



51-102F1 – INTERIM MD&A

For the 3 months ended
February 28, 2009





Interim Management Discussion and Analysis For the three months ended February 28, 2009

*The following discussion and analysis of financial results of Diversified Industries Ltd. (the "Corporation" or "Diversified") on a consolidated basis, using the Purchase Method, with CFR Chemicals Inc. should be read in conjunction with the Corporation's audited annual financial statements and the accompanying notes for the periods ended August 31, 2008 and August 31, 2007 and is based on information available to **April 28, 2009**. Diversified owns 50% of the outstanding common shares and has effective control of the operational assets and liabilities of CFR. The financial statements have been prepared in accordance with Generally Accepted Accounting Practices for a business combination using the Purchase Method for the presentation of the Balance Sheet, Statement of Operations and Statement of Cash flows. Additional information on the Corporation is available on SEDAR at www.Sedar.com.*

Forward Looking Information

Statements in this Management's Discussion and Analysis relating to matters that are not historical facts are forward-looking statements. Such forward-looking statements involve known and unknown risks and uncertainties which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results implied by such forward-looking statements. Such factors include fluctuations in the oil and gas industries, both production rates and price and the ability of the Corporation to continue to grow sales of speciality blended chemicals and bulk commodity chemicals to the industrial and oil and gas industries. The on going ability of the Corporation to acquire and successfully commercialize other technologies, political and economic conditions in North America and other factors that are described in further detail in Diversified's continuous disclosure filings.

TO OUR SHAREHOLDERS

The current economic environment has proven to be a significant challenge to the Corporation over these past two quarters. There has been much uncertainty in the industry as a result of the significant downturn in global economies, low commodity prices, volatile financial markets and limited access to capital markets. In this economic environment, the Corporation is highly focused on the key business objectives of maintaining financial strength, further optimizing capital investments and growing market share.

The Corporation is adjusting to these new realities and making the necessary changes to emerge a stronger and more profitable company. While the Corporation's revenues are down from the same period one year ago, the volume of product that has been sold has been steadily increasing. The Corporation continues to be focused on carefully monitoring expenses, increasing sales and better procurement to improve the overall financial performance. Where many companies are downsizing the Corporation has seen the current downturn in the economy as an opportunity to attract quality people who will ensure that the future goals of the Corporation are being achieved.

Traditionally much of the Corporation's revenues have been derived from commodity products that were seasonal in nature. Over the past two years there has been a deliberate move on the part of the Corporation to place more emphasis on expanding the specialty chemicals market which is less seasonal and generates higher gross margin. With the recent creation of our Well Stimulation Chemicals division, the Corporation sees significant opportunities to grow revenues and gross margin in this area of the market.

OUTLOOK

Diversified Industries Ltd. remains optimistic that through continued focus on growth and value added products and services there will be significant opportunity to build strong profitability and enhanced shareholder value. Management feels very strongly that through expanded sales and business development this will result in significant growth over the next several years.

We would like to thank both our employees for their continued dedication and hard work and our shareholders for their continued support.

On behalf of the Board of Directors,

"Reg Allen"

Reg Allen, Chairman

"Darren Lamothe"

Darren Lamothe, President, CEO and Director

1. DESCRIPTION OF BUSINESS

Diversified Industries Ltd. is a leading oil and gas specialty and commodity chemical manufacturer and distributor in western Canada. The Corporation is innovative and flexible and this model has proven to add value to customers and to provide both general and niche market chemical solutions.

Diversified Industries Ltd. is comprised of two business segments; the significant segment is the development, marketing and sale of blended specialty chemicals and bulk commodity chemicals through CFR Chemicals Inc. from its Alberta and British Columbia locations. The remaining business segment is the product commercialization and development of emerging or unique products and solutions in industries including, but not limited to the oil and gas sector. Through this initiative the Corporation continues to pursue technologies for acquisition and commercialization in addition to the development of its own intellectual property. The objective is to evaluate other business opportunities and build a family of oilfield chemicals and solutions, through joint venture, merger or acquisition.

Strategy: The Corporation's key strategy is to focus on the overall growth and profitability of CFR Chemicals Inc. through expanded market share of both commodity and specialty chemicals to the oil and gas industry. The Corporation has been investing in expanded infrastructure to support sales to a wider geographic region in western Canada. The Corporation has also evaluated other chemicals and based on customer demand has increased its product family accordingly.

A strong emphasis on the commercialization of customer directed chemical solutions has provided an opportunity for the Corporation to assist the industry in solving problems where traditional chemical suppliers have had limited success.

The patented scavenger technology DVS 6000, has been rebranded as StaSweet 6000 to be consistent with CFR Chemicals other branded products StaCool and StaClean. StaSweet 6000 has been developed for several applications in multiple industries for the removal of H₂S from gas, oil, air, or water. The Corporation has chosen to focus its efforts on marketing StaSweet 6000 to the Western Canadian oil and gas industry as a primary market but has also generated ongoing interest from the United States and overseas markets. StaSweet 6000 is non-corrosive, water-based, non-flammable, has a mild odor, an extremely low freeze point (below -45° C), and is competitive in price. In addition, the by-product is easy to dispose of due to its small micron size and it is 10 times less in volume compared to caustic soda and ammonia.

The Corporation has recently started a new sales division which is focused on well enhancement and stimulation chemicals. With many oil and gas producers having cut their exploration and drilling budgets significantly they are looking to optimize their existing production through mechanical or chemical stimulation. The Corporation feels that there is a very good opportunity to expand the revenue with value added products.

In addition, the Corporation has made significant improvements in its procurement process which have resulted in better purchase prices. This will allow the Corporation to expand sales and generate better overall gross margins.

The Corporation will continue to invest in other new product development for unique oil and gas applications with a focus on enhanced oil recovery and well stimulation products.

Distribution and Sales of blended and bulk commodity: Diversified has recognised that CFR Chemicals' primary focus is the distribution and manufacturing of production and process chemicals, supplying customer specific blended product, proprietary chemicals and bulk commodity chemicals. At the CFR Kuusamo location there are approximately 7,500,000 litres of storage capacity spread over 50 tanks ranging in size from 20,000 to 320,000 litres.

Distribution and Sales of Core Technology: In Canada, Diversified has built strategic relationships with several oil and gas production and service companies who are either marketing the product to their customers or using the product internally. Diversified continues to work with several other companies both in Canada, the United States and abroad in efforts to expand StaSweet 6000 sales and distribution.

2. OVERALL PERFORMANCE

In October 2007, the Corporation concluded the acquisition of 40% of CFR Chemicals Inc. for the issuance of 12,000,000 common shares and on November 30, 2007 exercised its option to purchase an additional 10% of CFR Chemicals Inc. for the sum of \$418,210. For the 3 months ended November 30, 2008 operations were supported 80% by gross margin and 20% from

financing initiatives. Operations for the 2007 same three month period were supported 88% by gross margin and 12% through financing initiatives. The Company's consolidated loss for the quarter was \$255,000 compared to a loss of \$135,000 for the same period ending November 30, 2007.

The past 3 months have been challenging due to in part to a significant down turn in the price of oil and gas. In addition, the company has seen a marked decrease in the price of many commodities and a significant weakening of the Canadian dollar over the same period. These two factors have had a negative affect on the company's performance even though the overall business volume has increased over the same period from a year ago. With many commodities at or close to what is expected to be the bottom and with a stabilizing of the Canadian dollar, the company feels that many of the factors that have negatively affected the company over the past 4 to 6 months are now turning positive.

a. Revenue:

Revenue for the corporation decreased from \$8,607,000 to \$5,569,000 for the comparative quarter ended August 31, 2008, a difference of \$3,038,000. Revenue of StaSweet 6000 decreased from \$85,100, 2nd Quarter 2008, to \$59,900, 2nd Quarter 2009, a decrease of 29%, (kg of product sold decreased by 46%) for the quarter ended February 28, 2009.

The Corporation will continue to market itself mainly in Alberta with some focused international marketing efforts in the Middle East, the United States, South America and South East Asian markets. At this point, the majority of all sales and marketing will be carried out through CFR Chemicals Inc. The oil and gas industry exhibits a strong demand for all the family of products, however, there are barriers to entry that Diversified and its distribution partners are working to overcome. Research and testing and successful field trial efforts have shown promise for expanding product applications and are part of an effort to generate more data to assist in building the customer's willingness to implement use of products. Customer trials and testimonials are also helping in this area. The Corporation has and will continue to increase its marketing efforts.

During the quarter consolidated sales were made to over 135 companies. The percentage of revenue for the top five was 73% (2008 – 50%). The current period consolidated revenue for Diversified is generated through CFR Chemicals operations, bulk and blended product, tank and product rental and specialty chemical blends and StaSweet 6000.

b. Direct Costs:

Direct costs decreased from \$6,852,000 to \$4,355,000, a decrease of approximately \$2,497,000 for the comparative quarters. Cost of Goods sold as a percent of revenue in the quarter was, 78.21% (78.61% in 2008). The result is a decrease in overall gross margin for the Corporation. The decrease in direct costs as a percentage of revenue in 2009 versus 2008 was due to the mix of products sold which included distribution of several commodity type chemicals. The Corporation is working with key suppliers to ensure stable costing and supply of material.

c. Operating Expenses:

The following table shows the percentage change for each area of operating expense for the quarters ended February 28, 2009 and February 29, 2008.

Three months ended February 28, 2009 and February 29, 2008

Operating Expenses	2009	2008	%
			Change
Personnel	\$ 530,274	\$ 541,259	-2.07%
Rent, property and utilities	\$ 155,845	167,086	-7.21%
Professional fees	\$ 89,177	101,657	-13.99%
Bank charges and interest	\$ 67,690	57,145	15.58%
Long-term debt interest	\$ 200,117	197,013	1.55%
General and administrative (Schedule)	\$ 59,419	89,808	-51.14%
Research and testing	\$ 18,563	6,203	66.59%
Investor relations	\$ 6,055	22,501	-271.63%
Marketing and promotion	\$ 38,896	69,315	-78.21%
Amortization	\$ 114,639	60,814	46.95%
	\$ 1,280,675	\$ 1,312,800	-2.51%

Operating expenses in the quarter have decreased by 2.5% over the comparative quarter. This is due to changes in CFR operations in response to the changing business and economic environment. The following table outlines the expenses for each of the five most recent quarters:

Quarterly Operating Expenses:	2 nd Quarter Feb. 28, 2009	1 st Quarter Nov. 30 2008	4th Quarter August 31, 2008	3 rd Quarter May 31, 2008	2 nd Quarter Feb. 28, 2008
Personnel	\$ 530,274	\$ 529,587	\$ 472,735	\$ 456,647	\$ 541,259
Rent, property and utilities	\$ 155,845	\$ 149,011	195,727	\$ 155,981	167,086
Professional fees	\$ 89,177	\$ 54,465	104,723	\$ 26,774	101,657
Bank charges and interest	\$ 67,690	\$ 50,726	44,829	\$ 26,940	57,145
Long-term debt interest	\$ 200,117	\$ 187,719	176,572	\$ 198,861	197,013
General and administrative (Schedule)	\$ 59,419	\$ 51,152	111,551	\$ 69,339	89,808
Research and testing	\$ 18,563	\$ 39,255	43,732	\$ 14,174	6,203
Investor relations	\$ 6,055	\$ 4,925	9,888	\$ 5,756	22,501
Marketing and promotion	\$ 38,896	\$ 47,070	14,604	\$ 10,785	69,315
Amortization	\$ 114,639	\$ 114,214	133,923	\$ 63,826	60,814
	\$ 1,280,675	\$ 1,228,124	\$ 1,308,284	\$ 1,029,083	\$ 1,312,800

Personnel expenses for the current quarter are for approximately 21-23 full-time employees. Professional fees have fluctuated over the quarters and are for legal, accounting and auditing services related to the CFR purchase, year-end requirements and bank reporting requirements. Bank charges and short term interest have increased over the past several months due to increased credit line usage. Long term interest expense has increased due to long term loans used to finance fixed asset additions. The majority of research and testing expenditures over the past five quarters are associated with lab work and field trials on StaSweet 6000, together with a second H₂S scavenger under development and an industrial solvent line. Marketing and promotion expense has fluctuated from quarter to quarter over the past five quarters. The first quarter of fiscal 2009 has seen a sizeable increase due to the sales increase in the fall and winter seasons from the slow down during the spring and summer.

Investor relations expense consists of communications and news dissemination costs, retainer or consulting fees to investor relations firms, and non-cash stock-based compensation expense. Amortization expense has continued to increase due to asset additions. The new assets have enabled increased service levels.

The above personnel and investor relations costs include amortization of non-cash, stock-based compensation for the past five quarterly periods as follows:

Non-Cash, Stock-Based Compensation Expense:

Non-Cash, Stock-Based Compensation Expense

Quarter	Quarter End Date	Investor Relations Stock-based Compensation	Personnel Stock-based Compensation	Total Stock-based Compensation Expense
Q2-2009	February 28, 2009	-	18,933	18,933
Q1-2009	November 30, 2008	-	22,798	22,798
Q4-2008	August 31, 2008	-	22,799	22,799
Q3-2008	May 31, 2008	-	25,123	25,123
Q2-2008	February 29, 2008	1,208	18,655	19,863

A further breakdown of the Corporation's general and administrative expenses for the current and comparative period is found below. During the current period, general and administrative costs have increased relative to the first three months of the prior fiscal year. This increase is attributable to higher professional costs, long-term interest and rent/property costs for the period.

Schedule of General and Administrative Costs

	2 nd Quarter Feb. 28, 2009	1 st Quarter Nov. 30 2008	4th Quarter Aug. 31, 2008	3 rd Quarter May 31, 2008	2 nd Quarter Feb. 29, 2008
Office and miscellaneous	13,477	33,978	71,141	34,616	54,472
Telephone and internet	11,858	13,570	14,043	13,960	18,456
Insurance	26,364	20,956	21,194	21,024	20,505
Accreted Interest	6,549	6,622	6,573	5,513	5,453
Regulatory	13,068	684	800	750	6,288
Other Income	(11,897)	(24,658)	(2,200)	(6,523)	(15,366)
	59,419	51,152	111,551	69,339	89,808

Overall, there has been a swing in general and administrative costs over the past year from a high of \$111,551 to a low of \$51,152. The swings are attributable to the different quarters and activities occurring in the business environment.

d. Net Income and Earnings per Share:

Net loss and loss per share have both increased from the prior year. The current quarter's net loss is \$96,953 the comparative period last year net income was \$499,999. Income per share changed from \$0.015 in 2008 to a loss per share of \$0.003 in 2009. There was also an increase

in the basic and fully diluted weighted average number of shares outstanding, but it has no significant effect on the net loss per share.

e. Assets:

At February 28, 2009, total assets have increased to \$16,324,705 from \$14,564,181 at August 31, 2008.

- **Cash** increased to \$48,213 from \$15,099 at year end, an increase of \$33,114. The increase in cash is the result of the timing of cheques clearing the bank relative to cash balance. A minimum of cash is kept in the chequing accounts in order to keep the revolving loan balance as low as possible.
- **Receivables** have increased from \$2,127,363 to \$4,073,204 due to the typical sales in the fall season of the oil and gas industry. Average customer days to pay are approximately 59 to 65 days.
- **Inventory** has decreased from \$3,065,354 at year-end to \$2,478,879 due to conscientious inventory control and preparations for the slower activity anticipated in the third quarter, and spring breakup.
- **Pre-paid expenses** increased to \$201,877 from \$57,183 at the year end. This increase is due to prepaid property taxes, prepaid liability insurance and a performance bond issued in relation to the Middle-East sale of StaSweet 6000.
- **Capital assets** increased to \$6,314,254 from \$6,090,905 at year-end. This increase is due to several more tanks purchased and tank farm setup. (see Property, Equipment and leasehold improvements in note 4 of the August 31, 2008 financial statements).

f. Liabilities:

At February 28, 209 total liabilities have increased to \$13,869,833 from \$11,798,893 at August 31, 2008.

- **Bank** indebtedness of \$3,139,640 at February 28, 2009 increased from the year-end balance of \$1,716,932 due to supplier payments for inventory that was sold to increase the Accounts Receivable balance. The credit facility from the Bank of Montreal is supported by Accounts Receivable and Inventory through an Assets Based Lending agreement.
- **Accounts payable** and accrued liabilities have decreased to \$1,387,776 from \$1,512,994 at the August 31, 2008. These accounts payable and accrued liabilities have been incurred during the normal course of operations.
- **Total current liabilities** increased to \$4,768,870 from \$3,624,024 at August 31, 2008 but have decreased from \$5,281,226 at November 30, 2008
- **Long term debt** of \$8,730,775 is related to property plant and equipment financing. (see Long-term Debt in note 6 of the August 31, 2008 financial statements)

g. Industry and Economic Factors:

The economic and industry factors have changed since the last annual Management Discussion and Analysis (MD&A) was filed for the 2008 fiscal year end. The oil and gas industry has experienced continuing slowdown in drilling and exploration activity in Alberta. At this point the slowdown in drilling has not resulted in reduced sales for the Corporation. Several companies in the Oil and Gas industry have laid-off workers over the past several months. The Canadian currency, which was stronger in value for approximately 9-10 months of last year weakened through the fall

and winter to February 2009 and ended the quarter at approximately 1.27 Canadian to one U.S. dollar.

As mentioned previously, there has been a significant reduction in commodity prices, especially petrochemicals due to the rapid decline of crude oil prices from August 2008 and on. The fall in commodity prices has stabilized and the Corporation has seen an increase in margins and a significant increase in sales by volume.

3. SELECTED ANNUAL INFORMATION

This section is not required for the purposes of the interim management discussion and analysis. Please refer to the annual management discussion and analysis dated August 31, 2008 for the selected annual information.

4. SUMMARY OF QUARTERLY RESULTS

SUMMARY OF QUARTERLY RESULTS

	2nd 2009 28-Feb-2009	1st 2009 30-Nov-2008	4th 2008 31-Aug-2008	3rd 2008 31-May-2008
(all figures are in Canadian dollars)				
Revenue	\$ 5,569,590	\$ 4,909,978	\$ 2,779,434	\$ 4,320,087
Profit (Loss) from operations	\$ (67,063)	\$ (244,607)	\$ (615,021)	\$ 11,690
Net Income (Loss)	\$ (96,953)	\$ (255,194)	\$ (855,824)	\$ 48,934
-Per common share-Basis and Diluted	\$ (0.003)	\$ (0.009)	\$ (0.029)	\$ 0.002
Weighted Average Shares Outstanding	29,587,743	29,587,743	29,587,743	29,519,816
	2nd 2008 29-Feb-2008	1st 2008 30-Nov-2007	4th 2007 31-Aug-2007	3rd 2007 31-May-2007
Revenue	\$ 8,607,958	\$ 4,925,515	\$ 25,509	\$ 34,498
Profit (Loss) from operations	\$ 442,612	\$ (154,329)	\$ (197,158)	\$ (300,724)
Net Income (Loss)	\$ 449,999	\$ (135,157)	\$ (147,292)	\$ (310,075)
-Per common share-Basis and Diluted	\$ 0.015	\$ (0.005)	\$ (0.010)	\$ (0.219)
Weighted Average Shares Outstanding	29,519,816	29,519,816	14,372,594	1,415,066

2nd Quarter of 2009, ended February 28, 2009

Revenues for the 2nd quarter of 2009 increased from those of the 1st quarter of fiscal 2009. This is down from the comparative quarter from the prior year. Revenues going into the third quarter are anticipated to be higher than the comparable third quarter from last year. Decreased sales leading to decreased Gross Margin dollars, increased amortization expense and gain/loss on foreign exchange have been the significant differences in profitability this year versus last year.

1st Quarter of 2009, ended November 30, 2008

Revenues for the 1st quarter of 2009 increased from those of the 4th quarter of fiscal 2008. This is down slightly from the comparative quarter from the prior year. Revenues going into the second quarter are anticipated to be higher than first quarter. Gross Margin, amortization expense and gain/loss on foreign exchange have been the significant differences in profitability this year versus last year.

4th Quarter of 2008, ended August 31, 2008

Revenue for the 4th quarter of 2008 dropped dramatically, falling 36% from the prior quarter. This decline in revenue is attributable to the cyclical nature of the oil and gas industry. The loss from operations and net loss are due to several reasons: namely lower gross margins, increase in year-end amortization expense for fixed assets, income tax expense and minority interest adjustment. General and administrative expenses are also higher than in previous quarters, professional fees are up at year end due to audited year-end inventory counts and one time banking credit line changes.

3rd Quarter of 2008, ended May 31, 2008

Revenues for the 3rd quarter declined from the record high of the second quarter, due to the seasonal trend of the O&G industry going into spring breakup, April and May. The net income for the 3rd quarter has added to the year-to-date net income. Gross Margin for the quarter, 21.2%, was higher than the year-to-date, 19.95%, bringing up the overall average. More annual maintenance activities occurred in the quarter with the slow down of the industry. The 4th tank farm was commissioned in March and incurred one-time expenses.

2ND Quarter of 2008, ended February 29, 2008

Revenues for the 2nd quarter rose again over the first quarter to a new record. The net income for the second quarter has produced a year-to-date net income from the year-to-date loss last quarter. The tank farm expansion at Kuusamo added capacity and came into operations in late October 2007. Another tank expansion further increased capacity in January 2008.

1st Quarter of 2008, ended November 30, 2007

Revenues for the 1st quarter of 2008 rose considerably versus those of the 4th quarter of fiscal 2007 and were above the quarterly average of \$60,697 for the four most recent quarters as at that date. The loss from operations and net loss were the lowest in the prior two years due to higher revenue which contributed more gross margin than previously. The impact of non-cash stock based compensation expense remained constant.

4th Quarter of 2007, ended August 31, 2007

Revenue for the 4th quarter of 2007 dropped dramatically, falling 26% from the prior quarter. This decline in revenue is attributable to the acquisition of CFR and the outsourcing of sales, distribution, blending and marketing to CFR effective May 1, 2007. The loss from operations and net loss have both decreased significantly versus prior quarters, mainly due to reductions in personnel expense and marketing and promotional expense. General and administrative expenses were also lower, however, they were still high in comparison to quarterly averages due to the acquisition of CFR and a higher than normal level of professional fee expenses. The net loss for the quarter is the lowest net loss over the past two years. This ranking is somewhat artificial given the recording of a recovery of aged payables totaling \$53,714 which had a significant impact, lowering the loss for the quarter.

3rd Quarter of 2007, ended May 31, 2007

Revenue for the 3rd quarter of 2007 dropped dramatically, falling by 64% from the prior quarter - which was the highest quarterly revenue since the 1st quarter of fiscal 2006. The loss from operations and the net loss both increased versus the three prior quarters mainly due to larger than normal professional expenses associated with the acquisition of CFR Chemicals Inc. Still, net loss, on average is in line with the average for the eight most recent quarterly periods (\$298,676). It is anticipated that the net loss will improve going forward as the acquisition is closed.

2nd Quarter of 2007, ended February 28, 2007

Revenues for the 2nd quarter of 2007 rose 10% over the prior quarter, increasing 14% over the average quarterly revenue for the four most recent quarters (\$84,020), and achieving the highest quarterly revenues since the 1st quarter of fiscal 2006. The operating loss and net loss rose over the first quarter of fiscal 2007, but were below the two year average operating and net loss (\$294,968 and \$296,152 respectively). The rise in operating costs for the current quarter is attributable to professional fees for accounting and legal, due to audit and efforts on acquisitions.

5. LIQUIDITY & SOLVENCY

As at February 28, 2009, the Corporation had \$48,213 in cash and cash equivalents (based on the Bank of Canada US\$ noon exchange rate). A minimum of cash is kept in the bank accounts to reduce the amount of the credit line and the resulting amount of interest expense.

Calculating the Current ratio as of February 28, 2009 the ratio is 1.42, at year-end, August 31, 2008 the ratio was 1.45. The Current ratio has not significantly changed from year end. The average monthly net loss for the past 12 months has been \$96,586 (this figure includes non-cash items such as depreciation of capital assets, and non-cash, stock-based compensation expense of approximately \$43,021 per month; as well, the net loss figures also include any extraordinary items). The average monthly net loss over the past two year period is \$54,232 (however this figure includes non-cash items such as depreciation of capital assets, and non-cash, stock-based compensation expense of approximately \$29,148 per month; as well, net loss figures also include any extraordinary items). While the acquisition of 50% of CFR did reduce the cash in the Corporation's reserve, nearly all of the overhead of the Corporation has been transferred to CFR Chemicals Inc. or has been eliminated due to the consolidation.

The Corporation is able to generate significant revenues from product sales; the solvency of the Corporation is directly related to CFR's credit line with the Bank of Montreal. As of February 28, 2009 the \$8,000,000 credit line had \$3,139,640 funds advanced. Availability to the credit line is created by the discounting of Accounts Receivable and Inventory.

6. CAPITAL RESOURCES

Currently the Corporation has committed for an additional \$125,000 in capital expenditures. The Corporation, closed a convertible debenture financing in 2007, and is responsible for the payment of 7% interest per annum on principal of \$700,000 in the form of cash or through the issuance of common shares. In 2008 one debenture holder has converted their principal and interest into common shares during the year. In the near term the Corporation will finance through sales revenues and short term debt. It is anticipated that the Corporation will finance fixed assets through long-term debt and may consider equity financing for other long term plans, this to be approved by the Board of Directors.

7. OFF BALANCE SHEET ARRANGEMENTS

The Corporation has several off balance sheet arrangements. This includes several vehicle leases for the Sales department and office equipment leases (photocopier, laptop, computers, server). This results in an approximate \$6,800/month off balance sheet lease commitment.

8. TRANSACTIONS WITH RELATED PARTIES

Transactions with related parties for the period ended August 31, 2008 and 2007 are stated below. These amounts include wages for four different directors, one of whom is also an officer.

For the years ended August 31, 2008 and August 31, 2007	<u>2008</u>	<u>2007</u>
Paid to an officer or director for:		
Wages and benefits for one officer/director and three directors	\$ 60,900	\$ 191,200

9. Internal Control Over Financial Reporting

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are responsible for design of internal control over financial reporting or causing it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principals. The consolidation with CFR Chemicals Inc. has allowed the Corporation more depth and experience in the management of all accounting functions. Effective disclosure controls and procedures are achieved, despite the CFR material weakness, because of the CFO's direct involvement in the disclosure controls and procedures process.

10. OUTSTANDING SECURITY DATA

Description of Share Capital

Authorized Capital:

- Unlimited common shares, without par value

Issued and Outstanding:

	Number	Amount
▪ Common shares	29,587,743	\$4,269,177

For further detail see Note 5(b) of the annual financial statements for years ended August 31, 2008 and 2007.

Summary of options, warrants, and convertible securities outstanding at the end of the reporting period:

Options Outstanding as at February 28, 2009:

Date of Grant	Optionee Office	Expiry Date	Number of Options	Exercise Price/Share
26-Feb-2008	Directors & Officers	26-Feb-2013	100,000	0.40
4-Dec-2007	Consultant	4-Dec-2012	200,000	0.40
10-Oct-2007	Directors & Officers	10-Oct-2012	400,000	0.40
10-Oct-2007	Consultant	10-Oct-2012	700,000	0.40
21-Mar-2007	Directors & Officers	12-Mar-2012	200,000	0.40
21-Apr-2006	Consultant	21-Apr-2011	50,000	0.40
2-Mar-2006	Directors & Officers	2-Mar-2011	120,000	0.40
17-Feb-2005	Directors & Officers	17-Feb-2010	60,000	0.40
1-Dec-2004	Consultant	1-Dec-2009	100,000	0.40
3-Aug-2004	Directors & Officers	2-Aug-2009	100,000	0.40
Total options outstanding & weighted average exercise price			2,030,000	0.40

No options have been amended, granted or expired during the quarter ended February 28, 2009. At the AGM on February 12, 2009 the Board of Directors had approved re-pricing of options to \$0.15 and the required forms have been submitted to the Exchange and are awaiting for approval.

Share Purchase Warrants Outstanding as at February 28, 2009:

Date of Grant	Expiry Date	Number of Warrants	Exercise Price/Share
19-Jul-07	19-Jul-09	1,504,917	0.45
Total share purchase warrants outstanding & weighted average price:		1,504,917	\$ 0.45

No warrants have been issued or expired during the quarter ended February 28, 2009. Warrants that were set to expire on July 19, 2008 were extended to July 19, 2009 with approval by the exchange on April 14, 2008.

Convertible Debentures Outstanding as at February 28, 2009:

Date of Grant	Due Date	Value of Debentures	Number of Common Shares on Conversion	Exercise Price/Share
9-Jun-06	9-Jun -09	\$ 700,000	2,000,000	\$ 0.35
19-Oct-07	Debenture converted	150,000	428,571	0.35
30-Nov-07	Debenture outstanding	550,000	1,571,429	0.35

11. FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The financial instruments of the Corporation consist of Canadian and United States dollars, a convertible debenture, accounts receivable, accounts payable and accrued liabilities, a corporate

credit card, a credit line consisting of a Canadian and American dollar short-term loans and long-term debt financing. The Corporation does not currently make use of any other financial instruments.

Convertible Debenture

In the fourth quarter of fiscal 2006, the Corporation issued \$700,000 in convertible debentures to a small group of four placees, one of which is a company controlled by an insider and director of the Corporation. The debentures are convertible into common shares at \$0.35 of principal outstanding.

In addition, the Corporation has issued 490,000 share purchase warrants to purchase 490,000 common shares at an exercise price of \$0.40 per common share for up to two years from the date of closing. The debenture will yield 7% interest payable annually, but which is also deferrable until the end of the full three year term of the debenture, at which time all principal and interest will become payable either in cash or in common shares of the Corporation.

On October 19, 2007 one debenture holder exercised their conversion privilege, converting their principal of \$150,000 and accumulated interest of \$14,471 into common shares at a conversion price of \$0.35 per common share, resulting in the issuance of 469,916 common shares from treasury. In addition, the conversion reduced the debenture liability by the accumulated interest, and resulted in changes to share capital and other paid in capital.

Accounts Receivable

To date the Corporation has dealt predominantly with North American corporations in terms of sales and thus has limited exposed to the risk of dealing with overseas entities. The corporation has over 275 customers that it deals with over a twelve month period. The Corporation is in regular contact with clients regarding any outstanding receivables that go beyond both 30 and 60 days past due. This has proven to be very effective in ensuring that all accounts receivable are collected on time. Management has implemented the requirement of an irrevocable letter of credit for international sales. In one case management is putting accounts receivables insurance in place for a large international sale to eliminate any potential risk.

Foreign Currency Risk

The Corporation is exposed to currency risks as a result of sales and purchases in U.S. currency. Sales to the United States are less than US\$15,000 for the period. Purchases of inventory in U.S. currency have been approximately \$2,971,000 for the period. Payments in U.S. currency during the period were \$2,947,000. Due to the large value of transactions to date, the Corporation is exposed to foreign currency risk. For the period of September 1 to November 30, 2008 the Corporation recognized a currency loss of \$140,178. During the period of December 1, 2008 to February 28, 2009 the Corporation recognized a currency gain of \$22,846 The year prior the Corporation had a currency gain of \$107,878.

Risk Factors

Need For Additional Financing – Diversified may require additional financing in order to support operations or make further investments in its various technologies. There can be no assurance that additional financing will be available to the Corporation on acceptable terms, or at all. Such financing, if available, might have the effect of diluting the holdings of existing shareholders.

Volatile Commodity Markets – As the majority of Diversified's revenues are generated through the chemical sales of CFR Chemicals Inc. there are certain risks due to volatile

commodity prices. The corporation has been building stronger relationships with key suppliers and has developed a strategy to minimize risks associated with price fluctuations. The manufacturing costs and thus the marketability of products such as StaSweet 6000 could be affected directly or indirectly by significant changes in raw chemical prices. If energy prices as a whole were to decrease, there is risk that the overall business would suffer due to decreased activity in E&P markets.

Government Regulations / Policy – The Corporation may be subject to and adversely affected from time to time by changes in regulation and policy in the countries it is or plans to be operating in and such factors may create delays in project procurement and implementation that may result in the need for additional funding.

International Business – The Corporation undertakes business internationally. Securing of such business introduces currency risks, credit risks, political risks and other risks inherent to conducting business internationally. There can be no assurance that steps taken by management to address these risks will eliminate all adverse affects and, accordingly the Corporation may suffer losses.

Management of Growth and Key Personnel – Diversified's anticipated growth and expansion into new applications for its products will require additional management expertise and will place increased demands on Diversified's resources and management with respect to recruiting, training, budgeting, scheduling and technical skills. These demands will require the addition of new management and technical personnel and the development of additional expertise by existing personnel. A shortage of, or failure to retain, such personnel or develop or acquire the expertise could adversely affect prospects for Diversified's success.

Patents – The Corporation's success with its proprietary products will depend, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing on the proprietary rights of third parties or having third parties circumvent the Corporation's rights. Diversified has filed, and is actively pursuing, applications for patents in Canada, the United States and other countries. Furthermore, there can be no assurance that others will not independently develop similar products, which duplicate any of Diversified's technology or products or, if patents are issued to Diversified, design around those patented products developed by Diversified.

Conflicts of Interest - Directors and officers of the Issuer may serve as directors of, or have shareholdings in, other reporting companies. To the extent that such other companies may participate in ventures in which the Issuer may participate, the directors or officers of the Issuer may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The laws of Canada, applicable to the Issuer, provide that the directors of the Issuer must act honestly, in good faith and in the best interests of the Issuer in resolving any conflicts that may arise, and all directors of the Issuer are aware of these fiduciary responsibilities. In determining whether or not the Issuer will participate in a particular venture, the directors will primarily consider the degree of risk to which the Issuer may be exposed, its financial position at that time and, depending on the magnitude of the venture and the absence of any disinterested directors, whether or not to subject any ventures in question to the shareholders of the Issuer for their approval. There are currently no such conflicts of interest as described above.

Reliance on Third Parties and Future Collaboration - Diversified has, and will continue, as it moves forward, to enter into, various arrangements with collaborators, licensors, licensees and others for the research, development, testing, manufacturing and marketing of its products and services. There can be no assurance that Diversified will be able to establish such collaborations on favorable terms, if at all, or that its current or future collaborative arrangements will be successful.

Product Liability and Uninsured Risks – The sale of products and services may expose Diversified to potential liability resulting from such use. Although liability insurance is currently maintained, the obligation to pay a claim in excess of insurance could have a material adverse effect on the business, financial condition and future prospects of Diversified.

Environmental Matters – As the Corporation supplies oilfield products and services there is the certainty that it will be subject to federal, provincial and local laws and regulations regarding the environment. Although management believes its safety procedures are appropriate, the risk of offence or liability cannot be completely eliminated. Moreover, there can be no assurance that Diversified will not be required to incur significant costs to comply with laws and regulations in the future.

12. SUBSEQUENT EVENTS

Subsequent to February 28, CFR Chemical's reported income and banking agreement financial ratios with BMO were below specific targets and in breach of the banking covenant. Due to this fact CFR has re-forecasted the sales and profitability for the next 12 months to BMO. BMO has increased the interest rate charged by 2%.