stock options granted was \$26 and \$96, (2011 – \$29 and \$115) respectively.

At September 30, 2012, an aggregate of 842,600 (2011 – 690,900) stock options were outstanding, of which 573,100 (2011 – 479,900) were fully vested and exercisable by the holders thereof at a weighted average exercise price of \$9.44 (2011 – \$10.45) per share.

10. INCOME TAX

The Company computes an income tax provision in each of the jurisdictions in which it operates. However, actual amounts of income tax expense only become final upon filing and acceptance of the tax return by the relevant authorities, which occur subsequent to the issuance of the financial statements. Additionally, estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the ability to use the underlying future tax deductions before they expire against future taxable income. The assessment is based upon existing tax laws and estimates of future taxable income. To the extent estimates differ from the final tax return, earnings would be affected in a subsequent period. The taxable income is subject to income tax rates ranging from 25.0% - 28.3% in the Canadian jurisdictions and from 34.0% - 39.5% in the U.S. jurisdictions.

In interim periods, the income tax provision is based on actual earnings by jurisdiction. The Company's consolidated effective income tax rate was 36.5% for the nine months ended September 30, 2012. The Company has not recorded a deferred tax asset with respect to the potential future income tax benefit pertaining to the losses incurred by its U.S. operations.

11. EARNINGS (LOSS) PER SHARE

Earnings (loss) per share is calculated on net income (loss) attributable to the parent using the weighted average number of shares outstanding for the period. The diluted earnings (loss) per share is calculated to reflect the dilutive effect of the exercise of the outstanding stock options on net income (loss) per share.

The weighted average number of Class A and Class B shares outstanding utilized in the calculations of earnings per share is as follows:

| Net income (loss) from operations | Three months ended September 30 | | | | | |
|--|---------------------------------|---|-----------------------|---------|---|-------------------|
| | 2012 | | | 2011 | | |
| | Net income \$ | Weighted average number of shares (thousands) | Earnings per share \$ | Loss \$ | Weighted average number of shares (thousands) | Loss per share \$ |
| Basic earnings (loss) attributable to owners of the parent | 2,215 | 10,937 | 0.20 | (5,074) | 10,937 | (0.46) |
| Dilutive effect of options ⁽¹⁾ | – | 84 | (0.00) | – | – | 0.00 |
| Diluted earnings (loss) per share | 2,215 | 11,021 | 0.20 | (5,074) | 10,937 | (0.46) |

(1) Excludes the effect of 480,900 options (2011 – 690,900) to purchase Class A shares that are anti-dilutive.

| Nine months ended September 30 | | | | | | |
|--|---------------|---|-----------------------|----------|---|-------------------|
| Net income (loss) from operations | 2012 | | | 2011 | | |
| | Net income \$ | Weighted average number of shares (thousands) | Earnings per share \$ | Loss \$ | Weighted average number of shares (thousands) | Loss per share \$ |
| Basic earnings (loss) attributable to owners of the parent | 3,192 | 10,937 | 0.29 | (10,041) | 10,937 | (0.92) |
| Dilutive effect of options ⁽¹⁾ | – | 18 | 0.00 | – | – | 0.00 |
| Diluted earnings (loss) per share | 3,192 | 10,955 | 0.29 | (10,041) | 10,937 | (0.92) |

(1) Excludes the effect of 683,181 options (2011 – 551,697) to purchase Class A shares that are anti-dilutive.

12. COMMITMENTS AND CONTINGENCIES

As at September 30, 2012, the Company had capital expenditure commitments to suppliers totaling \$1,396.

The Company normally enters into supply and transportation contracts for natural gas to cover future requirements. As at September 30, 2012, the Company has contracted for most of the balance of its estimated 2012 natural gas supply requirements at an aggregate estimated cost of \$433, none of which was at fixed prices, and for most of the balance of its estimated 2012 transportation requirements at an aggregate estimated cost of \$216, of which 29% was at fixed prices. The potential unrealized loss on the fixed price contracts was approximately \$24 (2011 – unrealized loss of \$17), which was not taken to income since these are supply contracts that will be charged to operations in the period the gas is consumed.

Letters of credit are issued by the Company's banker to provide security to certain service providers and in connection with certain governmental operating permits. The aggregate amount of letters of credit outstanding as at September 30, 2012 was \$244 (December 31, 2011 – \$229).

Guarantees and letters of credit provided by the Company with respect to its interest in Universal are described in note 5.

The Company is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position or liquidity.

13. RELATED PARTY TRANSACTIONS

The Company has determined which of its customers are related to the Company via common directors or shareholders. Sales to these customers are made under competitive terms and conditions. These customers accounted for 4.0% (2011 – 2.8%) of revenues in aggregate for the three month period and 5.1% (2011 – 3.4%) for the nine month period ended September 30, 2012. Trade receivables from these parties amounted to \$114 as at September 30, 2012 (December 31, 2011 – nil).

Purchases from related parties amounted to \$73 (2011 – \$59) for the three month period and \$157 (2011 – \$168) for the nine month period ended September 30, 2012. Trade payables to these parties amounted to \$20 as at September 30, 2012 (December 31, 2011 – \$48).

Dividends paid to a director of a subsidiary company during the first quarter of 2012 amounted to \$75 (2011 – \$nil).

Notes to Condensed Interim Consolidated Financial Statements

All related party transactions are accounted for at the exchange amount which is the amount of consideration established and agreed to by the related parties.

Other related party transactions have been described in notes 5 and 6.

14. OPERATING SEGMENTS

The Company considers that for purposes of operating decision making and assessing performance it operates within two dominant business segments: Masonry Products and Landscape Products.

MASONRY PRODUCTS

Manufacture of clay brick and a range of concrete masonry products including stone veneer, concrete brick and block for use in residential construction and institutional, commercial and industrial building projects.

LANDSCAPE PRODUCTS

Manufacture of concrete paving stones, retaining walls, garden walls and sales of accessory products for use in residential construction and institutional, commercial and industrial building projects.

Other operating loss relates to the impairment loss on the short-term loan receivable from Universal.

Segmented information, with comparative information for 2011, is as follows:

| | Three months ended September 30 | | Nine months ended September 30 | |
|--|------------------------------------|----------------|-----------------------------------|----------------------------|
| | 2012 \$ | 2011 \$ | 2012 \$ | 2011 \$ |
| i) Revenues | | | | |
| Masonry Products | 18,581 | 17,794 | 54,009 | 43,014 |
| Landscape Products | 8,689 | 8,513 | 20,310 | 17,404 |
| Revenues | 27,270 | 26,307 | 74,319 | 60,418 |
| ii) Operating income (loss) | | | | |
| Masonry Products | 3,207 | 1,165 | 7,100 | 728 |
| Landscape Products | 1,029 | 1,445 | 1,325 | 163 |
| Other | (260) | – | (622) | – |
| Operating income | 3,976 | 2,610 | 7,803 | 891 |
| Finance costs | (887) | (1,383) | (2,780) | (3,593) |
| Finance income | 2 | 5 | 6 | 23 |
| Share of loss from investment in Universal Resource Recovery Inc. | – | (5,840) | – | (7,347) |
| Income taxes | (876) | (466) | (1,836) | (13) |
| Net income (loss) for the period | 2,215 | (5,074) | 3,193 | (10,039) |
| | | | September 30, 2012 \$ | December 31, 2011 \$ |
| iii) Total assets | | | | |
| Masonry and Landscape Products | | | 204,408 | 204,961 |
| Other | | | 2,307 | 958 |
| Total assets | | | 206,715 | 205,919 |