



SECOND QUARTER 2007

Management's Discussion and Analysis



*The following Management's Discussion and Analysis ("MD&A") provides discussion and analysis of the three months ended June 30, 2007 and 2006, and should be read in conjunction with the unaudited consolidated financial statements as at and for the three months ended June 30, 2007, and should also be read in conjunction with the audited consolidated financial statements and the MD&A for Zedi Inc. (the "Company" or "Zedi") for the year ended December 31, 2006*

*The annual consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). The Company reports on certain non-GAAP measures that are used by management to evaluate performance of the business. Because non-GAAP measures do not have a standardized meaning, securities regulators require that non-GAAP measures be clearly defined and qualified, reconciled to their nearest GAAP measure and be given no more prominence than the closest GAAP measure. For the reader's reference, the definition, calculation and reconciliation of non-GAAP measures is provided in section 13: Reconciliation of Non-GAAP Measures.*

*Additional information is available on the Company's website ([www.zedi.ca](http://www.zedi.ca)) and all previous public filings, including the annual information form (AIF), are available through SEDAR ([www.sedar.com](http://www.sedar.com)).*

### **Forward-Looking Statements**

Certain statements contained in this MD&A constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements other than statements of historical fact may be forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon.

## MANAGEMENT'S DISCUSSION AND ANALYSIS CONTENTS

Section	Contents
<b>1 Business Overview</b>	A description of the business of the Company.
<b>2 Corporate Vision and Strategy</b>	A description of the corporate vision and strategy and comment on recent activities furthering its vision and strategy.
<b>3 Key Performance Indicators</b>	A description of the Company's key performance indicators and their relationship to corporate strategy.
<b>4 Overall Performance</b>	A summary of the second quarter 2007 consolidated results and key events during the quarter.
<b>5 Selected Annual &amp; Quarterly Information</b>	A summary of selected quarterly financial information and comments on trends of the information.
<b>6 Results of Operations</b>	A detailed discussion of operating results.
<b>7 Financial Condition</b>	A discussion of significant changes in the balance sheet from the end of the last reported period.
<b>8 Liquidity and Capital Resources</b>	A discussion of cash flow, liquidity, credit facilities and other disclosures.
<b>9 Critical Accounting Estimates</b>	A description of accounting estimates, which are critical to determining financial results.
<b>10 Disclosure Controls and Internal Controls</b>	An assessment of the corporation's disclosure controls and internal controls and review of any changes.
<b>11 Outlook</b>	A discussion of the outlook for the Company's performance over the next year.
<b>12 Business Risks and Uncertainty</b>	A discussion of risks and uncertainties that may affect the business of the Company.
<b>13 Reconciliation of Non-GAAP Measures</b>	A description, calculation and reconciliation of certain non-GAAP measures used by management.

## **1 Business Overview**

Zedi™ specializes in production operations management, delivering systems and services that help oil and gas producers to better manage people, assets and information. We help our customers increase earnings and decrease operating costs, through improved utilization of assets. In addition, our solutions and services help our customers mitigate compliance risk.

Established in 1987, Zedi has over 240 upstream, midstream and oilfield services customers who are primarily located in Western Canada. Zedi monitors over 7,600 wells and manages over 100,000 assets with our solutions that are delivered through five lines of business:

- a. *Zedi Fixed Asset Management™* – the business of maximizing the utilization and effectiveness of fixed assets used during production operations, plus meeting compliance standards, all delivered through Roughneck™.
- b. *Zedi Health, Safety & Environment™* – the business of tracking, reporting, managing, and communicating HS&E programs to ensure a safe work environment and regulatory compliance, delivered through our Roughneck application.
- c. *Zedi Surveillance™* – the business of monitoring, collecting, and digitizing high quality data at the source, delivered with Smart-Alek®, Zedi SCADA™, Smart-Skid™ and MTRAC®.
- d. *Zedi Production Optimization™* – the business of analyzing the data collected and taking action to impact operations in order to improve hydrocarbon production, and is delivered to our customers through our secure online Internet portal, [www.zedi.ca](http://www.zedi.ca), and with our Zedi SCADA and embedded MTRAC offerings.
- e. *Zedi Production Volume Measurement™* – the business of web-based, on demand, production and revenue accounting, delivered through our PetroNet™ application.

## **2 Corporate Vision and Strategy**

The vision of Zedi is to be a global leader in the management of decentralized production operations through continued focus on:

- a. *People* – Zedi will partner with its employees to promote their personal development, growth and success and together they achieve and share the benefits of corporate success.
- b. *Customers* – With a primary view toward improving customer earnings, Zedi will structure all of its customer interactions to deliver a personal experience that positively addresses customer needs, enabling them to achieve greater success.
- c. *Data* – Zedi will deliver and further develop products and services that add to the quality and quantity of well and field operation data and increase its value by transforming it to information.
- d. *Open Interface* – Zedi will leverage the high data value through developing the FINE® system, Zedi's intelligent network, to be vendor neutral, seeking to be an industry standard and enabling broad surveillance inputs and application extractions through an open interface.
- e. *Execution* – Zedi will balance near term returns with long term wealth by focusing on market sectors that it can dominate and by making pragmatic decisions that maximize shareholder return.

### **3 Key Performance Indicators**

Zedi monitors a number of key performance indicators including those set out below (see *selected quarterly information table for past eight quarters in section 5*). In addition, Zedi tracks a number of customer specific indicators:

- a. *RECURRING REVENUE AS A PERCENTAGE OF OPERATIONS AND SG&A*  
Growth of this indicator ensures that our decisions and actions are supporting a strategy of building a significant foundation of recurring revenue in relation to the size of the operations. This also serves to measure our success in structuring our operations on a scalable basis.
- b. *RECURRING REVENUE AS A PERCENTAGE OF TOTAL CASH EXPENDITURES*  
This indicator combines the investment in R&D and capital assets with the operating expenses to monitor the scalability of the business model with operating and investing activities combined.
- c. *TOTAL REVENUE*  
This measure is an overall indication of our success and progress toward achieving a dominant position in the marketplace.
- d. *PERCENT GROSS MARGIN*  
This serves to measure our success in developing and delivering our products and services efficiently and on a scalable basis.
- e. *INCOME PER SHARE*  
As a primary measure of return to shareholders, this measure also ensures the acquisitions we make are accretive to shareholders.

### **4 Overall Performance**

#### **4.1 Materiality for Disclosure**

Management determines whether or not information is “material” based on whether it believes a reasonable investor’s decision to buy, sell or hold securities in the Company would be significantly influenced or changed if the information were omitted or misstated.

## **4.2 Events or Activities Impacting the Business in the Second Quarter of 2007**

Activities that took place during Q2 of 2007 that will have both short and long term impact include:

- The restructuring of our executive leadership team in line with our strategic direction and in a continuing drive to position the organization for long term success.
- Focus on international expansion. Zedi has been exploring options for international expansion over the last two years. One of the key shifts in the restructuring of the executive team was to create a portfolio that is primarily focused on international expansion. Although there are no international revenues budgeted for 2007, we believe the international market has the potential to contribute in a significant way to both revenues and earnings.
- Increased activity and focus on business development. A highly qualified and experienced executive joined Zedi to lead our Corporate Development initiatives with specific focus on mergers & acquisitions, government relations and educational institutions.
- Continued downturn in industry activity related to natural gas drilling. Actions taken to buffer Zedi from cyclical industry conditions were not as effective as expected, resulting in weaker performance in Q2.
- Delay in the rollout of our retrofit strategy. With the delayed launch of a targeted retrofit strategy, sales remained tied to drilling activity which continues to be reduced year over year, revenues were negatively impacted. The retrofit strategy has now been rolled out and is expected to positively impact revenues going forward.
- Expanded oil solution not complete. The launch of Zedi SCADA marked the initial entry into the oil market. True penetration will come as a result of an expanded oil solution that delivers higher value to producers and the development and launch did not take place as planned in Q2.
- Industry acceptance of Zedi's Smart-Skid solution continues to grow. Increased focus and campaigns around the Smart-Skid product received positive results from our customers although lower margins on Smart-Skid impacted overall margins.
- Normal Course Issuer Bid announced May 14, 2007. Zedi announced the intent to purchase up to 5% of the total outstanding common shares on the open market and exercised the right to purchase as allowed under the terms of the Normal Course Issuer Bid.

## **4.3 Impact of Stock-Based Compensation on Reported Results**

Throughout this MD&A the Company will at times describe or discuss results with Stock-based compensation not included. The following information will provide readers of our financial statements with an opportunity to fully understand the impact of stock-based compensation on results and to provide context for the Company's discussion of results with stock-based compensation excluded.

The Company currently has three forms of stock-based compensation: stock options, deferred share units and restricted share units.

### **Stock Options**

The shareholders of the Company approve the stock option plan each year at the AGM. The current plan authorizes the Board of Directors of the Company to grant options numbering up to 10% of the number of issued and outstanding shares, which structure has remained unchanged since the Company's initial public offering. As an important part of the Company's compensation strategy options are granted annually to all employees to recruit and retain the best talent. All options are granted at market price on the date of grant, vest in thirds on the first three anniversaries from the date of grant and expire in thirds on the second third and fourth anniversaries. This results in a rolling plan with options expiring each year and new ones being granted at market prices at that time.

The following table shows the status of stock options outstanding for the first two quarters of 2007 and for the year 2006:

	June 30, 2007		December 31, 2006	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Outstanding, beginning of year	10,222,763	\$ 1.33	9,143,357	\$ 1.41
Granted	-	-	4,306,496	1.02
Exercised	(232,678)	0.41	(1,804,147)	0.44
Expired/cancelled	(154,255)	1.67	(1,422,943)	1.92
Outstanding, end of period	9,835,830	\$ 1.35	10,222,763	\$ 1.33
Options exercisable, end of period	2,961,279		2,471,986	

Exercise Prices	Number Outstanding	Options Outstanding		Options Exercisable	
		Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$0.00-\$0.20	-	-	\$0.00	-	\$0.00
\$0.21-\$0.49	277,691	0.6 yrs	\$0.42	277,691	\$0.42
\$0.50-\$1.00	3,423,249	3.5 yrs	\$0.91	3,334	\$0.62
\$1.01-\$2.00	4,904,991	2.3 yrs	\$1.47	1,659,208	\$1.47
\$2.01-\$2.88	1,229,899	1.5 yrs	\$2.32	1,021,046	\$2.31
\$0.20 - \$2.88	9,835,830	2.5 yrs	\$1.35	2,961,279	\$1.66

#### Deferred Share Units

A deferred share unit is compensation paid in the form of a right to a share that is not received until the occurrence of a future event. The Company currently offers to directors an option to receive compensation for directors' fees either in cash or deferred share units. Directors' fees are currently \$18,000 per year.

#### Restricted Share Units

A restricted share unit is compensation paid in the form of a right to a share that is not received until a later date.

#### Stock-based Compensation Expense

The total of the stock-based compensation expense for Q2 2007 was \$500,178, which is broken down in the table below.

The portion of the expense related to stock options is calculated using the Black-Scholes option pricing model at the time the options are granted. The model incorporates an historical volatility analysis to determine valuation. Historical volatility may or may not be a reliable indication of future volatility. Although the expense is calculated at the time options are granted, it is reported over the

vesting period for the options. The Company's standard vesting period is three years in which case the expense will be reported proportionately in each of the next 12 quarters from the date of grant.

The following table shows the breakdown of the stock-based compensation expense reported in Q2 2007.

<b>Annual Option Grant Date</b>	<b>Number of options outstanding as at June 30, 2007</b>	<b>Exercise Price</b>	<b>Expensed in Q2 2007</b>	<b>Remaining to be expensed in future periods</b>
January 29, 2004	277,691	\$0.42	\$ -	\$ -
January 6, 2005	1,155,562	\$2.30	57,931	120,955
November 1, 2005 <sup>1</sup>	3,811,334	\$1.46	230,706	1,242,264
December 13, 2006	3,419,915	\$0.91	117,528	1,158,491
Various dates <sup>2</sup>	1,171,328	\$1.51 <sup>3</sup>	95,230	349,542
Option Totals	9,835,830		\$501,395	\$ 2,871,252
<b>DSU Grant Date</b>	<b>Number of DSUs as at June 30, 2007</b>	<b>Price</b>	<b>Expensed in Q2 2007</b>	<b>Remaining to be expensed in future periods.</b>
June 30, 2006	2,143	\$0.81	\$ (343)	-
September 29, 2006	3,879	\$0.81	(621)	-
December 31, 2006	1,579	\$0.81	(253)	-
September 25, 2006	250,000	\$1.16	-	-
DSU Totals	257,601	\$0.81	\$ (1,217)	-
<b>RSU Grant Date</b>	<b>Number of RSUs as at June 30, 2007</b>	<b>Price</b>	<b>Expensed in Q2 2007</b>	<b>Remaining to be expensed in future periods.</b>
September 25, 2006	400,000	\$1.16	-	-
RSU Totals	400,000	\$1.16	-	-
All stock-based compensation totals			\$500,178	

<sup>1</sup> The timing of the annual grant was shifted from the beginning of the year to the fall board meeting to align with annual compensation program reviews.  
<sup>2</sup> There are some options granted in between the annual grants related to new hires during the year or staff added through acquisitions.  
<sup>3</sup> This is the weighted average exercise price.

## Discussion of Performance Results Excluding the Stock-based Compensation Expense

Significant historical share price volatility has impacted the valuation of stock options for the purpose of recording of a stock-based compensation expense. A number of options that have already been expensed have in fact expired without being exercised and all of the options that were expensed in the second quarter of 2007 remain significantly out of the money. The expensed options do not impact cash flow or the operations of the Company. From the table above the reader can assess the specific options that the expense relates to, a significant portion of the expense being for options that are significantly out of the money and some of which having already expired. Therefore, the Company will at times discuss the performance of the Company with this expense excluded (a reconciliation to the nearest GAAP measure is provided in section 13).

Although there is no cash impact from stock-based compensation the Company recognizes there is a dilutive effect and therefore the Company believes that "earnings per share fully diluted" is a reliable method of measuring value with the impact of stock-based compensation taken into account. Where the Company discusses a result with stock-based compensation not included it also discusses the result including stock-based compensation so that the reader can accurately assess the performance of the Company.

### **4.4 Consolidated Highlights**

(\$ in thousands except per-share amounts)	Three Months ended June 30			
	2007	2006	Change	% Change
Revenue	4,870	8,276	(3,406)	(41%)
Gross Profit	2,400	3,547	(1,147)	(32%)
EBITDA <sup>1</sup>	(583)	725	(1,308)	(180%)
Net Income (loss) before income taxes	(1,145)	127	(1,272)	(1002%)
Net income (loss)	(989)	402	(1,391)	(346%)
Net income (loss) per share, basic	(0.01)	0.00	(0.01)	N/A
Net Income (loss) per share, diluted	(0.01)	0.00	(0.01)	N/A
Cash from operations	4,703	2,593	2,110	81%
Free cash flow <sup>2</sup>	(932)	408	(1,340)	(328%)

<sup>1</sup> Earnings before interest, taxes, depreciation and amortization is a non-GAAP measure. See Section 13.1 Earnings before interest, taxes, depreciation and amortization (EBITDA)

<sup>2</sup> Free cash flow is a non-GAAP measure. See Section 13.2 Free cash flow.

The following table reviews some results excluding stock-based compensation (please see section 4.3 above for a full explanation of the stock-based compensation expense).

(\$ in thousands except per-share amounts)	Three Months ended June 30			
	2007	2006	Change	% Change
Net Income(loss) before income taxes <sup>1</sup>	(645)	675	(1,320)	(195%)
Net Income(loss) per share before taxes, basic <sup>1</sup>	(0.01)	0.01	(0.02)	N/A
Net Income(loss) per share before taxes, diluted <sup>1</sup>	(0.01)	0.01	(0.02)	N/A

<sup>1</sup>This is a non-GAAP measure. See Section 13 for reconciliation to the nearest GAAP measure.

The Company continues to maintain positive growth trends. For specific comments on trends and financial performance please see sections 5.3 and 6 below.

## 5 Selected Quarterly Information

### 5.2 Quarterly Results Summary

The following table sets forth certain financial information on a consolidated basis for the last eight financial quarters:

	2007		2006				2005	
(expressed in \$000's except per share and % amounts)	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter
Total Revenues	<b>4,870</b>	8,435	10,760	6,793	8,276	11,308	9,348	5,986
Recurring Revenue <sup>1</sup>	<b>2,381</b>	2,123	2,220	1,764	1,651	1,425	1,303	1,176
Recurring Revenue <sup>1</sup> as a % of Operation Expenses	<b>96%</b>	94%	90%	93%	73%	57%	65%	70%
Recurring Revenue <sup>1</sup> as a % of Total Cash Expenditures <sup>3</sup>	<b>69%</b>	66%	65%	68%	54%	44%	56%	58%
Percent Gross Margin	<b>49%</b>	52%	49%	44%	43%	46%	48%	52%
Income / (loss)	<b>(989)</b>	316	1,759	(850)	402	2,708	1,813	2,517
Income / (loss) per share - basic and diluted	<b>(0.01)</b>	0.00	0.02	(0.01)	0.00	0.03	0.02	0.03
Income / (loss) before taxes excluding the stock-based compensation expense <sup>4</sup>	<b>(645)</b>	1,528	3,827	504	675	2,347	1,911	921
Income (loss) per share before taxes excluding stock-based compensation expense – basic and diluted <sup>4</sup>	<b>(0.01)</b>	0.01	0.04	0.01	0.01	0.02	0.02	0.01

<sup>1</sup> Recurring Revenue includes all fees that are billed to customers on a recurring basis.  
<sup>2</sup> Operational Expenses includes all expenses except for Stock-based compensation. In addition, the \$1,656,000 reduction in R&D expense recorded in Q4 2006 is not included in Operational Expenses.  
<sup>3</sup> Total Cash Expenditures includes all Operational Expenses plus the amount of R&D deferred in the period and all amounts for the acquisition of capital assets. In addition, the \$1,656,000 reduction in R&D expense recorded in Q4 2006 is not included in Operational Expenses.  
<sup>4</sup> This is a non-GAAP measure. See Section 13 for reconciliation to the nearest GAAP measure.

### **5.3 Comments on Corporate Performance Trends**

Revenue in the second quarter continues to reflect the general slow down that has been experienced in the Canadian oil and gas industry, with a 41% drop in revenue compared to the second quarter of 2006. A combination of market factors has resulted in significantly reduced drilling activity, particularly for natural gas. The Company anticipates activity in the industry to remain substantially slower than 2006 for the balance of the year. Despite the lower revenue, the Company continued to see modest growth in the recurring revenue as a percent of operation expenses and total cash requirements. These percentages can be skewed by lower revenues, because of the consequent reduction in expenses with lower commissions. With more normal revenue levels we expect that the percentages would be the same as the first quarter.

The recurring revenue in Q2 of \$2,381,000 was up slightly from Q1 2007. Recurring revenue as a percentage of operational expenses continues to grow year over year. The Company expects there to be some fluctuation in this number quarter to quarter but tracks the year over year trend to be sure the Company is continuing to take advantage of the scalability of its business model. For 2006 the percent of recurring revenue to operating expenses was 77%, growing from 66% in 2005, 51% in 2004 and 27% in 2003. Management expects growth of recurring revenue to continue.

At the end of 2006 the Company added a second key performance indicator related to recurring revenue. By combining the investment in R&D and capital assets with the operating expenses the Company is able to monitor the ability of recurring revenue to meet the total cash requirements. The trend tracks relatively close to the prior measure, looking solely at operation expenses. For 2006 the percent of recurring revenue to total cash expenditures is 57%, growing from 49% in 2005, 46% in 2004 and 25% in 2003. Management expects this type of growth trend for the recurring revenue to continue as we have achieved in the past.

Percent gross margin dropped slightly in the quarter primarily as a result of the impact of fixed costs from our service and support areas against lower revenues. Nevertheless we continue to see improvement from lower levels experienced in 2006 as the impact from the 1xRtt transition program was completed. On an ongoing basis we expect that there may be fluctuations between quarters reflecting variable revenue and the different revenue mix, which have different gross margins. Year over year trends are expected to continue to be positive.

The net income trend tends to follow the revenue trend fairly closely.

## **6 Results of Operations – Second Quarter 2007**

### **6.1 Revenue**

The Company is reporting a drop in revenue year over year reflecting the slow down that has been experienced in the Canadian oil and gas industry that has been commented on earlier.

The Company generated revenues of \$4,870,000 for the three months ended June 30, 2007 compared to \$8,276,000 for the three months ended June 30, 2006. This represents a decrease of 41% for the quarter. The decrease is primarily a result of market factors in the reduction of drilling activity and capital spending by producers.

### **6.2 Cost of Sales**

The cost of sales for the three months ended June 30, 2007 was \$2,470,000 resulting in a 49% margin compared to a 43% margin on cost of sales of \$4,729,000 for the same period in 2006. The increase in margins is attributable to the addition of the higher margin PetroNet production accounting business, a lower cost Smart-Alek model, growth of the recurring revenue stream for network service fees, which has higher margins and completion of the 1xRtt conversion program undertaken in 2006.

### **6.3 Operating Expenses**

Operating expenses include compensation and benefits of the information technology, customer support, purchasing, shipping, quality assurance and operations departments, facility cost for Edmonton, Alberta and all related expenditures for these departments, excluding those costs charged to cost of sales.

Operating expenses for the quarter ended June 30, 2007 were \$385,000, which is higher than the same period for 2006 by \$2,000 or 1%. Operating expense, as a percentage of revenue was 8% for the second quarter ended June 30, 2007, as compared to 5% for the same quarter in 2006. The Company's operating expenses are fairly stable, reflecting the scalability of the business model, but similarly they do not reduce as revenues are lower, which results in a higher percentage of revenue during slower periods.

### **6.4 Sales, General and Administrative Expenses**

Sales, general and administrative (SG&A) expenses include compensation and benefits of sales, marketing, executives, financial, legal, human resources and administrative staff, lease obligations, advertising, trade shows, travel, marketing materials and general supplies.

The SG&A expense was \$1,838,000 for the second quarter ended June 30, 2007. This expense was \$217,000 more during the quarter ended June 30, 2007, compared to the same quarter last year. SG&A expense as a percentage of revenue was 38% for the second quarter 2007 as compared to 20% for the same quarter in 2006. The SG&A expense is somewhat higher as a percentage of revenue primarily due to expenses from new hires and increased activity in marketing. The Company has initiated a number of efforts to reduce costs and expect to see some positive results beginning in Q3.

## **6.5 Research & Development**

The Company is engaged in research and development work. Research costs are expensed as incurred. Development costs are expensed in the period incurred, unless they meet the criteria for deferral established by GAAP. Further, in accordance with GAAP, development costs are deferred only to the extent that their recovery can reasonably be regarded as assured. Management reviews the applicable criteria on a regular basis and if the criteria are no longer met, any remaining unamortized balance is written off as a charge to income. Research and development costs are reduced by any scientific research tax credits.

The Company defers a portion of its development costs, to be amortized over a five-year period. The five-year period was consistent with the historical lifecycle of prior product versions and more appropriately matches the product revenue stream with its development costs.

Research and Development (R&D) expenses include compensation and benefits of all the development teams working on the continuing development of our products as well as the testing activities. These expenses also include the cost to retain independent contractors and consultants, software licensing expenses, and all related administrative expenses and supplies.

The total R&D cost was \$1,038,000 in the second quarter 2007 up from \$782,000 in the second quarter of the prior year. The Company capitalized \$778,000 of development costs in the second quarter and expensed \$260,000 of the costs. The overall increase in R&D activity primarily reflects the additional development activity related to the integration of new technology from the acquisitions of Menex, Roughneck and PetroNet and the development of a new Smart-Alek model. In addition there was ongoing development of a number of new products to continue to fill out a full operations management solution suite.

## **6.6 Stock-based Compensation**

Effective January 1, 2004, Canadian accounting standards require recognition of compensation costs arising out of stock-based compensation plans under the fair value based method. Under the fair value based method, compensation cost is measured at fair value at the date of the grant and expensed over the stock option's vesting period.

The Company's non-cash stock-based compensation expense was \$500,000 for the quarter ended June 30, 2007, compared with \$548,000 for the quarter ended June 30, 2006 (please refer to section 4.3 for a full discussion of the breakdown of the stock-based compensation expense).

## **6.7 Net Income**

The overall net loss for the second quarter 2007 was \$989,000 or \$(0.01) per share compared to net income of \$402,000 or \$0.00 per share for the same period in 2006 for an overall decrease of \$1,391,000 or 346%. A future income tax recovery amount of \$156,000 was recognized in the second quarter 2007 as compared to a recovery of \$275,000 for the same period in 2006 or a decrease of 43%.

Net Income before taxes (excluding the impact of recognition of the future tax asset) better represents the performance of the Company. Net loss before taxes in the second quarter of 2007 was \$1,145,000. With stock-based compensation factored out net loss before taxes was \$645,000 in the second quarter. This represents 195% decrease in the second quarter over the second quarter in 2006.

## **6.8 Amortization of Capital and Intangible Assets**

In the second quarter the amortization of capital and intangible assets was \$696,000, of which \$207,000 related to intangible assets acquired in the purchase of Menex, Roughneck and PetroNet, which are non-recurring capital expenditures. Amortization of deferred development costs accounted for \$330,000 and patents accounted for \$2,000. The balance of \$157,000 is for the amortization of other capital assets that are required for the day-to-day operations of the Company.

## **6.9 Future Income Tax Assets**

In assessing the realizability of future tax assets, management considers whether it is more likely than not that some portion or all of the future tax assets will not be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of temporary differences, projected future taxable income, and tax planning strategies in making this assessment. The amount of the future tax asset considered realizable could change materially in the near term based on future taxable income during the carry forward period. During the six months ended June 30, 2007, the estimate of current tax expense is nil due to the availability of tax losses carrying forward. As the Company has expenses that are non-deductible for tax purposes, the provision for taxes is higher than the expense based on the expected tax rate of 32%.

## **7 Financial Condition**

The following are the significant changes in the consolidated balance sheets between June 30, 2007 and March 31, 2007.

(\$ thousands)	June 30, 2007	March 31, 2007	Change	Explanation
<b>Current Assets</b>				
Cash and cash equivalents	13,477	11,656	1,821	The growth in cash is primarily a result of continuing increase in recurring revenues
Accounts receivable	4,200	10,161	(5,961)	The decrease in receivables reflects the normal collection of receivables, which peaks at the beginning of the year due to annual billing of monthly fees.
Inventories	8,233	7,882	351	Inventory levels remained relatively stable.
<b>Current Liabilities</b>				
Accounts payable	1,103	1,430	(327)	In line with expectations
Accrued liabilities	471	718	(247)	In line with expectations
Deferred revenue	4,001	4,432	(431)	Invoicing of contracts are yearly, but revenue is deferred and recognized monthly. This amount fluctuates depending upon the timing of contract renewals.
<b>Working Capital<sup>1</sup></b>	<b>20,407</b>	<b>23,234</b>	<b>(2,827)</b>	This reflects a reduction from peak levels in Q1 when most annual contracts are renewed.
<b>Capital Assets</b>	<b>1,551</b>	<b>1,511</b>	<b>40</b>	Increase is in line with expectations and growth.
<b>Other Assets</b>				
Intangibles	3,835	4,040	(205)	Reducing as result of depreciation.

<sup>1</sup> Current Assets minus current liabilities is an indicator of the ability to finance current operations and meet obligations as they fall due.

## **8 Liquidity and Capital Resources**

The Company's cash balance at June 30, 2007 was \$13,477,000, an increase of \$1,821,000 from the March 31, 2007 balance. The Company's cash flows from operating, financing and investing activities, as reflected in the Consolidated Statements of Cash Flow, are summarized below:

	<b>Three Months ended June 30</b>	
(\$ thousands)	<b>2007</b>	<b>2006</b>
<b>Opening cash</b>	<b>11,656</b>	7,217
Cash provided by operations	<b>4,703</b>	2,360
Cash provided by financing	<b>(1,637)</b>	139
Cash used in investing	<b>(1,245)</b>	(673)
<b>Closing cash</b>	<b>13,477</b>	9,043

The increase in cash from operations reflects the continued growth in earnings. The use of cash from financing is from the repurchase of issued shares pursuant to the normal course issuer bid in the quarter. The cash used in investing is related to the normal capital purchases throughout the year, which is more fully described in a later section and the acquisition of PetroNet.

The following table presents summarized working capital information.

	<b>Three Months ended June 30</b>	
(\$ thousands)	<b>2007</b>	<b>2006</b>
Current assets	<b>25,983</b>	25,024
Current liabilities	<b>5,576</b>	6,073
Working capital	<b>20,407</b>	18,951
Current ratio	<b>4.66</b>	4.12

The Company has historically experienced two normal trends that impact liquidity throughout the year. Inventory build up and annual fee billing. The Company's inventory typically peaks through the winter months reflecting the buildup for the peak activity period. The Company bills network fees on an annual basis and in the past renewals were all timed on a calendar year this resulted in a growth in cash in the second quarter as these billings are received. This as well resulted in an increase in the deferred revenue as the revenue is recognized on a monthly basis for network fees and the unrecognized revenue appears in the deferred revenue until it is earned. In 2005 the Company changed its contract renewal policy and began to renew contracts on their anniversaries.

The Company had capital spending of \$984,000 during the second quarter of 2007 funded from the cash flow from operations. Spending was as follows:

Computer Hardware	\$ 111,000
Computer Software	\$ 36,000
Vehicles	\$ 8,000
Furniture & Equipment	\$ 41,000
Manufacturing Tools & Equipment	\$ 7,000
Leasehold Improvements	\$ 3,000
Patents and Trademarks	\$ 0
Deferred Development Costs	\$ 778,000
Intangibles	\$ 0

### **Credit Facilities**

The Company has credit facilities of \$5,000,000 to cover increased cash needs during peak demand periods. The interest rate is at Royal Bank Prime plus 1.5%. Security consists of a general security

agreement creating a security interest in all of the Company's personal property. The credit facility contains customary covenants. Zedi is currently not using any of the credit facility available.

## Financial Instruments

The Company does not currently have any outstanding financial instrument contracts.

## Cash Requirements

The following aggregated information about our contractual obligations and other commitments is to provide insight into the Company's short and long term liquidity and capital resource requirements. The information does not include obligations that have original maturities of less than one year or planned capital expenditures.

(\$ thousands)	Total	Within 1 year	2 to 3 years	3 to 5 years
Long-term debt	60	1	2	3
Operating leases	3,326	610	1,240	1,476
Total	3,386	611	1,242	1,479

### Long-term Debt

The long-term debt is a loan payable to Natural Resources Canada under an Industry Energy Research and Development (IERD) program. The loan is repayable at the rate of 1.5% of gross revenues from the sale of product developed under the program. Payments are due semi-annually, no more than 30 days after the end of June and December. The loans bears no interest except for over due payments, which bear interest at Bank of Canada prime plus 2%. The loan is unsecured.

### Operating Leases

The Company has various operating leases for office premises in Edmonton and Calgary and vehicles.

## Capital Expenditures

Capital expenditures are funded from cash flow from operations. The Company may adjust opportunity capital spending throughout the year depending on results. The most significant capital spending will be for deferred development costs.

Based on current projections the Company has sufficient working capital required to meet capital spending requirements and achieve projected sales and production levels, as sales increase.

## Outstanding Share Information

Common Shares	Quarter ending June 30, 2007
Opening shares	102,029,193
Stock options exercised	58,334
Shares purchased under NCIB*	(1,824,600)
Closing shares	100,262,927

\* The Corporation announced the filing of a Normal Course Issuer Bid on May 15, 2007 and during the second quarter of 2007 the Corporation purchased 1,824,600 shares for a total of \$1,659,849.

## 9 Critical Accounting Estimates

### 9.1 Critical Accounting Estimates

Zedi's significant accounting policies are described in Note 2 of its annual 2006 consolidated financial statements and the 2006 MD&A.

## 10 Disclosure Controls and Internal Controls

The Company has established and maintains disclosure controls and procedures. The CEO and CFO of the Company have evaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2007 and have concluded that such disclosure controls and procedures are effective to provide reasonable assurance that material information relating to the Company and its subsidiaries would be made known to them by others within those entities.

During 2006, the Company implemented a new software program to coordinate and manage its internal control system. This replaced a system that was primarily paper-based and prepares the Company to more adequately manage internal controls as it continues to grow. There were no changes to the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting in the second quarter of 2007 other than as described below.

The Company conducts regular reviews and internal audits to identify weaknesses in its internal controls over financial reporting and to ensure that an environment of continuous improvement becomes a part of the culture of the Company.

## **11 Outlook**

Moving forward in 2007, Zedi expects to:

- Continue prudent financial management. Zedi will continue to introduce cost containment initiatives that do not materially impact our ability to support customers or deliver on development initiatives that secure our market position. Although the Company doesn't expect cost containment to impact our major development initiatives, some smaller projects may be temporarily delayed.
- Continue the focus on our current strategy. Zedi has the right team in place to effectively and efficiently execute the strategy as outlined at the beginning of the year.
- Face continued softness in the market. Based on analyst reports and industry indicators, Zedi expects activity and revenues to remain lower than originally anticipated for the remainder of 2007.

## **12 Business Risks and Uncertainty**

The business risks and uncertainty are described in the Company's 2006 MD&A. The business risks and uncertainty are not materially changed from what is disclosed in the 2006 MD&A.

## **13 Reconciliation of Non-GAAP Measures**

### **13.1 Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)**

The Company reports EBITDA because it is a key measure used by management to evaluate the performance of the business. The Company also believes EBITDA is a measure commonly reported and widely used by investors as an indicator of a company's operating performance and ability to incur and service debt, and as a valuation metric. The Company believes EBITDA assists investors in comparing a company's performance on a consistent basis without regard to depreciation and amortization, which are non-cash in nature and can vary significantly depending upon accounting methods or non-operating factors such as historical cost.

EBITDA is not a calculation based on GAAP and should not be considered an alternative to Net Income in measuring the Company's performance or used as an exclusive measure of cash flow because it does not consider the impact of working capital growth, capital expenditures, debt principal reductions and other sources and uses of cash, which are disclosed in the interim consolidated financial statements of cash flows. Investors should carefully consider the specific items included in the Company's calculation of EBITDA. While EBITDA has been disclosed herein to permit a more complete comparative analysis of the Company's operating performance and debt servicing ability relative to other companies, investors should be cautioned that EBITDA as reported by Zedi may not be comparable in all instances to EBITDA reported by other companies.

The following is a reconciliation of EBITDA with Net Income.

	<b>Three Months ended June 30</b>	
(\$ thousands)	<b>2007</b>	<b>2006</b>
<b>Net Income</b>	<b>(989)</b>	402
Amortization of capital assets and intangibles	<b>696</b>	639
Gain on disposal of capital assets	<b>(1)</b>	-
Future income taxes	<b>(156)</b>	(275)
Interest	<b>(135)</b>	(41)
<b>EBITDA</b>	<b>(583)</b>	725

### **13.2 Free Cash Flow**

The Company reports free cash flow because it is a key measure used by management to evaluate the performance of consolidated operations. Free cash flow excludes certain working capital changes and other sources and uses of cash, which are disclosed in the interim consolidated statements of cash flows. Free cash flow is not a calculation based on GAAP and should not be considered an alternative to the interim consolidated statements of cash flows. Free cash flow is a measure that can be used to gauge the Company's performance over time. Investors should be cautioned that free cash flow as reported by Zedi may not be comparable in all instances to free cash flow as reported by other companies. While the closest GAAP measure is Cash provided by operating activities less Cash used for acquisition of capital assets, free cash flow is relevant because it provides an indication of how much cash generated by operations is available after capital expenditures, but before proceeds from divested assets and changes in certain working capital items (such as trade receivables and trade payables).

The following shows management's calculation of free cash flow:

	<b>Three Months ended June 30</b>	
(\$ thousands)	<b>2007</b>	<b>2006</b>
<b>EBITDA</b>	<b>(583)</b>	725
Stock-based compensation	<b>500</b>	548
Cash interest (paid)	<b>135</b>	41
Cash available for discretionary spending and capital expenditures	<b>52</b>	1,314
Capital expenditures		
Deferred development	<b>(778)</b>	(512)
Acquisition of PetroNet	-	(127)
Purchase of other capital assets	<b>(206)</b>	(267)
<b>Free Cash Flow</b>	<b>(932)</b>	408

### **13.3 Net Income before Taxes with Stock-based Compensation Excluded**

The Company reports net income before taxes with stock-based compensation excluded because it is a key measure used by management to evaluate the performance of the business. The Company believes this measure assists investors in comparing a company's performance on a consistent basis without regard to stock-based compensation, which is non-cash in nature and can vary significantly depending upon non-operating factors such as historical share price volatility. Please reference section 4.3 for further information on the stock-based compensation expense.

Net income before taxes with stock-based compensation excluded is not a calculation based on GAAP and should not be considered an alternative to net income before taxes.

The following shows management's calculation of net income before taxes with stock-based compensation excluded:

	<b>Three Months ended June 30</b>	
(\$ thousands)	<b>2007</b>	<b>2006</b>
<b>Net Income before Taxes</b>	<b>(1,145)</b>	127
Stock-based compensation	<b>500</b>	548
<b>Net Income before Taxes Excluding Stock-based Compensation</b>	<b>(645)</b>	675

### **13.4 Income per Share before Taxes with Stock-based Compensation Excluded, basic and diluted**

The Company reports income per share before taxes with stock-based compensation excluded because it is a key measure used by management to evaluate the performance of the business. The Company believes this measure assists investors in comparing a company's performance on a consistent basis without regard to stock-based compensation, which is non-cash in nature and can vary significantly depending upon non-operating factors such as historical share price volatility. Please reference section 4.3 for further information on the stock-based compensation expense.

Income per share before taxes with stock-based compensation excluded, basic and diluted is not a calculation based on GAAP and should not be considered an alternative to income per share before taxes, basic and diluted.

The following shows management's calculation of income per share before taxes with stock-based compensation excluded, basic and diluted:

	<b>Three Months ended June 30</b>	
<b>(\$)</b>	<b>2007</b>	<b>2006</b>
<b>Income per Share, basic and diluted</b>	<b>(0.01)</b>	0.00
Future Income Tax per Share	<b>(0.00)</b>	0.00
<b>Income per Share before Taxes, basic and diluted</b>	<b>(0.01)</b>	0.00
Stock-based compensation per share	<b>0.00</b>	0.00
<b>Income per Share Before Taxes Excluding Stock-based Compensation, Basic and Diluted</b>	<b>(0.01)</b>	0.00



